

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Beamtree Holdings Limited

ACN/ARSN ACN 627 071 121

1. Details of substantial holder (1)

Name Arrakis Nominees Pty Ltd (ACN 130 759 134) ATF Arrakis Family Trust and its associates in section 6
ACN/ARSN (if applicable) Caladan Capital Pty Ltd (ACN 130 759 858) and its associates in section 6 (together, "Substantial Holders")

The holder became a substantial holder on 2 May 2024

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	30,623,941	30,623,941	10.65% (based on 287,556,056 fully paid ordinary shares on issue)

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
Arrakis Nominees Pty Ltd ATF Arrakis Family Trust	Relevant interest in 9,523,941 shares arising under section 608(1)(b) and (c) of the Corporations Act 2001 (Cth) (" Corporations Act ") as Arrakis Nominees Pty Ltd ATF Arrakis Family Trust is the beneficial owner of such shares	9,523,941 fully paid ordinary shares
Arrakis Nominees Pty Ltd ATF Arrakis Family Trust	Relevant interest in 19,750,000 shares arising under section 608(8) of the Corporations Act pursuant to transfer forms in respect of an off-market purchase executed on 2 May 2024	19,750,000 fully paid ordinary shares
Emma Elaine Gray, Andrew James Gray	Relevant interest in 29,273,941 shares arising under section 608(3) of the Corporations Act because each party listed has voting power of more than 20% in Arrakis Nominees Pty Ltd ATF Arrakis Family Trust	29,273,941 fully paid ordinary shares
Andrew James Gray	Relevant interest in 100,000 shares arising under section 608(1)(b) and (c) of the Corporations Act as Andrew James Gray is the beneficial owner of such shares	100,000 fully paid ordinary shares
Caladan Capital Pty Ltd	Relevant interest in 1,250,000 shares arising under section 608(1)(b) and (c) of the Corporations Act as Caladan Capital Pty Ltd is the beneficial owner of such shares	1,250,000 fully paid ordinary shares
Andrew James Gray, Arrakis Nominees Pty Ltd ATF Arrakis Family Trust	Relevant interest in 1,250,000 shares arising under section 608(3) of the Corporations Act because each party listed has voting power of more than 20% in Caladan Capital Pty Ltd	1,250,000 fully paid ordinary 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
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Arrakis Nominees Pty Ltd ATF Arrakis Family Trust	Invia Custodian Pty Limited	Arrakis Nominees Pty Ltd	29,002,512 fully paid ordinary shares
Arrakis Nominees Pty Ltd ATF Arrakis Family Trust	Arrakis Nominees Pty Ltd	Arrakis Nominees Pty Ltd	271,429 fully paid ordinary shares
Andrew James Gray	Invia Custodian Pty Limited	Andrew James Gray	100,000 fully paid ordinary shares
Caladan Capital Pty Ltd	Invia Custodian Pty Limited	Caladan Capital Pty Ltd	1,250,000 fully paid ordinary 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
Arrakis Nominees Pty Ltd ATF Arrakis Family Trust	6 May 2024	A\$129,839.27	669,178 fully paid ordinary shares
Arrakis Nominees Pty Ltd ATF Arrakis Family Trust	2 May 2024	A\$2,362,500.00	11,250,000 fully paid ordinary shares
Arrakis Nominees Pty Ltd ATF Arrakis Family Trust	2 May 2024	A\$1,785,000.00	8,500,000 fully paid ordinary shares
Arrakis Nominees Pty Ltd ATF Arrakis Family Trust	9 April 2024	A\$15,000.09	71,429 fully paid ordinary 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
Emma Elaine Gray, Andrew James Gray	Each party listed has voting power of above 20% in Arrakis Nominees Pty Ltd ATF Arrakis Family Trust
Andrew James Gray, Arrakis Nominees Pty Ltd ATF Arrakis Family Trust	Each party listed has voting power of more than 20% in Caladan Capital Pty Ltd

7. Addresses

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

Name	Address
Arrakis Nominees Pty Ltd ATF Arrakis Family Trust	'Gateway' Suite 1, Level 38, 1 Macquarie Place Sydney NSW 2000
Caladan Capital Pty Ltd	'Gateway' Suite 1, Level 38, 1 Macquarie Place Sydney NSW 2000
Emma Elaine Gray	Unit 2, 101 Darling Point Road, Darling Point NSW 2027
Andrew James Gray	Unit 2, 101 Darling Point Road, Darling Point NSW 2027

Signature

print name Andrew James Gray

capacity Authorised signatory for the Substantial Holders

sign here

DocuSigned by:
Andrew Gray

date 6 May 2024

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.