



**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

14 July 2017

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

Fax: (03) 9331 7323

Dear Mr Beer

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

For personal use only

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Aphrodite Gold Limited (ASX: AQQ)

ACN/ARSN ACN 138 879 928

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 11/07/2017

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	87,165,522	12.30%	81,366,442	11.48%

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
22/06/2017	WHSP, WHH & WP (relevant interest due to holding voting power of more than 20% in Pengana Capital Group Limited (PCG))	Sale	\$4,581	-230,000 Ordinary Shares	-230,000
22/06/2017	WHSP, WHH & WP as above	Sale	\$5,632	-280,000 Ordinary Shares	-280,000
23/06/2017	WHSP, WHH & WP as above	Sale	\$7,399	-367,802 Ordinary Shares	-367,802
26/06/2017	WHSP, WHH & WP as above	Sale	\$2,290	-115,000 Ordinary Shares	-115,000
28/06/2017	WHSP, WHH & WP as above	Sale	\$32,491	-1,919,278 Ordinary Shares	-1,919,278
29/06/2017	WHSP, WHH & WP as above	Sale	\$4,859	-287,000 Ordinary Shares	-287,000
07/07/2017	WHSP, WHH & WP as above	Sale	\$13,543	-850,000 Ordinary Shares	-850,000

10/07/2017	WHSP, WHH & WP as above	Sale	\$21,161	-1,250,000 Ordinary Shares	-1,250,000
11/07/2017	WHSP, WHH & WP as above	Sale	\$8,713	-500,000 Ordinary Shares	-500,000

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
WHSP	WHSP	WHSP	Direct Holding	2,139,474 Ordinary Shares	2,139,474
WHSP, WHH & WP	JP Morgan Chase Bank N.A. on behalf of Hunter Hall Investment Management Limited (HHIML)	HHIML	Relevant interest due to WHSP, WHH & WP holding voting power of more than 20% in PCG	51,143,970 Ordinary Shares	51,143,970
WHSP, WHH & WP	JP Morgan Chase Bank, N.A. on behalf of Hunter Hall Global Value Limited (HHG)	HHG	Relevant interest due to WHSP, WHH & WP holding voting power of more than 20% in PCG	28,082,998 Ordinary Shares	28,082,998

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

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

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

Name	Address
WHSP	Level 1, 160 Pitt Street Mall, Sydney NSW 2000
WHH	Level 1, 160 Pitt Street Mall, Sydney NSW 2000
WP	Level 1, 160 Pitt Street Mall, Sydney NSW 2000
PCG	Level 12, 167 Macquarie Street, Sydney NSW 2000
HHIML	Level 12, 167 Macquarie Street, Sydney NSW 2000
HHG	Level 12, 167 Macquarie Street, Sydney NSW 2000

Signature

print name Ian David Bloodworth capacity Company Secretary

sign here



date 14/07/2017

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 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 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.