



1 November 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 and issue of shares. The reduction in voting rights relates to a dilution of the shareholders interest not sale of shares.

Documentation in relation to the change notices are attached.

– 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 and consumer markets.

KNeoMedia publishes and markets from its US-based subsidiary, KNeoWorld Inc., and sells on a seat licence and micro-subscription and Apps basis through the KNeoWorld.com games portal, Apps Stores and via distribution agreements and education departments.

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 protection and the parent approved simple subscription model provides KNeoWorld with a global opportunity to quickly deploy in a product vacuum and become a market leader.

### **For further information, please contact:**

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Company Secretary

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# 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

Mr Angus Edgar  
Melbourne Capital Limited  
Mungala Investments Pty Ltd

(the **Substantial Holders**)

- There was a change in the interests of the Substantial Holders on 26 October 2017
- The previous notice was given to the Company on 30 June 2017
- The previous notice was dated 30 June 2017
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## 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	44,232,885	9.80%	44,232,885	8.55%

## 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
26 October 2017	Substantial Holders	Dilution of interest due to issue of 49,951,804 shares in the Company	N/A	44,232,885 ordinary shares	44,232,885

**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
Melbourne Capital Limited	Melbourne Capital Limited	Melbourne Capital Limited	Registered holder	44,232,885 ordinary shares	44,232,885
Mr Angus Edgar			Mr Edgar controls Melbourne Capital Limited, and accordingly has a relevant interest in the shares pursuant to s 608(3)(a) of the Corporations Act.		
Mungala Investments Pty Ltd			Mungala Investments Pty Ltd is an associate of Mr Edgar.		

**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
Angus Edgar	Controls Melbourne Capital Limited and Mungala Investments Pty Ltd
Melbourne Capital Limited	Controlled by Angus Edgar
Mungala Investments Pty Ltd	Controlled by Angus Edgar

**6. Addresses**

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

**Melbourne Capital Limited**

75 Kingsbury Lane  
Waurm Ponds VIC 3216

**Mungala Investments Pty Ltd**

75 Kingsbury Lane  
Waurm Ponds VIC 3216

**Mr Angus Edgar**

75 Kingsbury Lane  
Waurm Ponds VIC 3216

**Dated:** 1 November 2017

**Authorised for electronic lodgement by Mr Angus Edgar**

# 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 26 October 2017
- The previous notice was given to the Company on 3 July 2017
- The previous notice was dated 3 July 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	8.80%	39,715,431	7.68%

## 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
26 October 2017	Substantial Holders	Dilution of interest due to issue of 49,951,804 shares in 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	39,715,431 ordinary shares	39,715,431
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:** 1 November 2017

**Authorised for electronic lodgement by Susan Hadley**