

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Red Emperor Resources NL

ACN/ARSN 124 734 961

1. Details of substantial holder (1)

Name Suzanne Margaret King

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 2 October 2017

The previous notice was given to the company on 11 March 2016

The previous notice was dated 11 March 2016

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)
Ordinary Fully Paid	29,311,642	6.89%	36,814,348	8.66%

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 to Annexure A					

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 (6)	Class and number of securities	Person's votes
Suzanne Margaret King	Seventy Three Pty Ltd <King Super Fund>	Seventy Three Pty Ltd <King Super Fund>	Registered Holder	21,288,252	5.01%
Suzanne Margaret King	Falcon Pension Fund	Falcon Pension Fund	Registered Holder	15,526,096	3.65%

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	

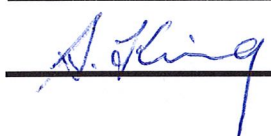
6. Addresses

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

Name	Address
	Level 1, 35 Richardson Street, West Perth WA 6005

Signature

print name Suzanne Margaret King capacity Beneficial Owner

sign here  date 6 October 2017

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.

ANNEXURE A

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
Seventy Three Pty Ltd <King Super Fund>					
09/03/2016	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	6,905.29	300,000	300,000
10/03/2016	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	50.78	2,205	2,205
10/03/2016	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	11,840.82	513,951	513,951
14/03/2016	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	11,184.48	486,049	486,049
24/03/2016	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	13,819.95	600,000	600,000
24/03/2016	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	13,819.95	600,000	600,000
24/03/2016	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	12,129.45	526,500	526,500
12/01/2017	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	6,019.95	300,000	300,000
18/01/2017	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	3,480.02	174,001	174,001
18/04/2017	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	2,154.35	106,720	106,720
19/04/2017	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	728.92	36,446	36,446
20/04/2017	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	17,793.81	847,193	847,193
28/04/2017	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	202.69	9,641	9,641
28/04/2017	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	552.89	26,147	26,147
28/04/2017	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	20,022.00	1,000,000	1,000,000
08/05/2017	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	282.52	14,126	14,126
09/05/2017	Seventy Three Pty Ltd <King Super Fund>	On Market Purchase	19,194.54	959,727	959,727
29/06/2017	Seventy Three Pty Ltd <King Super Fund>	Off Market transfer	(290,521.92)	(14,526,096)	(14,526,096)
Falcon Pension Fund					
29/06/2017	Falcon Pension Fund	Off Market transfer	290,521.92	14,526,096	14,526,096
28/09/2017	Falcon Pension Fund	On Market Purchase	2,709.95	134,500	134,500
29/09/2017	Falcon Pension Fund	On Market Purchase	4,504.82	225,241	225,241
2/10/2017	Falcon Pension Fund	On Market Purchase	12,815.18	640,259	640,259