

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme Phoenix Copper Limited

ACN/ARSN ACN 127 446 271

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

Name Marlei International Limited

ACN/ARSN (if applicable) \_\_\_\_\_

The holder became a substantial holder on 2/09/2015

**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	26,770,302 fully paid ordinary shares	26,770,302	6.26% (based on 427,775,689 fully paid ordinary shares on issue)

**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
Marlei International Limited	Fully paid ordinary shares held	15,231,840 ORD shares
Marlei International Limited	Fully paid ordinary shares held	11,538,462 ORD Shares

**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
Marlei International Limited	Marlei International Limited	Marlei International Limited	26,770,302 ORD shares

**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:

- 2/09/2015 11,538,462 at 1.3 cents (cash consideration)
- 29/05/2015 436,047 – shares acquired in lieu of \$7500 of interest on convertible notes
- 7/05/2015 2,585,283 - shares acquired in lieu of \$45,000 of loan interest

**6. Associates**

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

Not Applicable

**7. Addresses**

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



Name	Address
Marilei International Limited	c/ Level 10, 25 Grenfell Street, Adelaide SA 5000

**Signature**

print name **Beta Worldwide Corp.**

capacity **Director**

sign here

date

**27 / 09 / 2015**