

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme

High Peak Loyalties Ltd

ACN/ARSN

118 065 074**1. Details of substantial holder(1)**

Name

Noontide Investments Ltd

ACN/ARSN (if applicable)

133 439 817

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

12/11/2015

The previous notice was given to the company on

28/8/2015

The previous notice was dated

28/8/2015**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)
<u>FPO</u>	<u>20,929,157</u>	<u>12.5%</u>	<u>22,795,112</u>	<u>13.7%</u>

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
	<u>See "Annexure A"</u>				

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
	<u>See "Annexure A"</u>				

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
Norah Investments Ltd	Level 7, 55 Hunter St Sydney NSW 2000

Signature

print name

David Groll

capacity

Director

sign here



date

19/11/15

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.

Director Noonide Investments Ltd

David Croll 19/11/2015



for High Peak Royalties Ltd lodged by Noonide Investments Ltd

This is Annexure A referred to in Form 604 Notice of change of interests of substantial shareholder

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities / Persons votes
Noonide Investments Ltd	JP Morgan Nominees Australia Ltd	JP Morgan Nominees Australia Ltd	Power to control, exercise vote, and / or dispose of securities as discretionary manager of managed investment schemes.	22,795,112 FPO

Present relevant interests.

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected.	Persons votes affected.
26/08/2015	Noonide Investments Ltd "Noonide"	On market buy	\$1,043.20	16,000 FPO	16,000
28/08/2015	Noonide	On market buy	\$1,334.09	19,000 FPO	19,000
1/09/2015	Noonide	On market buy	\$8,190.11	115,000 FPO	115,000
3/09/2015	Noonide	On market buy	\$23,533.11	335,000 FPO	335,000
8/09/2015	Noonide	On market buy	\$7,581.00	107,968 FPO	107,968
10/09/2015	Noonide	On market buy	\$493.76	7,032 FPO	7,032
11/09/2015	Noonide	On market buy	\$8,985.30	127,968 FPO	127,968
16/09/2015	Noonide	On market buy	\$4,099.55	53,776 FPO	53,776
17/09/2015	Noonide	On market buy	\$5,988.25	75,664 FPO	75,664
23/09/2015	Noonide	On market buy	\$1,443.16	19,790 FPO	19,790
29/09/2015	Noonide	On market buy	\$13,541.51	180,000 FPO	180,000
2/10/2015	Noonide	On market buy	\$1,880.77	25,000 FPO	25,000
9/10/2015	Noonide	On market buy	\$9,167.54	114,243 FPO	114,243
12/10/2015	Noonide	On market buy	\$6,699.72	79,514 FPO	79,514
16/10/2015	Noonide	On market buy	\$9027.67	100,000 FPO	100,000
19/10/2015	Noonide	On market buy	\$9027.67	100,000 FPO	100,000
30/10/2015	Noonide	On market buy	\$4,313.22	50,000 FPO	50,000
3/11/2015	Noonide	On market buy	\$8,225.21	100,000 FPO	100,000
12/11/2015	Noonide	On market buy	\$18,822.50	240,000 FPO	240,000

Changes in Relevant Interests.

Noonide Investments Ltd (ACN 133 438 817) Annexure A to Form 604 Notice of change of interests of substantial shareholder for High Peak Royalties Ltd (ACN 118 065 704).