

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Althea Group Holdings Limited

ACN/ARSN ACN 626 966 943

1. Details of substantial holder (1)

Name Joshua Michael Fegan

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 19/09/2018

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	Person's votes (5)	Voting power (6)
Ordinary	71,590,361	71,590,361	35.21%

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
Joshua Michael Fegan	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) being the relevant interest arising as a result of being the registered holder of 56,250,000 ordinary shares.	56,250,000, ordinary shares
	Joshua Michael Fegan also has a relevant interest in all of the securities in which Althea Group Holdings Limited has a relevant interest in under section 608(3)(a) of the <i>Corporations Act</i> as Joshua Michael Fegan voting power in Althea Group Holdings Limited is greater than 20%. Althea Group Holdings Limited holds a relevant interest in 71,590,361 ordinary shares by having power over the disposal of ordinary shares that are subject to <i>Restriction Agreements</i> entered into by Althea Group Holdings in accordance with Rule 9.1 of the ASX Listing Rules. Please refer to the <i>Notice of initial substantial holder</i> dated 20 September 2018 and lodged by Althea Group Holdings Limited with ASX on 21 September 2019 (AGH Substantial Holder Notice).	71,590,361 ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Joshua Michael Fegan	Joshua Michael Fegan	Joshua Michael Fegan	56,250,000, ordinary shares
	Refer to Annexure A of the AGH Substantial Holder Notice	Refer to Annexure A of the AGH Substantial Holder Notice	71,590,361 ordinary shares

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	
Joshua Michael Fegan	21 June 2018	\$1		1 ordinary share
	9 August 2018	\$7,500 cash and services in relation to the formation and promotion of Althea Group Holdings Limited and Althea Company Pty Ltd		56,249,999 ordinary share
	19 September 2018	NIL		71,590,361 ordinary shares

6. Associates

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

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

7. Addresses

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

Name	Address
Joshua Michael Fegan	Unit 807, 140 Swan Street Cremorne Victoria 3121

Signature

print name JOSHUA MICHAEL FEGAN

capacity N/A

sign here



date 20/09/2018

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.

- (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) 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.
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