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ASX RELEASE ASX:AFR

22 March 2018

AFRICAN ENERGY ACQUIRES FURTHER INTEREST IN CARAVEL MINERALS

African Energy Resources Ltd (“African Energy”) advises it has increased its investment in ASX-listed Caravel Minerals Limited (“Caravel”), to become the largest shareholder with 9.6%.

African Energy initially gained an interest in Caravel, in August 2017, when First Quantum Minerals (“FQM”) transferred its shareholding to African Energy, representing 7.3% of the shares on issue, in part consideration for an extension to the Sese JV earn-in period. FQM is major international copper producer and a major shareholder of African Energy with 13.8%.

Caravel’s major asset is the Calingiri Copper Project. Under previous FQM managed work programs, the Calingiri project was identified as a large, low grade, open pit copper resource. A Scoping Study completed in 2017 indicated the project had potentially favourable economics with mining and operating costs at the low end of the cost curve but had relatively high capital costs. Subsequent work has identified opportunities to further improve these economics. AFR believes there is potential for substantial value to be added to the project and is pleased to hold a strategic position in Caravel.

On 8 March 2018, African Energy signed a notice to requisition a meeting of Caravel’s shareholders under section 249D of the Corporations Act. The notice was co-signed by shareholders representing 27.5% of the Caravel shares on issue. The shareholders who requisitioned the meeting, consider the corporate governance of Caravel, and particularly the conduct of the recent rights issue, should be reviewed.

The notice put forward resolutions for the appointment of Mr Alasdair Cooke and Mr Alex Sundich as Directors of the Company and the removal of Mr Marcel Hilmer, Mr Peter Alexander and Mr James Harris from the Caravel Board.

For and on behalf of the Board

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Caravel Minerals Limited**ACN/ARSN **120 069 776****1. Details of substantial holder (1)**Name **AFR Australia Pty Ltd**ACN/ARSN (if applicable) **149 849 847**There was a change in the interests of the
substantial holder on **20/03/2018**The previous notice was given to the company on **30/08/2017**The previous notice was dated **30/08/2017****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	5,985,886	7.30%	11,282,357	9.56%

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
19/01/2018	AFR Australia Pty Ltd	entitlement issue	\$74,823	1,496,471	1,496,471
20/03/2018	African Energy Resources Ltd	on-market acquisition	\$300,566	3,800,000	3,800,000

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
AFR Australia Pty Ltd	AFR Australia Pty Ltd	AFR Australia Pty Ltd		7,482,357	7,482,357
African Energy	African Energy	African Energy Resources Ltd		3,800,000	3,800,000

Resources Ltd	Resources Ltd				

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
AFR Australia Pty Ltd	Suite 1, 245 Churchill Avenue Subiaco WA 6008
African Energy Resources Ltd	Suite 1, 245 Churchill Avenue Subiaco WA 6008

Signature

print name **Daniel Davis** capacity **Company secretary**

sign here



date **22/03/2018**

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.