

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **IntelliHR Limited (IHR)**ACN/ARSN **ACN 600 548 516****1. Details of substantial holder (1)**

Name **Colinton Capital Partners I (A) Pty Ltd (ACN 620 748 718) as trustee for Colinton Capital Partners Fund I (A) Trust (CCP), Colinton Capital Pty Limited (ACN 156 276 425) (Colinton Capital), and Simon Moore (Simon Moore)**

ACN/ARSN (if applicable) **See above**

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

03/12/2021

The previous notice was given to the company on

15/09/2020

The previous notice was dated

15/09/2020**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)
Ordinary shares	47,461,602	17.13%	50,683,342	15.05%*

* Voting power has decreased as a result of the changes in relevant interests outlined in Section 3, and dilution due to new share issues.

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
03/12/2021	CCP	Issue of new shares by IHR as part of the placement announced on 17 September 2021 (with settlement of shares to CCP on 3 December 2021, post shareholder approval at the IHR AGM on 30 November 2021).	\$833,000.20	3,621,740 ordinary shares	3,621,740

21/10/2020	CCP	Off market transfer associated with the exercise of options over IHR shares held by CCP under a Call Option Deed with Nicole Cook dated 17 January 2020.	\$30,000	400,000 ordinary shares	400,000
------------	-----	--	----------	-------------------------	---------

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	Person's votes
CCP	Morgans Financial Limited (Morgans)	CCP	Relevant interest under 608(1) (b) and (c) of the Corporations Act 2001 (Cth) (Corporations Act) as CCP has the power to exercise a right to vote securities and control over the disposal of securities which Morgans holds as custodian	48,537,886 fully paid ordinary shares	48,537,886
Colinton Capital	Colinton Capital	Colinton Capital	Relevant interest under 608(1) (a) of the Corporations Act as Colinton Capital is the holder of IHR securities	2,145,456 fully paid ordinary shares	2,145,456
Simon Moore	Colinton Capital	Colinton Capital	Relevant interest under 608(3) (b) of the Corporations Act as Simon Moore controls Colinton Capital and has a deemed relevant interest in the IHR securities Colinton Capital holds	2,145,456 fully paid ordinary shares	2,145,456

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
CCP	Suite 2, Level 6, 7 Macquarie Place, Sydney, New South Wales
Colinton Capital Simon Moore	Suite 2, Level 6, 7 Macquarie Place, Sydney, New South Wales

Signature

print name **Simon Moore**

capacity: **Director**

sign here *Simon Moore*

8/12/2021

date

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 of 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.