

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Taruga Gold Limited**ACN/ARSN **153 868 789****1. Details of substantial holder (1)**Name **N&J Mitchell Holdings Pty Ltd and Linda Steinepreis**ACN/ARSN (if applicable) **008 756 483**There was a change in the interests of the  
substantial holder on28/05/2015

The previous notice was given to the company on

07/10/2014

The previous notice was dated

08/10/2014**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) |
| <b>Ordinary</b>         | <b>56,316,709</b> | <b>15.71%</b>    | <b>75,807,380</b> | <b>16.93%</b>    |
|                         |                   |                  |                   |                  |

**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 |
|----------------|----------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
|                | <b>see attached</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 |
|-----------------------------|---------------------------------|------------------------------------------------|---------------------------------|--------------------------------|----------------|
|                             | <b>see attached</b>             |                                                |                                 |                                |                |
|                             |                                 |                                                |                                 |                                |                |
|                             |                                 |                                                |                                 |                                |                |

## 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

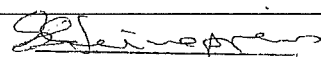
The addresses of persons named in this form are as follows:

| Name | Address            |
|------|--------------------|
| all  | PO Box 637         |
|      | West Perth WA 6872 |

## Signature

print name **Linda Steinepreis** capacity **Director**

sign here



date **29/05/2014**

## 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.

### 3. Changes in relevant interest

| 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 |
|----------------|-------------------------------------------------|---------------------|-----------------------------------------------|--------------------------------------|------------------------|
| 03/12/2014     | Ascent Capital Holdings Pty Ltd                 | On market sale      | \$13,000                                      | Ordinary (1,000,000)                 | (1,000,000)            |
| 29/05/2015     | Croesus Mining Pty Ltd <Steinepreis Super Fund> | Share Placement     | \$92,208                                      | Ordinary 20,490,671                  | 20,490,671             |

### 4. Present relevant interests

| Holder of relevant interest                                              | Registered holder                                                        | Person entitled to be registered as holder | Nature of relevant interest | Class and No. of securities | Persons Votes |
|--------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------|-----------------------------|-----------------------------|---------------|
| Ascent Capital Holdings Pty Ltd                                          | Ascent Capital Holdings Pty Ltd                                          | -                                          | Direct                      | Ordinary 23,150,021         | 23,150,021    |
| Linda Louise Steinepreis                                                 | Linda Louise Steinepreis                                                 | -                                          | Direct                      | Ordinary 2,291,688          | 2,291,688     |
| Croesus Mining Pty Ltd <trustee for the Steinepreis Superannuation Fund> | Croesus Mining Pty Ltd <trustee for the Steinepreis Superannuation Fund> | -                                          | Direct                      | Ordinary 36,490,671         | 36,490,671    |
| N&J Mitchell Holdings Pty Ltd <Steinepreis Superannuation Fund>          | N&J Mitchell Holdings Pty Ltd <Steinepreis Superannuation Fund>          | -                                          | Direct                      | Ordinary 2,875,000          | 2,875,000     |
| N&J Mitchell Holdings Pty Ltd <Ord Street Properties ac>                 | N&J Mitchell Holdings Pty Ltd <Ord Street Properties ac>                 | -                                          | Direct                      | Ordinary 11,000,000         | 11,000,000    |