

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Althea Group Holdings LimitedACN/ARSN 617 789 732**1. Details of substantial holder (1)**Name PAC PARTNERS SECURITIES PTY LTD ACN 623 653 912; PAC PARTNERS PTY LTD  
ACN 165 738 438ACN/ARSN (if applicable) AS ABOVEThere was a change in the interests of the  
substantial holder on 23/09/2019The previous notice was given to the company on 21/09/2018The previous notice was dated 21/09/2018**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	21,409,852	10.5%	14,029,902	6.0%

**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
23/09/19	PAC Partners Securities Pty Ltd	Dilution due to placement and ceasing to have a relevant interest in 7,500,000 ord shares upon the expiration of voluntary escrow deed (Ceased to be an associate of Hootch Pty Ltd. No shares were sold)	-	ORD 7,500,000	7,500,000
02/11/19		Buy	\$40,925	ORD 100,000	100,000
06/12/19		Buy	\$38,482	ORD 200,000	200,000
05/04/19		Sell	\$161,000	ORD 400,000	400,000
29/07/19	PAC Partners Securities Pty Ltd	Buy	\$52,151	ORD 50,000	50,000
31/07/19		Buy	\$22,550	ORD 22,550	22,550

09/08/19		Buy	\$45,346	ORD 47,500	47,500
13/08/19		Buy	\$86,662	ORD 100,000	100,000
09/08/19	PAC Partners Pty Ltd	Dilution due to Placement	-	-	-

#### 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
PAC Partners Securities Pty Ltd	PAC Partners Securities Pty Ltd	PAC Partners Securities Pty Ltd	Relevant interest in 10,000,000 ordinary shares under section 608(1)(c) of the Corporations Act 2001 (Cth) by having power over the disposal of ordinary shares that are subject to Voluntary Escrow Deed entered into by PAC Partners Securities Pty Ltd with Mancann Pty Ltd.	ORD 10,000,000	10,000,000
			Relevant Interest under section 608 (1) (a) of the Corporations Act 2001 (Cth) being relevant interest arising as a result of holding 787,555 ordinary shares	ORD 787,555	787,555
PAC Partners Pty Ltd	PAC Partners Pty Ltd	PAC Partners Pty Ltd	Relevant Interest under section 608 (1) (a) of the Corporations Act 2001 (Cth) being relevant interest arising as a result of holding 3,242,347 ordinary shares	ORD 3,242,347	3,242,347

#### 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
Hootch Pty Ltd ACN 627 633 649	Expiration of Voluntary Escrow Deed entered into by PAC Partners Securities Pty Ltd with Hootch Pty Ltd

## 6. Addresses

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

Name	Address
Refer Annexure A	

## Signature

print name Craig Stranger

capacity Managing Director

sign here

date 25/09/2019

## 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.



Annexure A - Notice of change of interests of substantial holder Form 604 Corporations Act 2001  
Section 671B

ALTHEA GROUP HOLDINGS LIMITED ACN 617 789 732

This is Annexure A of 1 page referred to in Form 604 Notice of change of interests of substantial holder dated 25<sup>th</sup> of September 2019.



Craig Stranger

Managing Director

PAC Partners Securities Pty Ltd

<b>7. Addresses</b>	
<b>Name</b>	<b>Address</b>
PAC PARTNERS PTY LTD	LEVEL 10, 330 COLLINS STREET, MELBOURNE 3000
PAC PARTNERS SECURITIES PTY LTD	LEVEL 10, 330 COLLINS STREET, MELBOURNE 3000
MANCANN PTY LTD	150 TAYLORS ROAD, SKYE, VIC 3977
HOOTCH PTY LTD	C/O LEVEL 3, 369 ROYAL PARADE, PARKVILLE, VIC 3052

