



11 September 2017

ASX Limited

Market Announcement

**Think Childcare Limited (ASX Code: TNK)
Change in Director's Interest - Appendix 3Y Notices**

Attached for release to the market are Appendix 3Y Notices – Change of Director's Interest Notice on behalf of Messrs Mr M. Edwards, Mr P. Gwilym, Mr M. Kerr and Mr A. Hanson arising from the 2016 Performance Rights issued under the terms of the Think Childcare Limited Employee Share Option Plan that have vested.

END RELEASE

For further information contact:
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Think Childcare Limited

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Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	THINK CHILDCARE LIMITED
ABN	81 600 793 388

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	EDWARDS, Mathew
Date of last notice	5 September 2017 (Appendix 3Y)

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Refer Annexure "A"
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Refer Annexure "A"
Date of change	Refer Annexure "A"
No. of securities held prior to change	Refer Annexure "A"
Class	Refer Annexure "A"
Number acquired	Refer Annexure "A"
Number disposed	Refer Annexure "A"
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Refer Annexure "A"
No. of securities held after change	Refer Annexure "A"
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Refer Annexure "A"

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	None
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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Appendix 3Y Change of Director's Interest Notice

ANNEXURE "A"

11 September 2017

Schedule of Director's Interest DIRECTOR: EDWARDS, Mathew

	PRESENT APPENDIX 3Y 11 09 17 ASX Code : TNK	PREVIOUS APPENDIX 3Y 05 09 17 ASX Code : TNK	CHANGES
Director's interest in Think Childcare Limited shares held in name of:			
(A) Ordinary Fully Paid Shares			
1 DIRECT	7,625,010	7,625,010	nil
2 INDIRECT - Isamax Pty Ltd <as trustee for the Edwards Family Trust>	6,464,602	6,431,268	33,334
3 TOTAL DIRECTOR'S INTEREST	14,089,612	14,056,278	33,334
4 Think Childcare Limited – Number of Shares on Issue	42,293,822	42,140,311	153,511
5 TOTAL DIRECTORS INTEREST IN SHARES AS PERCENTAGE	33.3136%	33.3557%	(0.0421%)
(B) Non-Quoted Performance Rights			
1 DIRECT	nil	nil	nil
2 INDIRECT – Isamax Pty Ltd <as trustee for the Edwards Family Trust>	110,525	143,859	(33,334)
3 TOTAL DIRECTOR'S INTEREST	110,525	143,859	(33,334)
4 Think Childcare Limited – Number of Rights on Issue	280,696	434,207	(153,511)
5 TOTAL DIRECTORS INTEREST IN RIGHTS AS A PERCENTAGE	39.38%	33.13%	6.25%

COMMENT:

Mr Edwards has an interest in the above Think Childcare Limited issued securities for the following reasons:

1 DIRECT

Mr Edwards is the legal and beneficial holder of the 7,625,010 shares registered in his name in the Register of Members of Think Childcare Limited; and

2 INDIRECT

Mr Edwards as director and sole shareholder of Isamax Pty Ltd <ATF the Edwards Family Trust> has a relevant interest in the 6,464,602 ordinary shares registered in its name in the register of members of Think Childcare Limited together with a relevant interest in 110,525 Performance Rights as granted by shareholders at the relevant Annual General Meetings.

Movements in Entitlements – (A) QUOTED Ordinary Shares

(A.1) DIRECT

Balance, per Appendix 3Y, 05 September 2017	7,625,010
Balance, per Appendix 3Y, 11 September 2017	7,625,010

(A.2) INDIRECT – Isamax Pty Ltd

Balance, per Appendix 3Y, 05 September 2017 6,431,268

Plus Performance Rights that have vested and were settled with Shares by the Company at \$1.96 per Share (based on the share closing price calculated as the VWAP for the period 16 August 2017 to 29 August 2017 (dates inclusive): 33,334

Balance, per Appendix 3Y, 11 September 2017 **6,464,602**

Movements in Entitlements - (B) Non-Quoted Performance Rights

INDIRECT - Isamax Pty Ltd

Balance, per Appendix 3Y, 05 September 2017 143,859

Less Performance Rights that have vested and have been settled by the Company on 6 September 2017. (33,334)

Balance, per Appendix 3Y, 11 September 2017 **110,525**

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	THINK CHILDCARE LIMITED
ABN	81 600 793 388

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	GWILYM, Paul
Date of last notice	5 September 2017 (Appendix 3Y)

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Refer Annexure "A"
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Refer Annexure "A"
Date of change	Refer Annexure "A"
No. of securities held prior to change	Refer Annexure "A"
Class	Refer Annexure "A"
Number acquired	Refer Annexure "A"
Number disposed	Refer Annexure "A"
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Refer Annexure "A"
No. of securities held after change	Refer Annexure "A"
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Refer Annexure "A"

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	None
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

t\asx\3y pg 11 09 17

ANNEXURE "A"

11 September 2017

Schedule of Director's Interest
DIRECTOR: GWILYM, Paul

	PREVIOUS APPENDIX 3Y 05 09 17 ASX Code : TNK	PRESENT APPENDIX 3Y 11 09 17 ASX Code : TNK	CHANGES
Director's interest in Think Childcare Limited securities held in name of:			
(A) QUOTED ORDINARY SHARES			
1 DIRECT	nil	nil	nil
2 INDIRECT – Segue Corp Pty Ltd <ATF Segue Investment Trust>	730,096	756,763	26,667
3 TOTAL DIRECTOR'S INTEREST - UNCHANGED	730,096	756,763	26,667
4 Think Childcare Limited – Number of Shares on Issue	42,140,311	42,293,822	153,511
5 TOTAL DIRECTORS INTEREST IN SHARES AS PERCENTAGE	1.732%	1.789%	0.057%
(B) NON-QUOTED Performance Rights			
1 DIRECT	nil	nil	nil
2 INDIRECT – Segue Corp Pty Ltd <ATF Segue Investment Trust>	115,087	88,420	(26,667)
3 TOTAL DIRECTOR'S INTEREST	115,087	88,420	(26,667)
4 Think Childcare Limited – Number of Rights on Issue	434,207	280,696	(153,511)
5 TOTAL DIRECTORS INTEREST IN RIGHTS AS PERCENTAGE	26.51%	31.50%	4.99%

COMMENT:

Mr Gwilym has an interest in the above Think Childcare Limited issued securities for the following reasons:

- 1 DIRECT – Mr Gwilym has no direct entitlement to the above noted securities of Think Childcare Limited, and
- 2 INDIRECT - Segue Corp Pty Ltd <AFT Segue Investment Trust> in which Mr Gwilym is a beneficiary has a relevant interest in the 756,763 ordinary shares of Think Childcare Limited registered in its name together with 88,420 Performance Rights as granted by shareholders at the relevant Annual General Meetings.

Movements in Entitlements – (A) QUOTED Ordinary Shares

INDIRECT – Segue Corp Pty Ltd

Balance , per Appendix 3Y, 05 September 2017	730,096
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Plus Performance Rights that have vested and were settled with Shares by the Company at \$1.96 per Share (based on the share closing price calculated as the VWAP for the period 16 August 2017 to 29 August 2017 (dates inclusive):	<u>26,667</u>
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Balance , per Appendix 3Y, 11 September 2017	<u>756,763</u>
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Movements in Entitlements - (B) NON-QUOTED Performance Rights

INDIRECT – Segue Corp Pty Ltd

Balance , per Appendix 3Y, 5 September 2017	115,087
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Less Performance Rights that have vested and have been settled by the Company on 6 September 2017	<u>(26,667)</u>
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Balance , per Appendix 3Y, 11 September 2017	<u>88,420</u>
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Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	THINK CHILDCARE LIMITED
ABN	81 600 793 388

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	KERR, Mark Gregory
Date of last notice	12 December 2016 (Appendix 3Y)

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Refer Annexure "A"

Direct or indirect interest	Refer Annexure "A"
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Refer Annexure "A"
Date of change	Refer Annexure "A"
No. of securities held prior to change	Refer Annexure "A"
Class	Refer Annexure "A"
Number acquired	Refer Annexure "A"
Number disposed	Refer Annexure "A"
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Refer Annexure "A"
No. of securities held after change	Refer Annexure "A"
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Refer Annexure "A"

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	None
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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Appendix 3Y
Change of Director's Interest Notice

ANNEXURE "A"

11 September 2017

Schedule of Director's Interest

DIRECTOR: KERR, Mark Gregory

		PREVIOUS APPENDIX 3Y 12 12 16 ASX Code : TNK	PRESENT APPENDIX 3Y 11 09 17 ASX Code : TNK	CHANGES
Director's interest in issued securities of Think Childcare Limited held in name of:				
(A)	Quoted Ordinary Shares			
1	DIRECT	nil	nil	nil
2	INDIRECT - Mark Gregory and Linda Marie Kerr <ATF Lindmark Investment Staff Fund>	1,125,344	1,125,344	nil
3	INDIRECT - Paradyce Pty Ltd	300,874	314,208	13,334
4	TOTAL DIRECTOR'S INTEREST	<u>1,426,218</u>	<u>1,439,552</u>	<u>13,334</u>
5	Think Childcare Limited – Number of Shares on Issue	<u>41,639,311</u>	<u>42,293,822</u>	<u>654,511</u>
6	TOTAL DIRECTORS INTEREST IN SHARES AS A PERCENTAGE	<u>3.425%</u>	<u>3.404%</u>	<u>(0.021%)</u>
(B)	Non-Quoted Performance Rights			
1	DIRECT	nil	nil	nil
2	INDIRECT - Paradyce Pty Ltd	40,000	26,666	(13,334)
3	TOTAL DIRECTOR'S INTEREST	<u>40,000</u>	<u>26,666</u>	<u>(13,334)</u>
4	Think Childcare Limited – Number of Rights on Issue	<u>355,261</u>	<u>280,696</u>	<u>(74,565)</u>
5	TOTAL DIRECTORS INTEREST IN RIGHTS AS A PERCENTAGE	<u>11.26%</u>	<u>9.50%</u>	<u>(1.76%)</u>

COMMENT:

Mr Kerr has an interest in the above Think Childcare Limited issued securities for the following reasons:

- 1** **DIRECT** – Mr Kerr has no direct entitlement to the above noted securities of Think Childcare Limited
- 2** **INDIRECT** – Mr Kerr as a trustee of Lindmark Investments Staff Superannuation Fund has a relevant interest in the 1,125,344 ordinary shares registered jointly in the names of himself and Mrs L M Kerr as Trustees of the Fund; and
- 3** **INDIRECT** – Mr Kerr as a Director and sole shareholder of Paradyce Pty Ltd has a relevant interest in the 314,208 ordinary shares registered in its name together with a relevant interest in 26,666 Performance Rights as granted by shareholders at the 2016 Annual General Meeting held on 6 May 2016.

MOVEMENTS IN ENTITLEMENTS –

(A) Ordinary fully paid shares

(i) INDIRECT - Mark Gregory and Linda Marie Kerr <ATF Lindmark Investment Staff Fund>

Balance , per Appendix 3Y, 12 December 2016	1,125,344
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Balance , per Appendix 3Y, 11 September 2017	1,125,344
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(ii) INDIRECT - Paradyce Pty Ltd

Balance , per Appendix 3Y, 12 December 2016	300,874
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Plus Performance Rights that have vested and were settled with Shares by the Company at \$1.96 per Share (based on the share closing price calculated as the VWAP for the period 16 August 2017 to 29 August 2017 (dates inclusive)	<u>13,334</u>
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Balance , per Appendix 3Y, 11 September 2017	<u>314,208</u>
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(B) Non-Quoted Performance Rights
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INDIRECT - Paradyce Pty Ltd

Balance , per Appendix 3Y, 12 December 2016	40,000
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Less Performance Rights that have vested and have been settled by the Company on 6 September 2017.	<u>(13,334)</u>
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Balance , per Appendix 3Y, 11 September 2017	<u>26,666</u>
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Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	THINK CHILDCARE LIMITED
ABN	81 600 793 388

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	HANSON, Andrew
Date of last notice	29 March 2017 (Appendix 3Y)

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Refer Annexure "A"
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Refer Annexure "A"
Date of change	Refer Annexure "A"
No. of securities held prior to change	Refer Annexure "A"
Class	Refer Annexure "A"
Number acquired	Refer Annexure "A"
Number disposed	Refer Annexure "A"
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Refer Annexure "A"
No. of securities held after change	Refer Annexure "A"
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Refer Annexure "A"

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	None
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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ANNEXURE "A"

11 September 2017

Schedule of Director's Interest
DIRECTOR: HANSON, Andrew

	PRESENT APPENDIX 3X 11 09 17 ASX Code : TNK	PREVIOUS APPENDIX 3Y 29 03 17 ASX Code : TNK	CHANGES
Director's interest in Think Childcare Limited securities held in name of:			
(A) QUOTED ORDINARY SHARES			
1 DIRECT	nil	nil	nil
2 INDIRECT – Bond Street Custodians Limited	52,064	52,064	nil
3 INDIRECT – HFT Holding Company Pty Ltd <ATF Hanson Family Trust>	10,000	NIL	10,000
4 TOTAL DIRECTOR'S INTEREST	62,064	52,064	10,000
5 Think Childcare Limited – Number of Shares on Issue	42,293,822	42,140,311	153,511
6 TOTAL DIRECTORS INTEREST IN SHARES AS PERCENTAGE	0.147%	0.123%	0.024%
(B) NON-QUOTED – PERFORMANCE RIGHTS			
1 DIRECT	nil	nil	nil
2 INDIRECT – HFT Holding Company Pty Ltd <ATF Hanson Family Trust>	20,000	30,000	(10,000)
3 TOTAL DIRECTOR'S INTEREST	20,000	30,000	(10,000)
4 Think Childcare Limited – Number of Rights on Issue	280,696	355,261	(74,565)
5 TOTAL DIRECTORS INTEREST IN RIGHTS AS PERCENTAGE	7.13%	8.44%	(1.31%)

COMMENT:

Mr Hanson has an interest in the above Think Childcare Limited issued securities for the following reasons:

- 1 DIRECT**
Mr Hanson has no direct entitlement to the above noted securities of Think Childcare Limited
- 2 INDIRECT**
Mr Hanson has a relevant interest in the 52,064 shares as registered in the name of Bond Street Custodians Limited which are held on behalf of the HFSF Holding Company Pty Ltd <ATF The Hanson Family Superannuation Fund> - a company of which Mr Hanson is a director and shareholder.
- 3 INDIRECT**
Mr Hanson has a relevant interest in the 10,000 shares as registered in the name of HFT Holding Company Pty Ltd which are held on behalf of the Hanson Family Trust - a company of which Mr Hanson is a director and shareholder.
- 4 INDIRECT**
As a director and shareholder in HFT Holding Company Pty Ltd <ATF the Hanson Family Trust> Mr Hanson has a relevant interest in the 20,000 Non-Quoted Performance Rights as granted to him by shareholders of Think Childcare Limited at the 2016 Annual General Meeting held on 6 May 2016 and as registered in the name of HFT Holding Company Pty Ltd <ATF the Hanson Family>

Movements in Entitlements – (A) QUOTED Ordinary Shares

INDIRECT – Bond Street Custodians Limited

Balance, per Appendix 3Y, 29 March 2017	52,064
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Balance, per Appendix 3Y, 11 September 2017	52,064
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INDIRECT – HFT Holding Company Pty Ltd

Balance, per Appendix 3Y, 29 March 2017	nil
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Plus Performance Rights that have vested and were settled with Shares by the Company at \$1.96 per Share (based on the share closing price calculated as the VWAP for the period 16 August 2017 to 29 August 2017 (dates inclusive):	<u>10,000</u>
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Balance, per Appendix 3Y, 11 September 2017	<u>10,000</u>
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Movements in Entitlements - (B) NON-QUOTED Performance Rights – NO CHANGE

INDIRECT – HFT Holding Company Pty Ltd

Balance, per Appendix 3Y, 29 March 2017	30,000
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Less Performance Rights that have vested and have been settled by the Company on 6 September 2017	<u>(10,000)</u>
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Balance, per Appendix 3Y, 11 September 2017	<u>20,000</u>
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