

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme RAFAELLA RESOURCES LTDACN/ARSN 623 130 987**1. Details of substantial holder (1)**Name ADAM BLUMENTHAL AND RELEVANT ASSOCIATES

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 24 / 07 / 18**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
FULLY PAID ORDINARY SHARES	3,230,000	3,230,000	8.55%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
REFER TO ANNEXURE A		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
REFER TO ANNEXURE A			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
REFER TO ANNEXURE A				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
REFER TO ANNEXURE A	

7. Addresses

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

Name	Address
ADAM BLUMENTHAL	LEVEL 53, MLC CENTRE, MARTIN PLACE, SYDNEY NSW 2000

Signature

print name	Adam Blumenthal	capacity	
sign here		date	26 / 07 / 18

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

ANNEXURE A

Rafaella Resources Ltd (ACN 623 130 987)

This is Annexure A of two (2) pages referred to in Form 603 (Notice of Initial Substantial Holder)

3. Details of relevant interests

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Anglo Australasia Holdings Pty Ltd <Anglo Australasia A/C>	Indirect holding	2,825,000 Shares 650,000 Options exercisable at \$0.30 on or before 6 February 2020
Anglo Menda Pty Ltd	Indirect holding	280,000 Shares
Australian Share Nominees Pty Ltd	Indirect holding	125,000 Shares 150,000 Options exercisable at \$0.30 on or before 6 February 2020
EverBlu Capital Pty Ltd	Indirect holding	2,500,000 Options exercisable at \$0.20 on or before 19 July 2022

4. Details of present registered holders

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
Anglo Australasia Holdings Pty Ltd <Anglo Australasia A/C>	Anglo Australasia Holdings Pty Ltd <Anglo Australasia A/C>	Anglo Australasia Holdings Pty Ltd <Anglo Australasia A/C>	2,825,000 Shares 650,000 Options exercisable at \$0.30 on or before 6 February 2020
Anglo Menda Pty Ltd	Anglo Menda Pty Ltd	Anglo Menda Pty Ltd	280,000 Shares
Australian Share Nominees Pty Ltd	Australian Share Nominees Pty Ltd	Australian Share Nominees Pty Ltd	125,000 Shares 150,000 Options exercisable at \$0.30 on or before 6 February 2020
EverBlu Capital Pty Ltd	EverBlu Capital Pty Ltd	EverBlu Capital Pty Ltd	2,500,000 Options exercisable at \$0.20 on or before 19 July 2022

5. Consideration

Holder of relevant interest	Date of acquisition	Consideration		Class and number of securities
		Cash	Non-cash	
Anglo Australasia Holdings Pty Ltd <Anglo Australasia A/C>	19 July 2018	\$160,000	-	800,000 Shares
Anglo Menda Pty Ltd	19 July 2018	\$56,000	-	280,000 Shares
EverBlu Capital Pty Ltd	19 July 2018	-	Lead Manager Fees	2,500,000 Options exercisable at \$0.20 on or before 19 July 2022

6. Associates

Name and ACN	Nature of association
Anglo Australasia Holdings Pty Ltd <Anglo Australasia A/C> ACN 604 307 646	This entity is controlled by Adam Blumenthal.
Anglo Menda Pty Ltd ACN 608 554 052	This entity is controlled by Adam Blumenthal.
Australian Share Nominees Pty Ltd ACN 613 669 711	The issued capital in this entity is held by Horatio Street Pty Limited (37%), Phillip Street Holdings Pty Ltd (54%) and Anglo Australasia Holdings Pty Ltd (9%). Adam Blumenthal controls both Phillip Street Holdings Pty Ltd and Anglo Australasia Holdings Pty Ltd.
EverBlu Capital Pty Ltd ACN 612 793 683	The shares in EverBlu Capital Pty Ltd are held by EverBlu Holdings. The issued capital of EverBlu Holdings is held by Horatio Street Pty Limited (37%), Phillip Street Holdings Pty Ltd (54%) and Anglo Australasia Holdings Pty Ltd (9%). Adam Blumenthal controls both Phillip Street Holdings Pty Ltd and Anglo Australasia Holdings Pty Ltd.

SIGNATURE

Adam Blumenthal

Print name



Sign here

26/07/18

Date