

Form604

Corporations Act 2001

Section 671B

Notice of charge of interests of substantial holder

To Company Name/Scheme SPACETALK LTD. (ASX:SPA)

ACN/ARSN ~~ACN 091 351 530~~**1. Details of substantial holder(1)**

Name Paula Fortunatow (<I-Bank>), Paula & Mark Fortunatow (<Fortunatow Family Trust>), Paula Fortunatow (<AM & JM Trust>), I-Holdings Pty Ltd (<Fortunatow Family Super Fund>)

ACN/ARSN (if applicable) N/A, N/A, N/A and 086 812 311, respectively.

There was a change in the interests of the substantial holder on 27/01/2023

The previous notice was given to the company on 04/07/2022

The previous notice was dated 04/07/2022

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	18,862,800	8.67%	17,549,800	6.85% *

*The % Voting power is based on the company issuing 38,353,590 shares on the 29th of December 2022 increasing the total number shares on issue to 256,199,339.

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
Refer to 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
Paula Fortunatow (<I-Bank>)	Paula Fortunatow	Paula Fortunatow (<I-Bank>)	Direct	517,310 FPO	517,310
Paula & Mark Fortunatow (<Fortunatow Family Trust>)	Paula & Mark Fortunatow	Paula & Mark Fortunatow (<Fortunatow Family Trust>)	Direct	4,285,000 FPO	4,285,000
Paula Fortunatow (<AM & JM Trust>)	Paula Fortunatow	Paula Fortunatow (<AM & JM Trust>)	Direct	6,764,780 FPO	6,764,780
Paula Fortunatow (<AM & JM Trust>)	Paula Fortunatow	Paula Fortunatow (<AM & JM Trust>)	Relevant interest under section 608 of the Corporations Act being a relevant interest arising through being the holder of the securities.	1,250,000 Unlisted Option \$0.70 Exp 30 April 2023	N/A
Paula Fortunatow (<AM & JM Trust>)	Paula Fortunatow	Paula Fortunatow (<AM & JM Trust>)	Relevant interest under section 608 of the Corporations Act being a relevant interest arising through being the holder of the securities.	1,250,000 Unlisted Option \$0.90 Exp 30 April 2023	N/A
I-Holdings Pty Ltd (<Fortunatow Family Super Fund>)	I-Holdings Pty Ltd	I-Holdings Pty Ltd (<Fortunatow Family Super Fund>)	Direct	5,982,170 FPO	5,982,170

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

6. Addresses

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

Name	Address
Paula Fortunatow (<I-Bank>)	SETA 203 Fullarton, Eastwood SA 5063
Paula & Mark Fortunatow (Fortunatow Family Trust)	SETA 203 Fullarton, Eastwood SA 5063
Paula Fortunatow (<AM & JM Trust>)	SETA 203 Fullarton, Eastwood SA 5063
I-Holdings Pty Ltd (<Fortunatow Family Super Fund>)	SETA 203 Fullarton, Eastwood SA 5063

Signature

print name Mark Fortunatow

capacity Director

sign here



date January 31, 2023

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) Included detail 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

Annexure A

Date of Change	Person Whose Relevant Interest Changed	Nature of Change	Consideration	Class & No. of Securities	Person's Votes Effected	Person's Votes %	Total Votes % ¹
29/12/2022	Paula Fortunatow (I-Bank), Paula & Mark Fortunatow (<Fortunatow Family Trust>), Paula Fortunatow (<AM & JM Trust>), I-Holdings Pty Ltd (<Fortunatow Family Super Fund>)	Holding diluted due to the company issuing 38,353,590 shares on the 29 th of December 2022 increasing the total number shares on issue to 256,199,339.					7.36%
27/01/23	Paula Fortunatow (<AM & JM Trust>)	On-market trade	\$41,236	1,313,000 FPO	6,764,780	16.25%	6.85%