

KANJI & CO

ABN 61 553 393 384
SOLICITORS
Shan Kanji

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4 April 2024

Company Secretary
Spirit Technology Solutions Ltd
Level 4, 100 Albert Road
South Melbourne VIC 3205

By email: Stefan.Ross@vistra.com
Copy to: Julian.Challingsworth@spirit.com.au

and

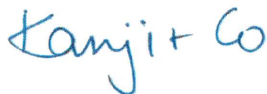
Copy to: ASX Market Announcements Office
By email: MAOGroup@asx.com.au

Dear Sir/Madam

Spirit Technology Solutions Ltd (ASX: ST1) – notice of change of interests of substantial holder – Form 604

We attach a Notice of change of interests of substantial holder (Form 604) on behalf of 263 Finance Pty Ltd, in accordance with section 671B of the *Corporations Act 2001*.

Yours faithfully



KANJI & CO

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Spirit Technology Solutions Ltd

ACN/ARSN 089 224 402

1. Details of substantial holder (1)

Name 263 Finance Pty Ltd

ACN/ARSN (if applicable) 626 872 115

There was a change in the interests of the substantial holder on 04/04/2024The previous notice was given to the company on 17/01/2024The previous notice was dated 17/01/2024**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 Fully Paid Shares	145,437,935	19.74%	465,437,935	34.06%

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
04/04/2024	263 Finance Pty Ltd	Acquisition of shares pursuant to section 611 (Item 7) of the Corporations Act 2001.	\$16,000,000.00	320,000,000 Ordinary Fully Paid Shares	320,000,000
As above	Shan Kanji	Section 608 (1) (b) of the Corporations Act 2001.	As above	As above	As above

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
263 Finance Pty Ltd	263 Finance Pty Ltd	263 Finance Pty Ltd	Relevant interest under section 608(1)(a) of the Corporations Act 2001 as the registered holder of ordinary shares.	459,288,327 Ordinary Fully Paid Shares	459,288,327
Blackanco Nominees Pty Ltd	As above	As above	Relevant interest under section 608(1)(a) of the Corporations Act 2001.	6,149,608 Ordinary Fully Paid Shares	6,149,608
Shan Kanji	263 Finance Pty Ltd in respect of 459,288,327 Ordinary Fully Paid Shares Blackanco Nominees Pty Ltd in respect of 6,149,608 Ordinary Fully Paid Shares	263 Finance Pty Ltd in respect of 459,288,327 Ordinary Fully Paid Shares Blackanco Nominees Pty Ltd in respect of 6,149,608 Ordinary Fully Paid Shares	In respect of 263 Finance Pty Ltd, a relevant interest under section 608(1)(b) and (c) of the Corporations Act 2001. In respect of Blackanco Nominees Pty Ltd, a relevant interest under section 608(1)(b) and (c) of the Corporations Act 2001.	465,437,935 Ordinary Fully Paid Shares	465,437,935

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
263 Finance Pty Ltd	c/o Kanji Group Pty Ltd, Level 33, Aurora Place, 88 Phillip Street, Sydney NSW 2000
Shan Kanji	Level 33, Aurora Place, 88 Phillip Street, Sydney NSW 2000
Blackanco Nominees Pty Ltd	Level 29, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000

Signature
print name Shan Kanjicapacity Director

sign here


date 04/04/2024**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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