

27 June 2022

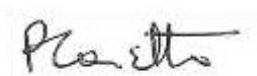
ASX Market Announcements Office
ASX Limited

By email: maogroup@asx.com.au

FORM 603 – NOTICE OF INITIAL SUBSTANTIAL HOLDER

Please see attached notice under section 671B of the *Corporations Act 2001* (Cth).

Yours faithfully

A handwritten signature in black ink, appearing to read 'Peter Cossetto', is positioned above the printed name.

Peter Cossetto
Authorised Representative
Requisitioning Members of Spacetalk Limited

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holderTo Company Name/Scheme SPACETALK LIMITED (COMPANY)ACN/ARSN ACN 091 351 530**1. Details of substantial holder (1)**Name REQUISITIONING MEMBERS IDENTIFIED IN ANNEXURE A

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 27/06/2022**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)
FULLY PAID ORDINARY SHARES (FPO)	14,666,501	14,666,501	6.78% (OF 216,230,749 ISSUED FPO)
SEE ANNEXURE A			

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
SEE ANNEXURES A AND D		14,666,501 FPO

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
SEE ANNEXURE A			

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	
SEE ANNEXURE B				

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
SEE ANNEXURE A AND D	

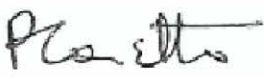
7. Addresses

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

Name	Address
SEE ANNEXURE C	

Signature

print name PETER COSSETTO capacity AUTHORISED REPRESENTATIVE

sign here  date 27/06/2022

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, 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.
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ANNEXURE A – DETAILS OF RELEVANT INTERESTS, PRESENT REGISTERED HOLDERS AND VOTING POWER

This is Annexure A of 2 pages (including this page) referred to in Form 603 Notice of initial substantial holder of SPACETALK LIMITED dated 27 June 2022

	Holder of Relevant Interest	Nature of Relevant Interest (1),(2)	Registered Holder of Securities	Persons Entitled to be Registered as Holder	Class and Number of Securities	Person's Votes	Voting Power
1	JP MORGAN NOMINEES AUSTRALIA LTD (JPMNA) MEREWETHER CAPITAL MANAGEMENT PTY LTD (MCM) LUKE WINCHESTER	(1A) (1B),(1C) (1B),(1C),(3B)	JP MORGAN NOMINEES AUSTRALIA LTD	MEREWETHER CAPITAL INCEPTION FUND (MCIF)	2,000,000 FPO	2,000,000	0.92%
2	HARRY BASLE	(1A),(1B),(1C)	MR HARRY BASLE	HARRY BASLE	1,007,279 FPO	1,007,279	0.47%
3	IAN CAMERON	(1A),(1B),(1C)	MR IAN JAMES CAMERON	IAN CAMERON	1,700,000 FPO	1,700,000	0.79%
4	BNP PARIBAS SECURITIES SERVICES (BNPPSS) LINDSAY CARDNO	(1A) (1B),(1C)	BNP PARIBAS SECURITIES SERVICES ACF INTERACTIVE BROKERS AUSTRALIA NOMINEES PTY LTD ANF LINDSAY CARDNO	LINDSAY CARDNO	900,000 FPO	900,000	0.42%
5	BNP PARIBAS SECURITIES SERVICES (BNPPSS) MITCHELL CARDNO	(1A) (1B),(1C)	BNP PARIBAS SECURITIES SERVICES ACF INTERACTIVE BROKERS AUSTRALIA NOMINEES PTY LTD ANF MITCHELL CARDNO	MITCHELL CARDNO	305,715 FPO	305,715	0.14%
6	PETER COSSETTO & ANNAMARIA COSSETTO	(1A),(1B),(1C)	MR PETER COSSETTO & MRS ANNAMARIA STEFANIA COSSETTO <COSSETTO FAMILY SUPER A/C>	COSSETTO FAMILY SUPERANNUATION FUND	2,800,000 FPO	2,800,000	1.29%
7	COZ-E PTY LTD PETER COSSETTO	(1A),(1B),(1C) (1B),(1C),(3B)	COZ-E PTY LTD <COSSETTO FAMILY A/C> COZ-E PTY LTD <COSSETTO FAMILY NO.2 A/C>	COSSETTO FAMILY TRUST	984,895 FPO	984,895	0.46%
8	MARK GATELY	(1A),(1B),(1C)	MR MARK RICHARD GATELY	MARK GATELY	972,950 FPO	972,950	0.45%
9	SAVVAS IOANNOU & MARIA IOANNOU	(1A),(1B),(1C)	MR SAVVAS IOANNOU & MRS MARIA IOANNOU	SAVVAS IOANNOU & MARIA IOANNOU	2,230,034 FPO	2,230,034	1.03%
10	NEIL PAGE	(1A),(1B),(1C)	MR NEIL PAGE	NEIL PAGE	179,084 FPO	179,084	0.08%
11	DR MATTHEW PAYNE	(1A),(1B),(1C)	DR MATTHEW PAYNE	DR MATTHEW PAYNE	1,231,604 FPO	1,231,604	0.57%
12	LASSE PETERSEN	(1A),(1B),(1C)	MR LASSE PETERSEN	LASSE PETERSEN	274,028 FPO	274,028	0.13%
13	LASSE PETERSEN	(1A),(1B),(1C)	MR LASSE PETERSEN <THE ICEBEAR A/C>	THE ICEBEAR TRUST	80,912 FPO	80,912	0.04%
	REQUISITIONING MEMBERS	(1B)			14,666,501 FPO	14,666,501	6.78%

NOTES

All section references relate to the Corporations Act 2001 (Cth).

(1) Nature of relevant interest indicated as: (1A) holder of the securities (under section 608(1)(a)); (1B) power to exercise, or control the exercise of, a right to vote attached to the securities (under section 608(1)(b)); (1C) power to dispose of, or control the exercise of a power to dispose of, the securities (under section 608(1)(c)); or (3B) the person controls a body corporate, or managed investment scheme (under section 608(3)(b)).

(2) As noted in section 6 of the Form 603 to which this document is annexed, the Requisitioning Members are associated by virtue of each Requisitioning Member having entered into a Cooperation Agreement dated 27 June 2022 giving rise to the relevant agreement between Requisitioning Members (see section 12(2)(b)) to act in concert with other Requisitioning Members (see section 12(2)(c)) in relation to (a) giving notice to the Company of the intention of the Requisitioning Members to move resolutions under section 203D; (b) requesting that directors call and arrange to hold a general meeting under 249D; (c) requesting that the Company give to all its members a statement provided by the Requisitioning Members under section 249P, about the resolutions or any other matter that may be properly considered at the general meeting; and (d) voting in favour of the resolutions. The Requisitioning Members that have entered into the relevant agreement include: Luke Winchester as director and controller of MCM as manager of MCIF, Harry Basle, Ian Cameron, Lindsay Cardno, Mitchell Cardno, Peter and Annamaria Cossetto as trustee for Cossetto Family Superannuation Fund, Peter Cossetto as director and controller of Coz-e Pty Ltd as trustee for Cossetto Family Trust, Mark Gately, Savvas and Maria Ioannou, Neil Page, Matthew Payne, Lasse Petersen, and Lasse Petersen as trustee for The Icebear Trust. An identical, but unsigned, true copy of the Cooperation Agreement signed by each of the Requisitioning Members is provided as Annexure D to the Form 603 to which this document is annexed.

ANNEXURE B – CONSIDERATION

This is Annexure B of 3 pages (including this page) referred to in Form 603 Notice of initial substantial holder of SPACETALK LIMITED dated 27 June 2022

Holder of Relevant Interest	Date of Acquisition	Consideration (1)		Number / Class of Securities
		Cash	Non-Cash	
JPMNA, MCIF, MCM, LUKE WINCHESTER	-	-	-	-
HARRY BASLE	25/02/2022	9,906	-	73,925
HARRY BASLE	16/03/2022	9,980	-	86,782
HARRY BASLE	16/03/2022	974	-	8,250
IAN CAMERON	09/03/2022	1,500	-	12,000
IAN CAMERON	26/05/2022	2,111	-	30,588
IAN CAMERON	06/06/2022	5,670	-	105,000
IAN CAMERON	07/06/2022	238	-	4,412
BNPPSS, LINDSAY CARDNO	19/04/2022	251	-	2,283
BNPPSS, LINDSAY CARDNO	21/04/2022	5,503	-	50,025
BNPPSS, LINDSAY CARDNO	22/04/2022	1,429	-	12,991
BNPPSS, LINDSAY CARDNO	26/04/2022	8,232	-	74,838
BNPPSS, LINDSAY CARDNO	27/04/2022	6,664	-	60,578
BNPPSS, LINDSAY CARDNO	17/05/2022	4,697	-	63,825
BNPPSS, LINDSAY CARDNO	17/05/2022	922	-	11,972
BNPPSS, LINDSAY CARDNO	17/05/2022	2,278	-	29,203
BNPPSS, MITCHELL CARDNO	-	-	-	-
PETER & ANNAMARIA COSSETTO (COSSETTO FAMILY SUPER FUND)	21/03/2022	7,632	-	69,378
PETER & ANNAMARIA COSSETTO (COSSETTO FAMILY SUPER FUND)	22/03/2022	8,000	-	72,727

Holder of Relevant Interest	Date of Acquisition	Consideration (1)		Number / Class of Securities
		Cash	Non-Cash	
COZ-E PTY LTD (COSSETTO FAMILY TRUST), PETER COSSETTO	19/05/2022	10,702	-	155,105
COZ-E PTY LTD (COSSETTO FAMILY TRUST), PETER COSSETTO	02/06/2022	6,073	-	94,895
COZ-E PTY LTD (COSSETTO FAMILY TRUST), PETER COSSETTO	08/06/2022	7,000	-	140,000
MARK GATELY	-	-	-	-
SAVVAS & MARIA IOANNOU	09/03/2022	12,500	-	100,000
SAVVAS & MARIA IOANNOU	11/03/2022	12,000	-	100,000
SAVVAS & MARIA IOANNOU	30/03/2022	500	-	4,000
SAVVAS & MARIA IOANNOU	01/04/2022	513	-	3,800
SAVVAS & MARIA IOANNOU	11/04/2022	540	-	4,500
SAVVAS & MARIA IOANNOU	14/04/2022	575	-	5,000
SAVVAS & MARIA IOANNOU	22/04/2022	575	-	5,000
SAVVAS & MARIA IOANNOU	27/04/2022	6,300	-	60,000
SAVVAS & MARIA IOANNOU	02/05/2022	9,500	-	100,000
SAVVAS & MARIA IOANNOU	04/05/2022	4,500	-	50,000
SAVVAS & MARIA IOANNOU	06/05/2022	120	-	1,377
SAVVAS & MARIA IOANNOU	09/05/2022	2,550	-	30,000
SAVVAS & MARIA IOANNOU	10/05/2022	3,080	-	40,000
SAVVAS & MARIA IOANNOU	12/05/2022	581	-	7,000
SAVVAS & MARIA IOANNOU	16/05/2022	963	-	12,500
SAVVAS & MARIA IOANNOU	17/05/2022	2,490	-	34,104

Holder of Relevant Interest	Date of Acquisition	Consideration (1)		Number / Class of Securities
		Cash	Non-Cash	
SAVVAS & MARIA IOANNOU	19/05/2022	7,140	-	102,000
SAVVAS & MARIA IOANNOU	19/05/2022	3,788	-	54,115
SAVVAS & MARIA IOANNOU	31/05/2022	1,129	-	17,365
SAVVAS & MARIA IOANNOU	02/06/2022	3,885	-	62,658
SAVVAS & MARIA IOANNOU	02/06/2022	1,020	-	17,000
SAVVAS & MARIA IOANNOU	07/06/2022	2,978	-	54,137
SAVVAS & MARIA IOANNOU	07/06/2022	2,263	-	41,137
SAVVAS & MARIA IOANNOU	08/06/2022	4,654	-	91,263
SAVVAS & MARIA IOANNOU	15/06/2022	550	-	10,000
NEIL PAGE	-	-	-	-
DR MATTHEW PAYNE	-	-	-	-
LASSE PETERSEN	-	-	-	-
LASSE PETERSEN (THE ICEBEAR TRUST)	-	-	-	-

NOTES

The Requisitioning Members are associated by virtue of each Requisitioning Member having entered into a Cooperation Agreement dated 27 June 2022 giving rise to the relevant agreement between Requisitioning Members (see section 12(2)(b)) to act in concert with other Requisitioning Members (see section 12(2)(c)) in relation to (a) giving notice to the Company of the intention of the Requisitioning Members to move resolutions under section 203D; (b) requesting that directors call and arrange to hold a general meeting under section 249D; (c) requesting that the Company give to all its members a statement provided by the Requisitioning Members under section 249P, about the resolutions or any other matter that may be properly considered at the general meeting; and (d) voting in favour of the resolutions.

All section references relate to the Corporations Act 2001 (Cth).

ANNEXURE C – ADDRESSES

This is Annexure C of 1 page referred to in Form 603 Notice of initial substantial holder of SPACETALK LIMITED dated 27 June 2022

Name and ACN / ARSN (if applicable)	Address
JP MORGAN NOMINEES AUSTRALIA PTY LTD ACN 002 899 961	GPO Box 3289, Sydney NSW 2001
MEREWETHER CAPITAL INCEPTION FUND	74 Charlton Road, Federal NSW 2480
MEREWETHER CAPITAL MANAGEMENT PTY LTD ACN 652 394 968	74 Charlton Road, Federal NSW 2480
LUKE WINCHESTER	74 Charlton Road, Federal NSW 2480
HARRY BASLE	84 MACQUARIE DR, CHERRYBROOK NSW 2126
IAN CAMERON	UNIT 113 120 UXBRIDGE STREET, GRANGE QLD 4051
BNP PARIBAS SECURITIES SERVICES ACN 149 440 291	LEVEL 6, 60 CASTLEREAGH STREET, SYDNEY NSW 2000
INTERACTIVE BROKERS AUSTRALIA NOMINEES PTY LTD ACN 600 903 259	LEVEL 40, 225 GEORGE STREET, SYDNEY NSW 2000
LINDSAY CARDNO	4 THREE BEARS LOOP, SECRET HARBOUR WA 6173
MITCHELL CARDNO	4 THREE BEARS LOOP, SECRET HARBOUR WA 6173
PETER COSSETTO & ANNAMARIA COSSETTO ATF COSSETTO FAMILY SUPERANNUATION FUND	2 BAILEY PLACE, YARRALUMLA ACT 2600
COZ-E PTY LTD ACN 083 992 152 ATF COSSETTO FAMILY TRUST	2 BAILEY PLACE, YARRALUMLA ACT 2600
PETER COSSETTO & ANNAMARIA COSSETTO	2 BAILEY PLACE, YARRALUMLA ACT 2600
MARK GATELY	PO BOX 112, RAAF BASE, EDINBURGH SA 5111
SAVVAS IOANNOU & MARIA IOANNOU	18 TARA STREET, SYLVANIA NSW 2224
MR NEIL PAGE	18 SHERIDAN COURT, MOUNT BARKER SA 5251
DR MATTHEW PAYNE	2 POWELL ST, SOUTH YARRA VIC 3141
LASSE PETERSEN ATF THE ICEBEAR TRUST	23 HILLCREST PL, KENMORE HILLS QLD 4069
LASSE PETERSEN & MARIE PETERSEN	23 HILLCREST PL, KENMORE HILLS QLD 4069

ANNEXURE D – ASSOCIATION

This is Annexure D of 2 pages (including this page) referred to in Form 603 Notice of initial substantial holder of SPACETALK LIMITED dated 27 June 2022

The Requisitioning Members are associated by virtue of each Requisitioning Member having entered into a Cooperation Agreement dated 27 June 2022 giving rise to the relevant agreement between Requisitioning Members (see section 12(2)(b)) to act in concert with other Requisitioning Members (see section 12(2)(c)) in relation to (a) giving notice to the Company of the intention of the Requisitioning Members to move resolutions under section 203D; (b) requesting that directors call and arrange to hold a general meeting under section 249D; (c) requesting that the Company give to all its members a statement provided by the Requisitioning Members under section 249P, about the resolutions or any other matter that may be properly considered at the general meeting; and (d) voting in favour of the resolutions. An identical, but unsigned, true copy of the Cooperation Agreement signed by each of the Requisitioning Members is provided on the following page.

All section references relate to the Corporations Act 2001 (Cth).

**COOPERATION
AGREEMENT**

Agreement
Date

27/06/2022

1. As at the Agreement Date, I/we (or my/our nominees) are the registered holder of ordinary shares issued by Spacetalk Limited ACN 091 351 530 (**Spacetalk or the Company**) (**Shares**).
2. I/We wish to act in concert with other holders of relevant interests in Shares (collectively, **Requisitioning Members**) on the terms in this document (**Collective Action**) in relation to calling a general meeting (**EGM**) at which Spacetalk members may vote on resolutions (**Resolutions**) to remove:
 - a. Mr Mark Fortunatow as a director; and
 - b. any director(s) appointed after the date of this document but before the end of the EGM.
3. I/We acknowledge and agree that I/we will:
 - a. act in concert with other Requisitioning Members in relation to:
 - i. giving notice to the Company of our intention to move the Resolutions (**S203D Notice**);
 - ii. requesting that directors call and arrange to hold the EGM;
 - iii. requesting that the Company give to all its members a statement provided by the Requisitioning Members about the Resolutions or any other matter that may be properly considered at the EGM; and
 - iv. voting in favour of the Resolutions;
 - b. be associated with other Requisitioning Members while we act in concert;
 - c. not make any changes to the Shares I/we hold between the date of the S203D Notice and the announcement of the 203D Notice by the Company to the ASX (**Announcement**), to avoid any suggestions of insider trading as the Resolutions may be price sensitive and otherwise non-public;
 - d. not publicly announce the Collective Action in any forum prior to the Announcement;
 - e. while we are associated, notify each other Requisitioning Member of any change in my/our holding of Shares and not make any acquisitions in Shares, where the acquisition would result in the aggregate voting power of the Shares held by the Requisitioning Members increasing to 20% or higher;
 - f. as a convenience to me/us and without intending to transfer liability or any of my/our obligations, I/we may authorise from time to time one or more of the Requisitioning Members to sign and give to the Company and/or the relevant market operator on my/our behalf any information and/or document required to be given by me/us in relation to the Collective Action;
 - g. provide all other relevant information needed for the Collective Action and to confirm my/our compliance with these terms;
 - h. accept responsibility for the accuracy of any information I/we provide relating to the Shares I/we (or my/our nominees) hold from time to time; and
 - i. not disclose any personal information of another Requisitioning Member without their written consent, and keep confidential all communication between Requisitioning Members.
4. Nothing in these terms will be construed as giving rise to a partnership, or fiduciary or agency relationship, between the Requisitioning Members unless otherwise agreed.
5. This document will terminate at the end of the EGM or as otherwise agreed in writing by the Requisitioning Members, except for the obligations in clauses 3(g) to (i) inclusive and 4 which survive termination.

Requisitioning
Member

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole director / company secretary

Director

Director / Company secretary

**This 1 page is a true copy of the Cooperating
Agreement signed by or on behalf of each of
the Requisitioning Members**


Peter Julian Cossetto, Authorised Representative, 27/06/2022