
Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To: Velpic Limited

ABN: 65 149 197 651

1. Details of substantial holder (1)

Name: Merchant Funds Management Pty Ltd (ACN 154 493 277) as manager of the Merchant Opportunities Fund (ARSN 111 456 387) (**Merchant**) and CIP Licensing Limited (ABN 63 603 558 658) as the responsible entity of the Merchant Opportunities Fund (ARSN 111 456 387)

ACN: See above

There was a change in the interests of the substantial holder on 07/07/2016.

The previous notice was given to the company on 19/05/2016.

The previous notice was dated 19/05/2016.

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company 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, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|-------------------------|-----------------|------------------|----------------|------------------|
| | Person's votes | Voting Power (5) | Person's votes | Voting power (5) |
| Fully paid ordinary | 31,662,139 | 6.49% | 44,326,995 | 8.03% |

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, 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 |
|----------------|--|----------------------|---|---|-------------------------|
| 07/07/2016 | Merchant Opportunities Fund | Rights Issue | \$379,945 | 12,664,856 fully paid ordinary | 12,664,856 |
| | | | | | |

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 | Persons entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|--|---|---|--------------------------------|----------------|
| Merchant Opportunities Fund | The Trust Company (Australia) Ltd (ABN 33 106 768 012) as custodian for Merchant Opportunities Fund (Trust Co) | Trust Co as custodian for Merchant Opportunities Fund | Relevant interest under s608(1)(b) and (c) of the Corporations Act 2001 as the beneficial holder of securities | 44,326,995 FPO | 8.03% |
| Merchant | Trust Co as custodian for Merchant Opportunities Fund | Trust Co as custodian for Merchant Opportunities Fund | Relevant interest under s608(1)(b) and (c) of the Corporations Act 2001 as manager of the Merchant Opportunities Fund | 44,326,995 FPO | 8.03% |

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 are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| | |
| | |
| | |

6. Addresses

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

| Name | Address |
|-----------------------------------|--|
| Merchant Funds Management Pty Ltd | Suite 43, 145 Stirling Highway, Nedlands WA 6009 |
| CIP Licensing Limited | Suite 1B, 103 Bolsover St, Rockhampton QLD 4700 |
| Merchant Opportunities Fund | Suite 42, 145 Stirling Highway, Nedlands WA 6009 |
| The Trust Company Ltd | Level 15, 20 Bond Street, Sydney NSW 2001 |

Name: **Andrew Chapman**

Capacity: **Managing Director**



Sign here: _____

Date: **11/07/2016**