



18 May 2020: ASX/Media Release (ASX: KNM)

Post Placement Substantial Shareholders Change Notices

Online education publisher **KNeoMedia Limited** (“KNeoMedia” or the “Company”) (ASX: KNM) advises that changes in substantial holdings have occurred as a result of the Company’s recent capital raising. The reduction in voting rights relates to acquisition of shares and dilution of shareholders’ interests, not sale of shares. Details in relation to the changes are contained in the attached Notices.

-ENDS-

About KNeoMedia Limited:

KNeoMedia Limited (ASX: KNM) is a SaaS publishing company that delivers world-class education and assessment products to global markets in both special and general education classrooms via its KneoWorld portal special and general education classrooms via its KneoWorld portal. Student seat licences are sold to education departments on an annual basis and via distribution agreements. The KneoWorld platform is a story-based and game assessment learning program that provides engaging and effective ways for students to process and apply academic skills and concepts. Researched and evidence based, programs are mapped and measured to curriculum with student performance data delivered via the educator dashboard. KneoWorld is fully compliant with child online privacy protection including US COPPA and European GDPR. Our proven ability to engage, educate and assess provides a global education market opportunity selling on a business to business strategy.

Authorised for release by James Kellett, CEO

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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

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

(the **Substantial Holders**)

- There was a change in the interests of the Substantial Holders on 8 May 2020
- The previous notice was given to the Company on 29 April 2019
- The previous notice was dated 29 April 2019

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	63,202,474	9.20%	72,002,474	7.94%

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
8 May 2020	Substantial Holders	Allotment of 8,800,000 Fully Paid Ordinary Shares in the Company	\$0.017 per share	8,800,000 ordinary shares	8,800,000
10 October 2019	Substantial Holders	Dilution of interest due to issue of 26,810,000 shares in the Company	N/A	63,202,474 ordinary shares	63,202,474
21 June 2019	Substantial Holders	Dilution of interest due to issue of 41,458,330 shares in the Company	N/A	63,202,474 ordinary shares	63,202,474

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	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	72,002,474 Fully Paid Ordinary Shares	72,002,474
	Barrijag Pty Ltd <Hadley Family A/C>	Barrijag Pty Ltd <Hadley Family A/C>	Barrijag Pty Ltd is the direct holder of shares		

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
N/A	

6. Addresses

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

Barrijag Pty Ltd
Level 30
126 Phillip Street
Sydney NSW 2000

Dated: 18 May 2020

Authorised for electronic lodgement by Barrijag Pty Ltd

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 Limited
Serec Pty Ltd

(the **Substantial Holders**)

- There was a change in the interests of the Substantial Holders on 8 May 2020
- 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
Fully Paid Ordinary shares	44,232,885	8.55%	63,104,829	6.96%

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
Between 1 November 2017 and 8 May 2020	Substantial Holders	Dilution of interest due to various issues of securities in the Company.	N/A	63,104,829	63,104,829
20 December 2019	Substantial Holders	Transfer of 4,000,000 shares held by Melbourne Capital Pty Ltd and Mungala Investments Pty Ltd to its US accounts.	N/A	4,000,000	4,000,000

26 June 2019	Substantial Holders	CHES transfer of 48,000,000 shares from Mungala Investments Pty Ltd and Melbourne Capital Pty Ltd to Serec Pty Ltd	N/A	48,000,000	48,000,000
14 May 2018	Substantial Holders	Allotment of 8,000,000 fully paid ordinary shares in the Company	\$0.025	8,000,000	8,000,000
20 November 2017	Substantial Holders	Allotment of 2,500,000 fully paid ordinary shares in the Company	\$0.045	2,500,000	2,500,000

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	11,104,829 ordinary shares	11,104,829
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 Limited			Mungala Investments Pty Limited is an associate of Mr Edgar.		
Serec Pty Ltd	Serec Pty Ltd	Serec Pty Ltd	Mr Edgar controls Serec Pty Ltd, and accordingly has a relevant interest in the shares pursuant to s 608(3)(a) of the Corporations Act.	48,000,000 ordinary shares	48,000,000

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, Mungala Investments Pty Ltd and Serec Pty Ltd
Melbourne Capital Limited	Controlled by Angus Edgar
Mungala Investments Pty Ltd	Controlled by Angus Edgar
Serec Pty Ltd <Angus Edgar Family A/C>	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

Mr Angus Edgar

75 Kingsbury Lane
Waurm Ponds VIC 3216

Mungala Investments Pty Limited

75 Kingsbury Lane
Waurm Ponds VIC 3216

Serec Pty Ltd

75 Kingsbury Lane
Waurm Ponds VIC 3216

Dated: 18 May 2020

Authorised for electronic lodgement by Mr Angus Edgar