

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Funtastic Limited

ACN/ARSN ACN 063 886 199

1. Details of substantial holder (1)

Name Piz by Piz Pty Ltd ABN 99 726 005 057 (The Trustee for Pizmony Family Trust) and each other person listed in Table 1 in Annexure A (collectively, "Pizmony Group")

ACN/ARSN (if applicable) _____

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

27/05/2016

The previous notice was given to the company on _____

27/07/2012

The previous notice was dated _____

27/07/2012

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	30,685,131	6.1% (based on 507,073,583 issued ordinary shares)	70,488,601	9.2% (based on 763,229,723 issued ordinary shares)

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
Refer Table 2 in 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
Refer Table 3 in 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
Refer Table 1 in Annexure A	

Signature

print name Nir Pizmony

capacity Director

sign here



date 30/05/2016

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 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 on 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.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
 - (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and A.C.N or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
- 7 sign and date the annexure.

The annexure must be signed by the same person(s) who signed the form.

Annexure A

This is Annexure A of 2 pages referred to in Form 604 signed by me on 30th day of May, 2016.

Signature:



Name: Nir Pizmony

Table 1. Substantial Holders

Name of Substantial Holder	Address	ACN
Rensh Pty Ltd	7-9 Hume Road, Caulfield North, Victoria, 3161	104 284 031
Piz by Piz Pty Ltd atf the Pizmony Family Trust	7-9 Hume Road, Caulfield North, Victoria, 3161	726 005 057
Nir Pizmony and Maria Lutgarda Pizmony atf the Pizmony Family Super Fund	7-9 Hume Road, Caulfield North, Victoria, 3161	N/A
Nir Pizmony	7-9 Hume Road, Caulfield North, Victoria, 3161	N/A

Table 2. Changes in relevant interests

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
25 January 2013 – 31 January 2013	Pizmony Group	On-market disposition of fully paid ordinary shares in the company.	\$125,825	500,000 ordinary shares	500,000
30/12/2013	Pizmony Group	Issue of unlisted options with shareholder approval as an incentive component of Mr Pizmony's remuneration package.	Nil	6,333,333 unlisted options	Nil
24 January 2014 – 31 January 2014	Pizmony Group	On-market disposal of 946,530 fully paid ordinary shares in the company.	\$155,910	946,530 ordinary shares	946,530
31/12/2014	Pizmony Group	Lapse of unlisted options.	Nil	5,000,000 unlisted option	Nil
26/05/2015	Pizmony Group	Off-market acquisition of 1,000,000 fully paid ordinary shares in the company.	\$20,000	1,000,000 ordinary shares	1,000,000
31/07/2015	Pizmony Group	Issue of 12,000,000 ordinary shares in the company pursuant to the Funtastic Limited Employee Share Loan Plan.	\$292,800	12,000,000 ordinary shares	12,000,000
09/10/2015	Pizmony Group	On-market acquisition of 1,000,000 fully paid ordinary shares in the company.	\$42,437.66	1,000,000 ordinary shares	1,000,000
19/10/2015	Pizmony Group	Issue of 3,500,000 ordinary shares in the company pursuant to the Funtastic Limited	\$105,000	3,500,000 ordinary shares	3,500,000

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
		Employee Share Loan Plan.			
21/12/2015	Pizmony Group	Cancellation of 15,500,000 shares under the Funtastic Limited Employee Share Loan Plan as per 2015 Annual General Meeting Resolution no. 6.	\$397,800	15,500,000 ordinary shares	15,500,000
23/12/2015	Pizmony Group	Issue of 15,500,000 shares under the Funtastic Limited Employee Share Loan Plan as per 2015 Annual General Meeting Resolution no. 7.	\$449,500	15,500,000 ordinary shares	15,500,000
27/05/2016	Pizmony Group	Issue of 23,750,000 fully paid ordinary shares under a share placement approved at a general meeting held on 17 May 2016.	\$475,000	23,750,000 ordinary shares	23,750,000

Table 3. Present relevant interests

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
Pizmony Group	Piz by Piz Pty Ltd	Piz by Piz Pty Ltd	Relevant interest under section 608(1)(a) or (3) of the Corporations Act.	40,254,918 ordinary shares	40,254,918
Pizmony Group	Nir Pizmony and Maria Lutgarda Pizmony	Nir Pizmony and Maria Lutgarda Pizmony	Relevant interest under section 608(1)(a) of the Corporations Act.	8,733,683 ordinary shares	8,733,683
Pizmony Group	Rensh Pty Ltd	Rensh Pty Ltd	Relevant interest under section 608(1)(a) or (3) of the Corporations Act.	6,000,000 ordinary shares	6,000,000
Pizmony Group	AET SFS Pty Ltd	Nir Pizmony (Employee Share Loan Plan)	Relevant interest under section 608(1)(a) or (3) of the Corporations Act.	15,500,000 ordinary shares	15,500,000