

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Alto Metals Limited (**Alto**)

ACN/ARSN ACN 159 819 173

1. Details of substantial holder (1)

Name Goldsea Australia Mining Pty Ltd (**Goldsea Australia**)

ACN/ARSN (if applicable) ACN 637 464 601

The holder became a substantial holder on 08/04/2020 (by virtue of making a takeover bid for Alto shares and options)

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 in Alto (Alto Shares)	8,511,856	8,511,856	2.90% (based on 293,373,781 Alto Shares on issue)

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
GS Group Australia Pty Limited (GS Group)	GS Group has a relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth).	8,511,856 Alto Shares
Mr Jianjun Li	Mr Li has a relevant interest under section 608(1)(b) and (c) of the <i>Corporations Act 2001</i> (Cth).	8,511,856 Alto 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
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GS Group	GS Group	GS Group	8,511,856 Alto Shares
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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
GS Group	21 January 2020	Cash – A\$0.040 per Alto Share	2,269,111
GS Group	30 December 2019	Cash – A\$0.035 per Alto Share	430,000
GS Group	23 December 2019	Cash – A\$0.035 per Alto Share	16,193
GS Group	19 December 2019	Cash – A\$0.033 per Alto Share	639,151
GS Group	18 December 2019	Cash – A\$0.034 per Alto Share	153,141
GS Group	17 December 2019	Cash – A\$0.034 per Alto Share	46,859
GS Group	16 December 2019	Cash – A\$0.034 per Alto Share	642,867
GS Group	13 December 2019	Cash – A\$0.033 per Alto Share	3,523,735
GS Group	12 December 2019	Cash – A\$0.034 per Alto Share	408,597
GS Group	11 December 2019	Cash – A\$0.042 per Alto Share	2,317
GS Group	6 December 2019	Cash – A\$0.034 per Alto Share	250,000
GS Group	5 December 2019	Cash – A\$0.033 per Alto Share	141,397
GS Group	21 November 2019	Cash – A\$0.031 per Alto Share	6,695
GS Group	20 November 2019	Cash – A\$0.031 per Alto Share	181,010
GS Group	19 November 2019	Cash – A\$0.032 per Alto Share	200,000

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
GS Group	GS Group is an associate of Goldsea Australia pursuant to section 12(2)(c) of the <i>Corporations Act 2001</i> (Cth).
Mr Jianjun Li	Mr Jianjun Li is an associate of GS Group pursuant to section 12(2)(a) of the <i>Corporations Act 2001</i> (Cth) as sole director and shareholder of GS Group.

7. Addresses

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

Name	Address
Goldsea Australia	Unit 2502, 5 Lawson Street, Southport, Queensland 4215
GS Group	50 Knightsbridge East Parade, Paradise Point, QLD 4216
Mr Jianjun Li	50 Knightsbridge Parade, East Paradise Point, QLD 4216

Signature

print name	Ms Jiayi Li	capacity	Director
sign here		date	08/04/2020

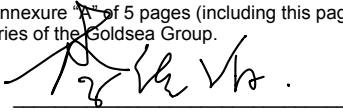
DIRECTIONS

- (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.
 - (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, moneys 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.
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ANNEXURE "A"

This is Annexure "A" of 5 pages (including this page) referred to in the Form 603: Notice of initial substantial holder, which sets out each of the subsidiaries of the Goldsea Group.



Ms Jiayi Li
 Director
 Date: 8 April 2020

Name	ACN
Shandong Goldsea Group Co. Ltd (Goldsea China)	N/A – entity registered in China

Subsidiary companies of Goldsea China:

Name	ACN
Goldsea Australia Mining Pty Ltd	637 464 601
Yantai Goldsea Investment Co. Ltd	N/A – entity registered in China
Yantai Goldsea Real Estate Co. Ltd	N/A – entity registered in China
Weihai Xinyuecheng Real Estate Development Co. Ltd	N/A – entity registered in China
Zhaoyuan Goldsea Enterprise Management Service Co. Ltd	N/A – entity registered in China
Jinlong Gold Mining Co. Ltd	N/A – entity registered in China
Zhaoyuan Goldsea Mansion Co. Ltd	N/A – entity registered in China
Zhaoyuan Goldsea Green Industry Base Co. Ltd	N/A – entity registered in China
Jiangyi Mining Co. Ltd	N/A – entity registered in China
Jintai Mining Investment Co. Ltd	N/A – entity registered in China
Shandong Jianyi Venture Capital Co. Ltd	N/A – entity registered in China
Yantai Hengzhong Enterprise Management Co. Ltd	N/A – entity registered in China
Yantai Goldsea Construction Engineering Co. Ltd	N/A – entity registered in China
Yantai Golden Sea Project Management Co. Ltd	N/A – entity registered in China
Yantai Goldsea Logistic Management Co. Ltd	N/A – entity registered in China
Yantai Goldsea Garden Quarter Logistic Co. Ltd	N/A – entity registered in China
Weihai Goldsea International Yacht Club Co. Ltd	N/A – entity registered in China
Weihai Goldsea Hotel Management Co. Ltd	N/A – entity registered in China
Yantai Golden Sea Logistic Management Co. Ltd Weihai Branch	N/A – entity registered in China