

KANJI & CO

ABN 61 553 393 384
SOLICITORS
Shan Kanji

Writer: R.Lim
Principal: S. Kanji
Our Reference: 230301

Level 33 Aurora Place
88 Phillip Street, Sydney
NSW, 2000 Australia
Phone (02) 9251 4244
Fax (02) 9247 2322
kanjico@kanjisolicitors.com

21 December 2023

Company Secretary
Spirit Technology Solutions Ltd
Level 4, 100 Albert Road
South Melbourne VIC 3205

By email: Stefan.Ross@vistra.com
Copy to: Julian.Challingsworth@spirit.com.au

and

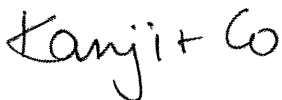
Copy to: ASX Market Announcements Office
By email: MAOGroup@asx.com.au

Dear Sir/Madam

Spirit Technology Solutions Ltd (ASX: ST1) – notice of initial substantial holder – form 603

We attach a Notice of initial substantial holder (Form 603) on behalf of 263 Finance Pty. Limited, in accordance with section 671B of the *Corporations Act 2001*.

Yours faithfully



KANJI & CO

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holderTo Company Name/Scheme Spirit Technology Solutions LtdACN/ARSN 089 224 402**1. Details of substantial holder (1)**Name 263 Finance Pty. LimitedACN/ARSN (if applicable) 626 872 115The holder became a substantial holder on 19/12/23**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	116,937,935	116,937,935	15.90%

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
263 Finance Pty. Limited	Holder of ordinary shares	116,937,935 ordinary shares
Shan Kanji	section 608(1) (b) of the Corporations Act 2001	116,937,935 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
263 Finance Pty. Limited	263 Finance Pty. Limited	263 Finance Pty. Limited	116,937,935 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
		Cash	Non-cash	
Please see Annexure "A".				

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
Shan Kanji is a director of 263 Finance Pty. Limited	section 11(a) of the Corporations Act 2001

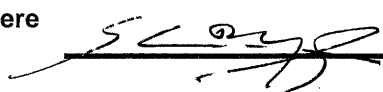
7. Addresses

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

Name	Address
263 Finance Pty. Limited	c/o Kanji Group Pty Ltd, Level 33, 88 Phillip Street, Sydney NSW 2000
Shan Kanji	Level 33, 88 Phillip Street, Sydney NSW 2000

Signature

print name **Shan Kanji** capacity **Director**

sign here  date **21/12/23**

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" – Consideration

This is Annexure "A" of 1 page referred to in Form 603 (Notice of initial substantial holder), signed by me and dated 21 December 2023.



SHAN KANJI

Director

263 Finance Pty. Limited (ACN 626 872 115)

Holder of relevant interest	Date of acquisition	Consideration (Cash)	Class and number of securities
263 Finance Pty. Limited	29/09/2023	\$ 11,568.40	275,438 ordinary shares
263 Finance Pty. Limited	17/11/2023	\$ 1,179.00	26,200 ordinary shares
263 Finance Pty. Limited	27/11/2023	\$ 23,571.00	523,800 ordinary shares
263 Finance Pty. Limited	28/11/2023	\$ 15,847.66	360,174 ordinary shares
263 Finance Pty. Limited	29/11/2023	\$ 21,760.68	494,561 ordinary shares
263 Finance Pty. Limited	30/11/2023	\$ 156,060.78	3,546,836 ordinary shares
263 Finance Pty. Limited	07/12/2023	\$ 674.65	15,333 ordinary shares
263 Finance Pty. Limited	08/12/2023	\$ 9,000.00	200,000 ordinary shares
263 Finance Pty. Limited	11/12/2023	\$ 13,225.08	300,570 ordinary shares
263 Finance Pty. Limited	12/12/2023	\$ 17,853.95	406,696 ordinary shares
263 Finance Pty. Limited	15/12/2023	\$ 1,474,734.50	29,500,000 ordinary shares
263 Finance Pty. Limited	19/12/2023	\$ 4,308,281.33	81,288,327 ordinary shares