Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme: Lightning Minerals Limited

ACN/ARSN: 656 005 122

1. Details of substantial holder (1)

Name: S3 Consortium Pty Ltd and each of the entities listed in Annexure A (S3 Consortium Group Entities)

ACN/ARSN (if applicable): Not applicable

The holder became a substantial holder on 17 / 06 / 2024

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 (**Shares**)	6,360,712	6,360,712	6.40%

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
S3 CONSORTIUM PTY LTD (**S3C**)	Pursuant to section 608(1)(a) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as the registered holder of the Shares.	5,892,857 Shares
GLOBAL CONSORTIUM HOLDINGS PTY LTD (**GCH**)	Pursuant to section 608(1)(a) of the Corporations Act as the registered holder of the Shares.	285,715 Shares
	Pursuant to section 608(1)(b)(c) of the Corporations Act, GCH has a relevant interest in the Shares held by S3C as GCH has control of S3C.	5,892,857 Shares
OKAWARI CONSORTIUM PTY LTD (**OC**)	Pursuant to section 608(1)(a) of the Corporations Act as the registered holder of the Shares.	182,140 Shares
	Pursuant to section 608(3)(a) of the Corporations Act, OC has a relevant interest in the Shares held by S3C by virtue of its voting power being above 20% in S3C.	5,892,857 Shares

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
S3C	S3C	S3C	5,892,857 Shares
GCH	S3C	S3C	5,892,857 Shares
OC	S3C	S3C	5,892,857 Shares
GCH	GCH	GCH	285,715 Shares
OC	OC	OC	182,140 Shares

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	
S3C	17/06/2024		Fee of $375,000 for services, paid through the issue of Shares in lieu of cash. Shares are subject to full escrow until 17/06/2026.	5,892,857 Shares
GCH	17/06/2024	$0.07 per Share (Placement)		285,715 Shares
OC	17/06/2024	$0.07 per Share (Placement)		182,140 Shares

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
S3C and GCH	S3C and GCH are associates by virtue of GCH controlling S3C.
S3C, GCH, and OC	S3C, GCH, and OC are associates pursuant to section 12(2)(c) of the Corporations Act.

7. Addresses

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

Name	Address
S3C, GCH, OC	Level 35, 600 Bourke Street, Melbourne VIC 3000, Australia

Signature

print name Jason Price capacity Director, S3 Consortium Pty Ltd

sign here date 05 / 07 / 2024

Annexure A – S3 Consortium group entities

This is Annexure A of 1 page referred to in the Form 603 (Notice of initial substantial holder).



Jason Price
Director
S3 Consortium Pty Ltd

S3 Consortium Pty Ltd Group Entities

Entity	ACN
S3 CONSORTIUM PTY LTD	134 239 968
GLOBAL CONSORTIUM HOLDINGS PTY LTD	147 250 379
OKAWARI CONSORTIUM PTY LTD	606 434 333