



facsimile

Date:	14 July 2010
To:	Funtastic Limited
Facsimile Number	(03) 9535 5897
To:	Company Announcements Platform ASX Limited
Facsimile Number	1300 135 638

From:	Tony Symons	
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Matter	0800291	
Pages (incl)	8	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.

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Funtastic Limited

ACN/ARSN 063 886 199

**1. Details of substantial holder (1)**

Name Kooyongkoot Pty Ltd (ACN 127 821 863) ATF Lauren Mathieson Family Trust and each of the persons listed in Table 1 in Annexure A (collectively, the "Substantial Holder")

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on \_\_\_\_\_

23/4/2010

The previous notice was given to the company on \_\_\_\_\_

25/8/2009

The previous notice was dated \_\_\_\_\_

24/8/2009

**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)
Ordinary	111,774,862	32.78%	116,959,830	34.30%

**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
Refer to Table 2 in Annexure A					

**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
Refer to Table 3 in Annexure A					

**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
Refer to Table 4 in Annexure A	

**6. Addresses**

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

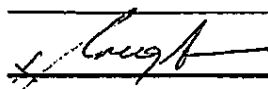
Name	Address
Refer to Table 1 in Annexure A	

**Signature**

print name CRAIG DONALD MATHIESON

capacity DIRECTOR

sign here



date

14/17/10

**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 on 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.

## Annexure A

This is Annexure A of 5 pages referred to in Form 604 signed by me on X 14.7. 2010.

Signature: X 

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 Pty 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 Alistair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superannuation Fund	c/- 19 Rowland St, Kew VIC 3101	N/A
Craig & Meredith Mathieson Pty Ltd ATF the Mathieson Superannuation Fund	Suite 2, 13 Church Street, Hawthorn VIC 3123	140 587 524
Paul Mathieson Pty Ltd ATF the Paul Mathieson Super Fund	Suite 2, 13 Church Street, Hawthorn VIC 3123	138 480 314
David Mathieson Pty Ltd ATF the David Mathieson Super Fund	Suite 2, 13 Church Street, Hawthorn VIC 3123	138 480 556
Rensh Pty Ltd (formerly NSR Peas Pty Ltd)	313 Glenferrie Road, Malvern VIC 3144	104 284 031
Piz by Piz Pty Ltd (formerly 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, Malvern VIC 3144	N/A
N Pizmony	9 Hume Road, Caulfield North VIC 3161	N/A
Hod Pizem	c/- UG 303 Chinachem Golden Plaza, 77 Mody Road, Tsimshatsui East, Kowloon, Hong Kong	N/A

Table 2 – Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
24/8/2009	Kooyongkoot Pty Ltd ATF Lauren Mathieson Family Trust	Off-market disposal of shares to Piz By Piz Pty Ltd ATF Pizmony Family Trust.	\$0.135 per share	1,000,000 ordinary shares	1,000,000
3/9/2009	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	On-market acquisition of shares.	Average of \$0.18 per share	188,976 ordinary shares	188,976
4/9/2009	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	On-market acquisition of shares.	Average of \$0.18 per share	32,125 ordinary shares	32,125

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
8/9/2009	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	On-market acquisition of shares.	Average of \$0.18 per share	78,899 ordinary shares	78,899
11/9/2009	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	On-market acquisition of shares.	Average of \$0.18 per share	47,186 ordinary shares	47,186
14/9/2009	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	On-market acquisition of shares.	Average of \$0.18 per share	25,707 ordinary shares	25,707
15/9/2009	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	On-market acquisition of shares.	Average of \$0.18 per share	22,748 ordinary shares	22,748
16/9/2009	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	On-market acquisition of shares.	Average of \$0.19 per share	32,252 ordinary shares	32,252
6/10/2009	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	On-market acquisition of shares.	Average of \$0.21 per share	271,237 ordinary shares	271,237
6/10/2009	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	On-market acquisition of shares.	Average of \$0.21 per share	20,000 ordinary shares	20,000
7/10/2009	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	On-market acquisition of shares.	Average of \$0.21 per share	50,000 ordinary shares	50,000
8/10/2009	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	On-market acquisition of shares.	Average of \$0.21 per share	19,512 ordinary shares	19,512
9/10/2009	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	On-market acquisition of shares.	Average of \$0.21 per share	37,000 ordinary shares	37,000
12/10/2009	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	On-market acquisition of shares.	Average of \$0.21 per share	13,488 ordinary shares	13,488
12/10/2009	Holdrey Pty Ltd ATF the Don Mathieson Family Trust	On-market acquisition of shares.	Average of \$0.21 per share	164,912 ordinary shares	164,912
13/10/2009	Holdrey Pty Ltd ATF the Don Mathieson Family Trust	On-market acquisition of shares.	Average of \$0.21 per share	40,574 ordinary shares	40,574

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
14/10/2009	Holdrey Pty Ltd ATF The Don Mathieson Family Trust	On-market acquisition of shares.	Average of \$0.21 per share	19,768 ordinary shares	19,768
13/8/2009	Holdrey Pty Ltd ATF the Don Mathieson Family Trust	Off-market disposals to an associate.	\$0.14 per share	4,510,438 ordinary shares	4,510,438
13/8/2009	Kooyongkoot Pty Ltd ATF the Lauren Mathieson Family Trust	Off-market disposals to associates.	\$0.14 per share	6,000,000 ordinary shares	6,000,000
13/8/2009	DDVM Superannuation Nominees Pty Ltd ATF the DDVM Superannuation Fund	Off-market acquisitions from an associate.	\$0.14 per share	4,510,438 ordinary shares	4,510,438
13/8/2009	Stewart John Alistair Downs and Lauren Michelle Mathieson Downs ATF the S&L Downs Superannuation Fund	Off-market acquisition from an associate.	\$0.14 per share	1,500,000 ordinary shares	1,500,000
13/8/2009	Craig & Meredith Mathieson Pty Ltd ATF the Mathieson Superannuation Fund	Off-market acquisition from an associate.	\$0.14 per share	1,500,000 ordinary shares	1,500,000
13/8/2009	Paul Mathieson Pty Ltd ATF the Paul Mathieson Super Fund	Off-market acquisition from an associate.	\$0.14 per share	1,500,000 ordinary shares	1,500,000
13/8/2009	David Mathieson Pty Ltd ATF the David Mathieson Super Fund	Off-market acquisition from an associate.	\$0.14 per share	1,500,000 ordinary shares	1,500,000
23/4/2010	Kooyongkoot Pty Ltd ATF Lauren Mathieson Family Trust	On-market acquisitions of shares.	Average of \$0.24 per share	4,120,584 ordinary shares	4,120,584

Table 3 – 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 Pty 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.	83,005,620 ordinary shares	83,005,620
Holdrey Pty Ltd ATF The Don Mathieson 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.	225,254 ordinary shares	225,254
Lauren Michelle Mathieson Downs	Lauren Michelle Mathieson Downs	Lauren Michelle Mathieson Downs	Relevant interest under section 608(1)(a) of the Corporations Act.	1,030,086 ordinary shares	1,030,086

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
DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	Relevant interest under section 608(1)(a) of the Corporations Act.	5,700,438 ordinary shares	5,700,438
Stewart John Alistair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superannuation Fund	Stewart John Alistair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superannuation Fund	Stewart John Alistair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superannuation Fund	Relevant interest under section 608(1)(a) of the Corporations Act.	1,642,690 ordinary shares	1,642,690
Craig & Meredith Mathieson Pty Ltd ATF the Mathieson Superannuation Fund	Craig & Meredith Mathieson Pty Ltd as trustee for the Mathieson Superannuation Fund	Craig & Meredith Mathieson Pty Ltd as trustee for the Mathieson Superannuation Fund	Relevant interest under section 608(1)(a) of the Corporations Act.	1,500,000 ordinary shares	1,500,000
Paul Mathieson Pty Ltd ATF the Paul Mathieson Super Fund	Paul Mathieson Pty Ltd as trustee for the Paul Mathieson Super Fund	Paul Mathieson Pty Ltd as trustee for the Paul Mathieson Super Fund	Relevant interest under section 608(1)(a) of the Corporations Act.	1,500,000 ordinary shares	1,500,000
David Mathieson Pty Ltd ATF the David Mathieson Super Fund	David Mathieson Pty Ltd as trustee for the David Mathieson Super Fund	David Mathieson Pty Ltd as trustee for the David Mathieson Super Fund	Relevant interest under section 608(1)(a) of the Corporations Act.	1,500,000 ordinary shares	1,500,000
Rensh Pty Ltd	Rensh Pty Ltd	Rensh Pty Ltd	Relevant interest under section 608(1)(a) of the Corporations Act.	6,000,000 ordinary shares	6,000,000
Piz By Piz Pty Ltd ATF Pizmony Family Trust	Piz By Piz Pty Ltd ATF Pizmony Family Trust	Piz By Piz Pty Ltd ATF Pizmony Family Trust	Relevant interest under section 608(1)(a) of the Corporations Act.	5,727,331 ordinary shares	5,727,331
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.	4,119,688 ordinary shares	4,119,688
N Pizmony and M L Pizmony ATF The Pizmony Family Super Fund	Bond Street Custodians Ltd	N Pizmony and M L Pizmony ATF The Pizmony Family Super Fund	Relevant interest under section 608(1)(b) and (c) of the Corporations Act.	961,200 ordinary shares	961,200
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 Pizmony	N Pizmony	Relevant interest under section 608(1)(a) of the Corporations Act.	47,523 ordinary shares	47,523

Table 4 -- Changes in association

Name and ACN/ARSN (if applicable)	Nature of association
Craig & Meredith Mathieson Pty Ltd ACN 140 587 524 ATF the Mathieson Superannuation Fund	Associates under section 12(2)(c) of the Corporations Act 2001 by virtue of party acting in concert with Kooyongkoot Pty Ltd in relation to the affairs of Funtastic Limited.
Paul Mathieson Pty Ltd ACN 138 480 314 ATF the Paul Mathieson Super Fund	Associates under section 12(2)(c) of the Corporations Act 2001 by virtue of party acting in concert with Kooyongkoot Pty Ltd in relation to the affairs of Funtastic Limited.
David Mathieson Pty Ltd ACN 138 480 558 ATF the David Mathieson Super Fund	Associates under section 12(2)(c) of the Corporations Act 2001 by virtue of party acting in concert with Kooyongkoot Pty Ltd in relation to the affairs of Funtastic Limited.