

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme Stokes Limited

ACN/ARSN 004554929

1. Details of substantial holder (1)

Name Manisa Nominees Pty Ltd Atf The Lasky Superannuation Fund

ACN/ARSN (if applicable) 005 049 436

The holder became a substantial holder on 19/ 3 /18

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	4,143,333	Nil- option to acquire	Nil

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
Manisa Nominees Pty Ltd	Option to acquire relevant interest. See Annexure A	4,143,333

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
Manisa Nominees Pty Ltd	The Lasky Superannuation fund	The Lasky Superannuation	Ordinary 4,143,333

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	
Manisa Nominees Pty Ltd	19 March 2018	See annexure A		Ordinary 4,143,333

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
Not Applicable	

7. Addresses

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

Name	Address
Manisa Nominees Pty Ltd	29 CLAREMONT STREET, SOUTH YARRA, VICTORIA, 3141

Signature

print name MATTHEW LASKY

capacity DIRECTOR

sign here 

date 30 15 2018

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.

Annexure A

Stokes Option Agreement

Boom Capital Pty Ltd, CAN 59 136961 316 (Boom) of 13 Verity St, Melbourne Vic 3121, grants Manisa Nominees Pty Ltd ATF The Lasky Superannuation Fund an option (expiring at 3pm on 31th August 2018) to purchase 4,143,333 fully paid ordinary shares in Stokes Ltd ACN 004 554 929 for \$621,499.95 (15c per share, total price) upon the payment of \$82,866.66 (2c per share) as a non-refundable option price.

Boom is the registered owner of the Shares and is entitled to sell and procure the transfer of the full legal and beneficial ownership in the Shares to the Purchaser on the terms set out in this Agreement and will not deal in the shares until the expiry of the option period. The Shares will be free from any Security Interest at the exercise of the option. Security Interest includes a mortgage, debenture, charge deposit by way of security, bill of sale, lease, credit sale, agreement of sale on deferred terms, option, caveat, claim, covenant, and power in or over an interest in a share.

The option is for all and not part only of the relevant Shares.

Manisa Nominees Pty Ltd ATF The Lasky Superannuation Fund can exercise the option on any business day before the expiry date, by depositing funds to the Daniel Slonim Trust account the payment of \$538,632.90 (equivalent to 13c per share, being the balance) by bank cheque, EFT or bank transfer.

Upon exercise of the option by the Buyer, the Seller will also transfer 533,333 unlisted Stokes options (expiry June 2019, exercise price 37c).

Boom will then give to Manisa Nominees Pty Ltd ATF The Lasky Superannuation Fund:

- a) A duly executed share transfer form in respect of the applicable Shares and Unlisted Options in favour of such person or entity as the Purchaser directs including all such details required by the Company's share registry to register the holding including all security holder reference numbers and issuer registry evidencing the Shares are all held in the names of the Vendor.
- b) Holding statements issued by the Company's share registry evidencing the Shares are all held in the names of the Vendor.
- c) Any other documents as may be necessary acts and execute all documents necessary to give effect to the terms of this agreement.

Payment for the options (\$82,866.66 - 2c each) to be executed no later than Tuesday 20th March 2018. Daniel Slonim will issue a contract note to the Purchaser and upon receipt of funds will transfer funds to the Vendor.

The parties undertake to do all necessary acts and execute all documents necessary to give effect to the terms of this agreement.

This agreement will be construed and interpreted in accordance with Victorian Law. The parties submit to the exclusive jurisdiction of the Courts in the State of Victoria.

Executed as an agreement by Manisa Nominees Pty Ltd ATF The Lasky Superannuation Fund
in)

Accordance with section 127(1) of the)
Corporations Act 2001 (Cth):)

.....
Signature of director
(Director)

Date : 19 MARCH 2018

.....
Signature of director or Co secretary

Name and date :

Executed by Boom Capital Pty Ltd ACN 59)
136 961 316 in accordance with section)
127(1) of the Corporations Act 2001 (Cth):)

.....
Con Scrinis (Director)

Date : 19/3/18

.....
Director and/or Co secretary