

Form 604

**Corporations Act 2001
Section 671B**

Notice of change of interests of substantial holder

To Company Name/Scheme **PTO Consolidated Limited**
ACN/ARSN 110 184 355

1. Details of substantial holder (1)

Name **PHEAKES PTY LTD and other related entities**
ACN/ARSN 107 128 629

There was a change in the interests of the substantial holder on 19/7/2013

The previous notice was given to the company on 06/03/2012

The previous notice was dated 06/03/2012

2. The 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 now when 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	19,043,020	5.94%	28,543,020	8.76%

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
5/6/2012	Peter Christopher Wall & Tanya-Lee Wall <Wall Family Super Fund>	On Market Acquisition	\$15,000	1,500,000 Ordinary Shares	1,500,000
21/6/2013	Pheakes Pty Ltd <Senate A/C>	On Market Acquisition	\$10,000	2,000,000 Ordinary Shares	2,000,000
11/7/2013	Pheakes Pty Ltd <Senate A/C>	On Market Acquisition	\$119.99	19,999 Ordinary Shares	19,999
17/7/2013	Pheakes Pty Ltd <Senate A/C>	On Market Acquisition	\$6,400	800,000 Ordinary Shares	800,000
22/7/2013	Pheakes Pty Ltd <Senate A/C>	On Market Acquisition	\$8,000	1,000,000 Ordinary Shares	1,000,000
22/7/2013	Peter Christopher Wall & Tanya-Lee Wall <Wall Family Super Fund>	On Market Acquisition	\$8,000	1,000,000 Ordinary Shares	1,000,000
23/7/13	Pheakes Pty Ltd <Senate A/C>	On Market Acquisition	\$9,440	1,180,001 Ordinary Shares	1,180,001
24/7/13	Pheakes Pty Ltd <Senate A/C>	On Market Acquisition	\$17,000	2,000,000 Ordinary Shares	2,000,000

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	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Persons' s votes
Pheakes Pty Ltd <Senate A/C>	Pheakes Pty Ltd <Senate A/C>	Pheakes Pty Ltd <Senate A/C>	Direct	25,043,020 Ordinary Shares	25,043,020
Peter Christopher Wall & Tanya-Lee Wall <Wall Family Super Fund>	Peter Christopher Wall & Tanya-Lee Wall <Wall Family Super Fund>	Peter Christopher Wall & Tanya-Lee Wall <Wall Family Super Fund>	Direct	3,500,000 Ordinary Shares	3,500,000

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
N/A	N/A

6. Addresses

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

Name	Address
Pheakes Pty Ltd <Senate A/C>	48 Louise Street, Nedlands WA 6009
Peter Christopher Wall & Tanya-Lee Wall <Wall Family Super Fund>	48 Louise Street, Nedlands WA 6009

Signature

Print Name

PETER WALL

Capacity

DIRECTOR

Sign here



Date

22 17 13

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. A corporation and it's 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 must be referred to 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 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 association since the last substantial holding notice