

Form 603

Corporations Law
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **FUNTASTIC LIMITED**

ACN/ARSN **063 868 199**

1. Details of substantial holder (1)

Name **PERPETUAL LIMITED and subsidiaries**

ACN (if applicable) **000 431 827**

The holder became a substantial holder on **_09_/_08_/_2013_**

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 | Persons' votes (5) | Voting power (6) |
|-------------------------|----------------------|--------------------|------------------|
| Ordinary | 39,414,625 | 39,414,625 | 6.11% |
| | | | |

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 |
|---------------------------------|---------------------------------|--------------------------------|
| Refer annexure 1 & 2 | | |
| | | |

4. Details of present registered holders

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

| Holder of relevant interest | Registered holder of securities | Persons entitled to be registered as holder (8) | Class and number of securities |
|-----------------------------|---------------------------------|---|--------------------------------|
| Refer annexure 1 | | | |
| | | | |

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 | |
| Refer annexure 3 | | | | |
| | | | | |

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Associates

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

| Name and ACN (if applicable) | Nature of association |
|------------------------------|-----------------------|
| Refer to Annexure 1 & 2 | |
| | |

6. Addresses

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

| Name | Address |
|---------------------|---------|
| Refer to Annexure 1 | |
| | |

Signature

Print name **GLEND A CHARLES** Capacity **DEPUTY COMPANY SECRETARY**

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ANNEXURE 1 - Perpetual Investments Account Codes & Details

Perpetual Investments Management Limited (PIML), subsidiary of Perpetual Limited, as Responsible Entity for:

| INTERNAL CODE | ACCOUNT DETAILS | REGISTRATION DETAILS |
|----------------|--|--|
| ALL 'PC' CODES | RBC Investor Services Trust ACF: PIML (Select Investments) RBC Dexia Investor Services Australia Pty Limited GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust ACF: PIML (Select Investments) RBC Dexia Investor Services Australia Pty Limited GPO Box 5430 Sydney NSW 2001 |
| PCEF | RBC Investor Services Trust ACF: Perpetual's Wholesale Concentrated Equity Fund Account Code: PICEF GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust <PIPOOLED A/C> GPO Box 5430 Sydney NSW 2001 |
| PIBIAS | RBC Investor Services Trust ACF: Perpetual Pure Value Share Fund Account Code: PIBIAS GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust <PIPOOLED A/C> GPO Box 5430 Sydney NSW 2001 |
| PIGPVF | RBC Investor Services Trust ACF: Perpetual's Pure Value 2 Share Fund Account Code: PIGPVF GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust <PIPOOLED A/C> GPO Box 5430 Sydney NSW 2001 |
| PIGSFP | RBC Investor Services Trust ACF: Perpetual's Australian Share Fund Account Code: PIGSFP GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust <PIPOOLED A/C> GPO Box 5430 Sydney NSW 2001 |
| PIICAP | RBC Investor Services Trust ACF: WealthFocus Investment Advantage Perpetual Australian Share Fund Account Code: PIICAP GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust <PI Investor Choice A/C> GPO Box 5430 Sydney NSW 2001 |
| PMISF | RBC Investor Services Trust ACF: Perpetual's Industrial Share Fund Account Code: PMISF GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust <PIPOOLED A/C> GPO Box 5430 Sydney NSW 2001 |
| PIRAF | RBC Investor Services Trust ACF: Perpetual Resources Fund Account code: PIRAF GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust <PIPOOLED A/C> GPO Box 5430 Sydney NSW 2001 |
| PISINP | RBC Investor Services Trust ACF: WealthFocus Investment Advantage Perpetual Industrial Share Fund Account Code: PISINP GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust <PI Investor Choice A/C> GPO Box 5430 Sydney NSW 2001 |
| PISMA1 | RBC Investor Services Trust ACF: SMA Equity Imputation Portfolio Account Code: PISMA1 GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust <PIPOOLED A/C> GPO Box 5430 Sydney NSW 2001 |
| PISMA2 | RBC Investor Services Trust ACF: SMA Capital Accumulation Portfolio Account Code: PISMA2 GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust <PIPOOLED A/C> GPO Box 5430 Sydney NSW 2001 |
| PIWGAP | UBS Nominee Pty Ltd ACF: Perpetual Wholesale Geared Australian Share Fund Account code: A1044169 C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | UBS Nominee Pty Ltd <Prime Broking Services A/C> Level 16, Chifley Tower 2 Chifley Square Sydney NSW 2000 |
| PIWC PF | UBS Nominee Pty Ltd ACF: PI Protected Aust Share Fund A Account code: A1019475 C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | UBS Nominee Pty Ltd <Prime Broking Services A/C> Level 16, Chifley Tower 2 Chifley Square Sydney NSW 2000 |
| PIWJPI | RBC Investor Services Trust ACF: Perpetual JF Wholesale Prop Income Fund Account Code: PIWJPI GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust <PIPOOLED A/C> GPO Box 5430 Sydney NSW 2001 |
| PIWARX | UBS Nominee Pty Ltd ACF: Perpetual Pure Equity Alpha Pool Account code: A1081898/A8081898 C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | UBS Nominee Pty Ltd <Prime Broking Services A/C> Level 16, Chifley Tower 2 Chifley Square Sydney NSW 2000 |

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| | | |
|---------------|--|---|
| PIWSPP | UBS Nominee Pty Ltd ACF: Perpetual Wholesale Share Plus Fund Account code: A111267 C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | UBS Nominee Pty Ltd <Prime Broking Services A/C> Level 16, Chifley Tower 2 Chifley Square Sydney NSW 2000 |
| PIWSRP | RBC Investor Services Trust ACF: Perpetual Wholesale Ethical Fund Account Code: PIWSRP GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust <PIPOOLED A/C> GPO Box 5430 Sydney NSW 2001 |
| PMWSC | RBC Investor Services Trust ACF: Perpetual Wholesale Smaller Company Fund Account Code: PIWSCS GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust <PIPOOLED A/C> GPO Box 5430 Sydney NSW 2001 |
| PPSF | RBC Investor Services Trust ACF: Perpetual Wholesale Property Securities Fund Account Code: PPSF GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust <PIPOOLED A/C> GPO Box 5430 Sydney NSW 2001 |
| PISTIF | RBC Investor Services Trust ACF: Perpetual Pure Credit Alpha Fund Account Code: PISTIF GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust <PIPOOLED A/C> GPO Box 5430 Sydney NSW 2001 |

Perpetual Investments Management Limited (PIML), subsidiary of Perpetual Limited, as Trustee for:

| | | |
|-----------------------|--|--|
| ALL 'SS' CODES | RBC Investor Services Trust ACF: PIML (Select Super) RBC Dexia Investor Services Australia Pty Limited GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust ACF: PIML (Select Super) RBC Dexia Investor Services Australia Pty Limited GPO Box 5430 Sydney NSW 2001 |
|-----------------------|--|--|

Perpetual Investments Management Limited (PIML), subsidiary of Perpetual Limited, under Investment Management Agreements with:

| INTERNAL CODE | ACCOUNT DETAILS | REGISTRATION DETAILS |
|----------------------|---|--|
| CBAISF | Citicorp Nominees Pty Ltd. ACF: Commonwealth Aust Shares Fund 4 Account Code:PICISF C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | Citicorp Nominees Pty Ltd A/C EASS04 GPO Box 764G Melbourne VIC 3001 |
| NSWTC | Cogent Nominees Pty Ltd ACF: NSW Treasury Corporation Account Code: PINSWT C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | Cogent Nominees Pty Limited A/C HGFPTTE P.O. Box R209 Royal Exchange Sydney NSW 1225 |
| PIACT | JP Morgan Chase Nominees Ltd ACF: Australian Capital Territory Treasury Account Code: PIACT C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | JP Morgan Chase Nominees A/C 32512 Locked Bag 7, Royal Exchange Sydney NSW 2000 |
| PIAVIV | JP Morgan Chase Nominees limited ACF: NAVIGATOR AUSTRALIA LIMITED Account Code: PIAVIV C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | JP Morgan Chase Nominees A/C 58815 Locked Bag 7, Royal Exchange Sydney NSW 2000 |
| PIAVSU | Cogent Nominees Pty Ltd ACF: AvSuper Pty Ltd Account code: PIAVSU C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2000 | Cogent Nominees Pty Ltd A/C PISPTE P.O. Box R209, Royal Exchange Sydney NSW 1225 |
| PIEFM6 | Cogent Nominees Pty Ltd ACF: EFM Australian Share Fund 6 Account Code: PIEFM6 C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | Cogent Nominees Pty Limited A/C WTXME6 P.O. Box R209 Royal Exchange Sydney NSW 1225 |
| PIFIRS | National Nominees Ltd ACF: FIRST SUPER MANDATE AUSTRALIA Account Code: PIFIRS C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | National Australia Custodian Services A/C 16444-14 Level 21, 500 Bourke St Melbourne VIC 3000 |
| PIHEST | JP Morgan Chase Nominees limited ACF: HEST Australia Limited Account Code: PIHEST C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | JP Morgan Chase Nominees A/C 33112 Locked Bag 7, Royal Exchange Sydney NSW 2000 |

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|---------------|---|---|
| PIMEDA | Cogent Nominees Pty Ltd ACF: MEDIA SUPER SMALLER COMPANIES FUND Account code: PIMEDA C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2000 | Cogent Nominees Pty Ltd A/C PISPTE P.O. Box R209, Royal Exchange Sydney NSW 1225 |
| PIRAEO | State Street Australia Limited ACF: RUSSELL AUSTRALIAN OPPORTUNITIES FUND Account code: PIRAEO C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2000 | State Street Australia Limited A/C BT7B Level 18, 338 Pitt Street Sydney NSW 2000 |
| PITWUS | National Nominees Ltd ACF: TWU SUPERANNUATION Account Code: PITWUS C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | National Australia Custodian Services A/C TUPPAE/16448-28 Level 21, 500 Bourke St Melbourne VIC 3000 |
| PMCBUS | National Nominees Ltd ACF: Construction & Building Union Superannuation Fund Account Code: PICBUS C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | National Australia Custodian Services A/C CBPFAE/5267-15 Level 21, 500 Bourke St Melbourne VIC 3000 |
| PMCGSF | Citicorp Nominees Pty Ltd ACF: Commonwealth Aust Shares Fund 11 Account Code: PICGSF C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | Citicorp Nominees Pty Ltd A/C EASS11 GPO Box 764G Melbourne VIC 3001 |
| PMCPSF | Citicorp Nominees Pty Ltd ACF: Commonwealth Property Fund 3 Account Code: PICPSF C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | Citicorp Nominees Pty Ltd A/C EPSS03 GPO Box 764G Melbourne VIC 3001 |
| PIAUST | JP Morgan Chase Nominees Limited ACF: Australian Super Ethical SRI Fund Account Code: PIAUST C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | JP Morgan Chase Nominees A/C 36018 Locked Bag 7 Royal Exchange Sydney NSW 2000 |
| PMSTA | JP Morgan Chase Nominees Limited ACF: Super Trust of Australia Account Code: PISTA C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | JP Morgan Chase Nominees A/C 40909 Locked Bag 7 Royal Exchange Sydney NSW 2000 |
| T2 | Perpetual Trustee Company Limited (Private Client Division) | Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001 |
| T3 | Perpetual Trustees Victoria Limited (Private Client Division) | Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001 |
| T4 | Perpetual Trustees Queensland Limited (Private Client Division) | Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001 |
| T6 | Perpetual Trustees WA Limited (Private Client Division) | Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001 |
| T7 | Perpetual Trustee Company Canberra Limited (Private Client Division) | Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001 |
| TEL | National Nominees Limited ACF: Telstra Superannuation Pty Limited Account Code: PITEL C/- RBC Dexia Investor Services Australia nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | National Australia Custodian Services A/C 3093-15 TSPPAE Level 21, 500 Bourke Street Melbourne VIC 3000 |
| PIVICS | National Nominees Limited ACF: Vic Super Pty Limited Account Code: PIVICS C/- RBC Dexia Investor Services Australia nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | National Australia Custodian Services A/C 20243-13 VSPSAS Level 21, 500 Bourke Street Melbourne VIC 3000 |

Perpetual Investments Management Limited (PIML), subsidiary of Perpetual Limited, under existing Investment Management Agreements for closed accounts:

| INTERNAL CODE | ACCOUNT DETAILS | REGISTRATION DETAILS |
|---------------|---|---|
| PICATH | National Australia Custodian Services ACF: CATHOLIC SUPER FUND PTY LTD Account Code: PICATH C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | National Australia Custodian Services A/C CDRPDE/17392-10 Level 21, 500 Bourke St Melbourne VIC 3000 |
| PIHEAL | JP Morgan Chase Nominees limited ACF: HEALTH SUPER PTY LTD Account Code: PIHEAL C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | JP Morgan Chase Nominees A/C 74805 Locked Bag 7, Royal Exchange Sydney NSW 2000 |
| PILGSS | JP Morgan Chase Nominees limited ACF: HEST Australia Limited Account Code: PILGSS C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2002 | JP Morgan Chase Nominees A/C 56466 Locked Bag 7, Royal Exchange Sydney NSW 2000 |
| PILUCR | JP Morgan Chase Nominees Ltd ACF: LUCRF PTY LTD MANDATE Account code: PILUCR C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2000 | JP Morgan Chase Nominees A/C 58865 Locked Bag 7, Royal Exchange Sydney NSW 1999 |
| PISTCF | JP Morgan Chase Nominees Ltd ACF: SAS Trustee Corporation Account code: PISTCF C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | JP Morgan Chase Nominees A/C 34893 Locked Bag 7, Royal Exchange Sydney NSW 2000 |
| PMHOST | JP Morgan Chase Nominees Limited ACF: Host - Plus Pty Ltd Account Code: PIHOST C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | JP Morgan Chase Nominees A/C 20004 Locked Bag 7 Royal Exchange Sydney NSW 2000 |
| PIWQLS | UBS Nominee Pty Ltd ACF: Perpetual QI Long Short Fund Account code: A1025745 C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001 | UBS Nominee Pty Ltd <Prime Broking Services A/C> Level 16, Chifley Tower 2 Chifley Square Sydney NSW 2000 |
| QITE2 | RBC Investor Services Trust ACF: Quantitative Investments TE 2 Equity Fund Account Code: PIQTE2 GPO Box 5430 Sydney NSW 2001 | RBC Investor Services Trust <PIQTE2 A/C> GPO Box 5430 Sydney NSW 2001 |

Perpetual Limited
GPO BOX 4172
Sydney NSW 2001

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ANNEXURE 2

PRESENT RELEVANT INTERESTS

Summary (Perpetual Ltd)

File

FUN (FUNTASTIC LTD) Portfolios

| Portfolio | Fund | Holdings |
|-----------|------|------------|
| ✓ PIVICS | PM | 11,168,281 |
| ✓ T2 | PCD | 2,860 |
| ✓ PIAUST | PM | 28,243,484 |

ANNEXURE 3

CHANGES IN RELEVANT INTERESTS

| Account | Security | Volume | Value | Price | AsAtDate |
|---------|----------|------------|-----------|---------|------------|
| PIVICS | FUN | 8,398,786 | 1,427,794 | \$ 0.17 | 31/07/2013 |
| PIVICS | FUN | 2,769,495 | 429,272 | \$ 0.16 | 09/08/2013 |
| PIAUST | FUN | 21,012,979 | 3,572,206 | \$ 0.17 | 31/07/2013 |
| PIAUST | FUN | 7,230,505 | 1,120,728 | \$ 0.16 | 09/08/2013 |
| T2 | FUN | 2,860 | 515 | \$ 0.18 | 09/08/2013 |

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