

**C L I F F O R D  
C H A N C E**

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Company Announcements Office  
Australian Securities Exchange  
Exchange Centre,  
20 Bridge St,  
Sydney NSW 2000

9 December 2016

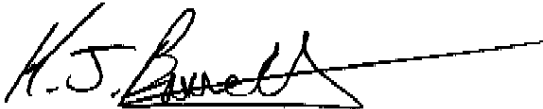
Dear Sir / Madam

**Notice of ceasing to be a substantial holder for Aeris Resources Limited (ASX: AIS)**

Attached is *ASIC Form 605: Notice of ceasing to be a substantial holder* in relation to Aeris Resources Limited.

Please contact us should you have any questions in relation to Form 605.

Kind regards



Kane Barnett  
Counsel

Enclosure

## Form 605

Corporations Act 2001  
Section 671B

## Notice of ceasing to be a substantial holder

To Company Name/Scheme      Aeris Resources Limited

ACN/ARSN                              147 131 977

## 1. Details of substantial holder (1)

Name                                      Standard Chartered Private Equity Limited and its related bodies corporate

ACN (if applicable)                      N/A

The holder ceased to be a substantial holder on      7 December 2016

The previous notice was given to the company on      27 March 2012

The previous notice was dated                              26 March 2012

## 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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:

Dates of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
7 December 2016	Standard Chartered Private Equity Limited	Sale of shares pursuant to a share sale and purchase agreement of 26 pages dated 29 July 2016 a copy of which accompanies this notice and is marked <b>Annexure A</b> , and an amendment and waiver letter of 6 pages dated 18 November 2016 a copy of which accompanies this notice and is marked <b>Annexure B</b>	US\$500,000	21,466,373 Fully paid ordinary shares	21,466,373

## 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
Not applicable	Not applicable

## 4. Addresses

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

Name	Address
Standard Chartered Private Equity Limited	22/F Standard Chartered Bank Building 4-4A Des Voeux Road Hong Kong

Signature



print name IVO PHILPPS

capacity DIRECTOR

date 8 DECEMBER 2016

## 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 4 of the form.
2. See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
3. See the definition of "associate" in section 9 of the Corporations Act 2001.
4. 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.
5. 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.
6. The voting shares of a company constitute one class unless divided into separate classes.
7. Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A – SALE AND PURCHASE AGREEMENT

This is Annexure A of 26 pages, referred to in Form 605 – Notice of ceasing to be a substantial holder

Signed:



Name:

IVO PHILIPPS

Capacity:

DIRECTOR

Date:

8 DECEMBER 2016

ANNEXURE B - AMENDMENT AND WAIVER LETTER

This is Annexure B of 6 pages, referred to in Form 805 - Notice of ceasing to be a substantial holder

Signed:



Name:

IVO PHILIPPS

Capacity:

DIRECTOR

Date:

8 DECEMBER 2016