

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of 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>, Croesus Mining Pty Ltd <Steinepreis Super Fund A/c and Second Super Fund A/c>, Elizabeth Louise Steinepreis and Mark David Steinepreis

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

There was a change in the interests of the substantial holder on 21/04/2017

The previous notice was given to the company on 16/06/2016

The previous notice was dated 16/06/2016

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)
Ordinary Shares	5,550,000	5.08%	22,095,000	7.02%

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
	See Attached				

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
	See Attached				

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
Elizabeth Louise Steinepreis and Mark David Steinepreis	Power to control or exercise vote and/or dispose of the securities under a discretionary authority for this share.

6. 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 26/04/2017

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.

3. Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change(6)	Consideration given in relation to change (7)	Class and No. of securities affected	Persons Votes affected
21/06/2016	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	On market purchase	\$118	Ordinary 200	200
22/06/2016	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	On market purchase	\$1,126	Ordinary 20,000	20,000
01/07/2016	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	On market purchase	\$8,048	Ordinary 143,593	143,593
04/07/2016	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	On market purchase	\$173	Ordinary 2,975	2,975
06/07/2016	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	On market purchase	\$1,867	Ordinary 33,232	33,232
21/07/2016	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market purchase	\$15,117	Ordinary 250,000	250,000
20/10/2016	Croesus Mining Pty Ltd <Second Super Fund A/c>	On market purchase	\$10,646	Ordinary 131,612	131,612
28/10/2016	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	On market purchase	\$27,155	Ordinary 300,000	300,000
02/11/2016	Croesus Mining Pty Ltd <Second Super Fund A/c>	On market purchase	\$8,524	Ordinary 105,000	105,000
07/11/2016	Croesus Mining Pty Ltd <Second Super Fund A/c>	On market purchase	\$5,078	Ordinary 63,388	63,388
17/11/2016	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market sale	\$(19,856)	Ordinary (235,100)	(235,100)
18/11/2016	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market sale	\$(1,252)	Ordinary (14,900)	(14,900)
22/11/2016	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market sale	\$(102,569)	Ordinary (1,200,000)	(1,200,000)
22/11/2016	Elizabeth Louise Steinepreis	On market purchase	\$51,891	Ordinary 600,000	600,000
22/11/2016	Mark David Steinepreis	On market purchase	\$51,919	Ordinary 600,000	600,000
02/12/2016	Croesus Mining Pty Ltd <Second Super Fund A/c>	On market purchase	\$33,803	Ordinary 400,000	400,000
03/01/2017	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market purchase	\$17,437	Ordinary 200,000	200,000

3. Changes in relevant interests (cont'd)

Date of change	Person whose relevant interest changed	Nature of change(6)	Consideration given in relation to change (7)	Class and No. of securities affected	Persons Votes affected
21/01/2017	Croesus Mining Pty Ltd <Second Super Fund A/c>	On market purchase	\$20,128	Ordinary 200,000	200,000
06/02/2017	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market purchase	\$24,907	Ordinary 250,000	250,000
06/02/2017	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market sale	\$(4,743)	Ordinary (50,000)	(50,000)
13/02/2017	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market sale	\$(9,383)	Ordinary (100,000)	(100,000)
27/02/2017	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	On market purchase	\$10,456	Ordinary 115,000	115,000
21/04/2017	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	Entitlement offer	\$436,500	Ordinary 8,730,000	8,730,000
21/04/2017	Croesus Mining Pty Ltd <Second Super Fund A/c>	Entitlement offer	\$140,000	Ordinary 2,800,000	2,800,000
21/04/2017	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	Entitlement offer	\$40,000	Ordinary 800,000	800,000
21/04/2017	Elizabeth Louise Steinepreis	Entitlement offer	\$60,000	Ordinary 1,200,000	1,200,000
21/04/2017	Mark David Steinepreis	Entitlement offer	\$60,000	Ordinary 1,200,000	1,200,000

4. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and No. of securities	Persons Votes
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>	Direct	Ordinary 13,095,000	13,095,000
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>	Direct	Ordinary 1,200,000	1,200,000
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>	Direct	Ordinary 4,200,000	4,200,000
Elizabeth Louise Steinepreis	Elizabeth Louise Steinepreis	Elizabeth Louise Steinepreis	Direct	Ordinary 1,800,000	1,800,000
Mark David Steinepreis	Mark David Steinepreis	Mark David Steinepreis	Direct	Ordinary 1,800,000	1,800,000