

Form **604**
Corporations Act
671B

Notice of change in interests of substantial holder

To: Company Name/Scheme: **MOLOPO ENERGY LIMITED (ASX: MPO)**

ABN **79 003 152 154**

1. Details of substantial holders ⁽¹⁾

Name		ACN / ABN
ORION EQUITIES LIMITED	(OEQ)	ABN 77 000 742 843
QUESTE COMMUNICATIONS LTD	(QUE)	ABN 58 081 688 164

There was a change in the interests of the substantial holders on: 14 and 16 October 2014
 The previous notice was given to the company on: 17 February 2014
 The previous notice was dated: 17 February 2014

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 Shares	33,763,838	13.66% ^A	49,687,332 ^A	19.98% ^B

(A) Based on MPO total issued share capital being 247,133,976 shares

(B) Based on MPO total issued share capital being 248,705,730 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
				Ordinary Shares	
16 October 2014	OEQ and QUE	On-market acquisition by SCB	1,156,250.00	6,250,000	6,250,000
14 October 2014	OEQ and QUE	On-market acquisition by SCB	1,734,457.47	9,673,494	9,673,494
TOTAL			\$2,890,707.47	15,923,494	15,923,494

NOTES:

- (a) Pursuant to SCB's Notice of Initial Substantial Holder Notice in MPO dated 16 October 2014
- (b) Pursuant to BEL's Notice of Change in Interests of Substantial Holder in MPO dated 16 October 2014

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 ⁽⁶⁾	Nature of relevant interest ⁽⁶⁾	Class and number of securities	Person's votes
				Ordinary Shares:	
BEL	BEL	BEL	BEL is the beneficial and legal and registered holder of shares in MPO.	33,763,838	33,763,838
OEQ			OEQ is taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which BEL has a relevant interest by reason of having greater than 20% voting power (i.e. shareholding) in BEL.		
QUE			QUE is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which OEQ has a relevant interest by reason of having control (i.e. greater than 50% voting power) of OEQ.		
SCB	SCB	SCB	SCB is the beneficial and (subject to settlement of trades) legal and registered holder of shares in MPO.	15,923,494	15,923,494
BEL			BEL is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which SCB has a relevant interest by reason of having control of SCB (SCB is a wholly owned subsidiary of BEL).		
OEQ			OEQ is taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which BEL has a relevant interest by reason of having greater than 20% voting power (i.e. shareholding) in BEL.		
QUE			QUE is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which OEQ has a relevant interest by reason of having control (i.e. greater than 50% voting power) of OEQ.		
TOTAL				49,687,332	49,687,332

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	N/A

6. Addresses

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

Name	Address
OEQ	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005
QUE	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005
Bentley Capital Limited A.B.N. 87 008 108 218 (BEL)	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005
Scarborough Equities Pty Ltd A.B.N. 58 061 287 045 (SCB)	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005

Signature

sign here  print name VICTOR HO	date 16 October 2014 capacity Company Secretary of OEQ
sign here  print name VICTOR HO	date 16 October 2014 capacity Company Secretary of QUE

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.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act.

(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 circumstance 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.

(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.