

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme LEPIDICO LTD
ACN/ARSN 008 894 442

1. Details of substantial holder(1)

Name Strategic Metallurgy Holding Pty Ltd (SM) (formerly Strategic Metallurgy Pty Ltd) and Gary Donald Johnson (GDJ)
ACN/ARSN (if applicable) 144 944 589 (SM)

There was a change in the interests of the substantial holder on 12 / 10 / 2017
The previous notice was given to the company on 15 / 09 / 2017
The previous notice was dated 15 / 09 / 2017

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)
Fully Paid Ordinary Shares	349,680,293	16.34%	349,680,293	14.38%

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
12/10/2017	SM and GDJ	Dilution following share issue	N/A	N/A	N/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

6. Addresses

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

Name	Address
Gary Donald Johnson	Unit A, 65 Hay Street, WA 6008
Strategic Metallurgy Holding Pty Ltd	Unit 6, 44 Belmont Avenue, WA 6104
Netwealth Investments Limited (WRAP SERVICES A/C)	C/- Custody Department PO Box 336 VIC 3205
Johnson-Rankin Superannuation Fund Pty Ltd atf the The Johnson Superfund	Unit A, 65 Hay Street, WA 6008
Hollywood Marketing (WA) Pty Ltd	9 Foundry St WA 6051

Signature

print name	Gary Donald Johnson	capacity	Self and Director of SM
sign here		date	/13 October 2017

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.

This is Annexure A of one page referred to in ASIC Form 604 "Notice of change of interest of substantial holder" for Lepidico Ltd ACN 008 894 442



Gary Donald Johnson

Date: 13 October 2017

Details of present relevant interests:

PARTIES
Gary Donald Johnson (GDJ)
Strategic Metallurgy Holding Pty Ltd (SM)
Anne Ross Rankine (ARR)
Netwealth Investments Limited (WRAP SERVICES A/C) (NW)
Johnson-Rankin Superannuation Fund Pty Ltd atf the Johnson Superannuation Fund (JSF)
Hollywood Marketing (WA) Pty Ltd (HM)

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	Nature of relevant interest	Class and number of securities	Person's votes
SM	SM	SM	Interest under s608(1)(a)	266,603,370	266,603,370
GDJ	SM	SM	Interest under s608(3)	266,603,370	266,603,370
SM	SM	ARR	Interest under s608 (2)(b)(ii)	50,000,000	50,000,000
GDJ	SM	ARR	Interest under s608(3)	50,000,000	50,000,000
JSF	NW	NW	Interest under s608 (1)(b)	23,076,923	23,076,923
SM	NW	NW	Interest under s608(2)(b)(ii)	23,076,923	23,076,923
GDJ	NW	NW	Interest under s608(3)	23,076,923	23,076,923
SM	HM	HM	Interest under s608(2)(b)(ii)	10,000,000	10,000,000
GDJ	HM	HM	Interest under s608(3)	10,000,000	10,000,000