



ASX Release

28 August 2019

Appendix 3Y and Form 604

Attached are the following notices for each of Stuart Brown and Robin Tedder (each a director of BlackWall Limited):

- Change of Director's Interest Notice (Appendix 3Y); and
- Notice of Change of Interests of Substantial Holder (Form 604).

The Company wishes to clarify that these changes in relevant interest did not result from a direct disposal of shares, but rather as a result of Stuart and Robin ceasing to have a relevant interest in another BlackWall Limited shareholder. The change of ownership in the shareholder entity occurred as part of a broader corporate restructure in preparation for the demerger of the WOTSO business from BlackWall Limited.

For further information please contact:

Tim Brown (tbrown@blackwall.com.au) & Jess Glew (jglew@blackwall.com.au)
Joint Managing Directors

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity: BlackWall Limited
ABN: 37 146 935 131

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Stuart Brown
Date of last notice	16 July 2019

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Bin24 Business Advisors Pty Limited (Relevant interest >20% in registered holder).
Date of change	26 August 2019
No. of securities held prior to change	5,689,038
Class	Ordinary Shares
Number acquired	0
Number disposed	1,075,000
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	N/A
No. of securities held after change	4,614,038
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Ceasing to have relevant interest in registered holder (Bin24 Business Advisors Pty Limited).

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Not Applicable
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity: BlackWall Limited
ABN: 37 146 935 131

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Robin John Tedder
Date of last notice	16 July 2019

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Bin24 Business Advisors Pty Limited (relevant interest >20% in registered holder)
Date of change	26 August 2019
No. of securities held prior to change	9,237,424
Class	Ordinary Shares
Number acquired	Nil
Number disposed	1,075,000
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	N/A
No. of securities held after change	8,162,424
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Ceasing to have relevant interest in registered holder (Bin24 Business Advisors Pty Limited).

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Not Applicable
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme

BlackWall Limited

ACN/ARSN

146 935 131**1. Details of substantial holder (1)**

Name

Stuart Brown

ACN/ARSN (if applicable)

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

26/08/19

The previous notice was given to the company on

26/06/18

The previous notice was dated

26/06/18**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)
ORD SHARES	5,181,458	8.68%	4,614,038	7.31%

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
See Annexure A					

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
See Annexure B					

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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
NA	

6. Addresses

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

Name	Address
Stuart Brown	72 Ocean Street, Bondi NSW 2026

Signature

print name **Stuart Brown**

capacity **Director**

sign here



date **28/08/2019**

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 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

This is Annexure A of 1 page referred to in Form 604:

"Notice of change of interests of substantial holder" dated 28 August 2019



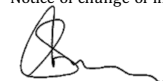
Stuart Brown

Date	Person whose relative interest changed	Nature of Change	Class and Number of securities affected		Consideration given in	Person's votes affected
28/06/19	Frogstorm Pty Ltd <The Bossanova Superfund A/C>	Exercise of Options	420,000	ORD	\$ 252,000.00	420,000
28/06/19	Frogstorm Pty Ltd <Rockahula A/C>	Exercise of Options	80,000	ORD	\$ 48,000.00	80,000
25/06/19	Bin24 Business Advisors Pty Limited	On Market Trade	677	ORD	\$ 592.00	677
3/07/19	Bin24 Business Advisors Pty Limited	On Market Trade	5,528	ORD	\$ 4,754.00	5,528
12/07/19	Bin24 Business Advisors Pty Limited	On Market Trade	1,375	ORD	\$ 1,183.00	1,375
26/08/19	Stuart Brown	Ceasing to have relevant interest in registered holder (Bin24 Business Advisors Pty Limited)	(1,075,000)	ORD	N/A	(1,075,000)
TOTAL			-567,420	ORD	\$ 306,529.00	-567,420

ANNEXURE B

This is Annexure B of 1 page referred to in Form 604:

"Notice of change of interests of substantial holder" dated 28 August 2019



Stuart Brown

Holder of relevant interest	Registered Holder	Person Entitled to be registered holder	Nature of relevant interest	Balance	Class	Votes
Stuart Brown	Frogstorm Pty Ltd <The Bossanova Superfund A/C>	Frogstorm Pty Ltd <The Bossanova Superfund A/C>	Control	708,338	ORD	708,338
Stuart Brown	Frogstorm Pty Ltd <Rockahula A/C>	Frogstorm Pty Ltd <Rockahula A/C>	Control	3,900,000	ORD	3,900,000
Stuart Brown	Mr Stuart Ernest Nicholas Brown <Milla Brown A/C>	Mr Stuart Ernest Nicholas Brown <Milla Brown A/C>	Trustee	2,850	ORD	2,850
Stuart Brown	Mr Stuart Ernest Nicholas Brown <Otto Brown A/C>	Mr Stuart Ernest Nicholas Brown <Otto Brown A/C>	Trustee	2,850	ORD	2,850
TOTAL				4,614,038	ORD	4,614,038

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme BLACKWALL LIMITED

ACN/ARSN 146 935 131

1. Details of substantial holder (1)

Name ROBIN TEDDER

ACN/ARSN (if applicable) _____

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

26 / 08 / 19

The previous notice was given to the company on

10 / 07 / 16

The previous notice was dated

10 / 07 / 16

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 of scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORD	8,739,180	14.80%	8,162,424	12.93%

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 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
SEE ANNEXURE A					

4. Present relevant interest

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
SEE ANNEXURE B					

6. 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
NA	

7. Addresses

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

Name	Address
Robin Tedder	11 Kardinia Road Mosman NSW 2088

Signature

print name ROBIN TEDDER

capacity

sign here



date 28 / 08 / 19

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant issues (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 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, 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is Annexure A of 1 page referred to in Form 604:

"Notice of change of interests of substantial holder" dated 28 August 2019



Robin Tedder

Date	Person whose relative interest changed	Nature of Change	Class and Number of securities affected		Consideration given in	Person's votes affected
10/05/17	Vintage Capital Pty Limited	off-market-trade	163,755	ORD	\$ 188,318.00	163,755
10/05/17	Koonta Pty Ltd <Koonta Super Fund A/C>	off-market-trade	52,283	ORD	\$ 60,125.00	52,283
10/05/17	Rayblake Pty Ltd	off-market-trade	4,121	ORD	\$ 4,739.00	4,121
21/02/18	Vintage Capital Pty Limited	on market trade	22,445	ORD	\$ 21,996.00	22,445
22/02/18	Koonta Pty Ltd <Koonta Super Fund A/C>	on market trade	8,431	ORD	\$ 8,093.76	8,431
11/05/18	Koonta Pty Ltd <Tedder Family A/C>	on market trade	10,000	ORD	\$ 9,900.00	10,000
29/05/18	Vintage Capital Pty Limited	on market trade	1,516	ORD	\$ 1,410.00	1,516
4/06/18	Vintage Capital Pty Limited	on market trade	3,484	ORD	\$ 3,240.00	3,484
25/06/18	Vintage Capital Pty Limited	on market trade	26,189	ORD	\$ 23,832.00	26,189
26/06/18	Vintage Capital Pty Limited	on market trade	1	ORD	\$ 1.00	1
27/06/18	Vintage Capital Pty Limited	on market trade	392	ORD	\$ 357.00	392
3/07/18	Vintage Capital Pty Limited	on market trade	340	ORD	\$ 309.00	340
4/07/18	Koonta Pty Ltd <Tedder Family A/C>	off market trade	2,000	ORD	\$ 2,000.00	2,000
4/07/18	Vintage Capital Pty Limited	on market trade	4,000	ORD	\$ 3,640.00	4,000
31/08/18	Vintage Capital Pty Limited	on market trade	98,756	ORD	\$ 88,888.00	98,756
31/08/18	Koonta Pty Ltd <Koonta Super Fund A/C>	on market trade	92,951	ORD	\$ 84,585.00	92,951
25/06/19	Bin24 Business Advisors Pty Limited	On market trade	677	ORD	\$ 592.00	677
3/07/19	Bin24 Business Advisors Pty Limited	on market trade	5,528	ORD	\$ 4,754.00	5,528
12/07/19	Bin24 Business Advisors Pty Limited	on market trade	1,375	ORD	\$ 1,183.00	1,375
26/08/19	Robin Tedder	ceasing to have relevant interest in registered holder (Bin24 Business Advisors Pty Limited)	(1,075,000)	ORD	N/A	(1,075,000)
TOTAL			-576,756	ORD	\$507,962.76	-576,756

This is Annexure B of 1 page referred to in Form 604:

"Notice of change of interests of substantial holder" dated 28 August 2019



Robin Tedder

Holder of relevant interest	Registered Holder	Person Entitled to be registered holder	Nature of relevant interest	Balance	Class	Votes
Robin Tedder	Vintage Capital Pty Limited	Vintage Capital Pty Limited	Director and holds an interest in the shares of the company	5,734,678	ORD	5,734,678
Robin Tedder	Koonta Pty Ltd <Koonta Super Fund Account>	Koonta Pty Ltd <Koonta Super Fund Account>	Director of the trustee and beneficiary of the superfund	2,401,625	ORD	2,401,625
Robin Tedder	Koonta Pty Ltd <Tedder Family A/C>	Koonta Pty Ltd <Koonta PL Super Fund A/C>	Director of the trustee and beneficiary of the superfund	12,000	ORD	12,000
Robin Tedder	Mr Robin John Tedder <Alexander William Tedder A/C>	Mr Robin John Tedder <Alexander William Tedder A/C>	Trustee and holds an interest in the units of the trust	10,000	ORD	10,000
Robin Tedder	Rayblake Pty Ltd	Rayblake Pty Ltd	Director and holds an interest in the shares of the company	4,121	ORD	4,121
TOTAL				8,162,424	ORD	8,162,424