



**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**

31 July 2017

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

Fax: (03) 9331 7323

Dear Mr Beer

**Notice of ceasing to be a Substantial Holder**

We enclose Corporations Act 2001 Form 605, Notice of ceasing to be a Substantial Holder, lodged today with the Australian Securities Exchange.

Yours faithfully

I.D. Bloodworth  
Company Secretary

For personal use only

# Form 605

Corporations Act 2001  
Section 671B

## Notice of ceasing to be a 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

The holder ceased to be a substantial holder on 26/07/2017

The previous notice was given to the company on 11/07/2017

The previous notice was dated 11/07/2017

### 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's voted affected
12/07/2017	WHSP, WHH & WP (relevant interest due to holding voting power of more than 20% in Pengana Capital Group Limited ( <b>PCG</b> ))	Sale	\$8,464.30	-500,000 ordinary shares	-500,000
13/07/2017	WHSP, WHH & WP as above	Sale	\$3,743.17	-210,000 ordinary shares	-210,000
14/07/2017	WHSP, WHH & WP as above	Sale	\$8,464.30	-500,000 ordinary shares	-500,000
19/07/2017	WHSP, WHH & WP as above	Sale	\$458.26	-27,070 ordinary shares	-27,070
21/07/2017	WHSP, WHH & WP as above	Sale	\$5,283.56	-312,110 ordinary shares	-312,110
24/07/2017	WHSP, WHH & WP as above	Sale	\$55,677.06	-3,288,934 ordinary shares	-3,288,934
25/07/2017	WHSP, WHH & WP as above	Sale	\$4,386.41	-259,112 ordinary shares	-259,112
26/07/2017	WHSP, WHH & WP as above	Purchase	\$53,301.54	2,805,344 ordinary shares	2,805,344
26/07/2017	WHSP, WHH & WP as above	Sale	\$1,228,864.82	-76,935,086 ordinary shares	-76,935,086

### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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

#### 4. 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

#### Signature

print name Ian David Bloodworth capacity Company Secretary

sign here



date 31/07/2017

#### 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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.