

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme Nelson Resources Limited
ACN/ARSN 127 620 482

1. Details of substantial holder (1)

Name Croesus Mining Pty Ltd <The Second Super Fund A/c> and <Steinepreis Super Fund A/c>, Mansmar Investments Pty Ltd and Mark David Steinepreis
ACN/ARSN (if applicable) 009 328 143, 009 082 606

There was a change in the interests of the substantial holder on 14/02/2020
The previous notice was given to the company on 23/07/2019
The previous notice was dated 23/07/2019

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	2,392,006	5.25%	3,374,635	6.39%

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 Annexure A				

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 Annexure A				

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

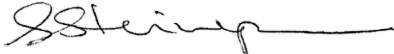
6. Addresses

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 19/02/2020

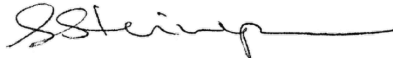
DIRECTIONS

- (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.

This is Annexure A referred to in Form 604 (Notice of change of interests of substantial holder)

Signature

print name Linda Louise Steinepreis capacity Director
 sign here  date 19/02/2020

3. Change 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 No. of securities affected	Persons Votes affected
25/07/2019	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	On Market Purchase	\$5,306	Ordinary 100,000	100,000
06/08/2019	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	On Market Purchase	\$5,006	Ordinary 100,000	100,000
07/08/2019	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	On Market Purchase	\$257	Ordinary 5,700	5,700
08/08/2019	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	On Market Purchase	\$232	Ordinary 5,130	5,130
16/10/2019	Mansmar Investments Pty Ltd	Off Market Transfer	\$3,750	Ordinary 50,000	50,000
16/10/2019	Cetacean Petroleum Pty Ltd	Off Market Transfer	\$(3,750)	Ordinary (50,000)	(50,000)
19/12/2019	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	On Market Sale	\$(4,420)	Ordinary (74,994)	(74,994)
30/12/2019	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	On Market Sale	\$(177)	Ordinary (3,207)	(3,207)
14/02/2020	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	Placement	\$35,275	Ordinary 850,000	850,000

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 No. of securities	Persons Votes
Croesus Mining Pty Ltd <The Second Super Fund A/c>	Croesus Mining Pty Ltd <The Second Super Fund A/c>	Croesus Mining Pty Ltd <The Second Super Fund A/c>	Direct	Ordinary 2,074,635	2,074,635
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 1,150,000	1,150,000
Mansmar Investments Pty Ltd	Mansmar Investments Pty Ltd	Mansmar Investments Pty Ltd	Direct	Ordinary 100,000	100,000
Mark David Steinepreis	Mark David Steinepreis	Mark David Steinepreis	Direct	Ordinary 50,000	50,000