

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme First Growth Fund Limited

ACN/ARSN 006 648 835

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

Name Mr Geoff Barnes

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on 16/03/2018

The previous notice was given to the company on 15/09/2014

The previous notice was dated 10/09/2014

### 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)
ORD (GEBA PTY LTD < GEBA FAMILY A/C>)	32,800,000	11.60%	100,000,000	6.68%
ORD (GXB PTY LTD)	22,500,000	8.10%	28,000,000	1.87%

### 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 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
11/02/2015	GEBA PTY LTD <GEBA FAMILY A/C>	PUBLIC OFFER	\$ 280,000.00	28,000,000	28,000,000
24/03/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 3,030.00	505,000	505,000
25/03/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 30.00	5,000	5,000
07/05/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 48,825.60	6,500,000	6,500,000
04/06/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 5.41	773	773
05/06/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 6,440.00	920,000	920,000
11/06/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 504.23	79,227	79,227
15/06/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 132.21	20,773	20,773
25/06/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 0.10	16	16

	A/C>				
29/06/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 45.28	7,114	7,114
02/07/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 702.30	110,350	110,350
03/07/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 0.58	97	97
09/07/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 3.00	500	500
17/07/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 0.12	20	20
22/07/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 19.81	3,302	3,302
30/07/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 27.45	4,575	4,575
05/08/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 29.77	4,961	4,961
18/08/2015	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 5,655.52	1,038,292	1,038,292
25/07/2016	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 15,000.00	2,272,727	2,272,727
01/08/2016	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 7,500.00	7,500,000	7,500,000
12/08/2016	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 51,000.00	7,727,272	7,727,272
23/08/2016	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 20,000.01	2,500,001	2,500,001
13/09/2016	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 10,582.50	1,500,000	1,500,000
29/09/2016	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 2,528.43	354,742	354,742
30/09/2016	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 2,083.33	292,295	292,295
21/10/2016	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 5,884.66	1,102,963	1,102,963
06/02/2017	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 4,643.99	870,424	870,424
08/02/2017	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 8,694.31	1,629,576	1,629,576
08/02/2017	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 24,772.69	4,643,151	4,643,151
13/02/2017	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 2.12	505	505
22/02/2017	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 1,493.24	356,344	356,344
07/07/2017	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET PURCHASE	\$ 8,171.39	1,950,000	1,950,000
05/01/2018	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET SALES	-\$ 57,500.00	-2,500,000	-2,500,000
09/02/2018	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET SALES	-\$115,000.00	-5,000,000	-5,000,000
12/02/2018	GEBA PTY LTD <GEBA FAMILY	ON MARKET SALES	-\$149,500.00	-6,500,000	-6,500,000

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	A/C>				
14/02/2018	GEBA PTY LTD <GEBA FAMILY A/C>	OPTIONS EXERCISED	\$ 100,000.00	5,000,000	5,000,000
15/02/2018	GEBA PTY LTD <GEBA FAMILY A/C>	ON MARKET SALES	-\$385,852.50	-16,700,000	-16,700,000
21/02/2018	GEBA PTY LTD <GEBA FAMILY A/C>	OPTIONS EXERCISED	\$ 216,666.64	10,833,332	10,833,332
21/02/2018	GEBA PTY LTD <GEBA FAMILY A/C>	OPTIONS EXERCISED	\$ 243,333.36	12,166,668	12,166,668
02/12/2014	GXB PTY LTD	ON MARKET PURCHASE	\$ 230,000.00	23,000,000	23,000,000
23/12/2014	GXB PTY LTD	ON MARKET SALES	-\$ 66,000.00	-6,600,000	-6,600,000
23/12/2014	GXB PTY LTD	ON MARKET SALES	-\$ 24,000.00	-2,400,000	-2,400,000
23/12/2014	GXB PTY LTD	ON MARKET SALES	-\$ 8,000.00	-800,000	-800,000
23/12/2014	GXB PTY LTD	ON MARKET SALES	-\$ 24,000.00	-2,400,000	-2,400,000
23/12/2014	GXB PTY LTD	ON MARKET SALES	-\$ 40,000.00	-4,000,000	-4,000,000
09/01/2015	GXB PTY LTD	ON MARKET SALES	-\$ 120,000.00	-12,000,000	-12,000,000
20/01/2015	GXB PTY LTD	ON MARKET SALES	-\$ 6,000.00	-600,000	-600,000
20/01/2015	GXB PTY LTD	ON MARKET SALES	-\$ 8,000.00	-800,000	-800,000
20/01/2015	GXB PTY LTD	ON MARKET SALES	-\$ 4,000.00	-400,000	-400,000
20/01/2015	GXB PTY LTD	ON MARKET SALES	-\$ 4,800.00	-480,000	-480,000
20/01/2015	GXB PTY LTD	ON MARKET SALES	-\$ 82,000.00	-8,200,000	-8,200,000
20/01/2015	GXB PTY LTD	ON MARKET SALES	-\$ 1,332.00	-133,200	-133,200
06/02/2015	GXB PTY LTD	ON MARKET SALES	-\$ 8,000.00	-800,000	-800,000
06/02/2015	GXB PTY LTD	ON MARKET SALES	-\$ 6,000.00	-600,000	-600,000
06/02/2015	GXB PTY LTD	ON MARKET SALES	-\$ 3,334.00	-333,400	-333,400
23/02/2015	GXB PTY LTD	ON MARKET PURCHASE	\$ 1,474.00	268,000	268,000
26/02/2015	GXB PTY LTD	ON MARKET PURCHASE	\$ 48.13	8,750	8,750
12/03/2015	GXB PTY LTD	ON MARKET PURCHASE	\$ 32,529.49	5,914,453	5,914,453
13/03/2015	GXB PTY LTD	ON MARKET PURCHASE	\$ 487.85	88,700	88,700
16/03/2015	GXB PTY LTD	ON MARKET PURCHASE	\$ 1,604.16	291,666	291,666
17/03/2015	GXB PTY LTD	ON MARKET PURCHASE	\$ 6,182.54	1,124,098	1,124,098
18/03/2015	GXB PTY LTD	ON MARKET PURCHASE	\$ 137.50	25,000	25,000
19/03/2015	GXB PTY LTD	ON MARKET PURCHASE	\$ 0.09	16	16
20/03/2015	GXB PTY LTD	ON MARKET PURCHASE	\$ 5,500.00	1,000,000	1,000,000
23/03/2015	GXB PTY LTD	ON MARKET PURCHASE	\$ 3,058.37	556,067	556,067
18/08/2015	GXB PTY LTD	ON MARKET PURCHASE	\$ 4,193.33	769,850	769,850
25/07/2016	GXB PTY LTD	ON MARKET PURCHASE	\$ 15,000.00	2,272,727	2,272,727
12/08/2016	GXB PTY LTD	ON MARKET PURCHASE	\$ 64,200.00	9,727,272	9,727,272
23/08/2016	GXB PTY LTD	ON MARKET PURCHASE	\$ 6,981.81	872,726	872,726
13/09/2016	GXB PTY LTD	ON MARKET PURCHASE	\$ 679.05	127,275	127,275
02/02/2018	GXB PTY LTD	ON MARKET SALES	-\$ 29,469.83	-1,064,137	-1,064,137

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05/02/2018	GXB PTY LTD	ON MARKET SALES	-\$ 3,396.55	-135,862	-135,862
06/02/2018	GXB PTY LTD	ON MARKET SALES	-\$ 36,685.00	-1,595,000	-1,595,000
07/02/2018	GXB PTY LTD	OPTIONS EXERCISED	\$ 1,000.00	50,000	50,000
07/02/2018	GXB PTY LTD	OPTIONS EXERCISED	\$ 79,999.98	3,999,999	3,999,999
08/02/2018	GXB PTY LTD	ON MARKET SALES	-\$ 15,588.22	-710,601	-710,601
09/02/2018	GXB PTY LTD	ON MARKET SALES	-\$ 11,976.78	-544,399	-544,399

#### 4. Present relevant interests

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
GEOFF BARNES	GEBA PTY LTD<GEBA FAMILY A/C>	GEBA PTY LTD<GEBA FAMILY A/C>	CONTROLS REGISTERED HOLDER	100,000,000 ordinary shares	100,000,000
GEOFF BARNES	GXB PTY LTD	GXB PTY LTD	CONTROLS REGISTERED HOLDER	28,000,000 ordinary shares	28,000,000

**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
N/A	

**6. Addresses**

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

Name	Address
Mr Geoff Barnes	GPO BOX 5458, Sydney NSW 2001

**Signature**

print name **Geoff Barnes**

capacity

sign here



date 26 / 03 / 2018

**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.