

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Bastion Minerals LimitedACN/ARSN ACN 147 948 883**1. Details of substantial holder (1)**Name See Annexure A

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 10 /10/ 2022**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	Person's votes (5)	Voting power (6)
Ordinary	11,617,973	11,617,973	11.19%

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 Annexure A		

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 Annexure A			

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	
See 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
See Annexure A	

7. Addresses

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

Name	Address
See Annexure A	

Signature

print name **Michael Lee Airey**

capacity **Shareholder**

sign here

DocuSigned by:

Michael Airey

date **11 / 10 / 2022**

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.

Annexures to Form 603 lodged in relation to Bastion Minerals Limited ACN 147 948 883

Annexure "A"

This is Annexure "A" referred to in the Form 603 lodged in relation to Bastion Minerals Limited ACN 147 948 883 (**Company**), signed by me on behalf of all associated parties and dated 10 October 2022

DocuSigned by:

 7B562AD08C65406.....
 Michael Airey

1. Details of substantial holder

Name and ACN/ARSN (if applicable)	Mr David Nolan
	Mr Chek Khing Huon & Ms Pik Yong Hii As Trustee For Zz Superannuation Fund
	Sausalito Holdings Pty Limited ACN 000 763 913
	Mr Chek Khing Huon
	Whiteoaks Investments Pty Limited ACN 151 970 231
	Mr Alan Ross Landles
	Mr Michael Lee Airey
	Bridge Capital Partners Pty Ltd ACN 642 827 085
	Bridge Capital Partners Pty Ltd ACN 642 827 085 As Trustee For Two Tigers Trust
	Whiteoaks Corporate Pty Ltd ACN 646 612 464
	Mariel Landles
	Holly Landles
	Eliza Landles
	Julian Blackley Pty Ltd ACN 167 084 120 As Trustee For Blackley Family Trust
	MARQ7 Pty Ltd ACN 648 519 840 As Trustee For La Moneda Super Fund
	Oakley Australia Pty Ltd ACN 622 566 303 As Trustee For Bridport Holdings Trust
	Mr Wayne Elsom

Annexures to Form 603 lodged in relation to Bastion Minerals Limited ACN 147 948 883

2. 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	Class and number of securities
Mr David Nolan Mr Chek Khing Huon & Ms Pik Yong Hii As Trustee For Zz Superannuation Fund Sausalito Holdings Pty Ltd Mr Chek Khing Huon Whiteoaks Investments Pty Limited Mr Alan Ross Landles Mr Michael Lee Airey Bridge Capital Partners Pty Ltd Bridge Capital Partners Pty Ltd As Trustee For Two Tigers Trust Whiteoaks Corporate Pty Ltd Mariel Landles Holly Landles Eliza Landles Julian Blackley Pty Ltd As Trustee For Blackley Family Trust MARQ7 Pty Ltd As Trustee For La Moneda Super Fund Oakley Australia Pty Ltd As Trustee For Bridport Holdings Trust Mr Wayne Elsom	Association pursuant to section 12(2)(b) of the <i>Corporations Act</i> 2001 (Cth) (Corporations Act) by reason of proposal to issue a signed notice of intention to move resolution to remove a director of the Company pursuant to section 203D of the Corporations Act, and a notice to the Company requesting the directors to call a general meeting of the Company pursuant to section 249D of the Corporations Act. A copy of the section 203D notice is annexed to this document as Annexure B and a copy of the section 249D notice is annexed to this document as Annexure C.	11,617,973 fully paid ordinary shares

Annexures to Form 603 lodged in relation to Bastion Minerals Limited ACN 147 948 883

3. 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
Mr David Nolan	Mr David Nolan	Mr David Nolan	Fully Paid Ordinary Shares, 142,725
Mr Chek Khing Huon & Ms Pik Yong Hii As Trustee For Zz Superannuation Fund	Mr Chek Khing Huon & Ms Pik Yong Hii As Trustee For Zz Superannuation Fund	Mr Chek Khing Huon & Ms Pik Yong Hii As Trustee For Zz Superannuation Fund	Fully Paid Ordinary Shares, 215,497
Sausalito Holdings Pty Ltd	Sausalito Holdings Pty Ltd	Sausalito Holdings Pty Ltd	Fully Paid Ordinary Shares, 650,000
Mr Chek Khing Huon	Mr Chek Khing Huon	Mr Chek Khing Huon	Fully Paid Ordinary Shares, 200,000
Whiteoaks Investments Pty Limited	Whiteoaks Investments Pty Limited	Whiteoaks Investments Pty Limited	Fully Paid Ordinary Shares, 100,000
Mr Alan Ross Landles	Mr Alan Ross Landles	Mr Alan Ross Landles	Fully Paid Ordinary Shares, 2,912,544
Mr Michael Lee Airey	Mr Michael Lee Airey	Mr Michael Lee Airey	Fully Paid Ordinary Shares, 1,124,034
Bridge Capital Partners Pty Ltd	Bridge Capital Partners Pty Ltd	Bridge Capital Partners Pty Ltd	Fully Paid Ordinary Shares, 435,000
Bridge Capital Partners Pty Ltd As Trustee For Two Tigers Trust	Bridge Capital Partners Pty Ltd As Trustee For Two Tigers Trust	Bridge Capital Partners Pty Ltd As Trustee For Two Tigers Trust	Fully Paid Ordinary Shares, 300,000
Whiteoaks Corporate Pty Ltd	Whiteoaks Corporate Pty Ltd	Whiteoaks Corporate Pty Ltd	Fully Paid Ordinary Shares, 3,650,044
Mariel Landles	Mariel Landles	Mariel Landles	Fully Paid Ordinary Shares, 15,000
Holly Landles	Holly Landles	Holly Landles	Fully Paid Ordinary Shares, 10,000
Eliza Landles	Eliza Landles	Eliza Landles	Fully Paid Ordinary Shares, 10,000
Julian Blackley Pty Ltd As Trustee For Blackley Family Trust	Julian Blackley Pty Ltd As Trustee For Blackley Family Trust	Julian Blackley Pty Ltd As Trustee For Blackley Family Trust	Fully Paid Ordinary Shares, 250,000
MARQ7 Pty Ltd As Trustee For La Moneda Super Fund	MARQ7 Pty Ltd As Trustee For La Moneda Super Fund	MARQ7 Pty Ltd As Trustee For La Moneda Super Fund	Fully Paid Ordinary Shares, 915,000
Oakley Australia Pty Ltd As Trustee For Bridport Holdings Trust	Oakley Australia Pty Ltd As Trustee For Bridport Holdings Trust	Oakley Australia Pty Ltd As Trustee For Bridport Holdings Trust	Fully Paid Ordinary Shares, 50,000

Annexures to Form 603 lodged in relation to Bastion Minerals Limited ACN 147 948 883

Mr Wayne Elsom	Mr Wayne Elsom	Mr Wayne Elsom	Fully Paid Ordinary Shares, 638,129
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4. 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	Class and number of securities
See paragraph 2 above	10 October 2022	No consideration given for acquisition of relevant interest through association	11,617,973 fully paid ordinary shares

5. Association

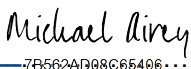
The reasons the person named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of Association
Mr David Nolan Mr Chek Khing Huon & Ms Pik Yong Hii As Trustee For Zz Superannuation Fund Sausalito Holdings Pty Ltd Mr Chek Khing Huon Whiteoaks Investments Pty Limited Mr Alan Ross Landles Mr Michael Lee Airey Bridge Capital Partners Pty Ltd Bridge Capital Partners Pty Ltd As Trustee For Two Tigers Trust Whiteoaks Corporate Pty Ltd Mariel Landles Holly Landles Eliza Landles Julian Blackley Pty Ltd As Trustee For Blackley Family Trust MARQ7 Pty Ltd As Trustee For La Moneda Super Fund Oakley Australia Pty Ltd As Trustee For Bridport Holdings Trust Mr Wayne Elsom	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to issue a signed notice of intention to move resolution to remove a director of the Company pursuant to section 203D of the Corporations Act, and a notice to the Company requesting the directors to call a general meeting of the Company pursuant to section 249D of the Corporations Act.

Annexures to Form 603 lodged in relation to Bastion Minerals Limited ACN 147 948 883

Annexure "B"

This is Annexure "B" referred to in the Form 603 lodged in relation to Bastion Minerals Limited ACN 147 948 883, signed by me on behalf of all associated parties and dated 10 October 2022.

DocuSigned by:

7B562AD08C65406.....
Michael Airey

**Notice of intention to move resolution to remove a director of Bastion Minerals Limited ACN
147 948 883 pursuant to section 203D of the Corporations Act**

**Notice to company of intention to move resolution for the removal of a Director
Pursuant to section 203D(2) of the *Corporations Act 2001* (Cth)**

To: Justin Clyne
Company Secretary
Bastion Minerals Limited ACN 147 948 883
Level 6, 22 Pitt Street, Sydney, NSW 2000 Australia

Dear Mr Clyne

This notice is given to Bastion Minerals Limited ACN 147 948 883 (**Company**) under section 203D(2) of the *Corporations Act 2001* (Cth) and for the purposes of the Company's Constitution.

We, the undersigned members (**Shareholders**), collectively holding at least 5% of the votes that may be cast on the resolution, give notice that we intend to move the following resolution at the next general meeting of the Company:

1. Removal of Andrew Stewart as Director

To consider and, if thought fit, pass the following as an ordinary resolution:

“That, pursuant to section 203D of the Corporations Act 2001 (Cth), Andrew Stewart be removed as Director of the Company with immediate effect upon the passing of this resolution.”

Dated: 10 October 2022

Executed by Michael Lee Airey as trustee for
Mla Trust

DocuSigned by:

7B562AD00C65406
Signature of Michael Lee Airey

Executed by Bridge Capital Partners Pty Ltd
ACN 642 827 085 in accordance with
section 127(1) of the *Corporations Act 2001* (Cth)
by:

DocuSigned by:

7B562AD00C65406
Signature of sole Director and sole Company
Secretary

Michael Lee Airey
Full name (print)

Executed by Bridge Capital Partners Pty Ltd
ACN 642 827 085 as trustee for Two Tigers Trust
in accordance with section 127(1) of the
Corporations Act 2001 (Cth) by:

DocuSigned by:

7B562AD00C65406
Signature of sole Director and sole Company
Secretary

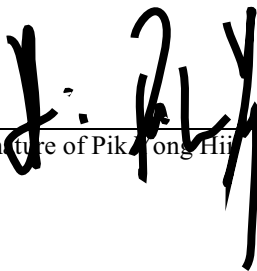
Michael Lee Airey
Full name (print)

**Executed by Chek Khing Huon & Pik Yong Hii
as trustees for Zz Superannuation Fund**

Signature of Chek Khing Huon

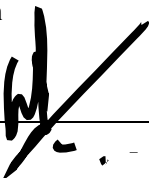


Signature of Pik Yong Hii



Executed by Chek Khing Huon

Signature of Chek Khing Huon



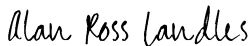
Executed by Sausalito Holdings Pty Limited
ACN 000 763 913 in accordance with
section 127(1) of the *Corporations Act 2001* (Cth)
by:

DocuSigned by:

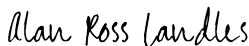
F66555B36508434
Signature of sole Director and sole Company
Secretary

Simon Bruce Vanstone
Full name (print)

Executed by Alan Ross Landles

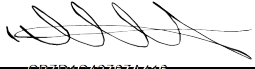
DocuSigned by:

65C8D5C7C61A452
Signature of Alan Ross Landles

**Executed by MARQ7 Pty Ltd ACN 648 519 840
as trustee for La Moneda Super Fund** in
accordance with section 127(1) of the *Corporations
Act 2001* (Cth) by:

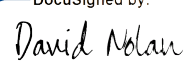
DocuSigned by:

65C8D5C7C61A452
Signature of sole Director and sole Company
Secretary

Alan Ross Landles
Full name (print)

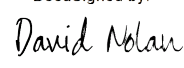
Executed by Wayne Mark Elsom

DocuSigned by:

Signature of Wayne Mark Elsom

Executed by David Joseph Nolan

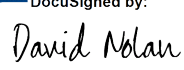
DocuSigned by:

452188F4B130477A
Signature of David Joseph Nolan

Executed by Whiteoaks Investments Pty Limited
ACN 151 970 231 as trustee for Whiteoaks Super
Fund in accordance with section 127(1) of the
Corporations Act 2001 (Cth) by:

DocuSigned by:

452188F4B130477A
Signature of sole Director and sole Company
Secretary

David Joseph Nolan
Full name (print)

Executed by Whiteoaks Corporate Pty Limited
ACN 646 612 464 as trustee for Whiteoaks
Family Trust in accordance with section 127(1) of
the Corporations Act 2001 (Cth) by:

DocuSigned by:

452188F4B130477A
Signature of sole Director and sole Company
Secretary

David Joseph Nolan
Full name (print)

Executed by Mariel Landles

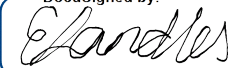
DocuSigned by:
Mariel Quiambao Landles
A334E47717C8403...
Signature of Mariel Landles

Executed by Holly Landles

DocuSigned by:


D3371C6D8B4749F
Signature of Holly Landles

Executed by Eliza Landles

DocuSigned by:

9B7CF5052421438...
Signature of Eliza Landles

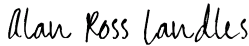
Executed by Julian Blackley Pty Ltd ACN 167 084 120 as trustee for Blackley Family Trust in accordance with section 127(1) of the *Corporations Act 2001* (Cth) by:

DocuSigned by:


Signature of sole Director and sole Company Secretary

Julian Blackley
Full name (print)

Executed by Oakley Australia Pty Ltd ACN 622 566 303 as trustee for Bridport Holdings Trust in accordance with section 127(1) of the *Corporations Act 2001* (Cth) by:

DocuSigned by:

05C8D5C7C61A852
Signature of Director

Alan Ross Landles
Full name (print)

DocuSigned by:

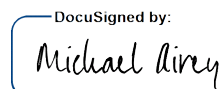
A324E47717E8482
Signature of Director/Company Secretary

Mariel Quiambao Landles
Full name (print)

Annexures to Form 603 lodged in relation to Bastion Minerals Limited ACN 147 948 883

Annexure "C"

This is Annexure "C" referred to in the Form 603 lodged in relation to Bastion Minerals Limited ACN 147 948 883, signed by me on behalf of all associated parties and dated 11 October 2022.

DocuSigned by:

7B562AD08C65406.....
Michael Airey

**Notice to call a general meeting of Bastion Minerals Limited ACN 147 948 883 pursuant to
section 249D of the Corporations Act**

Notice to Requisition a General Meeting under s 249D of the Corporations Act 2001 (Cth)

To: Justin Clyne
Company Secretary
Bastion Minerals Limited ACN 147 948 883
Level 6, 22 Pitt Street, Sydney, NSW 2000 Australia

Dear Mr Clyne

This notice is given to Bastion Minerals Limited ACN 147 948 883 (**Company**) under section 249D of the *Corporations Act 2001* (Cth) and for the purposes of the Company's Constitution.

We, the undersigned members (**Shareholders**), collectively holding at least 5% of the votes that may be cast on the resolution, hereby request that the directors call and arrange a general meeting of the Company (**Meeting**).

The Shareholders propose that the following resolution be moved at the Meeting:

1. **Removal of Andrew Stewart as Director**

To consider and, if thought fit, pass the following as an ordinary resolution:

“That, pursuant to section 203D of the Corporations Act 2001 (Cth), Andrew Stewart be removed as Director of the Company with immediate effect upon the passing of this resolution.”

Dated: 11 October 2022

In accordance with section 249D(5) of the Corporations Act, the Directors of the Company have 21 days from the date of this notice (being the date on which this notice is given to the Company) to call the Meeting and the date of the Meeting must not be later than 2 months after the date of this notice.

**Executed by Michael Lee Airey as trustee for
Mla Trust**

DocuSigned by:



7B562AD06C65406

Signature of Michael Lee Airey

**Executed by Bridge Capital Partners Pty Ltd
ACN 642 827 085** in accordance with
section 127(1) of the *Corporations Act 2001* (Cth)
by:

DocuSigned by:



7B562AD06C65406

Signature of sole Director and sole Company
Secretary

Michael Lee Airey

Full name (print)

**Executed by Bridge Capital Partners Pty Ltd
ACN 642 827 085 as trustee for Two Tigers Trust**
in accordance with section 127(1) of the
Corporations Act 2001 (Cth) by:

DocuSigned by:



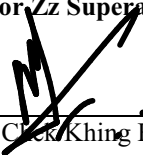
7B562AD06C65406

Signature of sole Director and sole Company
Secretary

Michael Lee Airey

Full name (print)

**Executed by Chek Khing Huon & Pik Yong Hii
as trustees for Zz Superannuation Fund**



Signature of Chek Khing Huon



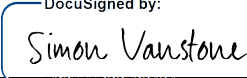
Signature of Pik Yong Hii

Executed by Chek Khing Huon



Signature of Chek Khing Huon

Executed by Sausalito Holdings Pty Limited
ACN 000 763 913 in accordance with
section 127(1) of the *Corporations Act 2001* (Cth)
by:

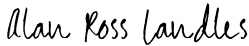
DocuSigned by:


Signature of sole Director and sole Company
Secretary

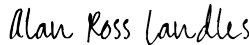
Simon Bruce Vanstone

Full name (print)

Executed by Alan Ross Landles

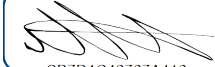
DocuSigned by:

Signature of Alan Ross Landles

**Executed by MARQ7 Pty Ltd ACN 648 519 840
as trustee for La Moneda Super Fund** in
accordance with section 127(1) of the *Corporations
Act 2001* (Cth) by:

DocuSigned by:

Signature of sole Director and sole Company
Secretary

Alan Ross Landles
Full name (print)

Executed by Wayne Mark Elsom

DocuSigned by:


Signature of Wayne Mark Elsom

Executed by David Joseph Nolan

DocuSigned by:

Signature of David Joseph Nolan

Executed by Whiteoaks Investments Pty Limited
ACN 151 970 231 as trustee for Whiteoaks Super
Fund in accordance with section 127(1) of the
Corporations Act 2001 (Cth) by:

DocuSigned by:

Signature of sole Director and sole Company
Secretary

David Joseph Nolan
Full name (print)

Executed by Whiteoaks Corporate Pty Limited
ACN 646 612 464 as trustee for Whiteoaks
Family Trust in accordance with section 127(1) of
the Corporations Act 2001 (Cth) by:

DocuSigned by:

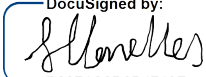
Signature of sole Director and sole Company
Secretary

David Joseph Nolan
Full name (print)

Executed by Mariel Landles

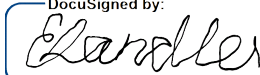
DocuSigned by:
Mariel Quiambao Landles
A334E47717C6463
Signature of Mariel Landles

Executed by Holly Landles

DocuSigned by:

62374C6D8B4749F

Signature of Holly Landles

Executed by Eliza Landles

DocuSigned by:

9B7CF5052421438
Signature of Eliza Landles

Executed by Julian Blackley Pty Ltd ACN 167 084 120 as trustee for Blackley Family Trust in accordance with section 127(1) of the *Corporations Act 2001* (Cth) by:

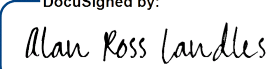
DocuSigned by:


Signature of sole Director and sole Company Secretary

Julian Blackley

Full name (print)

Executed by Oakley Australia Pty Ltd ACN 622 566 303 as trustee for Bridport Holdings Trust in accordance with section 127(1) of the *Corporations Act 2001* (Cth) by:

DocuSigned by:

05C8D5C7C1CDA452
Signature of Director

Alan Ross Landles
Full name (print)

DocuSigned by:

AC32AF47712C8A03
Signature of Director/Company Secretary

Mariel Quiambao Landles
Full name (print)

Schedule 1 – Shareholders

Name of Shareholder	Address	Email
Michael Lee Airey as trustee for Mla Trust		
Bridge Capital Partners Pty Ltd		
Bridge Capital Partners Pty Ltd as trustee for Two Tigers Trust		
Chek Khing Huon & Pik Yong Hii as trustees for Zz Superannuation Fund		
Chek Khing Huon		
Sausalito Holdings Pty Ltd		
Alan Ross Landles		
MARQ7 Pty Ltd as trustee for La Moneda Super Fund		
Wayne Mark Elsom		
David Joseph Nolan		
Whiteoaks Investments Pty Limited as trustee for Whiteoaks Super Fund		
Whiteoaks Corporate Pty Ltd as trustee for Whiteoaks Family Trust		
Mariel Landles		
Holly Landles		
Eliza Landles		
Julian Blackley Pty Ltd as trustee for Blackley Family Trust		
Oakley Australia Pty Ltd as trustee for Bridport Holdings Trust		