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:

James Kellett
Chief Executive Officer
T: (03) 9286 7500 M: 0439 805 070
E: jkellett@kneomedia.com

Sophie Karzis
Company Secretary
T: (03) 9286 7500
E: sk@ccounsel.com.au
Notice of change of interests of substantial holder

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

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>44,232,885</td>
<td>9.80%</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>26 October 2017</td>
<td>Substantial Holders</td>
<td>Dilution of interest due to issue of 49,951,804 shares in the Company</td>
<td>N/A</td>
<td>44,232,885 ordinary shares</td>
<td>44,232,885</td>
</tr>
</tbody>
</table>
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>Melbourne Capital Limited</td>
<td>Melbourne Capital Limited</td>
<td>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.</td>
<td>Registered holder</td>
<td>44,232,885 ordinary shares</td>
<td>44,232,885</td>
</tr>
<tr>
<td>Mr Angus Edgar</td>
<td>Melbourne Capital Limited</td>
<td>Mungala Investments Pty Ltd is an associate of Mr Edgar.</td>
<td>Registered holder</td>
<td>44,232,885 ordinary shares</td>
<td>44,232,885</td>
</tr>
<tr>
<td>Mungala Investments Pty Ltd</td>
<td>Melbourne Capital Limited</td>
<td>Mungala Investments Pty Ltd is an associate of Mr Edgar.</td>
<td>Registered holder</td>
<td>44,232,885 ordinary shares</td>
<td>44,232,885</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>Angus Edgar</td>
<td>Controls Melbourne Capital Limited and Mungala Investments Pty Ltd</td>
</tr>
<tr>
<td>Melbourne Capital Limited</td>
<td>Controlled by Angus Edgar</td>
</tr>
<tr>
<td>Mungala Investments Pty Ltd</td>
<td>Controlled by Angus Edgar</td>
</tr>
</tbody>
</table>

6. **Addresses**

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

**Melbourne Capital Limited**
75 Kingsbury Lane
Waurn Ponds VIC 3216

**Mungala Investments Pty Ltd**
75 Kingsbury Lane
Waurn Ponds VIC 3216

**Mr Angus Edgar**
75 Kingsbury Lane
Waurn Ponds VIC 3216

**Dated:** 1 November 2017

**Authorised for electronic lodgement by Mr Angus Edgar**
Notice of change of interests of substantial holder

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:

<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>39,715,431</td>
<td>8.80%</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>
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</tr>
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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>39,715,431 ordinary shares</td>
<td>39,715,431</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:** 1 November 2017

**Authorised for electronic lodgement by Susan Hadley**