

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme CRUSADER RESOURCES LIMITEDACN/ARSN 106 641 963**1. Details of substantial holder (1)**Name See Annexure A

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 23/01/2019**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)
Fully paid ordinary shares	50,065,886	50,065,886	9.97%

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
William Richard Brown	Registered holder of securities	3,601,708 fully paid ordinary shares
William Richard Brown	Holder of AIM depository receipts	11,601,708 fully paid ordinary shares
Vitor Pty Ltd	Registered holder of securities	2,340,547 fully paid ordinary shares
Chinetti Investments Pty Ltd	Registered holder of securities	445,000 fully paid ordinary shares
Parkwise Corporation Pty Ltd	Registered holder of securities	19,076,923 fully paid ordinary shares
Parkwise Corporation Pty Ltd	Holder of AIM depository receipts	13,000,000 fully paid 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
William Richard Brown	William Richard Brown	William Richard Brown	3,601,708 fully paid ordinary shares
William Richard Brown	UK Register	William Richard Brown	11,601,708 fully paid ordinary shares
Vitor Pty Ltd	Vitor Pty Ltd	Vitor Pty Ltd	2,340,547 fully paid ordinary shares
Chinetti Investments Pty Ltd	Chinetti Investments Pty Ltd	Chinetti Investments Pty Ltd	445,000 fully paid ordinary shares
Parkwise Corporation Pty Ltd	Parkwise Corporation Pty Ltd	Parkwise Corporation Pty Ltd	19,076,923 fully paid ordinary shares
Parkwise Corporation Pty Ltd	UK Register	Parkwise Corporation Pty Ltd	13,000,000 fully paid 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	
See Annexure A				

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
See Annexure A	

7. Addresses

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

Name	Address
William Richard Brown	137B Bridgewater Drive, Kallaroo WA 6025
Vitor Pty Ltd	33 Paramount Drive, Wangara WA 6065
Chinetti Investments Pty Ltd	10 Clarecastle Retreat, Mindarie WA 6030
Parkwise Corporation Pty Ltd	Central Park, Level 43, 152-158 St Georges Terrace, Perth WA 6000

Signature

print name **DAVID GRANT SANDERS** capacity **Solicitor for substantial holders**

sign here

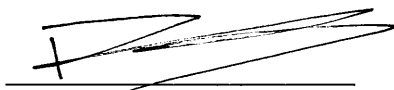


date **25/01/2019**

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.

Signed:



Print Name: David Grant Sanders

Capacity: Solicitor for substantial holders

Date: 25/01/2019

Annexure A

1. Details of substantial holder (1)

Name and ACN/ARSN (if applicable)	William Richard Brown
	Vitor Pty Ltd ACN 009 008 440
	Chinetti Investments Pty Ltd ACN 603 765 751
	Parkwise Corporation Pty Ltd ACN 142 254 153

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		Class and number of securities
		Cash	Non-cash	
William Richard Brown, Vitor Pty Ltd, Chinetti Investments Pty Ltd, Parkwise Corporation Pty Ltd	23.01.2019	N/A	See Annexure B	50,065,886 fully paid 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
William Richard Brown	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove Mr Marcus Engelbrecht and Mr Andrew Vickerman as directors of the company and to appoint Mr Brett Clark, Mr David Sanders and Mr Carl Luttig as directors of the company
Vitor Pty Ltd ACN 009 008 440	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove Mr Marcus Engelbrecht and Mr Andrew Vickerman as directors of the company and to appoint Mr Brett Clark, Mr David Sanders and Mr Carl Luttig as directors of the company

Name and ACN/ARSN (if applicable)	Nature of Association
Chinetti Investments Pty Ltd ACN 603 765 751	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove Mr Marcus Engelbrecht and Mr Andrew Vickerman as directors of the company and to appoint Mr Brett Clark, Mr David Sanders and Mr Carl Luttig as directors of the company
Parkwise Corporation Pty Ltd ACN 142 254 153	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove Mr Marcus Engelbrecht and Mr Andrew Vickerman as directors of the company and to appoint Mr Brett Clark, Mr David Sanders and Mr Carl Luttig as directors of the company

Crusader Resources Limited ACN 106 641 963.

This is Annexure B of 9 pages referred to in the Form 603 – Notice of Initial Substantial Holder.

1

Signed:



Print Name: David Grant Sanders

Capacity: Solicitor for substantial holders

Date: 25/01/2019

Annexure B

Notice of Resolution pursuant to section 249D of the Corporations Act

The Directors
Crusader Resources Limited
Level 9, 190
St Georges Tce
Perth WA 6000

Dear Sirs

Notice requesting you convene a general meeting of shareholders for the purposes of moving resolutions for removal and election of directors of Crusader Resources Limited (the “Company”)

We are members of the Company with at least 5% of the votes that may be cast at a general meeting of the Company.

In accordance with section 249D of the Corporations Act 2001 (Cth) (“Act”), we hereby request that you convene a general meeting of the members of the Company for the purpose of considering, and if thought fit to pass, the following resolutions:

1. RESOLUTION 1 – Election of Director – Mr. Brett Clark

“That pursuant to Article 10.2(c) of the Constitution of the Company Mr. Brett Clark, having consented to act, be elected a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed.”

2. RESOLUTION 2 – Election of Director – Mr. David Sanders

“That pursuant to Article 10.2(c) of the Constitution of the Company Mr. David Sanders having consented to act, be elected a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed.”

3. RESOLUTION 3 – Election of Director – Mr. Carl Luttig

“That pursuant to Article 10.2(c) of the Constitution of the Company Mr. Carl Luttig having consented to act, be elected a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed.”

4. RESOLUTION 4 – Removal of Director – Mr. Marcus Engelbrecht

“That, pursuant to Article 10.3(h) of the Constitution of the Company, Mr. Marcus Engelbrecht be removed as a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed.”

5. RESOLUTION 5 – Removal of Director – Mr. Andrew Vickerman

“That, pursuant to Article 10.3(h) of the Constitution of the Company, Mr. Andrew Vickerman be removed as a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed.”

Dated: 22 January 2019



Signed by
WILLIAM RICHARD BROWN

Shareholder name: William Richard Brown

Shares held: 3,601,708

The Directors
Crusader Resources Limited
Level 9, 190
St Georges Tce
Perth WA 6000

Dear Sirs

Notice requesting you convene a general meeting of shareholders for the purposes of moving resolutions for removal and election of directors of Crusader Resources Limited (the “Company”)

We are members of the Company with at least 5% of the votes that may be cast at a general meeting of the Company.

In accordance with section 249D of the Corporations Act 2001 (Cth) (“Act”), we hereby request that you convene a general meeting of the members of the Company for the purpose of considering, and if thought fit to pass, the following resolutions:

1. RESOLUTION 1 – Election of Director – Mr. Brett Clark

“That pursuant to Article 10.2(c) of the Constitution of the Company Mr. Brett Clark, having consented to act, be elected a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed.”

2. RESOLUTION 2 – Election of Director – Mr. David Sanders

“That pursuant to Article 10.2(c) of the Constitution of the Company Mr. David Sanders having consented to act, be elected a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed.”

3. RESOLUTION 3 – Election of Director – Mr. Carl Luttig

“That pursuant to Article 10.2(c) of the Constitution of the Company Mr. Carl Luttig having consented to act, be elected a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed.”

4. RESOLUTION 4 – Removal of Director – Mr. Marcus Engelbrecht

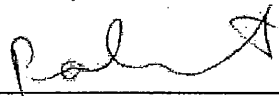
“That, pursuant to Article 10.3(h) of the Constitution of the Company, Mr. Marcus Engelbrecht be removed as a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed.”

5. RESOLUTION 5 – Removal of Director – Mr. Andrew Vickerman

“That, pursuant to Article 10.3(h) of the Constitution of the Company, Mr. Andrew Vickerman be removed as a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed.”

Dated: 23 January 2019

Executed by)
VITOR PTY LTD)
ACN 009 008 440)
in accordance with section 127 of)
the Corporations Act 2001 (Cth) by:)



Signature of Director

PAUL VAN LOENHOUT

Print name of Director

**delete that which does not apply*



Signature of *Director/*Secretary

KATHLEEN VAN LOENHOUT

Print name of *Director/*Secretary

Shareholder name: Vitor Pty Ltd

Shares held: 2,340,547

The Directors
Crusader Resources Limited
Level 9, 190
St Georges Tce
Perth WA 6000

Dear Sirs

Notice requesting you convene a general meeting of shareholders for the purposes of moving resolutions for removal and election of directors of Crusader Resources Limited (the “Company”)

We are members of the Company with at least 5% of the votes that may be cast at a general meeting of the Company.

In accordance with section 249D of the Corporations Act 2001 (Cth) (“Act”), we hereby request that you convene a general meeting of the members of the Company for the purpose of considering, and if thought fit to pass, the following resolutions:

1. RESOLUTION 1 – Election of Director – Mr. Brett Clark

“That pursuant to Article 10.2(c) of the Constitution of the Company Mr. Brett Clark, having consented to act, be elected a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed.”

2. RESOLUTION 2 – Election of Director – Mr. David Sanders

“That pursuant to Article 10.2(c) of the Constitution of the Company Mr. David Sanders having consented to act, be elected a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed.”

3. RESOLUTION 3 – Election of Director – Mr. Carl Luttig

“That pursuant to Article 10.2(c) of the Constitution of the Company Mr. Carl Luttig having consented to act, be elected a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed.”

4. RESOLUTION 4 – Removal of Director – Mr. Marcus Engelbrecht

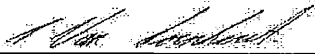
“That, pursuant to Article 10.3(h) of the Constitution of the Company, Mr. Marcus Engelbrecht be removed as a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed.”

5. RESOLUTION 5 – Removal of Director – Mr. Andrew Vickerman

“That, pursuant to Article 10.3(h) of the Constitution of the Company, Mr. Andrew Vickerman be removed as a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed.”

Dated: 23 January 2019

Executed by)
CHINETTI INVESTMENTS PTY LTD)
ACN 603 765 751)
in accordance with section 127 of)
the Corporations Act 2001 (Cth) by:)




Signature of Director

KATHLEEN VAN LOENHOUT

Print name of Director

**delete that which does not apply*



Signature of *Director/*Secretary

PAUL VAN LOENHOUT

Print name of *Director/*Secretary

Shareholder name: Chinetti Investments Pty Ltd

Shares held: 445,000

The Directors
Crusader Resources Limited
Level 9, 190
St Georges Tce
Perth WA 6000

Dear Sirs

Notice requesting you convene a general meeting of shareholders for the purposes of moving resolutions for removal and election of directors of Crusader Resources Limited (the "Company")

We are members of the Company with at least 5% of the votes that may be cast at a general meeting of the Company.

In accordance with section 249D of the Corporations Act 2001 (Cth) ("Act"), we hereby request that you convene a general meeting of the members of the Company for the purpose of considering, and if thought fit to pass, the following resolutions:

1. RESOLUTION 1 – Election of Director – Mr. Brett Clark

"That pursuant to Article 10.2(c) of the Constitution of the Company Mr. Brett Clark, having consented to act, be elected a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed."

2. RESOLUTION 2 – Election of Director – Mr. David Sanders

"That pursuant to Article 10.2(c) of the Constitution of the Company Mr. David Sanders having consented to act, be elected a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed."

3. RESOLUTION 3 – Election of Director – Mr. Carl Luttig

"That pursuant to Article 10.2(c) of the Constitution of the Company Mr. Carl Luttig having consented to act, be elected a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed."

4. RESOLUTION 4 – Removal of Director – Mr. Marcus Engelbrecht

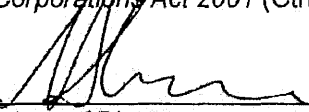
"That, pursuant to Article 10.3(h) of the Constitution of the Company, Mr. Marcus Engelbrecht be removed as a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed."

5. RESOLUTION 5 – Removal of Director – Mr. Andrew Vickerman

"That, pursuant to Article 10.3(h) of the Constitution of the Company, Mr. Andrew Vickerman be removed as a director of Crusader Resources Limited with effect from the end of the general meeting of Crusader Resources Limited at which this resolution is passed."

Dated: 22ND January 2019

Executed by)
PARKWISE CORPORATION)
PTY LTD ACN 142 254 153)
in accordance with section 127 of)
the Corporations Act 2001 (Cth) by:)



Signature of Director

ALFRED KARL WILSON

Print name of Director

**delete that which does not apply*



Signature of *Director/*Secretary

LAWRENCE LESLIE WILSON AM.

Print name of *Director/*Secretary

Shareholder name: Parkwise Corporation Pty Ltd

Shares held: 19,076,923