

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme PhosCo Limited

ACN/ARSN 139 255 771

1. Details of substantial holder (1)

Name Lion Manager Pty Ltd, Robin Anthony Widdup, Hedley James Widdup, Craig Kevin Smyth,

ACN/ARSN (if applicable) 078 018 934

There was a change in the interests of the substantial holder on

28/12/2023

The previous notice was given to the company on

06/01/2020

The previous notice was dated

06/01/2020

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	9,756,351	6.42%	23,047,656	8.28%

3. 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 are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
17 February 2020	Lion Manager Pty Ltd	Exercise of Options	876,666.50	1,753,333	1,753,333
23 December 2020	Lion Manager Pty Ltd	Issue of shares to Lion Manager approved by PhosCo shareholders on 27 November 2020	65,699.34	701,087	701,087
1 June 2021	Lion Manager Pty Ltd	Acquired via an off-market transfer in relation to an in-specie from African Lion 3 Limited to Lion Manager Pty Ltd	17,971.59	201,928	201,928
7 September 2021	Lion Manager Pty Ltd	Off-market transfer from Lion Manager Pty Ltd to WWW Management Pty Ltd <Widdup Family A/C> as a result of an in-specie distribution of Celamin shares held by Lion Manager Pty Ltd.	44,268.97	(670,742)	(670,742)

7 September 2021	WWW Management Pty Ltd <Widdup Family A/C>	Off-market transfer from Lion Manager Pty Ltd to WWW Management Pty Ltd <Widdup Family A/C> as a result of an in-specie distribution of Celamin shares held by Lion Manager Pty Ltd.	44,268.97	670,742	670,742
25 January 2022	Lion Manager Pty Ltd	Participation in share placement	133,133.28	1,777,777	1,777,777
25 January 2022	Mr Robn Anthony Widdup + Mrs Janet Widdup <Widdup Super Fund>	Participation in share placement	66,666.60	888,888	888,888
27 January 2022	Lion Manager Pty Ltd	Issue of shares to Lion Manager approved by PhosCo shareholders on 27 November 2021	164,150.00	2,091,856	2,091,856
2 March 2022	Lion Manager Pty Ltd	Off-market transfer to Mr Tim Markwell as part of his recent exit from Lion Manager Pty Ltd.	20,000.00	(266,667)	(266,667)
14 July 2022	Lion Manager Pty Ltd	Options Exercise	191,227.00	1,912,270	1,912,270
14 July 2022	WWW Management Pty Ltd <Widdup Family A/C>	Options Exercise	6,707.50	67,075	67,075
14 July 2022	Mr Robn Anthony Widdup + Mrs Janet Widdup <Widdup Super Fund>	Options Exercise	8,888.90	88,889	88,889
5 August 2022	Mr Robn Anthony Widdup + Mrs Janet Widdup <Widdup Super Fund>	Options Exercise	22,222.20	222,222	222,222
9 December 2022	Lion Manager Pty Ltd	Issue of shares to Lion Manager approved by PhosCo shareholders on 29 November 2022	147,850.00	1,242,871	1,242,871
28 December 2023	Lion Manager Pty Ltd	Issue of shares to Lion Manager approved by PhosCo shareholders on 28 November 2023	215,275.00	2,609,776	2,609,776

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Lion Manager Pty Ltd	Lion Manager Pty Ltd	Lion Manager Pty Ltd	Registered holder	21,109,840 ordinary	21,109,840
Robin Anthony Widdup	Lion Manager Pty Ltd	Lion Manager Pty Ltd	Robin Anthony Widdup has a deemed relevant interest in these securities under s608(3) of the Corporations Act 2001	21,109,840 ordinary	21,109,840
	WWW Management Pty Ltd	WWW Management Pty Ltd	Registered holder	737,817 ordinary	737,817
	Mr Robin Anthony Widdup + Mrs Janet Widdup <Widdup Super Fund A/C>	Mr Robin Anthony Widdup + Mrs Janet Widdup <Widdup Super Fund A/C>	Registered holder	1,199,999 ordinary	1,199,999
Hedley James Widdup (Scarlet Oaks Pty Ltd)	Lion Manager Pty Ltd	Lion Manager Pty Ltd	Hedley James Widdup has a deemed relevant interest in these securities under s608(3) of the Corporations Act 2001	21,109,840 ordinary	21,109,840
Craig Kevin Smyth (Gliding Eagle Pty Ltd)	Lion Manager Pty Ltd	Lion Manager Pty Ltd	Craig Kevin Smyth has a deemed relevant interest in these securities under s608(3) of the Corporations Act 2001	21,109,840 ordinary	21,109,840

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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

6. Addresses

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

Name	Address
Lion Manager Pty Ltd	Level 2/175 Flinders Lane Melbourne Vic 3000
Robin Anthony Widdup	Level 2/175 Flinders Lane Melbourne Vic 3000
Hedley James Widdup	Level 2/175 Flinders Lane Melbourne Vic 3000
Craig Kevin Smith	Level 2/175 Flinders Lane Melbourne Vic 3000

Signature

print name CRAIG KEVIN SMYTH

capacity DIRECTOR

sign here

date 02/01/2024

EXPLANATIONS

- (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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.
- (7) 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 on 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.