

facsimile

Date:	25 August 2009	
 To:	Funtastic Limited	
Facsimile Number	(03) 9535 5897	
To:	Company Announceme ASX Limited	nts Platform
Facsimile Number	1300 135 638	
From:	Tony Symons	
Contact:	Tel: 03 8681 4410	Email: tony.symons@clarendonlawyers.com.au
Matter	0800894	
Pages (incl)	5	Your Reference

Funtastic Limited

We act for Kooyongkoot Pty Ltd.

In accordance with section 671B of the Corporations Act 2001, we are lodging with the ASX a notice of change of interests of substantial holder.

Yours sincerely

Tony Symons

Director Clarendon Lawyers Pty Ltd

Tel: 03 8681 4410 E-mail: tony.symons@clarendonlawyers.com.au

Enc.

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page <u>1/2 15</u> July 2001

604

Form 604 Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme	Funtastic Limited
ACNIARSN	063 886 199
1. Details of substantial holder (1) Name ACN/ARSN (if applicable)	Refer to Table 1 in Annexure A
There was a change in the interests of substantial holder on The previous notice was given to the The previous notice was dated	21/8/2009
2. Previous and present voting pr	16WC

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:

, i	Class of securities (4)	Previous notice Person's votes	Voting power (5)	Present notice Person's votes	Voting power (5) 32,78%
	Ordinary	115,223,992	33.79%	111,774,862	32.7676

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 are as follows:

17/6/2009 DDVM On-market acquisition \$9,139,20 (being 50,000 50,870 ordinary 50,870 17/6/2009 DDVM On-market acquisition \$9,139,20 (being 50,000 50,870 ordinary 50,870 Superannuation of shares ordinary shares at \$0.18 per shares shares shares DDVM Super Fund Off-market disposal \$472,500 (being 3,500,000 3,500,000 ordinary 21/8/2009 Kooyongkoot Pty Ltd Off-market disposal \$472,500 (being 3,500,000 3,500,000 ordinary ATF Lauren Mathieson of shares to Antium Pty Limited per share) shares shares	Date of change	der was last required to Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected 50,870 ordinary	Person's votes affected 50,870
21/8/2009 Kooyongkoot Pty Ltd Off-market disposal \$472,500 (being 3,500,000 0,005,000 0,000,00	17/6/2009	Superannuation Nominees Pty Ltd ATF	of shares	ordinary shares at \$0.16 per share and 870 ordinary shares at \$0.16 per share)	shares	2 500 000
	21/8/2009	ATF Lauren Mathieson	of shares to Antium	ordinary shares at \$0.135	3,000,000 0.0.0.0	3,500,000

4. Present relevant interests

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

Holder of	Registered	Person entitled	Nature of	Class and	Person's votes
relevant	holder of	to be registered	relevant	number of	
interest	securities	as holder (8)	interest (6)	securities	
Refer to Table 2	in Annexure A				

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Change	es in association	- the exercities of or have changed the nature	of their association (9) with, the substantial holder in
) betzole	s who have become associates (2) of, ceas	e as follows:	
ition to v	oting interests in the company or scheme a		
	Name and ACN/ARSN	(if Nature of association	
	Name and ACN/ARSN applicable)		
	Not applicable		
Addre	\$585	ollows:	
e addres	sses of persons named in this form are as fo	· · · · · · · · · · · · · · · · · · ·	
		Address	
	Refer to Table 1 in Annexure A		
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			capacity DIRECTOR
	print name CRAIG D	ONALD MATHIESON	
	·		date 24 18 109
	sign here	ul-	/
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1			
J	<i></i>		
		DIRECTIONS	,
5	If there are a number of substantial holders	with similar or related relevant interests (eg. a corp	poration and its related corporations, or the manager and want interests of a group of persons are essentially similar.
1)	If there are a number of substantial holders inustee of an equity must), the names could	with similar or related relevant interests (eg. a corp	poration and its related corporations, or the manager and vant interests of a group of persons are essentially similar, of each group, with the names and addresses of members
<u> </u>	trustee of an equity trust, the names could the form	with similar or related relevant interests (eg. a corp be included in an annexure to the form. If the relev n as a specifically named group if the membership of	, porstion and its related corporations, or the manager and vant interests of a group of persons are essentially similar, of each group, with the names and addresses of members
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2) (3) (4)	 trustee of an equity trust, the hands of the form they may be referred to throughout the form is clearly set out in paragraph 6 of the form. See the definition of "associate" in section See the definition of "relevant Interest" in s The voting shares of a company constitute. The person's votes divided by the total vot include details of: (a) any relevant agreement or other of a company document setting out the total company constitute of any document setting out the total company constitute of any document setting out the total company constitute of any document setting out the total company constitute of any document setting out the total company constitute of any document setting out the total company constitute of any document setting out the total company constitute of any document setting out the total company constitute of any document setting out the total company constitute of any document setting out the total company constitute of any document setting out the total company constitute of any document setting out the total company constitute of any document setting out the total company constitute of any document setting out the total company constitute of any document setting out the total company company constitute of any document setting out the total company compa	with similar or related relevant interests (eg. a corp be included in an annexure to the form. If the relevant in as a specifically named group if the membership of a sections 608 and 671B(7) of the Corporations Act 20 a one class unless divided into separate classes. tes in the body corporate or scheme multiplied by 10 circumstances because of which the change in relevant as of any relevant agreement, and a statement b company this form, together with a written statement a person to exercise, control the exercise of, or influ- tioners (indicating clearly the particular securi-	2001. 00. vant interest occurred. If subsection 6718(4) applies, a co by the person giving full and accurate details of any contract int certifying this contract, scheme or arrangement; and
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2) (3) (4)	 trustee of an equity trust, the hardes out the form they may be referred to throughout the form is clearly set out in paragraph 6 of the form. See the definition of "associate" in section See the definition of "relevant interest" in a The voting shares of a company constitute. The person's votes divided by the total vot include details of: (a) any relevant agreement or other of any document setting out the the scheme or arrangement, must act to which the relevant in See the definition of "relevant agreement". (b) any qualification of the power of a securities to which the relevant in See the definition of "relevant agreement". Details of the consideration must include become entitled to receive in relation to the contingency. Details must be included or include	with similar or related relevant interests (eg. a corp be included in an annexure to the form. If the relev- in as a specifically named group if the membership of a sections 608 and 671B(7) of the Corporations Act 20 a one class unless divided into separate classes. The in the body corporate or scheme multiplied by 10 circumstances because of which the change in relevant a statement by comporate or scheme multiplied by 10 circumstances because of which the change in relevant a statement by comporate with a written statement by company this form, together with a written statement a person to exercise, control the exercise of, or influ- uerest relates (indicating clearly the particular secur " in section 9 of the Corporations Act 2001. any and all benefits, money and other, that any per- hat acquisition. Details must be included even if the n any benefit paid on behalf of the substantial holde there the substantial holde	2001. 20
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Annexure A

This is Annexure A of 2 pages referred to in Form 604 signed by me on 24 August 2009.

Signature:

Name: Craig Donald Mathieson

Table 1 – Substantial Holders

Name of Substantial Holder	Address	ACN
Kooyongkoot Pty Ltd ATF Lauren Mathieson Family Trust	c/- 19 Rowland Street, Kew VIC 3101	127 821 863
Holdrey Ply Ltd ATF The Don Mathieson Family Trust	William Buck Chartered Accountants Level 2, 215 Spring Street, Melbourne ViC 3000	006 501 524
Lauren Michelle Mathieson Downs	19 Rowland St, Kew VIC 3101	N/A
DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	c/- William Buck Chartered Accountants Level 2, 215 Spring Street, Melbourne VIC 3000	075 404 018
Stewart John Allstair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superannuation Fund	c/- 19 Rowland St. Kew VIC 3101	N/A
NSR Peas Pty Ltd	485 Bourke St, Melbourne 3000	104 284 031
NSR Toys Pty Ltd ATF Pizmony Family Trust	313 Glenferrie Road, Malvern VIC 3144	082 219 789
N Pizmony and M L Pizmony ATF The Pizmony Family Super Fund	7-9 Hume Road, Caulfield North VIC 3161 / 313 Glenferrie Road, Maivern VIC 3144	N/A
Hod Pizem	c/- UG 303 Chinachem Golden Plaza, 77 Mody Road, Tsimshatsui East, Kowloon, Hong Kong	N/A
N Pizmony	9 Hume Road, Cauifield North VIC 3161	N/A

Table 2 - Present relevant Interests

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
Kooyongkoot Ply Ltd ATF Lauren Mathieson Family Trust	Kooyongkoot Pty Ltd ATF Lauren Mathieson Family Trust	Kooyongkoot Pty Ltd ATF Lauren Mathieson Family Trust	Relevant interest under section 608(1)(a) of the Corporations Act.	85,885,036 ordinary shares	85,885,036
Holdrey Pty Ltd ATF The Don Mathleson Family Trust	Holdrey Pty Ltd ATF The Don Mathieson Family Trust	Holdrey Pty Ltd ATF The Don Mathieson Family Trust	Relevant Interest under section 608(1)(a) of the Corporations Act.	4,510,438 ordinary shares	4,510,438
Lauren Michelle Mathieson Downs	Lauren Michelle Mathieson Downs	Lauren Michelle Mathieson Downs	Relevant interest under section 606(1)(a) of the Corporations Act.	1,030,086 ordinary shares	1,030,086

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DVM Superannuation Iominees Pty Ltd ATF DDVM Super	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super	Relevant interest under section 608(1)(a) of the Corporations Act.	350,870 ordinary shares	350.870
Fund Stewart John Alistair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superanhuation Fund	Fund Stewart John Allstair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superannuation Fund	Fund Stewart John Alistair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superanhuation Fund	Relevant interest under section 608(1)(a) of the Corporations Act.	142,690 ordinary shares	142,690
NSR Peas Pty Ltd	NSR Peas Pty Ltd	NSR Peas Pty Ltd	Relevant interest under section 608(1)(a) of the Corporations Act.	6,000,000 ordinary shares	6,000,000
NSR Toys Pty Ltd ATF Pizmony Family Trust	NSR Toys Pty Ltd ATF Pizmony Family Trust	NSR Toys Pty Ltd ATF Pizmony Family Trust	Relevant interest under section 608(1)(a) of the Corporations Act.	4,727,331 ordinary shares	4,727,331
N Pizmony and M L Pizmony ATF The Pizmony Family Super Fund	N Pizmony and M L Pizmony ATF The Pizmony Family Super Fund	N Pizmony and M L Pizmony ATF The Pizmony Family Super Fund	Relevant interest under section 608(1)(a) of the Corporations Act.	5,080,888 ordinary shares	5,080,888
Hod Pizem	Hod Pizem	Hod Pizem	Relevant interest under section 608(1)(a) of the Corporations Act	4,000,000 ordinary shares	4,000,000
N Pizmony	N PErmony	N Pizmony	Relevant interest under section 608(1)(a) of the Corporations Act.	47,523 ordinary shares	47,523