

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme HORIZON GOLD LIMITED
ACN/ARSN _____

1. Details of substantial holder (1)

Name JPMorgan Chase & Co. and its affiliates
ACN (if applicable) 614 175 923

The holder became a substantial holder on 21/Dec/2016

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	Persons' votes (5)	Voting power (6)
Ordinary	6,750,000	6,750,000	8.82%

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 (6)	Class and number of securities
JPMorgan Asset Management (UK) Limited	In its capacity as investment manager or in various other related capacities	6,750,000 (Ordinary)

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
JPMorgan Asset Management (UK) Limited	JPMorgan Chase Bank – Sydney	Various clients and custodians	6,444,045 (Ordinary)
JPMorgan Asset Management (UK) Limited	HSBC Bank of Australia, Sydney	Various clients and custodians	202,962 (Ordinary)
JPMorgan Asset Management (UK) Limited	Citibank Limited, Melbourne	Various clients and custodians	102,993 (Ordinary)

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 Appendix				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN (if applicable)	Nature of association
JPMorgan Asset Management (UK) Limited	Subsidiary of JPMorgan Chase & Co.

7. Addresses

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

Name	Address
JPMorgan Chase & Co.	270 Park Avenue, New York, NY, 10017, United States
JPMorgan Asset Management (UK) Limited	60 Victoria Embankment, London, EC4Y0JP, England

Signature

Print name Beverly Tse capacity JPMorgan Chase Bank, N.A.
Sign here  date 23/Dec/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 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Law.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
- (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).
- (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.

For Period between 22 August 2016 to 21 Dec 2016 (AU000000HRN5)								Appendix
Transaction Date	Entity	Instrument	Equity/ADR	Type of transaction	Ccy	Price	Consideration	Quantity
21-Dec-16	JPMorgan Asset Management (UK) Limited	HORIZON GOLD LIMITED	Equity	Placement	AUD	0.40	\$ 1,371,634.80	3,429,087
21-Dec-16	JPMorgan Asset Management (UK) Limited	HORIZON GOLD LIMITED	Equity	Placement	AUD	0.40	\$ 41,197.20	102,993
21-Dec-16	JPMorgan Asset Management (UK) Limited	HORIZON GOLD LIMITED	Equity	Placement	AUD	0.40	\$ 1,205,983.20	3,014,958
21-Dec-16	JPMorgan Asset Management (UK) Limited	HORIZON GOLD LIMITED	Equity	Placement	AUD	0.40	\$ 81,184.80	202,962