

**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 21 January 2016

The previous notice was given to the company on 21 January 2016

The previous notice was dated 21 January 2016

**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	52,364,762	51.53% (based on 101,622,227 ordinary shares on issue)	61,475,583	60.49% (based on 101,622,227 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
21/01/2016	HQ Mining	Change in relevant interest as a result of acceptances of offers dated 11 December 2015 made under HQ Mining's off-market takeover bid for all the ordinary shares in GCR it does not already own on the terms and conditions set out in HQ Mining's bidder's statement dated 24 November 2015 ( <b>Offer</b> ).	8.25 cents for each ordinary GCR share, subject to the terms and conditions of the Offer	9,110,821 ordinary shares	9,110,821

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) ( <b>Corporations Act</b> ), 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</i> .	23,687,033 ordinary shares	23,687,033
	GCR shareholders to whom the Offer was made and who have accepted the Offer	HQ Mining	Relevant interest under ss 608(1) and/or 608(8) of the <i>Corporations Act</i> pursuant to acceptances of the Offer. The shares which are the subject of the acceptances have not yet been transferred into the name of HQ Mining.  The power of HQ Mining to vote or dispose of the shares that are the subject of acceptances of the Offer is qualified since the Offer has not been declared unconditional and it is not presently registered as the holder of the shares.	37,788,550 ordinary shares	37,788,550
HQ Entities	HQ Mining	HQ Mining	Relevant interest under section 608(3)(a) and/or s608(3)(b) of the <i>Corporations Act</i> , 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</i> .	23,687,033 ordinary shares	23,687,033
	GCR shareholders to whom the Offer was made and who have accepted the Offer	HQ Mining	Relevant interest under s 608(3)(a) and/or s608(3)(b) of the <i>Corporations Act</i> . The relevant interest arises through acceptances of the Offer.  The power of the HQ Entities to vote or dispose of the shares that are the subject of acceptances of the Offer is qualified since the Offer has not been declared unconditional and HQ Mining is not presently registered as the holder of the shares, and neither HQ Mining nor the HQ Entities are entitled to be registered as the holder of the shares.	37,788,550 ordinary shares	37,788,550

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
N/A	N/A

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 22 January 2016

## 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.

## 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 22 January 2016.



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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