

Form 604
Corporations Act 2001
Section 671B

Notice of change in interests of substantial holder

To: **SOUTHERN CROSS EXPLORATION NL**
A.C.N 000 716 012

1. Details of substantial shareholder (1)

Noble Investments Superannuation Fund Pty Ltd
 ABN 98 168 638 587; and
 Timothy Owen Lebbon ABN 12 930 874 705

There was a change in the interests of the substantial shareholder on 17 December 2015.

The previous notice was given to the company on: 21/12/15.
 The previous notice was dated 21/12/15.

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	Previous notice		Present notice	
	Person's votes	Voting Power (5) f/paid shares	Person's votes	Voting Power (5) f/paid shares
Ordinary fully paid	138,015,951	12.812%	149,047,978	13.836%

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:

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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
B9 - Noble Investments Superannuation Fund Pty Ltd <Noble Investments S/F A/c>					
	Fully Paid Shares	Last notice		90,591,145	90,591,145
21/12/15	Fully paid shares	Purchase	\$0.003	1,199,999	1,199,999
22/12/15	Fully paid shares	Purchase	\$0.003	1,351,675	1,351,675
23/12/15	Fully paid shares	Purchase	\$0.003	3,078,325	3,078,325
4/1/16	Fully paid shares	Purchase	\$0.003	1,936,446	1,936,446
5/1/16	Fully paid shares	Purchase	\$0.003	250,000	250,000
13/1/16	Fully paid shares	Purchase	\$0.003	2,465,582	2,465,582
14/1/16	Fully paid shares	Purchase	\$0.003	750,000	750,000
	Fully paid shares	Holding		101,623,172	101,623,172
B16 - Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL LTC A/c>					
	Fully paid shares	Last notice		12,225,988	12,225,988
		Holding		12,225,988	12,225,988
B2 - Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F CFL2 Mkt A/c>					
	Fully paid shares	Last notice		2,280,508	2,280,508
		Holding		2,280,508	2,280,508
B8 - Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL All A/c>					
	Fully paid Shares	Last notice		32,684,978	32,684,978
		This notice		32,684,978	32,684,978
Timothy Owen Lebbon					
	Fully Paid shares	Last notice		232,832	232,832
	Fully paid shares	This notice		232,832	233,332

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4. **Present registered holders**

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)	Class and number of securities	Person's votes
Noble Investments Superannuation Fund Pty Ltd as Trustee for the Noble Investments Superannuation Fund	Noble Investments Superannuation Fund Pty Ltd <Noble Investments S/F A/c>	Noble Investments Pty Ltd <Noble Investments S/F A/c>	101,623,172	101,623,172
Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL LTC A/c>	Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL LTC A/c>	Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL LTC A/c>	12,225,988	12,225,988
Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F CFL2 Mkt A/c>	Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F CFL2 Mkt A/c>	Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F CFL2 Mkt A/c>	2,280,508	2,280,508
Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL All A/c>	Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL All A/c>	Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL All A/c>	32,684,978	32,684,978
Timothy Owen Lebbon	Timothy Owen Lebbon	T O Lebbon	233,332	233,332
			149,047,978	149,047,978

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 A.C.N./A.R.S.N. (if applicable)	Nature of Association

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7. Addresses

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

Name	Address
Noble Investments Superannuation Fund Pty Ltd as Trustee for the Noble Investments Superannuation Fund (including pension accounts)	GPO Box 1572, Adelaide SA 5001
Mr T O Lebbon	3 Russell Avenue Hazelwood Park SA 5066
Mrs C F Lebbon	3 Russell Avenue Hazelwood Park SA 5066

Signature**Print Name:** T Lebbon**Capacity:** Director, Noble Superannuation Fund P/ L**Signature:****Date:** 18/1/16

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DIRECTIONS

1. If there are a number of substantial holders with similar or related relevant interests (e.g. 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 interest 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 7 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 by which the relevant interest was acquired. 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 of, 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 received 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 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 (e.g. 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