

Form 603

Corporations Act 2001 Section 671B

Notice of Initial substantial holder

To Company Name/Scheme Bulletproof Group Limited

ACN/ARSN 148 162 092

1. Details of substantial holder (1)

Name Harvest Lane Asset Management Pty Ltd and each of its associates as listed in Annexure A

ACN (if applicable) 158 314 697

The holder became a substantial holder on 30/1/2018

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Ordinary shares	8,387,330	8,387,330	5.17%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Harvest Lane Asset Management Pty Ltd	Harvest Lane Asset Management Pty Ltd is the investment manager for the Harvest Lane Asset Management Absolute Plus Fund and, pursuant to the terms of an investment management agreement with the trustee for the fund, Fundhost Ltd, has the power to dispose of, or control the exercise of a power to dispose of, the securities as well as the power to exercise, or control the exercise of, a right to vote attached to the securities.	Ordinary Shares 609,652
Harvest Lane Asset Management Pty Ltd	Harvest Lane Asset Management Pty Ltd is the investment manager for the Harvest Lane Asset Management Absolute Return Fund (ARSN 614 662 627) and, pursuant to the terms of an investment management agreement with the responsible entity for the fund, Fundhost Ltd, has the power to dispose of, or control the exercise of a power to dispose of, the securities as well as the power to exercise, or control the exercise of, a right to vote attached to the securities.	Ordinary shares 1,905,693
Harvest Lane Asset Management Pty Ltd	Harvest Lane Asset Management Pty Ltd is the investment manager and, pursuant to the terms of an investment management	Ordinary shares 5,290,149

	agreement has the power to dispose of, or control the exercise of a power to dispose of, the securities as well as the power to exercise, or control the exercise of, a right to vote attached to the securities.	
31 May Pty Ltd	31 May Pty Ltd has the power to dispose of, or control the exercise of a power to dispose of, the securities as well as the power to exercise, or control the exercise of, a right to vote attached to the securities.	Ordinary Shares 581,836

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Harvest Lane Asset Management Pty Ltd	National Australia Bank Ltd acf the Harvest Lane Asset Management Absolute Plus Fund	National Australia Bank Ltd	Ordinary Shares 609,652
Harvest Lane Asset Management Pty Ltd	National Australia Bank Ltd acf the Harvest Lane Asset Management Absolute Return Fund	National Australia Bank Ltd	Ordinary Shares 1,905,693
Harvest Lane Asset Management Pty Ltd	National Australia Bank Ltd	National Australia Bank Ltd	Ordinary Shares 5,290,149
31 May Pty Ltd	31 May Pty Ltd	31 May Pty Ltd	Ordinary Shares 581,836

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the 4 months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Please refer to Annexure B				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Harvest Lane Asset Management Pty Ltd (ACN 158 314 697) and 31 May Pty Ltd (ACN 125 762 478)	Harvest Lane Asset Management Pty Ltd and 31 May Pty Ltd are associates because Harvest Lane Asset Management Pty Ltd and 31 May Pty Ltd are controlled by the same entities.

7. Addressee

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

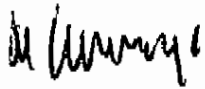
Name	Address
Mr Luke Cummings	Level 9, 25 Bligh Street, Sydney NSW 2000, Australia

[Redacted]

Signature

print name Luke Cummings

Director

sign here 

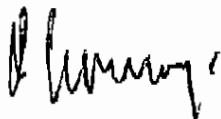
date 30/1/2018

ANNEXURE A

This is the annexure of 1 page marked "A" referred to in the Form 603 – Notice of initial substantial holder signed by me and dated 30 January, 2018.

Signed:

Luke Cummings
Director

A handwritten signature in black ink, appearing to read 'L Cummings', written over the printed name and title.

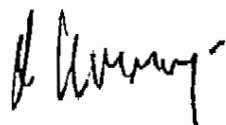
List of associates:

31 May Pty Ltd (ACN 125 762 478)

ANNEXURE B

This is the annexure of 2 pages marked "B" referred to in the Form 603 – Notice of initial substantial holder signed by me and dated 30 January, 2018.

Signed:



Luke Cummings
Director

Holder of Relevant interest	Date	Consideration (cash)	Consideration (non-cash)	Number of ordinary shares
31 May Pty Ltd	22/11/2017	\$14,185		130,465
31 May Pty Ltd	22/11/2017	\$9,294.83		88,365
31 May Pty Ltd	23/11/2017	\$9,038.52		85,924
31 May Pty Ltd	29/11/2017	(\$12,681.63)		(101,585)
31 May Pty Ltd	13/12/2017	\$14,636.03		121,931
31 May Pty Ltd	18/12/2017	\$299.84		2,313
31 May Pty Ltd	20/12/2017	\$18,105.22		147,663
31 May Pty Ltd	21/12/2017	\$7,615.18		62,030
31 May Pty Ltd	3/01/2018	\$5,383.98		44,729
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Plus Fund)	22/11/2017	\$14,412.30		132,558
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Plus Fund)	22/11/2017	\$9,443.72		89,783
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Plus Fund)	23/11/2017	\$9,690.36		92,132
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Plus Fund)	29/11/2017	(\$13,086.50)		(104,824)
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Plus Fund)	13/12/2017	\$19,088.75		159,068
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Plus Fund)	22/12/2017	\$16,058.96		127,295
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Plus Fund)	28/12/2017	\$22,346.50		178,640
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Plus Fund)	5/1/2018	(8,108.50)		(65,000)
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Return Fund)	22/11/2017	\$51,628.77		475,194

Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Return Fund)	22/11/2017	\$33,810.96		321,825
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Return Fund)	23/11/2017	\$33,820.62		321,944
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Return Fund)	29/11/2017	(\$46,603.99)		(372,996)
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Return Fund)	13/12/2017	\$52,631.66		438,770
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Return Fund)	22/12/2017	\$49,837.73		395,050
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Return Fund)	27/12/2017	\$23,233.88		185,739
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Return Fund)	27/12/2017	\$3,119.94		25,862
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Return Fund)	29/12/2017	\$8,531.25		68,118
Harvest Lane Asset Management Pty Ltd (as investment manager for the Harvest Lane Asset Management Absolute Return Fund)	2/1/2018	\$5,786.50		46,160
Harvest Lane Asset Management Pty Ltd (Investment Mandate Account)	14/12/2017	\$72,565.19		604,44
Harvest Lane Asset Management Pty Ltd (Investment Mandate Account)	15/12/2017	\$161,999.49		1,349,402
Harvest Lane Asset Management Pty Ltd (Investment Mandate Account)	22/12/2017	\$100,196.47		794,230
Harvest Lane Asset Management Pty Ltd (Investment Mandate Account)	27/12/2017	\$40,609.99		324,737
Harvest Lane Asset Management Pty Ltd (Investment Mandate Account)	29/12/2017	\$12,567.75		100,410
Harvest Lane Asset Management Pty Ltd (Investment Mandate Account)	2/1/2018	\$9,946.38		79,439
Harvest Lane Asset Management Pty Ltd (Investment Mandate Account)	22/1/2018	\$27,284.72		194,773
Harvest Lane Asset Management Pty Ltd (Investment Mandate Account)	22/1/2018	\$125,046.65		914,350
Harvest Lane Asset Management Pty Ltd (Investment Mandate Account)	23/1/2018	\$27,748.26		198,084
Harvest Lane Asset Management Pty Ltd (Investment Mandate Account)	25/1/2018	\$34,016.48		242,857
Harvest Lane Asset Management Pty Ltd (Investment Mandate Account)	29/1/2018	\$13,767.33		101,858
Harvest Lane Asset Management Pty Ltd (Investment Mandate Account)	30/1/2018	\$54,002.85		385,565