

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Halo Technologies Holdings LtdACN/ARSN 645 531 219**1. Details of substantial holder (1)**Name Matthew Roberts

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 26/04/2022**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 ("Shares") | 50,409,335 | 50,409,335 | 38.92% |
| | | | |

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 |
|-----------------------------|---------------------------------|--------------------------------|
| Refer to Annexure A | | |
| | | |

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 |
|-----------------------------|---------------------------------|--|--------------------------------|
| Refer to Annexure A | | | |
| | | | |

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 | |
| Refer to Annexure 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 |
|-----------------------------------|-----------------------|
| Refer to Annexure A | |
| | |

7. Addresses

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

| Name | Address |
|---------------------|---------|
| Refer to Annexure A | |
| | |

Signature

print name **Matthew Roberts**

capacity **Managing Director**

sign here



date **28/04/2022**

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.

ANNEXURE A

HALO TECHNOLOGIES HOLDINGS LTD (ACN 645 531 219)

This is Annexure A of two (2) pages referred to in Form 603 (Notice of Initial Substantial Holder) released by Halo Technologies Holdings Ltd (ACN 645 531 219).

ITEM 3 DETAILS OF RELEVANT INTERESTS

| Holder of relevant interest | Nature of relevant interest ⁽⁷⁾ | Class and number of securities |
|--|--|--------------------------------|
| Matthew Roberts Holdings Pty Ltd ACN 623 814 004 ATF MR FAMILY TRUST | Relevant interest arises under s 608(1)(a) of the Corporations Act | 49,791,667 Shares |
| NG2 Holdings Ltd | Relevant interest arises under s 608(1)(a) of the Corporations Act | 617,668 Shares |

ITEM 4 DETAILS OF PRESENT REGISTERED HOLDERS

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder ⁽⁸⁾ | Class and number of securities |
|--|--|--|--------------------------------|
| Matthew Roberts Holdings Pty Ltd ACN 623 814 004 ATF MR FAMILY TRUST | Matthew Roberts Holdings Pty Ltd ACN 623 814 004 ATF MR FAMILY TRUST | Matthew Roberts Holdings Pty Ltd ACN 623 814 004 ATF MR FAMILY TRUST | 49,791,667 Shares |
| NG2 Holdings Ltd | NG2 Holdings Ltd | NG2 Holdings Ltd | 617,668 Shares |

ITEM 5 CONSIDERATION

| Name | Date of acquisition | Consideration | | Class and number of securities |
|--|---------------------|---------------|--|--------------------------------|
| | | Cash | Non-Cash | |
| Matthew Roberts Holdings Pty Ltd ACN 623 814 004 ATF MR FAMILY TRUST | 1 July 2021 | Nil | Non-cash issue of Shares in connection with a re-structure of the Company. | 51,000 Shares |
| | 13 January 2022 | Nil | Non-cash issue of Shares in connection with a re-structure of the Company. | 51,000 Shares |
| <p>*On 15 February 2022 the Company completed a "Share-Split", following which Matthew Roberts Holdings Pty Ltd ACN 623 814 004 ATF MR FAMILY TRUST held 53,125,000 Shares.</p> <p>On 4 April 2022 Matthew Roberts Holdings Pty Ltd ACN 623 814 004 ATF MR FAMILY TRUST sold 3,333,333 Shares to various parties as part of a sell-down offer which was made under the prospectus released by the Company on 28 February 2022 as supplemented by the supplementary prospectus released on 14 March 2022.</p> | | | | |

| Name | Date of acquisition | Consideration | | Class and number of securities |
|------------------|---------------------|---------------|--|--------------------------------|
| | | Cash | Non-Cash | |
| NG2 Holdings Ltd | 4 April 2022 | Nil | Non-cash consideration pursuant to an in-specie distribution by Amalgamated Australian Investment Group Limited. | 617,668 Shares |

ITEM 6 ASSOCIATES

| Name | Nature of association |
|--|--|
| Matthew Roberts Holdings Pty Ltd ACN 623 814 004 ATF MR FAMILY TRUST | This entity is controlled by Matthew Roberts |
| NG2 Holdings Ltd | This entity is controlled by Matthew Roberts |

ITEM 7 ADDRESSES

| Name | Address |
|--|---|
| Matthew Roberts Holdings Pty Ltd ACN 623 814 004 ATF MR FAMILY TRUST | Level 40, 2-26 Park Street, Sydney NSW 2000 |
| NG2 Holdings Ltd | Level 40, 2-26 Park Street, Sydney NSW 2000 |

Signature

print name

MATTHEW ROBERTS

capacity

DIRECTOR

sign here



Date

28/04/2022