

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme AV2 Minerals Ltd

ACN/ARSN _____

1. Details of substantial holder (1)

Name Chifley Portfolios Pty Ltd

ACN/ARSN (if applicable) 001 303 939

The holder became a substantial holder on 29/9/14.

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
<u>ord fully paid</u>	<u>31,474,954.</u>		<u>6.45%</u>

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
<u>David Hannon</u>			<u>16,255,495.</u>
<u>Chifley Portfolios Pty Ltd</u>			<u>9,000,000.</u>
<u>AAH-STE PTV Ltd</u>			<u>6,219,459.</u>

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
<u>DHannon</u>	<u>23/9/14</u>			
<u>"</u>	<u>23/9/14</u>	<u>92,344.33</u>		
<u>AAH-STE P/L</u>	<u>19/11/10 - 15/9/14</u>	<u>418,748.00</u>		

chifley portfolios 15/9/14/ 14/9/14 54,073
see attached.

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

7. Addresses

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

Name	Address
as above	level 7, 151 Macquarie st Sydney 2000.

Signature

print name

David Hannan

capacity

Director

sign here



date

30/9/14

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 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) 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 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.
- (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) 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.

Portfolio(s) Holding: AVZ

30 September 2014

Portfolio	Quantity	Total cost	Av. cost	Current price	Current value (Stock)	Current value (Portfolio)	Portfolio weighting	Profit/Loss (\$)	Profit/Loss (%)	Profit/Loss (Target)	weight. (Target)	+/- no. of stocks	Cash available
RAH MEH	6,219,459	418,748	0.067	.007	43,536	46,478,747	0.1%	(375,212)	-89.6%	.1%	.1%	-243,840	961,381
DAVID HANNO	16,255,495	97,694	0.006	.007	113,788	469,891	24.2%	16,095	16.5%	24.2%	24.2%	3,617	0
CHIF PORT RET	9,000,000	54,073	0.006	.007	63,000	51,350,376	0.1%	8,927	16.5%	.1%	.1%	-197,315	0
Total:	31,474,954	570,515			220,325	98,299,014		-(350,190)				-437,538	961,381

Portfolio: David Hannon

Current Transactions

Date (B)	Holding quantity	Price (B)	Brokerage (B)	Other fees (B)	Total cost	Current price	Gain/(loss) [\$]	Gain/(loss) [%]	SRN / Cert. no.	Current price as at
23/09/14	18,000	0.006	55.00	0.00	163.00	.007	(37.00)	(22.7%)		30/09/2014
25/09/14	600,000	0.006	0.00	0.00	3,600.00	.007	600.00	16.7%		30/09/2014
26/09/14	8,491,874	0.006	35.19	0.00	50,986.43	.007	8,456.68	16.6%		30/09/2014
29/09/14	890,126	0.006	8.81	0.00	5,349.57	.007	881.32	16.5%		30/09/2014
29/09/14	6,255,495	0.006	61.93	0.00	37,594.90	.007	6,193.57	16.5%		30/09/2014
Total:	16,255,495		160.93	0.00	97,693.90		16,094.56	16.5%		

Portfolio: RAH MEH

Current Transactions

Date (B)	Holding quantity	Price (B)	Brokerage (B)	Other fees (B)	Total cost	Current price	Gain/(loss) [\$]	Gain/(loss) [%]	SRN / Cert. no.	Current price as at
18/11/10	114,543	0.1886	118.81	0.00	21,721.62	.007	(20,919.82)	(96.3%)		30/09/2014
25/03/11	2,217,763	0.165	0.00	0.00	365,929.25	.007	(350,404.97)	(95.8%)		30/09/2014
17/01/13	175,000	0.01	0.00	0.00	1,750.00	.007	(525.00)	(30.0%)		30/09/2014
17/01/13	1,150,000	0.01	0.00	0.00	11,500.00	.007	(3,450.00)	(30.0%)		30/09/2014
17/01/13	1,007,296	0.01	0.00	0.00	10,072.96	.007	(3,021.89)	(30.0%)		30/09/2014
15/09/14	116,668	0.005	0.00	0.00	583.34	.007	233.34	40.0%		30/09/2014
15/09/14	766,667	0.005	0.00	0.00	3,833.34	.007	1,533.33	40.0%		30/09/2014
15/09/14	671,532	0.005	0.00	0.00	3,357.66	.007	1,343.06	40.0%		30/09/2014
Total:	6,219,459		118.81	0.00	418,748.16		(375,211.95)	(89.6%)		

29 September, 2014

Portfolio: CHIF PORT RET FUND

Current Transactions

Date (B)	Holding quantity	Price (B)	Brokerage (B)	Other fees (B)	Total cost	Current price	Gain/(loss) [\$]	Gain/(loss) [%]	SRN / Cert. no.	Current price as at
15/09/14	1,000,000	0.006	31.54	0.00	6,031.54	.007	968.46	16.1%		29/09/2014
19/09/14	8,000,000	0.006	41.46	0.00	48,041.46	.007	7,958.54	16.6%		29/09/2014
Total:	9,000,000		73.00	0.00	54,073.00		8,927.00	16.5%		

Disposed Transactions

Bought Date	Price	Quantity	Brokerage	Other fees	Cost	Sold Date	Price	Quantity	Brokerage	Other fees	Gain/(loss)	Return Annualised	Transaction type	SRN / Cert. no.	(2nd Payment) Date	Price
15/09/2014	0.006	743,791	23.46	0.00	4,486.21	29/09/2014	0.007	743,791	55.00	0.00	665	14.7%	382. % Original			0.00
Total:		743,791	23.46	0.00	4,486.21				55.00	0.00	665					