

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 Asia Image Limited

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

02/09/2015

The previous notice was given to the company on

26/11/2014

The previous notice was dated

23/10/2014 and 7/11/2014

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	61,071,434	17.57%	80,302,204	18.77%

*based on 427,775,689 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
02/9/2015	Asia Image	Acquisition due to share placement	\$250,000	19,230,770 ORD shares	19,230,770

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
Asia Image Limited	Asia Image Limited	Asia Image Limited	Direct Interest	43 802 204 ORD shares	43,802,204
Annemarie de Wit - Krul	Asia Image Limited	Asia Image Limited	Indirect holding as sole director of Asia Image Limited	80,302,204 ORD shares	80,302,204
Asia Image Limited	HSBC Custody Nominees (Australia) limited	Asia Image Limited	Indirect holding as bare trustee for Asia Image Limited	36,500,000 ORD shares	36,500,000

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 Asia Image Limited
Annemarie de Wit – Krul	Indirect holding as sole director of Asia Image Limited

6. Addresses

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

Name	Address
Asia Image Limited	C/ Level 10, 25 Grenfell Street, Adelaide SA 5000
HSBC Custody Nominees (Australia) Limited	Level 32, 58- George Street, Sydney NSW 2000, Australia
Annemarie de Wit – Krul	C/ 59 rue du Rhone, 1204, Geneva, Switzerland

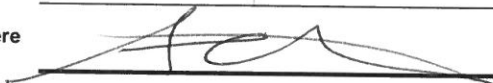
Signature

6 rue de Saint-Léger, 1205
Geneva, Switzerland

print name Annemarie de Wit – Krul

capacity Director

sign here



date 17 Sept '15

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 or 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 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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