

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a 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) as trustee for Lauren Mathieson Family Trust and each of the persons listed in Table 1 in Annexure A (collectively, the "Substantial Holder")

ACN/ARSN (if applicable) _____

The holder ceased to be a substantial holder on _____

19/09/2017

The previous notice was given to the company on _____

03/07/2012

The previous notice was dated _____

03/07/2012

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4) | Consideration given in relation to change (5) | Class (6) and number of securities affected | Person's votes affected |
|----------------|--|--|---|---|-------------------------|
| 19/09/2017 | Refer to Table 1 in Annexure A | Dilution following the issue of new shares under an 11 for 5 pro rata renounceable entitlement offer announced on ASX on 23 August 2017. | N/A | 113,125,543 fully paid ordinary shares | 113,125,543 |

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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 | |

4. Addresses

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

| Name | Address |
|--------------------------------|---------|
| Refer to Table 2 in Annexure A | |

Signature

print name **PAUL DOUGLAS MATHIESON**

capacity **DIRECTOR**

sign here



date **2 10 / 17**

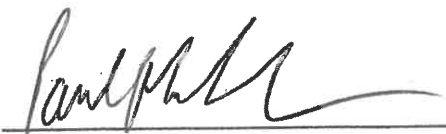
DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) 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 2 pages referred to in Form 605 signed by me on 2 OCTOBER 2017.

Signature: _____



Name: Paul Douglas Mathieson

Table 1 – Changes in relevant interests

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder | Nature of relevant interest | Class number and 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. | 97,398,724 ordinary shares | 97,398,724 |
| 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. | 2,853,605 ordinary shares | 2,853,605 |
| Lauren Michelle Mathieson Downs | Lauren Michelle Mathieson Downs | Lauren Michelle Mathieson Downs | Relevant interest under section 608(1)(a) of the Corporations Act. | 930,086 ordinary shares | 930,086 |
| 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. | 1,742,690 ordinary shares | 1,742,690 |
| 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 |

| 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 |
|--|---|---|--|------------------------------------|--------------------|
| 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 |
| TOTAL | | | | 113,125,543 ordinary shares | 113,125,543 |

Table 2 – Addresses

| Name of Substantial Holder | Address |
|--|---|
| Kooyongkoot Pty Ltd ACN 127 821 863 as trustee for Lauren Mathieson Family Trust | C/- Deloitte Level 9, 550 Bourke Street, Melbourne VIC 3000 |
| Holdrey Pty Ltd ACN 006 501 524 as trustee for The Don Mathieson Family Trust | C/- Deloitte Level 9, 550 Bourke Street, Melbourne VIC 3000 |
| Lauren Michelle Mathieson Downs | 19 Rowland St, Kew VIC 3101 |
| DDVM Superannuation Nominees Pty Ltd ACN 075 404 018 as trustee for DDVM Super Fund | C/- Deloitte Level 9, 550 Bourke Street, Melbourne VIC 3000 |
| Stewart John Alistair Downs & Lauren Michelle Mathieson Downs as trustee for S&L Downs Superannuation Fund | 19 Rowland St, Kew VIC 3101 |
| Craig & Meredith Mathieson Pty Ltd ACN 140 587 524 as trustee for the Mathieson Superannuation Fund | Suite 2, 13 Church Street, Hawthorn VIC 3123 |
| Paul Mathieson Pty Ltd ACN 138 480 314 as trustee for the Paul Mathieson Super Fund | Suite 2, 13 Church Street, Hawthorn VIC 3123 |
| David Mathieson Pty Ltd ACN 138 480 556 as trustee for the David Mathieson Super Fund | Suite 2, 13 Church Street, Hawthorn VIC 3123 |