# Form 603

**Corporations Act 2001**
**Section 671B**

## Notice of initial substantial holder

| | |
|---|---|
| To Company Name/Scheme | **West Wits Mining Limited** |
| ACN/ARSN | **124 894 060** |

**1. Details of substantial holder (1)**

| | |
|---|---|
| Name | **Queensland Marketing Management Pty Ltd** |
| ACN/ARSN (if applicable) | **010 552 066** |

The holder became a substantial holder on **12 / Jan / 2016**

**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

| Class of securities (4) | Number of securities | Person's votes (5) | Voting power (6) |
|---|---|---|---|
| **Fully Paid Ordinary Shares (ORD)** | **23,254,111** | **23,254,111** | **5.10%** |
| | | | |

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest | Nature of relevant interest (7) | Class and number of securities |
|---|---|---|
| **Queensland MM Pty Ltd <QMM Super Fund A/C>** | **Shareholder** | **ORD 10,902,488** |
| **Actionette Pty Ltd <Christine A Frost Super Fund A/C>** | **Shareholder** | **ORD 5,854,340** |
| **Queensland Marketing Management Pty Ltd <Superannuation A/C>** | **Shareholder** | **ORD 6,497,283** |

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities |
|---|---|---|---|
| **Queensland MM Pty Ltd <QMM Super Fund A/C>** | **Queensland MM Pty Ltd <QMM Super Fund A/C>** | **Queensland MM Pty Ltd <QMM Super Fund A/C>** | **ORD 10,902,488** |
| **Actionette Pty Ltd <Christine A Frost Super Fund A/C>** | **Actionette Pty Ltd <Christine A Frost Super Fund A/C>** | **Actionette Pty Ltd <Christine A Frost Super Fund A/C>** | **ORD 5,854,340** |
| **Queensland Marketing Management Pty Ltd <Superannuation A/C>** | **Queensland Marketing Management Pty Ltd <Superannuation AC>** | **Queensland Marketing Management Pty Ltd <Superannuation A/C>** | **ORD 6,497,283** |

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Date of acquisition | Consideration (9) | | Class and number of securities |
|---|---|---|---|---|
| | | Cash | Non-cash | |
| **Queensland Marketing Management Pty Ltd <Superannuation A/C>** | **4/11/2015** | **$28,025.82** | **-** | **ORD 2,001,844** |
| | **4/11/2015** | **$9,990.00** | **-** | **ORD 555,000** |
| | **3/12/2015** | **$5,308.02** | **-** | **ORD 192,175** |
| | **3/12/2015** | **$7,280.00** | **-** | **ORD 260,000** |
| | **18/12/2015** | **$12,006.84** | **-** | **ORD 500,285** |
| | **12/01/2016** | **$11,500.00** | **-** | **ORD 500,000** |
| **Actionette Pty Ltd <Christine A Frost S/F A/C>** | **4/11/2015** | **$16,392.15** | **-** | **ORD 1,170,868** |
| **Queensland MM Pty Ltd <QMM Super Fund A/C>** | **8/12/2015** | **$5,396.02** | **-** | **ORD 192,715** |

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|---|---|
| **Queensland MM Pty Ltd <QMM Super Fund A/C>** | **Director Related Entity** |
| **Queensland Marketing Management Pty Ltd <Superannuation A/C>** | **Director Related Entity** |
| **Actionette Pty Ltd <Christine A Frost Super Fund A/C>** | **Director's Spouse's Entity** |

**7. Addresses**

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

| Name | Address |
|---|---|
| **ALL** | **210 Williams Road, Toorak, 3142 VIC** |
| | |

## Signature

print name **Bryan Frost** capacity **Director**

**sign here** date **12 / Jan / 2016**

**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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.

(6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(7) Include details of:

(a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.

(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) 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.