

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme

CANDY CLUB HOLDINGS LIMITED

ACN/ARSN

629 598 778

1. Details of substantial holder(1)

Name

SEE SCHEDULE 1 FOR DETAILS

ACN/ARSN (if applicable)

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

18/9/2019

The previous notice was given to the company on

25/02/2019

The previous notice was dated

25/02/2019

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)
SEE SCHEDULE 1 FOR DETAILS				

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
SEE SCHEDULE 1 FOR DETAILS					

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 SCHEDULE 1 FOR DETAILS					

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
SEE SCHEDULE 1	FOR DETAILS

6. Addresses

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

Name	Address
SEE SCHEDULE 1	FOR DETAILS

Signature

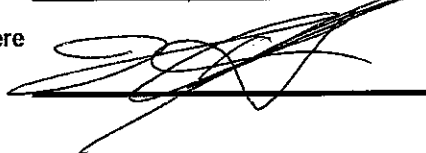
print name

JOEL MAHEMOFF

capacity

ALT DIRECTOR & REPRESENTATIVE

sign here



date 3 / 10 / 2019

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.

Schedule 1 - Change in interest of a substantial shareholder in Candy Club Holdings Ltd

DETAILS OF SUBSTANTIAL HOLDER

Name:	Instanz Nominees Pty Ltd ATF Hearts Trust
ACN:	073 513 658
Name:	Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust
ACN:	166 927 493
Name:	Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust No 2
ACN:	166 927 493
Name:	Instanz Employee Investments Pty Ltd ATF Instanz Investments Trust
ACN:	128 741 186
Name:	Como Super Funds Pty Ltd ATF Como Executive Superannuation Fund
ACN:	092 230 076
Name:	RJIR Pty Ltd ATF ZDR Family Trust
ACN:	165 066 151

PREVIOUS AND PRESENT VOTING POWER

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power	Person's votes	Voting power
Ordinary shares	13,598,575	9.78%	13,598,575	7.87%
Ordinary shares				
Class A Options				
	648,723	0.47%	665,389	0.38%
	-	-	16,666	-
Ordinary shares				
	648,723	0.47%	648,723	0.38%
Ordinary shares				
	1,921,631	1.38%	1,921,631	1.11%
Ordinary shares				
	960,820	0.69%	960,820	0.56%
Ordinary shares				
Class A Performance shares	1,921,632	1.38%	1,921,632	1.11%
Class B Performance shares	500,000	-	500,000	-
Class C Performance shares	500,000	-	500,000	-
Class D Performance shares	500,000	-	500,000	-
Class A Options	-	-	591,874	-

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CHANGE IN RELEVANT INTERESTS

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class & number of securities affected	Person's votes affected
31-May-19	Zachry Rosenberq	Shares purchased on market	\$2,516.22	27,959 ordinary shares	27,959
7-Jun-19	Zachry Rosenberq	Shares purchased on market	\$6,483.78	72,042 ordinary shares	72,042
5-Aug-19	Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust	Additional shares issued by company for rights issue	\$1,333.28	16,666 Class A options	16,666
5-Aug-19	RJR Pty Ltd ATF ZDR Family Trust	Additional shares issued by company for rights issue	\$47,349.92	591,874 Class A options	591,874
5-Aug-19	Zachry Rosenberq	Additional shares issued by company for rights issue	\$2,668.72	33,334 Class A options	33,334
16-Sep-19	RJR Pty Ltd ATF ZDR Family Trust	Shares sold on market	\$48,157.09	591,874 ordinary shares	591,874
16-Sep-19	Zachry Rosenberq	Shares sold on market	\$10,778.36	133,334 ordinary shares	133,334
16-Sep-19	Zachry Rosenberq	Options sold on market	\$645.01	33,334 Class A options	-

Schedule 1 - Change in interest of a substantial shareholder in Candy Club Holdings Ltd

Holder of relevant interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class and number of securities	Person's votes
Instanz Nominees Pty Ltd ATF Hearts Trust	Instanz Nominees Pty Ltd <Hearts Trust A/C>	Instanz Nominees Pty Ltd <Hearts Trust A/C>	Direct	12,502,500 FPO	12,502,500
Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust	Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C>	Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C>	Direct	599,275 FPO	599,275
Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust	Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C No 2>	Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C>	Direct	16,666 Ordinary shares 16,666 Class A options	16,666
Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust No 2	Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C No 2>	Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C No 2>	Direct	599,275 FPO	599,275
Instanz Employee Investments Pty Ltd ATF Instanz Investments Trust	Instanz Employee Investments Pty Ltd <Instanz Investments Trust A/C>	Instanz Employee Investments Pty Ltd <Instanz Investments Trust A/C>	Direct	1,775,620 FPO	1,775,620
Como Super Funds Pty Ltd ATF Como Executive Superannuation Fund	Como Super Funds Pty Ltd <Como Executive SuperFund A/C>	Como Super Funds Pty Ltd <Como Executive SuperFund A/C>	Direct	887,814 FPO	887,814
RJR Pty Ltd ATF ZDR Family Trust	RJR Pty Ltd <ZDR Family Trust A/C>	RJR Pty Ltd <ZDR Family Trust A/C>	Direct	1,775,620 FPO	1,775,620
RJR Pty Ltd ATF ZDR Family Trust	RJR Pty Ltd <ZDR Family Trust A/C>	RJR Pty Ltd <ZDR Family Trust A/C>	Direct	591,874 Class A options	-
RJR Pty Ltd ATF ZDR Family Trust	RJR Pty Ltd <ZDR Family Trust A/C>	RJR Pty Ltd <ZDR Family Trust A/C>	Direct	500,000 Class A Performance Shares	-
RJR Pty Ltd ATF ZDR Family Trust	RJR Pty Ltd <ZDR Family Trust A/C>	RJR Pty Ltd <ZDR Family Trust A/C>	Direct	500,000 Class B Performance Shares	-
RJR Pty Ltd ATF ZDR Family Trust	RJR Pty Ltd <ZDR Family Trust A/C>	RJR Pty Ltd <ZDR Family Trust A/C>	Direct	500,000 Class C Performance Shares	-
RJR Pty Ltd ATF ZDR Family Trust	RJR Pty Ltd <ZDR Family Trust A/C>	RJR Pty Ltd <ZDR Family Trust A/C>	Direct	500,000 Class D Performance Shares	-
Instanz Nominees Pty Ltd ATF Hearts Trust	Clicorp Nominees Pty Ltd <Hearts Trust A/C>	Instanz Nominees Pty Ltd <Hearts Trust A/C>	Indirect	1,036,075 FPO	1,036,075
Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust	Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C>	Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C>	Indirect	49,448 FPO	49,448
Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust No 2	Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C No 2>	Instanz Australia Pty Ltd <Instanz P.E. Unit Trust A/C No 2>	Indirect	46,448 FPO	46,448
Instanz Employee Investments Pty Ltd ATF Instanz Investments Trust	Clicorp Nominees Pty Ltd <Instanz Investments Trust A/C>	Instanz Employee Investments Pty Ltd <Instanz Investments Trust A/C>	Indirect	146,011 FPO	146,011
Como Super Funds Pty Ltd ATF Como Executive Superannuation Fund	Clicorp Nominees Pty Ltd <Como Executive SuperFund A/C>	Como Super Funds Pty Ltd <Como Executive SuperFund A/C>	Indirect	73,008 FPO	73,008
RJR Pty Ltd ATF ZDR Family Trust	Clicorp Nominees Pty Ltd <ZDR Family Trust A/C>	RJR Pty Ltd <ZDR Family Trust A/C>	Indirect	146,012 FPO	146,012

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ADDRESSES

Instanz Nominees Pty Ltd ATF Hearts Trust	Level 9 South, 161 Collins Street Melbourne, Vic 3000, Australia
Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust	Level 9 South, 161 Collins Street Melbourne, Vic 3000, Australia
Instanz Australia Pty Ltd ATF Instanz P.E. Unit Trust No 2	Level 9 South, 161 Collins Street Melbourne, Vic 3000, Australia
Instanz Employee Investments Pty Ltd ATF Instanz Investments Trust	Level 9 South, 161 Collins Street Melbourne, Vic 3000, Australia
Como Super Funds Pty Ltd ATF Como Executive Superannuation Fund	Level 9 South, 161 Collins Street Melbourne, Vic 3000, Australia
RJIR Pty Ltd ATF ZDR Family Trust	Level 9 South, 161 Collins Street Melbourne, Vic 3000, Australia

Print Name: JOEL MAHEMOFF Joel Mahemoff

Sign Name:



Capacity: Representative

Date: 3/10/19