

Form 604

Corporations Act 2001

Section 671B

Text

Notice of change of interests of substantial holderTo Company Name/Scheme **LEPIDICO LTD**

ACN/ARSN 99 008 894 442

1. Details of substantial holder(1)Name **Strategic Metallurgy Pty Ltd (SM) 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

15/ 03 / 2017

The previous notice was given to the company on

05/ 07/ 2016

The previous notice was dated

05/ 07/ 2016**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	253,526,448	14.66%	303,526,448	17.34%

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
15/03/2017	SM	Increase through voting agreement*	Nil	50,000,000	50,000,000
15/03/2017	GDJ	Increase through voting agreement*	Nil	50,000,000	50,000,000

*The form of the relevant agreement is as per Annexure 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
SM	SM	SM	Interest under s608(1)(a)	253,526,448	253,526,448
GDJ	SM	SM	Interest under s608(3)	253,526,448	253,526,448
SM	SM	Anne Ross Rankine	Interest under s608(2)(b)(ii)	50,000,000	50,000,000

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/AFSN (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, Subiaco WA 6008
Strategic Metallurgy Pty Ltd	Unit 6, 44 Belmont Avenue, Belmont Western Australia 6104
Anne Ross Rankine	C/- Strategic Metallurgy(at above address)

Signature

print name

GARY DONALD JOHNSON

capacity

Self and Director of SM

sign here



date

15/ 3 / 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 DEED is made the 15th day of MARCH 2017

BETWEEN

Signed:

Gary Donald Johnson
15 March 2017

PARTIES

Strategic Metallurgy Pty Ltd (ACN 144 944 589) of Unit 6, 44 Belmont Avenue, Belmont, Western Australia 6104 (**Strategic**);

AND

Anne Ross Rankin of Unit A, 65 Hay Street, Subiaco WA 6008 (**Beneficiary**).

RECITALS

- A. Lepidico Ltd is an ASX listed company incorporated in Western Australia (**Company**).
- B. Strategic is the registered holder of 50,000,000 fully paid ordinary shares in the capital of the Company (**Shares**).
- C. The **Beneficiary** is the beneficial holder of the **Shares**.
- D. Strategic and the **Beneficiary** agree that the voting rights attaching to the **Shares** may be exercised on the terms set out in this deed.

IT IS AGREED as follows:

1. VOTING POWER

- (a) The **Beneficiary** grants to Strategic the right to vote in any manner Strategic deems fit all of the **Shares** and agrees to undertake all steps necessary to prepare and authorise a power of attorney or a proxy on behalf of the **Beneficiary** to allow Strategic to vote in any manner it deems fit and appropriate all of the **Shares** that it holds for a 12 month period commencing from the date of the signing of this deed which will be automatically extended for further rolling 12 month periods indefinitely.
- (b) The **Beneficiary** will do acts matters and things, including signing all documents that are necessary to give effect to this clause.

2. PROHIBITION AGAINST ASSIGNMENT, DELEGATION AND TRANSFER OF RIGHTS AND OBLIGATIONS

Strategic shall not be entitled to assign, delegate or transfer any of its rights and obligations in this deed, without the prior written consent of the **Beneficiary**, which consent may be withheld in its absolute discretion.

3. FURTHER ASSURANCE

Each party shall sign, execute and do all deeds, acts, documents and things as may reasonably be required by the other party to effectively carry out and give effect to the terms and intentions of this deed.

4. NOTICES

4.1 Notices in writing

Each notice authorised or required to be given to a party shall be in legible writing and in English addressed to the party's address set out in clause 4.2 (or such other address nominated in accordance with clause 4.3).

4.2 Initial address of parties

The initial address of the parties shall be as follows:

Party	Address	Attention	Facsimile	E-mail
Strategic	Unit 6, 44 Belmont Avenue, Belmont, Western Australia 6104	Mark Urbani	n/a	info@strategicmet.com
Beneficiary	C/- Crowe Horwath, L5, 45 ST Georges Terrace, Perth WA 6000	Anne Ross Rankin	n/a	n/a

4.3 Change of address

Each party may from time to time change its address by giving notice pursuant to clause 4.1 to the other party.

4.4 Receipt of notice

Any notice given pursuant to clause 4.1 will be conclusively deemed to have been received:

- (a) in the case of personal delivery, on the actual day of delivery;
- (b) if sent by mail, three (3) Business Days from and including the day of posting;
- (c) if sent by facsimile, when a facsimile confirmation receipt is received indicating successful delivery; or
- (d) if sent by e-mail, when a delivery confirmation report is received by the sender which records the time that the e-mail was delivered to the addressee's e-mail address (unless the sender receives a delivery failure notification indicating that the e-mail has not been delivered to the addressee),

but if the delivery or receipt is on a day that is not a Business Day or is after 5:00 pm (addressee's time) it is regarded as received at 9:00 am on the following Business Day.

5. MISCELLANEOUS

5.1 Severance

If any provision of this deed is invalid and not enforceable in accordance with its terms, all other provisions which are self-sustaining and capable of separate enforcement without regard to the invalid provision, shall be and continue to be valid and forceful in accordance with their terms.

5.2 Entire agreement

This deed shall constitute the sole understanding of the parties with respect to the subject matter and replaces all other agreements with respect thereto.

5.3 Counterparts

This deed may be executed in any number of counterparts (including by way of facsimile) each of which shall be deemed for all purposes to be an original and all such counterparts taken together shall be deemed to constitute one and the same instrument.

EXECUTED as a deed

EXECUTED by STRATEGIC METALLURGY)
PTY LTD)
ACN 144 944 589)
in accordance with section 127 of the)
Corporations Act 2001 (Cth):



Signature of director

GARY D JOHNSON

Name of director

Signature of director/company
secretary*

Name of director/company secretary*

*please delete as applicable

SIGNED by Anne Ross Rankin in the
presence of:)
)

Allie

Signature of witness

A. Rankin

Signature

Alita Stone

Name of witness