

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme NetLinkz Limited (Company)

ACN/ARSN 141 509 426

**1. Details of substantial holder (1)**

Name Strategic Capital Management Limited (SCM) as responsible entity for the SCM Absolute Return Investment Equity Fund (RE)

ACN/ARSN (if applicable) ACN 092 936 902

The holder became a substantial holder on 01/03/2017

**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                | 133,587,510          | 133,587,510        | 15.91%           |
|                         |                      |                    |                  |

**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 |
|---|---|--------------------------------|
| SCM   | Relevant interest under section 608(1) of the <i>Corporations Act 2001</i> (Cth). 230,000 of the ordinary shares were acquired by way of on market purchase and 2,500,000 were acquired in lieu of payment of consultancy fees payable to SCM | 2,730,000 ordinary shares      |
| RE  | Relevant interest under section 608(3) of the <i>Corporations Act 2001</i> (Cth). The ordinary shares were acquired by way of issue of shares by the Company pursuant to a capital raising.   | 126,077,843 ordinary shares    |
| Alpha First Pty Ltd ACN 085 231 152                         | Relevant interest under section 608(1) of the <i>Corporations Act 2001</i> (Cth). The ordinary shares were acquired by way of issue of shares by the Company pursuant to a capital raising.   | 3,666,667 ordinary shares      |
| Macquarie Investment Management Ltd <J&V Tsiolis Superfund> | Relevant interest under section 608(1) of the <i>Corporations Act 2001</i> (Cth). The ordinary shares were acquired by way of on market purchase  | 1,112,500 ordinary shares      |

**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 |
|---|---|---|--------------------------------|
| SCM   | Strategic Capital Management Limited                        | Strategic Capital Management Limited                        | 2,730,000 ordinary shares      |
| RE  | Strategic Capital Management Limited                        | Strategic Capital Management Limited                        | 126,077,843 ordinary shares    |
| Alpha First Pty Ltd ACN 085 231 152                         | Alpha First Pty Ltd ACN 085 231 152                         | Alpha First Pty Ltd ACN 085 231 152                         | 3,666,667 ordinary shares      |
| Macquarie Investment Management Ltd <J&V Tsiolis Superfund> | Macquarie Investment Management Ltd <J&V Tsiolis Superfund> | Macquarie Investment Management Ltd <J&V Tsiolis Superfund> | 1,112,500 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   |                                |
| SCM                                 | 17 September 2014   | N/A               | Shares were issued in lieu of the payment of advisory fees.  | 2,500,000 ordinary shares      |
| SCM                                 | 2 September 2016    | \$9,890           | N/A  | 230,000 ordinary shares        |
| RE                                  | 8 November 2016     | \$130,000         | N/A  | 3,333,334 ordinary shares      |
| RE                                  | 17 November 2016    | \$500,000         | N/A  | 10,666,667 ordinary shares     |
| RE                                  | 20 December 2016    | \$100,000         | N/A  | 2,222,223 ordinary shares      |
| RE                                  | 5 January 2017      | \$450,000         | N/A  | 10,000,000 ordinary shares     |
| RE                                  | 23 January 2017     | \$555,000         | N/A  | 12,333,334 ordinary shares     |
| RE                                  | 1 March 2017        | \$150,000         | N/A  | 3,333,334 ordinary shares      |
| RE                                  | 6 March 2017        | \$2,271,751.68    | Exchange of units in ARIE Trust                              | 84,138,951 ordinary shares     |
| Alpha First Pty Ltd ACN 085 231 152 | 30 December 2016    | \$165,000         | Shares were issued in lieu of the payment of consulting fees | 3,666,667 ordinary shares      |

|   |                   |           |     |                           |
|---|-------------------|-----------|-----|---------------------------|
| Macquarie Investment Management Ltd <J&V Tsiolis Superfund> | 1 July 2014       | \$400,200 | N/A | 1,000,500 ordinary shares |
| Macquarie Investment Management Ltd <J&V Tsiolis Superfund> | 19 September 2014 | \$45,000  | N/A | 112,000 ordinary shares   |

#### 6. Associates

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

| Name and ACN/ARSN (if applicable)                           | Nature of association   |
|---|---|
| Strategic Capital Management Limited<br>ACN 092 936 902     | Responsible entity of the SCM Absolute Return Investment Equity Fund  |
| Alpha First Pty Ltd ACN 085 231 152                         | Alpha First Pty Ltd ACN 085 231 152 holds 100% of the issued share capital of Alpha Second Pty Ltd ACN 096 552 724 which holds 54% of the issued capital of SCM.  |
| Macquarie Investment Management Ltd <J&V Tsiolis Superfund> | James Tsiolis is a beneficiary of the J&V Tsiolis Superfund and has the power to control the disposal of the shares held by Macquarie Investment Management Ltd as trustee for the J&V Tsiolis Superfund. Mr Tsiolis is also the sole director of Alpha First Pty Ltd ACN 085 231 152 (which controls SCM). |

#### 7. Addresses

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

| Name  | Address  |
|---|--|
| Strategic Capital Management Limited                        | Suite 4, Level 31, 50 Bridge St, SYDNEY 2000                   |
| Alpha First Pty Ltd ACN 085 231 152                         | Barbottis Tyler, Shop 55, 18-26 Church Avenue, MASCOT NSW 1460 |
| Macquarie Investment Management Ltd <J&V Tsiolis Superfund> | 1 Shelley St, SYDNEY 2000                                      |

#### Signature

print name

ANTHONY HARTMAN

capacity DIRECTOR

sign here

*Anthony Hartman*

date

15/3/17

#### 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, moneys 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.

For personal use only

**GUIDE**

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 603.

**Signature**

This form must be signed by either a director or a secretary of the substantial holder.

**Lodging period**

Nil

**Lodging Fee**

Nil

**Other forms to be completed**

Nil

**Additional information**

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
- (i) within 2 business days after they become aware of the information; or
  - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
    - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
    - (B) the person becomes aware of the information during the bid period.

**Annexures**

- To make any annexure conform to the regulations, you must
- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
  - 2 show the corporation name and ACN or ARBN
  - 3 number the pages consecutively
  - 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
  - 5 identify the annexure with a mark such as A, B, C, etc
  - 6 endorse the annexure with the words:  
*This is annexure (mark) of (number) pages referred to in form (form number and title)*
  - 7 sign and date the annexure.
- The annexure must be signed by the same person(s) who signed the form.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.