

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company
Name/Scheme

Merlin Diamonds Limited

ACN/ARSN

009 153 119

1. Details of substantial holder (1)

Name

Gutnick Group
(see annexure
marked "A")

ACN (if applicable)

N/A

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

01 / 12/ 2017

The previous notice was given to the
company on

25/ /10/ 2017

The previous notice was dated

25 / 10 / 2017

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	355,476,932	19.996%	456,157,702	21.33%

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 are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class & number of securities affected	Person's votes affected
01/12/2017	Gutnick Group	Acquisition of shares	\$501,154	Ordinary 100,230,770	Gutnick Group

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
Gutnick Group	Mazil Pty Ltd	Mazil Pty Ltd	Direct	Ordinary 32,307,692	1.51%
	Great Central Gold Limited	Great Central Gold Limited	Direct	Ordinary 14,615,385	0.68%
	Trinity Management Group Pty Ltd	Joseph Gutnick (i)	Direct	Ordinary 18,000,000	0.84%
	Chabad Properties Pty Ltd ATF Machon Chaim College Fund	Chabad Properties Pty Ltd ATF Machon Chaim College Fund	Direct	Ordinary 300,000,000	14.03%
	Hoydu International Enterprises Pty Ltd ATF Hoydu Family Trust No 2	Hoydu International Enterprises Pty Ltd ATF Hoydu Family Trust No 2	Direct	Ordinary 25,000,000	1.17%
	Atlantic Holdings (Aust) Pty Ltd	Atlantic Holdings (Aust) Pty Ltd	Direct	Ordinary 4,037,693	0.20%
	Morzev Pty Ltd	Morzev Pty Ltd	Direct	Ordinary 76,923	0.00%
	Edensor Holdings Pty Ltd ATF Prolific Enterprises Trust	Edensor Holdings Pty Ltd ATF Prolific Enterprises Trust	Direct	Ordinary 42,400,009	1.98%
	Harapid Pty Ltd <Edensor Distribution No 1 A/C>	Harapid Pty Ltd <Edensor Distribution No 1 A/C>	Direct	Ordinary 19,450,000	0.91%

- (i) *It is not clear that Mr Gutnick continues to hold a relevant interest, or any other interest, in the 18 million shares previously issued on his behalf under the Merlin Incentive Share Scheme. The shares are included in this notice on that basis.*

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(if applicable)	Nature of association
Chabad Properties Pty Ltd ATF Machon Chaim College Fund	A company of which Stera Gutnick is a shareholder and director
Hoydu International Enterprises Pty Ltd ATF Hoydu Family Trust No 2	A company of which Stera Gutnick is a shareholder and director
Atlantic Holdings (Aust) Pty Ltd	A company of which Mordechai Gutnick is a shareholder and director

Morzev Pty Ltd	A company of which Naomi Gutnick is a shareholder and director
Edensor Holdings Pty Ltd ATF Prolific Enterprises Trust	A company of which Stera Gutnick is a shareholder and director
Harapid Pty Ltd <Edensor Distribution No 1 A/C>	A company of which Naomi Gutnick is a shareholder and director

6. Addresses

The addresses of persons named in this form are:

Name	Address
Joseph Isaac Gutnick (i)	Level 1A, 42 Moray Street Southbank VIC 3006
Mazil Pty Ltd ACN 166 570 270	Level 1A, 42 Moray Street Southbank VIC 3006
Great Central Gold Limited	Trust Company Complex, Ajeltake Road, Ajeltake Island Majuro, Republic of the Marshall Islands, MH96960
Trinity Management Group Pty Ltd	Level 8, 550 Bourke Street Melbourne VIC 3000
Chabad Properties Pty Ltd ATF Machon Chaim College Fund	Level 1A, 42 Moray Street Southbank VIC 3006
Hoydu International Enterprises Pty Ltd ATF Hoydu Family Trust No 2	Level 1A, 42 Moray Street Southbank VIC 3006
Atlantic Holdings (Aust) Pty Ltd	Building 4, Suite 46, 195 Wellington Road Clayton VIC 3168
Morzev Pty Ltd	Level 1A, 42 Moray Street Southbank VIC 3006
Edensor Holdings Pty Ltd ATF Prolific Enterprises Trust	Level 1A, 42 Moray Street Southbank VIC 3006
Harapid Pty Ltd <Edensor Distribution No 1 A/C>	Level 1A, 42 Moray Street Southbank VIC 3006

Signature

print name JOSEPH GUTNICK Capacity Self

sign here J.I. Gutnick Date : 1 December 2017

“A”

This is the annexure of 1 page marked “A” mentioned in the Form 603 Notice of Initial Substantial Holder signed by me and dated 15 January 2015

Signed by:

J.I. Gutnick

Signature

SELF

Capacity

JOSEPH GUTNICK

Name

1 December 2017

Date

The following substantial holders are members of the Gutnick Group:

1. Joseph Isaac Gutnick (i)
2. Mazil Pty Ltd ACN 166 570 270
3. Great Central Gold Limited
4. Chabad Properties Pty Ltd ATF Machon Chaim College Fund
5. Hoydu International Enterprises Pty Ltd ATF Hoydu Family Trust No 2
6. Atlantic Holdings (Aust) Pty Ltd
7. Morzev Pty Ltd
8. Edensor Holdings Pty Ltd ATF Prolific Enterprises Trust