

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme XPLORE WEALTH LIMITED (Company)

ACN/ARSN 128 316 441

1. Details of substantial holder(1)

Name Colin Scully and Valebark Pty Ltd

ACN/ARSN (if applicable) Valebark Pty Ltd (ACN 082 497 309)

There was a change in the interests of the substantial holder on 17/05/2019

The previous notice was given to the company on 17/11/2017

The previous notice was dated 17/11/2017

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)
Colin Scully and Valebark Pty Ltd - Ordinary shares	31,648,255	10.67%	35,846,045	12.078%

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 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
1/12/2017	Colin Scully and Valebark Pty Ltd	Acquisition of shares by Starmay Superannuation Pty Ltd pursuant to the Company's Share Purchase Plan	\$0.28 per share	107,144 ordinary shares	107,144
5/12/2017	Colin Scully and Valebark Pty Ltd	Acquisition of ordinary shares for Starmay Superannuation Pty Ltd on-market	\$0.25 per share	120,106 ordinary shares	120,106
6/12/2017	Colin Scully and Valebark Pty Ltd	Acquisition of ordinary shares for Starmay Superannuation Pty Ltd on-market	\$0.25 per share	79,894 ordinary shares	79,894
8/12/2017	Colin Scully and Valebark Pty Ltd	Transfer of ordinary shares to Starmay Superannuation Pty Ltd	Nil	100,000 ordinary shares	100,000 ordinary shares
Various dates	Colin Scully and Valebark Pty Ltd	Changes in percentage interest due to issue of shares by the Company and on-market share buy-back conducted by the Company	Nil	Nil	Nil
04/03/2019	Colin Scully and Valebark Pty Ltd	Acquisition of ordinary shares on behalf of Starmay Superannuation Pty Ltd	\$0.11 per share	754,492 ordinary shares	754,492

20/03/2019, 21/03/2019, 22/03/2019, 27/03/2019 and 10/04/2019	Colin Scully and Valebark Pty Ltd	Acquisition of ordinary shares on behalf of Starmay Superannuation Pty Ltd	\$0.125 per share	486,154 ordinary shares	486,154
Dates between 16/05/2019 to 29/05/2019	Colin Scully and Valebark Pty Ltd	Acquisition of ordinary shares on market	\$0.10 per share	1,950,000 ordinary shares	1,950,000
29/05/2019	Colin Scully and Valebark Pty Ltd	Acquisition of ordinary shares on behalf of Starmay Superannuation Pty Ltd	Average price \$0.0975 per share	408,683 ordinary shares	408,683
03/06/2019	Colin Scully and Valebark Pty Ltd	Acquisition of ordinary shares on behalf of Starmay Superannuation Pty Ltd	\$0.10 per share	191,317 ordinary shares	191,317

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
Valebark Pty Ltd	Valebark Pty Ltd	Valebark Pty Ltd	Registered holder of securities as trustee for the Scully Investment Trust	20,043,389 ordinary shares	20,043,389
Colin Scully	Valebark Pty Ltd	Valebark Pty Ltd	Colin Scully has voting power in Valebark Pty Ltd in excess of 20% (relevant interest by virtue of section 608(3) of the Corporations Act 2001 (Cth))	20,043,389 ordinary shares	20,043,389
Colin Scully	Starmay Superannuation Pty Ltd as trustee for the Starmay Super Fund	Starmay Superannuation Pty Ltd as trustee for the Starmay Super Fund	Colin Scully has voting power in Starmay Superannuation Pty Ltd in excess of 20% (relevant interest by virtue of section 608(3) of the Corporations Act 2001 (Cth))	13,962,010 ordinary shares	13,962,010
Colin Scully	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited as nominee for Starmay Superannuation Pty Ltd as trustee for the Starmay Super Fund	Interest is held as nominee on behalf of Starmay Superannuation Pty Ltd as trustee for the Starmay Super Fund. Nature of interest in Starmay Superannuation Pty Ltd is described above	1,840,646 ordinary shares	1,840,646

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
n/a	n/a

6. Addresses

The addresses of persons named in this form are:

Name	Address
Valebark Pty Ltd and Colin Scully	8 Poincianna Avenue, Sapphire, NSW, 2450

Signature

print name Colin Scully

capacity Director

sign here

A handwritten signature in cursive script, appearing to read 'C. Scully', written in black ink.

date 05/06/2019

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 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.
- (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.