Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme — Catapult Group International Ltd

ACN/ARSN — 164 301 197

1. Details of substantial holder (1)

Name — Disruptive Capital Pty Ltd and the parties referred to in Annexure A

ACN/ARSN (if applicable) — 160 240 513

There was a change in the interests of the substantial holder on	25	/	07	/	16
The previous notice was given to the company on	23	/	12	/	14
The previous notice was dated	23	/	12	/	14

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 of scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	21,363,600	17.78%	21,434,420	13.84%

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 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
25/07/2016	Disruptive Capital Pty Ltd (Relevant interest in shares held by One Managed Investment Funds Ltd as custodian for Disruptive Capital Pty Ltd (where Disruptive Capital Pty Ltd acts as trustee for Disruptive Special Opportunities Funds I and II) pursuant to section 608(1) of the Corporations Act)	Dilution due to issue of shares pursuant to the institutional entitlement offer and placement announced to ASX on 13 July 2016 (**Institutional Entitlement Offer and Placement**).	N/A	ORD 21,363,600	21,363,600

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25/07/2016	Aura Group Pty Ltd (Relevant interest in shares held: • by One Managed Investment Funds Ltd as custodian for Disruptive Capital Pty Ltd (as trustee for Disruptive Special Opportunities Funds I and II), pursuant to section 608(3)(b) of the Corporations Act by reason of Aura Group Pty Ltd holding 68.81% of the shares in Disruptive Capital Pty Ltd; and • by Aura Funds Management 1 Pty Ltd ATF Aura Australian Equities Fund, pursuant to section 608(3)(b) of the Corporations Act by reason of Aura Group Pty Ltd as a 100% shareholder of Aura Funds Management 1 Pty Ltd)	Dilution due to issue of shares pursuant to Institutional Entitlement Offer and Placement.	N/A	ORD 21,434,420	21,434,420
25/07/2016	Ng Capital Management Pty Ltd, Daring Investments Pty Ltd and Caveau Capital Investments Pty Ltd (Relevant interest in shares held: • by One Managed Investment Funds Ltd as custodian for Disruptive Capital Pty Ltd (as trustee for Disruptive Special Opportunities Funds I and II), pursuant to section 608(3) of the Corporations Act by reason of Ng Capital Management Pty Ltd holding 28.95% of the shares in Aura Group Pty Ltd, and each of Daring Investments Pty Ltd and Caveau Capital Investments Pty Ltd holding 28.95% of the shares in Aura Group Pty Ltd, who in turn holds 68.81% of Disruptive Capital Pty Ltd; • by Aura Funds Management 1 Pty Ltd ATF Aura Australian Equities Fund, pursuant to section 608(3) of the Corporations Act by reason of Ng Capital Management Pty Ltd holding 28.95% of the shares in Aura Group Pty Ltd, and each of Daring Investments Pty Ltd and Caveau Capital Investments Pty Ltd holding 28.95% of the shares in Aura Group Pty Ltd, who in turn holds 100% of Aura Funds Management 1 Pty Ltd ATF Aura Australian Equities Fund)	Dilution due to issue of shares pursuant to Institutional Entitlement Offer and Placement.	N/A	ORD 21,434,420	21,434,420
25/07/2016	Calvin Ng (Relevant interest in shares held: • by One Managed Investment Funds Ltd as custodian for Disruptive Capital Pty Ltd (as trustee for Disruptive Special Opportunities Funds I and II) pursuant section 608(3) of the Corporations Act by reason of Mr Ng being the sole shareholder, and therefore having control of Ng Capital Management Pty Ltd. Ng Capital Management Pty Ltd holds 28.95% of the shares in Aura Group Pty Ltd, who in turn holds 68.81% of the shares in Disruptive Capital Pty Ltd; • by Aura Funds Management 1 Pty Ltd ATF Aura Australian Equities Fund, pursuant to section 608(3) of the Corporations Act by reason of Mr Ng being the sole shareholder, and therefore having control of Ng Capital Management Pty Ltd. Ng Capital Management Pty Ltd holds 28.95% of the shares in Aura Group Pty Ltd, who in turn holds 100% of the shares in Aura Funds Management 1 Pty Ltd ATF Aura Australian Equities Fund).	Dilution due to issue of shares pursuant to Institutional Entitlement Offer and Placement.	N/A	ORD 21,434,420	21,434,420

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25/07/2016	John Kolenda and Milenka Kolenda (Relevant interest in shares held: • by One Managed Investment Funds Ltd as custodian for Disruptive Capital Pty Ltd (as trustee for Disruptive Special Opportunities Funds I and II), pursuant to section 608(3) of the Corporations Act by reason of John Kolenda and Milenka Kolenda each being 50% shareholders of Daring Investments Pty Ltd. Daring Investments Pty Ltd holds 28.95% of the shares in Aura Group Pty Ltd, who in turn holds 68.81% of the shares in Disruptive Capital Pty Ltd; • by Aura Funds Management 1 Pty Ltd ATF Aura Australian Equities Fund, pursuant to section 608(3) of the Corporations Act by reason of John Kolenda and Milenka Kolenda each being 50% shareholders of Daring Investments Pty Ltd. Daring Investments Pty Ltd holds 28.95% of the shares in Aura Group Pty Ltd , who in turn holds 100% of the shares in Aura Funds Management 1 Pty Ltd ATF Aura Australian Equities Fund).	Dilution due to issue of shares pursuant to Institutional Entitlement Offer and Placement.	N/A	ORD 21,434,420	21,434,420
25/07/2016	Eric King Wai Chan (Relevant interest in shares held: • by One Managed Investment Funds Ltd as custodian for Disruptive Capital Pty Ltd (as trustee for Disruptive Special Opportunities Funds I and II), pursuant to section 608(3) of the Corporations Act by reason of Mr Chan being the sole shareholder, and therefore having control, of Caveau Capital Investments Pty Ltd. Caveau Capital Investments Pty Ltd holds 28.95% of the shares in Aura Group Pty Ltd, who in turn holds 68.81% of the shares in Disruptive Capital Pty Ltd; • by Aura Funds Management 1 Pty Ltd ATF Aura Australian Equities Fund, pursuant to section 608(3) of the Corporations Act by reason of Mr Chan being the sole shareholder, and therefore having control, of Caveau Capital Investments Pty Ltd. Caveau Capital Investments Pty Ltd holds 28.95% of the shares in Aura Group Pty Ltd, who in turn holds 100% of the shares in Aura Funds Management 1 Pty Ltd ATF Aura Australian Equities Fund).	Dilution due to issue of shares pursuant to Institutional Entitlement Offer and Placement.	N/A	ORD 21,434,420	21,434,420
25/07/2016	Aura Funds Management 1 Pty Ltd ATF Aura Australian Equities Fund (Relevant interest in shares held by Aura Funds Management 1 Pty Ltd ATF Aura Australian Equities Fund, pursuant to section 608(3)(b) of the Corporations Act by reason of Aura Group Pty Ltd as a 100% shareholder of Aura Funds Management 1 Pty Ltd.)	Aura Funds Management 1 Pty Ltd ATF Aura Australian Equities Fund acquired 70,820 fully paid ordinary shares pursuant to Institutional Entitlement Offer and Placement.	$212,460	ORD 70,820	70,820

4. Present relevant interest

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

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Disruptive Capital Pty Ltd, Aura Group Pty Ltd, Ng Capital Management Pty Ltd, Calvin Ng, Caveau Capital Investments Pty Ltd, Eric King Wai Chan, Daring Investments Pty Ltd, John Kolenda and Milenka Kolenda	One Managed Investment Funds Ltd	Disruptive Capital Pty Ltd	As outlined above in section 3.	ORD 21,363,600	21,363,600
Aura Group Pty Ltd, Ng Capital Management Pty Ltd, Calvin Ng, Caveau Capital Investments Pty Ltd, Eric King Wai Chan, Daring Investments Pty Ltd, John Kolenda and Milenka Kolenda	Aura Funds Management 1 Pty Ltd ATF Aura Australian Equities Fund	Aura Group Pty Ltd	As outlined above in section 3.	ORD 70,820	70,820

6. 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
Aura Legal Pty Ltd ACN 149 193 528	Associate of Aura Group Pty Ltd pursuant to section 12(2)(a) of the Corporations Act by reason of Aura Group Pty Ltd controlling Aura Legal Pty Ltd.
Aura Private Wealth Pty Ltd ACN 158 184 000	Associate of Aura Group Pty Ltd pursuant to section 12(2)(a) of the Corporations Act by reason of Aura Group Pty Ltd controlling Aura Private Wealth Pty Ltd.
Aura Capital Nominees Pty Ltd ACN 161 824 415	Associate of Aura Group Pty Ltd pursuant to section 12(2)(a) of the Corporations Act by reason of Aura Group Pty Ltd controlling Aura Capital Nominees Pty Ltd.
Aura Principal Investments Pty Ltd ACN 145 010 653	Associate of Aura Group Pty Ltd pursuant to section 12(2)(a) of the Corporations Act by reason of Aura Group Pty Ltd controlling Aura Principal Investments Pty Ltd.
Aura Partners Pty Ltd ACN 159 425 493	Associate of Aura Group Pty Ltd pursuant to section 12(2)(a) of the Corporations Act by reason of Aura Group Pty Ltd controlling Aura Partners Pty Ltd.
Disruptive Capital Pty Ltd ACN 160 240 513	Associate of Aura Group Pty Ltd pursuant to section 12(2)(a) of the Corporations Act by reason of Aura Group Pty Ltd controlling Disruptive Capital Pty Ltd.
Aura Funds Management Pty Ltd ACN 163 737 326	Associate of Aura Group Pty Ltd pursuant to section 12(2)(a) of the Corporations Act by reason of Aura Group Pty Ltd controlling Aura Funds Management Pty Ltd.

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Formationd Pty Ltd ACN 157 869 666	Associate of Aura Group Pty Ltd pursuant to section 12(2)(b) of the Corporations Act by reason of Aura Group Pty Ltd being able to influence the composition of the board of Formationd Pty Ltd.
Aura Funds Management 1 Pty Ltd ACN 607 158 814 ATF Aura Australian Equities Fund	Associate of Aura Group Pty Ltd pursuant to section 12(2)(a) of the Corporations Act by reason of Aura Group Pty Ltd controlling Aura Funds Management 1 Pty Ltd ATF Aura Australian Equities Fund.
Aura Group Services Pty Ltd ACN 606 636 864	Associate of Aura Group Pty Ltd pursuant to section 12(2)(a) of the Corporations Act by reason of Aura Group Pty Ltd controlling Aura Group Services Pty Ltd.
Aura Wealth Management Pty Ltd ACN 612 698 763	Associate of Aura Group Pty Ltd pursuant to section 12(2)(a) of the Corporations Act by reason of Aura Group Pty Ltd controlling Aura Wealth Management Pty Ltd.
Aura Capital Pty Ltd ACN 143 700 887	Associate of Aura Group Pty Ltd pursuant to section 12(2)(a) of the Corporations Act by reason of Aura Group Pty Ltd controlling Aura Capital Pty Ltd.

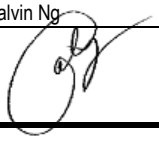
7. **Addresses**

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

Name	Address
Disruptive Capital Pty Ltd	Level 24, 52 Martin Place, Sydney NSW 2000
Aura Group Pty Ltd	Level 24, 52 Martin Place, Sydney NSW 2000
Ng Capital Management Pty Ltd	Level 24, 52 Martin Place, Sydney NSW 2000
Calvin Ng	Level 24, 52 Martin Place, Sydney NSW 2000
Daring Investments Pty Ltd, John Kolenda and Milenka Kolenda	22 Yarranabbe Rd, Darling Point NSW 2027
Caveau Capital Investments Pty Ltd, Eric Chan Wai Chan	Unit 604, 97 Boyce Road, Maroubra NSW 2035

Signature

print name Calvin Ng capacity Director of Disruptive Capital Pty Ltd

sign here  date 28 / 07 / 16

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant issues (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 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

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(b) any qualification of the power of a person to exercise, control 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 in 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.

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Annexure A

This is Annexure A of 1 page referred to in Form 604: **Notice of change of interests of substantial holder** (**Form 604**) signed by me and dated 28 July 2016.

Calvin Ng

28 July 2016

Details of substantial holder

Aura Group Pty Ltd ACN 152 381 667
Ng Capital Management Pty Ltd ACN 143 682 008
Calvin Ng
Daring Investments Pty Ltd ACN 059 818 807
John Kolenda
Milenka Kolenda
Caveau Capital Investments Pty Ltd ACN 148 170 825
Eric King Wai Chan

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