



20 December 2017: ASX/Media Release (ASX: KNM)

Post Placement Substantial Shareholders Change Notices

Online education publisher **KNeoMedia Limited** (“**KNeoMedia**” or the “**Company**”) (ASX: **KNM**) advises that the changes to substantial holders are in relation to the recent capital raising. The increase in voting rights is due to the and issue of shares pursuant to a convertible note conversion and the reduction in voting rights relates to a dilution of the shareholders interest, not sale of shares. Details in relation to the change notices are contained in the attached Notices.

– ENDS –

About KNeoMedia Limited:

KNeoMedia Limited is an online education publishing company that delivers world-class education assessment products and games-based learning to global educational markets.

KNeoMedia publishes and markets from its US-based subsidiary, KNeoWorld Inc., and sells on an annual seat licence basis through its KNeoWorld.com portal via education departments and distribution agreements.

Games Based Learning is an integral part of childhood education. Growth in educational markets, combined with advances in mobile devices and connectivity, will continue to accelerate innovation, adoption, and affordability of our products around the world.

KNeoWorld is an education games portal where young and also special needs students play their way through a futuristic and epic world. They do this by playing compelling games that are subtly infused with validated educational content including numeracy, literacy, science, arts, reasoning and memory. KNeoWorld products provide extensive analytical performance data to educators and comply with child online privacy protection. Our SaaS model provides KNeoWorld with a global education market opportunity addressing both regular and special needs students.

For further information, please contact:

James Kellett
Chief Executive Officer
T: (03) 9286 7500 M: +61 439 805 070
E: jkellett@kneomedia.com

Sophie Karzis
Company Secretary
T: +61 3 9286 7500
E: sk@ccounsel.com.au

Notice of change of interests of substantial holder

Form 604
Corporations Law 2001
Section 671B

To: **KNeoMedia Limited**
ACN 009 221 783

1. Details of substantial shareholders

Barrijag Pty Ltd <The Hadley Super Fund A/C>
Susan Hadley

(the **Substantial Holders**)

- There was a change in the interests of the Substantial Holders on 20 November 2017 and 5 December 2017
- The previous notice was given to the Company on 1 November 2017
- The previous notice was dated 1 November 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 had a relevant interest when last required, and when now required, to give a substantial holding notice to the Company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power	Person's votes	Voting power
Ordinary shares	39,715,431	7.68%	63,202,474	10.57%

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	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
5 Dec 2017	Substantial Holders	Dilution of interest after an issue of shares by the Company	N/A	63,202,474 ordinary shares	63,202,474
20 Nov 2017	Substantial Holders	Subscription for 23,487,043 new shares in the Company	\$0.01277 per share	23,487,043 ordinary shares	23,487,043
20 Nov 2017	Substantial Holders	Dilution of interest after an issue of shares by the Company	N/A	39,715,431 ordinary shares	39,715,431

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	Nature of relevant interest	Class and number of securities	Person's votes
Barrijag Pty Ltd <The Hadley Super Fund A/C>	Barrijag Pty Ltd <The Hadley Super Fund A/C>	Barrijag Pty Limited <The Hadley Super Fund A/C>	Barrijag Pty Ltd is the direct holder of shares	63,202,474 ordinary shares	63,202,474
Susan Hadley			Ms Susan Hadley controls Barrijag Pty Ltd, and accordingly has a relevant interest in the shares pursuant to s 608(3)(a) of the Corporations Act.		

5. Changes In Association

The persons who have become associates of, ceased to be associates of, or have changes the nature of their association 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
Susan Hadley	Director and shareholder and controller of Barrijag Pty Limited, as trustee for the Hadley Super Fund A/C

6. Addresses

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

Barrijag Pty Ltd
Level 30
126 Phillip Street
Sydney NSW 2000

Ms Susan Hadley
Level 30
126 Phillip Street
Sydney NSW 2000

Dated: 20 December 2017

Authorised for electronic lodgement by Susan Hadley and Barrijag Pty Ltd

Notice of ceasing to be a substantial holder

Form 605
Corporations Law 2001
Section 671B

To: **KNeoMedia Limited**
ACN 009 221 783

1. Details of substantial shareholders

Mr Andrew William Blackman
INVIA CUSTODIAN PTY LIMITED <ANDREW WILLIAM BLACKMAN A/C>

(the **Substantial Holders**)

The holder ceased to be a substantial holder on 20 November 2017
The previous notice was given to the Company on 3 August 2017
The previous notice was dated 2 August 2017

2. 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	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
20 Nov 2017	Substantial Holders	Dilution of interest due to issue of 70,799,197 fully paid ordinary shares in the Company	N/A	26,077,905 ordinary shares	26,077,905

3. Changes In Association

The persons who have become associates of, ceased to be associates of, or have changes the nature of their association 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

4. Addresses

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

Mr Andrew William Blackman
34 Somerset Street
Mosman, NSW 2088

INVIA CUSTODIAN PTY LIMITED <Andrew William Blackman A/C>
GPO Box 4595, Melbourne, VIC 3001

Dated 20 December 2017

Authorised for electronic lodgement by Mr Andrew Blackman