

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Andromeda Metals Limited

ACN/ARSN 061 503 375

1. Details of substantial holder (1)

Name Buratu Pty Ltd (Connolly Super Fund) and Robert John Connolly

ACN/ARSN (if applicable) 003 121 551

There was a change in the interests of the substantial holder on 23/05/2017
The previous notice was given to the company on 03/06/2016
The previous notice was dated 02/06/2016

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	68,500,000	19.11%	82,000,000	18.01%*

* based on 453,104,875 fully paid ordinary shares on issue

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 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
Buratu Pty Ltd (Connolly Super Fund)	Buratu Pty Ltd (Connolly Super Fund)	Buratu Pty Ltd (Connolly Super Fund)	Registered holder	82,000,000	82,000,000
Robert John Connolly	Buratu Pty Ltd (Connolly Super Fund)	Buratu Pty Ltd (Connolly Super Fund)	Indirect. Power to control Buratu Pty Ltd as its sole shareholder and director	82,000,000	82,000,000

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	

6. Addresses

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

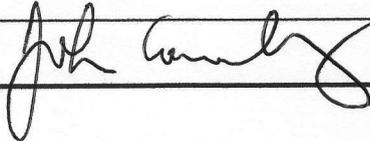
Name	Address
Buratu Pty Ltd (Connolly Super Fund)	LEVEL 29 66-84 GOULBURN STREET, SYDNEY NSW 2000
Robert John Connolly	PO Box 1009, NEUTRAL BAY NSW 2089

Signature

print name Robert John Connolly

capacity Director

sign here



date 15 / 5 / 17

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.

ANNEXURE "A"

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
	Buratu Pty Ltd (Connolly Super Fund) and Robert John Connolly				
06/06/16	as above	On market sale	\$1,846.99	(85,454)	(85,454)
06/06/16	as above	On market acquisition	\$16,751.18	819,287	819,287
07/06/16	as above	On market acquisition	\$3,827.97	180,713	180,713
08/06/16	as above	On market sale	\$53,051.56	(2,264,546)	(2,264,546)
14/06/16	as above	On market acquisition	\$560.06	26,353	26,353
15/06/16	as above	On market acquisition	\$61.00	1,400	1,400
24/06/16	as above	On market acquisition	\$859.38	45,910	45,910
27/06/16	as above	On market acquisition	\$645.00	34,000	34,000
28/06/16	as above	On market acquisition	\$1,029.30	55,350	55,350
19/07/16	as above	On market sale	\$4,467.00	(180,000)	(180,000)
20/07/16	as above	On market sale	\$803.75	(33,470)	(33,470)
21/07/16	as above	On market sale	\$1,117.00	(46,000)	(46,000)
22/07/16	as above	On market sale	\$1,480.25	(60,530)	(60,530)
22/07/16	as above	Participation in Share Placement	\$171,000.00	9,000,000	9,000,000
23/08/16	as above	On market acquisition	\$1,957.00	106,889	106,889
26/08/16	as above	On market acquisition	\$7,502.52	430,098	430,098
17/11/16	as above	On market acquisition	\$13,013.00	1,000,000	1,000,000
01/12/16	as above	On market acquisition	\$969.35	72,027	72,027
02/12/16	as above	On market acquisition	\$512.35	34,239	34,239
05/12/16	as above	On market acquisition	\$7,130.38	517,973	517,973
13/12/16	as above	On market acquisition	\$1,999.60	151,277	151,277
16/12/16	as above	On market acquisition	\$9,061.29	694,484	694,484
20/02/17	as above	On market acquisition	\$533.00	50,000	50,000
21/02/17	as above	On market acquisition	\$533.00	50,000	50,000
27/02/17	as above	On market acquisition	\$374.70	34,170	34,170
28/02/17	as above	On market acquisition	\$1,084.91	105,191	105,191
06/03/17	as above	On market acquisition	\$212.54	17,954	17,954
17/03/17	as above	On market acquisition	\$5,745.00	571,200	571,200
20/03/17	as above	On market acquisition	\$133.00	10,000	10,000
21/03/17	as above	On market acquisition	\$2,647.85	261,485	261,485
28/04/17	as above	On market acquisition	\$2,890.90	476,316	476,316
01/05/17	as above	On market sale	\$734.37	(95,934)	(95,934)
02/05/17	as above	On market sale	\$847.05	(110,006)	(110,006)
10/05/17	as above	On market sale	\$3,453.14	(470,297)	(470,297)
12/05/17	as above	On market acquisition	\$1,143.00	185,000	185,000
12/05/17	as above	On market sale	\$157.10	(23,763)	(23,763)
15/05/17	as above	On market acquisition	\$2,365.10	388,684	388,684
23/05/17	as above	Participation in Rights Issue	\$12,400.00	1,550,000	1,550,000