

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo 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 on

8/1/2016

The previous notice was given to the company on

23/8/2012

The previous notice was dated

27/8/2012**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)
ORDINARY SHARES	24,753,014	26.18%	22,870,160	24.32%

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
SEE	APPENDIX "A"				

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
SEE	APPENDIX "B"				

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:

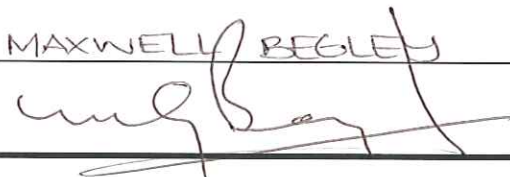
Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

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

Name	Address
SEE APPENDIX	"A" & "B"

Signature

print name MAXWELL BEGLEY capacity DIRECTOR.
 sign here  date 13/01/2016

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
Milto Pty Ltd (Begley Family A/C)	77 Meadowbrook Bvde, DIANELLA W.A. 6059	Director	23,737 Ordinary Shares	23,737 shares acquired on market for \$15,666.42 completed on 25/11/2013
		Director	7,263 Ordinary Shares	7,263 shares acquired on market for \$4,793.58 completed on 28/11/2013
		Director	23,115 Ordinary Shares	23,115 shares acquired on market for \$14,793.60 completed on 29/11/2013
		Director	6,885 Ordinary Shares	6,885 shares acquired on market for \$4,406.40 completed on 02/12/2013
		Director	201 Ordinary Shares	201 shares acquired on market for \$140.70 completed on 20/12/2013
		Director	7,000 Ordinary Shares	7,000 shares acquired on market for \$4,970.00 completed on 19/12/2013
		Director	21,000 Ordinary Shares	21,000 shares acquired on market for \$10,405.00 completed on 17/06/2015
		Director	44,702 Ordinary Shares	44,702 shares acquired on market for \$21,456.96 completed 18/06/2015
		Director	45,689 Ordinary Shares	45,689 shares acquired on market for \$22,387.61 completed 19/06/2015
		Director	108,275 Ordinary Shares	108,275 shares acquired on market for \$55,535.67 completed 22/06/2015
		Director	27,334 Ordinary Shares	27,334 shares acquired on market for \$14,236.88 completed 23/06/2015
Begley Super Co. Pty Ltd ACN 065 692 042	77 Meadowbrook Bvde, DIANELLA W.A. 6059	Director	4000 Ordinary Shares	4000 ordinary shares acquired on market for \$5,180.00 completed 18/03/2013
		Director	22,647 Ordinary Shares	22,647 ordinary shares acquired on market for \$28,970.65 completed 20/3/2013
		Director	7,353 Ordinary Shares	7,353 ordinary shares acquired on market for \$9,411.84 completed 21/03/2013
		Director	50,000 Ordinary Shares	50,000 ordinary shares acquired on market for \$55,866.10 completed 22/03/2013
		Director	15,000 Ordinary Shares	15,000 ordinary shares acquired on market for \$9,840.00 completed 22/01/2015
		Director	5,000 Ordinary Shares	5,000 ordinary shares acquired on market for \$2,850.00 completed 29/01/2015
		Director	50,000 Ordinary Shares	50,000 ordinary shares acquired on market for \$30,526.80 completed 04/02/2015
Milto Pty Ltd (Begley Family A/C)	77 Meadowbrook Bvde, DIANELLA W.A. 6059	Director	2,352,055 Ordinary Shares	2,352,055 - Disposal of shares pursuant to Put Options dated 8/12/2012 for \$5,858,027.40 completed 8/1/2016
TOTAL =			1,882,854	

*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

Registered Holder	Address	Nature of Association	Class and number of securities
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	16,757,903 Ordinary Shares
Milto Pty Ltd (Begley Family A/C)	77 Meadowbrook Bvde, DIANELLA W.A. 6059	Director	3,016,322 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	914,584 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
TOTAL =			22,870,160

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