

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme Onthehouse Holdings Limited (ASX:OTH)
ACN/ARSN ACN 150 139 781

1. Details of substantial holder (1)

Name Sandon Capital Pty Ltd and other parties listed in item 3 below
ACN/ARSN (if applicable) ACN 130 853 691

The holder became a substantial holder on 9 October 2014

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	10,715,566	10,715,566	12.97%

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
Sandon Capital Pty Ltd	Power to exercise (or to control) voting power and dispose of securities as investment manager of Sandon Capital Activist Fund and Sandon Capital Investments Limited	3,345,869 ordinary shares
Fundhost Limited as trustee of Sandon Capital Activist Fund	National Nominees Ltd as custodian for Sandon Capital Activist Fund	883,030 ordinary shares
Sandon Capital Investments Limited	One Managed Investments Limited as custodian for Sandon Capital Investments Limited	2,462,839 ordinary shares
Sandon Capital Pty Limited, Fundhost Limited and Sandon Capital Investments Limited	In addition to the above, Sandon Capital Pty Limited, Fundhost Limited and Sandon Capital Investments Limited each hold a relevant interest in the 7,369,697 ordinary shares held by Blue Lake Partners Pty Limited and Gannet Capital Ltd by virtue of entering into a relevant agreement with those parties (see Annexure A) in relation to the affairs of the company.	7,369,697 ordinary shares
Blue Lake Partners Pty Ltd	Blue Lake Partners Pty Ltd: a) holds 4,650,000 ordinary shares as disclosed in the initial substantial shareholder notice dated 29 August 2014; and b) has a relevant interest in the 5,815,566 ordinary shares held by the registered holders (other than Blue Lake) in paragraph 4 by virtue of entering into a relevant agreement with those parties (see Annexure A) in relation to the affairs of the company.	10,715,566 ordinary shares

Daniel L Droga as trustee for Droga Super Fund	Trustee and beneficiary	250,000
Gannet Capital Pty Ltd	Gannet Capital Pty Limited: a) holds 569,697 ordinary shares as registered holder and investment manager to The Level 18 Fund; b) has a relevant interest in the 1,900,000 ordinary shares held by Juman Pty Ltd & Juliber Pty Limited by virtue of being their investment adviser; and c) has a relevant interest in the 8,245,869 ordinary shares held by the registered holders (other than those in (a) and (b) above) in paragraph 4 by virtue of entering into a relevant agreement with those parties (see Annexure A) in relation to the affairs of the company.	10,715,566 ordinary shares
Footprint Capital Pty Limited	Owns 100% of the shares in Gannet Capital Pty Limited (relevant interest under section 608(3) of the Corporations Act).	10,715,566 ordinary shares
Glenn Darren Poswell	Owns 100% of the shares in Footprint Pty Limited (relevant interest under section 608(3) of the Corporations Act).	10,715,566 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
Sandon Capital Pty Ltd and Fundhost Ltd as trustee of Sandon Capital Activist Fund	National Nominees Ltd	Fundhost Ltd as trustee of Sandon Capital Activist Fund	883,030 ordinary shares
Sandon Capital Pty Ltd and Sandon Capital Investments Limited	One Managed Investments Limited	Sandon Capital Investments Limited	2,462,839 ordinary shares
Sandon Capital Pty Limited, Fundhost Limited and Sandon Capital Investments Limited	ABN AMRO Clearing Sydney Nominees Pty Ltd	Blue Lake Partners Pty Ltd	4,650,000 ordinary shares
Sandon Capital Pty Limited, Fundhost Limited and Sandon Capital Investments Limited	Gannet Capital Pty Ltd	Gannet Capital Pty Ltd	569,697 ordinary shares
Sandon Capital Pty Limited, Fundhost Limited and Sandon Capital Investments Limited	Juman Pty Ltd & Juliber Pty Ltd <JUSL Limited Partnership A/C>	Juman Pty Ltd & Juliber Pty Ltd <JUSL Limited Partnership A/C>	1,900,000 ordinary shares
Sandon Capital Pty Limited, Fundhost Limited and Sandon Capital Investments Limited	Daniel Droga as trustee for Droga Super Fund	Daniel Droga as trustee for Droga Super Fund	250,000 ordinary shares
Blue Lake Partners Pty Ltd	ABN AMRO Clearing Sydney Nominees Pty Ltd	Blue Lake Partners Pty Ltd	4,650,000 ordinary shares
Blue Lake Partners Pty Ltd	National Nominees Ltd	Fundhost Ltd as trustee of Sandon Capital Activist Fund	883,030 ordinary shares
Blue Lake Partners Pty Ltd	One Managed Investments Limited	Sandon Capital Investments Limited	2,462,839 ordinary shares
Blue Lake Partners Pty Ltd	Gannet Capital Pty Ltd	Gannet Capital Pty Ltd	569,697 ordinary shares
Blue Lake Partners Pty Ltd	Juman Pty Ltd & Juliber Pty Ltd <JUSL Limited Partnership A/C>	Juman Pty Ltd & Juliber Pty Ltd <JUSL Limited Partnership A/C>	1,900,000 ordinary shares
Blue Lake Partners Pty Ltd	Daniel Droga as trustee for Droga Super Fund	Daniel Droga as trustee for Droga Super Fund	250,000 ordinary shares
Gannet Capital Pty Ltd	Gannet Capital Pty Ltd	Gannet Capital Pty Ltd	569,697 ordinary shares
Gannet Capital Pty Ltd	Juman Pty Ltd & Juliber Pty Ltd <JUSL Limited Partnership A/C>	Juman Pty Ltd & Juliber Pty Ltd <JUSL Limited Partnership A/C>	1,900,000 ordinary shares
Gannet Capital Pty Ltd	National Nominees Ltd	Fundhost Ltd as trustee of Sandon Capital Activist Fund	883,030 ordinary shares

Gannet Capital Pty Ltd	One Managed Investments Limited	Sandon Capital Investments Limited	2,462,839 ordinary shares
Gannet Capital Pty Ltd	ABN AMRO Clearing Sydney Nominees Pty Limited	Blue Lake Partners Pty Ltd	4,650,000 ordinary shares
Gannet Capital Pty Ltd	Daniel Droga as trustee for Droga Super Fund	Daniel Droga as trustee for Droga Super Fund	250,000 ordinary shares
Footprint Capital Pty Ltd	As per Gannet Capital above	As per Gannet Capital above	10,715,566 ordinary shares
Glenn Darren Poswell	As per Gannet Capital above	As per Gannet Capital above	10,715,566 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
Sandon Capital Pty Ltd and Fundhost Ltd as trustee of Sandon Capital Activist Fund	9 October 2014	N/A	None. Sandon Capital Pty Ltd and Fundhost Ltd are not purchasing the relevant securities.	854,950 ordinary shares
Sandon Capital Pty Ltd and Sandon Capital Investments Limited	9 October 2014	N/A	None. See note above.	2,373,919 ordinary shares
Sandon Capital Pty Limited, Fundhost Limited and Sandon Capital Investments Limited	9 October 2014	N/A	None. See note above.	7,119,697 ordinary shares
Blue Lake Partners Pty Limited	9 October 2014	N/A	None. See note above.	13,577,435 ordinary shares
Daniel Droga as trustee for Droga Super	9 October 2014	N/A	None. See note above.	250,000 ordinary shares
Gannet Capital Pty Limited	9 October 2014	N/A	None None. See note above.	10,715,566 ordinary shares
Footprint Capital Pty Limited	9 October 2014	N/A	None	10,715,566 ordinary shares
Glen Darren Poswell	9 October 2014	N/A	None	10,715,566 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
Sandon Capital Pty Ltd (ACN 130 853 691)	Relevant agreement with respect to the affairs of the Company as detailed in Annexure A
Blue Lake Partners Pty Ltd (ACN 139 264 690)	Relevant agreement with respect to the affairs of the Company as detailed in Annexure A
Gannet Capital Pty Ltd (ACN 139 264 690)	Relevant agreement with respect to the affairs of the Company as detailed in Annexure A
Daniel L Droga	An associate of Blue Lake Partners Pty Ltd by virtue of section 12 of the Corporations Act.
Footprint Capital Pty Limited	An associate of Gannet Capital Pty Ltd by virtue of section 12 of the Corporations Act.
Glenn Darren Poswell	An associate of Gannet Capital Pty Ltd by virtue of section 12 of the Corporations Act.

7. Addresses

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

Name	Address
Sandon Capital Pty Ltd	Level 11, 139 Macquarie Street, Sydney NSW, 2000
Sandon Capital Investments Limited	Level 11, 139 Macquarie Street, Sydney NSW, 2000
Fundhost Limited	Suite 1, Level 9, 70 Castlereagh Street, Sydney, NSW, 2000
Blue Lake Partners	Level 20, Gateway Building, 1 Macquarie Place, Sydney, NSW, 2000
Daniel Droga	C/- Level 20, Gateway Building, 1 Macquarie Place, Sydney, NSW, 2000
Gannet Capital Pty Ltd	Level 20, 39 Martin Place, Sydney, NSW, 2000
Footprint Capital Pty Limited	Rialto Towers Level 29, 525 Collins Street Melbourne VIC 3000
Glenn Darren Poswell	c/ Footprint Capital Rialto Towers Level 29, 525 Collins Street Melbourne VIC 3000

Signature

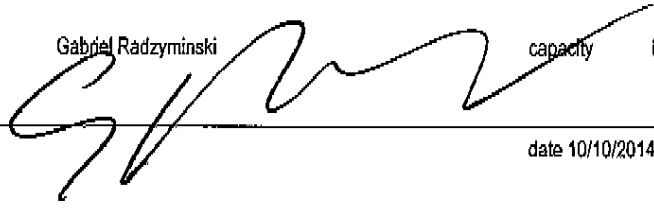
print name

Gabriel Radzyninski

capacity

Director of Sandon Capital Pty Ltd

sign here



date 10/10/2014

For personal use only

DIRECTIONS

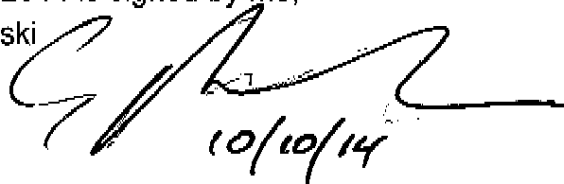
- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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.

For personal use only

This is Annexure A of 4 pages referred to in the ASIC form
603 Notice of Substantial Shareholding
dated 10 October 2014 is signed by me,
Gabriel Radzyminski

SANDON CAPITAL

Sandon Capital Pty Ltd
ABN 98 130 853 691
AFSL 331 663
Level 11
139 Macquarie Street
Sydney NSW 2000



10/10/14

Mr Daniel Droga
Blue Lake Partners Pty Ltd
Level 20, Gateway Building
1 Macquarie Place
Sydney NSW 2000

Mr Glenn Poswell
Gannet Capital Pty Ltd
Level 20, 39 Martin Place
Sydney NSW 2000

9 October 2014

By email

Dear Daniel and Glenn,

Onthehouse Holdings Limited (ASX: OTH) - Proposed board changes

We confirm that funds managed by Sandon Capital Pty Ltd (**Sandon**) currently hold approximately 4.1% of the issued shares in OTH.

We understand that Blue Lake Partners Pty Ltd (**Blue Lake**) (and its associates and related parties) holds approximately 5.6% and that Gannet Capital Pty Ltd (**Gannet**) (and its associates and related parties) holds approximately 3.0% of OTH. Should Sandon, Blue Lake and Gannet co-operate they can requisition a general meeting of OTH shareholders under section 249D of Corporations Act.

The sole purpose of this letter is to set out the terms upon which Sandon, Blue Lake Partners and Gannet Capital would agree to act in concert with respect to the composition of the board of OTH. Those activities would see Sandon (and associated Sandon managed funds) Blue Lake and Gannet become associates solely for the purposes of:

- entering into a relevant agreement for the purpose of controlling or influencing the composition of OTH's board (including by agreeing to requisition a OTH shareholders meeting); and
- agreeing how to vote at any meeting of OTH which is called with respect to the composition of the OTH board.

In this regard, it is proposed that Sandon, Blue Lake and Gannet would collectively requisition a meeting of shareholders of OTH and seek the appointment of new directors and the removal of some of the current directors (as thought appropriate at the time of the requisition).

If you wish to enter into a relevant agreement as to the appointment and removal of directors please countersign this letter.

Neither Sandon nor Blue Lake nor Gannet wishes to enter into any other relevant agreement with respect to any other matter relevant to OTH's affairs and they should not be considered as associates for any other purpose.

Each of Sandon, Blue Lake and Gannet retain the absolute discretion to act as they choose with respect to any other matter relating to OTH including, but limited to, the manner in which they may vote on any other resolution considered by OTH shareholders.

Yours sincerely

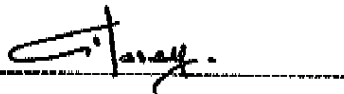


Gabriel Radzynski
Sandon Capital Pty Ltd

I agree to the arrangements set out above.

Name: Daniel Droga, Blue Lake Partners Pty Ltd

Authorised signatory



Name: Glenn Poswell, Gannet Capital Pty Ltd

Authorised signatory

For personal use only

SANDON CAPITAL

Sandon Capital Pty Ltd

ABN 98 130 853 097

AFSL 511 463

Level 11

139 Macquarie Street

Sydney NSW 2000

Mr Daniel Droga
Blue Lake Partners Pty Ltd
Level 20, Gateway Building
1 Macquarie Place
Sydney NSW 2000

Mr Glenn Poswell
Gannet Capital Pty Ltd
Level 20, 39 Martin Place
Sydney NSW 2000

9 October 2014

By email

Dear Daniel and Glenn,

Onthehouse Holdings Limited (ASX: OTH) - Proposed board changes

We confirm that funds managed by Sandon Capital Pty Ltd (Sandon) currently hold approximately 4.1% of the issued shares in OTH.

We understand that Blue Lake Partners Pty Ltd (Blue Lake) (and its associates and related parties) holds approximately 5.6% and that Gannet Capital Pty Ltd (Gannet) (and its associates and related parties) holds approximately 3.0% of OTH. Should Sandon, Blue Lake and Gannet co-operate they can requisition a general meeting of OTH shareholders under section 249D of Corporations Act.

The sole purpose of this letter is to set out the terms upon which Sandon, Blue Lake Partners and Gannet Capital would agree to act in concert with respect to the composition of the board of OTH. Those activities would see Sandon (and associated Sandon managed funds) Blue Lake and Gannet become associates solely for the purposes of:

- entering into a relevant agreement for the purpose of controlling or influencing the composition of OTH's board (including by agreeing to requisition a OTH shareholders meeting); and
- agreeing how to vote at any meeting of OTH which is called with respect to the composition of the OTH board.

In this regard, it is proposed that Sandon, Blue Lake and Gannet would collectively requisition a meeting of shareholders of OTH and seek the appointment of new directors and the removal of some of the current directors (as thought appropriate at the time of the requisition).

If you wish to enter into a relevant agreement as to the appointment and removal of directors please countersign this letter.

For personal use only

Neither Sandon nor Blue Lake nor Gannet wishes to enter into any other relevant agreement with respect to any other matter relevant to OTH's affairs and they should not be considered as associates for any other purpose.

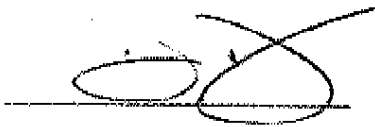
Each of Sandon, Blue Lake and Gannet retain the absolute discretion to act as they choose with respect to any other matter relating to OTH including, but limited to, the manner in which they may vote on any other resolution considered by OTH shareholders.

Yours sincerely



Gabriel Radzynski
Sandon Capital Pty Ltd

I agree to the arrangements set out above.



Name: Daniel Droga, Blue Lake Partners Pty Ltd

Authorised signatory

Name: Glenn Poswell, Gannet Capital Pty Ltd

Authorised signatory

For personal use only