

Initial substantial shareholder notice

form **603**
Corporations Law
709(3)

CRADLE RESOURCES LIMITED
ABN 60 149 637 016

To: company name

Substantial shareholder

name of substantial shareholder **Craig Ian Burton**

became a substantial shareholder on 25 July 2013

1. Total number of voting shares

The total number of shares in each class of voting shares in the company to which the substantial shareholder was entitled on that date is:

Class of shares	Total number	Percentage of total shares in class
Ordinary Fully Paid Shares	16,400,000	17.99%

2. Details of entitlements and relevant interests

On that date, the substantial shareholder was entitled to the following voting shares in which (he/she/it), or an associate held relevant interests. For each relevant interest, full particulars are provided of:

Holder of relevant interest	Nature of relevant interest	Class and number of shares
Aviemoire Capital Pty Ltd	Full Title	7,200,000 Ordinary Fully Paid Shares
Aviemoire Capital Pty Ltd	Beneficial Ownership	7,200,000 Ordinary Fully Paid Shares
Alba Capital Pty Ltd	Full Title	2,000,000 Ordinary Fully Paid Shares

3. Present registered holders and persons entitled to be registered holders

The following persons are registered, or entitled to be registered, as holders of the shares referred to in paragraph 2 above:

Holder of relevant interest	Registered holder of shares	Person entitled to be registered as holder	Class and number of shares
Aviemoire Capital Pty Ltd	Aviemoire Capital Pty Ltd	Aviemoire Capital Pty Ltd	7,200,000 Ordinary Fully Paid Shares
Aviemoire Capital Pty Ltd	Verona Capital Pty Ltd	Aviemoire Capital Pty Ltd	7,200,000 Ordinary Fully Paid Shares
Alba Capital Pty Ltd	Alba Capital Pty Ltd	Aviemoire Capital Pty Ltd	2,000,000 Ordinary Fully Paid Shares

4. Consideration

The consideration paid for each relevant interest referred to in paragraph 2 above, and acquired in the four months prior to the day that the substantial shareholder became a substantial shareholder, was:

Holder of relevant interest	Date of acquisition	Consideration		Class and number of shares
		cash	non-cash	
Aviemoire Capital Pty Ltd	25/07/2013	-	Issued as consideration for shares in Panda Hill Mining Pty Ltd	14,400,000 Ordinary Fully Paid Shares
Alba Capital Pty Ltd	19/07/2013	A\$400,000	-	2,000,000 Ordinary Fully Paid Shares

5. Associates

The persons named in paragraph 2 above are associates of the substantial shareholder for the following reasons:

Name of associate	Reason
N/A	N/A

6. Addresses

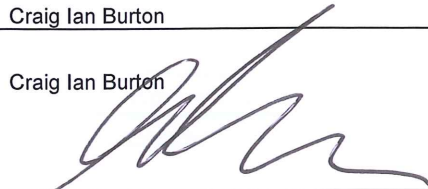
The addresses of persons named in this form are:

Name	Address
Craig Ian Burton	PO Box 453 West Perth WA 6872

Signature

name **Craig Ian Burton**

signature



date **29/07/2013**

Director, secretary or substantial shareholder.

Initial substantial shareholder notice

form 603
Corporations Law
709(3)

To: company name **CRADLE RESOURCES LIMITED**
ABN 60 149 637 016

Substantial shareholder

name of substantial shareholder **Grant Davey**

became a substantial shareholder on 25 July 2013

1. Total number of voting shares

The total number of shares in each class of voting shares in the company to which the substantial shareholder was entitled on that date is:

Class of shares	Total number	Percentage of total shares in class
Ordinary Fully Paid Shares	8,640,000	9.48%

2. Details of entitlements and relevant interests

On that date, the substantial shareholder was entitled to the following voting shares in which (he/she/it), or an associate held relevant interests. For each relevant interest, full particulars are provided of:

Holder of relevant interest	Nature of relevant interest	Class and number of shares
Davey Holding (Aus) Pty Ltd	Full Title	4,320,000 Ordinary Fully Paid Shares
Davey Holding (Aus) Pty Ltd	Beneficial Ownership	4,320,000 Ordinary Fully Paid Shares

3. Present registered holders and persons entitled to be registered holders

The following persons are registered, or entitled to be registered, as holders of the shares referred to in paragraph 2 above:

Holder of relevant interest	Registered holder of shares	Person entitled to be registered as holder	Class and number of shares
Davey Holding (Aus) Pty Ltd	Davey Holding (Aus) Pty Ltd	Davey Holding (Aus) Pty Ltd	4,320,000 Ordinary Fully Paid Shares
Davey Holding (Aus) Pty Ltd	Verona Capital Pty Ltd	Davey Holding (Aus) Pty Ltd	4,320,000 Ordinary Fully Paid Shares

4. Consideration

The consideration paid for each relevant interest referred to in paragraph 2 above, and acquired in the four months prior to the day that the substantial shareholder became a substantial shareholder, was:

Holder of relevant interest	Date of acquisition	Consideration		Class and number of shares
		cash	non-cash	
Davey Holding (Aus) Pty Ltd	25/07/2013	-	Issued as consideration for shares in Panda Hill Mining Pty Ltd	8,640,000 Ordinary Fully Paid Shares

5. Associates

The persons named in paragraph 2 above are associates of the substantial shareholder for the following reasons:

Name of associate	Reason
N/A	N/A

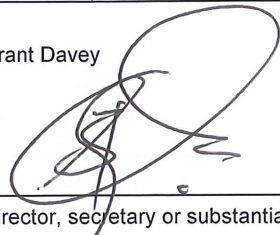
6. Addresses

The addresses of persons named in this form are:

Name	Address
Grant Davey	3/15 Vanden Way, Joondalup WA 6027

Signature

name Grant Davey



signature

date 29/07/2013

Director, secretary or substantial shareholder.

Initial substantial shareholder noticeform **603**
Corporations Law
709(3)To: company name **CRADLE RESOURCES LIMITED**
ABN 60 149 637 016**Substantial shareholder**name of substantial shareholder **Brett Mitchell**

became a substantial shareholder on 25 July 2013

1. Total number of voting shares

The total number of shares in each class of voting shares in the company to which the substantial shareholder was entitled on that date is:

Class of shares	Total number	Percentage of total shares in class
Ordinary Fully Paid Shares	5,760,000	6.32%

2. Details of entitlements and relevant interests

On that date, the substantial shareholder was entitled to the following voting shares in which (he/she/it), or an associate held relevant interests. For each relevant interest, full particulars are provided of:

Holder of relevant interest	Nature of relevant interest	Class and number of shares
Brett and Michelle Mitchell <Mitchell Spring Family A/C>	Full Title	2,880,000 Ordinary Fully Paid Shares
Brett and Michelle Mitchell <Mitchell Spring Family A/C>	Beneficial Ownership	2,880,000 Ordinary Fully Paid Shares

3. Present registered holders and persons entitled to be registered holders

The following persons are registered, or entitled to be registered, as holders of the shares referred to in paragraph 2 above:

Holder of relevant interest	Registered holder of shares	Person entitled to be registered as holder	Class and number of shares
Brett and Michelle Mitchell <Mitchell Spring Family A/C>	Brett and Michelle Mitchell <Mitchell Spring Family A/C>	Brett and Michelle Mitchell <Mitchell Spring Family A/C>	2,880,000 Ordinary Fully Paid Shares
Brett and Michelle Mitchell <Mitchell Spring Family A/C>	Verona Capital Pty Ltd	Brett and Michelle Mitchell <Mitchell Spring Family A/C>	2,880,000 Ordinary Fully Paid Shares

4. Consideration

The consideration paid for each relevant interest referred to in paragraph 2 above, and acquired in the four months prior to the day that the substantial shareholder became a substantial shareholder, was:

Holder of relevant interest	Date of acquisition	Consideration		Class and number of shares
		cash	non-cash	
Brett and Michelle Mitchell <Mitchell Spring Family A/C>	25/07/2013	-	Issued as consideration for shares in Panda Hill Mining Pty Ltd	5,760,000 Ordinary Fully Paid Shares

5. Associates

The persons named in paragraph 2 above are associates of the substantial shareholder for the following reasons:

Name of associate	Reason
N/A	N/A

6. Addresses

The addresses of persons named in this form are:

Name	Address
Brett Mitchell	PO Box 6163 SWANBOURNE WA 6163

Signature

name Brett Mitchell

signature



date 29/07/2013

Director, secretary or substantial shareholder.