

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Cluey Ltd (Cluey)

ACN/ARSN 644 675 909

1. Details of substantial holder(1)

Name Cluey

ACN/ARSN (if applicable) 644 675 909

There was a change in the interests of the substantial holder on 01/10 /2021

The previous notice was given to the company on 07/09 /2021

The previous notice was dated 07/09 /2021

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 (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (FPO)	8,134,549	6.3%	10,675,171	7.9%

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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
1/10/2021	Cluey	Addition to voluntary escrow	Nil - shares issued in relation to Code Camp acquisition	FPO: 2,986,612	2,986,612
21/9/2021	Cluey	Release from voluntary escrow	Nil	FPO:(445,990)	(445,990)

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 (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Cluey	Those persons listed in Annexure A	Those persons listed in Annexure A	Note 1	FPO: 10,675,171	10,675,171

Note 1: Restrictions on disposal of shares under voluntary escrow arrangements disclosed in Cluey's prospectus dated 23 October 2020 technically give Cluey a relevant interest in its own shares under section 608(1) of the Corporations Act 2001. Cluey has no right to acquire these shares or to control the voting rights attaching to these shares.

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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:

Name	Address
Cluey Ltd	Suite 2, Level 2, 117 Clarence Street, Sydney, NSW 2000

Signature

print name **Greg Fordred** capacity **Company Secretary**

sign here *Greg Fordred* date **27 / 10 / 2021**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A referred to in the Form 604 'Notice of change of interests of substantial holder' for Cluey Ltd ACN 644 675 909. The following parties entered into voluntary escrow deeds in respect of the restricted securities noted below:

#	Name	Restricted Securities	Release date
1	Allectus Capital Limited	1,414,564	The commencement of trading on the trading day immediately after the Company releases to ASX its Appendix 4D and financial statements for the half year ending 31 December 2021.
2	Thistle Custodians Pty Ltd	1,406,077	The commencement of trading on the trading day immediately after the Company releases to ASX its Appendix 4D and financial statements for the half year ending 31 December 2021.
3	58 Jarque Pty Ltd	155,602	The commencement of trading on the trading day immediately after the Company releases to ASX its Appendix 4D and financial statements for the half year ending 31 December 2021.
4	Jasforce Pty Ltd	67,899	The commencement of trading on the trading day immediately after the Company releases to ASX its Appendix 4D and financial statements for the half year ending 31 December 2021.
5	Urban Land Nominees Pty Ltd	67,899	The commencement of trading on the trading day immediately after the Company releases to ASX its Appendix 4D and financial statements for the half year ending 31 December 2021.
6	Milford Private Equity II LP	1,872,556	The commencement of trading on the trading day immediately after the Company releases to ASX its Appendix 4D and financial statements for the half year ending 31 December 2021.
7	Acorn Capital Investment Fund Limited - BNP Paribas Nominees Pty Ltd <DRP>	158,777	The commencement of trading on the trading day immediately after the Company releases to ASX its Appendix 4D and financial statements for the half year ending 31 December 2021.

#	Name	Restricted Securities	Release date
8	Australian Microcap Investments Pty Limited as trustee for the Microcap Investment Trust 3 - BNP Paribas Nominees Pty Ltd <DRP>	164,222	The commencement of trading on the trading day immediately after the Company releases to ASX its Appendix 4D and financial statements for the half year ending 31 December 2021.
9	Acorn Capital Expansion Fund LP	678,376	The commencement of trading on the trading day immediately after the Company releases to ASX its Appendix 4D and financial statements for the half year ending 31 December 2021.
10	Acorn Capital Private Opportunities Fund LP	294,775	The commencement of trading on the trading day immediately after the Company releases to ASX its Appendix 4D and financial statements for the half year ending 31 December 2021.
11	Media Super Limited - BNP Paribas Nominees Pty Ltd <DRP>	214,007	The commencement of trading on the trading day immediately after the Company releases to ASX its Appendix 4D and financial statements for the half year ending 31 December 2021.
12	Vendors of CodeCamp Holdings Pty Ltd	2,172,293	1 October 2022
13	Vendors of CodeCamp Holdings Pty Ltd	814,319	1 October 2023
14	Employees and ex-employees of Cluey Ltd	1,193,805	On settlement of relevant treasury arrangements, or 3 December 2023 for 42,483 Employee Gift Shares.
	TOTAL	10,675,171	