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# Form 603

**Corporations Act 2001**
**Section 671B**

## Notice of initial substantial holder

To Company Name/Scheme: AMAERO INTERNATIONAL LTD

ACN/ARSN: 633 541 634

**1. Details of substantial holder (1)**

Name: Stuart Douglas

ACN/ARSN (if applicable):

The holder became a substantial holder on: 6 December 2019

**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 shares (**Shares**) | 20,940,495 | 20,940,495 | 11.98% |

**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 |
|---|---|---|
| Stuart Douglas, Kimberley Douglas and Innovyz Investments Pty Ltd <Innovyz Investments Unit A/C> | Relevant interest under section 608(1)(a) or section 608(3) of the Corporations Act. | 18,752,996 Shares |
| Stuart Douglas, Kimberley Douglas and Douglas Invest Pty <Douglas Invest Pty Ltd A/C> | Relevant interest under section 608(1)(a) – 608(1)(c) or section 608(3) of the Corporations Act. | 437,500 Shares |
| Stuart Douglas, Kimberley Douglas and Kimberley Douglas + Stuart Douglas <The Douglas Family A/C> | Relevant interest under section 608(1)(a) – 608(1)(c) of the Corporations Act. | 1,749,999 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 |
|---|---|---|---|
| Stuart Douglas and Innovyz Investments Pty Ltd <Innovyz Investments Unit A/C> | Innovyz Investments Pty Ltd <Innovyz Investments Unit A/C> | Innovyz Investments Pty Ltd <Innovyz Investments Unit A/C> | 18,752,996 Shares |
| Stuart Douglas, Kimberley Douglas and Douglas Invest Pty <Douglas Invest Pty Ltd A/C> | Douglas Invest Pty <Douglas Invest Pty Ltd A/C> | Douglas Invest Pty <Douglas Invest Pty Ltd A/C> | 437,500 Shares |
| Stuart Douglas, Kimberley Douglas and Kimberley Douglas + Stuart Douglas <The Douglas Family A/C> | Kimberley Douglas + Stuart Douglas <The Douglas Family A/C> | Kimberley Douglas + Stuart Douglas <The Douglas Family A/C> | 1,749,999 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 | |
| Stuart Douglas, Kimberley Douglas and Kimberley Douglas + Stuart Douglas <The Douglas Family A/C> | 19 September 2019 | Cash consideration of $0.12 per Share, totalling $49,999.92 | | 416,666 Shares |
| Stuart Douglas, Kimberley Douglas and Douglas Invest Pty <Douglas Invest Pty Ltd A/C> | 29 October 2019 | Cash consideration of $0.16 per Share, totalling $50,000 | | 312,500 Shares |

| | | | |
|---|---|---|---|
| Stuart Douglas, Kimberley Douglas and Douglas Invest Pty <Douglas Invest Pty Ltd A/C> | 29 November 2019 | Cash consideration of $0.20 per Share, totalling $25,000 | 125,000 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 |
|---|---|
| Innovyz Investments Pty Ltd <Innovyz Investments Unit A/C> | Associate under section 12(2) of the Corporations Act. |
| Douglas Invest Pty <Douglas Invest Pty Ltd A/C> | Associate under section 12(2) of the Corporations Act. |
| Kimberley Douglas + Stuart Douglas <The Douglas Family A/C> | Associate under section 12(2) of the Corporations Act. |

**7. Addresses**

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

| Name | Address |
|---|---|
| Innovyz Investments Pty Ltd <Innovyz Investments Unit A/C> | Level 1 1 Tonsley Boulevard, Tonsley SA 5042 |
| Douglas Invest Pty <Douglas Invest Pty Ltd A/C> | Level 1 208 Greenhill Road, Eastwood SA 5063 |
| Stuart Douglas | 344 Mount Barker Road, Crafers West SA 5152 |
| Kimberley Douglas | 344 Mount Barker Road, Crafers West SA 5152 |

## Signature

print name Stuart Douglas capacity Personal Capacity / Director

**sign here** DocuSigned by: 31C51201B44043B... date 12/8/2019

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**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.