

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holder

To Company
Name/Scheme Flamingo AI Limited

ACN/ARSN 99 000 031 292

1. Details of substantial holder (1)

Name Walani Pty Ltd

ACN/ARSN (if applicable) 161171571

The holder became a substantial holder on 15/06/2020

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	63,624,682	63,624,682	5.68%

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
Walani Pty Ltd	Relevant interest under section 608 of the Corporations Act 2001 (Cth)	63,624,682 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
Walani Pty Ltd	Walani Pty Ltd	Walani Pty Ltd	63,624,682 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
Walani Pty Ltd	21/05/2020	Cash	\$9,083.84	7,582,500 fully paid ordinary shares
Walani Pty Ltd	22/05/2020	Cash	\$3,615.02	3,615,019 fully paid ordinary shares
Walani Pty Ltd	25/05/2020	Cash	\$4,218.10	4,218,099 fully paid ordinary shares
Walani Pty Ltd	27/05/2020	Cash	\$1,000.00	1,000,000 fully paid ordinary shares
Walani Pty Ltd	28/05/2020	Cash	\$15.00	15,000 fully paid ordinary shares
Walani Pty Ltd	29/05/2020	Cash	\$200.00	200,000 fully paid ordinary shares
Walani Pty Ltd	2/06/2020	Cash	\$515.12	515,124 fully paid ordinary shares
Walani Pty Ltd	3/06/2020	Cash	\$992.44	992,439 fully paid ordinary shares
Walani Pty Ltd	4/06/2020	Cash	\$450.00	450,000 fully paid ordinary shares
Walani Pty Ltd	5/06/2020	Cash	\$20.00	20,000 fully paid ordinary shares
Walani Pty Ltd	9/06/2020	Cash	\$1,016.50	1,016,501 fully paid ordinary shares
Walani Pty Ltd	15/06/2020	Cash	\$44,000.00	44,000,000 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
N/A	N/A

7. Addresses

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

Name	Address
Walani Pty Ltd	14 Boscombe Avenue, City Beach, WA 6015

Signature

print name Phillip Coulson

Director

sign here



date

24/06/2020