

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme **MotorCycle Holdings Limited**ACN/ARSN **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**

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

03/03/2023

The previous notice was given to the company on

02/11/2022

The previous notice was dated

31/10/2022**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)
Fully paid ordinary shares	5,795,711	7.91%	5,910,711	8.07%

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
02/03/2023	All substantial shareholders the subject of this notice	On-market purchase of ordinary shares by MRP Investments Pty Ltd ACN 144 846 239	\$81,124.35	43,851 ordinary shares	43,851 votes
03/03/2023	All substantial shareholders the subject of this notice	On-market purchase of ordinary shares by MRP Investments Pty Ltd ACN 144 846 239	\$103,875.65	56,149 ordinary shares	56,149 votes

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 A					

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
All substantial shareholders the subject of this notice	C/- Mitchell Wilson, Level 1, 261-271 Wattletree Rd, Malvern VIC 3144

Signature

print name **Michael Ross Poynton** capacity **Substantial Holder and Director**

sign here



date **07/03/2023**

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) 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.
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Annexure A – Present Relevant Interests

Holder of relevant interest	Registered holder of securities, person entitled to be registered as holder, and nature of relevant interest	Class and number of securities	Person's votes
MRP Mojo Motorcycles Pty Ltd ACN 169 812 855	<p>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.</p> <p>Relevant interest arises, in respect of 141,211 shares, under section 608(3)(a) of the Corporations Act. 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.</p>	5,910,711 fully paid ordinary shares	5,910,711 votes
MRP Mojo Co Pty Ltd ACN 651 541 589	<p>Relevant interest arises under section 608(1)(b) and (c) of the Corporations Act.</p> <p>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.</p> <p>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 141,211 fully paid ordinary shares held by MRP Investments Pty Ltd.</p>	5,910,711 fully paid ordinary shares	5,910,711 votes
Let the Good Times Roll Pty Ltd ACN 115 038 723	<p>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.</p> <p>Relevant interest arises, in respect of 141,211 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 141,211 shares, being MRP Investments Pty Ltd.</p>	5,910,711 fully paid ordinary shares	5,910,711 votes
MRP Investments Pty Ltd ACN 144 846 239	<p>Relevant interest arises, in respect of 141,211 shares, under section 608(1)(a) of the Corporations Act. MRP Investments Pty Ltd is the registered and beneficial owner of 141,211 shares.</p> <p>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.</p>	5,910,711 fully paid ordinary shares	5,910,711 votes
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 5,910,711 fully paid ordinary shares held by MRP Mojo Motorcycles Pty Ltd and MRP Investments Pty Ltd.	5,910,711 fully paid ordinary shares	5,910,711 votes