

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme Top Shelf International Holdings Ltd

ACN/ARSN 164 175 535

**1. Details of substantial holder (1)**

Name Drew Fairchild

ACN/ARSN (if applicable) Not applicable

The holder became a substantial holder on 4/12/2020

**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	2,552,824	2,552,824	5.14%

**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
Drew Fairchild	Relevant interest under section 608(1) of the Corporations Act 2001 (Cth) as: <ul style="list-style-type: none"> <li>sole director and shareholder of Fairchild Advisory Pty Ltd, which is the registered holder of 1,875,300 shares; and</li> <li>Drew Fairchild has voting power of over 20% in Dandrewfairchild Pty Ltd as trustee for Fairchild Super Fund, which is the registered holder of 677,524 shares.</li> </ul>	2,552,824 fully paid ordinary shares
Fairchild Advisory Pty Ltd	Registered holder under section 608(1)(a) of the Corporations Act 2001 (Cth).	1,875,300 fully paid ordinary shares
Dandrewfairchild Pty Ltd as trustee for Fairchild Super Fund	Registered holder under section 608(1)(a) of the Corporations Act 2001 (Cth).	677,524 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
Drew Fairchild and Fairchild Advisory Pty Ltd	Fairchild Advisory Pty Ltd	Fairchild Advisory Pty Ltd	1,875,300 fully paid ordinary shares
Drew Fairchild and Dandrewfairchild Pty Ltd as trustee for Fairchild Super Fund	Dandrewfairchild Pty Ltd as trustee for Fairchild Super Fund	Dandrewfairchild Pty Ltd	677,524 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:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	

Drew Fairchild and Fairchild Advisory Pty Ltd	8 September 2020	Shares issued in lieu of executive director fees.	27,636 fully paid ordinary shares
Drew Fairchild and Dandrewfairchild Pty Ltd as trustee for Fairchild Super Fund	4 December 2020	Shares issued to Dandrewfairchild Pty Ltd as trustee for Fairchild Super Fund under the prospectus dated 12 November 2020 issued by Top Shelf International Holdings Ltd ( <b>TSI</b> ) and Top Shelf SaleCo Ltd ( <b>Prospectus</b> ) at the offer price of \$2.21 as partial repayment of a loan provided by Dandrewfairchild Pty Ltd to TSI. See Section 6.3.2.6 of the Prospectus for further details.	452,488 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
Fairchild Advisory Pty Ltd (ACN 146 440 655)	Drew Fairchild is the sole director and sole shareholder of Fairchild Advisory Pty Ltd. For those reasons, the parties are likely to be acting in concert in relation to TSI's affairs. As a result, they would be associates under section 12(2)(c) of the Corporations Act 2001 (Cth).
Dandrewfairchild Pty Ltd (ACN 145 851 814) as trustee for Fairchild Super Fund	Drew Fairchild has 50% of the voting power in Dandrewfairchild Pty Ltd. For those reasons, the parties are likely to be acting in concert in relation to TSI's affairs. As a result, they would be associates under section 12(2)(c) of the Corporations Act 2001 (Cth).

## 7. Addresses

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

Name	Address
Drew Fairchild	C/- 16-18 National Boulevard Campbellfield VIC 3061
Fairchild Advisory Pty Ltd	C/- 16-18 National Boulevard Campbellfield VIC 3061
Dandrewfairchild Pty Ltd (ACN 145 851 814) as trustee for Fairchild Super Fund	C/- 16-18 National Boulevard Campbellfield VIC 3061

## Signature

print name Drew Fairchild

capacity N/A

sign here

date 10/12/20