

**Form 604**

Corporations Law

Section 671B

**Notice of change of interests of substantial holder**To Company Name/Scheme K2 Asset Management Holdings Ltd (ABN 59 124 636 782)**1. Details of substantial holder (1)**Name The persons named in Annexure A to this form, and referred to in this form as "K2 Staff and Pre-Listing Shareholders and Connected Persons"

ABN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on

06/05/08

The previous notice was given to the company or scheme on

04/12/07

The previous notice was dated

04/12/07**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) |
| K2 Staff and Pre-Listing Shareholders and Connected Persons relevant interest                                                                                                                     |                 |                  |                |                  |
| Ordinary shares                                                                                                                                                                                   | 198,316,193     | 91.07%           | 192,860,637    | 88.57%           |
| Mark S Newman because he also holds shares on trust for family members, and has a relevant interest in shares held by MSN Superannuation Nominees Pty Ltd and MS Newman Family Foundation Pty Ltd |                 |                  |                |                  |
| Ordinary shares                                                                                                                                                                                   | 198,316,193     | 91.07%           | 199,036,193    | 91.40%           |
| David Poppenbeek because he also holds shares on trust for family members                                                                                                                         |                 |                  |                |                  |
| Ordinary shares                                                                                                                                                                                   | 198,316,193     | 91.07%           | 192,880,637    | 88.58%           |
| Roger Watson and Anne Stonier-Watson because each is also trustee of the Torrington Superannuation Fund                                                                                           |                 |                  |                |                  |
| Ordinary shares                                                                                                                                                                                   | 198,409,693     | 91.12%           | 192,960,637    | 88.61%           |

**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 |
|----------------|--------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
| 06/05/08       | Mark Newman as Trustee for the FD246 Trust | Off-market sale of shares to Mark Newman in his personal capacity, to facilitate a transfer of shares to M.S. Newman Family Foundation Pty Ltd | \$2,500,000                                   | 5,555,556 ordinary shares               | 5,555,556               |
| 06/05/08       | Mark S. Newman                             | Shares were acquired off-market (see above) and immediately transferred to M.S. Newman Family Foundation Pty Ltd                               | \$2,500,000                                   | 5,555,556 ordinary shares               | 5,555,556               |

|          |                                                             |                                                                                                                                                                                                                                                                                                                       |                                                     |                           |           |
|----------|-------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|---------------------------|-----------|
| 06/05/08 | M.S. Newman Family Foundation Pty Ltd                       | Acquired off-market from Mark Newman (see above)                                                                                                                                                                                                                                                                      | \$2,500,000                                         | 5,555,556 ordinary shares | 5,555,556 |
| 06/05/08 | K2 Staff and Pre-Listing Shareholders and Connected Persons | The transfer of shares from Mark Newman as trustee for FD246 trust to M.S. Newman Family Foundation Pty Ltd had the effect of removing 5,555,556 shares from the relevant interest created by the pre-listing K2 shareholders' agreement, as described in the notice of initial substantial shareholder dated 4/12/07 | \$2,500,000 paid by Mark Newman (referred to above) | 5,555,556 ordinary shares | 5,555,556 |

#### 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 (securities held by the registered holder) | Person's votes (direct votes of the registered holder) |
|-------------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|--------------------------------------------------------|
| K2 Staff and Pre-Listing Shareholders and Connected Persons | Consolidated Design Pty Ltd ATF Campbell Neal Family Trust    | Consolidated Design Pty Ltd ATF Campbell Neal Family Trust    | As described in detail in the notice of initial substantial shareholder dated 4/12/07, these parties are taken under section 608(1) of the Corporations Act to have a relevant interest by reason of having: <ul style="list-style-type: none"><li>• a power to exercise, or control the exercise of, a right to vote attached to; and</li><li>• a power to dispose of, or control the exercise of a power to dispose of each other's shares, by way of a shareholders' agreement under which they are bound by certain obligations, including pre-emptive rights in relation to the transfer of shares and control over certain voting rights.</li></ul> | 85,713,419                                                                | 85,713,419                                             |
|                                                             | Mark S Newman ATF FD 246 Trust                                | Mark S Newman ATF FD 246 Trust                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 57,783,031                                                                | 57,783,031                                             |
|                                                             | Jawatte Nominees Pty Ltd ATF Jawatte Family Trust             | Jawatte Nominees Pty Ltd ATF Jawatte Family Trust             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 8,890,762                                                                 | 8,890,762                                              |
|                                                             | Peter Ronc ATF RF Trust                                       | Peter Ronc ATF RF Trust                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 10,347,046                                                                | 10,347,046                                             |
|                                                             | Joshua Kitchen                                                | Joshua Kitchen                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 5,505,953                                                                 | 5,505,953                                              |
|                                                             | ABRO Investments Pty Ltd ATF ABRO Family Trust                | ABRO Investments Pty Ltd ATF ABRO Family Trust                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 16,866,976                                                                | 16,866,976                                             |
|                                                             | DHC Investments Pty Ltd ATF Cleven Family Trust               | DHC Investments Pty Ltd ATF Cleven Family Trust               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 3,006,442                                                                 | 3,006,442                                              |
|                                                             | Crusade Nominees Pty Ltd ATF Poppenbeek Family Trust          | Crusade Nominees Pty Ltd ATF Poppenbeek Family Trust          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 4,236,517                                                                 | 4,236,517                                              |
|                                                             | Soknai Mary Te ATF Te Family Trust                            | Soknai Mary Te ATF Te Family Trust                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 265,756                                                                   | 265,756                                                |
|                                                             | Andrew Pugsley                                                | Andrew Pugsley                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 14,287                                                                    | 14,287                                                 |
|                                                             | William & Julia Hall                                          | William & Julia Hall                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 120,448                                                                   | 120,448                                                |
|                                                             | Roger Watson                                                  | Roger Watson                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 10,000                                                                    | 10,000                                                 |
|                                                             | Roger Watson & Anne Stonier-Watson                            | Roger Watson & Anne Stonier-Watson                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 10,000                                                                    | 10,000                                                 |
|                                                             | Roger Watson & Anne Stonier-Watson ATF the Huntingtower Trust | Roger Watson & Anne Stonier-Watson ATF the Huntingtower Trust |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 10,000                                                                    | 10,000                                                 |
| Total for the group                                         |                                                               |                                                               | Each party has a relevant interest in 192,860,637 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Each party has a relevant interest in 192,860,637 votes                   |                                                        |

|                                      |                                                                           |                                                                           |                                                                                                                                                                                                                                                                                                                                                                       |                                                            |                                                           |
|--------------------------------------|---------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------------------------|
| David Poppenbeek                     | David Poppenbeek ATF various family members                               | David Poppenbeek ATF various family members                               | In addition to the relevant interest in the 192,860,637 shares held by the K2 Staff and Pre-Listing Shareholders and Connected Persons, David Poppenbeek is taken under section 608(2) of the Act to have a relevant interest in a further 20,000 shares by reason of having power to control a voting right or a disposal by means of a trust.                       | 20,000<br><br>= a relevant interest in 192,880,637 shares  | 20,000<br><br>= a relevant interest in 192,880,637 votes  |
| Roger Watson and Anne Stonier-Watson | Roger Watson & Anne Stonier-Watson ATF the Torrington Superannuation Fund | Roger Watson & Anne Stonier-Watson ATF the Torrington Superannuation Fund | In addition to the relevant interest in the 192,860,637 shares held by the K2 Staff and Pre-Listing Shareholders and Connected Persons, Roger Watson and Anne Stonier-Watson are taken under section 608(2) of the Act to have a relevant interest in a further 100,000 shares by reason of having power to control a voting right or a disposal by means of a trust. | 100,000<br><br>= a relevant interest in 192,960,637 shares | 100,000<br><br>= a relevant interest in 192,960,637 votes |

|                       |                                                                       |                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                             |                                            |
|-----------------------|-----------------------------------------------------------------------|-----------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|--------------------------------------------|
| Mark S Newman         | Mark S Newman ATF various family members                              | Mark S Newman ATF various family members                              | In addition to the relevant interest in the shares held by the K2 Staff and Pre-Listing Shareholders and Connected Persons, Mark Newman is taken under section 608(2) of the Act to have a relevant interest in a further 120,000 shares by reason of having power to control a voting right or a disposal by means of a trust.                                                                                                                                            | 120,000                                     | 120,000                                    |
|                       | MSN Superannuation Nominees Pty Ltd                                   | MSN Superannuation Nominees Pty Ltd                                   | In addition to the relevant interest in the shares held by the K2 Staff and Pre-Listing Shareholders and Connected Persons and the shares he holds on trust for family members, Mark Newman is taken under section 608(3)(a) of the Act to have a relevant interest in the 500,000 shares held by MSN Superannuation Nominees Pty Ltd by virtue of holding a voting interest of above 20% in that company.                                                                 | 500,000                                     | 500,000                                    |
|                       | MS Newman Family Foundation Pty Ltd ATF M.S. Newman Family Foundation | MS Newman Family Foundation Pty Ltd ATF M.S. Newman Family Foundation | In addition to the relevant interest in the shares held by the K2 Staff and Pre-Listing Shareholders and Connected Persons; the shares he holds on trust for family members and the shares held by MSN Superannuation Nominees Pty Ltd, Mark Newman is taken under section 608(3)(a) of the Act to have a relevant interest in the 5,555,556 shares held by the M.S. Newman Family Foundation Pty Ltd by virtue of holding a voting interest of above 20% in that company. | 5,555,556                                   | 5,555,556                                  |
| Total for Mark Newman |                                                                       |                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | = a relevant interest in 199,036,193 shares | = a relevant interest in 199,036,193 votes |

**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 (if applicable)                                                                            | Nature of association                                                                                                                                                  |
|---------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The directors of the corporate members of "K2 Staff and Pre-Listing Shareholders and Connected Persons" | See Annexure A - The individuals named in Annexure A are associates of the companies named in that annexure by virtue of being directors (section 11 Corporations Act) |

**6. Addresses**

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

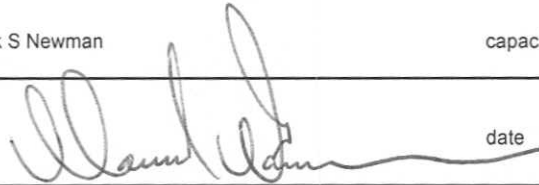
| Name                                                                                     | Address                                                                     |
|------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| K2 Staff and Pre-Listing Shareholders and Connected Persons                              | c/o K2 Asset Management, Level 24, 360 Collins Street, Melbourne, Vic, 3000 |
| David Poppenbeek                                                                         | c/o K2 Asset Management, Level 24, 360 Collins Street, Melbourne, Vic, 3000 |
| Roger Watson and Anne Stonier-Watson                                                     | c/o K2 Asset Management, Level 24, 360 Collins Street, Melbourne, Vic, 3000 |
| Mark Newman, MSN Superannuation Nominees Pty Ltd and MS Newman Family Foundation Pty Ltd | c/o K2 Asset Management, Level 24, 360 Collins Street, Melbourne, Vic, 3000 |

**Signature**

print name Mark S Newman

capacity Director

sign here



date 08 / 05 / 2008

## 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 Law*.
- (3) See the definition of 'relevant interest' in sections 608 and 671B(7) of the *Corporations Law*.
- (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 Law*.
- (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.

**K2 ASSET MANAGEMENT HOLDINGS LTD  
(ARBN 59 124 636 782)**

**ANNEXURE A**

**K2 Staff and Pre-Listing Shareholders and Connected Persons**

| Registered holder                                             | Persons with a relevant interest in the shareholder | Reason for relevant interest                                                                                                                                                                                                                                                                                                            |
|---------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Consolidated Design Pty Ltd ATF Campbell Neal Family Trust    | Campbell Neal<br>Simone Neal                        | Under section 608(3)(a) of the Corporations Act, taken to have a relevant interest in the shares of the company by virtue of holding a voting interest of above 20% in that company.<br><br>These individuals are also taken to be "associates" of the company under section 11 of the Act, by virtue of being directors of the company |
| Mark S Newman ATF FD 246 Trust                                | N/A                                                 | Under section 608(1)(a) of the Act, taken to have a relevant interest by being the holder of the securities                                                                                                                                                                                                                             |
| Jawatte Nominees Pty Ltd ATF Jawatte Family Trust             | Michael Bartlett<br>Melissa Bartlett                | Section 608(3)(a) and "associates" of the company under section 11                                                                                                                                                                                                                                                                      |
| Peter Ronec ATF RF Trust                                      | N/A                                                 | Section 608(1)(a)                                                                                                                                                                                                                                                                                                                       |
| Joshua Kitchen                                                | N/A                                                 | Section 608(1)(a)                                                                                                                                                                                                                                                                                                                       |
| ABRO Investments Pty Ltd ATF ABRO Family Trust                | Robert Hand<br>Abigail Hand                         | Section 608(3)(a) and "associates" of the company under section 11                                                                                                                                                                                                                                                                      |
| DHC Investments Pty Ltd ATF Cleven Family Trust               | Hollie Wight                                        | Section 608(3)(a) and an "associate" of the company under section 11                                                                                                                                                                                                                                                                    |
| Crusade Nominees Pty Ltd ATF Poppenbeek Family Trust          | David Poppenbeek<br>Natasha Poppenbeek              | Section 608(3)(a) and "associates" of the company under section 11                                                                                                                                                                                                                                                                      |
| Soknai Mary Te ATF Te Family Trust                            | N/A                                                 | Section 608(1)(a)                                                                                                                                                                                                                                                                                                                       |
| Andrew Pugsley                                                | N/A                                                 | Section 608(1)(a)                                                                                                                                                                                                                                                                                                                       |
| William & Julia Hall                                          | N/A                                                 | Section 608(1)(a)                                                                                                                                                                                                                                                                                                                       |
| Roger Watson                                                  | N/A                                                 | Section 608(1)(a)                                                                                                                                                                                                                                                                                                                       |
| Roger Watson & Anne Stonier-Watson ATF the Huntingtower Trust | N/A                                                 | Section 608(1)(a)                                                                                                                                                                                                                                                                                                                       |

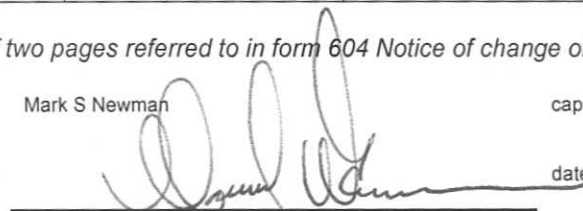
*This is Annexure A of two pages referred to in form 604 Notice of change of interests of substantial holder*

**Signature**

print name Mark S Newman

capacity Director

sign here



date

08 / 05 / 2008