Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme	**BELLEVUE GOLD LIMITED**
ACN/ARSN	**110 439 686**

1. Details of substantial holder (1)

Name	**State Street Corporation and subsidiaries named in Annexures to this form**
ACN/ARSN (if applicable)	

There was a change in the interests of the substantial holder on	**24/06/2024**
The previous notice was given to the company on	**25/06/2024**
The previous notice was dated	**21/06/2024**

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	**59,062,920**	**5.02%**	**74,166,287**	**6.30%**

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
Annexure B & D					

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
Annexure A					

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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

6. Addresses

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

Name	Address
Annexure C	

Signature

print name	**Alok Maheshwary**	capacity	**Authorised signatory**
sign here		date	**26/06/2024**

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 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.

(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.

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This is Annexure A referred to in Form 604 Notice of change of interests of substantial holder **Annexure A**



_____ 26 June 2024
Alok Maheshwary
Authorised Signatory

4. Present relevant interests

Holder of relevant interest	Nature of Relevant Interest	Registered Holder of securities	Person Entitled to be registered as holder	Class and number of Securities		Person's votes
SSGA FUNDS MANAGEMENT, INC.	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	State Street Bank and Trust Co	n/a	Ordinary	722,333	722,333
STATE STREET GLOBAL ADVISORS EUROPE LIMITED	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	Bank of New York Mellon	n/a	Ordinary	123,311	123,311
STATE STREET GLOBAL ADVISORS EUROPE LIMITED	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	Citibank NA	n/a	Ordinary	116,701	116,701
STATE STREET GLOBAL ADVISORS EUROPE LIMITED	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	State Street Bank and Trust Co	n/a	Ordinary	166,872	166,872
STATE STREET GLOBAL ADVISORS TRUST COMPANY	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	Bank of New York Mellon	n/a	Ordinary	380,484	380,484
STATE STREET GLOBAL ADVISORS TRUST COMPANY	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	Northern Trust Company	n/a	Ordinary	451,274	451,274
STATE STREET GLOBAL ADVISORS TRUST COMPANY	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	State Street Bank and Trust Co	n/a	Ordinary	6,000,271	6,000,271
STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	BNP Paribas	n/a	Ordinary	395,701	395,701
STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	JPMorgan AG	n/a	Ordinary	3,820,998	3,820,998
STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	National Australian Bank LTD	n/a	Ordinary	133,363	133,363
STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	Northern Trust Company	n/a	Ordinary	4,087,842	4,087,842
STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	State Street Bank and Trust Co	n/a	Ordinary	33,761,926	33,761,926
STATE STREET BANK AND TRUST COMPANY	For borrowed and on-lent securities: Relevant interest under section 608(1) being the right, as lender, to recall shares under a securities loan	UNKNOWN	STATE STREET BANK AND TRUST COMPANY	Ordinary	342,070	342,070
STATE STREET BANK AND TRUST COMPANY	For borrowed and on-lent securities: Relevant interest under section 608(1) being the right, as lender, to recall shares under a securities loan	UNKNOWN	STATE STREET BANK AND TRUST COMPANY	Ordinary	58,316	58,316
STATE STREET BANK AND TRUST COMPANY	For borrowed and on-lent securities: Relevant interest under section 608(1) being the right, as lender, to recall shares under a securities loan	UNKNOWN	STATE STREET BANK AND TRUST COMPANY	Ordinary	1,546,931	1,546,931
STATE STREET BANK AND TRUST COMPANY	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	AWARE SUPER PTY LTD AS TRUSTEE OF THE AWARE SUPER	AWARE SUPER PTY LTD AS TRUSTEE OF THE AWARE SUPER	Ordinary	8,658,117	8,658,117
STATE STREET BANK AND TRUST COMPANY	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	CALSTRS	CALSTRS	Ordinary	1,235,549	1,235,549
STATE STREET BANK AND TRUST COMPANY	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	DIMENSIONAL FUND ADVISORS	DIMENSIONAL FUND ADVISORS	Ordinary	517,473	517,473
STATE STREET BANK AND TRUST COMPANY	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	M FUND, INC.	M FUND, INC.	Ordinary	22,983	22,983
STATE STREET BANK AND TRUST COMPANY	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	MASS MUTUAL	MASS MUTUAL	Ordinary	377,268	377,268
STATE STREET BANK AND TRUST COMPANY	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	POLICE AND FIREMENS RETIREMENT SYSTEM OF NEW JERSEY	POLICE AND FIREMENS RETIREMENT SYSTEM OF NEW JERSEY	Ordinary	234,044	234,044
STATE STREET BANK AND TRUST COMPANY	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	SPROTT ASSET MANAGEMENT LP	SPROTT ASSET MANAGEMENT LP	Ordinary	2,944,314	2,944,314
STATE STREET BANK AND TRUST COMPANY	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	SSGA FUNDS	SSGA FUNDS	Ordinary	226,532	226,532
STATE STREET BANK AND TRUST COMPANY	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	SSGA SPDR ETFS EUROPE I PLC	SSGA SPDR ETFS EUROPE I PLC	Ordinary	9,999	9,999

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STATE STREET BANK AND TRUST COMPANY	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	SSGA SPDR ETFS EUROPE II PLC	SSGA SPDR ETFS EUROPE II PLC	Ordinary	145,530	145,530
STATE STREET BANK AND TRUST COMPANY	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	SSGA SPDR INDEX SHARE FUNDS	SSGA SPDR INDEX SHARE FUNDS	Ordinary	423,566	423,566
STATE STREET BANK AND TRUST COMPANY	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	Ordinary	637,062	637,062
STATE STREET BANK AND TRUST COMPANY	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	VANECK ETF FUNDS	VANECK ETF FUNDS	Ordinary	6,167,931	6,167,931
STATE STREET BANK AND TRUST COMPANY	For Lent securities: Relevant interest under section 608(8A) being the holder of securities subject to an obligation to return under a securities lending agreement. State Street Bank and Trust Company has lent the securities and retains a relevant interest	WA STATE INVESTMENT BOARD	WA STATE INVESTMENT BOARD	Ordinary	407,526	407,526
STATE STREET BANK AND TRUST COMPANY	For collateral securities: Relevant interest under section 608(8A) being the right, as lender, to dispose of shares transferred to secure a securities loan	THE BANK OF AMERICA GROUP	THE BANK OF AMERICA GROUP	Ordinary	50,000	50,000

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This is Annexure B referred to in Form 604 Notice of change of interests of substantial holder **Annexure B**

_____ **26 June 2024**

Alok Maheshwary
Authorised Signatory

3. Changes in relevant interests

Date of Change	Person whose relevant interest changed	Nature of Change	Consideration given in relation to Change	Class and number of Securities affected		Person's Votes affected
21-Jun-2024	STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	In specie application	n/a	Ordinary	3,898,391	3,898,391
21-Jun-2024	STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	In specie redemption	n/a	Ordinary	(3,898,391)	(3,898,391)
24-Jun-2024	STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	In specie redemption	n/a	Ordinary	(1,395)	(1,395)
24-Jun-2024	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE BANK OF AMERICA GROUP - Refer Part B of Annexure D	n/a	Ordinary	200	200
24-Jun-2024	STATE STREET BANK AND TRUST COMPANY	Return of securities provided to secure a securities loan to THE BANK OF AMERICA GROUP - Refer Part B of Annexure D	n/a	Ordinary	(200)	(200)
24-Jun-2024	STATE STREET BANK AND TRUST COMPANY	Lending securities under a securities loan to THE J.P. MORGAN CHASE GROUP - Refer Part A of Annexure D	n/a	Ordinary	8,658,117	8,658,117
24-Jun-2024	STATE STREET BANK AND TRUST COMPANY	Lending securities under a securities loan to THE J.P. MORGAN CHASE GROUP - Refer Part A of Annexure D	n/a	Ordinary	295,054	295,054
24-Jun-2024	STATE STREET BANK AND TRUST COMPANY	Lending securities under a securities loan to THE J.P. MORGAN CHASE GROUP - Refer Part A of Annexure D	n/a	Ordinary	234,044	234,044
24-Jun-2024	STATE STREET BANK AND TRUST COMPANY	Lending securities under a securities loan to THE J.P. MORGAN CHASE GROUP - Refer Part A of Annexure D	n/a	Ordinary	2,272,911	2,272,911
24-Jun-2024	STATE STREET BANK AND TRUST COMPANY	Lending securities under a securities loan to THE J.P. MORGAN CHASE GROUP - Refer Part A of Annexure D	n/a	Ordinary	226,532	226,532
24-Jun-2024	STATE STREET BANK AND TRUST COMPANY	Lending securities under a securities loan to THE J.P. MORGAN CHASE GROUP - Refer Part A of Annexure D	n/a	Ordinary	373,516	373,516
24-Jun-2024	STATE STREET BANK AND TRUST COMPANY	Lending securities under a securities loan to THE J.P. MORGAN CHASE GROUP - Refer Part A of Annexure D	n/a	Ordinary	637,062	637,062
24-Jun-2024	STATE STREET BANK AND TRUST COMPANY	Lending securities under a securities loan to THE GOLDMAN SACHS GROUP - Refer Part A of Annexure D	n/a	Ordinary	2,000,000	2,000,000
24-Jun-2024	STATE STREET BANK AND TRUST COMPANY	Lending securities under a securities loan to THE J.P. MORGAN CHASE GROUP - Refer Part A of Annexure D	n/a	Ordinary	407,526	407,526

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This is Annexure C referred to in Form 604 Notice of change of interests of substantial holder **Annexure C**

_____ **26 June 2024**

Alok Maheshwary
Authorised Signatory

6. Addresses

Name	Address
SSGA FUNDS MANAGEMENT, INC.	Channel Center, 1 Iron Street, Boston MA 02210, United States
STATE STREET GLOBAL ADVISORS EUROPE LIMITED	78 Sir John Rogerson's Quay, Dublin 2, Ireland
STATE STREET GLOBAL ADVISORS TRUST COMPANY	1 Iron Street, Boston MA 02210, United States
STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	Level 15, 420 George Street, Sydney NSW 2000, Australia
STATE STREET BANK AND TRUST COMPANY	One Congress Street, Suite 1, Boston MA 02114, United States

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This is Annexure D referred to in Form 604 Notice of change of interests of substantial holder **Annexure D**

_____ **26 June 2024**

Alok Maheshwary
Authorised Signatory

3. Changes in relevant interests

State Street Bank and Trust Company will, if requested by the company or responsible entity to whom this form must be given under the Corporations Act 2001 (Cth) or if requested by the Australian Securities and Investment Commission (ASIC), provide a copy of the master securities lending agreement/s and security agreement/s referred to below to the company, responsible entity or ASIC.

Part A: For relevant interests arising out of lending securities - State Street Bank and Trust Company acquires relevant interest as lender of the securities under securities lending authorisation agreement, subject to obligation to return under the agreement. (State Street Bank and Trust Company has lent the securities and retains relevant interest as per Part B of this Annexure.)

Type of agreement	Securities Lending Authorisation Agreement/ Global Master Securities Lending Agreement/ Securities Loan Agreement
Parties to agreement	(1) State Street Bank and Trust Company (2) The entity referred to in the relevant part of Annexure B to this notice
Can the parties exercise voting rights attaching to the securities?	(1) No (2) Yes. (Borrower has the right to vote, but may on-lend securities)
If yes, in what circumstances	(1) Only if instructed to by the borrower (2) As determined by the owner of the securities
Transfer date	The dates on which the securities were delivered by State Street Bank and Trust Company as lender are set out in Annexure B to this notice
Scheduled return date	No scheduled return date
Does the borrower have the right to return the securities early?	No scheduled return date. Borrower can return securities or equivalent securities at any time subject to giving notice
If yes, in what circumstances	Borrower can return securities or equivalent securities at any time subject to giving notice
Does the lender have the right to recall the securities early (ie before the scheduled return date)?	No scheduled return date. Lender can require return of securities or equivalent securities at any time subject to giving notice
If yes, in what circumstances	Lender can require return of securities or equivalent securities at any time subject to giving notice
Are there any circumstances in which the borrower is not required to return securities or equivalent securities on settlement?	No
If yes, detail any exceptions	n/a

Part B: For relevant interests arising out of lending securities - State Street Bank and Trust Company acquires a relevant interest in securities through taking a security interest ("title transfer") over the securities as collateral to secure a securities loan. (See Part A of this Annexure for securities loan details.)

Type of agreement	Global Master Securities Lending Agreement Securities Lending Authorisation Agreement
Parties to agreement	(1) State Street Bank and Trust Company (2) The entity referred to in the relevant part of Annexure B to this notice
Can the parties exercise voting rights attaching to the securities?	(1) Yes, but only if the borrower defaults and ownership is enforced (2) Yes
If yes, in what circumstances	(1) Only if the borrower defaults and ownership is enforced (2) In accordance with ordinary rights as registered holder, either directly or through nominee holder
Transfer date	The dates on which the securities were transferred, as indicated in Annexure B to this notice
Scheduled return date	No scheduled return date. Securities collateral is returned on termination of related securities loan
Does the borrower have the right to have the securities returned early?	No scheduled return date. Securities collateral is returned on termination of related securities loan or the provision of alternative collateral
If yes, in what circumstances	At any time subject to returning the borrowed securities or equivalent securities or providing alternative collateral
Are there any circumstances in which the lender is not required to return securities collateral on settlement?	No, assuming the borrower returns the borrowed securities or equivalent securities
If yes, detail any exceptions	n/a (lender must return securities collateral if the borrower returns the borrowed securities or equivalent securities)

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