

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme MotorCycle Holdings Limited

ACN/ARSN 150 386 995

1. Details of substantial holder (1)

Name MRP Mojo Co Pty Ltd (ACN 651 541 589); MRP Mojo Motorcycles Pty Ltd (ACN 169 812 855); Let the Good Times Roll Pty Ltd (ACN 115 038 723); MRP Investments Pty Ltd (ACN 144 846 239); and Michael Poynton

ACN/ARSN (if applicable) As above

There was a change in the interests of the
substantial holder on 29/04/2025
The previous notice was given to the company on 28/03/2023
The previous notice was dated 28/03/2023

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	6,660,711	9.04%	5,769,500	7.82%

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
29/04/2025	All substantial holders the subject of this notice	On-market sale of ordinary shares by MRP Investments Pty Ltd (ACN 144 846 239)	\$2.200 per share	141,211 shares	141,211 Votes
29/04/2025	All substantial holders the subject of this notice	On-market sale of ordinary shares by MRP Mojo Motorcycles Pty Ltd (ACN 169 812 855)	\$2.200 per share	750,000 shares	750,000 Votes

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
See 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
N/A	

6. Addresses

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

Name	Address
All substantial holders the subject of this notice	C/- Mitchell Wilson, Level 1, 261-271 Wattletree Road, Malvern VIC 3144

Signature

print name	Michael Poynton	capacity	Substantial Holder, Director
sign here		date	2 May 2025

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.

Annexure A

This is the Annexure A referred to in the Form 604 (Notice of change of interests of substantial holder).



Name: Michael Poynton
Date: 2 May 2025

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
MRP Mojo Co Pty Ltd (ACN 651 541 589)	MRP Mojo Motorcycles Pty Ltd (ACN 169 812 855)	MRP Mojo Motorcycles Pty Ltd (ACN 169 812 855)	Relevant interest arises under section 608(1)(b) and (c) of the Corporations Act. MRP Mojo Co Pty Ltd ACN 651 541 589 is the sole shareholder of MRP Mojo Motorcycles Pty Ltd and has the capacity to control voting and disposal decisions in respect of the 5,769,500 fully paid ordinary shares held by MRP Mojo Motorcycles Pty Ltd.	5,769,500 Shares	5,769,500 Votes
MRP Mojo Motorcycles Pty Ltd (ACN 169 812 855)	MRP Mojo Motorcycles Pty Ltd (ACN 169 812 855)	MRP Mojo Motorcycles Pty Ltd (ACN 169 812 855)	Relevant interest arises, in respect of 5,769,500 shares, under section 608(1)(a) of the Corporations Act.	5,769,500 Shares	5,769,500 Votes
Let the Good Times Roll Pty Ltd (ACN 115 038 723)	MRP Mojo Motorcycles Pty Ltd (ACN 169 812 855)	MRP Mojo Motorcycles Pty Ltd (ACN 169 812 855)	Relevant interest arises, in respect of 5,769,500 shares, under section 608(3)(a). Let the Good Times Roll Pty Ltd is a related body corporate (and an associate) of the registered holder of those shares, being MRP Mojo Motorcycles Pty Ltd.	5,769,500 Shares	5,769,500 Votes
MRP Investments Pty Ltd (ACN 144 846 239)	MRP Mojo Motorcycles Pty Ltd (ACN 169 812 855)	MRP Mojo Motorcycles Pty Ltd (ACN 169 812 855)	Relevant interest arises, in respect of 5,769,500 shares, under section 608(3)(a). MRP Investments Pty Ltd is a related body corporate (and an associate) of the registered holder of those shares, being MRP Mojo Motorcycles Pty Ltd.	5,769,500 Shares	5,769,500 Votes
Michael Poynton	MRP Mojo Motorcycles Pty Ltd (ACN 169 812 855)	MRP Mojo Motorcycles Pty Ltd (ACN 169 812 855)	Relevant interest arises under section 608(1)(b) and (c) of the Corporations Act as well as under section 608(3)(b) of the Corporations Act. Michael Poynton is the sole director of both MRP Mojo Motorcycles Pty Ltd, MRP Mojo Co Pty Ltd, Let the Good Times Roll Pty Ltd and MRP Investments Pty Ltd, and has the capacity to control voting and disposal decisions in respect of the 5,769,500 fully paid ordinary shares held by MRP Mojo Motorcycles Pty Ltd.	5,769,500 Shares	5,769,500 Votes