

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holder

To Company Name/Scheme Padbury Mining Limited

ACN/ARSN 009 076 242

1. Details of substantial holder (1)

Name STARLAND NOMINEES PTY LTD

ACN/ARSN (if applicable) 113 430 336

The holder became a substantial holder on 18/03/2011

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY	83,578,512	83,578,512	5.36%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
STARLAND NOMINEES PTY LTD & ITS SUBSIDIARIES	POWER TO CONTROL VOTING AND/OR DISPOSAL OF SECURITIES	83,578,512

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
REFER ANNEXURE "A"			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
REFER ANNEXURE "A"				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
STARLAND NOMINEES PTY LTD & ITS SUBSIDIARIES	RELATED BODES CORPORATE & ASSOCIATES UNDER SECTION 9 OF THE CORPORATIONS ACT

7. Addresses

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

Name	Address
STARLAND NOMINEES PTY LTD	C/o PO BOX 488 LEEDERVILLE 6903 WESTERN AUSTRALIA
& ITS SUBSIDIARIES	

Signature

print name ROLF VOULON capacity DIRECTOR

sign here  date 18/03/2011

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

ANNEXURE "A"**Page 1**

This Annexure "A" of two pages referred to in the Form 603 Notice of Initial Substantial Shareholder, signed by me on the 18 March 2011.

Rolf Voulon

Director

4. Details of Present Registered Holders

The persons registered as holders of the securities to in paragraph 3 above are as follows:

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as holder	Class and Number of Securities
Starland Nominees P/L <The Starland Account>	Starland Nominees P/L <The Starland Account> (ACN 113 430 336)		42,200,000
Biltrad Global Investment Corporation P/L	Biltrad Global Investment Corporation P/L (ACN 009 270 900)		17,997,500
Perpetual Capital Investments P/L	Perpetual Capital Investments P/L (ACN 009 186 412)		12,868,744
Perpetual Capital Investments P/L <Perpetual Capital Superfund>	Perpetual Capital Investments P/L (ACN 009 186 412) <Perpetual Capital Superfund>		800,000
Antique Quality Pty Ltd	Antique Quality Pty Ltd (ACN 071 854 432)		4,500,000
Temple of Bel Pty Ltd	Temple of Bel Pty Ltd (Starland Management P/L) (ACN 085 804 459)		718,768
Rolf Voulon	Rolf Voulon		4,493,500

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of Relevant Interest	Date of Acquisition	Consideration (9)		Class and Number of Securities
		Cash	Non-Cash	
Starland Nominees P/L <The Starland Account>	15/10/2010 To 15/3/2011	\$0.014c To \$0.029c		42,200,000
Biltrad Global Investment Corporation Pty Ltd	9/10/2010 To 14/3/2011	\$0.014c To \$0.034c		17,997,500
Perpetual Capital Investments Pty Ltd	25/1/2011 To 16/2/2011	\$0.025c To \$0.33c		12,868,744
Perpetual Capital Investments Pty Ltd <Perpetual Capital Superfund>	18/1/2011 To 18/3/2011	\$0.027 To \$0.028c		800,000
Antique Quality Pty Ltd	23/2/2011	\$0.029c		4,500,000
Temple of Bel Pty Ltd	13/1/2011	\$0.027		718,768
Rolf Voulon	15/10/2010 To 18/1/2011	\$0.015c To \$0.028c		4,493,500

