

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holder

To Company Name/Scheme FLAMINGO AI LIMITED

ACN/ARSN/ABN 000 031 292

1. Details of substantial holder (1)

Name Declan McEvoy

ACN/ARSN (if applicable)

The holder became a substantial holder on 12/10/2018

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)
ORDINARY SHARES	70,410,000	70,410,000	6.28%

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
DM CAPITAL MANAGEMENT PTY LTD, A C N 123 779 304 <MCEVOY FAMILY A/C> ABN 38 988 290 560	Direct	68,500,000 fully paid ordinary shares
D&C MCEVOY <MCEVOY FAMILY SUPER FUND>	Deemed relevant interest	1,760,000 fully paid ordinary shares
Declan McEvoy	Deemed relevant interest	150,000 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
DM CAPITAL MANAGEMENT PTY LTD A C N 123 779 304 <MCEVOY FAMILY A/C> ABN 38 988 290 560	DM CAPITAL MANAGEMENT PTY LTD A C N 123 779 304 <MCEVOY FAMILY A/C> ABN 38 988 290 560	DM CAPITAL MANAGEMENT PTY LTD A C N 123 779 304 <MCEVOY FAMILY A/C> ABN 38 988 290 560	68,500,000 fully paid ordinary shares
D&C MCEVOY <MCEVOY FAMILY SUPER FUND>	D&C MCEVOY <MCEVOY FAMILY SUPER FUND>	D&C MCEVOY <MCEVOY FAMILY SUPER FUND>	1,760,000 fully paid ordinary shares
Declan McEvoy			150,000 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:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
DM CAPITAL MANAGEMENT PTY LTD A C N 123 779 304 <MCEVOY FAMILY A/C> ABN 38 988 290 560				
"	12/10/2018	\$215,142.49		9,000,000 ordinary shares
"	5/10/2018	\$8,476.70		272,244 ordinary shares
"	28/9/2018	\$14,441.88		553,024 ordinary shares
"	27/09/2018	\$1,628.62		57,910 ordinary shares
"	26/09/2018	\$134,519.94		4,942,090 ordinary shares
"	31/08/2018	\$36,903.63		1,224,732 ordinary shares
"	14/08/2018	\$57,000.00		2,000,000 ordinary shares
"	13/08/2018	\$5,825.52		200,000 ordinary shares
"	13/07/2018	\$849.64		23,601 ordinary shares
"	2/7/2018	\$32,000.00		1,000,000 ordinary shares
"	29/6/2018	\$33,000.00		1,000,000 ordinary shares
"	28/6/2018	\$70,000.00		2,000,000 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
DM CAPITAL MANAGEMENT PTY LTD A C N 123 779 304 <MCEVOY FAMILY A/C> ABN 38 988 290 560	NA
D&C MCEVOY <MCEVOY FAMILY SUPER FUND>	NA
Declan McEvoy	NA

7. Addresses

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

Name	Address
DM CAPITAL MANAGEMENT PTY LTD <MCEVOY FAMILY A/C>	Level 1, 120 Sussex Street, SYDNEY NSW 2000
D&C MCEVOY <MCEVOY FAMILY SUPER FUND>	Level 1, 120 Sussex Street, SYDNEY NSW 2000
Declan McEvoy	Level 1, 120 Sussex Street, SYDNEY NSW 2000

Signature

DECLAN MCEVOY

capacity - TRUSTEE

sign here

date

16/10//2018

DIRECTIONS

If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations,

- (1) 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.
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
 - (5) 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:
 - any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies,
 - (a) 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.