



**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

15 June 2017

The Company Secretary
Blackham Resources Limited
Level 2, 38 Richardson Street
West Perth WA 6005

Fax: (08) 9322 6398

Dear Mr Robbins

Notice of change of interests of substantial holder

We enclose Corporations Act 2001 Form 604, Notice of change of interests of substantial holder, lodged today with the Australian Securities Exchange.

Yours faithfully

I.D. Bloodworth
Company Secretary

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Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Blackham Resources Limited (ASX: BLK)

ACN/ARSN ACN 119 887 606

1. Details of substantial holder(1)

Name Washington H. Soul Pattinson and Company Limited (WHSP), WHSP Hunter Hall Pty Ltd (WHH) and WHSP Pengana Pty Ltd (WP)

ACN/ARSN (if applicable) ACN 000 002 728, ACN 616 648 241 and ACN 616 534 840

There was a change in the interests of the substantial holder on 06/06/2017

The previous notice was given to the company on 06/03/2017

The previous notice was dated 06/03/2017

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)
Ordinary Shares	35,981,166	10.63%	31,956,819	9.43%

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 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
01/05/2017	WHSP, WHH & WP (due to holding voting power of more than 20% in Pengana Capital Group Limited (PCG))	Sale	\$88,754	-279,662 Ordinary Shares	-279,662
03/05/2017	WHSP, WHH & WP as above	Sale	\$45,366	-150,354 Ordinary Shares	-150,354
29/05/2017	WHSP, WHH & WP as above	Sale	\$310,718	-1,035,265 Ordinary Shares	-1,035,265
30/05/2017	WHSP, WHH & WP as above	Sale	\$143,246	-500,000 Ordinary Shares	-500,000
31/05/2017	WHSP, WHH & WP as above	Sale	\$107,084	-376,000 Ordinary Shares	-376,000
01/06/2017	WHSP, WHH & WP as above	Sale	\$197,257	-683,066 Ordinary Shares	-683,066
06/06/2017	WHSP, WHH & WP as above	Sale	\$299,935	-1,000,000 Ordinary Shares	-1,000,000

- (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 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.
- (8) If the substantial holder is unable to determine the identify 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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