604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

o Company Name/Scheme	OTHERLEVELS HOLDINGS LIMITED
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ACN/ARSN 603 987 266

1. Details of substantial holder(1)

Name BRIAN ARNOLD MITCHELL

ACN/ARSN (if applicable)

There was a change in the interests of the

substantial holder on 01/05/2020

The previous notice was given to the company

on '

28/08/2015

The previous notice was dated 21/08/2015

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	13,685,176	8.66%	126,129,227	22.24%

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 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
Refer to attached summary	Refer to attached summary	Refer to attached summary	Refer to attached summary	Refer to attached summary	Refer to attached summary

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
Refer to attached summary	Refer to attached summary	Refer to attached summary	Refer to attached summary	Refer to attached summary	Refer to attached summary

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
N/A	N/A

6. Addresses

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

Name	Address
MT Partners Pty Ltd	C/- Brian Mitchell – Tower 2, Darling Park, Level 16, 201 Sussex Street, Sydney, NSW, 2000
Catch 88 Pty Ltd	C/- Brian Mitchell – Tower 2, Darling Park, Level 16, 201 Sussex Street, Sydney, NSW, 2000

Signature	print name	Brian Arnold Mitchell	capacity Director & Shareholder
	sign here	BAMulan	date 7 May 2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 (e.g. 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.

Date of transaction	Description	MT Partners Pty Ltd	Catch 88 Pty Ltd	Total	Consideration (last 4 months)	Cumulative Total	OLV ordinary shares	% of OLV ordinary shares
08-Apr-15	Form 603 - Initial Notice	8,228,148	5,387,028	13,615,176		13,615,176	157,512,048	8.64%
21-Aug-15	On-market trade		70,000	70,000		13,685,176	158,012,048	8.66%
18-Mar-16	Issue from Entitlement Offer	1,966,667	1,819,010	3,785,677		17,470,853	188,054,457	9.29%
07-Mar-17	On-market trade		115,000	115,000		17,585,853	224,661,600	7.83%
08-May-17	On-market trade		68,000	68,000		17,653,853	224,661,600	7.86%
11-May-17	On-market trade		15,000	15,000		17,668,853	224,661,600	7.86%
09-Nov-17	On-market trade	300,000	15,000	315,000		17,983,853	224,661,600	8.00%
05-Dec-17	On-market trade		232,531	232,531		18,216,384	224,661,600	8.11%
16-Jan-19	Exercise of options	3,750,000		3,750,000		21,966,384	286,841,400	7.66%
01-May-20	Issue from Entitlement Offer	96,441,273	7,721,570	104,162,843	\$ 520,814.22	126,129,227	567,069,094	22.24%
		110,686,088	15,443,139	126,129,227				