

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme Zelda Therapeutics Limited

ACN/ARSN 27 103 782 378

1. Details of substantial holder (1)

Name Mr Jason Peterson

ACN/ARSN (if applicable) n/a

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

05 / 04 / 2017

The previous notice was given to the company on

22 / 11 / 2016

The previous notice was dated

22 / 11 / 2016

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 of 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 fully paid (O.F.P.)	80,292,388	12%	80,292,388	10.64%

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 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
05/04/2017	Mr J & Mrs L Peterson <J & L Peterson S/F A/C>	Dilution due to issue of placement	N/A	57,954,158	57,954,158
05/04/2017	Celtic Capital P/L <The Celtic Capital AC>	Dilution due to issue of placement	N/A	11,200,000	11,200,000
05/04/2017	Celtic Capital P/L <Investment 1 A/C>	Dilution due to issue of placement	N/A	5,800,000	5,800,000
05/04/2017	Professional Payment Services Pty Ltd	Dilution due to issue of placement	N/A	538,230	538,230
05/04/2017	CPS Capital Group Pty Ltd	Dilution due to issue of placement	N/A	4,800,000	4,800,000

4. Present relevant interest

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
Mr J & Mrs L Peterson <J & L Peterson S/F A/C>	Mr J & Mrs L Peterson <J & L Peterson S/F A/C>	Mr J & Mrs L Peterson <J & L Peterson S/F A/C>	Direct	57,954,158	57,954,158
Celtic Capital P/L <The Celtic Capital A/C>	Celtic Capital P/L <The Celtic Capital A/C>	Celtic Capital P/L <The Celtic Capital AC>	Direct	11,200,000	11,200,000
Celtic Capital P/L <Investment 1 A/C>	Celtic Capital P/L <Investment 1 A/C>	Celtic Capital P/L <Investment 1 A/C>	Direct	5,800,000	5,800,000
Professional Payment Services Pty Ltd	Professional Payment Services Pty Ltd	Professional Payment Services Pty Ltd	Direct	538,230	538,230
CPS Capital Group Pty Ltd	CPS Capital Group Pty Ltd	CPS Capital Group Pty Ltd	Direct	4,800,000	4,800,000

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
Mr J & Mrs L Peterson<J & L Peterson S/F A/C>	Trustee
Celtic Capital P/L <The Celtic Capital A/C>	Director
Celtic Capital P/L <Investment 1 A/C>	Director
CPS Capital Group Pty Ltd	Director
Professional Payment Services Pty Ltd	Director

6. Addresses

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

Name	Address
Mr J & Mrs L Peterson<J & L Peterson S/F A/C>	C/O PO Box Z5467, St Georges Tce, Perth WA 6831
Celtic Capital P/L <The Celtic Capital A/C>	C/O PO Box Z5467, St Georges Tce, Perth WA 6831
Celtic Capital P/L <Investment 1 A/C>	C/O PO Box Z5467, St Georges Tce, Perth WA 6831
CPS Capital Group Pty Ltd	C/O PO Box Z5467, St Georges Tce, Perth WA 6831
Professional Payment Services Pty Ltd	C/O PO Box Z5467, St Georges Tce, Perth WA 6831

Signature

print name Mr Jason Peterson

capacity Director & Trustee

sign here



date 05 / 04 / 2017

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Zelda Therapeutics LtdACN/ARSN ACN 103 782 378**1. Details of substantial holder (1)**Name Gemelli Nominees Pty LtdACN/ARSN (if applicable) ACN 107 999 388There was a change in the interests of the
substantial holder on 05/04/2017The previous notice was given to the company on 22/11/2016The previous notice was dated 22/11/2016**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)
Fully Paid Ordinary Shares	49,587,680	7.41%	49,587,680	6.57%
Options 17 Nov 2021	6,000,000		6,000,000	

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
05/4/2017	Gemelli Nominees Pty Ltd	Dilution due to share placement	n.a.	49,587,680	49,587,680

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
Gemelli Nominees Pty Ltd	Gemelli Nominees Pty Ltd	Gemelli Nominees Pty Ltd	Direct	49,587,680	49,587,680

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
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6. Addresses

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

Name	Address
Gemelli Nominees Pty Ltd	PO Box 114, Applecross WA 6153

Signature

print name **Harry Karelis** capacity **Director**

sign here  date **05/04/2017**

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.

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder****To** Company Name/Scheme **Zelda Therapeutics Limited**ACN/ARSN **103 782 378****1. Details of substantial holder (1)**Name **Mara Gordon**

ACN/ARSN (if applicable)

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

5/04/2017

The previous notice was given to the company on

22/11/2016

The previous notice was dated

22/11/2016**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)
ORD	76,642,326	11.90%	76,642,326	10.15%

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
5/4/17	Mara Gordon	Dilution due to share placement	N/A	76,642,326	76,642,326

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
Mara Gordon	Mara Gordon	Mara Gordon	Direct	76,642,326	76,642,326

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

6. Addresses

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

Name	Address
Mara Gordon	3901 Bay Hill Road, Bodega Bay, California, United States of America

Signature

print name Mara Gordon

capacity

sign here

date 5/04/2017

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.