
Form 604

Corporations Act 2001
Section 671B

Notice of Change of interests of substantial holder

To Company Name/Scheme Spectrum Rare Earths Limited

ACN/ARSN 115 770 226

1. Details of substantial holder (1)

Name Anthony Barton and Associates

ACN/ARSN (if applicable) _____

There was a change of interests of the substantial holder on

28 / 02 / 2014

The previous notice was given to the company on

05 / 03 / 2013

The previous notice was dated

05 / 03 / 2013

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
Ordinary Shares	13,150,000	10.49%	13,814,464	8.82%

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 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
28 / 02 / 14		On Market Purchases	\$24,476	Ordinary Shares 664,464	0.42%

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
Inglewood Lodge Pty Ltd				1,700,000	1.09%
Barton Superannuation Funds				1,664,464	1.06%
Australian Heritage Group Pty Ltd				8,000,000	5.10%
Harvey Springs Estate Pty Ltd				1,500,000	0.96%
Barton & Barton Pty Ltd				700,000	0.45%
Anthony P Barton Family A/c				250,000	0.16%

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

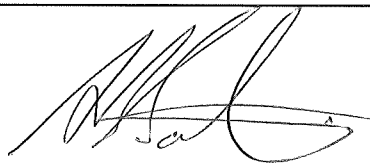
The addresses of persons named in this form are as follows:

Name	Address
Australian Heritage Group Pty Ltd <Australian Heritage A/C>	PO Box Z5152, Perth WA 6831

Signature

print name **Anthony Barton** capacity **Director**

sign here



date **04 / 03 / 14**