ASX/Media Release (ASX: KNM)
29 April 2019

Post Placement Substantial Shareholder Change Notice

Online education publisher KNeoMedia Limited (KNeoMedia or the Company) (ASX: KNM) advises that a change in substantial holding has occurred as a result of the Company's recent capital raising. The reduction in voting rights relates to a dilution of the shareholder’s interest, not a sale of shares. Details in relation to the change is contained in the attached Notice.

– ENDS –

For further information, please contact:

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Company Secretary
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Released through: Ben Jarvis, Six Degrees Investor Relations: +61 413 150 448

Follow KNeoMedia on Twitter: http://twitter.com/KNeoMedia

About KNeoMedia Limited:
KNeoMedia Limited (ASX: KNM) is an education publishing company that delivers world-class education assessment products and games-based learning to global educational markets, particularly to Special Needs education facilities. The Company sells on an annual Seat Licence basis through its KneoWorld.com portal via education departments and distribution agreements. KneoWorld is an education games portal where students play their way through a futuristic and epic world with the games mapped to validated educational content including numeracy, literacy, science, arts, reasoning and memory. The content delivers extensive analytical performance data to educators and complies with child online privacy protection including US COPPA and European GDPR. Our SaaS model provides KneoWorld with a global education market opportunity selling on a business to business strategy.
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 11 April 2019 (the holder became aware of the change on 27 April 2019)
- The previous notice was given to the Company on 20 December 2017
- The previous notice was dated 20 December 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:

<table>
<thead>
<tr>
<th>Class of securities</th>
<th>Previous notice</th>
<th>Present notice</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Person's votes</td>
<td>Voting power</td>
</tr>
<tr>
<td>Ordinary shares</td>
<td>63,202,474</td>
<td>10.57%</td>
</tr>
</tbody>
</table>

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:

<table>
<thead>
<tr>
<th>Date of change</th>
<th>Person whose relevant interest changed</th>
<th>Nature of change</th>
<th>Consideration given in relation to change</th>
<th>Class and number of securities affected</th>
<th>Person's votes affected</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
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<td></td>
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</tr>
</tbody>
</table>

The change in substantial holding is a result of KNeoMedia’s recent share placement on 11 April 2019. The resulting dilution of ordinary shares is the driver for the change, no acquisitions or disposals of shares have occurred since the last noticed provided to the Company on 20 December 2017.
4. **Present Relevant Interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

<table>
<thead>
<tr>
<th>Holder of relevant interest</th>
<th>Registered holder of securities</th>
<th>Person entitled to be registered as holder</th>
<th>Nature of relevant interest</th>
<th>Class and number of securities</th>
<th>Person's votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Barrijag Pty Ltd &lt;The Hadley Super Fund A/C&gt;</td>
<td>Barrijag Pty Ltd &lt;The Hadley Super Fund A/C&gt;</td>
<td>Barrijag Pty Limited &lt;The Hadley Super Fund A/C&gt;</td>
<td>Barrijag Pty Ltd is the direct holder of shares</td>
<td>63,202,474 ordinary shares</td>
<td>63,202,474</td>
</tr>
<tr>
<td>Susan Hadley</td>
<td></td>
<td></td>
<td>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.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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:

<table>
<thead>
<tr>
<th>Name and ACN/ARSN (if applicable)</th>
<th>Nature of association</th>
</tr>
</thead>
<tbody>
<tr>
<td>Susan Hadley</td>
<td>Director and shareholder and controller of Barrijag Pty Limited, as trustee for the Hadley Super Fund A/C</td>
</tr>
</tbody>
</table>

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:** 29 April 2019

**Authorised for electronic lodgement by Susan Hadley and Barrijag Pty Ltd**