

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Rafaella Resources Limited

ACN/ARSN 623 130 987

**1. Details of substantial holder (1)**

Name Adam Blumenthal, Anglo Australasia Holdings Pty Ltd ACN 604 307 646, Anglo Menda Pty Ltd ACN 608 554 052, Australian Share Nominees Pty Ltd ACN 613 669 711, Phillip Street Holdings Pty Ltd ACN 615 424 783, EverBlu Holdings Pty Ltd ACN 613 635 064, EverBlu Capital Pty Ltd ACN 612 793 683, Atlantic Capital Holdings Pty Ltd ACN 630 723 858 (Adam Blumenthal Entitles) Pacific Continental Holdings Pty Ltd ACN 619 428 901 and Annabelle Shamir

ACN/ARSN (if applicable) As above

There was a change in the interests of the substantial holder on 10/10/2019, 11/10/2019, 14/10/2019, 28/10/2019, 30/10/2019 and 31/10/2019

The previous notice was given to the company on 09/10/2019

The previous notice was dated 09/10/2019

**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 (Shares)	10,990,487	16.64%	10,660,487	15.14%

**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 A					

**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
See Annexure A					

**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:

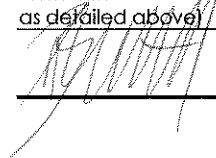

Name and applicable)	ACN/ARSN (if applicable)	Nature of association
No change		No change

**6. Addresses**

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

Name	Address
Adam Blumenthal EverBlu Holdings Pty Ltd EverBlu Capital Pty Ltd Anglo Australasia Holdings Pty Ltd Anglo Menda Pty Ltd Australian Share Nominees Pty Ltd Phillip Street Holdings Pty Ltd Atlantic Capital Holdings Pty Ltd	C/- Ageis Accounting & Tax Pty Ltd, Level 12,167 Macquarie Street, Sydney NSW 2000
Annabelle Shamir Pacific Continental Holdings Pty Ltd	Suite 2204, Level 22 – Tower 1, 520 Oxford Street, Bondi Junction NSW 2022

**Signature**

print name	Adam Blumenthal (personally and for and on behalf of the Adam Blumenthal Entities in their own right and as trustees for their respective trusts capacity as detailed above)	
sign here		date 09/12/2019
print name	Annabelle Shamir (personally and for and on behalf of Pacific Continental Holdings Pty Ltd in its own right and as trustee for the Pacific Continental Trust)	capacity
sign here		date 09/12/2019

## 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.
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# ANNEXURE A

Rafaelia Resources Ltd (ACN 623 130 987)

This is Annexure A of eight (8) pages referred to in Form 604 (Notice of Change of Interests of Substantial Holder)

## 3. Changes in relevant interests

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
10/10/2019	Australian Share Nominees Pty Ltd Anglo Australasia Holdings Pty Ltd Anglo Menda Pty Ltd Atlantic Capital Holdings Pty Ltd Phillip Street Holdings Pty Ltd EverBlu Holdings Pty Ltd EverBlu Capital Pty Ltd Pacific Continental Holdings Pty Ltd Adam Blumenthal Annabelle Shamir	On-market purchase by Anglo Menda Pty Ltd	\$13,843.72	106,400 Shares	106,400
11/10/2019	Australian Share Nominees Pty Ltd Anglo Australasia Holdings Pty Ltd Anglo Menda Pty Ltd Atlantic Capital Holdings Pty Ltd Phillip Street Holdings Pty Ltd EverBlu Holdings Pty Ltd EverBlu Capital Pty Ltd Pacific Continental Holdings Pty Ltd Adam Blumenthal Annabelle Shamir	On-market purchase by Anglo Menda Pty Ltd	\$36,295.90	250,000 Shares	250,000
14/10/2019	Australian Share Nominees Pty Ltd Anglo Australasia Holdings Pty Ltd Anglo Menda Pty Ltd Atlantic Capital Holdings Pty Ltd Phillip Street Holdings Pty Ltd EverBlu Holdings Pty Ltd EverBlu Capital Pty Ltd Pacific Continental Holdings Pty Ltd Adam Blumenthal Annabelle Shamir	On-market purchase by Anglo Menda Pty Ltd	\$488.67	3,600 Shares	3,600
14/10/2019	Australian Share Nominees Pty Ltd Anglo Australasia Holdings Pty Ltd Anglo Menda Pty Ltd Atlantic Capital Holdings Pty Ltd Phillip Street Holdings Pty Ltd EverBlu Holdings Pty Ltd EverBlu Capital Pty Ltd Pacific Continental Holdings Pty Ltd Adam Blumenthal Annabelle Shamir	Dilution of voting power due to issue of 4,375,000 Shares	Not applicable	10,660,487 Shares	10,660,487
28/10/2019	Australian Share Nominees Pty Ltd Anglo Australasia Holdings Pty Ltd Anglo Menda Pty Ltd Atlantic Capital Holdings Pty Ltd Phillip Street Holdings Pty Ltd EverBlu Holdings Pty Ltd EverBlu Capital Pty Ltd Pacific Continental Holdings Pty Ltd Adam Blumenthal Annabelle Shamir	On-market sale by Anglo Menda Pty Ltd	\$47,736.00	400,000 Shares	400,000

30/10/2019	Australian Share Nominees Pty Ltd Anglo Australasia Holdings Pty Ltd Anglo Menda Pty Ltd Atlantic Capital Holdings Pty Ltd Phillip Street Holdings Pty Ltd EverBlu Holdings Pty Ltd EverBlu Capital Pty Ltd Pacific Continental Holdings Pty Ltd Adam Blumenthal Annabelle Shamir	On-market sale by Anglo Menda Pty Ltd	\$23,868.00	200,000 Shares	200,000
31/10/2019	Australian Share Nominees Pty Ltd Anglo Australasia Holdings Pty Ltd Anglo Menda Pty Ltd Atlantic Capital Holdings Pty Ltd Phillip Street Holdings Pty Ltd EverBlu Holdings Pty Ltd EverBlu Capital Pty Ltd Pacific Continental Holdings Pty Ltd Adam Blumenthal Annabelle Shamir	On-market sale by Anglo Menda Pty Ltd	\$10,258.92	90,000 Shares	90,000

4. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Annabelle Shamir Adam Blumenthal	Annabelle Shamir	Annabelle Shamir	<p>1. Relevant interest held by Annabelle Shamir under section 608(1)(a) of the Corporations Act as the holder of the shares.</p> <p>2. Relevant interest held by Adam Blumenthal under sections 608(1)(b) and (c) of the Corporations Act, having the power to control voting or disposal of the shares.</p>	222,000 Shares	222,000
<p>Anglo Menda Pty Ltd Australian Share Nominees Pty Ltd Anglo Australasia Holdings Pty Ltd Atlantic Capital Holdings Pty Ltd Phillip Street Holdings Pty Ltd EverBlu Holdings Pty Ltd EverBlu Capital Pty Ltd Pacific Continental Holdings Pty Ltd Adam Blumenthal Annabelle Shamir</p>	Anglo Menda Pty Ltd	Anglo Menda Pty Ltd	<p>1. Relevant interest held by Anglo Menda Pty Ltd under section 608(1)(a) of the Corporations Act as the holder of the shares.</p> <p>2. Relevant interest held by Anglo Australasia Holdings Pty Ltd under section 608(3)(a) and (b) of the Corporations Act as the holder of 100% of the shares on issue in Anglo Menda Pty Ltd.</p> <p>3. Relevant interest held by Adam Blumenthal under section 608(3)(a) and (b) of the Corporations Act as the holder of 100% of the shares on issue in Anglo Australasia Holdings Pty Ltd and under sections 608(1)(b) and (c) of the Corporations Act, having the power to control voting or disposal of the shares held by Anglo Menda Pty Ltd.</p> <p>4. Relevant interests held by Australian Share Nominees Pty Ltd, Anglo Australasia Holdings Pty Ltd, Atlantic Capital Holdings Pty Ltd, Phillip Street Holdings Pty Ltd, EverBlu Holdings Pty Ltd, EverBlu Capital Pty Ltd, Pacific Continental Holdings Pty Ltd and Annabelle Shamir under section 608(3)(a) of the Corporations Act by having voting power of above 20% in Anglo Menda Pty Ltd.</p>	3,642,000 Shares	3,642,000

<p>Anglo Menda Pty Ltd  Australian Share Nominees Pty Ltd  Anglo Australasia Holdings Pty Ltd  Atlantic Capital Holdings Pty Ltd  Phillip Street Holdings Pty Ltd  EverBiu Holdings Pty Ltd  EverBiu Capital Pty Ltd  Pacific Continental Holdings Pty Ltd  Adam Blumenthal  Annabelle Shamir</p>	<p>Anglo Australasia Holdings Pty Ltd  &lt;Anglo Australasia A/C&gt;</p>	<p>Anglo Australasia Holdings Pty Ltd &lt;Anglo Australasia A/C&gt;</p>	<p>1. Relevant interest held by Anglo Australasia Holdings Pty Ltd under section 608(1)(a) of the Corporations Act as the holder of the shares in its capacity as trustee of the Anglo Australasia Trust.</p> <p>2. Relevant interest held by Adam Blumenthal under section 608(3)(a) and (b) of the Corporations Act as the holder of 100% of the shares on issue in Anglo Australasia Holdings Pty Ltd and under sections 608(1)(b) and (c) of the Corporations Act, having the power to control voting or disposal of the shares held by Anglo Australasia Holdings Pty Ltd &lt;Anglo Australasia A/C&gt;.</p> <p>3. Relevant interests held by Anglo Menda Pty Ltd, Australian Share Nominees Pty Ltd, Atlantic Capital Holdings Pty Ltd, Phillip Street Holdings Pty Ltd, EverBiu Holdings Pty Ltd, EverBiu Capital Pty Ltd, Pacific Continental Holdings Pty Ltd and Annabelle Shamir under section 608(3)(a) of the Corporations Act by having voting power of above 20% in Anglo Australasia Holdings Pty Ltd.</p>	<p>2,825,000 Shares</p>	<p>2,825,000</p>
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<p>Anglo Menda Pty Ltd  Australian Share Nominees Pty Ltd  Anglo Australasia Holdings Pty Ltd  Atlantic Capital Holdings Pty Ltd  Phillip Street Holdings Pty Ltd  EverBlu Holdings Pty Ltd  EverBlu Capital Pty Ltd  Pacific Continental Holdings Pty Ltd  Adam Blumenthal  Annabelle Shamir</p>	<p>Australian Share Nominees Pty Ltd  &lt;Australasian Holdings A/C&gt;</p>	<p>Australian Share Nominees Pty Ltd  &lt;Australasian Holdings A/C&gt;</p>	<p>1. Relevant interest held by Australian Share Nominees Pty Ltd under section 608(1)(a) of the Corporations Act as the holder of the shares in its capacity as trustee of the Australasian Holdings Unit Trust.</p> <p>2. Relevant interest held by Phillip Street Holdings Pty Ltd under section 608(3)(b) of the Corporations Act having control by holding more than 50% of the shares on issue in Australian Share Nominees Pty Ltd.</p> <p>3. Relevant interest held by Adam Blumenthal under section 608(3)(b) of the Corporations Act as the holder of 100% of the shares on issue in Phillip Street Holdings Pty Ltd and under sections 608(1)(b) and (c) of the Corporations Act, having the power to control voting or disposal of the shares held by Australian Share Nominees Pty Ltd &lt;Australasian Holdings A/C&gt;.</p> <p>4. Relevant interests held by Anglo Menda Pty Ltd, Anglo Australasia Holdings Pty Ltd, Atlantic Capital Holdings Pty Ltd, Phillip Street Holdings Pty Ltd, EverBlu Holdings Pty Ltd, EverBlu Capital Pty Ltd, Pacific Continental Holdings Pty Ltd, Adam Blumenthal and Annabelle Shamir under section 608(3)(a) of the Corporations Act by having voting power of above 20% in Australian Share Nominees Pty Ltd.</p>	<p>690,675 Shares</p>	<p>690,675</p>
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<p>Anglo Menda Pty Ltd  Australian Share Nominees Pty Ltd  Anglo Australasia Holdings Pty Ltd  Atlantic Capital Holdings Pty Ltd  Phillip Street Holdings Pty Ltd  EverBlu Holdings Pty Ltd  EverBlu Capital Pty Ltd  Pacific Continental Holdings Pty Ltd  Adam Blumenthal  Annabelle Shamir</p>	<p>Atlantic Capital Holdings Pty Ltd  &lt;Atlantic Capital A/C&gt;</p>	<p>Atlantic Capital Holdings Pty Ltd  &lt;Atlantic Capital A/C&gt;</p>	<p>1. Relevant interest held by Atlantic Capital Holdings Pty Ltd under section 608(1)(a) of the Corporations Act as the holder of the shares in its capacity as trustee of the Atlantic Capital Trust.</p> <p>2. Relevant interest held by Adam Blumenthal under section 608(3)(a) and (b) of the Corporations Act as the holder of 100% of the shares on issue in Atlantic Capital Holdings Pty Ltd and under sections 608(1)(b) and (c) of the Corporations Act, having the power to control voting or disposal of the shares held by Atlantic Capital Holdings Pty Ltd &lt;Atlantic Capital A/C&gt;.</p> <p>3. Relevant interests held by Anglo Menda Pty Ltd, Australian Share Nominees Pty Ltd, Anglo Australasia Holdings Pty Ltd, Phillip Street Holdings Pty Ltd, EverBlu Holdings Pty Ltd, EverBlu Capital Pty Ltd, Pacific Continental Holdings Pty Ltd and Annabelle Shamir under section 608(3)(a) of the Corporations Act by having voting power of above 20% in Atlantic Capital Holdings Pty Ltd.</p>	<p>2,150,000 Shares</p>	<p>2,150,000</p>
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<p>Anglo Menda Pty Ltd  Australian Share Nominees Pty Ltd  Anglo Australasia Holdings Pty Ltd  Atlantic Capital Holdings Pty Ltd  Phillip Street Holdings Pty Ltd  EverBlu Holdings Pty Ltd  EverBlu Capital Pty Ltd  Pacific Continental Holdings Pty Ltd  Adam Blumenthal  Annabelle Shamir</p>	<p>EverBlu Capital Pty Ltd</p>	<p>EverBlu Capital Pty Ltd</p>	<p>1. Relevant interest held by EverBlu Capital Pty Ltd under section 608(1)(a) of the Corporations Act as the holder of the shares.</p> <p>2. Relevant interest held by EverBlu Holdings Pty Ltd under section 608(3)(a) and (b) of the Corporations Act as the holder of 100% of the shares on issue in EverBlu Capital Pty Ltd</p> <p>3. Relevant interest held by Phillip Street Holdings Pty Ltd under section 608(3)(b) of the Corporations Act having control by holding more than 50% of the shares on issue in EverBlu Holdings Pty Ltd.</p> <p>4. Relevant interest held by Adam Blumenthal under section 608(3)(b) of the Corporations Act as the holder of 100% of the shares on issue in Phillip Street Holdings Pty Ltd and as the holder of 100% of the shares on issue in Anglo Australasia Holdings Pty Ltd (which holds 9.5% of the shares on issue in EverBlu Holdings Pty Ltd) and under sections 608(1)(b) and (c) of the Corporations Act, having the power to control voting or disposal of the shares held by EverBlu Capital Pty Ltd.</p> <p>5. Relevant interests held by Anglo Menda Pty Ltd, Australian Share Nominees Pty Ltd, Anglo Australasia Holdings Pty Ltd, Atlantic Capital Holdings Pty Ltd, Phillip Street Holdings Pty Ltd, EverBlu Holdings Pty Ltd, Pacific Continental Holdings Pty Ltd, Adam Blumenthal and Annabelle Shamir under section 608(3)(a) of the Corporations Act by having voting power of above 20% in EverBlu Capital Pty Ltd.</p>	<p>750,000 Shares</p>	<p>750,000</p>
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<p>Anglo Menda Pty Ltd  Australian Share Nominees Pty Ltd  Anglo Australasia Holdings Pty Ltd  Atlantic Capital Holdings Pty Ltd  Phillip Street Holdings Pty Ltd  EverBlu Holdings Pty Ltd  EverBlu Capital Pty Ltd  Pacific Continental Holdings Pty Ltd  Adam Blumenthal  Annabelle Shamir</p>	<p>Pacific Continental Holdings Pty Ltd &lt;The Pacific Continental A/C&gt;</p>	<p>Pacific Continental Holdings Pty Ltd &lt;The Pacific Continental A/C&gt;</p>	<p>1. Relevant interest held by Pacific Continental Holdings Pty Ltd under section 608(1)(a) of the Corporations Act as the holder of the shares in its capacity as trustee of the Pacific Continental Trust.</p> <p>2. Relevant interest held by Adam Blumenthal under sections 608(1)(b) and (c) of the Corporations Act, having the power to control voting or disposal of the shares held by Pacific Continental Holdings Pty Ltd.</p> <p>3. Relevant interest held by Annabelle Shamir under section 608(3)(a) and (b) of the Corporations Act as the holder of 100% of the shares on issue in Pacific Continental Holdings Pty Ltd and under sections 608(1)(b) and (c) of the Corporations Act, having the power to control voting or disposal of the shares.</p> <p>4. Relevant interests held by Anglo Menda Pty Ltd, Australian Share Nominees Pty Ltd, Anglo Australasia Holdings Pty Ltd, Atlantic Capital Holdings Pty Ltd, Phillip Street Holdings Pty Ltd, EverBlu Holdings Pty Ltd, EverBlu Capital Pty Ltd and Adam Blumenthal under section 608(3)(a) of the Corporations Act by having voting power of above 20% in Pacific Continental Holdings Pty Ltd.</p>	<p>380,812 Shares</p>	<p>380,812</p>
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**SIGNATURE**

Adam Blumenthal

Print name



Sign here

9th December 2019

Date

Annabelle Shamir

Print name



Sign here

9th December 2019

Date

