

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Hillgrove Resources Limited

ACN/ARSN 004 297 116

1. Details of substantial holder (1)

Name Craton Capital, LP
ACN/ARSN (if applicable) N/A

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

03/11/2017

The previous notice was given to the company on

13/07/2016

The previous notice was dated

13/07/2016

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	17,001,328	9.03%	25,759,373	6.19% of 415,845,428

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
23/05/2017	Craton Capital, LP	On-market buy	12,882.63	245,374 ordinary shares	245,374
24/05/2017	Craton Capital, LP	On-market buy	16,251.54	309,741 ordinary shares	309,741
25/05/2017	Craton Capital, LP	On-market buy	11,728.82	208,459 ordinary shares	208,459
30/05/2017	Craton Capital, LP	On-market buy	2,073.50	36,423 ordinary shares	36,423
30/05/2017	Craton Capital, LP	On-market buy	2,615.55	46,132 ordinary shares	46,132
31/05/2017	Craton Capital, LP	On-market buy	2,645.29	47,789 ordinary shares	47,789
01/06/2017	Craton Capital, LP	On-market buy	13,804.90	255,851 ordinary shares	255,851
02/06/2017	Craton Capital, LP	On-market buy	32,938.13	620,790 ordinary shares	620,790
05/06/2017	Craton Capital, LP	On-market buy	10,207.63	200,946 ordinary shares	200,946
06/06/2017	Craton Capital, LP	On-market buy	4,155.50	28,465 ordinary shares	28,465
06/06/2017	Craton Capital, LP	On-market buy	1,574.55	76,335 ordinary shares	76,335
07/06/2017	Craton Capital, LP	On-market buy	8,946.67	160,331 ordinary shares	160,331
08/06/2017	Craton Capital, LP	On-market buy	5,349.76	95,000 ordinary shares	95,000
17/07/2017	Craton Capital, LP	On-market buy	1,328.24	16,603 ordinary shares	16,603

18/07/2017	Craton Capital, LP	On-market buy	1,186.00	14,950 shares	ordinary	14,950
24/08/2017	Craton Capital, LP	On-market buy	26,188.97	309,681 shares	ordinary	309,681
29/08/2017	Craton Capital, LP	On-market buy	101,882.90	1,220,641 shares	ordinary	1,220,641
30/08/2017	Craton Capital, LP	On-market buy	7,027.21	87,770 shares	ordinary	87,770
31/08/2017	Craton Capital, LP	On-market buy	4,003.20	50,000 shares	ordinary	50,000
06/09/2017	Craton Capital, LP	On-market buy	26,573.88	331,908 shares	ordinary	331,908
12/10/2017	Craton Capital, LP	Acquisition following exercise of option	69,908.88	2,330,296 shares	ordinary	2,330,296
03/11/2017	Craton Capital, LP	Acquisition following conversion of notes	61,943.00	2,064,560 shares	ordinary	2,064,560

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 (8)	Class and number of securities	Person's votes
Craton Capital, LP	Apex Clearing Corp.	Apex Clearing Corp.	Power to dispose of securities	25,759,373 ordinary shares	25,759,373

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
Craton Capital Management, LLC	1528 6th Street, Suite 100, Santa Monica, CA 90401, USA

Signature

print name Raju L. Shah Managing Member
 capacity of Craton Capital
 Management, LLC

sign here  date 14 /11/2017

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.