

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Emerchants Limited

ACN/ARSN 104 757 904

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

Name Thomas Anthony Cregan

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on 02/01/2015

The previous notice was given to the company on 03/12/2014

The previous notice was dated 03/12/2014

### 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	17,438,599	9.80%	17,684,213	9.90%

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest 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
02/01/15	Thomas Anthony Cregan	Issue of shares following the cashless conversion of 2,000,000 unlisted options issued under the Company's Employee Share Option Plan (ESOP). On the exercise of the options the Company issued the number of shares equal in value to the difference between the market value of the shares and the exercise price otherwise payable in relation to the options.	Nil – cashless conversion of unlisted options issued under the ESOP.	245,614 ordinary shares	Thomas Anthony Cregan

### 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
Thomas Anthony Cregan	TACDBM Pty Ltd atf the Cregan Family Trust	Thomas Anthony Cregan	Indirect – beneficial owner of shares	8,239,770 ordinary shares	8,239,770 votes
Thomas Anthony Cregan	Thomas	Thomas Anthony	Direct	3,888,888 ordinary	3,888,888

	Anthony Cregan	Cregan	shareholder	shares	votes
Thomas Anthony Cregan	Diana Barton Cregan	Diana Barton Cregan	Indirect – beneficial owner of shares	5,555,555 ordinary shares	5,555,555 votes
Thomas Anthony Cregan	Thomas Anthony Cregan	Thomas Anthony Cregan	Direct optionholder	1,750,000 unlisted options expiring 30 September 2015.	0 votes
Thomas Anthony Cregan	Thomas Anthony Cregan	Thomas Anthony Cregan	Direct optionholder	1,212,121 unlisted options expiring 30 September 2016.	0 votes

#### 5. Changes in association

The persons who have become associates (2) of, or 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
Diana Barton Cregan	Spouse
TACDBM Pty Ltd	Director

#### 6. Addresses

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

Name	Address
Thomas Anthony Cregan	58 Kerferd Street, East Malvern, VIC 3145
Diana Barton Cregan	58 Kerferd Street, East Malvern, VIC 3145
TACDBM Pty Ltd	c/- Level 19, 15 William Street, Melbourne, VIC 3000

#### Signature

Print name Thomas Anthony Cregan Capacity DIRECTOR

Sign here  Date 6/01/2015

#### 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 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 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.

- (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.