

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme MotorCycle Holdings Limited

ACN/ARSN ACN 150 386 995

**1. Details of substantial holder (1)**

Name MRP Mojo Co Pty Ltd ACN 651 541 589, MRP Mojo Motorcycles Pty Ltd ACN 169 812 855, Let the Good Times Roll Pty Ltd ACN 115 038 723, MRP Investments Pty Ltd ACN 144 846 239 and Michael Ross Poynton

ACN/ARSN (if applicable) As above

The holder became a substantial holder on 31 / 10 / 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 had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's votes	Voting power
Fully paid ordinary shares	5,795,711	5,795,711	7.91%

**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
MRP Mojo Motorcycles Pty Ltd ACN 169 812 855	Relevant interest arises, in respect of 5,769,500 shares, under section 608(1)(a) of the Corporations Act. MRP Mojo Motorcycles Pty Ltd is the registered and beneficial owner of 5,769,500 shares.  Relevant interest arises, in respect of 26,211 shares, under section 608(3)(a). MRP Mojo Motorcycles Pty Ltd is a related body corporate (and an associate) of the registered holder of those shares, being MRP Investments Pty Ltd.	5,795,711 fully paid ordinary shares
MRP Mojo Co Pty Ltd ACN 651 541 589	Relevant interest arises under section 608(1)(b) and (c) of the Corporations Act.  MRP Mojo Co Pty Ltd ACN 651 541 589 is the sole shareholder of MRP Mojo Motorcycles Pty Ltd and has the capacity to control voting and disposal decisions in respect of the 5,769,500 fully paid ordinary shares held by MRP Mojo Motorcycles Pty Ltd.  MRP Mojo Co Pty Ltd is the sole shareholder of Let the Good Times Roll Pty Ltd which, in turn, is the sole shareholder of MRP Investments Pty Ltd and, accordingly, has the capacity to control voting and disposal decisions in respect of the 26,211 fully paid ordinary shares held by MRP Investments Pty Ltd.	5,795,711 fully paid ordinary shares

Let the Good Times Roll Pty Ltd ACN 115 038 723	Relevant interest arises, in respect of 5,769,500 shares, under section 608(3)(a). Let the Good Times Roll Pty Ltd is a related body corporate (and an associate) of the registered holder of those shares, being MRP Mojo Motorcycles Pty Ltd.  Relevant interest arises, in respect of 26,211 shares, under section 608(1)(b) and (c) of the Corporations Act. Let the Good Times Roll Pty Ltd is the sole shareholder of the registered and beneficial owner of 26,211 shares, being MRP Investments Pty Ltd.	5,795,711 fully paid ordinary shares
MRP Investments Pty Ltd ACN 144 846 239	Relevant interest arises, in respect of 26,211 shares, under section 608(1)(a) of the Corporations Act. MRP Investments Pty Ltd is the registered and beneficial owner of 26,211 shares.  Relevant interest arises, in respect of 5,769,500 shares, under section 608(3)(a). MRP Investments Pty Ltd is a related body corporate (and an associate) of the registered holder of those shares, being MRP Mojo Motorcycles Pty Ltd.	5,795,711 fully paid ordinary shares
Michael Ross Poynton	Relevant interest arises under section 608(1)(b) and (c) of the Corporations Act as well as under section 608(3)(b) of the Corporations Act Michael Ross Poynton is the sole director of both MRP Mojo Motorcycles Pty Ltd, MRP Mojo Co Pty Ltd, Let the Good Times Roll Pty Ltd and MRP Investments Pty Ltd, and has the capacity to control voting and disposal decisions in respect of the 5,795,711 fully paid ordinary shares held by MRP Mojo Motorcycles Pty Ltd and MRP Investments Pty Ltd.	5,795,711 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
All substantial shareholders the subject of this notice	MRP Mojo Motorcycles Pty Ltd ACN 169 812 855	MRP Mojo Motorcycles Pty Ltd ACN 169 812 855	5,769,500 fully paid ordinary shares
All substantial shareholders the subject of this notice	MRP Investments Pty Ltd ACN 144 846 239	MRP Investments Pty Ltd ACN 144 846 239	26,211 fully paid ordinary shares

#### 5. Consideration

The consideration for the acquisition of the 5,769,500 fully paid ordinary shares is as set out under the share sale deed dated on or about 23 September 2022 pursuant to which, among other things, Motorcycle Holdings Operations Pty Ltd (being a wholly owned subsidiary of MotorCycle Holdings Limited) agreed to Issue 5,769,500 fully paid ordinary shares to MRP Mojo Motorcycles Pty Ltd ACN 169 812 855 in part consideration for the acquisition of all of the issued shares in Mojo Motorcycles Pty Ltd ACN 169 825 352 and Mojo Electric Vehicles Pty Ltd ACN 647 073 238.

The further 26,211 fully paid ordinary shares registered in the name of MRP Investments Pty Ltd were acquired on-market between 28 September 2022 and 4 October 2022 for an average acquisition price of \$2.50.

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
MRP Mojo Co Pty Ltd ACN 651 541 589	MRP Mojo Co Pty Ltd is the ultimate shareholding company (and, therefore, a related body corporate and associate) of each of MRP Mojo Motorcycles Pty Ltd ACN 169 812 855, Let the Good Times Roll Pty Ltd ACN 115 038 723 and MRP Investments Pty Ltd ACN 144 846 239.
MRP Mojo Motorcycles Pty Ltd ACN 169 812 855, Let the Good Times Roll Pty Ltd ACN 115 038 723 and MRP Investments Pty Ltd ACN 144 846 239	Each of MRP Mojo Motorcycles Pty Ltd ACN 169 812 855, Let the Good Times Roll Pty Ltd ACN 115 038 723 and MRP Investments Pty Ltd ACN 144 846 239 are subsidiaries of MRP Mojo Co Pty Ltd (and, therefore, are related bodies corporate and associates).
Michael Ross Poynton	Associated with each other substantial shareholder by virtue of section 11(a) of the Corporations Act as a director of such substantial shareholder.

7. Addresses

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

Name	Address
MRP Mojo Co Pty Ltd ACN 651 541 589	C/- Mitchell Wilson, Level 1, 261-271 Wattletree Rd, Malvern VIC 3144
MRP Mojo Motorcycles Pty Ltd ACN 169 812 855	C/- Mitchell Wilson, Level 1, 261-271 Wattletree Rd, Malvern VIC 3144
Let the Good Times Roll Pty Ltd ACN 115 038 723	C/- Mitchell Wilson, Level 1, 261-271 Wattletree Rd, Malvern VIC 3144
MRP Investments Pty Ltd ACN 144 846 239	C/- Mitchell Wilson, Level 1, 261-271 Wattletree Rd, Malvern VIC 3144
Michael Ross Poynton	C/- Mitchell Wilson, Level 1, 261-271 Wattletree Rd, Malvern VIC 3144

Signature

print name	Michael Poynton	capacity	Personal / Director
sign here		date	02/11/2022

## 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, moneys 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.