

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme Yellow Brick Road Holdings Limited (ASX:YBR)ACN/ARSN 119 436 083**1. Details of substantial holder (1)**Name MARK BOURIS ("MB"), GOLDEN WEALTH HOLDINGS PTY LTD ("GWH"), YBR NOMINEES PTY LTD ("YBRN") and DUAL CROWN PTY LTD ("DC") (collectively the "Bouris Parties")

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 20/11/2019The previous notice was given to the company on 29/08/2014The previous notice was dated 29/08/2014**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	51,288,458	18.4%	54,028,182	16.66%

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 Annexure A - Item 1			

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
MB & GWH	GWH	GWH	GWH via s608(1) as registered holder. MB via s608(3) by having control of	49,453,865 ordinary shares	49,453,865

			GWH.		
MB & YBRN	YBRN	YBRN	GWH via s608(1) as registered holder. MB via s608(3) by having control of YBRN.	1,757,397 ordinary shares	1,757,397
MB & DC	DC	DC	GWH via s608(1) as registered holder. MB via s608(3) by having control of DC.	ordinary shares	2,816,920

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
DC (ACN 099 996 808)	DC is controlled by MB

6. Addresses

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

Name	Address
	See Annexure A - Item 2

Signature

print name **MARK BOURIS**

capacity **DIRECTOR**

sign here

date **22/11/2019**

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.
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ANNEXURE A

This is annexure A of 1 page referred to in Form 604 "Notice of change of interests of substantial holder" dated 22 November 2019.



Mark Bouris

ITEM 1:

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
24/12/2014	Bouris Parties (via YBRN)	Distribution in specie by YBRN	N/A	77,197 ordinary shares	(77,197)
15/09/2017 to 25/09/2017	Bouris Parties (via DC)	On-market acquisitions by DC	\$72,344	498,925 ordinary shares	498,925
23/11/2018	Bouris Parties (via DC)	Off-market acquisition by DC	\$231,800	2,317,995 ordinary shares	2,317,995
20/11/2019	Bouris Parties	Dilution via issue of shares by YBR to unrelated 3rd parties	N/A	N/A	N/A

ITEM 2:

Name	Address
Mark Bouris	c/- Level 11, 1 Chifley Square, Sydney, NSW 2000
Golden Wealth Holdings Pty Ltd	Level 11, 1 Chifley Square, Sydney, NSW 2000
YBR Nominees Pty Ltd	Level 11, 1 Chifley Square, Sydney, NSW 2000
Dual Crown Pty Ltd	Level 11, 1 Chifley Square, Sydney, NSW 2000