

ASX RELEASE

07th February 2017

Great Western Exploration Limited

ABN: 53 123 631 470

ASX Code: **GTE**



www.greatwestex.com.au



twitter.com/greatwestex



www.facebook.com/greatwestex/



info@greatwestex.com.au



+61 (0) 8 6311 2852



+61 (0) 8 6313 3997



Level 2, 35 Outram Street
West Perth 6005



PO Box 8142, Subiaco 6008

Contacts

Kevin Somes	Chairman
Jordan Lockett	Managing Director
Ian Kerr	Executive Director
Terry Grammer	Non-Executive Director

Change in Substantial Shareholders Due to Vanguard Acquisition

Please find attached notices of change in substantial holdings (**Substantial Holding Notices**) as a result of the Vanguard Exploration Limited ("**Vanguard**") acquisition by Great Western Exploration Limited ("**the Company**").

The changes referred to in the Substantial Holding Notices relate solely to the issue of shares as consideration for the Vanguard acquisition, pursuant to which the Company issued a total of approximately 150 million shares to Vanguard shareholders (refer to announcement dated 5th January 2017).

The changes relating to existing Substantial Shareholders of the Company that are not Vanguard shareholders are a result of dilution.

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme **GREAT WESTERN EXPLORATION**ACN/ARSN **53 123 631 470****1. Details of substantial holder (1)**Name **Holdrey Pty Ltd ATF The Don Mathieson Family Trust**ACN/ARSN (if applicable) **006 501 524**

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

5/1/2017The previous notice was given to the company on 21/1/2016The previous notice was dated 21/1/2016**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 shares	28,218,496	10.68%	30,271,621	5.93%
Unlisted options in ordinary fully paid shares	-	-	6,000,000	-

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
9/12/16	Craig Mathieson	Direct	\$30,000	1,858,078 ordinary fully paid shares	1,858,078 ordinary fully paid shares
9/12/16	Craig Mathieson	Direct	Nil	2,000,000 unlisted options at \$0.02 expiring 31 Dec 2017	-
9/12/16	Craig Mathieson	Direct	Nil	2,000,000 unlisted options at \$0.04 expiring 31 Dec 2018	-
9/12/16	Craig Mathieson	Direct	Nil	2,000,000 unlisted options at \$0.06 expiring 31 Dec 2019	-

				Dec 2019	
9/12/16	Craig & Meredith Mathieson Pty Ltd ATF The Mathieson Superannuation Fund	Direct	\$2,850	195,047 ordinary fully paid shares	195,047 ordinary fully paid 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	Person's votes
Holdrey Pty Ltd	Holdrey Pty Ltd	The Don Matheson Family Trust	Direct	24,933,496 ordinary fully paid shares	24,933,496 ordinary fully paid shares
Craig Mathieson	Craig Mathieson	Craig Mathieson	Direct	4,858,078 ordinary fully paid shares	4,858,078 ordinary fully paid shares
Craig Mathieson	Craig Mathieson	Craig Mathieson	Direct	2,000,000 unlisted options at \$0.02 expiring 31 Dec 2017	
Craig Mathieson	Craig Mathieson	Craig Mathieson	Direct	2,000,000 unlisted options at \$0.04 expiring 31 Dec 2018	
Craig Mathieson	Craig Mathieson	Craig Mathieson	Direct	2,000,000 unlisted options at \$0.06 expiring 31 Dec 2019	
Craig & Meredith Mathieson Pty Ltd ATF The Mathieson Superannuation Fund	Craig & Meredith Mathieson Pty Ltd ATF The Mathieson Superannuation Fund	Craig & Meredith Mathieson Pty Ltd ATF The Mathieson Superannuation Fund	Direct	480,047 ordinary fully paid shares	480,047 ordinary fully paid 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
Holdrey Pty Ltd	PO Box 70, Collins Street West VIC 8007

Craig Mathieson	Level 1, 25 Palmerston Crescent South Melbourne VIC 3205
Craig & Meredith Mathieson Pty Ltd	Level 1, 25 Palmerston Crescent South Melbourne VIC 3205

Signature

print name **Craig Mathieson**

capacity **Director**

sign here



date **7 / 2 / 17**

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.

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **GREAT WESTERN EXPLORATION**ACN/ARSN **53 123 631 470****1. Details of substantial holder (1)**Name **The Lockett Family Trust**

ACN/ARSN (if applicable)

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

5/1/2017The previous notice was given to the company on 21/1/2016The previous notice was dated 21/1/2016**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 shares	22,783,333	8.63%	29,745,833	5.82%
Unlisted options for ordinary fully paid shares	-	-	-	-

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
9/12/16	The Lockett Family Trust	Direct	\$164,297	6,962,500 ordinary fully paid shares	6,962,500 ordinary fully paid shares
9/12/16	The Lockett Family Trust	Direct	-	2,000,000 unlisted options at \$0.02 expiring 31 Dec 2017	-
9/12/16	The Lockett Family Trust	Direct	-	2,000,000 unlisted options at \$0.04 expiring 31 Dec 2018	-
9/12/16	The Lockett Family Trust	Direct	-	2,000,000 unlisted options at \$0.06 expiring 31	-

				Dec 2019	
--	--	--	--	----------	--

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
The Lockett Family Trust	The Lockett Family Trust	The Lockett Family Trust	Direct	29,745,833 ordinary fully paid shares 2,000,000 unlisted options at \$0.02 expiring 31 Dec 2017 2,000,000 unlisted options at \$0.04 expiring 31 Dec 2018 2,000,000 unlisted options at \$0.06 expiring 31 Dec 2019	29,745,833 ordinary fully paid 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:

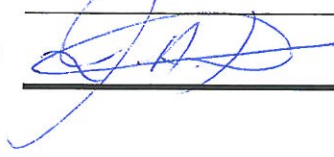
Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

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

Name	Address
The Lockett Family Trust	C/ - 7 Anzac Road, Leederville WA

Signature

print name Jordan Lockettcapacity Trusteesign here 

date

7 / 2 / 17**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.

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To: Company Name/Scheme **GREAT WESTERN EXPLORATION**ACN/ARSN **53 123 631 470****1. Details of substantial holder (1)**Name **BAM NR1 Pty Ltd**ACN/ARSN (if applicable) **125 685 378**There was a change in the interests of the
substantial holder on**5/1/2017**

The previous notice was given to the company on

02/08/2016

The previous notice was dated

02/08/2016**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 shares	20,687,077	7.17%	29,687,077	5.81%

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
22/12/16	BAM NR1 Pty Ltd	Allotment	\$48,000	4,800,000 ordinary fully paid shares	4,800,000 ordinary fully paid shares
22/12/16	John Moran	Allotment	\$42,000	4,200,000 ordinary fully paid shares	4,200,000 ordinary fully paid 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	Person's votes
BAM NR1 Pty Ltd	BAM NR1 Pty Ltd	BAM NR1 Pty Ltd	Direct	15,759,841 ordinary fully paid shares	15,759,841 ordinary fully paid shares

John Stanislaus Moran	John Stanislaus Moran	John Stanislaus Moran	Direct	6,834,111 ordinary fully paid shares	6,834,111 ordinary fully paid shares
John Moran	John Moran	John Moran	Direct	7,093,125 ordinary fully paid shares	7,093,125 ordinary fully paid 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
N/A	

6. Addresses

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

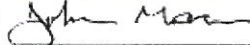
Name	Address
BAM NRI Pty Ltd	c/ Stewarts Accountants, Level 7, 6 Underwood Street, Sydney 2000
John Stanislaus Moran	c/ Stewarts Accountants, Level 7, 6 Underwood Street, Sydney 2000
John Moran	c/ Stewarts Accountants, Level 7, 6 Underwood Street, Sydney 2000

Signature

print name John Moran

capacity Director

sign here



date

6/2/2007

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 606 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.
-

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **GREAT WESTERN EXPLORATION**ACN/ARSN **53 123 631 470****1. Details of substantial holder (1)**Name **Sunden Pty Ltd atf Gary Shannon Super Fund**ACN/ARSN (if applicable) **068 057 492**

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

5/1/2017

The previous notice was given to the company on

21/1/2016

The previous notice was dated

21/1/2016**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 shares	16,166,667	6.12%	26,166,667	5.12%
	-	-	-	-

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
5/1/17	Sunden Pty Ltd	Direct	\$100,000	10,000,000 ordinary fully paid shares	10,000,000 ordinary fully paid 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	Person's votes
Sunden Pty Ltd	Sunden Pty Ltd	Sunden Pty Ltd	Direct	26,166,667 ordinary fully paid shares	26,166,667 ordinary fully paid 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
Sunden Pty Ltd	C/ - Level 2, 35 Outram Street, WEST PERTH WA 6005

Signature

print name **Gary Shannon**

capacity **Director**

sign here



date **7 / 2 / 17**

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.