

24 June 2024

FOR IMMEDIATE RELEASE

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000
By electronic lodgement

Dear Sir / Madam,

Form 604 (Notice of change of interests of a substantial holder) in relation to Amaero International Limited (ASX: 3DA).

I attach on behalf of Pegasus Growth Capital Fund I, L.P. (**Pegasus**) and the others referenced in the document a Form 604 (Notice of change of interests of a substantial holder) in relation to Amaero International Limited (ASX: 3DA) (**3DA**).

Pegasus became aware on 21 June 2024 that it had not lodged a notice of change of substantial holding following completion of 3DA's equity raising in April 2024 (which Pegasus was diluted by). As a consequence of that equity raising, Pegasus' voting power fell by more than 1% to 34.85. Upon becoming aware, Pegasus has made this filing as soon as possible. The enclosed Form 604 (Notice of change of interests of a substantial holder) for Pegasus also reflects the acquisition of 3,200,000 shares in 3DA which is due to settle today and the participation by Pegasus in 3DA's December 2023 capital raising (even though in each case these transactions did not, or will not, represent a movement of more than 1% and in the case of the December 2023 capital raising, were disclosed to ASX in the Appendix 3Y for Hank Holland and Bob Latta). Additionally, on 1 December 2023, there was a change to the general partner of Pegasus Growth Capital Fund I, L.P. resulting in the former general partner, Pegasus Capital Group, LLC ceasing to hold any relevant interests in 3DA shares and the new general partner, Pegasus Holdings Group, LLC acquiring a relevant interest in the 3DA shares held by Pegasus Growth Capital Fund I, L.P. There is no change in effective control as Hank Holland is the sole member of the new general partner as well. This change is also reflected in the attached Form 604.

Yours sincerely,



Hank J. Holland
Managing Partner
Pegasus Growth Capital Fund I, L.P.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Amaero International Limited ("**Company**")

ACN/ARSN ACN 633 541 634

1. Details of substantial holder (1)

Name Pegasus Growth Capital Fund I, L.P. ("**Pegasus**"), Pegasus Capital Group, LLC ("**Former General Partner**"), Pegasus Holdings Group, LLC ("**General Partner**"), Hank Holland, Hank J Holland Roth IRA ("**HH Roth**"), Rausser Family Limited Partnership ("**Rausser Partnership**"), Gordon Rausser. and Trifecta, Inc.

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on

05/04/2024

The previous notice was given to the company on

02/12/2022

The previous notice was dated

06/12/2022

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
ORD	163,524,968	39.55%	191,724,968	35.32%

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 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
01/01/2023	Former General Partner	Replaced as general partner of Pegasus by the General Partner	N/A	All shares held by Pegasus at the time of the change	All shares held by Pegasus at the time of the change

01/01/2023	General Partner	Replaced the Former General Partner as the general partner of Pegasus and so as deemed to acquire a relevant interest in the shares under s 608(3)(b)	N/A	All shares held by Pegasus at the time of the change	All shares held by Pegasus at the time of the change
27/12/2023	Pegasus, General Partner, Rausser Partnership and Gordon Rausser	Issue of ordinary shares in institutional placement conducted by the Company	\$0.16 per ordinary share	25,000,000 ordinary shares	25,000,000
05/04/2024	Pegasus, General Partner, Rausser Partnership and Gordon Rausser	Dilution due to institutional placement conducted by the Company which completed on this date	N/A	N/A (60,606,061 ordinary shares were issued to persons other than the substantial holder by the Company as part of the raising)	N/A
24/06/2024	Pegasus, General Partner, Rausser Partnership and Gordon Rausser	Acquisition of ordinary shares via off-market crossing	\$0.35 per ordinary share	3,200,000	3,200,000

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
Pegasus	Pegasus Growth Capital Fund I, L.P.	Pegasus Growth Capital Fund I, L.P.	Relevant interest under s 608(1)(a) of the Corporations Act as registered holder of the shares	191,724,968 shares	191,724,968 shares
General Partner	Pegasus Growth Capital Fund I, L.P.	Pegasus Growth Capital Fund I, L.P.	Relevant interest arises under s 608(3)(b) of the Corporations Act as the General Partner controls Pegasus	191,724,968 shares	191,724,968 shares

Hank Holland	Pegasus Growth Capital Fund I, L.P.	Pegasus Growth Capital Fund I, L.P.	Relevant interest arises under s 608(3)(b) of the Corporations Act as Hank Holland is the sole member of the General Partner and also because Hank is the sole member of HH Roth who itself has a relevant interest in 3DA as shown below	191,724,968 shares	191,724,968 shares
Rausser Partnership	Pegasus Growth Capital Fund I, L.P.	Pegasus Growth Capital Fund I, L.P.	Relevant Interest arises under s 608(3)(a) of the Corporations Act because Rausser Partnership holds an interest of more than 20% in Pegasus	191,724,968 shares	191,724,968 shares
Gordon Rausser	Pegasus Growth Capital Fund I, L.P.	Pegasus Growth Capital Fund I, L.P.	Relevant interest arises under s 608(3)(b) of the Corporations Act because Gordon Rausser is the sole member of Rausser Partnership	191,724,968 shares	191,724,968 shares
HH Roth	Pegasus Growth Capital Fund I, L.P.	Pegasus Growth Capital Fund I, L.P.	Relevant Interest arises under s 608(3)(a) of the Corporations Act because Rausser Partnership holds an interest of more than 20% in Pegasus	191,724,968 shares	191,724,968 shares

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 relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Trifecta, Inc	Hank Holland has ceased to have controlling interest in Trifecta, Inc and economic interest is de minimus

6. Addresses

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

Name	Address
Pegasus, General Partner, Hank Holland and HH Roth	6149 E. Indian Bend Rd Paradise Valley, AZ 85253 United States of America
Rausser Partnership and Gordon Rausser	661 San Luis Road, Berkeley CA 94707 United States of America

Signature

print name Hank Holland

capacity Managing Partner

sign here



date 24/06/2024

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
 - (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.
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