

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Scorpion Minerals Limited (SCN)

ACN/ARSN 115 535 030

1. Details of substantial holder (1)

Name Ms Bronwyn Barnes and all other persons listed in paragraph 4 below (each a **Substantial Holder** and together the **Substantial Holders**)
ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 20/10/2020
The previous notice was given to the company on 02/11/2020
The previous notice was dated 02/11/2020

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 in SCN (Shares)	13,561,405	6.27%	17,868,250	7.785%

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
20/10/2020	Ms Bronwyn Barnes	Issue of 4,106,845 Shares to Moonbeam Holdings Pty Ltd and 200,000 Shares to Lacos Pty Ltd upon exercise of Options	\$215,342.25 (\$0.05 per Share on exercise of Options)	4,306,845 fully paid ordinary shares	Votes increased by 4,306,845
20/10/2020	Lacos Pty Ltd ACN 613 583 949 <Lacos Lifestyle A/C>	Issue of 4,106,845 Shares to Moonbeam Holdings Pty Ltd and 200,000 Shares to Lacos Pty Ltd upon exercise of Options	\$215,342.25 (\$0.05 per Share on exercise of Options)	4,306,845 fully paid ordinary shares	Votes increased by 4,306,845
20/10/2020	Moonbeam Holdings Pty Ltd ACN 643 282 071 <The Brownyn Barnes Fam A/C>	Issue of 4,106,845 Shares to Moonbeam Holdings Pty Ltd and 200,000 Shares to Lacos Pty Ltd upon exercise of Options	\$215,342.25 (\$0.05 per Share on exercise of Options)	4,306,845 fully paid ordinary shares	Votes increased by 4,306,845

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
Ms Bronwyn Barnes	Ms Bronwyn Barnes & Mr Stuart Barnes (joint holding), Laclos Pty Ltd and Moonbeam Holdings Pty Ltd	N/A	Pursuant to sections 608(1)(a) (in respect of Shares held jointly with Stuart Barnes), and 608(3) (in respect of Shares held by Laclos Pty Ltd and Moonbeam Holdings Pty Ltd respectively) of the <i>Corporations Act 2001</i> (Cth) (" Corporations Act ")	17,868,250 fully paid ordinary shares	17,868,250
Laclos Pty Ltd ACN 613 583 949 <Laclos Lifestyle A/C>	Laclos Pty Ltd and Moonbeam Holdings Pty Ltd	N/A	Pursuant to sections 608(1)(a) (in respect of Shares directly held) and 608(3)(a) (in respect of Shares held by Moonbeam Holdings Pty Ltd) of the <i>Corporations Act</i>	13,561,405 fully paid ordinary shares	13,973,512
Moonbeam Holdings Pty Ltd ACN 643 282 071 <The Bronwyn Barnes Fam A/C>	Laclos Pty Ltd and Moonbeam Holdings Pty Ltd	N/A	Pursuant to sections 608(1)(a) (in respect of Shares directly held) and 608(3)(a) (in respect of Shares held by Moonbeam Holdings Pty Ltd) of the <i>Corporations Act</i>	13,561,405 fully paid ordinary shares	13,973,512

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
Ms Bronwyn Barnes	49 North Street, Swanbourne WA 6010
Laclos Pty Ltd	49 North Street, Swanbourne WA 6010
Moonbeam Holdings Pty Ltd	Suite 2, 188 Balcatta Road, Balcatta WA 6021

Signature

print name Bronwyn Barnes

capacity Personal Capacity and as Director

sign here *Bd Barnes.*

date 4/11/2020

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 on 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.