

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Odyssey Energy Limited

ACN/ARSN 116 151 636

1. Details of substantial holder (1)

Name N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c> and Croesus Mining Pty Ltd <Steinepreis Super Fund A/c> and <Second Super Fund A/c>

ACN/ARSN (if applicable) 008 756 483, 009 328 143

The holder became a substantial holder on 15 / 06 / 2016

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)
Ordinary	5,550,000	5,550,000	5.08%

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
See attached		

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
See attached			

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
See attached		Cash	Non-cash	

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
	Common directors and beneficiaries of the Steinepreis Family

7. Addresses

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

Name	Address
All Parties	Level 1, 33 Ord Street, West Perth WA 6005

Signature

print name Linda Louise Steinepreis capacity Director

sign here  date 16 / 06 / 2016

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.

3. Details of relevant interests

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	Direct	Ordinary 1,300,000
Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	Direct	Ordinary 3,750,000
Croesus Mining Pty Ltd <Second Super Fund A/c>	Direct	Ordinary 500,000

4. Details of present registered holders

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	Ordinary 1,300,000
Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	Ordinary 3,750,000
Croesus Mining Pty Ltd <Second Super Fund A/c>	Croesus Mining Pty Ltd <Second Super Fund A/c>	Croesus Mining Pty Ltd <Second Super Fund A/c>	Ordinary 500,000

5. Consideration

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	16/12/2015	\$10,117		Ordinary 200,000
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	17/12/2015	\$18,097		Ordinary 357,260
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	21/12/2015	\$32,760		Ordinary 542,740
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	23/12/2015	\$472		Ordinary 6,450
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	06/01/2016	\$282		Ordinary 5,000
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	07/01/2016	\$11,007		Ordinary 200,000
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	08/01/2016	\$2,070		Ordinary 37,500
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	11/01/2016	\$2,757		Ordinary 50,000
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	12/01/2016	\$24		Ordinary 300
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	13/01/2016	\$712		Ordinary 10,697
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	14/01/2016	\$13,324		Ordinary 240,000
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	21/01/2016	\$94		Ordinary 1,575
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	28/01/2016	\$420		Ordinary 7,500
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	01/02/2016	\$7,761		Ordinary 140,978

5. Consideration (cont'd)

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c	02/02/2016	\$28,581		Ordinary 500,000
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c	03/02/2016	\$13,867		Ordinary 250,000
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c	05/02/2016	\$8,194		Ordinary 148,980
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c	08/02/2016	\$262		Ordinary 4,636
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c	15/02/2016	\$5,308		Ordinary 96,384
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c	16/02/2016	\$5,617		Ordinary 100,000
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c	29/04/2016	\$13,117		Ordinary 200,000
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c	02/05/2016	\$14,884		Ordinary 227,187
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c	11/05/2016	\$12,565		Ordinary 192,349
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c	13/05/2016	\$(210,000)		Ordinary (3,000,000)
Croesus Mining Pty Ltd <Steinepreis Super Fund A	13/05/2016	\$210,000		Ordinary 3,000,000
Croesus Mining Pty Ltd <Steinepreis Super Fund A	18/05/2016	\$17,612		Ordinary 250,000
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c	31/05/2016	\$5,269		Ordinary 80,464
Croesus Mining Pty Ltd <Steinepreis Super Fund A	31/05/2016	\$4,626		Ordinary 69,536
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c	01/06/2016	\$13,117		Ordinary 200,000
Croesus Mining Pty Ltd <Steinepreis Super Fund A	01/06/2016	\$11,736		Ordinary 180,464
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c	02/06/2016	\$16,367		Ordinary 250,000
Croesus Mining Pty Ltd <Second Super Fund A/c>	06/06/2016	\$15,637		Ordinary 250,000
Croesus Mining Pty Ltd <Second Super Fund A/c>	07/06/2016	\$15,367		Ordinary 250,000
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	14/06/2016	\$15,117		Ordinary 250,000
Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	15/06/2016	\$15,106		Ordinary 250,000