

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme DYNASTY METALS AUSTRALIA LTD
ACN/ARSN 110 385 709

1. Details of substantial holder (1)

Name RITA MARIAN BROOKS and WILLIAM PAUL BROOKS

ACN/ARSN (if applicable)

The holder became a substantial holder on 8 December 2005

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)
ORDINARY	8,357,707	8,357,707	32.33%

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
BARACUS PTY LTD	Registered Holder	ORD 7,427,705
W P BROOKS <BROOKS SUPER FUND A/C>	Registered Holder	ORD 900,000
RITA MARIAN BROOKS	Registered Holder	ORD 15,001
WILLIAM PAUL BOOKS	Registered Holder	ORD 15,001

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 interest securities
BARACUS PTY LTD	BARACUS PTY LTD	BARACUS PTY LTD	ORD 7,427,705
W P BROOKS <BROOKS SUPER FUND A/C>	W P BROOKS <BROOKS SUPER FUND A/C>	W P BROOKS <BROOKS SUPER FUND A/C>	ORD 900,000
RITA MARIAN BROOKS	RITA MARIAN BROOKS	RITA MARIAN BROOKS	ORD 15,001
WILLIAM PAUL BROOKS	WILLIAM PAUL BROOKS	WILLIAM PAUL BROOKS	ORD 15,001

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	
BARACUS PTY LTD	7/12/2005	48,594		ORD 244,707
	8/12/2005	6,105		ORD 33,000
W P BROOKS <SUPER FUND A/C>	6/12/2005	180,000		ORD 900,000
RITA MARIAN BROOKS	6/12/2005	3,000		ORD 15,000
WILLIAM PAUL BROOKS	6/12/2005	3,000		ORD 15,000

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
BARACUS PTY LTD	Directors of company
W P BROOKS <SUPER FUND A/C>	Director of entity controls trust and is a beneficiary

7. Addresses

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

Name	Address
RITA MARIAN BROOKS	33 TAYLOR ROAD, NEDLANDS WA 6009
WILLIAM PAUL BROOKS	33 TAYLOR ROAD, NEDLANDS WA 6009

Signature

Print name RITA MARIAN BROOKS Capacity Director

Sign here

Rita Brook

Date 8 December 2006