



**WASHINGTON H SOUL PATTINSON
AND COMPANY LIMITED**

ABN: 49 000 002 728

Level 1, 160 Pitt Street Mall Sydney NSW 2000 Australia
GPO Box 479, Sydney NSW 2001 T: (02) 9232 7166 F: (02) 9235 1747

By Facsimile

1 July 2014

The Company Secretary
Aeon Metals Limited
Level 1, 27-29 Crombie Avenue
BUNDALL QLD 4217

Facsimile: 07 5574 3568

Dear Mr. Lonergan

Notice of change of interest of substantial holder

We enclose Corporations Act 2001 Form 604, Notice of change of interest of substantial holder, lodged today with the Australian Securities Exchange.

Yours faithfully

I.D. Bloodworth
Company Secretary

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **AEON METALS LIMITED**ACN/ARSN **121 964 725****1. Details of substantial holder (1)**Name **WASHINGTON H. SOUL PATTINSON AND COMPANY LIMITED (WHSP)**ACN/ARSN (if applicable) **000 002 728**

There was a change in the interests of the substantial holder on

17/06/2014

The previous notice was given to the company on

23/05/2012

The previous notice was dated

23/05/2012**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	16,093,239	10.53%	24,142,481	8.88%

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
Refer to	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
WHSP	WHSP	WHSP	Direct	24,142,481 Ordinary Shares	24,142,481

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
WHSP	1st Floor, 160 Pitt Street, Sydney, NSW 2000

Signature

print name Ian David BLOODWORTH capacity Company Secretary

sign here  date 01/07/2014

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' to Form 604

To: Aeon Metals Limited A.C.N. 121 964 725

Substantial holder: Washington H. Soul Pattinson and Company Limited A.C.N. 000 028 728

3. Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securitied affected	Person's votes affected
09-Nov-12	Additional shares issued	Dilution of interest	N/A	- Ord	N/A
19-Mar-13	Additional shares issued	Dilution of interest	N/A	- Ord	N/A
19-Mar-13	WHSP	Allotment	\$350,000	1,590,909 Ord	1,590,909
14-Aug-13	Additional shares issued	Dilution of interest	N/A	- Ord	N/A
14-Aug-13	WHSP	Allotment	\$500,000	3,125,000 Ord	3,125,000
14-May-14	Additional shares issued	Dilution of interest	N/A	- Ord	N/A
14-May-14	WHSP	Allotment	\$400,000	3,333,333 Ord	3,333,333
21-May-14	Additional shares issued	Dilution of interest	N/A	- Ord	N/A
17-Jun-14	Additional shares issued	Dilution of interest	N/A	- Ord	N/A
			\$1,250,000	8,049,242 Ord	8,049,242

This is annexure 'A' of 1 page referred to in form 604
 Notice of change of interests of substantial holder

Dated: 1 July 2014

Signed:



I.D. Bloodworth
 Company Secretary