

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme PS&C LIMITED

ACN/ARSN 164 718 361

1. Details of substantial holder (1)

Name Keith Falconer

ACN/ARSN (if applicable)

2 April 2020

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 (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Shares	150,000,000	150,000,000	29.94%

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
See Annexure A		

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
See Annexure A			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
See Annexure A			

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
See Annexure A	

7. Addresses

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

Name	Address
See Annexure A	

Signature

print name Keith Falconer capacity Self

sign here



date 6 / April / 2020

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, 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.

ANNEXURE A

PS&C LIMITED ACN 164 718 361

This is Annexure A of 2 pages referred to in Form 603 (Notice of initial substantial holder)

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
Keith Falconer	By virtue of section 608(3) of the Corporations Act 2001.	150,000,000 Fully Paid Ordinary Shares
Toon Consulting Pty Ltd ATF Falconer Family Trust ('TC')	Owner of the shares.	50,000,000 Fully Paid Ordinary Shares
Peano Investments Pty Ltd ATF Peano Investment Trust ('PI')	Owner of the shares.	50,000,000 Fully Paid Ordinary Shares
Lucas Murtagh	By virtue of section 608(3) of the Corporations Act 2001.	150,000,000 Fully Paid Ordinary Shares
Analyst Recruitment Pty Ltd ATF Murtagh Family Trust ('AR')	Owner of the shares.	50,000,000 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
Keith Falconer	TC	TC	50,000,000 Fully Paid Ordinary Shares
	AR	AR	50,000,000 Fully Paid Ordinary Shares
	PI	PI	50,000,000 Fully Paid Ordinary Shares
TC	TC	TC	50,000,000 Fully Paid Ordinary Shares
PI	PI	PI	50,000,000 Fully Paid Ordinary Shares
Lucas Murtagh	TC	TC	50,000,000 Fully Paid Ordinary Shares
	AR	AR	50,000,000 Fully Paid Ordinary Shares
	PI	PI	50,000,000 Fully Paid Ordinary Shares
AR	AR	AR	50,000,000 Fully Paid Ordinary Shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

The consideration relates to the sale by TC and AR ('Transferors') to PS&C Limited of 100% of the shares in Respring Pty Ltd (being, in respect of each Transferor, 50% of the total share capital of Respring Pty Ltd). The consideration for the sale of such shares was the issue by PS&C Limited to the Transferors and/or their nominees of 150,000,000 Fully Paid Ordinary Shares ('Consideration Shares'), with 75,000,000 Consideration Shares to be issued to each Transferor and/or its nominees. The approval of shareholders of PS&C Limited was obtained for the purposes of section 611(7) of the Corporations Act 2001 in relation to such issues of Consideration Shares. Each Transferor nominated PI as its nominee in respect of 25,000,000 Consideration Shares, such that PI was issued a total of 50,000,000 Consideration Shares. As such:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Keith Falconer	02/04/2020	-	Sale of the shares in Respring Pty Ltd to PS&C Limited	150,000,000 Fully Paid Ordinary Shares
TC	02/04/2020	-	Sale of the shares in Respring Pty Ltd to PS&C Limited	50,000,000 Fully Paid Ordinary Shares
PI	02/04/2020	-	Sale of the shares in Respring Pty Ltd to	50,000,000 Fully Paid Ordinary

Lucas Murtagh	02/04/2020	-	PS&C Limited Sale of the shares in Respring Pty Ltd to PS&C Limited	Shares 150,000,000 Fully Paid Ordinary Shares
AR	02/04/2020	-	Sale of the shares in Respring Pty Ltd to PS&C Limited	50,000,000 Fully Paid Ordinary Shares

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
TC	Keith Falconer is the sole director of, and controls, TC.
PI	Keith Falconer is a director of, and has voting power above 20% in, PI.
Lucas Murtagh	Acting in concert with Keith Falconer.
AR	Lucas Murtagh (with whom Keith Falconer is acting in concert) is the sole director of, and controls, AR.

7. Addresses

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

Name	Address
Keith Falconer	20 Jordan Street, Malvern VIC 3144
TC	Suite 105, Level 1, 3-9 Chester Street, Oakleigh VIC 3166
PI	Suite 105, Level 1, 3-9 Chester Street, Oakleigh VIC 3166
Lucas Murtagh	Suite 3 233 Cardigan Street, Carlton VIC 3053
AR	Suite 3 233 Cardigan Street, Carlton VIC 3053

Signature

print name Keith Falconer capacity Self

sign here



date 6 / April / 2020