

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme

High Peak Royalties Ltd

ACN/ARSN

188 065 704

1. Details of substantial holder(s)

Name

Noodie Investments Ltd

ACN/ARSN (if applicable)

133 439 817

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

16 / 5 / 17

The previous notice was given to the company on

20 / 10 / 16

The previous notice was dated

20 / 10 / 16

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)
Flp	32,984,193	19.8%	34,765,876	20.8%

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 "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
	Refer "Annexure A"				

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
Noonke Investments Ltd	Level 9, 20 Martin Place Sydney NSW 2000

Signature

print name

David Crall

capacity

Director

sign here



date

25 / 5 / 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.

Noontide 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 188 065 704).

Changes in 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.
3/01/2017	Noontide Investments Ltd "Noontide"	On market buy	\$470.40	9,010 FPO	9,010
5/01/17	Noontide	On market buy	\$1,639.60	40,990 FPO	40,990
18/01/17	Noontide	On market buy	\$45.83	1,202 FPO	1,202
19/01/17	Noontide	On market buy	\$183.20	4,805 FPO	4,805
24/01/17	Noontide	On market buy	\$48.11	1,262 FPO	1,262
31/01/17	Noontide	On market buy	\$613.74	16,098 FPO	16,098
31/01/17	Noontide	On market buy	\$1046.19	28,902 FPO	28,902
2/02/17	Noontide	On market buy	\$763.71	21,098 FPO	21,098
21/03/17	Noontide	On market buy	\$4,212.35	136,745 FPO	136,745
24/03/17	Noontide	On market buy	\$3,500.00	100,000 FPO	100,000
27/03/17	Noontide	On market buy	\$27,891.53	792,542 FPO	792,542
30/03/17	Noontide	On market buy	\$2,502.74	65,645 FPO	65,645
7/04/17	Noontide	On market buy	\$1,886.51	52,403 FPO	52,403
11/04/17	Noontide	On market buy	\$5,998.00	160,000 FPO	160,000
13/04/17	Noontide	On market buy	\$2,027.50	50,000 FPO	50,000
2/05/17	Noontide	On market sell	\$716.26	11,781 FPO	11,781
12/05/16	Noontide	On market buy	\$2,357.76	50,000 FPO	50,000
12/05/17	Noontide	On market buy	\$5,783.30	113,466 FPO	113,466
16/05/17	Noontide	On market buy	\$7,500.00	150,000 FPO	150,000

Present relevant interests.

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
Noontide Investments Ltd	JP Morgan Nomineas Australia Ltd	JP Morgan Nomineas Australia Ltd	Power to control, exercise vote, and / or dispose of securities as discretionary manager of managed investment schemes.	34,703,876 FPO

This is Annexure A referred to in Form 604 Notice of change of interests of substantial shareholder for High Peak Royalties Ltd lodged by Noontide Investments Ltd

David Croll 25/05/17

Director Noontide Investments Ltd