

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of 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")
TRIMANTIUM LIMITED (COMPANY REGISTERED IN HONG KONG)
TRIMANTIUM CT PTY LTD (ACN 630 689 459) 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) _____

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

18 / 03 / 2019

The previous notice was given to the company on

28 / 08 / 2018

The previous notice was dated

28 / 08 / 2018

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	24,846,256	22.48%	25,755,256	18.52%

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
10/12 – 14/12/2018	Trimantium Limited	Off-market trade	\$600,000	600,000 ordinary shares	600,000
18/03/2019	IC Trust 7	Off-market trade	\$1,519,378	1,519,378 ordinary shares	1,519,378
18/03/2019	Trimantium Capital	Off-market trade	(\$1,519,378)	(1,519,378 ordinary shares)	(1,519,378)
18/03/2019	Trimantium Capital	New ordinary shares issued upon conversion of 50% of Convertible Redeemable Preference Shares	Nil	309,000 ordinary shares	309,000

18/03/2019	Phillip James Kingston	Voting power reduced following TGO's issue of 25,975,341 ordinary shares on 18/03/2019	Nil	25,755,256 ordinary shares	25,755,256
18/03/2019	Kingston Trust	Voting power reduced following TGO's issue of 25,975,341 ordinary shares on 18/03/2019	Nil	25,755,256 ordinary shares	25,755,256
18/03/2019	Trimantium Capital	Voting power reduced following TGO's issue of 25,975,341 ordinary shares on 18/03/2019	Nil	4,953,801 ordinary shares	4,953,801
18/03/2019	Trimantium Capital	Voting power reduced following TGO's issue of 25,975,341 ordinary shares on 18/03/2019	Nil	3,820,673 ordinary shares	3,820,673
18/03/2019	Trimantium Limited	Voting power reduced following TGO's issue of 25,975,341 ordinary shares on 18/03/2019	Nil	600,000 ordinary shares	600,000
18/03/2019	TC Trust 7	Voting power reduced following TGO's issue of 25,975,341 ordinary shares on 18/03/2019	Nil	16,380,782 ordinary shares	16,380,782
18/03/2019	TGO Trust 1	Voting power reduced following TGO's issue of 25,975,341 ordinary shares on 18/03/2019	Nil	1,981,520 ordinary shares	1,981,520
18/03/2019	TGO Trust 2	Voting power reduced following TGO's issue of 25,975,341 ordinary shares on 18/03/2019	Nil	2,972,281 ordinary shares	2,972,281

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
Kingston Trust	Trimantium Capital	Trimantium Capital	Relevant interest under s608(3) of the Corporations Act 2001 (Cth) ("Corporations Act") through Mr Kingston's control of the Kingston Trust	3,820,673 ordinary shares	3,820,673
Kingston Trust	TC Trust 7	TC Trust 7	Relevant interest under s608(3) of the Corporations Act through Mr Kingston's control of the Kingston Trust	16,380,782 ordinary shares	16,380,782
Trimantium Limited	Trimantium Limited	Trimantium Limited	Relevant interest under s608(3) of the Corporations Act	600,000 ordinary shares	600,000
Trimantium Capital	TGO Trust 1	TGO Trust 1	Relevant interest under s608(1)(a) of the Corporations Act	1,981,520 ordinary shares	1,981,520
Trimantium Capital	TGO Trust 2	TGO Trust 2	Relevant interest under s608(1)(a) of the Corporations Act	2,972,281 ordinary shares	2,972,281

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
Trimantium Limited	Trimantium Limited is an associate by virtue of section 12(2) of the Corporations Act.

6. Addresses

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

Name	Address
Phillip James Kingston	Level 9, 287-293 Collins Street, Melbourne VIC 3000
Kingston Trust	Level 9, 287-293 Collins Street, Melbourne VIC 3000
Trimantium Capital	Level 9, 287-293 Collins Street, Melbourne VIC 3000
Trimantium Limited	20th Floor, Central Tower, 28 Queen's Road, Central, Hong Kong
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 18 / 03 / 2019

