

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme

South Harz Potash Limited

ACN/ARSN

ACN 153 414 852

1. Details of substantial holder (1)

Name

Rory Luff

ACN/ARSN (if applicable)

N/A

The holder became a substantial holder on

16 December 2024

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 (ORD)	60,451,181	60,451,181	5.76%

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
RL Holdings Pty Ltd <Rory Luff S/F A/C>	Pursuant to section 608(1)(b) and (c) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) as having the power to control the exercise of votes attached to the shares and the power to control to exercise of a power to dispose of the shares	5,155,856 ORD
RL Holdings Pty Ltd <The Airlie A/C>	Pursuant to section 608(1)(b) and (c) of the <i>Corporations Act</i> as having the power to control the exercise of votes attached to the shares and the power to control to exercise of a power to dispose of the shares	25,900,745 ORD
ITA Nominees Pty Ltd	Pursuant to section 608(1)(b) and (c) of the <i>Corporations Act</i> as having the power to control the exercise of votes attached to the shares and the power to control to exercise of a power to dispose of the shares	29,374,580 ORD
R E Luff	R E Luff and Rory Luff are related parties	10,000 ORD
A R Luff	A R Luff and Rory Luff are related parties	10,000 ORD

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
RL Holdings Pty Ltd <Rory Luff S/F A/C>	RL Holdings Pty Ltd <Rory Luff S/F A/C>	RL Holdings Pty Ltd <Rory Luff S/F A/C>	5,155,856 ORD
RL Holdings Pty Ltd <The Airlie A/C>	RL Holdings Pty Ltd <The Airlie A/C>	RL Holdings Pty Ltd <The Airlie A/C>	25,900,745 ORD
ITA Nominees Pty Ltd	ITA Nominees Pty Ltd	ITA Nominees Pty Ltd	29,374,580 ORD
R E Luff	R E Luff	R E Luff	10,000 ORD
A R Luff	A R Luff	A R Luff	10,000 ORD

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	ORD
RL Holdings Pty Ltd <Rory Luff S/F A/C>	Opening			5,155,856
RL Holdings Pty Ltd <The Airlie A/C>	Opening			9,925,487
RL Holdings Pty Ltd <The Airlie A/C>	23/09/2024	\$0.01		3,308,495
RL Holdings Pty Ltd <The Airlie A/C>	16/12/2024	\$0.01		5,000,000
RL Holdings Pty Ltd <The Airlie A/C>	16/12/2024		\$0.01	7,666,763
ITA Nominees Pty Ltd	Opening		-	18,280,980
ITA Nominees Pty Ltd	23/09/2024	\$0.01		6,093,600
ITA Nominees Pty Ltd	16/12/2024	\$0.01		5,000,000
R E Luff	Opening			10,000
A R Luff	Opening			10,000

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
RL Holdings Pty Ltd <Rory Luff S/F A/C>	Rory Luff is a director and shareholder
RL Holdings Pty Ltd <The Airlie A/C>	Rory Luff is a director and shareholder
ITA Nominees Pty Ltd	Rory Luff is a director and shareholder
R E Luff	Related Party of Rory Luff.
A R Luff	Related Party of Rory Luff.

7. Addresses

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

Name	Address
RL Holdings Pty Ltd	LEVEL 25 360 COLLINS STREET MELBOURNE VIC 3000
ITA Nominees Pty Ltd	LEVEL 30 360 COLLINS STREET MELBOURNE VIC 3000
R E Luff	LEVEL 30 360 COLLINS STREET MELBOURNE VIC 3000
A R Luff	LEVEL 30 360 COLLINS STREET MELBOURNE VIC 3000

Signature

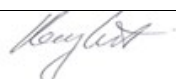
print name

Rory Luff

Capacity

Individual

sign here



Date

17 December 2024

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 Act2001.
- (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 separateclasses.
- (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 bodycorporate 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).

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 (e.g. 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.