

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme TRIMANTIUM GROWTHOPS LIMITED ("TGO")

ACN/ARSN 621 067 678

1. Details of substantial holder (1)

Name

PHILLIP JAMES KINGSTON
PHILLIP KINGSTON MANAGEMENT PTY LTD (ACN 128 322 734) AS TRUSTEE FOR PHILLIP KINGSTON TRUST
("KINGSTON TRUST")
TRIMANTIUM CAPITAL PTY LTD (ACN 155 227 428) ("TRIMANTIUM CAPITAL")
TGO HOLDINGS PTY LTD (ACN 621 830 993) AS TRUSTEE FOR TC SPECIAL OPERATIONS TRUST 7 ("TC TRUST 7")
GROWTHOPS HOLDINGS PTY LTD (ACN 622 283 738) AS TRUSTEE FOR TGO TRUST 1 ("TGO TRUST 1")
TGO HOLDINGS PTY LTD (ACN 621 830 993) AS TRUSTEE FOR TGO TRUST 2 ("TGO TRUST 2")

ACN/ARSN (if applicable)

The holder became a substantial holder on 16 / 03 / 2018

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 shares	24,846,256	24,846,256	26.2%

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
Phillip James Kingston	Relevant interest under s608(3) of the Corporations Act 2001 (Cth) ("Corporations Act") through Mr Kingston's control of the Kingston Trust	24,846,256 ordinary shares
Kingston Trust	Relevant interest under s608(3) of the Corporations Act through the Kingston Trust's control of Trimantium Capital and TC Trust 7	24,846,256 ordinary shares
Trimantium Capital	Relevant interest under s608(8)(b) of the Corporations Act as Trimantium Capital is a residual beneficiary of TGO Trust 1 and TGO Trust 2	4,953,801 ordinary shares
Trimantium Capital	Relevant interest under s608(1)(a) of the Corporations Act	5,031,051 ordinary shares
TC Trust 7	Relevant interest under s608(1)(a) of the Corporations Act	14,861,404 ordinary shares
TGO Trust 1	Relevant interest under s608(1)(a) of the Corporations Act	1,981,520 ordinary shares
TGO Trust 2	Relevant interest under s608(1)(a) of the Corporations Act	2,972,281 ordinary shares

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
Kingston Trust	Trimantium Capital	Trimantium Capital	5,031,051 ordinary shares
Kingston Trust	TC Trust 7	TC Trust 7	14,861,404 ordinary shares
Trimantium Capital	TGO Trust 1	TGO Trust 1	1,981,520 ordinary shares
Trimantium Capital	TGO Trust 2	TGO Trust 2	2,972,281 ordinary shares

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	
Phillip James Kingston	14 August 2017	Nil	Nil	24,846,256 ordinary shares
Kingston Trust	14 August 2017	Nil	Nil	24,846,256 ordinary shares
Trimantium Capital	15 March 2018	\$77,250	Nil	77,250 ordinary shares
Trimantium Capital	14 August 2017	\$14.80	Nil	4,953,801 ordinary shares
TC Trust 7	16 October 2017	\$78.90	Nil	14,861,404 ordinary shares
TGO Trust 1	16 October 2017	\$10.52	Nil	1,981,520 ordinary shares
TGO Trust 2	16 October 2017	\$15.78	Nil	2,972,281 ordinary shares

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
Phillip James Kingston	Phillip James Kingston and Kingston Trust are associates by virtue of section 12(2) of the Corporations Act.
Kingston Trust	Kingston Trust and Phillip James Kingston are associates by virtue of section 12(2) of the Corporations Act. Kingston Trust and Trimantium Capital are associates by virtue of section 12(2) of the Corporations Act. Kingston Trust and TC Trust 7 are associates by virtue of section 12(2) of the Corporations Act.
Trimantium Capital	Trimantium Capital and Kingston Trust are associates by virtue of

	section 12(2) of the Corporations Act.
TC Trust 7	TC Trust 7 and Kingston Trust are associates by virtue of section 12(2) of the Corporations Act.

7. Addresses

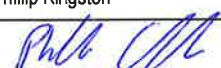
The addresses of persons named in this form are as follows:

Name	Address
Phillip James Kingston	Unit 4, 36-44 Drummond Street, Carlton VIC 3053
Kingston Trust	Unit 4, 36-44 Drummond Street, Carlton VIC 3053
Trimantium Capital	Level 9, 287-293 Collins Street, Melbourne VIC 3000
TC Trust 7	Level 9, 287-293 Collins Street, Melbourne VIC 3000
TGO Trust 1	Level 9, 287-293 Collins Street, Melbourne VIC 3000
TGO Trust 2	Level 9, 287-293 Collins Street, Melbourne VIC 3000

Signature

print name Phillip Kingston

sign here



date 16 / 3 / 2018

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 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 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 body corporate 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 (eg 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.