

Form 604

Corporations Act 2001

Section 671B

Notice of change of interest of substantial holder

To: Company Name/ Scheme BlueSky Alternative Investments Limited

ACN/ARSN 136 866 236

1. Details of substantial holder (1)

Name Adcock Private Equity Pty Limited ATF Adcock Private Equity Trust

ACN/ARSN (if applicable) 137 476 843

There was a change in the interests of the substantial holder on 28th June 2016

The previous notice was given to the company on 31th August 2014

The previous notice was dated 31th August 2014

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)
ORD	5,512,614	9.790%	5,561,618	8.273%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, relevant interests of the substantial shareholder 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
Refer 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
Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Adcock Private Equity Pty Ltd	Adcock Private Equity Pty Limited ATF The Adcock Private Equity Trust	Direct	ORD	5,449,314
Brook Adcock	Brook Adcock	Brook Adcock	Indirect	Ord	112,304

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 (if applicable)	Nature of association

6. Addresses

The addresses of the person named in this form are as follows:

Name	Address
Adcock Private Equity Pty Limited ATF The Adcock Private Equity Trust	PO Box 300, Newport, NSW 2106

Signature

print name Richard Cansick

capacity Director

sign here

date 28/6/2016

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 section 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 association 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 associate since the last substantial holding notice.

ANNEXURE A

This is the annexure marked A of 2 pages referred to in the Form 604 Notice of change of interests of substantial holder dated 28 June 2016. 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
6 th June 2016	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Participation in Retail Entitlement Offer announced on 11 May 2016	\$3,408,964	ORD 524,456	524,456
6 th June 2016	Brook Adcock	Participation in Retail Entitlement Offer announced on 11 May 2016	\$66,365	ORD 10,210	10,210
27 th May 2015	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$196,880	ORD 44,993	44,993
7 th Sept 2015	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$85,749	ORD 18,866	18,866
8 th Sept 2015	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$107,932	ORD 23,765	23,765
9 th Sept 2015	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$64,604	ORD 13,914	13,914
10 th Sept 2015	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$12,186	ORD 2,599	2,599
11 th Sept 2015	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$4,060	ORD 856	856
17 th December 2015	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$418,393	ORD 60,972	60,972
17 th December 2015	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$65,300	ORD 8,675	8,675
18 th December 2015	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$4,921	ORD 657	657
25 th May 2016	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$10,807	ORD 1,443	1,443
26 th May 2016	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$363,127	ORD 48,766	48,766
27 th May 2016	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$1,381,858	ORD 186,756	186,756
10 th June 2016	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$417,284	ORD 52,483	52,483

ANNEXURE A (continued)

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
14 th June 2016	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$5,619	ORD 717	717
15 th June 2016	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$33,581	ORD 4,300	4,300
16 th June 2016	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$39,128	ORD 5,000	5,000
24 th June 2016	Adcock Private Equity Pty Ltd ATF Adcock Private Equity Trust	Ordinary shares sold on market	\$87,903	ORD 10,900	10,900