

17 January 2018

ASX Limited  
Central Park  
152-158 St Georges Tce  
Perth, W.A, 6000

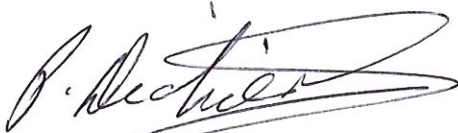
To whom it may concern,

**RE: MATRIX COMPOSITES AND ENGINEERING LTD**

Please find attached the Form 604 for a change of significant shareholding in relation to Matrix Composites and Engineering Ltd shareholder, Mr Max Begley.

Mr Begley has sold a parcel of shares for personal reasons. There are no current plans to divest further shares in the foreseeable future.

Regards,



Pasquale Dichiera  
Company Secretary

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme MATRIX COMPOSITES & ENGINEERING LTDACN/ARSN 009 435 250**1. Details of substantial holder(1)**Name MAXWELL GRAHAM BEGLEY & ASSOCIATES

ACN/ARSN (if applicable)

There was a change in the interests of the  
substantial holder on10/01/18

The previous notice was given to the company on

31/10/17

The previous notice was dated

31/10/17**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)
<u>ORDINARY SHARES</u>	<u>20,673,133</u>	<u>22.26%</u>	<u>17,673,133</u>	<u>18.85%</u>

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of 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
<u>SEE</u>	<u>APPENDIX</u>	<u>"A"</u>			

**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
<u>SEE</u>	<u>APPENDIX</u>	<u>"B"</u>			

**5. Changes in association**

The persons who have become associates (2) of, 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

**6. Addresses**

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

Name	Address
SEE APPENDIX "A" & "B"	

**Signature**

print name PASQUALE DICHIERA capacity DIRECTOR

sign here



date 15 / 01 / 18

**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 6 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 because of which the change in relevant interest occurred. 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.

**APPENDIX "A"**  
**Maxwell Graham BEGLEY & Associates**

Registered Holder	Address	Nature of Association	Class and number of securities	Consideration for any securities acquired in the past 4 months
Mito Pty Ltd (Begley Family A/C)	77 Meadowbrook Bvde, DIANELLA W.A. 6059	Director	200,000 Ordinary Shares	200,000 shares sold on market for \$105,521.00 completed on 14/12/2017
		Director	3,000,000 Ordinary Shares	3,000,000 shares sold on market for \$1,650,000.00 completed on 10/01/2018
<b>TOTAL =</b>			<b>3,200,000</b>	

\*This is Appendix "A" of 1 page referred to in form 604 - Notice of change of interests of substantial holder

**APPENDIX "B"**  
**Maxwell Graham BEGLEY & Associates**

<b>Registered Holder</b>	<b>Address</b>	<b>Nature of Association</b>	<b>Class and number of securities</b>
M G Begley	77 Meadowbrook Bvde, DIANELLA W.A. 6059	Director	1,610,308 Ordinary Shares
Milto Pty Ltd ACN 008 945 748	77 Meadowbrook Bvde, DIANELLA W.A. 6059	Director	13,757,903 Ordinary Shares
Milto Pty Ltd (Begley Family A/C)	77 Meadowbrook Bvde, DIANELLA W.A. 6059	Director	1,579,295 Ordinary Shares
Composite Machining Pty Ltd ACN 127 679 770	77 Meadowbrook Bvde, DIANELLA W.A. 6059	Director	296,351 Ordinary Shares
Begley Super Co. Pty Ltd ACN 065 692 042	77 Meadowbrook Bvde, DIANELLA W.A. 6059	Director	154,584 Ordinary Shares
J M Begley	77 Meadowbrook Bvde, DIANELLA W.A. 6059	Spouse	239,400 Ordinary Shares
M G & J M Begley (OT Begley A/C)	77 Meadowbrook Bvde, DIANELLA W.A. 6059	Trustee	11,764 Ordinary Shares
M G & J M Begley (C E Begley A/C)	77 Meadowbrook Bvde, DIANELLA W.A. 6059	Trustee	11,764 Ordinary Shares
M G & J M Begley (L G Begley A/C)	77 Meadowbrook Bvde, DIANELLA W.A. 6059	Trustee	11,764 Ordinary Shares
<b>TOTAL =</b>			<b>17,673,133</b>

\*This is Appendix "B" of 1 page referred to in form 604 - Notice of change of interests of substantial holder