

Form 604**Corporations Act 2001
Section 671B****Notice of change of interests of substantial holder**

To Company Name/Scheme **Spookfish Limited**
 ACN/ARSN **ACN 160 841 341**

1. Details of substantial holder (1)

Name **HOPERIDGE ENTERPRISES PTY LTD <JONES FAMILY A/C> (Primary Person), and its associates being those persons listed in Annexure A**
 ACN/ARSN (if applicable) **058 568 835**

There was a change in the interests of the substantial holder on **14 August 2018**

The previous notice was given to the company on **20 April 2018**

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	Person's votes	Voting power (5)
Ordinary	76,633,333	6.11%	135,158,067	10.78%

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
14 August 2018	HOPERIDGE ENTERPRISES PTY LTD <JONES FAMILY A/C>	Relevant Interest Agreement by having power to control voting	N/A	58,524,734	4.67%

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
See Annexure A					

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	N/A

6. Addresses

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

Name	Address
Hoperidge Enterprises Pty Ltd as trustee for the Jones Family	Level 8, 125 St Georges Terrace Perth WA 6000

Signature

Print name Rodney Malcom Jones

Capacity Director



sign here

date 14-08-2018

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) 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.

Annexure A

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
HOPERIDGE ENTERPRISES PTY LTD <JONES FAMILY A/C>	HOPERIDGE ENTERPRISES PTY LTD <JONES FAMILY A/C>	HOPERIDGE ENTERPRISES PTY LTD <JONES FAMILY A/C>	Holder	76,633,333	6.10%
HOPERIDGE ENTERPRISES PTY LTD <JONES FAMILY A/C>	MR NEIL DOUGLAS RAE +MRS MELANIE RAE <THE RAE FAMILY SF A/C>	MR NEIL DOUGLAS RAE +MRS MELANIE RAE <THE RAE FAMILY SF A/C>	In respect of 16,000,000 ordinary shares held by MR NEIL DOUGLAS RAE +MRS MELANIE RAE <THE RAE FAMILY SF A/C> under S608(1)(b) and (c) by having the power to control voting	16,000,000	128%
HOPERIDGE ENTERPRISES PTY LTD <JONES FAMILY A/C>	MR JAMES TAYLOR + MS MARION TAYLOR <ITS MANAGEMENT S/F A/C>	MR JAMES TAYLOR + MS MARION TAYLOR <ITS MANAGEMENT S/F A/C>	In respect of 11,375,000 ordinary shares held by MR JAMES TAYLOR +MS MARION TAYLOR <ITS MANAGEMENT S/F A/C> under S608(1)(b) and (c) by having the power to control voting	11,375,000	0.91%
HOPERIDGE ENTERPRISES PTY LTD <JONES FAMILY A/C>	ACEWORLD HOLDINGS PTY LTD <DHI A/C>	ACEWORLD HOLDINGS PTY LTD <DHI A/C>	In respect of 5,545,000 ordinary shares held by ACEWORLD HOLDINGS PTY LTD <DHI A/C> under S608(1)(b) and (c) by having the power to control voting	5,545,000	0.44%
HOPERIDGE ENTERPRISES PTY LTD <JONES FAMILY A/C>	MR JAMES DAVID TAYLOR	MR JAMES DAVID TAYLOR	In respect of 4,550,000 ordinary shares held by MR JAMES DAVID TAYLOR under S608(1)(b) (c) by having the power to control voting	4,550,000	0.36%
HOPERIDGE ENTERPRISES PTY LTD <JONES FAMILY A/C>	WILLIAM TAYLOR NOMINEES PTY LTD	WILLIAM TAYLOR NOMINEES PTY LTD	In respect of 12,944,781 ordinary shares held by WILLIAM TAYLOR NOMINEES PTY LTD under S608(1)(b) and (c) by having the power to control voting	12,944,781	103%
HOPERIDGE ENTERPRISES PTY LTD <JONES FAMILY A/C>	MR SHANE ROBERT JONES +MRS CAROL ROBIN JONES <ROSH FAMILY A/C>	MR SHANE ROBERT JONES +MRS CAROL ROBIN JONES <ROSH FAMILY A/C>	In respect of 8,109,953 ordinary shares held by MR SHANE ROBERT JONES +MRS CAROL ROBIN JONES <ROSH FAMILY A/C> under S608(1)(b) and (c) by having the power to control voting	8,109,953	0.65%