

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holderTo Company Name/Scheme **GALENA MINING LIMITED**ACN/ARSN **616 317 778****1. Details of substantial holder (1)**Name **Ashley Paul D'Sylva**ACN/ARSN (if applicable) **N/A**The holder became a substantial holder on **30/08/2017****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	16,450,000	16,450,000	29.6%

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
See Annexure "A"		

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
See Annexure "A"			

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
Timothy Morrison	As set out in Annexure "A"
Bloomgold Investments Pty Ltd	As set out in Annexure "A"

7. Addresses

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

Name	Address
See Annexure "A"	

Signature

print name **Ashley Paul D'Sylva**

capacity

sign here



date **21/05/2021**

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.

ANNEXURE "A"

This is annexure "A" of 6 pages referred to in the Form 603 "Notice of Initial Substantial Holder" concerning Galena Mining Limited (ACN 616 317 778).

DATE 21 May 2021

Sign here 

Print name Ashley Paul D'Sylva

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Annexure "A"

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 are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Bloomgold Investments Pty Ltd (formerly named Bloomgold Resources Pty Ltd) ("Bloomgold")	Registered holder of securities	Ordinary, 16,450,000
Ashley Paul D'Sylva	<p>Power to exercise, or control the exercise of, a right to vote attached to securities.</p> <p>Power to dispose of, or control the exercise of a power to dispose of, securities.</p> <p>Relevant interest under section 608(3)(a) or section 608(3)(b) of the Corporations Act 2001 (or both), being a relevant interest held through a body corporate (Bloomgold) in which Mr D'Sylva and Mr Morrison, acting jointly, have voting power of more than 20% or control (or both).</p> <p>The above interests arise pursuant to circumstances set out in the statement of Ashley Paul D'Sylva at the end of this document.</p>	Ordinary, 16,450,000
Timothy Morrison	<p>Power to exercise, or control the exercise of, a right to vote attached to securities.</p> <p>Power to dispose of, or control the exercise of a power to dispose of, securities.</p> <p>Relevant interest under section 608(3)(a) or section 608(3)(b) of the Corporations Act 2001 (or both), being a relevant interest held through a body corporate (Bloomgold) in which Mr D'Sylva and Mr Morrison, acting jointly, have voting power of more than 20% or control (or both).</p> <p>The above interests arise</p>	Ordinary, 16,450,000

	pursuant to circumstances set out in the statement of Ashley Paul D'Sylva at the end of this document	
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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
Ashley Paul D'Sylva	Bloomgold Investments Pty Ltd	Bloomgold Investments Pty Ltd	Ordinary, 16,450,000
Timothy Morrison	Bloomgold Investments Pty Ltd	Bloomgold Investments Pty Ltd	Ordinary, 16,450,000
Bloomgold Investments Pty Ltd	Bloomgold Investments Pty Ltd	Bloomgold Investments Pty Ltd	Ordinary, 16,450,000

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	
Ashley Paul D'Sylva	30/08/2017		Pursuant to circumstances set out in the statement of Ashley Paul D'Sylva at the end of this document	Ordinary, 16,450,000
Timothy Morrison	30/08/2017		Pursuant to circumstances set out in the statement of Ashley Paul D'Sylva at the end of this document	Ordinary, 16,450,000
Bloomgold Investments Pty Ltd	30/08/2017		Pre listing agreement	Ordinary, 16,450,000

7. Addresses

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

Name	Address
Ashley Paul D'Sylva	10 Tallow Tree Crescent, Subiaco, Western Australia
Timothy Morrison	3 Isaacs Road, Margaret River, Western Australia

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Bloomgold Investments Pty Ltd	Unit 8, Level 2, 448 Roberts Road, Subiaco, Western Australia
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Statement by Ashley Paul D'Sylva of 10 Tallow Tree Crescent, Subiaco, in the state of Western Australia:

1. Bloomgold was incorporated on 9 June 2016. Timothy Morrison (**Mr Morrison**) is the sole director of Bloomgold.
2. The initial directors of Empire were Mr Morrison, Scott Humphries and me. On 14 November 2014, Mr Humphries ceased to be a director of Empire. On 1 October 2019, Mr Morrison resigned as a director of Empire.
3. As from about October 2014, Ascan Capital Pty Ltd (**Ascan**) held 5,000 shares in Empire and I held the remaining 5,000 shares. As from June 2014, Mr Morrison's wife, Michelle Morrison, held the two shares in Ascan. On 5 September 2017, Qing (Alex) Xu (**Mr Xu**) joined Mr Morrison and me as a director of Empire. In October 2018, Oliver Cairns was issued 5,000 shares in Empire and, in July 2019, Mr Xu was issued 5,000 shares in Empire. In March 2020, Ascan transferred its 5,000 shares in Empire to Mr Xu.
4. Over the course of our business relationship, Mr Morrison and I became close personal friends.
5. In or around 2016, Empire arranged, for Hunan Nonferrous Metals Corporation Limited (**Hunan**), the sale of a debt it was owed by Compass Resources Ltd.
6. Subsequently, Hunan offered to sell the Abra Project to Empire. Abra Mining Pty Ltd (**Abra**) was the owner of a number of tenements located in the Bangemall Basin, known as the Abra Project. Hunan was the owner of all of the issued shares in Abra (**Abra Shares**).
7. In or about May or June 2016, Mr Morrison and I orally agreed as follows:
 - (a) Bloomgold was to be incorporated for the purpose of purchasing from the Abra shares from Hunan;
 - (b) the Abra shares, or the tenements Abra owned, would be vended into a new entity to be listed on the ASX;
 - (c) Mr Morrison was to be the director and shareholder of Bloomgold;
 - (d) Bloomgold would hold the Abra Shares on trust for Mr Morrison and me equally, subject to a \$2,000,000 payment to be made by Bloomgold to Mr Xu and his associates with respect to the transactions.
8. By a Deed dated 30 June 2016 between Hunan, Abra and Bloomgold, Hunan agreed to sell, and Bloomgold agreed to purchase, the Abra Shares (**Share Sale Deed**). In or about December 2016, completion occurred under the Share Sale Deed and Bloomgold acquired the Abra Shares.

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9. By written agreement made on or about 7 December 2016 between Galena Mining Ltd (**Galena**) and Bloomgold (**Heads of Agreement**), Bloomgold agreed to sell, and Galena agreed to purchase, the Abra Shares. By written agreement dated 23 February 2017 made between Galena, Bloomgold and Abra (**Share Sale Agreement**), the parties further documented the agreement by Galena to purchase from Bloomgold the Abra Shares.
 10. By written agreement dated 12 July 2017 between Galena and Bloomgold, the Share Sale Agreement was varied such that, amongst other things, the consideration payable to Bloomgold was agreed to be 17,500,000 fully paid ordinary shares in Galena at a deemed issued price of \$0.20 per share, with 16,450,000 shares to be issued to Bloomgold and 1,050,000 shares to be issued to Oliver Cairns of Pursuit Capital Pty Ltd.
 11. On or about 30 August 2017, completion occurred under the Share Sale Agreement and Bloomgold acquired 16,450,000 shares in Galena.
 12. On 5 September 2017, Galena listed on the ASX and Bloomgold's shares in Galena were escrowed for 24 months.
 13. On 21 March 2018, the Galena shares on issue were split on the basis that every one share in Galena was split into five shares, giving Bloomgold 82,250,000 shares in Galena.
 14. By written agreement made on or about 15 October 2018 (**JAK Loan Agreement**) between Bloomgold and Huan Luo, Wei Sun and Mr Xu as trustees of the JAK Capital Unit Trust (**JAK Lenders**), the parties agreed that JAK Lenders had provided a loan of \$2,000,000 to Bloomgold on 15 October 2018, repayable on 15 October 2020, and Bloomgold was to pay interest at the rate of 12% per annum (**JAK Interest**)
 15. On or about 9 September 2019, Bloomgold, with my agreement and involvement, sold 16,000,000 shares in Galena for \$5,120,000 (**September 2019 Proceeds**) and voluntarily escrowed the balance of the Galena shares for a further 12 months.
 16. On or about 12 September 2019, Bloomgold paid me \$2,000,000 from the September 2019 Proceeds, which was equal to the sale of 6,250,000 Galena shares.
 17. On or about 13 September 2019, Bloomgold, with my agreement and involvement, paid a number of persons a total of \$25,000 from the September 2019 Proceeds (**13 September 2019 Payments**), which was equal to the sale of 78,125 Galena shares.
 18. On or about 19 December 2019, Bloomgold, with my agreement and involvement, paid another entity \$140,000 from the September 2019 Proceeds (**19 December 2019 Payment**), which was equal to the sale of 437,500 Galena shares, on account of interest payable by Bloomgold to the JAK Lenders pursuant to the JAK Loan Agreement.
 19. In November 2020, I had a falling out with Mr Morrison which led to me terminating his employment at Empire on 17 November 2020, and our friendship souring. Bloomgold

(under his directorship) then denied my interest in the Galena shares held by Bloomgold.

20. On 24 November 2020, Bloomgold sold 15,000,000 shares in Galena for \$3,750,000 (**November 2020 Proceeds**).
21. On or about 30 November 2020, Bloomgold paid the JAK Lenders \$2,210,000 from the November 2020 Proceeds (**JAK 2020 Payment**), which was equal to the sale of 8,840,000 Galena shares.
22. I believe that, from on or about 30 August 2017, Bloomgold held the 16,450,000 shares in Galena on trust for Mr Morrison and me equally, subject to the Xu Payment.
23. I believe that, as from on or about 30 November 2020, I have had a right to call for Bloomgold to transfer to me the shares which it holds on trust for me.
24. I claim that Bloomgold holds on trust for me 30,197,187 shares in Galena (**Claim**), calculated as follows:

34,875,000 shares (being half of 82,250,000 less 6,250,000) less:

- (a) 39,062.50 shares, being half the shares sold by Bloomgold to pay the 13 September Payments;
- (b) 218,750 shares, being half the shares sold by Bloomgold to pay the 19 December 2019 Payment; and
- (c) 4,420,000 shares, being half the shares sold by Bloomgold to pay the JAK 2020 Payment,

subject to an allowance to Bloomgold for half of the JAK Interest paid by Bloomgold, to the extent it was not paid by the JAK 2020 Payment (**Allowance**).

25. I have commenced proceedings in the Supreme Court of Western Australia seeking, amongst other things, a declaration that Bloomgold holds 30,197,187 shares in Galena on trust for me subject to the Allowance and an order that Bloomgold forthwith transfer the shares to me (**Action**). Bloomgold denies the Claim and is defending the Action.
26. In the circumstances, I give notice in accordance with the attached form even though the relevant interests are apparently the subject of debate and not yet the subject of a determination by the Supreme Court of Western Australia.

Dated 21 May 2021



Signed Ashley Paul D'Sylva