



FAX MESSAGE

Date: 29 January 2015

To: Company Announcements Office  
Company: Australian Stock Exchange  
Fax number: 1300 135 638

From: Steve Johnson  
Contact number: 02 8305 6051  
Pgs (inc cover): 3

FORM 605 - NOTICE OF CEASING TO BE A SUBSTANTIAL HOLDER

We attach a change of interests of substantial holder notice with regards to our interest in shares in Thinksmart Ltd (TSM).

A handwritten signature in black ink, appearing to read "S Johnson", written over a horizontal line.

Steven Johnson  
Director



## Form 605

## Corporations Act 2001

## Section 671B

## NOTICE OF CEASING TO BE A SUBSTANTIAL HOLDER

To Thinksmart Limited (ASX Code: TSM)  
 ACN/ARSN 092 319 698

## 1. Details of substantial holder (1)

Name Forager Funds Management Pty Ltd  
 ABN ABN: 78 138 351 345

The holder ceased to be a substantial holder on 27 / 01 / 2015

The previous notice was given to the company on 09 / 01 / 2014

The previous notice was dated 07 / 01 / 2014

## 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 schemes are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
19/02/2014	Forager Funds Management Pty Ltd	On-market sale	\$41,591.86	96,992 ordinary shares	96,992
18/11/2014	Forager Funds Management Pty Ltd	On-market purchase	\$47,165.40	135,774 ordinary shares	135,774
20/11/2014	Forager Funds Management Pty Ltd	On-market purchase	\$700.77	2,000 ordinary shares	2,000
27/11/2014	Forager Funds Management Pty Ltd	On-market purchase	\$96,458.89	275,294 ordinary shares	275,294
27/01/2015	Forager Funds Management Pty Ltd	Off-Market Buy-Back Tender (sale)	\$1,800,798.00	6,002,660 ordinary shares	6,002,660

## 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ASRN (if applicable)	Name of association

**4. Addresses**

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

Name	Address
Thinksmart Limited (TSM)	Thinksmart Limited, Level 1, The West Centre, 1260 Hay Street, WEST PERTH, WA, AUSTRALIA, 6005
Forager Funds Management Pty Ltd	Suite 3.02, 66 King Street, SYDNEY, NSW, AUSTRALIA, 2000

**Signature**

Print name: Steven Johnson

Capacity: Director

Signature



Date: 29 January 2015

**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 4 of the form.

(2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(3) See the definition of "associate" in section 9 of the Corporations Act 2001.

(4) 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.

(5) 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.

(6) The voting shares of a company constitute one class unless divided into separate classes.

(7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.