

Form 604

**Corporations Act 2001
Section 671B**

Notice of change of interests of substantial holder

To Company Name/Scheme ScandiVanadium Limited
ACN/ARSN 061 375 442

1. Details of substantial holder (1)

Name Croesus Mining Pty Ltd <Steinepreis Super Fund A/c > and <The Second Super Fund A/c>, N & J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>, Cetacean Petroleum Pty Ltd, Mansmar Investments Pty Ltd, Mark David Steinepreis, Carly Louise McGowan, Elizabeth Louise Steinepreis and Judith Elizabeth Steinepreis

ACN/ARSN (if applicable) 009 328 143, 008 756 483, 008 964 949, 009 082 606

There was a change in the interests of the substantial holder on 24/03/2020

The previous notice was given to the company on 20/08/2019

The previous notice was dated 20/08/2019

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	18,146,365	5.16%	22,465,110	6.38%

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
	See Annexure A				

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
	See Annexure A				

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
Mark David Steinepreis, Carly Louise McGowan, Elizabeth Louise Steinepreis and Judith Elizabeth Steinepreis	Power to control or exercise vote and/or dispose of the securities under a discretionary authority for this share.

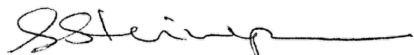
6. Addresses

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

Name	Address
All Parties	Level 1, 33 Ord Street, WEST PERTH WA 6005

Signature

print name Linda Louise Steinepreis capacity Director

sign here  date 03/04/2020

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).

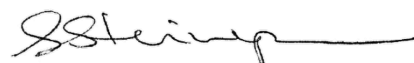
See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. 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 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.

Signature

print name Linda Louise Steinepreis

capacity Director

sign here



date 03/04/2020

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
21/08/2019	Croesus Mining Pty Ltd <The Second Super Fund A/c>	On Market Purchase	\$6,639	Ordinary 736,858	736,858
15/10/2019	Croesus Mining Pty Ltd <The Second Super Fund A/c>	On Market Purchase	\$198	Ordinary 10,986	10,986
11/12/2019	N & J Mitchell Properties Pty Ltd <Ord Street Properties A/c>	On Market Purchase	\$3,638	Ordinary 500,000	500,000
22/01/2020	Carly Louise Steinepreis	On Market Purchase	\$2,838	Ordinary 300,000	300,000
22/01/2020	Elizabeth Louise Steinepreis	On Market Purchase	\$2,838	Ordinary 300,000	300,000
22/01/2020	Judith Elizabeth Steinepreis	On Market Purchase	\$2,838	Ordinary 300,000	300,000
28/01/2020	Carly Louise Steinepreis	On Market Purchase	\$2,538	Ordinary 300,000	300,000
28/01/2020	Elizabeth Louise Steinepreis	On Market Purchase	\$2,538	Ordinary 300,000	300,000
28/01/2020	Judith Elizabeth Steinepreis	On Market Purchase	\$2,538	Ordinary 300,000	300,000
29/01/2020	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	On Market Sale	\$(13,860)	Ordinary (2,000,000)	(2,000,000)
18/03/2020	Croesus Mining Pty Ltd <The Second Super Fund A/c>	On Market Purchase	\$6,138	Ordinary 1,000,000	1,000,000
19/03/2020	Croesus Mining Pty Ltd <The Second Super Fund A/c>	On Market Purchase	\$8,073	Ordinary 1,587,167	1,587,167
24/03/2020	Croesus Mining Pty Ltd <The Second Super Fund A/c>	On Market Purchase	\$2,715	Ordinary 674,734	674,734

Signature

print name Linda Louise Steinepreis

capacity Director

sign here



date 03/04/2020

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
Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	Direct	Ordinary	5,215,449
Croesus Mining Pty Ltd <The Second Super Fund A/c>	Croesus Mining Pty Ltd <The Second Super Fund A/c>	Croesus Mining Pty Ltd <The Second Super Fund A/c>	Direct	Ordinary	14,859,136
N& J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	N& J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	N& J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	Direct	Ordinary	500,000
Cetacean Petroleum Pty Ltd	Cetacean Petroleum Pty Ltd	Cetacean Petroleum Pty Ltd	Direct	Ordinary	6,522
Mansmar Investments Pty Ltd	Mansmar Investments Pty Ltd	Mansmar Investments Pty Ltd	Direct	Ordinary	6,522
Mark David Steinepreis	Mark David Steinepreis	Mark David Steinepreis	Direct	Ordinary	22,827
Carly Louise Steinepreis	Carly Louise Steinepreis	Carly Louise Steinepreis	Direct	Ordinary	622,827
Elizabeth Louise Steinepreis	Elizabeth Louise Steinepreis	Elizabeth Louise Steinepreis	Direct	Ordinary	622,827
Judith Elizabeth Steinepreis	Judith Elizabeth Steinepreis	Judith Elizabeth Steinepreis	Direct	Ordinary	600,000