### PETER SUTTON & CO

| FACSIMILE TRANSMITTAL SHEET               |   |  |  |  |
|---|---|--|--|--|
| TO: Market Announcements ASS              | FROM: X. Michael Delany   |  |  |  |
| FAN NUMBER:<br>1300 135 638               | DATE:<br>March 4, 2015  |  |  |  |
| COMPANY:<br>ASX                           | TOTAL NO. OF PAGES INCLUDING COVER:                             |  |  |  |
| PHONE NUMBER:                             | SENDER'S REFERENCE NUMBER:                                      |  |  |  |
| RE:<br>ASIC Form 604                      | YOUR REFERENCE NUMBER:  |  |  |  |
| ☐ URGENT ☐ FOR REVIEW                     | ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE                |  |  |  |
| NOTES/COMMENTS:                           |   |  |  |  |
| Please see attached Form 604 –<br>Limited | Notice of change of interests of substantial holder re Vocation |  |  |  |
| Yours Sincerely                           |   |  |  |  |

Michael Delany

Accountant - Mayfair Management Pty Ltd

### Form 604

Corporations Act 2001 Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme

**VOCATION LIMITED** 

ACN/ARSN

166 631 330

#### 1. Details of substantial holder(1)

Name

Mayfair Management Pty Ltd and its affiliates

ACN/ARSN (if applicable)

006 187 060

There was a change in the interests of the

substantial holder on

27/02/2015

The previous notice was given to the company on

13/01/2015

The previous notice was dated

09/01/2015

#### 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 | 19,939,946      | 8.66%            | 11,651,924     | 5.05%            |
|                            |                 |                  |                |                  |

#### 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<br>change | Person whose relevant interest changed | Nature of change (6)  | Consideration<br>given in<br>relation to<br>change (7) | Class and number of securities affected | Person's votes<br>affected |
|-------------------|--|-----------------------|--|---|----------------------------|
| 09/01/15          | Gerhana Pty Ltd                        | (458,540) Disposal    | \$149,921.49   | (458,540) Ordinary Shares               | (458,540)                  |
| 13/01/15          | Mayfair Management<br>Pty Ltd          | (329,044) Disposal    | \$100,975.91   | (329,044) Ordinary Shares               | (329,044)                  |
| 18/02/15          | Mayfair Management<br>Pty Ltd          | (19,122,362) Disposal | \$5,258,650  | (19,122,362) Ordinary<br>Shares         | (19,122,362)               |
| 18/02/15          | Diener Pty Ltd                         | 9,561,181 Acquisition | \$2,629,325  | 9,561,181 Ordinary Shares               | 9,561,181                  |
| 18/02/15          | Chebena Pty Ltd                        | 9,561,181 Acquisition | \$2,629,325  | 9,561,181 Ordinary Shares               | 9,561,181                  |
| 23/02/15          | Chebena Pty Ltd                        | (500,000) Disposal    | \$75,300   | 500,000 Ordinary Shares                 | (500,000)                  |
| 23/02/15          | Diener Pty Ltd                         | (500,000) Disposal    | \$75,300   | 500,000 Ordinary Shares                 | (500,000)                  |
| 26/02/15          | Diener Pty Ltd                         | (219) Disposal        | \$24.09  | (219) Ordinary Shares                   | (219)                      |
| 26/02/15          | Chebena Pty Ltd                        | (219) Disposal        | \$24.09  | (219) Ordinary Shares                   | (219)                      |
| 27/02/15          | Diener Pty Ltd                         | (3,250,000) Disposal  | \$306,150  | (3,250,000) Ordinary Shares             | (3,250.000)                |
| 27/02/15          | Chebena Pty Ltd                        | (3,250,000) Disposal  | \$306,150  | (3,250,000) Ordinary Shares             | (3,250,000)                |

#### 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 | Register holder of securities | Person entitled<br>to be registered<br>as holder (8) | Nature<br>of<br>relevant<br>interest<br>(6)                           | Class and<br>number of<br>securities | Person's<br>votes |
|-----------------------------|-------------------------------|--|---|--------------------------------------|-------------------|
| Diener Pty Ltd              | Diener Pty Ltd                | Diener Pty Ltd                                       | Relevant interest<br>under s 608 (1) of the<br>corporations Act 2001. | 5,810,962<br>Ordinary<br>Shares      | 5,810,962         |
| Chebena Pty Ltd             | Chebena Pty Ltd               | Chebena Pty Ltd                                      | Relevant interest<br>under s 608 (1) of the<br>corporations Act 2001. | 5,810,962<br>Ordinary<br>Shares      | 5,810,962         |

#### 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                                |  |  |  |
|-----------------|--|--|--|--|
| Diener Pty Ltd  | 181 Drummond Street, Carlton, VIC 3053 |  |  |  |
| Chebena Pty Ltd | 181 Drummond Street, Carlton, VIC 3053 |  |  |  |

# Signature

| Print | name. | Gregory | .iohn | Farmer |  |
|-------|-------|---------|-------|--------|--|

Capacity: Director

Sign here Date 03/03/2015