

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Mariner Corporation LimitedACN/ARSN 002 989 782

1. Details of substantial holder (1)

Name Nottingham Funds Management Pty Ltd with Mr Darren Olney-Fraser (Director & 50% holder) and Mrs Fiona Olney-Fraser (Director & 50% holder)

ACN/ARSN (if applicable) 004 945 162

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

01/07/2014

The previous notice was given to the company on

07/03/2014

The previous notice was dated

07/03/2014

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 Shares	2,247,648	16.36%	2,247,648	16.36%

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
01/07/14	Nottingham	refer appendix	refer appendix	Nil	Nil
01/07/14	Mr Darren Olney-Fraser	refer appendix	refer appendix	Nil	Nil
01/07/14	Mrs Fiona Olney-Fraser	refer appendix	refer appendix	Nil	Nil

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
Nottingham	Nottingham	Nottingham	Owner	2,247,648 Ord. Shares	16.36%
Nottingham	Nottingham	Mr Darren Olney-Fraser	Owner	1,123,824 Ord. Shares	8.18%

Nottingham	Nottingham	Mrs Fiona Olney-Fraser	Owner	1,123,824 Ord. Shares	8.18%

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
FMOF Nominee Pty Ltd	Refer Appendix

6. Addresses

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

Name	Address
Nottingham	11 St Vincent Place, Albert Park VIC 3205

Signature

print name Darren Olney-Fraser

capacity Director

sign here

date 01/07/2014

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 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 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.

Appendix:

Nottingham Funds Management Pty Ltd

holdings in Mariner Corporation Limited

Form 604 dated 1 July 2014

Relevant interested parties:

The following MCX director has a relevant interest in Nottingham Funds Management Pty Ltd:

Director Name	Relevant Interest
Darren Olney-Fraser	50%

Changes in Association:

FMOF Nominees Pty Ltd is an investment vehicle of Mr Darren Olney-Fraser, a director in Mariner Corporation Limited, who holds 50% in ownership. FMOF Nominees Pty Ltd is an 'associate' of Nottingham Funds Management Pty Ltd.

FMOF Nominees Pty Ltd has the following holdings in Mariner:

Date	Amount	Interest
1 July 2014	\$150,000	Convertible Note, convertible at 3c/share upon shareholder approval, within 12 months of issue.
1 July 2014	5,000,000 shares	Options exercisable at 3c/share on or before 30 June 2016.

Option Deed:

An Option Deed exists between Global Clean Energy Finance Pty Ltd and Nottingham Funds Management Pty Ltd. Global has options over the 2,247,648 ordinary shares held by Nottingham which are exercisable at 5c/share on or before 1 July 2015, subject to shareholder approval, if required.