

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial shareholderTo: **NEWZULU LIMITED**ACN/ ARSN **078 661 444****1. Details of substantial holder (1)**Name **MATILDA MEDIA PTY LTD <MATILDA MEDIA TRUST>**ACN/ ARSN (if applicable) **135 591 250**There was a change in the interests of the substantial holder on **6 February 2015**The previous notice was given to the company on **18 August 2014**The previous notice was dated on **15 August 2014****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 FULLY PAID	155,228,686	46.01%	155,228,686	30.68%

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
6 February 2015	MATILDA MEDIA PTY LTD <MATILDA MEDIA TRUST>.	DILUTION AS A RESULT OF THE ISSUE OF SHARES IN RELATION TO THE PLACEMENT	NOT APPLICABLE	155,228,686 FULLY PAID ORDINARY SHARES	155,228,686
9 February 2015	MATILDA MEDIA PTY LTD <MATILDA MEDIA TRUST>.	DILUTION AS A RESULT OF THE ISSUE OF SHARES FOR THE REPAYMENT OF THE BLUEROOM LOANS AND FACILITY FEES	NOT APPLICABLE	155,228,686 FULLY PAID ORDINARY SHARES	155,228,686

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	Class and number of securities	Person's votes
MATILDA MEDIA PTY LTD <MATILDA MEDIA TRUST>	MATILDA MEDIA PTY LTD <MATILDA MEDIA TRUST>	MATILDA MEDIA PTY LTD <MATILDA MEDIA TRUST>	INDIRECTLY HELD	55,617,482 FULLY PAID ORDINARY SHARES	10.99%
WYUNA GROUP PTY LTD <WYUNA GROUP TRUST>	WYUNA GROUP PTY LTD <WYUNA GROUP TRUST>	WYUNA GROUP PTY LTD <WYUNA GROUP TRUST>	INDIRECTLY HELD	44,643,574 FULLY PAID ORDINARY SHARES	8.82%
GANDALF HOLDING (NSW) PTY LTD <GANDALF TRUST>	GANDALF HOLDING (NSW) PTY LTD <GANDALF TRUST>	GANDALF HOLDING (NSW) PTY LTD <GANDALF TRUST>	INDIRECTLY HELD	35,643,743 FULLY PAID ORDINARY SHARES	7.04%
MR PETER MICHAEL SCARF	MR PETER MICHAEL SCARF	MR PETER MICHAEL SCARF	INDIRECTLY HELD	9,809,080 FULLY PAID ORDINARY SHARES	1.94%
MR ALEXANDER JAMES HARTMAN	MR ALEXANDER JAMES HARTMAN	MR ALEXANDER JAMES HARTMAN	INDIRECTLY HELD	9,514,807 FULLY PAID ORDINARY SHARES	1.88%

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 as follows:

Name and ACN/ARSN (if applicable)	Nature of association
NOT APPLICABLE	NOT APPLICABLE

6. Addresses

The addresses of persons named in this form are:

Name	Address
MATILDA MEDIA PTY LTD <MATILDA MEDIA TRUST>	LEVEL 2, 287-289 NEW SOUTH HEAD ROAD, EDGECLIFF, NSW 2028
WYUNA GROUP PTY LTD <WYUNA GROUP TRUST>	C/- KEN MANGRAVITI PTY LTD, SUITE D, LEVEL 4 140 WILLIAM STREET, WOOLLOOMOOLOO, NSW 2011
GANDALF HOLDING (NSW) PTY LTD <GANDALF TRUST>	12 BRADLEYS HEAD ROAD, MOSMAN, NSW, 2088
MR PETER MICHAEL SCARF	C/- KEN MANGRAVITI PTY LTD, SUITE D, LEVEL 4 140 WILLIAM STREET, WOOLLOOMOOLOO, NSW 2011
MR ALEXANDER JAMES HARTMAN	12 BRADLEYS HEAD ROAD, MOSMAN, NSW, 2088

Signature

print name **Alexander Hartman**

capacity **Director**

sign here

date **12 February 2015**

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.