

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial shareholder**

To: Company Name/Scheme **BBX Minerals Limited**  
ACN/ARBN **089 221 634**

**1. Details of substantial holder (1)**

Name **Richard Poole and family ("Richard Poole")**  
ACN ( if applicable) **N/A**

There was a change in the interests of the substantial shareholder on 10 / 10 /13  
The previous notice was given to the company on 7 / 12 /11  
The previous notice was dated 7 / 12 /11

**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 shareholder 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 vote	Voting Power (5)	Person's vote	Voting Power (5)
Ordinary fully paid	24,976,546	19.35% *	6,780,173	5.92% *
	Consolidated to 12,488,273	* Based on Issued capital of 129,092,722		* Based on Issued capital of 114,454,323

**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
14/02/2013	Richard Poole and associates	Estate settlement	\$1.00	(5,708,100)	-5.0%

**4. Present relevant interests**

Particulars of each relevant interest of the substantial shareholder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's Vote
Richard Poole	Arthur Phillip Nominees Pty Ltd (beneficially owned by Amanda Poole)		Associate	1.350.500	1.18%
Richard Poole	Arthur Phillip Nominees Pty Ltd (beneficially owned by Fontelina Pty Ltd)		Associate	5,369,673	4.69%
Richard Poole	Richard Poole		Direct	12,000	0.01%
Richard Poole	Amanda Poole		Associate	44,000	0.04%
Richard Poole	Arthur Phillip Pty Ltd		Director	4,000	0.00%

### 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 shareholder in relation to voting interests in the company or scheme are as follows:

Name and ACN (if applicable)	Nature of Association

### 6. Addresses

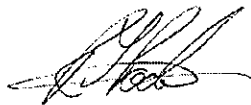
The addresses of the persons named in this form are as follows:

Name	Address
Richard Poole	GPO Box 2537 Sydney NSW 2001
Arthur Phillip Nominees Pty Ltd	GPO Box 2537 Sydney NSW 2001
Amanda Poole	GPO Box 2537 Sydney NSW 2001
Arthur Phillip Pty Ltd	GPO Box 2537 Sydney NSW 2001

### Signature

print name Richard J Poole capacity Self

sign here



Date 10 October 2013

### DIRECTIONS