

Form 604

**Corporations Act 2001
Section 671B**

Notice of change of interests of substantial holder

To Company Name/Scheme **Southern Gold Limited**

ACN/ARSN **107 424 519**

1. Details of substantial holder (1)

Name **Ilwella Pty Ltd**

ACN/ARSN (if applicable) **003 220 371**

There was a change in the interests of the substantial holder on

20/01/2023

The previous notice was given to the company on 07/12/2022

The previous notice was dated 07/12/2022

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)
Fully Paid Ordinary Shares	37,462,363	14.05%	50,478,070	16.81%

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 1	See Annexure 1	See Annexure 1	See Annexure 1	See Annexure 1	See Annexure 1

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
Ilwella Pty Ltd	Ilwella Pty Ltd	Ilwella Pty Ltd	Direct Holdings	12,515,707 Ordinary Shares	12,515,707 Ordinary Shares
Ilwella Pty Ltd	HSBC Custody Nominees (Australia) Limited	Ilwella Pty Ltd	Direct Holdings	34,455,116 Ordinary Shares	34,455,116 Ordinary Shares
Maximus Flannery Pty Ltd ATF Finco Investment Trust	HSBC Custody Nominees (Australia) Limited	Maximus Flannery Pty Ltd ATF Finco Investment Trust	Direct Holdings	1,333,334 Ordinary Shares	1,333,334 Ordinary Shares
Offelbar Pty Ltd	HSBC Custody Nominees (Australia) Limited	Offelbar Pty Ltd	Direct Holdings	2,173,913 Ordinary Shares	2,173,913 Ordinary Shares

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
Ilwella Pty Ltd	Suite 06, Level 22, 56 Pitt Street, Sydney NSW 2000
Maximus Flannery Pty Ltd ATF Finco Investment Trust	Suite 06, Level 22, 56 Pitt Street, Sydney NSW 2000
Offelbar Pty Ltd	Suite 06, Level 22, 56 Pitt Street, Sydney NSW 2000
HSBC Custody Nominees (Australia) Limited	GPO Box 5302, Sydney NSW 2001

Signature

print name **Quentin Flannery**

capacity **Director**

sign here



date **24/01/2023**

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 1**Changes in Relevant Interests**

Company: Southern Gold Limited

As at: 23/01/2023

Class of Security: Ordinary Fully Paid

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and Number of Securities Affected	Person's Votes Affected
7/12/2022	Ilwella Pty Ltd	Buy	\$10,000.00	400,000 Ordinary Shares	400,000 Ordinary Shares
8/12/2022	Ilwella Pty Ltd	Buy	\$666.63	26,001 Ordinary Shares	26,001 Ordinary Shares
9/12/2022	Ilwella Pty Ltd	Buy	\$250.00	10,000 Ordinary Shares	10,000 Ordinary Shares
12/12/2022	Ilwella Pty Ltd	Buy	\$27.30	1,092 Ordinary Shares	1,092 Ordinary Shares
15/12/2022	Ilwella Pty Ltd	Buy	\$250.00	10,000 Ordinary Shares	10,000 Ordinary Shares
20/12/2022	Ilwella Pty Ltd	Buy	\$1,269.77	52,907 Ordinary Shares	52,907 Ordinary Shares
20/01/2023	Ilwella Pty Ltd	Dilution due to issue of securities	Nil	34,455,116 Ordinary Shares	34,455,116 Ordinary Shares
20/01/2023	Maximus Flannery Pty Ltd ATF Finco Investment Trust	Dilution due to issue of securities	Nil	1,333,334 Ordinary Shares	1,333,334 Ordinary Shares
20/01/2023	Offelbar Pty Ltd	Dilution due to issue of securities	Nil	2,173,913 Ordinary Shares	2,173,913 Ordinary Shares
20/01/2023	Ilwella Pty Ltd	Buy	\$287,861.26	12,515,707 Ordinary Shares	12,515,707 Ordinary Shares