

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Hillgrove Resources Limited (ASX:HGO)

ACN/ARSN 004 297 116

1. Details of substantial holder(1)

Name The companies and partnerships listed in Annexure "A" ("**Substantial Holder Group**")

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 18/09/2017

The previous notice was given to the company on 15/03/2017

The previous notice was dated 15/03/2017

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:

Substantial Holder Group

| Class of securities (4) | Previous notice | | Present notice | |
|-------------------------|-----------------|------------------|----------------|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary Shares | 41,250,404 | 19.00% | 80,339,617 | 22.00% |

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:

See Annexure B

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 |
|--------------------------------|---------------------------------|--|---|--------------------------------|----------------|
| Portfolio Services Pty Limited | Portfolio Services Pty Limited | Portfolio Services Pty Limited | Portfolio Services Pty Limited has a relevant interest under section 608(1)(a) of the Act, as the registered holder of the securities. | 59,389,617 ordinary shares | 16.26% |
| Ariadne Holdings Pty Limited | Portfolio Services Pty Limited | Portfolio Services Pty Limited | Ariadne Holdings Pty Limited has a relevant interest under section 608(3)(b) of the Act, as Portfolio Services Pty Limited is a wholly owned subsidiary and therefore controlled by Ariadne Holdings Pty Limited. | 59,389,617 ordinary shares | 16.26% |

| 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 |
|-----------------------------|---------------------------------|--|--|--------------------------------|----------------|
| Ariadne Capital Pty Limited | Ariadne Capital Pty Limited | Ariadne Capital Pty Limited | Ariadne Capital Pty Limited has a relevant interest under section 608(1)(a) of the Act, as the registered holder of the securities. | 20,950,000 ordinary shares | 5.74% |
| Ariadne Australia Limited | Portfolio Services Pty Limited | Portfolio Services Pty Limited | Ariadne Australia Limited has a relevant interest under section 608(3)(b) of the Act, as Portfolio Services Pty Limited is a wholly owned subsidiary and therefore controlled by Ariadne Australia Limited. | 59,389,617 ordinary shares | 16.26% |
| Ariadne Australia Limited | Ariadne Capital Pty Limited | Ariadne Capital Pty Limited | Ariadne Australia Limited has a relevant interest under section 608(3)(b) of the Act, as Ariadne Capital Pty Limited is a wholly owned subsidiary and therefore controlled by Ariadne Australia Limited. | 20,950,000 ordinary shares | 5.74% |
| Bivaru Pty Limited | Portfolio Services Pty Limited | Portfolio Services Pty Limited | Bivaru Pty Limited has a relevant interest under section 608(3)(a) of the Act, as its voting power in Ariadne Australia Limited is more than 20%. Ariadne Australia Limited has a relevant interest under section 608(3)(b) of the Act, as Portfolio Services Pty Limited is a wholly owned subsidiary and therefore controlled by Ariadne Australia Limited. Portfolio Services Pty Limited has a relevant interest under section 608(1)(a) of the Act, as the registered holder of the securities. | 59,389,617 ordinary shares | 16.26% |
| Bivaru Pty Limited | Ariadne Capital Pty Limited | Ariadne Capital Pty Limited | Bivaru Pty Limited has a relevant interest under section 608(3)(a) of the Act, as its voting power in Ariadne Australia Limited is more than 20%. Ariadne Australia Limited has a relevant interest under section 608(3)(b) of the Act, as Ariadne Capital Pty Limited is a wholly owned subsidiary and therefore controlled by Ariadne Australia Limited. Ariadne Capital Pty Limited has a relevant interest under section 608(1)(a) of the Act, as the registered holder of the securities. | 20,950,000 ordinary shares | 5.74% |

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 |
|--------------------------------|---|
| Bivaru Pty Limited | c/o Level 27, 2 Chifley Square, Sydney NSW 2000 |
| Ariadne Australia Limited | Level 27, 2 Chifley Square, Sydney NSW 2000 |
| Ariadne Holdings Pty Limited | Level 27, 2 Chifley Square, Sydney NSW 2000 |
| Portfolio Services Pty Limited | Level 27, 2 Chifley Square, Sydney NSW 2000 |
| Ariadne Capital Pty Limited | Level 27, 2 Chifley Square, Sydney NSW 2000 |

Signature

print name Daniel Weiss capacity Director – Ariadne Capital Pty Limited

sign here



date 20/09/2017

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.

Annexure A to form 604

This is Annexure A of 1 page referred to in ASIC form 604 (Notice of change of interests of substantial holder), for Hillgrove Resources Limited ACN 004 297 116

Sign here: _____ 

Print name: Daniel Weiss

Date: 20/09/2017

| |
|---|
| Bivaru Pty Limited ACN 003 020 184 |
| Ariadne Australia Limited, ACN 010 474 067 |
| Ariadne Holdings Pty Limited, ACN 008 460 357 |
| Portfolio Services Pty Limited, ACN 010 565 670 |
| Ariadne Capital Pty Limited, ACN 125 296 157 |

Annexure B to form 604

This is Annexure B of 1 page referred to in ASIC form 604 (Notice of change of interests of substantial holder), for Hillgrove Resources Limited ACN 004 297 116

Sign here: _____



Print name: Daniel Weiss

Date: 20/09/2017

| Holder of Relevant Interest | Transaction Type | Date | No. Shares | Consideration |
|-----------------------------|----------------------|------------|------------|---------------|
| Portfolio Services Pty Ltd | Purchase - on market | 17/03/2017 | 57,000 | 4,674.00 |
| Portfolio Services Pty Ltd | Purchase - on market | 3/04/2017 | 2,125 | 178.50 |
| Portfolio Services Pty Ltd | Purchase - on market | 3/04/2017 | 127,319 | 11,076.75 |
| Portfolio Services Pty Ltd | Purchase - on market | 4/04/2017 | 67,681 | 5,888.25 |
| Portfolio Services Pty Ltd | Purchase - on market | 6/04/2017 | 67,875 | 5,905.13 |
| Portfolio Services Pty Ltd | Purchase - on market | 13/04/2017 | 41,000 | 3,403.00 |
| Portfolio Services Pty Ltd | Purchase - on market | 26/04/2017 | 10,000 | 760.00 |
| Portfolio Services Pty Ltd | Purchase - on market | 5/05/2017 | 67,117 | 4,698.19 |
| Portfolio Services Pty Ltd | Purchase - on market | 8/05/2017 | 796 | 55.72 |
| Portfolio Services Pty Ltd | Purchase - on market | 9/05/2017 | 42,087 | 2,946.09 |
| Portfolio Services Pty Ltd | Exercise of options | 21/06/2017 | 2,600,000 | 78,000.00 |
| Portfolio Services Pty Ltd | Exercise of options | 2/08/2017 | 210,000 | 6,300.00 |
| Portfolio Services Pty Ltd | Exercise of options | 11/08/2017 | 340,000 | 10,200.00 |
| Portfolio Services Pty Ltd | Exercise of options | 18/08/2017 | 915,000 | 27,450.00 |
| Portfolio Services Pty Ltd | Exercise of options | 18/08/2017 | 575,000 | 17,250.00 |
| Portfolio Services Pty Ltd | Exercise of options | 25/08/2017 | 1,160,000 | 34,800.00 |
| Portfolio Services Pty Ltd | Exercise of options | 1/09/2017 | 2,312,305 | 69,369.15 |
| Portfolio Services Pty Ltd | Exercise of options | 1/09/2017 | 2,141,243 | 64,237.29 |
| Portfolio Services Pty Ltd | Exercise of options | 1/09/2017 | 576,452 | 17,293.56 |
| Portfolio Services Pty Ltd | Exercise of options | 8/09/2017 | 1,186,956 | 35,608.68 |
| Portfolio Services Pty Ltd | Exercise of options | 8/09/2017 | 3,623,044 | 108,691.32 |
| Ariadne Capital Pty Ltd | Exercise of options | 15/09/2017 | 7,250,000 | 217,500.00 |
| Portfolio Services Pty Ltd | Exercise of options | 18/09/2017 | 5,671,780 | 170,153.40 |
| Portfolio Services Pty Ltd | Exercise of options | 18/09/2017 | 4,844,433 | 145,332.99 |
| Ariadne Capital Pty Ltd | Exercise of options | 18/09/2017 | 5,200,000 | 156,000.00 |

Each of the above transactions has resulted in a corresponding change in the relevant interests of each of Bivaru Pty Limited, Ariadne Australia Limited, Ariadne Holdings Pty Limited, Portfolio Services Pty Limited and Ariadne Capital Pty Limited the nature of which is as set out in section 4.