



ASX TO CROSS RELEASE: RFG

17 June 2024

BY ASX ONLINE - 4 pages

Market Announcements Platform
ASX Limited
Level 10
20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam,

Notice of change of interests of substantial holder Retail Food Group Limited [ASX:RFG]

Following is a Form 603 *Notice of initial substantial holder* dated 17 June 2024 in accordance with section 671B of the Corporations Act.

Yours sincerely,

CRAIG SMITH ACIS, CPA
Secretary

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: company name/scheme	RETAIL FOOD GROUP LTD
ABN	31 106 840 082

1. Details of substantial holder

Name	THORNEY OPPORTUNITIES LTD and each of the associated entities listed in the attached Annexure 'A' to this notice.
CAN	080 167 264

The holder became a substantial holder on 13-Jun-24

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 had a relevant interest in on the date the substantial holder became of substantial holder are as follows:

Class of Securities	Number of securities	Person's votes	Voting power
Fully paid ordinary shares	123,874,598	123,874,598	5.04%

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	Number and class of securities
Thorney Opportunities Ltd	Thorney Opportunities Ltd has a relevant interest under section 608(1)(b) of the <i>Corporations Act 2001 (Cth)</i> (the <i>Act</i>) as it is the beneficial holder of those shares.	78,356,492 ordinary shares
Tiga Trading Pty Ltd [and each of the Thorney Investment Group entities listed in Annexure 'A' (together 'Thorney Investment Group')]	Thorney Investment Group is taken to have a relevant interest as it has the capacity to determine the outcome of decisions about the financial and operating policies of Thorney Opportunities Ltd.	78,356,492 ordinary shares
	Thorney Investment Group is taken under section 608(3)(b) of the <i>Act</i> to have a relevant interest as it holds all the issued capital in Tiga Trading Pty Ltd.	45,518,106 ordinary shares
Alex Waislitz	Each of the entities listed in the adjacent column (and in Annexure 'A') are 'associates' pursuant to section 12(2)(a)(iii) of the <i>Act</i> by virtue of them being commonly controlled by Mr Alex Waislitz who, pursuant to section 50AA of the <i>Act</i> , has the capacity to determine the outcome of decisions about the financial and operating policies of each of those entities.	123,874,598 ordinary shares

4. Details of present registers 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	Number and class of securities
Thorney Opportunities Ltd	UBS Nominees Pty Ltd	Thorney Opportunities Ltd	78,356,492 ordinary shares
Thorney Investment Group	UBS Nominees Pty Ltd	Thorney Opportunities Ltd	78,356,492 ordinary shares
		TIGA Trading Pty Ltd	45,518,106 ordinary shares
Mr Alex Waislitz	UBS Nominees Pty Ltd	Thorney Opportunities Ltd	78,356,492 ordinary shares
		TIGA Trading Pty Ltd	45,518,106 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 acquisitions	Cash consideration	Number and class of securities affected
TIGA Trading Pty Ltd	21-Feb-24	\$Nil	2,500,000 ordinary shares
TIGA Trading Pty Ltd	22-Feb-24	\$Nil	2,500,000 ordinary shares
Thorney Opportunities Ltd		\$185,000.00	2,500,000 ordinary shares
TIGA Trading Pty Ltd	10-May-24	\$Nil	400,000 ordinary shares
TIGA Trading Pty Ltd	13-Jun-24	\$Nil	535,628 ordinary shares
Thorney Opportunities Ltd		\$38,552.36	535,628 ordinary shares
TIGA Trading Pty Ltd	14-Jun-24	\$Nil	105,510 ordinary shares
Thorney Opportunities Ltd		\$7,596.72	105,510 ordinary shares
TIGA Trading Pty Ltd	17-Jun-24	\$Nil	291,122 ordinary shares
Thorney Opportunities Ltd		\$21,543.10	291,123 ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name	Nature of association
Thorney Opportunities Ltd and TIGA Trading Pty Ltd, and each of the entities listed in Annexure 'A'.	Each of the entities listed in Paragraph 3 and Annexure "A" to this notice are 'associates' in respect of the Company pursuant to section 12(2)(a)(iii) of the Act by virtue of them being commonly controlled by Mr Alex Waislitz who, pursuant to section 50AA of the Act, has the capacity to determine the outcome of decisions about the financial and operating policies of each of those entities. In addition, Mr Alex Waislitz holds, directly or indirectly, a relevant interest of 50% or more in each of Jasforce, Waislitz Charitable Corporation, Early Force and Jamahjo.

7. Addresses

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

Name	Address
Thorney Opportunities Ltd	Level 45, 55 Collins Street, Melbourne 3000
Thorney Investment Group and each of the entities listed in Annexure 'A' to this notice	See Annexure 'A' to this notice
TIGA Trading Pty Ltd ACN 118 961 210	Level 45, 55 Collins Street, Melbourne 3000
Alex Waislitz	Level 45, 55 Collins Street, Melbourne 3000

Signature

Print name CRAIG SMITH ACIS, CPA

Capacity SECRETARY

Sign here

Date: 17 June 2024

ANNEXURE 'A'

This is Annexure A referred to in the Form 604 *Notice of change of interests of substantial holder* signed by me and dated 17 June 2024.



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CRAIG SMITH

Secretary

SUBSTANTIAL HOLDERS - ENTITY DETAILS

Associated Entities	Address
<u>Thorney Investment Group</u>	
Jamahjo Pty Ltd, ACN 117 488 696 as trustee for the Halex Family Trust	c/- Wilson Pateras, Ground Floor, 40 River Boulevard, Richmond 3121
Thistle Custodians Pty Ltd, ACN 078 027 193	Level 45, 55 Collins Street, Melbourne 3000
Thistle Holdings Pty Ltd, ACN 075 051 464	Level 45, 55 Collins Street, Melbourne 3000
Thorney Alpha Pty Ltd, ACN 162 820 537	Level 45, 55 Collins Street, Melbourne 3000
Thorney Beta Pty Ltd, ACN 162 828 677	Level 45, 55 Collins Street, Melbourne 3000
Thorney Holdings Pty Ltd, ACN 006 262 835	Level 45, 55 Collins Street, Melbourne 3000
Thorney International Pty Ltd, ACN 132 886 698	Level 45, 55 Collins Street, Melbourne 3000
Thorney Investment Group Australia Pty Ltd, ACN 117 488 892	Level 45, 55 Collins Street, Melbourne 3000
Thorney Management Services Pty Ltd, ACN 164 880 148	Level 45, 55 Collins Street, Melbourne 3000
Thorney Omega Pty Ltd, ACN 163 964 636	Level 45, 55 Collins Street, Melbourne 3000
Tiga Property Pty Ltd, ACN 117 811 453	Level 45, 55 Collins Street, Melbourne 3000
Tiga (Ballarat) Pty Ltd, ACN 117 812 030	Level 45, 55 Collins Street, Melbourne 3000
Tiga Finance Pty Ltd, ACN 118 521 412	Level 45, 55 Collins Street, Melbourne 3000
Tiga (Hawthorn) Pty Ltd, ACN 126 952 663	Level 45, 55 Collins Street, Melbourne 3000
Tiga Tails Pty Ltd, ACN 080 534 416	Level 45, 55 Collins Street, Melbourne 3000
Tiga Trading Pty Ltd, ACN 118 961 210	Level 45, 55 Collins Street, Melbourne 3000
<u>Other associates</u>	
Early Force Pty Ltd, ACN 103 134 363 as trustee for the Alex Waislitz Property Investment Trust	Level 45, 55 Collins Street, Melbourne 3000
Jamah Investments Pty Ltd, ACN 093 388 928 as trustee for the Jamah Investment Trust	c/- Wilson Pateras, Ground Floor, 40 River Boulevard, Richmond 3121
Jasforce Pty Ltd, ACN 017 167 713 as trustee for the Alex Waislitz Retirement Plan	c/- Wilson Pateras, Ground Floor, 40 River Boulevard, Richmond 3121
Thorney Technologies Ltd, ACN 096 782 188	Level 45, 55 Collins Street, Melbourne 3000
58 Jarque Pty Ltd, ACN 617 756 377	Level 45, 55 Collins Street, Melbourne 3000
Two Towers Pty Ltd, ACN 134 730 546	c/- Wilson Pateras, Ground Floor, 40 River Boulevard, Richmond 3121
Urban Land Nominees Pty Ltd, ACN 004 753 066	c/- Wilson Pateras, Ground Floor, 40 River Boulevard, Richmond 3121
Coastal Estates Proprietary Limited, ACN 004 481 154	c/- Wilson Pateras, Ground Floor, 40 River Boulevard, Richmond 3121
Waislitz Charitable Corporation Pty Ltd, ACN 163 623 612 as trustee for the Waislitz Family Foundation	Level 45, 55 Collins Street, Melbourne 3000