SCANED & MAILED TO Joahah 2-June-15

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name: Kingsrose Mining Ltd

ACN/ARSN: 112 389 910

1. Details of substantial holder (1)

Name: James William Phillips

ACN/ARSN (if applicable): N/A

The holder became a substantial holder on 02/06/2015

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	Persons' votes (5)	Voting power (6)
Fully paid ordinary shares	22,168,508	22,168,508	6.18%

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
James William Phillips, Great Golden Investment Limited and Beaurama Pty Ltd	Mr Phillips is the practical controller of Great Golden Investment Limited and Beaurama Pty Ltd and accordingly each of those parties are associates of each other and each has a relevant interest in the shares in Kingsrose Mining Ltd	Total relevant interest in 22,168,508 fully paid ordinary shares comprising: 21,800,000 fully paid ordinary shares held by Great Golden Investment Limited and 368,508 fully paid ordinary shares held by Beaurama Pty Ltd

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
James William Phillips, Great Golden Investment Limited and Beaurama Pty Ltd	Great Golden Investment Limited Beaurama Pty Ltd	Great Golden Investment Limited Beaurama Pty Ltd	21,800,000 fully paid ordinary shares 368,508 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	
James William Phillips, Great Golden Investment Limited and Beaurama Pty Ltd	As per annexure A	As per annexure A	Nil	As per annexure A

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
Great Golden Investment Limited	The substantial holder controls Great Golden Investment Limited by being the sole director and shareholder of Great Golden Investment Limited
Beaurama Pty Ltd ACN: 009 362 396	The substantial holder controls Beaurama Pty Ltd by being the sole director and shareholder of Beaurama Pty Ltd

7. Addresses

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

Name	Address
James William Phillips	B5-7 Dahlia Circle, Ladislawa Village Buhangin, Davao City, Philippines 8000
Great Golden Investment Limited	18/F Golden Star Building, 20 – 24 Lockhart Road, Wanchai, Hong Kong HKG
Beaurama Pty Ltd	Level 1, 160 Stirling Highway, Nedlands WA 6009

Signature

print name: James William Phillips **Capacity:** personal capacity

sign here J Phillips **Date:** 2 / 6 / 2015

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.

Annexure A – Share Purchases

Purchaser	Number of Shares	Date	Consideration	Nature of acquisition
Great Golden Investment Ltd	16,800,000	30/01/2015	Nil	Off Market Transfer from Advance Concept Holdings Ltd (controlled by James William Phillips)
Beaurama Pty Ltd	100,000	24/04/2015	$0.255 per share	On market acquisition
Beaurama Pty Ltd	47,304	24/04/2015	$0.250 per share	On market acquisition
Beaurama Pty Ltd	25,804	27/04/2015	$0.250 per share	On market acquisition
Beaurama Pty Ltd	11,000	28/04/2015	$0.255 per share	On market acquisition
Beaurama Pty Ltd	11,892	28/04/2015	$0.250 per share	On market acquisition
Beaurama Pty Ltd	30,000	29/04/2015	$0.270 per share	On market acquisition
Beaurama Pty Ltd	14,781	29/04/2015	$0.270 per share	On market acquisition
Beaurama Pty Ltd	59,219	29/04/2015	$0.265 per share	On market acquisition
Beaurama Pty Ltd	68,508	29/04/2015	$0.265 per share	On market acquisition
Great Golden Investment Ltd	5,000,000	02/06/2015	$0.350 per share	Off Market Transfer from KRM (WA) Pty Ltd