Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme	**Prophecy International Holdings Limited**
ACN/ARSN	**079 971 618**

1. Details of substantial holder (1)

Name	**Topline Capital Partners LP**
ACN/ARSN (if applicable)	**N/A**

The holder became a substantial holder on **3/8/2020**

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 (FPO)	**3,256,114**	**3,256,114**	**5.08%**
N/A	**N/A**	**N/A**	**N/A**

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
Topline Capital Partners LP	**Relevant interest under section 608(1) of the Corporations Act as the registered owner of shares**	**FPO 3,256,114**
N/A	**N/A**	**N/A**

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
Topline Capital Partners LP	**BNP PARIBAS NOMINEES PTY LTD**	**Topline Capital Partners LP**	**FPO 3,256,114**
N/A	**N/A**	**N/A**	**N/A**

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	
Topline Capital Partners LP	**As Attached (APP 1)**	**$2,364,009**	**N/A**	**FPO 3,256,114**
N/A	**N/A**	**N/A**	**N/A**	**N/A**

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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**
N/A	**N/A**

7. Addresses

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

Name	Address
BNP PARIBAS NOMINEES PTY LTD	**c/- IB AU Noms Retailclient DRP, PO Box R209, Royal Exchange, NSW, 1225**
Topline Capital Partners LP	**2913 3rd Street, Unit 201, Santa Monica, CA 90405 USA**

Signature

print name **Collin McBirney** capacity **Managing Partner**

sign here DocuSigned by: Collin McBirney D9A7DBD94A874C4... date **11/8/2020**

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.

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Appendix 1 – Registered holder of securities – BNP PARIBAS NOMINEES PTY LTD

Symbol	Date/Time	Quantity	T. Price	Proceeds
PRO	2020-01-23, 20:01:11	2,285	0.63	1,439.55
PRO	2020-01-23, 23:08:22	5,186	0.64	3,319.04
PRO	2020-01-28, 19:44:32	7,518	0.685	5,149.83
PRO	2020-01-28, 22:14:31	10,000	0.695	6,950.00
PRO	2020-01-28, 22:22:34	5,014	0.69	3,459.66
PRO	2020-01-28, 22:22:51	3,887	0.69	2,682.03
PRO	2020-01-28, 22:23:44	18,750	0.695	13,031.25
PRO	2020-01-29, 19:59:10	5,699	0.719795	4,102.11
PRO	2020-01-29, 21:09:24	10,000	0.724787	7,247.87
PRO	2020-01-30, 21:19:54	7,373	0.7	5,161.10
PRO	2020-01-30, 21:42:32	28,278	0.705	19,935.99
PRO	2020-02-02, 18:06:53	24,500	0.7	17,150.00
PRO	2020-02-02, 18:28:42	6,181	0.725	4,481.22
PRO	2020-02-02, 18:53:43	20,117	0.718633	14,456.74
PRO	2020-02-02, 18:53:57	18,750	0.725	13,593.75
PRO	2020-02-02, 19:19:44	20,500	0.725	14,862.50
PRO	2020-02-02, 20:25:53	17,756	0.74	13,139.44
PRO	2020-02-03, 20:12:44	56,789	0.79	44,863.31
PRO	2020-02-04, 18:45:15	9,567	0.845	8,084.12
PRO	2020-02-04, 18:45:58	39,000	0.85	33,150.00
PRO	2020-02-05, 22:17:26	10,000	0.84	8,400.00
PRO	2020-02-05, 22:22:04	10,000	0.83	8,300.00
PRO	2020-02-05, 22:22:11	10,000	0.83	8,300.00
PRO	2020-02-05, 22:22:17	10,000	0.83	8,300.00
PRO	2020-02-05, 22:22:24	100,000	0.83	83,000.00
PRO	2020-02-05, 22:22:34	10,000	0.83	8,300.00
PRO	2020-02-05, 22:23:40	16,905	0.83	14,031.15
PRO	2020-02-06, 23:50:01	4,045	0.805	3,256.22
PRO	2020-02-09, 18:06:30	6,900	0.785826	5,422.20
PRO	2020-02-09, 19:43:34	10,000	0.78	7,800.00
PRO	2020-02-09, 19:43:41	1,500	0.78	1,170.00
PRO	2020-02-09, 19:44:03	36,000	0.785	28,260.00
PRO	2020-02-09, 19:44:12	50,000	0.785	39,250.00
PRO	2020-02-09, 19:44:23	30,000	0.785	23,550.00
PRO	2020-02-09, 19:44:33	20,000	0.785	15,700.00
PRO	2020-02-09, 19:44:41	100,000	0.785	78,500.00
PRO	2020-02-10, 19:45:04	1,222	0.8	977.6
PRO	2020-02-10, 21:04:53	13,869	0.795	11,025.86
PRO	2020-02-17, 19:13:32	1,920	0.79	1,516.80
PRO	2020-02-17, 20:32:35	2,886	0.8	2,308.80
PRO	2020-02-18, 19:33:51	2,788	0.81	2,258.28
PRO	2020-02-18, 20:58:57	20,500	0.815	16,707.50
PRO	2020-02-19, 21:08:43	10,000	0.835	8,350.00
PRO	2020-02-19, 21:35:17	44,135	0.84	37,073.40
PRO	2020-02-23, 18:06:58	2,000	0.8	1,600.00
PRO	2020-02-24, 20:51:19	17,312	0.79	13,676.48
PRO	2020-02-25, 18:59:04	4,489	0.785	3,523.86
PRO	2020-02-25, 18:59:16	7,000	0.79	5,530.00
PRO	2020-02-25, 20:10:00	4,972	0.79	3,927.88

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PRO	2020-02-25, 20:10:12	5,028	0.795	3,997.26
PRO	2020-02-25, 21:06:38	1,000	0.8	800
PRO	2020-02-25, 21:25:20	500	0.78	390
PRO	2020-02-25, 22:04:49	12,000	0.81	9,720.00
PRO	2020-02-25, 22:17:08	10,250	0.81	8,302.50
PRO	2020-02-26, 00:10:05	10,094	0.81	8,176.14
PRO	2020-02-26, 18:06:45	1,000	0.81	810
PRO	2020-02-26, 18:29:38	25,000	0.815	20,375.00
PRO	2020-02-26, 19:07:28	6,617	0.82	5,425.94
PRO	2020-02-26, 23:12:39	1,000	0.81	810
PRO	2020-03-01, 21:53:07	7,405	0.738376	5,467.68
PRO	2020-03-03, 18:10:46	1,500	0.71	1,065.00
PRO	2020-03-03, 18:24:48	350	0.7	245
PRO	2020-03-03, 18:24:55	6,000	0.71	4,260.00
PRO	2020-03-03, 18:59:32	715	0.71	507.65
PRO	2020-03-03, 20:02:09	500	0.72	360
PRO	2020-03-03, 20:19:22	10,000	0.73	7,300.00
PRO	2020-03-03, 22:00:29	2,147	0.76	1,631.72
PRO	2020-03-03, 22:27:40	3,000	0.76	2,280.00
PRO	2020-03-04, 18:06:37	10,000	0.75	7,500.00
PRO	2020-03-04, 18:24:27	5,000	0.75	3,750.00
PRO	2020-03-04, 20:50:32	392	0.74	290.08
PRO	2020-03-04, 20:50:47	708	0.745	527.46
PRO	2020-03-04, 20:51:20	15,000	0.75	11,250.00
PRO	2020-03-05, 19:09:37	1,000	0.7	700
PRO	2020-03-05, 19:09:47	20,000	0.71	14,200.00
PRO	2020-03-05, 19:09:55	30,000	0.72	21,600.00
PRO	2020-05-04, 20:30:54	9,548	0.47	4,487.56
PRO	2020-05-05, 00:23:41	936	0.485	453.96
PRO	2020-05-05, 21:30:08	15,750	0.6	9,450.00
PRO	2020-05-05, 21:32:38	16,389	0.6	9,833.40
PRO	2020-05-05, 21:35:58	10,000	0.6	6,000.00
PRO	2020-05-05, 21:52:59	10,000	0.575	5,750.00
PRO	2020-05-05, 21:56:06	6,974	0.575	4,010.05
PRO	2020-05-06, 01:34:36	25,000	0.6	15,000.00
PRO	2020-05-06, 01:39:42	20,079	0.59249	11,896.61
PRO	2020-05-06, 20:06:54	800	0.6	480
PRO	2020-05-06, 20:27:14	24,000	0.65	15,600.00
PRO	2020-05-06, 20:29:32	1,985	0.65	1,290.25
PRO	2020-05-06, 21:39:14	10,000	0.66	6,600.00
PRO	2020-05-06, 23:07:51	4,093	0.655764	2,684.04
PRO	2020-05-07, 21:29:53	22,844	0.64	14,620.16
PRO	2020-05-07, 21:29:53	5,000	0.665	3,325.00
PRO	2020-05-07, 22:57:40	14,803	0.65	9,621.95
PRO	2020-05-07, 23:25:26	5,800	0.65	3,770.00
PRO	2020-05-08, 01:51:17	13,160	0.65	8,554.00
PRO	2020-05-10, 20:13:05	840	0.65	546
PRO	2020-05-10, 21:36:24	823	0.65	534.95
PRO	2020-05-11, 01:04:46	6,516	0.655	4,267.98
PRO	2020-05-11, 01:04:56	30,000	0.66	19,800.00

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PRO	2020-05-11, 01:22:46	15,616	0.650961	10,165.40
PRO	2020-05-14, 20:50:34	91	0.65	59.15
PRO	2020-05-14, 20:50:58	5,000	0.66	3,300.00
PRO	2020-05-14, 20:51:14	14,687	0.67	9,840.29
PRO	2020-05-14, 21:37:15	23,743	0.67	15,907.81
PRO	2020-05-14, 22:15:07	30,000	0.67	20,100.00
PRO	2020-05-14, 22:50:59	10,000	0.67	6,700.00
PRO	2020-05-14, 22:52:54	30,000	0.67	20,100.00
PRO	2020-05-14, 22:55:10	20,000	0.67	13,400.00
PRO	2020-05-14, 23:02:03	25,000	0.67	16,750.00
PRO	2020-05-15, 00:32:01	20,000	0.625818	12,516.35
PRO	2020-05-15, 01:22:02	35,000	0.625	21,875.00
PRO	2020-05-17, 20:06:45	11,600	0.625	7,250.00
PRO	2020-05-17, 22:18:19	15,000	0.648202	9,723.04
PRO	2020-05-18, 20:13:41	35,000	0.65	22,750.00
PRO	2020-05-18, 20:13:52	8,097	0.65	5,263.05
PRO	2020-05-18, 23:02:29	4,403	0.65	2,861.95
PRO	2020-05-18, 23:32:30	25,000	0.665	16,625.00
PRO	2020-05-18, 23:52:06	17,065	0.67	11,433.55
PRO	2020-05-19, 21:16:25	9,050	0.65	5,882.50
PRO	2020-05-20, 00:24:20	5,000	0.665	3,325.00
PRO	2020-05-20, 00:36:24	22,500	0.67	15,075.00
PRO	2020-05-20, 20:26:49	7,137	0.675	4,817.48
PRO	2020-05-20, 20:27:05	25,910	0.68	17,618.80
PRO	2020-05-20, 20:47:35	25,000	0.68	17,000.00
PRO	2020-05-20, 21:15:13	25,000	0.68	17,000.00
PRO	2020-05-20, 21:19:22	25,000	0.68	17,000.00
PRO	2020-05-20, 21:20:57	25,000	0.68	17,000.00
PRO	2020-05-20, 22:39:00	25,000	0.68	17,000.00
PRO	2020-05-21, 20:54:07	23,989	0.67	16,072.63
PRO	2020-05-21, 20:58:04	25,000	0.68	17,000.00
PRO	2020-05-21, 21:10:08	25,000	0.68	17,000.00
PRO	2020-05-21, 21:42:56	26,789	0.68	18,216.52
PRO	2020-05-22, 01:03:39	30,000	0.68	20,400.00
PRO	2020-05-25, 00:11:12	17,649	0.68	12,001.32
PRO	2020-05-25, 01:24:57	1,500	0.68	1,020.00
PRO	2020-05-25, 20:20:20	352	0.69	242.88
PRO	2020-05-25, 22:16:06	25,000	0.679505	16,987.63
PRO	2020-05-25, 22:20:49	17,474	0.68	11,882.32
PRO	2020-05-25, 22:24:26	20,000	0.68	13,600.00
PRO	2020-05-25, 23:18:06	20,615	0.7	14,430.50
PRO	2020-05-27, 20:12:18	3,500	0.705	2,467.50
PRO	2020-05-31, 20:20:32	35,000	0.65962	23,086.70
PRO	2020-06-01, 01:00:51	6,605	0.66	4,359.30
PRO	2020-06-01, 01:07:19	25,000	0.66	16,500.00
PRO	2020-06-01, 21:04:26	16,384	0.66	10,813.44
PRO	2020-06-02, 00:32:13	15,000	0.66	9,900.00
PRO	2020-06-02, 00:40:35	20,000	0.66	13,200.00
PRO	2020-06-03, 20:45:50	3,782	0.65	2,458.30
PRO	2020-06-04, 20:14:53	462	0.655	302.61

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PRO	2020-06-08, 20:14:00	2,000	0.69	1,380.00
PRO	2020-06-08, 21:22:46	1,000	0.675	675
PRO	2020-06-09, 20:06:56	8,250	0.685	5,651.25
PRO	2020-06-09, 22:17:29	12,300	0.685	8,425.50
PRO	2020-06-10, 23:43:58	22,286	0.648911	14,461.62
PRO	2020-06-11, 20:29:07	153	0.62	94.86
PRO	2020-06-11, 21:31:18	2,999	0.63	1,889.37
PRO	2020-06-11, 21:31:31	5,000	0.64	3,200.00
PRO	2020-06-11, 22:36:50	45,000	0.65	29,250.00
PRO	2020-06-12, 00:39:18	13,000	0.55	7,150.00
PRO	2020-06-15, 23:51:34	19,210	0.66	12,678.60
PRO	2020-06-15, 23:54:24	1,515	0.66	999.9
PRO	2020-06-18, 20:22:55	22,000	0.666136	14,655.00
PRO	2020-06-19, 00:26:12	5,000	0.67	3,350.00
PRO	2020-06-22, 22:26:02	183	0.69	126.27
PRO	2020-06-23, 21:54:54	14,426	0.7	10,098.20
PRO	2020-06-23, 22:52:40	15,000	0.7	10,500.00
PRO	2020-06-23, 22:56:54	17,550	0.699687	12,279.50
PRO	2020-06-24, 01:28:21	6,989	0.7	4,892.30
PRO	2020-06-24, 20:08:53	2,650	0.69	1,828.50
PRO	2020-06-24, 20:09:03	37,307	0.7	26,114.90
PRO	2020-06-24, 20:10:09	9,307	0.7	6,514.90
PRO	2020-06-24, 21:50:21	10,000	0.68	6,800.00
PRO	2020-06-24, 21:59:29	21,535	0.677891	14,598.38
PRO	2020-06-24, 23:40:41	1,166	0.695	810.37
PRO	2020-06-24, 23:40:57	14,084	0.7	9,858.80
PRO	2020-06-25, 00:27:34	13,224	0.71	9,389.04
PRO	2020-06-25, 22:30:10	43,000	0.73	31,390.00
PRO	2020-06-29, 23:07:36	39,272	0.799739	31,407.34
PRO	2020-06-30, 20:06:36	10,000	0.8	8,000.00
PRO	2020-06-30, 20:29:38	30,000	0.8	24,000.00
PRO	2020-06-30, 20:29:50	62,500	0.81	50,625.00
PRO	2020-06-30, 21:10:56	36,291	0.82	29,758.62
PRO	2020-07-01, 20:08:15	25,000	0.82	20,500.00
PRO	2020-07-01, 20:42:11	73,656	0.83	61,134.48
PRO	2020-07-01, 21:49:28	12,266	0.83	10,180.78
PRO	2020-07-01, 21:58:05	29,753	0.835	24,843.76
PRO	2020-07-01, 22:41:21	234	0.84	196.56
PRO	2020-07-01, 23:50:12	1,089	0.835	909.32
PRO	2020-07-01, 23:50:27	50,000	0.84	42,000.00
PRO	2020-07-02, 00:49:19	43,050	0.83	35,731.50
PRO	2020-07-02, 01:18:27	55,000	0.829821	45,640.16
PRO	2020-07-02, 01:18:36	3,937	0.83	3,267.71
PRO	2020-07-07, 23:02:32	3,263	0.814588	2,658.00
PRO	2020-07-09, 01:24:51	14,388	0.809353	11,644.96
PRO	2020-07-09, 01:38:01	9,880	0.765519	7,563.32
PRO	2020-07-09, 01:45:56	7,395	0.716585	5,299.14
PRO	2020-07-09, 21:04:12	7,406	0.71	5,258.26
PRO	2020-07-12, 20:23:47	4,527	0.67	3,033.09
PRO	2020-07-12, 20:23:56	23,913	0.675	16,141.28

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PRO	2020-07-12, 20:56:07	12,400	0.7	8,680.00
PRO	2020-07-12, 23:10:33	6,000	0.688183	4,129.10
PRO	2020-07-12, 23:10:42	773	0.69	533.37
PRO	2020-07-13, 20:20:27	1,000	0.67	670
PRO	2020-07-13, 20:22:22	25,000	0.68	17,000.00
PRO	2020-07-13, 20:22:31	28,855	0.68	19,621.40
PRO	2020-07-13, 20:47:21	1,170	0.675	789.75
PRO	2020-07-16, 23:27:27	4,000	0.66	2,640.00
PRO	2020-07-16, 23:27:34	4,000	0.66	2,640.00
PRO	2020-07-16, 23:27:56	2,000	0.66	1,320.00
PRO	2020-07-22, 23:07:08	2,915	0.695	2,025.92
PRO	2020-07-30, 20:20:33	100	0.655	65.5
PRO	2020-08-03, 22:21:50	10,000	0.655	6,550.00
PRO	2020-08-03, 22:27:44	7,808	0.655	5,114.24
PRO	2020-08-03, 22:27:50	22,192	0.66	14,646.72
PRO	2020-08-03, 22:27:57	2,808	0.66	1,853.28

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