



29 November 2019

ASX Market Announcements
ASX Limited
Level 4
20 Bridge Street
SYDNEY NSW 2000

CHANGE IN SUBSTANTIAL SHAREHOLDING NOTICE

Please find enclosed a Notice of Change in Substantial Shareholding which Catalyst Metals Limited (Company) is required to lodge by virtue of the Company having a deemed relevant interest in its own securities as a result of a voluntary escrow on shares issued to Gold Exploration Victoria Pty Ltd pursuant to a share placement completed on 28 November 2019.

The deemed relevant interest on these shares will lapse upon expiry of the voluntary escrow on 28 November 2020.

Frank Campagna
Company Secretary

Form 604

**Corporations Act 2001
Section 671B**

Notice of change of interests of substantial holder

To Company Name/Scheme Catalyst Metals Limited

ACN/ARSN 118 912 495

1. Details of substantial holder (1)

Name Catalyst Metals Limited

ACN/ARSN (if applicable) 118 912 495

There was a change in the interests of the substantial holder on 28 / 11 / 19

The previous notice was given to the company on 18 / 03 / 19

The previous notice was dated 18 / 03 / 19

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 fully paid shares | 8,680,000 | 11.00% | 12,180,000 | 14.78% |

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 |
|----------------|--|--|---|---|-------------------------|
| 28.11.19 | Catalyst Metals Limited | Catalyst Metals Limited has a deemed relevant interest in the shares issued to Gold Exploration Victoria Pty Ltd on 28 November 2019 pursuant to section 608(1)(c) of the Corporations Act 2001 (Cth), by virtue of a voluntary escrow, as the disposal of the shares prior to 28 November 2020 is subject to the prior written consent of Catalyst Metals Limited (subject to certain qualified exceptions as required by the Listing Rules). Catalyst Metals Limited does not have any right to acquire these shares or control the voting rights attached to these shares. | No consideration was paid by Catalyst Metals Limited for the relevant interest. | 3,500,000 ordinary fully paid shares | 3,500,000 |

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 |
|-----------------------------|-----------------------------------|--|--|--------------------------------|----------------|
| Catalyst Metals Limited | Gold Exploration Victoria Pty Ltd | Gold Exploration Victoria Pty Ltd | Catalyst Metals Limited has a deemed relevant interest in the shares issued to Gold Exploration Victoria Pty Ltd on 15 March 2019 pursuant to section 608(1)(c) of the Corporations Act 2001 (Cth), by virtue of a voluntary escrow, as the disposal of the shares prior to 15 March 2020 is subject to the prior written consent of Catalyst Metals Limited (subject to certain qualified exceptions as required by the Listing Rules). Catalyst Metals Limited does not have any right to acquire these shares or control the voting rights attached to these shares. | 8,680,000 Ordinary Shares | 8,680,000 |
| Catalyst Metals Limited | Gold Exploration Victoria Pty Ltd | Gold Exploration Victoria Pty Ltd | Catalyst Metals Limited has a deemed relevant interest in the shares issued to Gold Exploration Victoria Pty Ltd on 28 November 2019 pursuant to section 608(1)(c) of the Corporations Act 2001 (Cth), by virtue of a voluntary escrow, as the disposal of the shares prior to 28 November 2020 is subject to the prior written consent of Catalyst Metals Limited (subject to certain qualified exceptions as required by the Listing Rules). Catalyst Metals Limited does not have any right to acquire these shares or control the voting rights attached to these shares. | 3,500,000 Ordinary Shares | 3,500,000 |

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 |
|-----------------------------------|-----------------------|
| Not applicable | Not applicable |

6. Addresses

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

| Name | Address |
|-------------------------|--|
| Catalyst Metals Limited | 44 Kings Park Road, West Perth, Western Australia 6005 |

Signature

print name Frank Campagna capacity Company Secretary

sign here  date 29 / 11 / 19

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.
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