

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Alice Queen Limited**ACN/ARSN **099 247 408****1. Details of substantial holder (1)**Name **Mark Kerr**

ACN/ARSN (if applicable)

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

23/01/2019

The previous notice was given to the company on

08/05/2017

The previous notice was dated

08/05/2017**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)
Ordinary Shares	21,130,614	7.51%	33,845,922	5.19%

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
Refer to Annexure A					

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
Mark Kerr	Mark Kerr	Mark Kerr	Direct	16,024,169 Ordinary Shares	16,024,169 Ordinary Shares
Berkley Consultants Pty Ltd	Berkley Consultants Pty Ltd	Berkley Consultants Pty Ltd	Indirect	6,409,668 Ordinary Shares	6,409,668 Ordinary Shares

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M & L Kerr <Lindmark Investments Staff Super Fund>	M & L Kerr <Lindmark Investments Staff Super Fund>	M & L Kerr <Lindmark Investments Staff Super Fund>	Indirect	8,012,085 Ordinary Shares	8,012,085 Ordinary Shares
Paradyce Pty Ltd	Paradyce Pty Ltd	Paradyce Pty Ltd	Indirect	3,400,000 Ordinary Shares	3,400,000 Ordinary Shares

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
Not Applicable	

6. Addresses

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

Name	Address
Mark Kerr	37 Berkeley Street, Hawthorn VIC 3122

Signature

print name **Mark Kerr**

capacity

sign here

Mark Kerr

date **04/02/2019**

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.

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ANNEXURE A

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3. Changes in relevant interests

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given relation to change	Class and number of securities affected	Person's votes affected
12-10-17	M & L Kerr <Lindmark Investments Staff Super Fund>	1,837,362 ordinary shares were acquired on the exercise of 1,837,362 listed options issued pursuant to the prospectus dated 20 September 2016.	Exercise price: 3 cents (\$0.03) per share	1,837,362 Ordinary Shares	1,837,362 Ordinary Shares
12-10-17	Berkley Consultants Pty Ltd	2,136,556 ordinary shares were acquired on the exercise of 2,136,556 listed options issued pursuant to the prospectus dated 20 September 2016.	Exercise price: 3 cents (\$0.03) per share	2,136,556 Ordinary Shares	2,136,556 Ordinary Shares
12-10-17	Mark Kerr	5,341,390 ordinary shares were acquired on the exercise of 5,341,390 listed options issued pursuant to the prospectus dated 20 September 2016.	Exercise price: 3 cents (\$0.03) per share	5,341,390 Ordinary Shares	5,341,390 Ordinary Shares
28-12-18	Paradyce Pty Ltd	3,400,000 ordinary shares were acquired in accordance with a resolution as approved by Shareholders at the AGM held on 29 November 2018.	\$0.015 per share	3,400,000 Ordinary Shares	3,400,000 Ordinary Shares
23-01-19	1. Mark Kerr 2. Berkley Consultants Pty Ltd 3. M & L Kerr <Lindmark Investments Staff Super Fund> 4. Paradyce Pty Ltd	Dilution of interest in AQX following the AQX Share Issue of Shortfall Shares under the Rights Issue announced to ASX on 26 September 2018.	Not Applicable	Not Applicable	Not Applicable