

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Mastermyne Group Limited (Company)

ACN/ARSN 142 490 579

1. Details of substantial holder (1)

Name Nucanopi Pty. Limited ACN 062 621 756 as trustee for the Rouse Family Trust, Paul Spencer Rouse, Rovest Holdings Pty Ltd ACN 144 787 833 as trustee for the March Pines Super Fund

ACN/ARSN (if applicable)

The holder became a substantial holder on 5/11/2021

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	15,243,816	15,243,816	11.63%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Nucanopi Pty. Limited ACN 062 621 756 as trustee for the Rouse Family Trust	Direct interest as the holder of the shares, pursuant to s608(1)(a) of the Corporations Act 2001	14,002,186 fully paid ordinary shares
Paul Spencer Rouse	Paul holds more than 20% of the share capital in Nucanopi Pty. Limited so is deemed to have a relevant interest in these shares by virtue of s 608(3) of the Corporations Act 2001. Paul also has an indirect interest in these shares via the Rouse Family Trust of which he is a beneficiary, under s608(2) of the Corporations Act	14,002,186 fully paid ordinary shares
Rovest Holdings Pty Ltd ACN 144 787 833 as trustee for the March Pines Super Fund	Direct interest as the holder of the shares, pursuant to s608(1)(a) of the Corporations Act 2001	1,241,630 fully paid ordinary shares
Paul Spencer Rouse	Paul holds more than 20% of the share capital in Rovest Holdings Pty Ltd so is deemed to have a relevant interest in these shares by virtue of s 608(3) of the Corporations Act 2001	1,241,630 fully paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Nucanopi Pty. Limited ACN 062 621 756 as trustee for the Rouse Family Trust	Nucanopi Pty. Limited ACN 062 621 756	Nucanopi Pty. Limited ACN 062 621 756	14,002,186 fully paid ordinary shares
Paul Spencer Rouse	Nucanopi Pty. Limited ACN 062 621 756	Nucanopi Pty. Limited ACN 062 621 756	14,002,186 fully paid ordinary shares
Rovest Holdings Pty Ltd ACN 144 787 833 as trustee for the March Pines Super Fund	Rovest Holdings Pty Ltd ACN 144 787 833	Rovest Holdings Pty Ltd ACN 144 787 833	1,241,630 fully paid ordinary shares
Paul Spencer Rouse	Rovest Holdings Pty Ltd ACN 144 787 833	Rovest Holdings Pty Ltd ACN 144 787 833	1,241,630 fully paid ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Nucanopi Pty. Limited ACN 062 621 756 as trustee for the Rouse Family Trust	5/11/2021	Nil cash consideration. The shares were issued as consideration for the transfer of 6,666,706 shares in PYBAR Holdings Pty Ltd ACN 088 981 757 to the Company under the Share Purchase Agreement dated 6 September 2021.		14,002,186 fully paid ordinary shares
Paul Spencer Rouse	5/11/2021	Nil cash consideration. This is a deemed relevant interest under section 608(3) of the Corporations Act.		14,002,186 fully paid ordinary shares
Rovest Holdings Pty Ltd ACN 144 787 833 as trustee for the March Pines Super Fund	Please see Annexure A.	Purchased on market. Please see Annexure A.		1,241,630 fully paid ordinary shares
Paul Spencer Rouse	Please see Annexure A.	Nil cash consideration. This is a deemed relevant interest under section 608(3) of the Corporations Act.		1,241,630 fully paid ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Nucanopi Pty. Limited ACN 062 621 756 as trustee for the Rouse Family Trust	All parties are associates - Company controlled by Paul Rouse
Paul Spencer Rouse	All parties are associates – Director and controlling shareholder of Nucanopi Pty. Limited and Rovest Holdings Pty Ltd as trustee for the March Pines Super Fund
Rovest Holdings Pty Ltd ACN 144 787 833 as trustee for the March Pines Super Fund	All parties are associates - Company controlled by Paul Rouse

7. Addresses

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

Name	Address
Nucanopi Pty. Limited ACN 062 621 756	195 Kangarooie Road, Orange, New South Wales, 2800, Australia
Paul Spencer Rouse	195 Kangarooie Road, Orange, New South Wales, 2800, Australia
Rovest Holdings Pty Ltd ACN 144 787 833 as trustee for the March Pines Super Fund	195 Kangarooie Road, Orange, New South Wales, 2800, Australia

Signature

print name Paul Rouse capacity Director and shareholder

sign here  date 9 / 11 / 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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) Details of the consideration must include any and all benefits, moneys 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.

For personal use only

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 603.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
 - (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

- To make any annexure conform to the regulations, you must
- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
 - 2 show the corporation name and ACN or ARBN
 - 3 number the pages consecutively
 - 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
 - 5 identify the annexure with a mark such as A, B, C, etc
 - 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
 - 7 sign and date the annexure.
- The annexure must be signed by the same person(s) who signed the form.



Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice

For personal use only



Annexure A

Type	Security	Acquisition Date	Quantity	Average Price	Consideration
Buy	MYE	02/11/2021	91,275	\$0.9447	\$86,227.49
Buy	MYE	01/11/2021	28,749	\$0.9245	\$26,578.45
Buy	MYE	29/10/2021	28,039	\$0.9198	\$25,790.27
Buy	MYE	28/10/2021	25,121	\$0.9431	\$23,691.62
Buy	MYE	27/10/2021	25,072	\$0.9500	\$23,818.40
Buy	MYE	26/10/2021	49,591	\$0.9439	\$46,808.94
Buy	MYE	25/10/2021	1	\$0.9400	\$0.94
Buy	MYE	22/10/2021	14,980	\$0.9500	\$14,231.00
Buy	MYE	21/10/2021	2,481	\$0.9500	\$2,356.95
Buy	MYE	11/10/2021	34,216	\$0.9904	\$33,887.53
Buy	MYE	08/10/2021	84,929	\$0.9498	\$80,665.56
Buy	MYE	07/10/2021	118,956	\$0.9399	\$111,806.74
Buy	MYE	06/10/2021	40,373	\$0.9410	\$37,990.99
Buy	MYE	05/10/2021	37,105	\$0.9470	\$35,138.44
Buy	MYE	04/10/2021	8,522	\$0.9500	\$8,905.00
Buy	MYE	01/10/2021	50,775	\$0.9214	\$46,784.09
Buy	MYE	30/09/2021	39,034	\$0.9303	\$36,313.33
Buy	MYE	29/09/2021	9,741	\$0.9399	\$9,155.57
Buy	MYE	28/09/2021	9,054	\$0.9400	\$8,510.76
Buy	MYE	27/09/2021	39,705	\$0.9253	\$36,739.04
Buy	MYE	24/09/2021	77,212	\$0.9468	\$73,104.32
Buy	MYE	23/09/2021	99,118	\$0.9488	\$94,043.16
Buy	MYE	22/09/2021	73,005	\$0.9498	\$69,340.15
Buy	MYE	21/09/2021	180,666	\$0.9232	\$166,790.85
Buy	MYE	20/09/2021	73,910	\$0.9100	\$67,258.10