

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme IOUpay Limited

ACN/ARSN ACN 091 192 871

1. Details of substantial holder (1)

Name Clee Capital Pty Ltd ACN 637 619 937 (**Clee**); Finran Pty Ltd ACN 664 481 789 (**Finran**); Liquipure Aust Pty Ltd ACN 107 269 803 (**Liquipure**); Rookesbury Pty Ltd ACN 061 932 321 (**Rookesbury**) and First State Pty Ltd ACN 155 959 569 (**First State**)

ACN/ARSN (if applicable) See above

There was a change in the interests of the substantial holder on 28/06/2023

The previous notice was given to the company on 06/03/2023

The previous notice was dated 02/03/2023

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 shares	29,089,095	5.08%	100,615,679	15.67%

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
28/06/2023	Finran	Issue of Shares	\$700,000.00	70,000,000 Ordinary Shares	70,000,000
09/03/2023	Clee	Acquisition of Shares	\$61,063.36	1,526,584 Ordinary Shares	1,526,584

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
Clee	Clee	Clee	Interest under s608(1)(a) of the Corporations Act 2001 (Cth) (Corporations Act) as the holder of the securities	1,626,584 Ordinary Shares	1,626,584
Terrence Clee	Clee	Clee	Same relevant interest in the securities held by Clee by virtue of s608(3) of the Corporations Act	1,626,584 Ordinary Shares	1,626,584

Finran	Finran	Finran	Interest under s608(1)(a) of the Corporations Act as the holder of the securities	93,303,816 Ordinary Shares	93,303,816
Finran Sdn. Bhd. Tom Saban Daler Fayzier	Finran	Finran	Same relevant interest in the securities held by Finran by virtue of s608(3) of the Corporations Act	93,303,816 Ordinary Shares	93,303,816
Liquipure	Liquipure	Liquipure	Interest under s608(1)(a) of the Corporations Act as the holder of the securities	2,130,000 Ordinary Shares	2,130,000
Samier Dandan	Liquipure	Liquipure	Same relevant interest in the securities held by Liquipure by virtue of s608(3) of the Corporations Act	2,130,000 Ordinary Shares	2,130,000
Rookesbury	Rookesbury	Rookesbury	Interest under s608(1)(a) of the Corporations Act as the holder of the securities	1,238,612 Ordinary Shares	1,238,612
Christopher John Wilson Amanda Jane Sumpter	Rookesbury	Rookesbury	Same relevant interest in the securities held by Rookesbury by virtue of s608(3) of the Corporations Act	1,238,612 Ordinary Shares	1,238,612
First State	First State	First State	Interest under s608(1)(a) of the Corporations Act as the holder of the securities	2,316,667 Ordinary Shares	2,316,667
Suzanne Neil	First State	First State	Same relevant interest in the securities held by First State by virtue of s608(3) of the Corporations Act	2,316,667 Ordinary Shares	2,316,667

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
Persons named in this form	c/o 481 a New South Head Road Double Bay NSW 2028

Signature

print name	Terence Clee	capacity	On behalf of each substantial holder in this Form relates to
sign here		date	04/07/2023

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 on 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.