

**Form 605
Corporations Act 2001
Section 671B**

Notice of ceasing to be a substantial holder

To: Sandfire Resources NL
ACN: 105 154 185
ASX Code: SFR

1. Details of substantial holder

Name: IOOF Holdings Limited
ACN: ACN 100 103 722

This notice is given by IOOF Holdings Limited, on behalf of itself and its subsidiaries.

The holder ceased to be a substantial holder on: 14/07/2015
The previous notice was given to the company on: 08/05/2015
The previous notice was dated: 06/05/2015

2. 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 as follows:

| Date | Person | Nature | Consideration | Class & number (ord) | Person's votes |
|-------------|---|---------------------|----------------------|---------------------------------|-----------------------|
| 24/03/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Sold on market | -\$ 359,407.53 | - 200,000 | - 200,000 |
| 25/03/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Sold on market | -\$ 266,123.86 | - 140,975 | - 140,975 |
| 27/03/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Sold on market | -\$ 762,498.82 | - 402,200 | - 402,200 |
| 30/03/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Sold on market | -\$ 1,240,543.08 | - 654,357 | - 654,357 |
| 9/04/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 1,216.75 | 542 | 542 |
| 29/04/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 12,007.46 | 5,297 | 5,297 |
| 30/04/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 107,261.78 | 47,635 | 47,635 |

| | | | | | |
|------------|---|---------------------|------------------|-------------|-------------|
| 1/05/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 27,582.71 | 12,325 | 12,325 |
| 11/05/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 71,484.73 | 31,987 | 31,987 |
| 12/05/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 79,070.36 | 35,850 | 35,850 |
| 14/05/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 1,362,767.61 | 632,454 | 632,454 |
| 21/05/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 16,862.27 | 7,718 | 7,718 |
| 26/05/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 6,569.70 | 2,990 | 2,990 |
| 3/06/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 202,389.24 | 96,178 | 96,178 |
| 4/06/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 1,133,596.40 | 538,076 | 538,076 |
| 9/06/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 951,109.36 | 457,470 | 457,470 |
| 12/06/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 311,765.79 | 148,134 | 148,134 |
| 15/06/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 2,124.01 | 995 | 995 |
| 23/06/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 509,037.39 | 90,000 | 90,000 |
| 25/06/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 171,831.53 | 30,000 | 30,000 |
| 29/06/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 422,082.55 | 210,578 | 210,578 |
| 30/06/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Purchased on market | \$ 15,245.80 | 7,683 | 7,683 |
| 2/07/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Sold on market | -\$ 424,149.72 | - 204,991 | - 204,991 |
| 6/07/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Sold on market | -\$ 23,344.11 | - 10,972 | - 10,972 |
| 7/07/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Sold on market | -\$ 13,958.04 | - 6,550 | - 6,550 |
| 8/07/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Sold on market | -\$ 16,730.24 | - 7,845 | - 7,845 |
| 9/07/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Sold on market | -\$ 34,078.83 | - 16,219 | - 16,219 |
| 10/07/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Sold on market | -\$ 27,303.12 | - 12,786 | - 12,786 |
| 13/07/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Sold on market | -\$ 398,282.62 | - 186,515 | - 186,515 |
| 14/07/2015 | Perennial Investment Partners Limited (ACN 087 901 620) | Sold on market | -\$ 7,008,838.43 | - 3,255,576 | - 3,255,576 |

3. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name & ACN | Nature of association |
|----------------|-----------------------|
| Not applicable | |

4. Addresses

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

| Name | Address |
|-----------------------|---|
| IOOF Holdings Limited | Level 6, 161 Collins Street Melbourne Victoria 3000 |
| PMI Gold Corporation | Level 3, 680 Murray Street Perth, WA, Australia 6005 |
| Sandfire Resources NI | Level 1, 31 Ventnor Avenue West Perth, WA 6005 |