

**Form 604****Corporations Act 2001  
Section 671B****Notice of change of interests of substantial holder****To Company Name/Scheme** **Dempsey Minerals Limited****ACN/ARSN** **149 349 616****1. Details of substantial holder (1)****Name** **Terry Gardiner****ACN/ARSN** **N/A**There was a change in the interests of the substantial holder on **14/02/18**The previous notice was given to the company on **20/10/16**The previous notice was dated **18/10/16****2. The 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 now when 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) |
| Fully Paid Shares       | 3,279,919       | 8.97%            | 3,429,919      | 6.50%            |
|                         |                 |                  |                |                  |

**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 |
|----------------|----------------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
| 30/11/17       | TJ & VH Gardiner (Terry Gardiner Super Fund) | Placement            | \$5,000                                       | 100,000 ordinary shares                 | Terry Gardiner          |
| 27/10/16       | TJ & VH Gardiner (Terry Gardiner Super Fund) | On market trades     | \$3,000                                       | 50,000 ordinary shares                  | Terry Gardiner          |
|                |                                              |                      |                                               |                                         |                         |

**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 | Persons' votes |
|---------------------------------------|---------------------------------------|------------------------------------------------|---------------------------------|--------------------------------|----------------|
| Gryphon Asset Management              | Gryphon Asset Management              | Gryphon Asset Management                       | Indirect                        | 1,065,000                      | 2.02%          |
| Terry James Gardiner                  | Terry James Gardiner                  | Terry James Gardiner                           | Direct                          | 514,919                        | 0.98%          |
| TJ & VH Gardiner (Terry Gardiner S/F) | TJ & VH Gardiner (Terry Gardiner S/F) | TJ & VH Gardiner (Terry Gardiner S/F)          | Indirect                        | 1,850,000                      | 3.50%          |

## 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 |
|-----------------------------------|-----------------------|
|                                   |                       |
|                                   |                       |

## 6. Addresses

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

| Name                                  | Address                      |
|---------------------------------------|------------------------------|
| Gryphon Asset Management              | PO Box 2007, Subiaco WA 6904 |
| Terry James Gardiner                  | PO Box 2007, Subiaco WA 6904 |
| TJ & VH Gardiner (Terry Gardiner S/F) | PO Box 2007, Subiaco WA 6904 |

### Signature

Print Name

Terry Gardiner Capacity

Sign here



Date

28/02 /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 must be referred to 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 association 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

**Form 604****Corporations Act 2001  
Section 671B****Notice of change of interests of substantial holder**To Company Name/Scheme **Dempsey Minerals Limited**ACN/ARSN **149 349 616****1. Details of substantial holder (1)**Name **Nathan McMahon**ACN/ARSN **N/A**There was a change in the interests of the substantial holder on 14/02/2018The previous notice was given to the company on 16/03/2016The previous notice was dated 14/03/2016**2. The 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 now when 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) |
| Fully Paid Shares       | 4,289,381       | 12.93%           | 4,839,381      | 9.17%            |
|                         |                 |                  |                |                  |

**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 |
|----------------|----------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
| 12/8/16        | Kingsreef Pty Ltd <NB & DL Family A/C> | On market trades     | \$24,500                                      | 350,000 ordinary shares                 | Nathan McMahon          |
| 14/10/16       | Kingsreef Pty Ltd <NB & DL Family A/C> | On market trades     | \$14,000                                      | 200,000 ordinary shares                 | Nathan McMahon          |

**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 | Persons' s votes   |
|------------------------------------|------------------------------------|------------------------------------------------|---------------------------------|--------------------------------|--------------------|
| Nathan McMahon                     | Nathan McMahon                     | Nathan McMahon                                 | Direct                          | 154,258 ordinary shares        | 0.29%              |
| Kingsreef Pty Ltd <NB & DL Family> | Kingsreef Pty Ltd <NB & DL Family> | Kingsreef Pty Ltd <NB & DL Family >            | Indirect                        | 4,623,427 ordinary shares      | 8.76%              |
| Jed McMahon                        | Jed McMahon                        | Jed McMahon                                    | Indirect                        | 15,424 ordinary shares         | Collectively 0.12% |
| Millicent McMahon                  | Millicent McMahon                  | Millicent McMahon                              | Indirect                        | 15,424 ordinary shares         |                    |
| Hendy McMahon                      | Hendy McMahon                      | Hendy McMahon                                  | Indirect                        | 15,424 ordinary shares         |                    |
| Montague McMahon                   | Montague McMahon                   | Montague McMahon                               | Indirect                        | 15,424 ordinary shares         |                    |

## 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 |
|-----------------------------------|-----------------------|
|                                   |                       |

## 6. Addresses

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

| Name                                   | Address                        |
|----------------------------------------|--------------------------------|
| Nathan McMahon                         | PO Box 396, West Perth WA 6872 |
| Kingsreef Pty Ltd <NB & DL Family A/C> | PO Box 396, West Perth WA 6872 |
| Jed McMahon                            | PO Box 396, West Perth WA 6872 |
| Millicent McMahon                      | PO Box 396, West Perth WA 6872 |
| Hendy McMahon                          | PO Box 396, West Perth WA 6872 |
| Montague McMahon                       | PO Box 396, West Perth WA 6872 |

Print Name Nathan McMahon Capacity \_\_\_\_\_

Sign here



Date 28 /02 /2018

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. A corporation and it's 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 must be referred to 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 association 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

**Form 604****Corporations Act 2001  
Section 671B****Notice of change of interests of substantial holder****To Company Name/Scheme** **Dempsey Minerals Limited****ACN/ARSN** **149 349 616****1. Details of substantial holder (1)****Name** **Clive Jones****ACN/ARSN** **N/A**

There was a change in the interests of the substantial holder on

**14/02/2018**The previous notice was given to the company on **24/06/2013**The previous notice was dated **28/06/2013****2. The 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 now when 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) |
| Fully Paid Shares       | 2,667,395       | 9.04%            | 3,659,371      | 6.93%            |
|                         |                 |                  |                |                  |

**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 |
|--------------------|--------------------------------------------------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------------------------------------------|-------------------------|
| 10/3/16            | Clive Jones<br>Clive Jones <Alyse Investment A/C><br>Widerange Corporation P/L | Entitlement Offer    | \$51,343                                      | 12,854 ordinary shares<br>624,212 ordinary shares<br>96,410 ordinary shares |                         |
| 6/6/16 to 13/10/16 | Widerange Corporation P/L                                                      | On market purchases  | \$18,900                                      | 270,000 ordinary shares                                                     |                         |
| 14/2/18            | Widerange Corporation P/L                                                      | Placement            | \$3,080                                       | 38,500 ordinary shares                                                      |                         |
| 15/2/18            | Widerange Corporation P/L                                                      | On market sale       | \$4,000                                       | 50,000 ordinary shares                                                      |                         |

**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 | Persons' s votes |
|----------------------------------------|----------------------------------------|------------------------------------------------|---------------------------------|--------------------------------|------------------|
| Clive Jones                            | Clive Jones                            | Clive Jones                                    | Direct                          | 77,128 ordinary shares         | 0.14%            |
| Clive Jones <The Alyse Investment A/C> | Clive Jones <The Alyse Investment A/C> | Clive Jones <The Alyse Investment A/C>         | Indirect                        | 2,745,275 ordinary shares      | 5.20%            |
| Widerange Corporation P/L              | Widerange Corporation P/L              | Widerange Corporation P/L                      | Indirect                        | 836,968 ordinary shares        | 1.59%            |

## 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 |
|-----------------------------------|-----------------------|
|                                   |                       |
|                                   |                       |

## 6. Addresses

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

| Name                                   | Address                        |
|----------------------------------------|--------------------------------|
| Clive Jones                            | PO Box 396, West Perth WA 6872 |
| Clive Jones <The Alyse Investment A/C> | PO Box 396, West Perth WA 6872 |
| Widerange Corporation Pty Ltd          | PO Box 396, West Perth WA 6872 |

### Signature

Print Name

Clive Jones

Capacity

Sign here

Date

28/02 /18

## 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 must be referred to 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 association 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