

Form 603

Corporations Act 2001 Section 671B

Notice of initial substantial holder

To: Company Name/Scheme Benjamin Hornigold Limited (**BHD**)
ACN 614 854 045

1. Details of substantial holder (1)

Name GM Enterprises Australia Pty Ltd ACN 066 912 427 ATF GTM Super Fund and Victor John Plummer (the **Requisitioning Shareholders**), Jonathan Allan Dixon, Wendy Lynn Cowan and Susan Jean Dixon ATF Dixon Super Fund ABN 86 601 081 997, Miller Wealth Management Pty Ltd ACN 149 470 824, Acade Pty Ltd (trading as Dixon Financial Group) ACN 009 227 427, Inspired Asset Management Pty Ltd ACN 153 490 307, Tony Bennett, Gary Desmond Miller, Susan Jean Dixon, Wendy Lynn Cowen and Jonathan Allan Dixon (together, the **Substantial Holders**).

ACN/ARSN (if applicable) As above

The holder became a substantial holder on 20 March 2019

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)
Fully paid ordinary shares	1,748,337	1,748,337	7.238%

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
Jonathan Allan Dixon, Wendy Lynn Cowan and Susan Jean Dixon ATF Dixon Super Fund ABN 86 601 081 997 (Dixon Trustee) and Jonathan Allan Dixon, Wendy Lynn Cowan and Susan Jean Dixon	Dixon Trustee is the registered holder of 39,000 fully paid ordinary shares and therefore has a relevant interest in those shares under s 608(1) of the Corporations Act 2001 (Cth) (Corporations Act). Wendy Lynn Cowan, Susan Jean Dixon and Jonathan Allan Dixon jointly control Dixon Trustee and therefore each have a relevant interest in the same shares under s 608(3) of the Corporations Act.	39,000 fully paid ordinary shares
GM Enterprises Australia Pty Ltd ATF GTM Super Fund (GTM Trustee) and Gary Desmond Miller	GTM Trustee is the registered holder of 56,699 fully paid ordinary shares and so has a relevant interest in those shares under s 608(1) of the Corporations Act. Gary Desmond Miller controls GTM Trustee and therefore has a relevant interest in the same shares under s 608(3) of the Corporations Act.	56,699 fully paid ordinary shares
Victor John Plummer	Registered holder of 1,239,807 fully paid ordinary shares and therefore has a relevant interest in those shares under s 608(1) of the Corporations Act.	1,239,807 fully paid ordinary shares
Inspired Asset Management Pty Ltd (Inspired)	Inspired has the power to exercise, or control the exercise of, a right to vote attached to 412,831 fully paid ordinary shares under arrangements under which Inspired has been appointed investment manager and therefore has a relevant interest in those shares under s 608(1) of the Corporations Act.	412,831 fully paid ordinary shares
Each Substantial Holder	Each Substantial Holder has a relevant interest in the shares in which each other Substantial Holder has a relevant interest because they are party to an understanding that the Substantial Holders will vote those shares in favour of the resolutions proposed to be put to a meeting of shareholders of BHD under section 249F of the Corporations Act.	1,748,337 fully paid 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
Dixon Trustee	Dixon Trustee	Dixon Trustee	39,000 fully paid ordinary shares
GTM Trustee	GTM Trustee	GTM Trustee	56,699 fully paid ordinary shares
Victor John Plummer	Victor John Plummer	Victor John Plummer	1,239,807 fully paid ordinary shares
Inspired Asset Management Pty Ltd	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited ACN 003 094 568	334,099 fully paid ordinary shares
Inspired Asset Management Pty Ltd	Fetrona Pty Ltd	Fetrona Pty Ltd ATF Fields Superannuation Fund ABN 57 195 133 725	78,732 fully paid 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	
N/A	N/A	N/A	N/A	N/A

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
The Requisitioning Shareholders, Miller Wealth Management Pty Ltd, Acade Pty Ltd (trading as Dixon Financial Group), Inspired Management Pty Ltd, Jonathan Allan Dixon, Wendy Lynn Cowan and Susan Jean Dixon ATF Dixon Super Fund, Tony Bennett, Gary Desmond Miller and Jonathan Allan Dixon, Susan Jean Dixon and Wendy Lynn Cowan.	<p>Associates by nature of discussions held considering the board composition of BHD with the intent of calling a meeting of shareholders of BHD under section 249F of the Corporations Act.</p> <p>A copy of a notice given to BHD by the Requisitioning Shareholders in respect of the calling of such a meeting on 20 March 2019 is attached as Annexure A.</p>

7. Addresses

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

Name	Address
Jonathan Allan Dixon, Wendy Lynn Cowan and Susan Jean Dixon ATF Dixon Super Fund	PO Box 291, Bunbury WA 6231
GM Enterprises Australia Pty Ltd ATF GTM Super Fund	PO Box 3035, Bribie Island QLD 4507
Victor John Plummer	6/24 Flood Street, Bondi NSW 2026
Miller Wealth Management Pty Ltd ACN 149 470 824	PO Box 3035, Bribie Island QLD 4507
Acade Pty Ltd (trading as Dixon Financial Group) ACN 009 227 427	PO Box 291, Bunbury WA 6231
Inspired Asset Management Pty Ltd ACN 153 490 307	PO Box 7618, Baulkham Hills BC NSW 2153
Tony Bennett	PO Box 7618, Baulkham Hills BC NSW 2153
Jonathan Allan Dixon	PO Box 291, Bunbury WA 6231
Susan Jean Dixon	PO Box 291, Bunbury WA 6231
Wendy Lynn Cowan	PO Box 291, Bunbury WA 6231
Gary Desmond Miller	PO Box 3035, Bribie Island QLD 4507

Signature

print name

capacity Authorized Signatory

sign here

JONATHAN DIXON

DIRECTOR / TRUSTEE

date

21.3.2019


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 the 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.

Annexure A

This is annexure A of 4 pages (including this page) referred to in Form 603 "Notice of initial substantial holder".

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right, positioned above a horizontal line.


Name:

Date: 21/03/2019

Notice of intention to call general meeting and move resolutions to remove directors

under sections 249F and 203D(2) of the *Corporations Act 2001 (Cth)*

To: The Directors
Benjamin Hornigold Limited
ACN 614 854 045
Level 9
123 Eagle Street
Brisbane City QLD 4000

 GM Enterprises Australia Pty Ltd ACN 066 912 427 ATF GTM Super Fund and Victor John Plummer, (the **Requisitioners**) are registered shareholders who collectively hold at least 5% of the votes that may be cast at a general meeting of Benjamin Hornigold Limited ACN 614 854 045 (the **Company**).

In accordance with section 203D(2) of the *Corporations Act 2001 (Cth)* (**Act**), the Requisitioners give notice that they intend to move resolutions 4, 5 and 6, as stated below.

Further, the Requisitioners propose to call, and arrange to hold, a general meeting of the Company under section 249F of the Act (**General Meeting**) for the purpose of considering and, if thought fit, passing the following resolutions:

1. "That subject to the passing of Resolution 2, Mr Michael Xavier Glennon, having consented to act, be appointed as a director of Benjamin Hornigold Limited with immediate effect."
2. "That subject to the passing of Resolution 1, Mr Gary Desmond Miller, having consented to act, be appointed as a director of Benjamin Hornigold Limited with immediate effect."
3. "That subject to the passing of Resolutions 1 and 2, Mr Jonathan Allan Dixon, having consented to act, be appointed as a director of Benjamin Hornigold Limited with immediate effect."
4. "That, in accordance with the Constitution of Benjamin Hornigold Limited, Mr Stuart McAuliffe be removed as a director of Benjamin Hornigold Limited with immediate effect."
5. "That, in accordance with the Constitution of Benjamin Hornigold Limited, Mr Bryan Raymond Cook be removed as a director of Benjamin Hornigold Limited with immediate effect."
6. "That, in accordance with the Constitution of Benjamin Hornigold Limited, Mr Peter Ardoom be removed as a director of Benjamin Hornigold Limited with immediate effect."
7. "That subject to the passing of Resolutions 1, 2 and 3, any person appointed as a director of Benjamin Hornigold Limited between 21 March 2019 and the end of this general meeting (other than Mr Michael Xavier Glennon, Mr Gary Desmond Miller and Mr Jonathan Allan Dixon) be removed as a director of Benjamin Hornigold Limited with immediate effect."

Dated 21 March 2019



Executed by GM Enterprises Australia)
Pty Ltd ACN 066 912 427 ATF GTM)
Super Fund

.....
Director

SOLE

[Handwritten Signature]
.....
Director/Secretary

.....
Name of Director (print)

GARY MILLER
.....
Name of Director/Secretary

Executed by Victor John Plummer)
)

.....
Witness

.....
Name of Witness (print)



Executed by GM Enterprises Australia)
Pty Ltd ACN 066 912 427 ATF GTM)
Super Fund

.....
Director

.....
Director/Secretary

.....
Name of Director (print)

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Name of Director/Secretary

Executed by Victor John Plummer)

.....
Witness

.....
Name of Witness (print)

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John Plummer

.....
Greg Plummer

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GREGORY ROSS PLUMMER