

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme NUSEP HOLDINGS LIMITEDACN/ARSN 120 047 556**1. Details of substantial holder(1)**Name ANDREW ERNEST GOODALL

ACN/ARSN (if applicable) _____

There was a change in the interests of the
substantial holder on 22/12/14The previous notice was given to the company on 14/05/14The previous notice was dated 14/05/14**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)
ORDINARY	32,225,440	18.82%	91,882,704	38.67%

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
SEE 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
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

6. Addresses

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

Name	Address
SEE ANNEXURE "A"	

Signature

print name ANDREW GOODALL

capacity

sign here



date 29 / 12 / 14

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 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.

NUSEP HOLDINGS LIMITED

ACN: 120 047 556

ANNEXURE "A"

3. Changes in Relevant Interests

Date of Change	Person whose relevant interest changed	Nature of Change	Consideration (all shares issued as repayment of Loans and Interest to the value of:)	Number of Securities & Votes
22/12/14	Mr Andrew Ernest Goodall	New Share Issue	\$91,040	1,345,231
22/12/14	Mr Andrew Ernest Goodall	Conversion of		
	Aemagood Pty Ltd	Convertible Notes	\$2,010,000	31,162,788
22/12/14	<Goodall Family S/F A/C>	Conversion of	\$26,448	360,517
22/12/14	Ti Rakau Developments Limited	Convertible Notes	\$1,727,874	26,788,728

4. Present Relevant Interests

Holder, Registered Holder and Person Entitled to be registered as the holder	Nature of Interest	Class	Number of Securities & Votes
Mr Andrew Ernest Goodall	Direct	Ordinary	46,056,319
Aemagood Pty Ltd <Goodall Family S/F A/C>	In Direct	Ordinary	11,610,517
Aemagood Pty Ltd <Goodall Family No 2 S/F A/C>	In Direct	Ordinary	3,461,195
Ms Marjorie Anne Goodall <Brayton Joel Goodall A/C>	In Direct	Ordinary	362,137
Ms Marjorie Anne Goodall <Mollie Chanelle Goodall A/C>	In Direct	Ordinary	301,904
Ms Marjorie Anne Goodall <Heidi Valerie Goodall A/C>	In Direct	Ordinary	301,904
Ti Rakau Developments Limited	In Direct	Ordinary	29,788,728

6. Addresses

Name	Address
Mr Andrew Ernest Goodall	554 Kyogle Road MURWILLUMBAH NSW 2484
Aemagood Pty Ltd <Goodall Family S/F A/C>	554 Kyogle Road MURWILLUMBAH NSW 2484
Aemagood Pty Ltd <Goodall Family No 2 S/F A/C>	10 The Parapet BANORA POINT NSW 2486
Ms Marjorie Anne Goodall	10 The Parapet BANORA POINT NSW 2484
Ti Rakau Developments Limited	PO Box 333 BANORA POINT NSW 2486

"This is annexure 'A' of 1 page referred to in Form 604"

ANDREW ERNEST GOODALL *AE Goodall* 29/12/2014