

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Molopo Energy Limited (MPO)
ACN/ARSN ACN 003 152 154

1. Details of substantial holder (1)

Name Aurora Funds Management Limited (AFML)
ACN ACN 092 626 885
Name Seventh Orion Pty Ltd as trustee of the Aurora Investments Unit Trust (Seventh Orion)
ACN 613 173 238

There was a change in the interests of the substantial holder on 17 March 2017
The previous notice was given to the company on 6 March 2017
The previous notice was dated 6 March 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	Voting power (5)	Person's votes	Voting power (5)
Ordinary units	34,111,215	13.70%	44,554,831	17.89%

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
17 March 2017	AFML as responsible entity of the Aurora Fortitude Absolute Return Fund ARSN 145 894 800 (AFARF) and the Aurora Global Income Trust ARSN 127 692 406 (AIB)	Off-market transfer from AFARF to AIB Refer to Annexure "B" for further details	\$0.1746 for each ordinary share	1,575,000 ordinary shares	1,575,000

17 March 2017	AFML as responsible entity of AFARF and Seventh Orion	Off-market purchase Refer to Annexure "B" for further details	\$0.1746 for each ordinary share	9,629,118 ordinary shares	9,629,118
9 March 2017 – 20 March 2017	AFML as responsible entity of AIB and Seventh Orion	On-market purchase	Refer to Annexure "A"	768,590 ordinary shares	768,590
14 March 2017	AFML as responsible entity of AFARF and Seventh Orion	On-market purchase	\$0.165 for each ordinary share	45,908 ordinary shares	45,908

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
AFML as responsible entity of AFARF	BNP Paribas Nominees Pty Ltd <IB AU NOMS RETAIL CLIENT DRP>	BNP Paribas Nominees Pty Ltd <IB AU NOMS RETAIL CLIENT DRP>	Relevant interest under section 608(1)(b) and/or 608(1)(c) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of the securities (in its capacity as responsible entity of a managed investment scheme)	22,229,034 ordinary shares	22,229,034
AFML as responsible entity of AFARF	AFML as responsible entity of AFARF	AFML as responsible entity of AFARF	As above	9,629,118 ordinary shares	9,629,118
AFML as responsible entity of AIB	Taycol Nominees Pty Ltd ACN 007 735 480 (Taycol)	Taycol	As above	270,000 ordinary shares	270,000
AFML as responsible entity of AIB	BNP Paribas Nominees Pty Ltd <IB AU NOMS RETAIL CLIENT DRP>	BNP Paribas Nominees Pty Ltd <IB AU NOMS RETAIL CLIENT DRP>	As above	12,426,679 ordinary shares	12,426,679
Seventh Orion	All of the above	All of the above	Relevant interest under section 608(3)(a) of the <i>Corporations Act</i> , being a relevant interest in the securities in which AFML has a relevant interest because Seventh Orion has voting power above 20% in AFML	All of the above	All of the above

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
Not applicable	

6. Addresses

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

Name	Address
AFML, AFARF and AIB	Suite 613, Level 6, 370 St Kilda Road, Melbourne VIC 3004
BNP Paribas Nominees Pty Ltd	Level 7, 60 Castlereagh Street, Sydney NSW 2000
Taycol	Level 16, 211 Victoria Square, Adelaide SA 5000
Seventh Orion	Suite 613, Level 6, 370 St Kilda Road, Melbourne VIC 3004

Signature

print name	Betty Poon	capacity	Company Secretary
sign here		date	16 May 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.
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Annexure A

Page 1 of 1 of Annexure "A" referred to in ASIC Form 604 – Notice of change of interests of substantial holder, signed by me and dated 16 May 2017.



Betty Poon, Company Secretary

Date of Change	Holder of Relevant Interest	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
9-Mar-17	AFML as responsible entity of AIB and Seventh Orion	On-market purchase	\$0.17 for each ordinary share	205,651 ordinary shares	205,651
9-Mar-17	AFML as responsible entity of AIB and Seventh Orion	On-market purchase	\$0.17 for each ordinary share	81,988 ordinary shares	81,988
10-Mar-17	AFML as responsible entity of AIB and Seventh Orion	On-market purchase	\$0.17 for each ordinary share	55,800 ordinary shares	55,800
13-Mar-17	AFML as responsible entity of AIB and Seventh Orion	On-market purchase	\$0.165 for each ordinary share	5,000 ordinary shares	5,000
17-Mar-17	AFML as responsible entity of AIB and Seventh Orion	On-market purchase	\$0.165 for each ordinary share	100,000 ordinary shares	100,000
17-Mar-17	AFML as responsible entity of AIB and Seventh Orion	On-market purchase	\$0.163 for each ordinary share	129,051 ordinary shares	129,051
20-Mar-17	AFML as responsible entity of AIB and Seventh Orion	On-market purchase	\$0.17 for each ordinary share	191,100 ordinary shares	191,100

Annexure B

Page 1 of 1 of Annexure "B" referred to in ASIC Form 604 – Notice of change of interests of substantial holder, signed by me and dated 15 May 2017.



Betty Poon, Company Secretary

Further details about off-market transfers of ordinary shares disclosed in section 3 of ASIC Form 604:

1. On 17 March 2017, AFML as responsible entity of AIB acquired 1,575,000 ordinary shares in MPO from AFML as responsible entity of AFARF for cash consideration of \$0.1746 for each share (\$274,995 in total).
2. On 17 March 2017, AFML as responsible entity of AFARF acquired 1,191,618 ordinary shares in MPO from Metropolitan Capital Partners V LLC for consideration of \$0.1746 for each share (\$208,057 in total). The consideration was satisfied by an issue of 285,009 units in AFARF.
3. On 17 March 2017, AFML as responsible entity of AFARF acquired 8,437,500 ordinary shares in MPO from Metropolitan Capital Advisors International Limited for consideration of \$0.1746 for each share (\$1,473,188 in total). The consideration was satisfied by an issue of 2,018,065 units in AFARF.