

1 July 2013

The Manager

Company Announcements  
Australian Securities Exchange Limited  
Level 6, 20 Bridge Street  
Sydney NSW 2000

**By e-lodgement**

**SUBSTANTIAL SHAREHOLDER NOTICES AND APPENDIX 3Y'S**

Please find attached Substantial Shareholders Notices received by the Company and Change of Directors Interests Notices (Appendix 3y's) in respect to the Company's recent rights issue.

Yours faithfully



Jane Flegg  
Company Secretary

For further information please contact:

Carl Popal  
Director  
T: + 61 8 9481 3992

Jane Flegg  
Company Secretary  
T: +61 8 9488 5220

**BOARD**

Carl Popal  
Director

Peter Landau  
Director

David Sanders  
Director

**COMPANY SECRETARY**

Jane Flegg

**REGISTERED OFFICE**

Ground Floor, 1 Havelock Street  
West Perth WA 6005  
Phone: +61 8 9488 5220  
Fax: + 61 8 9324 2400

**PRINCIPAL PLACE OF BUSINESS**

24 Kings Park Road  
West Perth WA 6005  
Phone: + 61 8 9481 3992  
Fax: + 61 8 9481 5665

**AUSTRALIAN BUSINESS NUMBER**

85 142 366 541

**SHARE REGISTRY**

Security Transfer Registrars  
770 Canning Highway  
Applecross WA 6153

**ASX CODE**

EPM

[www.eclipsemetals.com.au](http://www.eclipsemetals.com.au)

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Eclipse Metals LtdACN/ARSN 142 366 541**1. Details of substantial holder (1)**Name Ghan Resources Pty LtdACN/ARSN (if applicable) 146 459 814There was a change in the interests of the  
substantial holder on 27/06/2013The previous notice was given to the company on 19/03/2013The previous notice was dated 19/03/2013**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) |
| Fully paid ordinary shares | 14,053,131      | 5.78%            | 114,053,131    | 21.80%           |
|                            |                 |                  |                |                  |

**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 |
|----------------|--|---|---|---|-------------------------|
| 27/06/2013     | Ghan Resources Pty Ltd                 | additional shares acquired through entitlements issue | \$500,000                                     | Fully paid ordinary shares              | 100,000,000             |
|                |  |   |   |   |                         |
|                |  |   |   |   |                         |

**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 |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
| Ghan Resources Pty Ltd      | Ghan Resources Pty Ltd          | Ghan Resources Pty Ltd                         | Legal and beneficial            | Fully paid ordinary shares -   | 114,053,131    |

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|  |  |  |  |  |  |
|--|--|--|--|--|--|
|  |  |  |  |  |  |
|  |  |  |  |  |  |

### 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  |
|------------------------|--|
| Ghan Resources Pty Ltd | Level 3<br>IBM Building<br>1060 Hay Street<br>West Perth WA 6005 |
|                        |  |

### Signature

print name **Carlos Popal** capacity **Director**

sign here  date **01/07/2013**

### 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.

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**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme **Eclipse Metals Ltd**ACN/ARSN **142 366 541****1. Details of substantial holder (1)**Name **Komodo Capital Pty Ltd**ACN/ARSN (if applicable) **140 629 296**The holder became a substantial holder on **27/06/2013****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) |
|-------------------------|----------------------|--------------------|------------------|
| Ordinary shares         | 136,959,600          | 136,959,600        | 26.18%           |
|                         |                      |                    |                  |

**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 |
|-----------------------------|---------------------------------|--------------------------------|
| Komodo Capital Pty Ltd      | Registered holder               | 136,969,600 Ordinary shares    |
|                             |                                 |                                |

**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 |
|-----------------------------|---------------------------------|--|--------------------------------|
| Komodo Capital Pty Ltd      | Komodo Capital Pty Ltd          | Komodo Capital Pty Ltd                         | 136,969,600 Ordinary shares    |
|                             |                                 |  |                                |

**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 |                                |
| Komodo Capital Pty Ltd      | 27/06/2013          | \$684,848         |          | 136,969,600 Ordinary shares    |
|                             |                     |                   |          |                                |

**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 |
|-----------------------------------|-----------------------|
| N/A                               |                       |
|                                   |                       |

**7. Addresses**

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

| Name                   | Address  |
|------------------------|--|
| Komodo Capital Pty Ltd | Ground Floor, 1 Havelock St West Perth WA 6005 |
|                        |  |

**Signature**

print name **Peter Landau**

capacity **Director**

sign here



date **01/07/2013**

**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.

## Appendix 3Y

### Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

|                       |                               |
|-----------------------|-------------------------------|
| <b>Name of entity</b> | <b>Eclipse Metals Limited</b> |
| <b>ABN</b>            | <b>85 142 366 541</b>         |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                     |
|----------------------------|---------------------|
| <b>Name of Director</b>    | Carlos <b>POPAL</b> |
| <b>Date of last notice</b> | 19 March 2013       |

#### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |   |
|--|---|
| <b>Direct or indirect interest</b>   | (a) to (b) - indirect   |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | (a) Popal Enterprises Pty Ltd<br>A company that Mr Popal is a Director<br><br>(b) Ghan Resources Pty Ltd<br>A company that Mr Popal is a Director |
| <b>Date of change</b>  | 27 June 2013  |
| <b>No. of securities held prior to change</b>  | (a) 7,705,425<br>(b) 14,053,131   |
| <b>Class</b>   | Fully Paid Ordinary Shares  |
| <b>Number acquired</b>   | (a) -<br>(b) 100,000,000  |
| <b>Number disposed</b>   | Nil   |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation  | Entitlement issue taken up at \$0.005 in accordance with Entitlement Issue Offer Document   |

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

|   |   |
|---|---|
| No. of securities held after change   | (a) 7,705,425<br>(b) 114,053,131                        |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Shares acquired through Renounceable Entitlement Issue. |

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |     |
|--|-----|
| Detail of contract   | N/A |
| Nature of interest   | N/A |
| Name of registered holder (if issued securities)   | N/A |
| Date of change   | N/A |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| Interest acquired  | N/A |
| Interest disposed  | N/A |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   | N/A |
| Interest after change  | N/A |

**Part 3 – +Closed period**

|   |     |
|---|-----|
| Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required? | No  |
| If so, was prior written clearance provided to allow the trade to proceed during this period?   | N/A |
| If prior written clearance was provided, on what date was this provided?  | N/A |

Date of this Notice: 1 July 2013

+ See chapter 19 for defined terms.

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## Appendix 3Y

### Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

|                       |                               |
|-----------------------|-------------------------------|
| <b>Name of entity</b> | <b>Eclipse Metals Limited</b> |
| <b>ABN</b>            | <b>85 142 366 541</b>         |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                     |
|----------------------------|---------------------|
| <b>Name of Director</b>    | Peter <b>LANDAU</b> |
| <b>Date of last notice</b> | 19 March 2013       |

#### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |   |
|--|---|
| <b>Direct or indirect interest</b>   | (a) to (c) - indirect   |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | (a) Okap Ventures Pty Ltd<br>A company that Mr Landau is a Director<br><br>(b) Komodo Capital Pty Ltd<br>A company that Mr Landau is a Director<br><br>(c) Doull Holdings Pty Ltd<br>A company that Mr Landau is a Director |
| <b>Date of change</b>  | 27 June 2013  |
| <b>No. of securities held prior to change</b>  | (a) 10,000<br>(b) 140,000<br>(c) 20,000   |
| <b>Class</b>   | Fully Paid Ordinary Shares  |
| <b>Number acquired</b>   | (a) 20,000<br>(b) 136,819,600<br>(c) 40,000   |
| <b>Number disposed</b>   | Nil   |

+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

|   |   |
|---|---|
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | Entitlement issue taken up at \$0.005 in accordance with Entitlement Issue Offer Document |
| <b>No. of securities held after change</b>  | (a) 30,000<br>(b) 136,959,600<br>(c) 60,000   |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Shares acquired through Renounceable Entitlement Issue.                                   |

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |     |
|--|-----|
| <b>Detail of contract</b>  | N/A |
| <b>Nature of interest</b>  | N/A |
| <b>Name of registered holder (if issued securities)</b>  | N/A |
| <b>Date of change</b>  | N/A |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| <b>Interest acquired</b>   | N/A |
| <b>Interest disposed</b>   | N/A |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   | N/A |
| <b>Interest after change</b>   | N/A |

### Part 3 – +Closed period

|   |     |
|---|-----|
| Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required? | No  |
| If so, was prior written clearance provided to allow the trade to proceed during this period?   | N/A |
| If prior written clearance was provided, on what date was this provided?  | N/A |

Date of this Notice: 1 July 2013

+ See chapter 19 for defined terms.

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## Appendix 3Y

### Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

|                |                        |
|----------------|------------------------|
| Name of entity | Eclipse Metals Limited |
| ABN            | 85 142 366 541         |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                     |               |
|---------------------|---------------|
| Name of Director    | David SANDERS |
| Date of last notice | 19 March 2013 |

#### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |   |
|--|---|
| Direct or indirect interest  | Direct  |
| Nature of indirect interest<br>(including registered holder)<br>Note: Provide details of the circumstances giving rise to the relevant interest. | N/A   |
| Date of change   | 27 June 2013  |
| No. of securities held prior to change   | Nil   |
| Class  | Fully Paid Ordinary Shares  |
| Number acquired  | 2,800,000   |
| Number disposed  | Nil   |
| Value/Consideration<br>Note: If consideration is non-cash, provide details and estimated valuation   | Entitlement issue taken up at \$0.005 in accordance with Entitlement Issue Offer Document |

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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|  |   |
|--|---|
| No. of securities held after change  | 2,800,000   |
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | Shares acquired through Renounceable Entitlement Issue. |

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |     |
|---|-----|
| Detail of contract  | N/A |
| Nature of interest  | N/A |
| Name of registered holder (if issued securities)  | N/A |
| Date of change  | N/A |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> | N/A |
| Interest acquired   | N/A |
| Interest disposed   | N/A |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   | N/A |
| Interest after change   | N/A |

**Part 3 – +Closed period**

|   |     |
|---|-----|
| Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required? | No  |
| If so, was prior written clearance provided to allow the trade to proceed during this period?   | N/A |
| If prior written clearance was provided, on what date was this provided?  | N/A |

Date of this Notice: 1 July 2013

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+ See chapter 19 for defined terms.

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