

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder****To Company Name/Scheme** **Top End Energy Limited****ACN/ARSN** **650 478 774****1. Details of substantial holder (1)****Name** **S3 Consortium Pty Ltd and each of the entites listed in Annexure A
(S3 Consortium Group Entities)****ACN/ARSN (if applicable)** **ACN 135 239 968**The holder became a substantial holder on **06 /07/2021****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	3,725,000	3,725,000	5.35%

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
S3 Consortium Group Entities	By virtue of s 608(1) of the Corporations Act as holder of the securities	3,725,000 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
S3 Consortium Group Entities	S3 Consortium Group Entities	S3 Consortium Group Entities	3,725,000 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	
The entities listed in Annexure A	See Annexure A	See Annexure A		1,850,000 Ordinary Shares
S3 Consortium Pty Ltd	09/11/2021	N/A	See Annexure B	1,875,000 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
The entities listed in Annexure A	Each entity listed in Annexure A is controlled by entities that control S3 Consortium Pty Ltd.

7. Addresses

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

Name	Address
S3 Consortium Pty Ltd and each S3 Consortium Group Entity	Nexia Melbourne Pty Ltd, Level 12, 31 Queen Street Melbourne VIC 3000

Signature

print name **Jason Price**

capacity **Director**

sign here



date **01/04/2022**

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”

This is Annexure “A” of 1 page referred to in the Form 603 (Notice of Initial Substantial Holder), signed by me and dated 01 April 2022



Jason Price

Director

S3 Consortium Pty Ltd (ACN 135 239 968)

Details of S3 Consortium Group Entities –

ENTITY	ACN	Date of acquisition	Number of securities	Consideration
S3 Consortium Pty Ltd	ACN 135 239 968	09/11/2021	1,875,000	See Annexure B
S3 Consortium Holdings Pty Ltd as trustee for <NextInvestors Dot Com A/C>	ACN 622 246 002	06/07/2021	1,750,000	\$0.02 per share
Global Consortium Holdings Pty Ltd as trustee for <FTW Holdings A/C>	ACN 147 250 379	03/09/2021	50,000	\$0.10 per share
Okawari Consortium Pty Ltd as trustee for the <The Oka Trust A/C>	ACN 606 434 333	03/09/2021	50,000	\$0.10 per share

ANNEXURE B TO FORM 603

This is Annexure B of one (1) page referred to in the Form 603 (Notice of initial substantial holder).

Dated 01/04/2022



Signature

Jason Price

Signed by (Full name)

Director, S3 Consortium Pty Ltd

Title/Position

8.4 S3 Services Agreement

The Company entered into a services agreement with S3 Consortium Pty Ltd (ACN 135 239 968) (**S3**) (**S3 Services Agreement**) pursuant to which S3 agreed to provide the Company digital marketing services. The material terms and conditions of the S3 Services Agreement are summarised below:

Scope of Work / Services	S3 has agreed to provide digital marketing and promotional services to the Company.
Fees	Under the terms of this engagement, the Company agreed to pay S3 a total fee of \$375,000 plus GST. As agreed by the Company and S3, the \$375,000 fee was paid by the Company by the issue of 1,875,000 Shares in the Company at a deemed issue price of \$0.20 per Share. The GST component was paid in cash.
Term	The term of the S3 Services Agreement is for a period of twenty-four (24) months from the date the Company is admitted to the Official List.
Termination	The S3 Services Agreement may be terminated by either party: (a) in the event of default of a term of the agreement and the defaulting party failing to remedy the default within fourteen (14) days; or (b) by not giving less than forty-five (45) days written notice of termination.

The S3 Services Agreement otherwise contains provisions considered standard for an agreement of its nature.