

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Phoenix Copper Limited

ACN/ARSN ACN 127 446 271

1. Details of substantial holder (1)

Name Long Fortune Limited

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 23/10/2014 and 7/11/2014
 The previous notice was given to the company on 24/2/2014
 The previous notice was dated 24/2/2014

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) has 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 | 28,475,000 | 13.71% | 29,075,000 | 8.36%* |

*based on 347,538,387 fully paid 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 |
|----------------|--|--|---|---|-------------------------|
| 23/10/2014 | Long Fortune Limited | Acquisition of shares due to rights issue allotments | \$13,800 | 600,000 ORD shares | 600,000 |

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 |
|-----------------------------|---|--|---|--------------------------------|----------------|
| Long Fortune Limited | Long Fortune Limited | Long Fortune Limited | Direct Interest | 27,075,000 ORD shares | 27,075,000 |
| Annemarie de Wit - Krul | Long Fortune Limited | Long Fortune Limited | Indirect holding as sole director of Long Fortune Limited | 29,075,000 ORD shares | 29,075,000 |
| Long Fortune Limited | HSBC Custody Nominees (Australia) Limited | HSBC Custody Nominees (Australia) Limited | Indirect Holding | 2,000,000 ORD shares | 2,000,000 |

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 relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|---|
| Company Managers Limited | Ceased to be sole director of Long Fortune Limited |
| Annemarie de Wit – Krul | Indirect holding as sole director of Long Fortune Limited |

6. Addresses

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

| Name | Address |
|-------------------------|---|
| Long Fortune Limited | C/ Level 10, 25 Grenfell Street, Adelaide SA 5000 |
| Annemarie de Wit – Krul | C/ 59 rue du Rhone, 1204, Geneva, Switzerland |

Signature

print name Annemarie de Wit – Krul

capacity Director

sign here



date

25.11.14