

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Golden Cross Resources Limited (GCR)

ACN/ARSN 063 075 178

1. Details of substantial holder (1)

Name HQ Mining Resources Holding Pty Ltd (HQ Mining) and each of the entities listed in Annexure 'A' (HQ Entities).
 ACN (if applicable) 133 870 256

There was a change in the interests of the substantial holder on N/A
 The previous notice was given to the company on 25 February 2009
 The previous notice was dated 23 February 2009

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interest 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 shares	23,687,033	23.4% (based on 101,078,493 ordinary shares on issue)	23,687,033	23.4% (based on 101,078,493 ordinary shares on issue)

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
N/A	N/A	HQ Mining has not had a change of relevant interest in any shares in GCR. HQ Mining is required to give this notice by s671B(1)(c) of the Corporations Act 2001 because HQ Mining made a takeover bid for all the ordinary shares in GCR on 24 November 2015.	N/A	23,687,033 ordinary shares	23,687,033

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
HQ Mining	HQ Mining	HQ Mining	Relevant interest under sections 608(1)(a), 608(1)(b) and 608(1)(c) of the <i>Corporations Act 2001</i> (Cth), being a relevant interest arising from holding the shares, having the power to control the exercise of the right to vote attached to the shares and having the power to control the disposal of the shares, and through various associations under sections 12(2)(a)(ii) and 12(2)(c) of the <i>Corporations Act 2001</i> (Cth).	23,687,033 ordinary shares	23,687,033
HQ Entities	HQ Mining	HQ Mining	Relevant interest under section 608(3)(a) and/or s608(3)(b) of the <i>Corporations Act 2001</i> (Cth), being a relevant interest held through a body corporate (HQ Mining) in which (1) the voting power of certain HQ Entities is above 20% and (2) which certain of the HQ Entities control, and through various associations under sections 12(2)(a)(ii) and 12(2)(c) of the <i>Corporations Act 2001</i> (Cth).	23,687,033 ordinary shares	23,687,033

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 (if applicable)	Nature of association

6. Addresses

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

Name	Address
HQ Mining	Level 2, 220 George Street Sydney, NSW 2000
HQ Entities	See Annexure A

Signature

print name **Yan Li**

capacity **Director**

sign here



date **25 November 2015**

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 on 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.

For personal use only

Annexure 'A'

This is Annexure 'A' of 1 page referred to in the Form 604 (Notice of Change of Interests of Substantial Holder), signed by me and dated 25 November 2015.



.....
Yan Li
Director

HQ Entities

The associates of HQ Mining Resources Holding Pty Ltd are:

Name and ACN (if applicable)	Address
Yu Jin Investments Co. Pte. Ltd.	6 Temasek Boulevard, #09-05, Suntec Tower Four, Singapore (038986)
Business Universe Limited	P.O. Box 3444, Road Town, Tortola, British Virgin Islands
Prime Luck Far East Limited	P.O. Box 3444, Road Town, Tortola, British Virgin Islands
Mr Xiaoming Li	6F, Tower A, Cheng Ming Building, No.2 Xizhimen South Street, Xicheng District, Beijing, P.R.C.
Ms Xun Qiu	8/53 Lorraine Avenue, Peakhurst NSW 2210