

Date: 9 June 2021

To: Company Announcements Office
Company: Australian Stock Exchange
Fax Number: +61 2 9347 0005

From Ben Smith
Contact Number: +61 2 7906 2701
Pages (incl. cover): 4

FORM 605 – NOTICE OF CEASING TO BE A SUBSTANTIAL HOLDER

We attach a further notice with regards to our interest in shares in Mainstream Group Holdings Ltd (MAI).



Ben Smith

Director

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Mainstream Group Holdings Limited ("Mainstream")
ACN/ARSN 112 252 114

1. Details of substantial holder (1)

Name Adastra Corporate Advisory Pty Ltd ("Adastra")
ACN/ARSN (if applicable) 647 907 337

The holder ceased to be a substantial holder on 9 / June / 2021

The previous notice was given to the company on 20 / April / 2021

The previous notice was dated 20 / April / 2021

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to changes (5)	Class (6) and number of securities affected	Person's votes affected
9 June 2021	Adastra	Adastra received a termination notice (attached as Annexure) dated 9 June 2021 from Vistra Group Holdings (BVI) Limited (" Vistra BVI ") terminating the Purchase Agreement dated 16 April 2021 between Vistra BVI, Vistra Holdings (Australia) Pty Ltd (ACN 618 080 514) and Adastra, under which Adastra was to purchase 13,808,805 ordinary shares in Mainstream, with immediate effect in accordance with clause 6.1(a) of the Purchase Agreement.	Nil	Fully paid 13,808,805 ordinary shares	13,808,805 votes with 9.99% voting power (based on 138,089,440 total ordinary shares on issue)

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

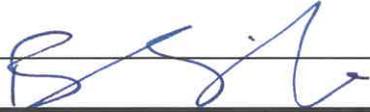
Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

4. Address

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

Name	Address
Adastra	Level 13, 23 Hunter St Sydney, NSW 2000

Signature

print name Ben Smith Capacity Chairman/ director – Adastra
sign here  date 09/06/2021

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.



BY EMAIL: Ben.Smith@adastraca.com.au

Ben Smith
Adastra Corporate Advisory Pty Ltd
(ACN 647 907 337)
Level 13, 23 Hunter Street
Sydney NSW 2000

9 June 2021

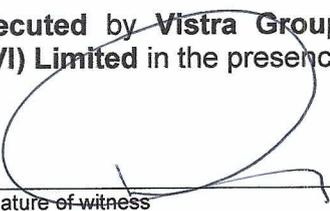
Dear Mr Smith

Notice of termination of Purchase Agreement dated 16 April 2021

1. We refer to the 'Purchase Agreement' dated 16 April 2021 between Vistra Group Holdings (BVI) Limited (as the 'Seller'), Vistra Holdings (Australia) Pty Ltd (ACN 618 080 514) and Adastra Corporate Advisory Pty Ltd (ACN 647 907 337) (as the 'Purchaser') (**Purchase Agreement**).
2. We note that the Seller and the Purchaser among others are parties to the following documents:
 - (a) Purchase Agreement; and
 - (b) Vendor Loan Note Deed Poll dated 16 April 2021.
3. The purpose of this letter is to notify the Purchaser that the Seller hereby terminates the Purchase Agreement with immediate effect in accordance with clause 6.1(a) of the Purchase Agreement.
4. In accordance with clause 6.1(b) of the Purchase Agreement:
 - (a) the Purchase Agreement will have no further force or effect and the parties will have no further obligations under the Purchase Agreement (provided that clause 6 of the Purchase Agreement will survive termination); and
 - (b) the Seller shall not be obliged to seek specific performance against any person.

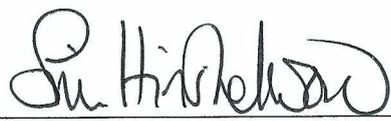
Yours faithfully
Vistra Group Holdings (BVI) Limited

Executed by **Vistra Group Holdings (BVI) Limited** in the presence of:



Signature of witness


Name of witness

←  ←

Signature of Authorised Representative
WSD HIRSTELWOOD (CHAIRMAN)

Name and title of Authorised Representative