



**WASHINGTON H SOUL PATTINSON
AND COMPANY LIMITED**

ABN: 49 000 002 728

Level 1, 160 Pitt Street Mall Sydney NSW 2000 Australia

GPO Box 479, Sydney NSW 2001 T: (02) 9232 7166 F: (02) 9235 1747

By Facsimile

6 March 2017

The Company Secretary
Aphrodite Gold Limited
116 Harrick Road,
Keilor Park VIC 3042

Fax: (03) 9331 7323

Dear Mr Beer

Notice of Initial Substantial Holder

We enclose Corporations Act 2001 Form 603, Notice of Initial Substantial Holder, lodged today with the Australian Securities Exchange.

Yours faithfully

I.D. Bloodworth
Company Secretary

For personal use only

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Aphrodite Gold Limited (AGL)

ACN/ARSN ACN 138 879 928

1. Details of substantial holder (1)

Name Washington H. Soul Pattinson and Company Limited (WHSP) and WHSP Hunter Hall Pty Ltd (Bidder)

ACN/ARSN (if applicable) ACN 000 002 728 and ACN 616 648 241

The holder became a substantial holder on 20/02/2017

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	87,165,522	87,165,522	12.30 %

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
WHSP, Bidder	WHSP is taken to have a "relevant interest" pursuant to section 608(3)(a) of the <i>Corporations Act 2001</i> (Cth) in all shares in which Hunter Hall International Limited (HHL) has a relevant interest as WHSP and the Bidder, a wholly owned subsidiary of WHSP, have voting power above 20% in HHL.	85,026,048
WHSP, Bidder	WHSP has a "relevant interest" pursuant to section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) as the holder of the shares. Bidder is an associate of WHSP (section 12(2)(a) of the <i>Corporations Act 2001</i> (Cth)).	2,139,474

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
HHL	HHL	HHL	Ordinary 85,026,048
WHSP	WHSP	WHSP	Ordinary 2,139,474

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	Date of acquisition	Consideration (9)		Class and number
		Cash	Non-cash	
Neither WHSP nor Bidder have acquired shares in AGL during the four months prior to 20/02/2017.				

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
WHSP and the Bidder	The Bidder is a wholly owned subsidiary of WHSP.

7. Addresses

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

Name	Address
HHL	Level 2, 56 Pitt St, Sydney NSW 2000
WHSP	Level 1, 160 Pitt Street Mall, Sydney NSW 2000
Bidder	Level 1, 160 Pitt Street Mall, Sydney NSW 2000

Signature

print name Ian David Bloodworth capacity Company Secretary

sign here



date 6 March 2017

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, moneys 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.