Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme	**AMAERO INTERNATIONAL LTD**
ACN/ARSN	**633 541 634**

1. Details of substantial holder (1)

Name	**Amaero International Ltd ("Amaero")**
ACN/ARSN (if applicable)	**633 541 634**

There was a change in the interests of the substantial holder on	**10/09/2020**
The previous notice was given to the company on	**02/09/2020**
The previous notice was dated	**02/09/2020**

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 (Shares)	**94,396,380**	**53.72%**	**88,846,379**	**50.56%**

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
10/09/2020	**Amaero**	**Release of ordinary shares from mandatory escrow arrangements**	**Nil**	**5,550,001 Shares**	**5,550,001**

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
Amaero	**Those parties listed as the**	**Those parties listed as the registered holder in**	**Restrictions on the disposal of shares under**	**88,846,379 Shares**	**88,846,379**

	registered holder in Annexure A	Annexure A	the escrow arrangements disclosed in the Prospectus dated 29 October 2019 (as amended by the Supplementary Prospectus dated 5 November 2019) give Amaero a deemed relevant interest in its own shares under section 608(1)(c) of the Corporations Act 2001 (Cth)("Act"). Amaero has no right to acquire these shares or to exercise, or control the exercise of, a right to vote attached to these shares. Annexure A contains a summary of the relevant escrow arrangements.		

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
Those parties listed as the registered holder in Annexure B	Restrictions on the disposal of shares under the escrow arrangements disclosed in the Prospectus dated 29 October 2019 (as amended by the Supplementary Prospectus dated 5 November 2019) give Amaero a deemed relevant interest in its own shares under section 608(1)(c) of the Act. Amaero has no right to acquire these shares or to exercise, or control the exercise of, a right to vote attached to these shares. Annexure B contains a summary of the relevant escrow arrangements of parties who have ceased to be associates of Amaero.

6. Addresses

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

Name	Address
Amaero International Ltd	**13 Normanby Road, Notting Hill VIC 3168**
Holders identified in Annexures A and B	**c/- Amaero International Ltd, Level 1, 1 Tonsley Boulevard, Clovelly Park SA 5042**

Signature

print name **Carolin Darmanin** capacity **Company Secretary**

sign here  date **10/09/2020**

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.

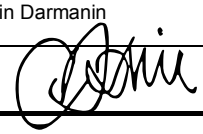
(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A – Summary of escrow arrangements

This is **Annexure A** of 2 pages referred to in form 604 (Notice of change of interests of substantial holder) given by Amaero International Ltd

print name Carolin Darmanin capacity Company Secretary

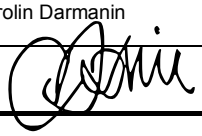
sign here  date 10/09/2020

	Registered holder of securities / Person entitled to be registered as holder (8)	Class and number of securities
1.	BARRIE FINNIN	197,916 Shares
2.	BRETT JACKSON <BARACK A/C>	116,667 Shares
3.	CHARLES SIMON ARMYTAGE REED	12,500 Shares
4.	ROBERT DAVID HANNA	31,250 Shares
5.	KIMBERLEY DOUGLAS & STUART DOUGLAS <THE DOUGLAS FAMILY A/C>	1,100,000 Shares
6.	DOUGLAS INVEST PTY LTD ACN 619 354 282 <DOUGLAS INVEST PTY LTD A/C>	62,500 Shares
7.	EAST EGG PTY LTD ACN 130 646 918 <THE NEILSON INVESTMENT TRUST>	31,250 Shares
8.	INNOVYZ INVESTMENTS PTY LTD ACN 156 625 642 <INNOVYZ INVESTMENTS UNIT TRUST>	18,752,996 Shares
9.	KATHRYN PRESSER	12,500 Shares
10.	TINA ANNE KENYON <KENYON FAMILY A/C>	62,500 Shares
11.	MONASH INVESTMENT HOLDINGS PTY LTD ACN 099 844 818	18,315,178 Shares
12.	PAC ASSET MANAGEMENT PTY LTD ACN 134 783 583 <FREERANGEVENTURES A/C>	200,000 Shares
13.	PAC PARTNERS SECURITIES PTY LTD ACN 623 653 912	3,950,283 Shares
14.	PHILIP JOHN CAWOOD	4,689,808 Shares
15.	B&R DOUGLAS RETIREMENT FUND PTY LTD ACN 634 621 168 <RITEON NOMINEES PTY LTD SUPERANNUATION FUND A/C>	166,666 Shares
16.	ROSEWOOD ENGINEERING PTY LTD ACN 617 174 688	20,900,000 Shares
17.	PHILIP JOHN CAWOOD <VIOLET CAWOOD A/C>	33,334 Shares
18.	DEAD KNICK PTY LTD ACN 085 323 397	937,649 Shares
19.	FREDRONN PTY LTD ACN 155 943 196 <FREDRONN FAMILY A/C>	468,825 Shares
20.	DAVID HANNON	937,649 Shares
21.	JABEZ INVESTMENT GROUP PTY LTD ACN 115 022 270 <THE JABEZ A/C>	468,825 Shares
22.	JASNOOM PTY LTD ACN 166 314 870 <AJ DIY2 SUPERANNUATION A/C>	468,825 Shares
23.	WILLIAM LESLIE KELSO	468,825 Shares
24.	MARKMICH PTY LTD ACN 118 546 160 <HERMAN FAMILY A/C>	468,825 Shares
25.	NICHOLAS DERMOTT MCDONALD	1,406,475 Shares
26.	M & S SKYLEISURE PTY LTD ACN 614 009 077 <M SKYLEISURE A/C>	937,650 Shares
27.	M & S SKYLEISURE PTY LTD ACN 614 009 077 <S SKYLEISURE A/C>	937,650 Shares
28.	RESILIENT INVESTMENT GROUP PTY LTD ACN 128 547 580	4,688,249 Shares
29.	RIVACRE INVESTMENTS PTY LTD ACN 008 126 298 <COLIN MARLAND FAMILY NO 2 DIS A/C>	468,825 Shares
30.	SETTHOMES PTY LTD ACN 103 972 363 <SETTINERI FAMILY A/C>	468,825 Shares
31.	SOLAR MATE PTY LTD ACN 120 568 087 <SFN FAMILY A/C>	468,825 Shares
32.	TERRA CAPITAL MANAGEMENT PTY LTD ACN 141 792 592	1,406,475 Shares
33.	PETER WADE <WADE SUPERFUND>	1,406,475 Shares
34.	DR PAUL RYAN & DR DIANA WESTON <RYAN & WESTON RET A/C>	468,825 Shares
35.	UNIVERSITY OF ADELAIDE	3,333,334 Shares

Annexure B – Summary of escrow arrangements

This is **Annexure B** of 1 page referred to in form 604 (Notice of change of interests of substantial holder) given by Amaero International Ltd

print name Carolin Darmanin capacity Company Secretary

sign here  date 10/09/2020

	Registered holder of securities / Person entitled to be registered as holder (8)	Class and number of securities
1.	RESILIENT INVESTMENT GROUP PTY LTD ACN 128 547 580	833,334 Shares
2.	NICHOLAS DERMOTT MCDONALD	250,000 Shares
3.	SUNSHINE GROUP INVESTMENTS PTY LIMITED ACN 149 021 965 <SUNSHINE GROUP INV FAM A/C>	250,000 Shares
4.	TERRA CAPITAL MANAGEMENT PTY LTD ACN 141 792 592	250,000 Shares
5.	MR PETER WADE <WADE FAMILY A/C>	225,000 Shares
6.	SWHL INVESTMENTS PTY LTD ACN 146 197 613 <SWHL FAMILY A/C>	166,667 Shares
7.	DEAD KNICK PTY LTD ACN 085 323 397	166,667 Shares
8.	M & S SKYLEISURE PTY LTD ACN 614 009 077<M SKYLEISURE A/C>	166,667 Shares
9.	M & S SKYLEISURE PTY LTD ACN 614 009 077<S SKYLEISURE A/C>	166,666 Shares
10.	MRS JODIE ANNE PICKARD & MR DAVIN ROBERT PICKARD <PICKARD GENERATIONAL A/C	166,666 Shares
11.	DR STEVEN ROBERT NEUBECKER	166,666 Shares
12.	MAUREEN MCNAMEE	166,666 Shares
13.	NATIONAL ACCOUNTS PTY LTD ACN 141 901 199 <OMAHA INVESTMENTS A/C>	166,666 Shares
14.	DAVID ROSS HANNON	166,666 Shares
15.	WILLIAM PETER VILLANI & JOANNE RUTH VILLANI <OPTUNE SUPER BENEFIT A/C>	166,666 Shares
16.	SARGON CT PTY LTD ACN 106 424 088 <VP CAPITAL FUND 1 A/C>	100,000 Shares
17.	FREDRONN PTY LTD ACN 155 943 196 <FREDRONN FAMILY A/C>	100,000 Shares
18.	J&H MACCULLOCH PTY LIMITED ACN 147 498 968 <J&H MACCULLOCH A/C>	83,334 Shares
19.	WILLIAM LESLIE KELSO	83,334 Shares
20.	JABEZ RETIREMENT PTY LTD ACN 622 601 487 <LET'S GO RETIREMENT A/C>	83,334 Shares
21.	RIVACRE INVESTMENTS PTY LTD ACN 008 126 298 <COLIN MARLAND FAMILY NO 2 DIS A/C>	83,333 Shares
22.	JABEZ INVESTMENT GROUP PTY LTD ACN 115 022 270 <THE JABEZ A/C>	83,333 Shares
23.	SETT HOMES PTY LTD ACN 103 972 363<SETTINERI FAMILY A/C>	75,000 Shares
24.	DR PAUL DOMINIC RYAN & DR DIANA ELIZABETH WESTON <RYAN & WESTON RETIREMENT A/C>	75,000 Shares
25.	MRS MICHELE NATALIE HERMAN	75,000 Shares
26.	CHANNA MANOR PTY LTD ACN 149 001 696	66,667 Shares
27.	MR PAUL ANTHONY HENRY	66,666 Shares
28.	LANDSDOWNE (AUSTRALIA) NOMINEES PTY LTD ACN 056 399 396 <THE R & D PEGUM A/C>	66,666 Shares
29.	MR JOHN CHARLES SPENCER	60,000 Shares
30.	JMR CAPITAL PTY LTD ACN 619 600 387	58,333 Shares
31.	SHIRONDA PTY LTD ACN 136 381 201 <THE SOMERTON SUPER FUND A/C>	50,000 Shares
32.	MR GABRIEL HEWITT	41,667 Shares
33.	M SPICER INVESTMENTS PTY LTD ACN 158 431 504<MARTIN SPICER FAMILY A/C>	41,667 Shares
34.	MARDI BENGAL INVESTMENTS PTY LTD ACN 612 107 605	41,667 Shares
35.	SABA NOMINEES PTY LTD ACN 617 828 412 <SABA A/C>	41,667 Shares
36.	PRIMSTON PTY LTD ACN 620 822 022	40,000 Shares
37.	BLUE HEELER INVESTMENTS PTY LTD ACN 153 255 924 <MARRIOTT FAMILY NO 2 A/C>	33,334 Shares
38.	MR MATHEW DONALD WALKER	33,333 Shares
39.	MR MOGHSEEN JADWAT	33,333 Shares
40.	MR PETER HENDRY	33,333 Shares
41.	MS JOANNAH ELIZABETH PHILLIPS	33,333 Shares
42.	KATILAN PTY LTD ACN 146 136 030 <TOBY INVESTMENT A/C>	33,333 Shares
43.	MR KEVIN LEARY & MRS HELEN LEARY <KEVIN & HELEN LEARY A/C>	33,333 Shares
44.	HK INVESTMENT HOUSE PTY LTD ACN 098 407 400	33,333 Shares
45.	SHAPE WEALTH PTY LTD ACN 154 442 547	33,333 Shares
46.	VALAS INVESTMENTS PTY LTD ACN 617 961 190 <VALAS INVESTMENTS A/C>	26,667 Shares
47.	PROSPERION WEALTH MANAGEMENT PTY LTD ACN 604 665 170 <INVESTMENT A/C>	26,666 Shares
48.	RAT CONSULTING PTY LTD ACN 148 181 588	25,000 Shares
49.	MR MING SHING LOO	16,667 Shares
50.	FOXTAIL PTY LTD ACN 109 685 565	16,667 Shares
51.	HEATH DAVIES	16,667 Shares
52.	MS JANE MORGAN	16,667 Shares
53.	MR JAMES CHARLTON WILSON & MS VANESSA LYNNE BRAJTMAN <WILSON BRAJTMAN SUPER A/C>	16,667 Shares
54.	MS MARY WIESA	13,334 Shares
55.	MR PAUL O'KANE	13,334 Shares
56.	AUSTRALIAN TRAVEL DIRECTORY (AUST) P/L ACN 119 533 014	13,333 Shares
57.	MR ANDRE SZARUKAN & MS ROSE BRANISKA <THE A & R SUPER A/C>	10,000 Shares
58.	MR BENJAMIN DAVID KIRKPATRICK	10,000 Shares
59.	THE BRAND CONNECTION PTY LTD ACN 084 218 968 <A & R A/C>	10,000 Shares
60.	MR JOHN CHUN SAI SO	10,000 Shares
61.	SAINT SOFIA HOLDINGS PTY LTD ACN 618 344 522 <SAINT SOFIA A/C>	10,000 Shares
62.	MR KEVIN O'HARA <EXTREME VISIONS A/C>	10,000 Shares
63.	JHPS SUPER COMPANY PTY LTD ACN 609 328 798 <JHPS SUPER COMPANY A/C>	10,000 Shares
64.	MR MARK GRAHAM MCINTOSH <MARK YLA MCINTOSH A/C>	10,000 Shares
65.	MR CHRISTOPHER JAMES COWAN	10,000 Shares
66.	MR JOHN HONG PING SO	10,000 Shares
67.	POLAR BEAR CAPITAL ACN 123 268 360 <THE STEVE CAIN FAMILY A/C>	10,000 Shares
68.	MIAL ENTERPRISES PTY LTD ACN 601 244 124 <DASHIAN FAMILY A/C>	6,667 Shares
69.	POLKY PTY LTD ACN 620 822 022 <LAMBETH INVESTMENT A/C>	6,667 Shares
70.	GQUEST PTY LTD ACN 622 555 864 <SOCO FAMILY NO 2 A/C>	6,667 Shares

71.	MGL CORP PTY LTD ACN 143 724 083	6,667 Shares
72.	MS WENDY MING-YEE CHENG	6,667 Shares
73.	MR JOSEPH HANNA	6,667 Shares
74.	SANE CAPITAL PTY LTD ACN 624 467 134 <SANE CAPITAL A/C>	6,667 Shares