

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme RACE ONCOLOGY LIMITED

ACN/ARSN 149 318 749

1. Details of substantial holder (1)

Name WILLIAM JAMES GARNER

ACN/ARSN (if applicable)

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

8 February 2019

The previous notice was given to the company on

24 December 2018

The previous notice was dated

24 December 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 (5) | Person's votes | Voting power (5) |
| Fully paid ordinary shares | 14,405,916 | 17.52% | 12,981,741 | 15.79% |

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 |
|----------------|--|---|---|---|-------------------------|
| 24/12/2018 | William James Garner | Off-market transfer by director related entity to non-related shareholders of director related entity | Nil | 712,406 FPO | William James Garner |
| 02/01/2019 | William James Garner | Off-market transfer by director related entity to non-related shareholders of director related entity | Nil | 50,000 FPO | William James Garner |
| 08/02/2019 | William James Garner | Off-market transfer by director related entity to non-related shareholders of director related entity | Nil | 661,769 FPO | William James Garner |

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 |
|-----------------------------|---------------------------------|--|--|--------------------------------|----------------|
| William James Garner | Update Pharma Inc | Update Pharma Inc | Relevant interest under section 608(3)(b) of the Corporations Act 2001 (Cth) being a relevant interest arising through controlling Update Pharma Inc | 4,772,862 FPO | 4,772,862 |
| William James Garner | William James Garner | William James Garner | Relevant interest under section 608(1)(a) of the Corporations Act 2001 (Cth) being a relevant interest arising through being the holder of the shares. | 7,983,879 FPO | 7,983,897 |

| | | | | | |
|----------------------|---------------------------|----------------------|--|-------------|---------|
| William James Garner | Citicorp Nominees Pty Ltd | William James Garner | Relevant interest under section 608(1)(b) and (c) of the Corporations Act 2001 (Cth) being a relevant interest arising through having the power to exercise a right to vote attached to the securities and to dispose of the securities. | 225,000 FPO | 225,000 |
|----------------------|---------------------------|----------------------|--|-------------|---------|

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 |
|-------------------------------|--|
| William James Garner | 100 Calle Del Muelle, #21007, San Juan, PR 00901 |
| Update Pharma Inc | 77 Bissell Road, Lebanon, New Jersey 08833 USA |
| Citicorp Nominees Pty Limited | GPO Box 764G, Melbourne VIC 3001 |

Signature

print name William J Garner

capacity Personally

sign here



date 12 February 2019

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 ~~rights~~ 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~~ 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.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.