

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme TopBeta Holdings LimitedACN/ARSN 164 521 395**1. Details of substantial holder(1)**Name Steven N Gillard

ACN/ARSN (if applicable) _____

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

The previous notice was given to the company on
The previous notice was dated

13
12/04/17
~~28/03/17~~ 17/3/17
17/03/17

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 Shares	8,208,922	6.52%	9,908,922	7.87%

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 Part 1 -	Annexure A				

4. Present relevant interests*See part 2 - Annexure A*

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
Steven N Gillard & Lobster Beach P/L	Lobster Beach Pty Ltd	Lobster Beach Pty Ltd	Indirect	7,062,922 Ordinary Shares	
Steven N Gillard & Gillard Superannuation Pty Ltd <Gillard Super Fund>	Gillard Superannuation Pty Ltd <Gillard Super Fund>	Gillard Superannuation Pty Ltd <Gillard Super Fund>		2,846,000 Ordinary Shares	
					7.87%

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

6. Addresses

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

Name	Address
Steven Neville Gillard	PO Box R1845, Royal Exchange NSW 1225

Signature

print name Steven Gillard

capacity Director

sign here



date 13 / 04 / 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 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.

ANNEXURE A

This is Annexure A of 1 page referred to in form 604

PART 1

3. Change in relevant interests

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
10 April 2017	Lobster Beach Pty Ltd	Purchase of shares	9.99967 cents per share	700,000 ordinary shares	Lobster Beach Pty Ltd
11 April 2017	Lobster Beach Pty Ltd	Purchase of shares	10.49184 cents per share	305,000 ordinary shares	Lobster Beach Pty Ltd
12 April 2017	Lobster Beach Pty Ltd	Purchase of shares	16.91 cents per share	195,000 ordinary shares	Lobster Beach Pty Ltd
12 April 2017	Lobster Beach Pty Ltd	Purchase of shares	16 cents per share	300,000 ordinary shares	Lobster Beach Pty Ltd
12 April 2017	Gillard Superannuation Pty Ltd <Gillard Super Fund>	Purchase of shares	17 cents per share	200,000 ordinary shares	Gillard Superannuation Pty Ltd <Gillard Super Fund>
10 April 2017	Steven Neville Gillard	Power to control the exercise of a right to vote attached to the new shares purchased by Lobster Beach Pty Ltd	9.99967 cents per share	700,000 ordinary shares	Lobster Beach Pty Ltd
11 April 2017	Steven Neville Gillard	Power to control the exercise of a right to vote attached to the new shares purchased by Lobster Beach Pty Ltd	10.49184 cents per share	305,000 ordinary shares	Lobster Beach Pty Ltd
12 April 2017	Steven Neville Gillard	Power to control the exercise of a right to vote attached to the new shares purchased by Lobster Beach Pty Ltd	16.91 cents per share	195,000 ordinary shares	Lobster Beach Pty Ltd
12 April 2017	Steven Neville Gillard	Power to control the exercise of a right to vote attached to the new shares purchased by Lobster Beach Pty Ltd	16 cents per share	300,000 ordinary shares	Lobster Beach Pty Ltd
12 April 2017	Steven Neville Gillard	Power to control the exercise of a	17 cents per share	200,000 ordinary shares	Gillard Superannuation Pty Ltd <Gillard

		right to vote attached to the new shares purchased by Gillard Superannuation Pty Ltd <Gillard Super Fund>			Super Fund>
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PART 2

4. Present relevant interests

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
Lobster Beach Pty Ltd	Lobster Beach Pty Ltd	Lobster Beach Pty Ltd	Holder of securities pursuant to section 608(1)(a) of the Corporations Act	7,062,922 ordinary shares	5.61%
Gillard Superannuation Pty Ltd <Gillard Super Fund>	Gillard Superannuation Pty Ltd <Gillard Super Fund>	Gillard Superannuation Pty Ltd <Gillard Super Fund>	Holder of securities pursuant to section 608(1)(a) of the Corporations Act	2,846,000 ordinary shares	2.26%
Steven Neville Gillard	Lobster Beach Pty Ltd	Lobster Beach Pty Ltd	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.	7,062,922 ordinary shares	5.61%
Steven Neville Gillard	Gillard Superannuation Pty Ltd <Gillard Super Fund>	Gillard Superannuation Pty Ltd <Gillard Super Fund>	The power to control the exercise of a right to vote attached to the securities held by Gillard Superannuation Pty Ltd pursuant to section 608(1)(b) of the Corporations Act.	2,846,000 ordinary shares	2.26%

Signature

Steven Neville Gillard

Date: 13 April 2017