

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme AURIS MINERALS LIMITEDACN/ARSN 085 806 284**1. Details of substantial holder (1)**Name Gary Castledine, Candice Castledine and Benjamin Castledine

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 03 / 04 / 2018**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	54,314,118	54,314,118	13.33%

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
Gary Castledine, Candice Castledine, Benjamin Castledine, All-States Finance Pty Ltd, Capretti Investments Pty Ltd, Riverview Corporation Pty Ltd, Mandevilla Pty Ltd, Goldfire Enterprises Pty Ltd, Robert Paul Martin and Susan Pamela Martin (RP & SP Martin Super Fund A/C), Robert Paul Martin and Susan Pamela Martin (Nitro Super Fund A/C), RPM Super Pty Ltd (RPM Super Fund A/C), All States Secretariat Pty Ltd, and Newball Pty Ltd	Association pursuant to section 12(2)(c) of the Corporations Act by reason of shareholders proposing to act in concert in relation to a general meeting of Auris Minerals Limited to be held on 20 April 2018 as a consequence of Auris Minerals Limited commencing Takeovers Panel proceedings seeking orders restraining shareholders exercising voting rights and vesting shares in ASIC for sale	54,314,118 fully paid ordinary 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
Gary Castledine, Candice Castledine, Benjamin Castledine, All-States Finance Pty Ltd, Capretti Investments Pty Ltd, Riverview Corporation Pty Ltd, Mandevilla Pty Ltd, Goldfire Enterprises Pty Ltd, Robert Paul Martin and Susan Pamela Martin (RP & SP Martin Super Fund A/C), Robert Paul Martin and Susan Pamela Martin (Nitro Super Fund A/C), RPM Super Pty Ltd (RPM Super Fund A/C), All States Secretariat Pty Ltd, and Newball Pty Ltd	Gary and Candice Castledine (Castledine Super Fund A/c)	Gary and Candice Castledine (Castledine Super Fund A/c)	80,000 fully paid ordinary shares
	Candice Peta Castledine	Candice Peta Castledine	145,000 fully paid ordinary shares
	Benjamin Charles Castledine	Benjamin Charles Castledine	142,007 fully paid ordinary shares
	All-States Finance Pty Ltd	All-States Finance Pty Ltd	10,747,830 fully paid ordinary shares
	Pershing Australia Nominees Pty Ltd	Capretti Investments Pty Ltd	6,435,833 fully paid ordinary shares
	Riverview Corporation Pty Ltd	Riverview Corporation Pty Ltd	5,052,007 fully paid ordinary shares
	Mandevilla Pty Ltd	Mandevilla Pty Ltd	1,100,000 fully paid ordinary shares
	Goldfire Enterprises Pty Ltd	Goldfire Enterprises Pty Ltd	21,390,672 fully paid ordinary shares
	Robert Paul Martin and Susan Pamela Martin (RP & SP Martin Super Fund A/C)	Robert Paul Martin and Susan Pamela Martin (RP & SP Martin Super Fund A/C)	896,740 fully paid ordinary shares
	Robert Paul Martin and Susan Pamela Martin (Nitro Super Fund A/C)	Robert Paul Martin and Susan Pamela Martin (Nitro Super Fund A/C)	1,474,000 fully paid ordinary shares
	RPM Super Pty Ltd (RPM Super Fund A/C)	RPM Super Pty Ltd (RPM Super Fund A/C)	896,740 fully paid ordinary shares
	All States Secretariat Pty Ltd	All States Secretariat Pty Ltd	1,228,877 fully paid ordinary shares
	Newball Pty Ltd	Newball Pty Ltd	731,078 fully paid ordinary shares
	Bulletin Resources Limited	Bulletin Resources Limited	2,160,000 fully paid ordinary shares
	SBD Drilling Pty Ltd	SBD Drilling Pty Ltd	1,833,334 fully paid ordinary 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	
Gary Charles Castledine, Candice Peta Castledine, Benjamin Charles Castledine, All-States Finance Pty Ltd, Capretti Investments Pty Ltd, Riverview Corporation Pty Ltd, Mandevilla Pty Ltd, Goldfire Enterprises Pty Ltd, Robert Paul Martin and Susan Pamela Martin (RP & SP Martin Super Fund A/C), Robert Paul Martin and Susan Pamela Martin (Nitro Super Fund A/C), RPM Super Pty Ltd (RPM Super Fund A/C), All States Secretariat Pty Ltd, and Newball Pty Ltd	03.04.2018	No consideration given for acquisition of relevant interest through association		54,314,118 fully paid ordinary 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
All-States Finance Pty Limited ACN 004 452 153	Association pursuant to section 12(2)(c) of the Corporations Act by reason of shareholders proposing to act in concert in relation to a general meeting of Auris Minerals Limited to be held on 20 April 2018 as a consequence of Auris Minerals Limited commencing Takeovers Panel proceedings seeking orders restraining shareholders exercising voting rights and vesting shares in ASIC for sale
Capretti Investments Pty Ltd ACN 137 248 090	Association pursuant to section 12(2)(c) of the Corporations Act by reason of shareholders proposing to act in concert in relation to a general meeting of Auris Minerals Limited to be held on 20 April 2018 as a consequence of Auris Minerals Limited commencing Takeovers Panel proceedings seeking orders restraining shareholders exercising voting rights and vesting shares in ASIC for sale
Riverview Corporation Pty Ltd ACN 071 087 404	Association pursuant to section 12(2)(c) of the Corporations Act by reason of shareholders proposing to act in concert in relation to a general meeting of Auris Minerals Limited to be held on 20 April 2018 as a consequence of Auris Minerals Limited commencing Takeovers Panel proceedings seeking orders restraining shareholders exercising voting rights and vesting shares in ASIC for sale
Mandevilla Pty Ltd ACN 054 147 214	Association pursuant to section 12(2)(c) of the Corporations Act by reason of shareholders proposing to act in concert in relation to a general meeting of Auris Minerals Limited to be held on 20 April 2018 as a consequence of Auris Minerals Limited commencing Takeovers Panel proceedings seeking orders restraining shareholders exercising voting rights and vesting shares in ASIC for sale
Goldfire Enterprises Pty Ltd ACN 144 520 856	Association pursuant to section 12(2)(c) of the Corporations Act by reason of shareholders proposing to act in concert in relation to a general meeting of Auris Minerals Limited to be held on 20 April 2018 as a consequence of Auris Minerals Limited commencing Takeovers Panel proceedings seeking orders restraining shareholders exercising voting rights and vesting shares in ASIC for sale
Robert Paul Martin and Susan Pamela Martin (RP & SP Martin Super Fund A/C)	Association pursuant to section 12(2)(c) of the Corporations Act by reason of shareholders proposing to act in concert in relation to a general meeting of Auris Minerals Limited to be held on 20 April 2018 as a consequence of Auris Minerals Limited commencing Takeovers Panel proceedings seeking orders restraining shareholders exercising voting rights and vesting shares in ASIC for sale
Robert Paul Martin and Susan Pamela Martin (Nitro Super Fund A/C)	Association pursuant to section 12(2)(c) of the Corporations Act by reason of shareholders proposing to act in concert in relation to a general meeting of Auris Minerals Limited to be held on 20 April 2018 as a consequence of Auris Minerals Limited commencing Takeovers Panel proceedings seeking orders restraining shareholders exercising voting rights and vesting shares in ASIC for sale
RPM Super Pty Ltd (RPM Super Fund A/C) ACN 126 077 478	Association pursuant to section 12(2)(c) of the Corporations Act by reason of shareholders proposing to act in concert in relation to a general meeting of Auris Minerals Limited to be held on 20 April 2018 as a consequence of Auris Minerals Limited commencing Takeovers Panel proceedings seeking orders restraining shareholders exercising voting rights and vesting shares in ASIC for sale

Name and ACN/ARSN (if applicable)	Nature of association
All States Secretariat Pty Ltd ACN 004 637 245	Association pursuant to section 12(2)(c) of the Corporations Act by reason of shareholders proposing to act in concert in relation to a general meeting of Auris Minerals Limited to be held on 20 April 2018 as a consequence of Auris Minerals Limited commencing Takeovers Panel proceedings seeking orders restraining shareholders exercising voting rights and vesting shares in ASIC for sale
Newball Pty Ltd ACN 102 805 845	Association pursuant to section 12(2)(c) of the Corporations Act by reason of shareholders proposing to act in concert in relation to a general meeting of Auris Minerals Limited to be held on 20 April 2018 as a consequence of Auris Minerals Limited commencing Takeovers Panel proceedings seeking orders restraining shareholders exercising voting rights and vesting shares in ASIC for sale

7. Addresses

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

Name	Address
Gary and Candice Castledine (Castledine Super Fund A/C)	PO Box 111, West Perth WA 6872
Candice Peta Castledine	2 Eileen Street, Cottesloe, WA 6011
Benjamin Charles Castledine	16 Voyager Close, Wannanup WA 6210
All-States Finance Pty Ltd	John Woodward Chartered Accountants, Suite 4, Level 5, 398 Lonsdale Street, Melbourne VIC 3000
Capretti Investments Pty Ltd	Hawkins Christie Management Services, Ground Floor, 168 Stirling Highway, Nedlands WA 6009
Pershing Australia Nominees Pty Limited	Level 2 1-7 Bligh Street, Sydney NSW 2000
Riverview Corporation Pty Ltd	3 Minim Close, Mosman Park WA 6012
Mandevilla Pty Ltd	Level 4, 216 St Georges Terrace, Perth WA 6000
Goldfire Enterprises Pty Ltd	Henry James Building, Suite 4, 8 Alvan Street, Subiaco WA 6008
Robert Paul Martin and Susan Pamela Martin (RP & SP Martin Super Fund A/C)	66 Oban Road, City Beach, WA 6015
Robert Paul Martin and Susan Pamela Martin (Nitro Super Fund A/C)	66 Oban Road, City Beach, WA 6015
RPM Super Pty Ltd (RPM Super Fund A/C)	Henry James Building, Suite 4, 8 Alvan Street, Subiaco WA 6008
All States Secretariat Pty Ltd	Watson Erskine & Co Pty Ltd, Level 4, 55 Clarence Street, Sydney, NSW 2000

Name	Address
Newball Pty Ltd	All-States Finance Pty Limited, 'Quay West Apartments', Unit 2502, 98 Gloucester Street, Sydney, NSW 2000
Bulletin Resources Limited	Suite 11, 139 Newcastle Street Perth, WA 6000
SBD Drilling Pty Ltd	Duncan Mcphail & Co Pty Ltd 15, Lyall Street, South Perth, WA 6151

Signature

print name

Gary Castledine

capacity

Substantial Holder

sign here

date

05 / 04 / 2018

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.