

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme LEFROY EXPLORATION LIMITED

ACN/ARSN 052 123 930

1. Details of substantial holder(1)

Name NOONTIDE INVESTMENTS LTD

ACN/ARSN (if applicable) 133 439 817

There was a change in the interests of the substantial holder on 03 /08 /2021

The previous notice was given to the company on 04 /02 /2021

The previous notice was dated 29 /01 /2021

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|-------------------------|-----------------|------------------|----------------|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| FPO | 13,121,881 | 10.93% | 14,829,553 | 12.33% |
| | | | | |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|----------------------|---|---|-------------------------|
| | Refer "Annexure A" | | | | |
| | | | | | |
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4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (8) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
| | Refer "Annexure A" | | | | |
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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A | |
| | |


6. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|----------------------|--|
| NOONTIDE INVESTMENTS | LEVEL 9, 20 MARTIN PLACE SYDNEY NSW 2000 |
| LTD | |

Signature

print name DAVID CROLL capacity DIRECTOR

sign here  date 14 / 10 / 2021

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Noontide Investments Ltd (ACN 133 438 817) Annexure A to Form 604 Notice of change of interests of substantial shareholder for Lefroy Exploration Ltd (ACN 052 123 930)

Changes in Relevant Interests

| Date of Change | Person whose relevant interest changed | Nature of Change | Consideration given in relation to change | Class & Number of securities affected | Persons votes affected |
|-----------------------|---|-------------------------|--|--|-------------------------------|
| 01/02/21 | Noontide Investments Ltd | On Market Buy | \$ 48,091.29 | 245,866 FPO | 245,866 |
| 02/02/21 | Noontide Investments Ltd | On Market Buy | \$ 39,119.92 | 200,000 FPO | 200,000 |
| 05/02/21 | Noontide Investments Ltd | On Market Buy | \$ 40,205.00 | 200,000 FPO | 200,000 |
| 08/02/21 | Noontide Investments Ltd | On Market Buy | \$ 40,123.00 | 200,000 FPO | 200,000 |
| 09/02/21 | Noontide Investments Ltd | On Market Buy | \$ 7,456.86 | 37,170 FPO | 37,170 |
| 10/02/21 | Noontide Investments Ltd | On Market Buy | \$ 39,829.02 | 186,330 FPO | 186,330 |
| 12/02/21 | Noontide Investments Ltd | On Market Buy | \$ 5,411.16 | 26,315 FPO | 26,315 |
| 15/02/21 | Noontide Investments Ltd | On Market Buy | \$ 2,204.55 | 10,721 FPO | 10,721 |
| 16/02/21 | Noontide Investments Ltd | On Market Buy | \$ 2,665.79 | 12,964 FPO | 12,964 |
| 18/02/21 | Noontide Investments Ltd | On Market Buy | \$ 10,532.29 | 50,000 FPO | 50,000 |
| 22/02/21 | Noontide Investments Ltd | On Market Buy | \$ 9,843.17 | 49,065 FPO | 49,065 |
| 23/02/21 | Noontide Investments Ltd | On Market Sale | \$ 198,936.38 | 250,000 FPO | 250,000 |
| 23/02/21 | Noontide Investments Ltd | On Market Sale | \$ 39,777.31 | 50,000 FPO | 50,000 |
| 24/02/21 | Noontide Investments Ltd | On Market Buy | \$ 168,667.06 | 300,000 FPO | 300,000 |
| 25/02/21 | Noontide Investments Ltd | On Market Sale | \$ 72,048.85 | 100,000 FPO | 100,000 |
| 25/02/21 | Noontide Investments Ltd | On Market Sale | \$ 183,364.42 | 300,000 FPO | 300,000 |
| 25/02/21 | Noontide Investments Ltd | On Market Sale | \$ 133,850.48 | 200,000 FPO | 200,000 |
| 03/03/21 | Noontide Investments Ltd | On Market Sale | \$ 34,494.33 | 51,751 FPO | 51,751 |
| 04/03/21 | Noontide Investments Ltd | On Market Buy | \$ 49,064.81 | 82,962 FPO | 82,962 |
| 08/03/21 | Noontide Investments Ltd | On Market Sale | \$ 4,349.46 | 6,817 FPO | 6,817 |
| 08/03/21 | Noontide Investments Ltd | On Market Buy | \$ 16,137.08 | 27,038 FPO | 27,038 |
| 09/03/21 | Noontide Investments Ltd | On Market Buy | \$ 10,074.38 | 18,950 FPO | 18,950 |
| 10/03/21 | Noontide Investments Ltd | On Market Sale | \$ 5,221.02 | 8,183 FPO | 8,183 |
| 15/03/21 | Noontide Investments Ltd | On Market Sale | \$ 45,990.64 | 75,000 FPO | 75,000 |
| 18/03/21 | Noontide Investments Ltd | On Market Sale | \$ 45,362.58 | 75,000 FPO | 75,000 |
| 29/03/21 | Noontide Investments Ltd | On Market Sale | \$ 43,803.89 | 35,000 FPO | 35,000 |
| 29/03/21 | Noontide Investments Ltd | On Market Sale | \$ 43,800.40 | 35,000 FPO | 35,000 |
| 06/04/21 | Noontide Investments Ltd | On Market Sale | \$ 34,992.07 | 25,000 FPO | 25,000 |
| 06/04/21 | Noontide Investments Ltd | On Market Sale | \$ 34,992.07 | 25,000 FPO | 25,000 |
| 07/04/21 | Noontide Investments Ltd | On Market Sale | \$ 33,552.16 | 25,000 FPO | 25,000 |
| 08/04/21 | Noontide Investments Ltd | On Market Sale | \$ 66,104.47 | 50,000 FPO | 50,000 |
| 16/04/21 | Noontide Investments Ltd | On Market Buy | \$ 36,193.13 | 28,154 FPO | 28,154 |
| 19/04/21 | Noontide Investments Ltd | On Market Buy | \$ 2,425.69 | 1,846 FPO | 1,846 |
| 21/04/21 | Noontide Investments Ltd | On Market Sale | \$ 48,179.70 | 37,301 FPO | 37,301 |

| | | | | | |
|----------|--------------------------|----------------|---------------|-------------|---------|
| 22/04/21 | Noontide Investments Ltd | On Market Sale | \$ 48,757.54 | 37,699 FPO | 37,699 |
| 23/04/21 | Noontide Investments Ltd | On Market Buy | \$ 18,807.66 | 15,000 FPO | 15,000 |
| 26/04/21 | Noontide Investments Ltd | On Market Buy | \$ 6,068.60 | 5,000 FPO | 5,000 |
| 28/04/21 | Noontide Investments Ltd | On Market Sale | \$ 61,234.56 | 50,000 FPO | 50,000 |
| 29/04/21 | Noontide Investments Ltd | On Market Buy | \$ 26,957.45 | 30,000 FPO | 30,000 |
| 18/05/21 | Noontide Investments Ltd | On Market Sale | \$ 96,055.18 | 100,000 FPO | 100,000 |
| 18/05/21 | Noontide Investments Ltd | On Market Sale | \$ 51,335.55 | 50,000 FPO | 50,000 |
| 25/05/21 | Noontide Investments Ltd | On Market Sale | \$ 57,449.05 | 50,000 FPO | 50,000 |
| 04/06/21 | Noontide Investments Ltd | On Market Sale | \$ 119,414.85 | 100,000 FPO | 100,000 |
| 02/08/21 | Noontide Investments Ltd | On Market Sale | \$ 955.80 | 1,534 FPO | 1,534 |
| 03/08/21 | Noontide Investments Ltd | On Market Buy | \$ 18,205.81 | 30,000 FPO | 30,000 |

Present relevant interests.

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder | Nature of relevant interest | Class and Number of securities/Persons Vote |
|-----------------------------|----------------------------------|--|--|---|
| Noontide Investments Ltd | JP Morgan Nominees Australia Ltd | JP Morgan Nominees Australia Ltd | Power to control, exercise vote, and/or dispose of securities as discretionary manager of managed investment schemes | 14,829,553 FPO |

This Is Annexure A referred to In Form 604 Notice of change of Interests of substantial shareholder for Lefroy Exploration Ltd lodged by Noontide Investments Ltd



**David Croll
Director Noontide Investments Ltd**