

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme TopBetta Holdings LimitedACN/ARSN 164 521 395

1. Details of substantial holder (1)

Name Steven Neville Gillard

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 17 / 3 / 17

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	8,208,922	8,208,922	6.52%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Part 1 of Annexure A		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Steven Neville Gillard and Lobster Beach Pty Ltd	Lobster Beach Pty Ltd	Lobster Beach Pty Ltd	5,562,922 ordinary shares
Steven Neville Gillard and Gillard Superannuation Pty Ltd <Gillard Super Fund>	Gillard Superannuation Pty Ltd <Gillard Super Fund>	Gillard Superannuation Pty Ltd <Gillard Super Fund>	2,646,000 ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Part 2 of Annexure A				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/AFSN (if applicable)	Nature of association
Lobster Beach Pty Ltd ACN 127 272 342	Steven Gillard is the sole director of this entity
Gillard Superannuation Pty Ltd ACN 169 335 997 <Gillard Super Fund>	Steven Gillard is a director of the corporate entity and a beneficiary of the fund

7. Addresses

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

Name	Address
Lobster Beach Pty Ltd	PO Box R1845, Royal Exchange NSW, 1225
Gillard Superannuation Pty Ltd <Gillard Super Fund>	PO Box R1727, Royal Exchange NSW, 1225

Signature

print name Steven Neville Gillard

capacity

Steven Neville Gillard
Director

sign here

date 17 / 03 / 2017

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

ANNEXURE A

This is Annexure A of 1 page referred to in form 603

PART 1

3. Details of relevant interests

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Lobster Beach Pty Ltd	Holder of securities pursuant to section 608(1)(a) of the Corporations Act	5,562,922 ordinary shares
Gillard Superannuation Pty Ltd <Gillard Super Fund>	Holder of securities pursuant to section 608(1)(a) of the Corporations Act	2,646,000 ordinary shares
Steven Neville Gillard	The power to control the exercise of a right to vote attached to the securities held by Lobster Beach Pty Ltd pursuant to section 608(1)(b) of the Corporations Act	5,562,922 ordinary shares
Steven Neville Gillard	The power to control the exercise of a right to vote attached to the securities held by Gillard Superannuation Pty Ltd <Gillard Super Fund> pursuant to section 608(1)(b) of the Corporations Act	2,646,000 ordinary shares

PART 2

5. Consideration

Holder of relevant interest	Date of acquisition	Consideration		Class and number of securities
		Cash	Non-cash	
Lobster Beach Pty Ltd	30 November 2016	\$180,000	-	900,000 ordinary shares
Lobster Beach Pty Ltd	10 January 2017	\$69,850	-	267,000 ordinary shares
Lobster Beach Pty Ltd	12 January 2017	\$25,943	-	105,076 ordinary shares
Lobster Beach Pty Ltd	17 January 2017	\$35,936	-	152,922 ordinary shares
Lobster Beach Pty Ltd	25 January 2017	\$32,830.46	-	128,548 ordinary shares
Lobster Beach Pty Ltd	2 February 2017	\$24,000	-	100,000 ordinary shares
Lobster Beach Pty Ltd	6 February 2017	\$92,000	-	400,000 ordinary shares
Lobster Beach Pty Ltd	13 March 2017	\$172,500	-	1,500,000 ordinary shares
Lobster Beach Pty Ltd	17 March 2017	\$34,133	-	296,813 ordinary shares
Gillard Superannuation Pty Ltd <Gillard Super Fund>	25 January 2017	\$34,000	-	136,000 ordinary shares
Gillard Superannuation Pty Ltd <Gillard Super Fund>	22 February 2017	\$48,000	-	300,000 ordinary shares
Gillard Superannuation Pty Ltd <Gillard Super Fund>	16 March 2017	\$181,200	-	1,510,000 ordinary shares

Signature

Steven Neville Gillard

Date:

17/3/17.