

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme INTELLIHR HOLDINGS LIMITED

ACN/ARSN ACN 600 548 516

1. Details of substantial holder (1)

Name INTELLIHR HOLDINGS LIMITED

ACN/ARSN (if applicable) ACN 600 548 516

There was a change in the interests of the

substantial holder on 23 JULY 2018

The previous notice was given to the company on 23 JANUARY 2018

The previous notice was dated 24 JANUARY 2018

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 | 66,757,598 | 64.27% | 46,715,437 | 44.65% |

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 |
|----------------|--|---|---|---|-------------------------|
| 23 July 2018 | IntelliHR Holdings Limited | Shares released from voluntary escrow arrangements. intelliHR had a technical relevant interest in those shares under section 608(1)(c) Corporations Act. | Not applicable | 20,735,809 fully paid ordinary shares | 20,735,809 |

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 |
|-----------------------------|---|---|--|---------------------------------------|----------------|
| intelliHR Holdings Limited | Registered holders of securities listed in Annexure A | Registered holders of securities listed in Annexure A | Restriction on the disposal of shares under ASX mandatory restriction agreements gives intelliHR a technical relevant interest in its own securities under section 608(1)(c) Corporations Act. However, intelliHR has no right to acquire these shares or to control the voting rights attached to these shares. A copy of the pro forma Appendix 9A restriction agreement is contained in Annexure B. | 46,715,437 fully paid ordinary shares | 46,715,437 |

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 | N/A |

6. Addresses

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

| Name | Address |
|---|--|
| intelliHR Holdings Limited | Level 32, 12 Creek Street, Brisbane QLD 4000 |
| Registered holders of securities listed in Annexure A | c/- intelliHR Holdings Limited. Level 32, 12 Creek Street, Brisbane QLD 4000 |

Signature

print name Suzanne Yeates

capacity Company Secretary

sign here



date 27/07/2018

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 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.

For personal use only

Annexure A

Registered holders of securities

For personal use only

1. Shareholders (24 month mandatory restriction agreement)

ANNEXURE A

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder | Number of securities | Class of securities |
|-----------------------------|-------------------------------------|--|----------------------|----------------------------|
| intelliHR Holdings Limited | ROBERT JON BROMAGE | ROBERT JON BROMAGE | 20,809,190 | Fully paid ordinary shares |
| intelliHR Holdings Limited | JEREMY FONG | JEREMY FONG | 3,378,945 | Fully paid ordinary shares |
| intelliHR Holdings Limited | INTERCONTINENTAL PTY LIMITED | INTERCONTINENTAL PTY LIMITED | 2,195,232 | Fully paid ordinary shares |
| intelliHR Holdings Limited | CHATTERTON PTY LTD | CHATTERTON PTY LTD | 2,013,744 | Fully paid ordinary shares |
| intelliHR Holdings Limited | WENDY LAURA HOPSICK | WENDY LAURA HOPSICK | 1,103,371 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MARILYN BROMAGE | MARILYN BROMAGE | 1,838,951 | Fully paid ordinary shares |
| intelliHR Holdings Limited | SCOTT WISEMAN | SCOTT WISEMAN | 1,316,183 | Fully paid ordinary shares |
| intelliHR Holdings Limited | AG & M BELLAS SUPER FUND PTY LTD | AG & M BELLAS SUPER FUND PTY LTD | 1,193,891 | Fully paid ordinary shares |
| intelliHR Holdings Limited | JD INVESTMENTS HOLDING PTY LTD | JD INVESTMENTS HOLDING PTY LTD | 1,819,234 | Fully paid ordinary shares |
| intelliHR Holdings Limited | O4NRG PTY LTD | O4NRG PTY LTD | 1,316,183 | Fully paid ordinary shares |
| intelliHR Holdings Limited | HELEN DIANNE PRYOR | HELEN DIANNE PRYOR | 1,316,183 | Fully paid ordinary shares |
| intelliHR Holdings Limited | DONALD ANDERSON & BEVERLEY ANDERSON | DONALD ANDERSON & BEVERLEY ANDERSON | 789,710 | Fully paid ordinary shares |
| intelliHR Holdings Limited | CARL EDWARD LAWBACK | CARL EDWARD LAWBACK | 295,349 | Fully paid ordinary shares |
| intelliHR Holdings Limited | TONI MICHELLE LAWBACK | TONI MICHELLE LAWBACK | 295,349 | Fully paid ordinary shares |
| intelliHR Holdings Limited | ALLEGRO CAPITAL NOMINEES PTY LTD | ALLEGRO CAPITAL NOMINEES PTY LTD | 662,662 | Fully paid ordinary shares |
| intelliHR Holdings Limited | JACQUELINE BARKER & KEVIN BARKER | JACQUELINE BARKER & KEVIN BARKER | 526,473 | Fully paid ordinary shares |
| intelliHR Holdings Limited | STEPHEN BRUNELL & DEBBIE BRUNNELL | STEPHEN BRUNELL & DEBBIE BRUNNELL | 526,473 | Fully paid ordinary shares |
| intelliHR Holdings Limited | TIMOTHY HEATH ROQUERBRE BARKER | TIMOTHY HEATH ROQUERBRE BARKER | 263,237 | Fully paid ordinary shares |
| intelliHR Holdings Limited | GAVIN JOHN STUTZ | GAVIN JOHN STUTZ | 201,374 | Fully paid ordinary shares |
| | | Subtotal | 41,861,734 | |

2. Shareholders (12 month mandatory restriction agreement)

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder | Number of securities | Class of securities |
|-----------------------------|---|---|----------------------|----------------------------|
| intelliHR Holdings Limited | BLACK DUCK HOLDINGS PTY LTD | BLACK DUCK HOLDINGS PTY LTD | 242,424 | Fully paid ordinary shares |
| intelliHR Holdings Limited | ANTDEL PTY LTD | ANTDEL PTY LTD | 60,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | TNWDG PTY LTD | TNWDG PTY LTD | 122,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | STARLINE RENTALS PTY LTD | STARLINE RENTALS PTY LTD | 121,213 | Fully paid ordinary shares |
| intelliHR Holdings Limited | COLINTON CAPITAL PTY LIMITED | COLINTON CAPITAL PTY LIMITED | 121,212 | Fully paid ordinary shares |
| intelliHR Holdings Limited | BASIL ATHANASSIADIS | BASIL ATHANASSIADIS | 121,212 | Fully paid ordinary shares |
| intelliHR Holdings Limited | DAVID CARLETON | DAVID CARLETON | 121,212 | Fully paid ordinary shares |
| intelliHR Holdings Limited | CA & MD PTY LTD | CA & MD PTY LTD | 120,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | BBW FUNDS PTY LTD | BBW FUNDS PTY LTD | 116,364 | Fully paid ordinary shares |
| intelliHR Holdings Limited | WAITARA INVESTMENTS PTY LTD | WAITARA INVESTMENTS PTY LTD | 103,636 | Fully paid ordinary shares |
| intelliHR Holdings Limited | ANSTON PTY LTD | ANSTON PTY LTD | 80,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | NORSTATE GLOBAL CAPITAL PTY LTD | NORSTATE GLOBAL CAPITAL PTY LTD | 66,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | JULIE ATHANASSIADIS | JULIE ATHANASSIADIS | 66,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MAREN PTY LTD | MAREN PTY LTD | 24,243 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR GUY JOHN HUMBLE & MRS JOCELYN ANN HUMBLE | MR GUY JOHN HUMBLE & MRS JOCELYN ANN HUMBLE | 60,800 | Fully paid ordinary shares |
| intelliHR Holdings Limited | BARKLEY LAND PTY LTD | BARKLEY LAND PTY LTD | 60,607 | Fully paid ordinary shares |
| intelliHR Holdings Limited | M WHITNEY SUPER PTY LTD | M WHITNEY SUPER PTY LTD | 60,607 | Fully paid ordinary shares |
| intelliHR Holdings Limited | NAYLOR FAMILY SUPERFUND PTY LTD | NAYLOR FAMILY SUPERFUND PTY LTD | 60,607 | Fully paid ordinary shares |
| intelliHR Holdings Limited | ANDREW JASON GUARRERA & NEDA GUARRERA | ANDREW JASON GUARRERA & NEDA GUARRERA | 60,607 | Fully paid ordinary shares |
| intelliHR Holdings Limited | OIL OF HEULIN PTY LTD | OIL OF HEULIN PTY LTD | 60,607 | Fully paid ordinary shares |
| intelliHR Holdings Limited | TEE THREE PTY LTD | TEE THREE PTY LTD | 60,607 | Fully paid ordinary shares |
| intelliHR Holdings Limited | PLEIADE PTY LTD | PLEIADE PTY LTD | 60,606 | Fully paid ordinary shares |
| intelliHR Holdings Limited | SWEMB PTY LIMITED | SWEMB PTY LIMITED | 60,606 | Fully paid ordinary shares |
| intelliHR Holdings Limited | KILLAWARRA PTY LTD | KILLAWARRA PTY LTD | 60,606 | Fully paid ordinary shares |
| intelliHR Holdings Limited | LINDSAY SUPER CO PTY LTD | LINDSAY SUPER CO PTY LTD | 60,606 | Fully paid ordinary shares |
| intelliHR Holdings Limited | BOLTON GEM MERCHANTS PTY LTD | BOLTON GEM MERCHANTS PTY LTD | 60,606 | Fully paid ordinary shares |
| intelliHR Holdings Limited | HUME SUPERANNUATION PTY LTD | HUME SUPERANNUATION PTY LTD | 60,606 | Fully paid ordinary shares |
| intelliHR Holdings Limited | TIGERSHARK INVESTMENTS PTY LTD | TIGERSHARK INVESTMENTS PTY LTD | 60,606 | Fully paid ordinary shares |

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|----------------------------|---|---|--------|----------------------------|
| intelliHR Holdings Limited | NORCAM HOLDINGS PTY LTD | NORCAM HOLDINGS PTY LTD | 60,606 | Fully paid ordinary shares |
| intelliHR Holdings Limited | PM INVESTMENTS (QLD) PTY LTD | PM INVESTMENTS (QLD) PTY LTD | 60,606 | Fully paid ordinary shares |
| intelliHR Holdings Limited | FUTURE LAND LIMITED | FUTURE LAND LIMITED | 42,480 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MRS ALISON MAREE HEDDITCH | MRS ALISON MAREE HEDDITCH | 49,597 | Fully paid ordinary shares |
| intelliHR Holdings Limited | JIMLORI PTY LIMITED | JIMLORI PTY LIMITED | 48,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR ALLAN BAUNBAEK MOLLER & MRS DIANE ELIZABETH MOLLER | MR ALLAN BAUNBAEK MOLLER & MRS DIANE ELIZABETH MOLLER | 4,849 | Fully paid ordinary shares |
| intelliHR Holdings Limited | LABOR HOLDINGS PTY LTD | LABOR HOLDINGS PTY LTD | 40,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | ALR INVESTMENTS PTY LTD | ALR INVESTMENTS PTY LTD | 36,533 | Fully paid ordinary shares |
| intelliHR Holdings Limited | E G STAFFORD CORPORATION PTY LTD | E G STAFFORD CORPORATION PTY LTD | 36,364 | Fully paid ordinary shares |
| intelliHR Holdings Limited | BEEBEE HOLDINGS PTY LTD | BEEBEE HOLDINGS PTY LTD | 36,364 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MACQUARIE RIVER HOLDINGS PTY LTD | MACQUARIE RIVER HOLDINGS PTY LTD | 36,364 | Fully paid ordinary shares |
| intelliHR Holdings Limited | GREGORY PAVLO PAPAVALASSIOU | GREGORY PAVLO PAPAVALASSIOU | 6,061 | Fully paid ordinary shares |
| intelliHR Holdings Limited | ASCS CHRISTOFIDES PTY LTD | ASCS CHRISTOFIDES PTY LTD | 40,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | ANGEL FIRE INVESTMENTS PTY LTD | ANGEL FIRE INVESTMENTS PTY LTD | 40,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR BRIAN WILLIAM NORRIS & MRS ANNE ELIZABETH NORRIS | MR BRIAN WILLIAM NORRIS & MRS ANNE ELIZABETH NORRIS | 37,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | HOOK PTY LTD | HOOK PTY LTD | 36,365 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MIZI SUPERANNUATION PTY LTD | MIZI SUPERANNUATION PTY LTD | 36,267 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR KAI BRAENDSTRUP HANSEN & MRS VANESSA PATRICE HANSEN | MR KAI BRAENDSTRUP HANSEN & MRS VANESSA PATRICE HANSEN | 36,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | ELSLIFF PTY LTD | ELSLIFF PTY LTD | 30,303 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR BRUCE HEDDITCH | MR BRUCE HEDDITCH | 33,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR VERNON LOW & MRS KATHRYN MARGARET LOW | MR VERNON LOW & MRS KATHRYN MARGARET LOW | 26,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | PHILIP BACON GALLERIES PTY LTD | PHILIP BACON GALLERIES PTY LTD | 33,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | M/S BELINDA JANE MOORE | M/S BELINDA JANE MOORE | 30,303 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR DAVID JOHN COLLECOTT & MRS SHEILA KAY COLLECOTT | MR DAVID JOHN COLLECOTT & MRS SHEILA KAY COLLECOTT | 30,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | PANAM SUPER PTY LTD | PANAM SUPER PTY LTD | 30,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR JOHN WARWICK LAWRENCE & MRS WENDY PRISCILLA LAWRENCE | MR JOHN WARWICK LAWRENCE & MRS WENDY PRISCILLA LAWRENCE | 30,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR DAVID JOHN COLLECOTT | MR DAVID JOHN COLLECOTT | 30,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | R D THORPE PTY LTD | R D THORPE PTY LTD | 30,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | SIMKAR PTY LTD | SIMKAR PTY LTD | 30,303 | Fully paid ordinary shares |
| intelliHR Holdings Limited | ENAYEM PTY LTD | ENAYEM PTY LTD | 30,303 | Fully paid ordinary shares |
| intelliHR Holdings Limited | OUR HEAVENLY SUPERANNUATION PTY LTD | OUR HEAVENLY SUPERANNUATION PTY LTD | 30,303 | Fully paid ordinary shares |
| intelliHR Holdings Limited | ROBERTS SUPERFUND PTY LTD | ROBERTS SUPERFUND PTY LTD | 24,267 | Fully paid ordinary shares |
| intelliHR Holdings Limited | THE PURPLE ONION PTY LTD | THE PURPLE ONION PTY LTD | 26,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | DR JOHN GRAHAM FRASER | DR JOHN GRAHAM FRASER | 26,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | VENTOUX PTY LTD | VENTOUX PTY LTD | 26,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | RICKIRK PTY LTD | RICKIRK PTY LTD | 26,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | EXOE INVESTMENTS PTY LTD | EXOE INVESTMENTS PTY LTD | 6,133 | Fully paid ordinary shares |
| intelliHR Holdings Limited | DR THOMAS PETER CLARKE & MRS GILDA FRANCES CLARKE | DR THOMAS PETER CLARKE & MRS GILDA FRANCES CLARKE | 24,267 | Fully paid ordinary shares |
| intelliHR Holdings Limited | PATERSON SUPER SERVICES PTY LTD | PATERSON SUPER SERVICES PTY LTD | 24,267 | Fully paid ordinary shares |
| intelliHR Holdings Limited | IDAVALE PTY LTD | IDAVALE PTY LTD | 18,182 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR JAMES MITCHELL ANDERSEN RALPH | MR JAMES MITCHELL ANDERSEN RALPH | 24,267 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR SAMUEL DAVID GETHIN-JONES | MR SAMUEL DAVID GETHIN-JONES | 24,267 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR IVANO EZIO FARINAZZO & MRS JULIET CARGILL FARINAZZO | MR IVANO EZIO FARINAZZO & MRS JULIET CARGILL FARINAZZO | 24,267 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR JOHN RICHARD GETHIN-JONES | MR JOHN RICHARD GETHIN-JONES | 24,267 | Fully paid ordinary shares |
| intelliHR Holdings Limited | LESTRIB PTY LTD | LESTRIB PTY LTD | 24,243 | Fully paid ordinary shares |
| intelliHR Holdings Limited | NORTHERN RURAL PTY LTD | NORTHERN RURAL PTY LTD | 24,243 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR DAVID FREDERICK OAKLEY | MR DAVID FREDERICK OAKLEY | 24,243 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MRS REBECCA SHAY DOUGLAS | MRS REBECCA SHAY DOUGLAS | 24,133 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR IAN GORDON CAREY | MR IAN GORDON CAREY | 20,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | K BENSON PTY LTD | K BENSON PTY LTD | 20,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | REST AND RECREATION PTY LTD | REST AND RECREATION PTY LTD | 24,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MRS LYNDAL BARBARA ATKINSON & MR GEORGE HENRY ATKINSON | MRS LYNDAL BARBARA ATKINSON & MR GEORGE HENRY ATKINSON | 24,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR DAVID GRAETZ & MRS JOYCE GRAETZ & MRS KIRSTY LOUISE WINTER | MR DAVID GRAETZ & MRS JOYCE GRAETZ & MRS KIRSTY LOUISE WINTER | 18,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | AMALFI TRADING PTY LTD | AMALFI TRADING PTY LTD | 20,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | R & W SUPER HOLDINGS PTY LTD | R & W SUPER HOLDINGS PTY LTD | 20,000 | Fully paid ordinary shares |

| | | | | |
|----------------------------|---|---|--------|----------------------------|
| intelliHR Holdings Limited | DIDDS INVESTMENTS PTY LTD | DIDDS INVESTMENTS PTY LTD | 20,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR LEONARDO SENESE & MRS FIONA SENESE | MR LEONARDO SENESE & MRS FIONA SENESE | 22,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | GORMAN PTY LTD | GORMAN PTY LTD | 21,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | X F HOLDINGS PTY LTD | X F HOLDINGS PTY LTD | 18,182 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR DAVID JOHN EVANS & MRS KATHRYN LESLEY EVANS | MR DAVID JOHN EVANS & MRS KATHRYN LESLEY EVANS | 20,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | GREENSLEEVE SUPERANNUATION PTY LTD | GREENSLEEVE SUPERANNUATION PTY LTD | 20,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | DR MURRAY WILLIAM ELLIOTT & MRS GILLIAN ELLIOTT | DR MURRAY WILLIAM ELLIOTT & MRS GILLIAN ELLIOTT | 20,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR IAN BUTTERWORTH & MRS SUSAN HEATHER BUTTERWORTH | MR IAN BUTTERWORTH & MRS SUSAN HEATHER BUTTERWORTH | 18,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | STRONGEST AND GREATEST PTY LTD | STRONGEST AND GREATEST PTY LTD | 18,187 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MRS MEGAN HALINA SMITH | MRS MEGAN HALINA SMITH | 18,187 | Fully paid ordinary shares |
| intelliHR Holdings Limited | P EWART INVESTMENTS PTY LTD | P EWART INVESTMENTS PTY LTD | 18,187 | Fully paid ordinary shares |
| intelliHR Holdings Limited | S W POWER PTY LTD | S W POWER PTY LTD | 18,182 | Fully paid ordinary shares |
| intelliHR Holdings Limited | WESTCLASSIC NOMINEES PTY LTD | WESTCLASSIC NOMINEES PTY LTD | 12,267 | Fully paid ordinary shares |
| intelliHR Holdings Limited | SHEILA BLIDGE PTY LTD | SHEILA BLIDGE PTY LTD | 12,267 | Fully paid ordinary shares |
| intelliHR Holdings Limited | RG & AJ CAMILLERI SUPER PTY LTD | RG & AJ CAMILLERI SUPER PTY LTD | 14,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | D J INVESTMENTS (QLD) PTY LTD | D J INVESTMENTS (QLD) PTY LTD | 14,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MRS REBECCA JANE LEAD | MRS REBECCA JANE LEAD | 14,546 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR XINYU LI | MR XINYU LI | 12,267 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR THOMAS ROBERT SARTOR | MR THOMAS ROBERT SARTOR | 12,121 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR SCOTT MURRAY FORBES MURDOCH | MR SCOTT MURRAY FORBES MURDOCH | 12,121 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR NICHOLAS ANTHONY HARRIS & MRS ELENA HARRIS | MR NICHOLAS ANTHONY HARRIS & MRS ELENA HARRIS | 12,121 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MRS FIONA RICHARDSON | MRS FIONA RICHARDSON | 12,121 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MRS JACQUELINE KANG YEN HUNG | MRS JACQUELINE KANG YEN HUNG | 12,067 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MJREAD PTY LTD | MJREAD PTY LTD | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR ROBERT FRANCIS SHIELDS & MRS MAUREEN LESLEY SHIELDS | MR ROBERT FRANCIS SHIELDS & MRS MAUREEN LESLEY SHIELDS | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR GEOFFREY DOUGLAS KEEN & MRS JENNIFER DAWN KEEN | MR GEOFFREY DOUGLAS KEEN & MRS JENNIFER DAWN KEEN | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | PEDECONFERENCE PTY LTD | PEDECONFERENCE PTY LTD | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | A A M ADELAIDE PTY LTD | A A M ADELAIDE PTY LTD | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | KROLDIN PTY LTD | KROLDIN PTY LTD | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | NORTH OF THE RIVER INVESTMENTS PTY LTD | NORTH OF THE RIVER INVESTMENTS PTY LTD | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR KEVIN THOMAS CARLILE & MRS JUDITH MARGARET CARLILE | MR KEVIN THOMAS CARLILE & MRS JUDITH MARGARET CARLILE | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR PETER JAMES KIRK & MRS FEONA CAROLINE KIRK | MR PETER JAMES KIRK & MRS FEONA CAROLINE KIRK | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | LOUNGE MARKET PTY LTD | LOUNGE MARKET PTY LTD | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR ANTONIO CAPUTO & MRS MARA CAPUTO | MR ANTONIO CAPUTO & MRS MARA CAPUTO | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR CRAIG IAN MC CLOUD & MR PAUL JAMES SMITH | MR CRAIG IAN MC CLOUD & MR PAUL JAMES SMITH | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR PETER WILLIAM BERESFORD & MRS WENDY GAI BERESFORD | MR PETER WILLIAM BERESFORD & MRS WENDY GAI BERESFORD | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | SOUTHAM SUPER PTY LTD | SOUTHAM SUPER PTY LTD | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MRS HELEN HAY PRIDMORE | MRS HELEN HAY PRIDMORE | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR DAVID ALAN HILL & MRS HARRIETTE ANN HILL | MR DAVID ALAN HILL & MRS HARRIETTE ANN HILL | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | LITTLE OWL CAPITAL PTY LTD | LITTLE OWL CAPITAL PTY LTD | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR KENNETH WAYNE BRADEY & MRS JULIE ANN BRADEY | MR KENNETH WAYNE BRADEY & MRS JULIE ANN BRADEY | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | C & B SIBLEY PTY LIMITED | C & B SIBLEY PTY LIMITED | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | PECRIBB PTY LTD | PECRIBB PTY LTD | 13,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MS TRACEY POHLE | MS TRACEY POHLE | 12,122 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR IAIN DAVID WILKIE | MR IAIN DAVID WILKIE | 12,121 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR BRIAN GERARD SHEAHAN | MR BRIAN GERARD SHEAHAN | 12,121 | Fully paid ordinary shares |
| intelliHR Holdings Limited | GLENCOL SUPER PTY LTD | GLENCOL SUPER PTY LTD | 12,121 | Fully paid ordinary shares |
| intelliHR Holdings Limited | CRISJEFF PTY LTD | CRISJEFF PTY LTD | 12,121 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR ANDREW LOOK | MR ANDREW LOOK | 12,121 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR CHARLES LAWRENCE | MR CHARLES LAWRENCE | 12,121 | Fully paid ordinary shares |
| intelliHR Holdings Limited | HAVANAH INVESTMENTS PTY LTD | HAVANAH INVESTMENTS PTY LTD | 12,121 | Fully paid ordinary shares |
| intelliHR Holdings Limited | JTR CORPORATION NO 2 PTY LTD | JTR CORPORATION NO 2 PTY LTD | 12,121 | Fully paid ordinary shares |
| intelliHR Holdings Limited | SUZANNE YEATES | SUZANNE YEATES | 12,121 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR PEDRAM BIDHENDI & DR ISMAIL MORADI BIDHENDI & MRS HIDEH BIDHENDI | MR PEDRAM BIDHENDI & DR ISMAIL MORADI BIDHENDI & MRS HIDEH BIDHENDI | 12,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR ANDREW HON-BOR TANG | MR ANDREW HON-BOR TANG | 9,707 | Fully paid ordinary shares |

| | | | | |
|----------------------------|--|--|--------------------|----------------------------|
| intelliHR Holdings Limited | 4YATES PTY LTD | 4YATES PTY LTD | 10,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR JAMES THOMAS BARKER | MR JAMES THOMAS BARKER | 7,273 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR SCOTT GIBSON RUSSELL | MR SCOTT GIBSON RUSSELL | 9,333 | Fully paid ordinary shares |
| intelliHR Holdings Limited | J W ADAMS INVESTMENTS PTY LTD | J W ADAMS INVESTMENTS PTY LTD | 9,091 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR DANIEL GETHIN-JONES & MRS KRISTY GETHIN-JONES | MR DANIEL GETHIN-JONES & MRS KRISTY GETHIN-JONES | 9,091 | Fully paid ordinary shares |
| intelliHR Holdings Limited | T S ADAMS SUPER PTY LTD | T S ADAMS SUPER PTY LTD | 9,091 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MRS WENDY MAREE RICHARDS | MRS WENDY MAREE RICHARDS | 6,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | DIVINE NOMINEES PTY LTD | DIVINE NOMINEES PTY LTD | 6,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR NICHOLAS KAR WAI SEETO | MR NICHOLAS KAR WAI SEETO | 7,267 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MISS SHARON MYERS & MR RODNEY NAUMBURGER | MISS SHARON MYERS & MR RODNEY NAUMBURGER | 6,667 | Fully paid ordinary shares |
| intelliHR Holdings Limited | CROWTHORNE SUPER PTY LTD | CROWTHORNE SUPER PTY LTD | 6,133 | Fully paid ordinary shares |
| intelliHR Holdings Limited | BOB STRUTHERS FURNITURE PTY LTD | BOB STRUTHERS FURNITURE PTY LTD | 6,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR RALPH JUSTIN BRYANT | MR RALPH JUSTIN BRYANT | 6,000 | Fully paid ordinary shares |
| intelliHR Holdings Limited | MR THOMAS WILLIAM ROBERTS | MR THOMAS WILLIAM ROBERTS | 4,800 | Fully paid ordinary shares |
| intelliHR Holdings Limited | JUNCTION CAPITAL PTY LTD | JUNCTION CAPITAL PTY LTD | 2,667 | Fully paid ordinary shares |
| | Subtotal | | 4,853,703 | |
| <hr/> | | | | |
| | Total number of shares on issue | | 104,616,908 | |
| | Voting power | | 44.65% | |

Annexure B

Appendix 9A restriction agreement

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Appendix 9A

Restriction agreement

Introduced 01/07/96 Origin: Appendix 11 Amended 01/07/98, 11/03/02, 24/10/05, 20/07/07

We, the persons in:

- Item 1 of the schedule (“entity”);
- Item 2 of the schedule (“holder”);
- Item 3 of the schedule (“controller”),

agree as follows.

Introduction

- *A. The entity intends to issue restricted securities to the holder. The holder will hold the restricted securities as set out in this agreement. It is a condition of the issue of the restricted securities that we will comply with this agreement.
- *A. The entity wants to be listed and has issued restricted securities. The holder will hold the restricted securities as set out in this agreement on the basis that the entity will take the steps necessary to be admitted to the ⁺official list of ASX.
- B. We have provided ASX with all the information necessary to properly form an opinion about who is a ⁺controller of the holder and who is required to execute this agreement.
- C. We enter this agreement for the purpose of complying with chapter 9 of the listing rules.

(* delete as applicable)

Agreement

Escrow restrictions

1. During the escrow period, the holder will not do any of the following.
 - (a) ⁺Dispose of, or agree or offer to ⁺dispose of, the restricted securities.

⁺ See chapter 19 for defined terms.

Appendix 9A Restriction agreement

- (b) Create, or agree or offer to create, any security interest in the restricted securities.
- (c) Do, or omit to do, any act if the act or omission would have the effect of transferring effective ownership or control of the restricted securities.
- (d) Participate in a return of capital made by the entity.
Amended 24/10/05
2. During the escrow period, a controller will not do any of the following.
- (a) ⁺Dispose of, or agree or offer to ⁺dispose of, the controller interests.
- (b) Create, or agree or offer to create, any security interest in the controller interests.
- (c) Do, or omit to do, any act if the act or omission would have the effect of transferring effective ownership or control of the controller interests.
3. We will comply with chapter 9 of the listing rules. If any of us is not a listed entity, we will comply as if we were a listed entity. Each of us will take any steps we are able to take that are necessary to enable any of the others to comply.
4. (a) If the restricted securities are kept on the ⁺certificated subregister, the holder will deposit the certificates for the restricted securities with a bank or ⁺recognised trustee for the escrow period.
- (b) If the restricted securities are kept on the ⁺issuer sponsored subregister, the holder hereby agrees in writing to the application of a ⁺holding lock to the restricted securities.

Warranties

5. If only the holder and the entity are parties to this agreement, one of the following applies.
- (a) The holder is an individual.
- (b) The holder has no ⁺controller.
- (c) The holder has the ⁺controllers set out in item 3 with the interests identified in item 6, and each ⁺controller comes within an exception set out in rule 9.1.4.

⁺ See chapter 19 for defined terms.

The holder gives this warranty.

6. If the holder, the entity and any +controller are parties to this agreement, the holder has the +controllers set out in item 3 with the controller interests identified in item 6, and any +controller who is not a party to this agreement comes within an exception set out in rule 9.1.4. The holder and each +controller give this warranty.
7. If item 7 of the schedule is completed, the full particulars of security interests which have been created, or are agreed or offered to be created, in the restricted securities are set out. A release of the security interests is attached. Apart from this, before the escrow period begins, the holder has not done, or omitted to do, any act which would breach clause 1 if done or omitted during the escrow period. The holder gives this warranty.
8. If item 8 of the schedule is completed, the full particulars of security interests which have been created, or are agreed or offered to be created, in the controller interests are set out. A release of the security interests is attached. Apart from this, before the escrow period begins, the +controller has not done, or omitted to do, any act which would breach clause 2 if done or omitted during the escrow period. Each +controller gives this warranty.
9. A breach of any of these warranties is a breach of this agreement.

Consequences of breaching this agreement

10. If it appears to the entity that the holder or a +controller may breach this agreement, the entity must take the steps necessary to prevent the breach, or to enforce the agreement.
11. If the holder or a +controller breach this agreement, each of the following applies.
 - (a) The entity must take the steps necessary to enforce the agreement, or to rectify the breach.
 - (b) The entity must refuse to acknowledge, deal with, accept or register any sale, assignment, transfer or +conversion of any of the +restricted securities. This is in addition to other rights and remedies of the entity.
 - (c) The holder of the +restricted securities ceases to be entitled to any dividends, distributions or voting rights while the breach continues.

Amendment

12. This agreement will not be changed or waived without ASX's written consent.

+ See chapter 19 for defined terms.

Jurisdiction

13. The laws of the State of the home branch of the entity apply to this agreement. We submit to the jurisdiction of the courts of that State.

Definitions and interpretation

In this agreement:

ASX means ASX Limited.

controller interests means the ⁺securities, substantial economic interest or other interests in the restricted securities and each intermediate entity through which that interest occurs, full particulars of which are set out in item 6 of the schedule.

escrow period means the period set out in item 4 of the schedule.

restricted securities means the ⁺securities set out in item 5 of the schedule and any ⁺securities attaching to or arising out of those ⁺securities that are restricted securities because of the definition of restricted securities in the listing rules.

The singular includes the plural and vice versa.

A reference to a party includes its successors, personal representatives and transferees.

Words and expressions defined in the listing rules of ASX, and not in this agreement, have the meanings given to them in the listing rules.

Every warranty or agreement (expressed or implied) in which more than one person joins, binds them individually and any combination of them as a group.

⁺ See chapter 19 for defined terms.

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Schedule

1. **Entity's name and address:**

INTELLIHR HOLDINGS LIMITED
C/- MCCULLOUGH ROBERTSON LAWYERS
LEVEL 11, 66 EAGLE STREET
BRISBANE QLD 4000
2. **Holder's name and address:**
3. **Each +controllers' name and address:**
4. **Escrow period (the date from which the initial restricted securities are escrowed):**
5. **Particulars of restricted securities:**
6. **Particulars of controller interests:**
7. **Particulars of security interests over restricted securities:**
8. **Particulars of security interests over controller interests:**

+ See chapter 19 for defined terms.

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**Appendix 9A
Restriction agreement**

Dated:

EXECUTED as a deed

Signed sealed and delivered
by intelliHR Holdings Limited ACN 600 548 516
by:

▲ _____
Director

▲ _____
Director/Secretary

▲ _____
Full name of Director

▲ _____
Full name of Director/Secretary

**Complete applicable execution clause for holder(s) and controller(s)*

For a corporate holder with more than one director (or a director and different company secretary):

Signed sealed and delivered
for and on behalf of the holder by:

▲ _____
Director

▲ _____
Director/Secretary

▲ _____
Full name of Director

▲ _____
Full name of Director/Secretary

For a corporate holder with only one director (and no company secretary):

Signed sealed and delivered
for and on behalf of the holder by:

▲ _____
Signature of Director

▲ _____
Full name of Director

+ See chapter 19 for defined terms.

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For a corporate controller with more than one director (or a director and different company secretary):

Signed sealed and delivered
for and on behalf of the controller by:

▲ _____ ▲ _____
Director Director/Secretary

▲ _____ ▲ _____
Full name of Director Full name of Director/Secretary

For a corporate controller with only one director (and no company secretary):

Signed sealed and delivered
for and on behalf of the controller by:

▲ _____
Signature of Director

▲ _____
Full name of Director

For an individual controller:

Signed sealed and delivered by:

▲ _____ ▲ _____
Signature of controller Signature of witness

▲ _____ ▲ _____
Full name of controller Full name of witness

+ See chapter 19 for defined terms.

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Appendix 9A
Restriction agreement

For joint controllers:

Signed sealed and delivered by:

▲ _____
Signature of controller

▲ _____
Signature of controller

▲ _____
Full name of controller

▲ _____
Full name of controller

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+ See chapter 19 for defined terms.