

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 **Alasdair Campbell Cooke**

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on **20/09/2018**The previous notice was given to the company on **19/07/2017**The previous notice was dated **19/07/2017****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	6,608,182	8.06%	14,187,989	9.27%

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
N/A	N/A

6. Addresses

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

Name	Address
See Annexure A	

Signature

print name **Alasdair Cooke** capacity

sign here  date **20/09/2018**

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.

Annexure A

3. Changes in relevant interests

Date of Change	Person whose relevant interest changed	Nature of Change	Consideration	Class and number of Securities Affected	Persons Votes Affected
various	Hartree Pty Ltd	On-market acquisition	various	717,987 ordinary shares	717,987
18-Jan-18	Hartree Pty Ltd	Acquisition in pro-rata entitlement issue	\$58,241	1,164,816 ordinary shares	1,164,816
18-Jan-18	Glenlaren Pty Ltd <Glenlaren Super A/C>	Acquisition in pro-rata entitlement issue	\$25,000	500,000 ordinary shares	500,000
18-Jan-18	Alasdair Campbell Cooke	Acquisition in pro-rata entitlement issue	\$3,750	75,000 ordinary shares	75,000
27-Jun-18	Hartree Pty Ltd	Acquisition of ordinary shares under Security Reallocation Deed dated 23 May 2018.	\$25,000	500,000 ordinary shares	500,000
27-Jun-18	Glenlaren Pty Ltd <Glenlaren Super A/C>	Acquisition of ordinary shares under Security Reallocation Deed dated 23 May 2018.	\$50,000	1,000,000 ordinary shares	1,000,000
27-Jun-18	Alasdair Campbell Cooke	Acquisition of ordinary shares under Security Reallocation Deed dated 23 May 2018.	\$3,750	75,000 ordinary shares	75,000
13-Sep-18	Hartree Pty Ltd	Acquisition in pro-rata entitlement issue	\$119,850	2,396,990 ordinary shares	2,396,990
13-Sep-18	Glenlaren Pty Ltd <Glenlaren Super A/C>	Acquisition in pro-rata entitlement issue	\$50,000	1,000,000 ordinary shares	1,000,000
13-Sep-18	Alasdair Campbell Cooke	Acquisition in pro-rata entitlement issue	\$7,500	150,000 ordinary shares	150,000

4. Present relevant interests

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Hartree Pty Ltd	Indirect holding	9,587,982 ordinary shares
Glenlaren Pty Ltd <Glenlaren Super A/C>	Indirect holding	4,000,000 ordinary shares
Alasdair Campbell Cooke	Direct holding	600,000 ordinary shares

7. Addresses

Name	Address
Hartree Pty Ltd	18 Mary Street, Claremont WA 6010
Glenlaren Pty Ltd <Glenlaren Super A/C>	18 Mary Street, Claremont WA 6010
Alasdair Campbell Cooke	18 Mary Street, Claremont WA 6010

This is Annexure "A" of 1 page referred to in ASIC Form 604 (Notice of Change of Interests of Substantial Holder)

Signed:



Name: Alasdair Cooke

Date: 20 September 2018