Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme: Bigtincan Holdings Limited

ACN/ARSN: 154 944 797

1. Details of substantial holder (1)

Name: Bigtincan Holdings Limited
and its subsidiaries which as at the date of this notice are as set out in Annexure A (together **Bigtincan Group**)

ACN/ARSN (if applicable): 154 944 797

There was a change in the interests of the substantial holder on: 22/06/2018

The previous notice was given to the company on: 24/03/2017

The previous notice was dated: 24/03/2017

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)
Fully paid ordinary shares	85,123,916	48.27%	41,272,161	18.83%

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
07/09/2017	Bigtincan Group	Reduction in voting power as a result of shares ceasing to be subject to voluntary escrow	N/A	17,714,619 fully paid ordinary shares	17,714,619
06/03/2018	Bigtincan Group	Reduction in voting power as a result of shares ceasing to be subject to voluntary escrow	N/A	22,215,596 fully paid ordinary shares	22,215,596
15/03/2018	Bigtincan Group	Reduction in voting power as a result of shares ceasing to be subject to mandatory escrow	N/A	5,454,921 fully paid ordinary shares	5,454,921
22/06/2018	Bigtincan Group	Reduction in voting power as a result of the dilution impact of the issue of 42,857,143 shares under institutional placement	N/A	N/A	N/A

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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
Bigtincan Group	See Annexure B	See Annexure B	Bigtincan Holdings Limited entered into restriction agreements with some of its shareholders as required by the ASX Listing Rules in connection with its admission to the official list of ASX. The agreements are in the form of Appendix 9A to the Listing Rules. Under the restriction agreements, the relevant shareholders are restricted from disposing of the relevant shares for the period imposed by ASX, giving Bigtincan Group a technical relevant interest in the shares under section 608(1)(c) of the Corporations Act. Bigtincan Group has no power to acquire or to exercise or control the exercise of a right to vote attached to the shares and its relevant interest in the shares is qualified accordingly. Details of the relevant shareholders, number of shares and restriction period are set out in Annexure B to this Form.	41,272,161 fully paid ordinary shares	41,272,161

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
Bigtincan Holdings Limited	Level 20, 320 Pitt Street, Sydney NSW 2000

Signature

print name	Mark Ohlsson	capacity	Secretary
sign here	MLOhlsson	date	10/07/18

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 on 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.

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GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

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 A.C.N 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.

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ANNEXURE 'A'

Bigtincan Holdings Limited
ACN 154 944 797

This is annexure A of 1 page referred to in form 604 Notice of Change of Interests of Substantial Holder

10 July 2018

Mark Ohlsson
Secretary

Date

Subsidiaries of Bigtincan Holdings Limited

BigTinCan Mobile Pty Ltd ACN 152 604 003

BTC Mobility LLC

BigTinCan UK Limited

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ANNEXURE 'B'

Bigtincan Holdings Limited
ACN 154 944 797

This is annexure B of 1 page referred to in form 604 Notice of Change of Interests of Substantial Holder

10 July 2018

Mark Ohlsson
Secretary

Date

Shareholder	Mandatory restriction – 24 months from quotation
Jensen Cohen Holdings Pty Ltd atf Jensen Cohen Superannuation Fund	16,867,593
Lai Sun Keane	24,335,143
Vorpal Pty Ltd atf The VJWS Family Trust	69,425
TOTAL	**41,272,161**

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