

Form **603**
Corporations Act
Section 671B
Notice of initial substantial holder

To Company Name/Scheme YOWIE GROUP LTD (ASX:YOW)

ABN 98 084 370 669

1. Details of substantial holder⁽¹⁾

Name	ACN / ABN
BENTLEY CAPITAL LIMITED (ASX : BEL)	87 008 108 218

The holder became substantial holders on 17 January 2018¹

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	Persons' votes ⁽⁵⁾	Voting power ⁽⁶⁾
Ordinary Shares	19,942,107	19,942,107	9.26% ^{1,4}
Based on YOW's total issued fully paid ordinary and voting shares	215,288,290 ²		

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
		Ordinary Shares
BEL	BEL is taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which KBC has a relevant interest by reason of having greater than 20% voting power (ie. shareholding) in KBC ³	19,942,107 ^{1,4}

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
			Ordinary Shares:
BEL	AFML	AFML as Responsible Entity (RE) of HHY	19,942,107 ^{1,4}

1 Refer KBC ASX Announcement dated [19 January 2018: Initial Substantial Shareholder Notice in YOW](#)

2 Refer YOW ASX Announcement dated [24 August 2017: 2017 Annual Report](#)

3 Refer BEL ASX Announcement dated [23 October 2017: Notice of Change in Interests of Substantial Holder in KBC](#)

4 Refer HHY ASX Announcement dated [17 January 2018: Notice of Initial Substantial Holder in YOW](#)

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the 4 months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of Acquisition (Disposal)	Consideration ⁽⁹⁾		Class and number of securities
		Cash \$	Non-cash \$value	Ordinary Shares
BEL	5/01/2018	\$923,132.32	-	5,535,195
	8/01/2018	\$90,276.28	-	500,000
	9/01/2018	\$252,513.62	-	1,439,652
	10/01/2018	\$53,703.16	-	305,936
	11/01/2018	\$154,721.28	-	874,273
	12/01/2018	\$108,796.39	-	619,791
	15/01/2018	\$56,659.17	-	342,338
	16/01/2018	\$106,339.67	-	657,662
	17/01/2018	\$1,466,761.60	-	9,167,260
	17/01/2018	\$77,500.00	-	500,000
TOTAL		\$3,290,403.49	-	19,942,107

Note: Being on-market acquisitions by AFML as RE of HHY;

Refer also HHY's ASX Announcement dated [17 January 2018: Notice of Initial Substantial Holder in YOW](#)

Refer also KBC's ASX Announcement dated [19 January 2018: Initial Substantial Shareholder Notice in YOW](#)

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
-	-

7. Addresses

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

Name	Address
Bentley Capital Limited (ASX:BEL)	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005
Keybridge Capital Limited (ASX:KBC)	Suite 614, Level 6, 370 St Kilda Road, Melbourne, Victoria 3004
Aurora Funds Management Limited (ACN 092 626 885) (AFML)	Suite 613, Level 6, 370 St Kilda Road, Melbourne, Victoria 3004
HHY Fund ARSN 112 579 129 (ASX:HHY)	Suite 613, Level 6, 370 St Kilda Road, Melbourne, Victoria 3004

Signature

sign here  _____

date 19 January 2018

print name VICTOR HO

capacity Company Secretary

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.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act.
- (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.
- (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.