

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Simonds Group Limited

ACN/ARSN ACN 143 841 801

1. Details of substantial holder (1)

Name Vallence Gary Simonds and the entities named in section 4 of this Form 604

ACN/ARSN (if applicable) _____

There was a change in the interests of the
substantial holder on

26/10/2018

The previous notice was given to the company on

21/09/2017

The previous notice was dated

21/09/2017

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) |
| Fully paid ordinary shares | 56,138,895 | 39.03%** | 57,857,716* | 40.22%** |

*this number has been corrected for an error in the previous notice by Vallence Gary Simonds which incorrectly stated that Vallence Gary Simonds directly held 281,179 shares.

**calculated on the basis of Simonds Group Limited having total issued voting shares of 143,841,655.

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 |
|----------------|---|---|---|---|---|
| 26/10/2018 | Simonds Constructions Pty Ltd ACN 137 871 982 as trustee for the Simonds Homes Discretionary Trust (Simonds Constructions) | Purchase of shares pursuant to the share transfer form dated 26 October 2018 between Simonds Constructions and FJP Pty Ltd, as described in the document of 1 page which is annexed to this document and marked "Annexure A". | \$1,000,000.00 | 2,000,000 ordinary fully paid shares | Simonds Constructions Pty Ltd ACN 137 871 982 as trustee for the Simonds Homes Discretionary Trust's votes increased by 2,000,000 |

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 |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|

| | | | | | |
|--|--|--|---|------------|------------|
| Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 1 Family Trust | Same as the holder of the relevant interest | Same as the holder of the relevant interest | Holder of fully paid ordinary shares | 6,560,004 | 6,560,004 |
| Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 2 Family Trust | Same as the holder of the relevant interest | Same as the holder of the relevant interest | Holder of fully paid ordinary shares | 9,840,006 | 9,840,006 |
| Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 3 Family Trust | Same as the holder of the relevant interest | Same as the holder of the relevant interest | Holder of fully paid ordinary shares | 16,400,010 | 16,400,010 |
| Simonds Constructions Pty Ltd ACN 137 871 982 as trustee for the Simonds Homes Discretionary Trust | Same as the holder of the relevant interest | Same as the holder of the relevant interest | Holder of fully paid ordinary shares | 23,485,018 | 23,485,018 |
| Madisson Constructions Pty Ltd ACN 141 838 726 as trustee for the Madisson Homes Trust | Same as the holder of the relevant interest | Same as the holder of the relevant interest | Holder of fully paid ordinary shares | 1,572,678 | 1,572,678 |
| Vallence Gary Simonds (indirect) | Simonds Custodians Pty Ltd, Simonds Constructions Pty Ltd and Madisson Constructions Pty Ltd | Simonds Custodians Pty Ltd, Simonds Constructions Pty Ltd and Madisson Constructions Pty Ltd | Shareholder and sole director of Simonds Custodians Pty Ltd, Simonds Constructions Pty Ltd and Madisson Constructions Pty Ltd, and beneficiary under each trust | 57,857,716 | 57,857,716 |

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 |
|-----------------------------------|-----------------------|
| No change in associations. | |

6. Addresses

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

| Name | Address |
|--|---|
| Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 1 Family Trust | Level 5, 570 St Kilda Road, Melbourne, Victoria, 3004 |
| Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 2 Family Trust | Level 5, 570 St Kilda Road, Melbourne, Victoria, 3004 |
| Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 3 Family Trust | Level 5, 570 St Kilda Road, Melbourne, Victoria, 3004 |
| Simonds Constructions Pty Ltd ACN 137 871 982 as trustee for the Simonds Homes Discretionary Trust | Level 5, 570 St Kilda Road, Melbourne, Victoria, 3004 |
| Madisson Constructions Pty Ltd ACN 141 838 726 as trustee for the Madisson Homes Trust | Level 5, 570 St Kilda Road, Melbourne, Victoria, 3004 |
| Vallence Gary Simonds | Level 5, 570 St Kilda Road, Melbourne, Victoria, 3004 |

print name Vallence Gary Simonds

capacity Shareholder

sign here



date 26/10/2018

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 on 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.

ANNEXURE A

SHARE TRANSFER FORM

This is "Annexure A" of 1 page referred to in Form 604 " Notice of change of interests of substantial holder " by Vallenge Gary Simonds signed by me and dated 26 October 2018.

Signed

A handwritten signature in black ink, appearing to read 'V. Simonds', written over a horizontal line.

Name: Vallenge Gary Simonds

Capacity: Director

AUSTRALIAN STANDARD TRANSFER FORM

AFFIX OR IMPRESS STAMP DUTY HERE

IMPRESS MARKING/CERTIFICATION
STAMP HERE

| | | | |
|---|---|----------------------------|------------------------|
| FULL NAME OF COMPANY OR ELIGIBLE BODY | Simonds Group Limited [SIO] | | |
| FULL DESCRIPTION OF SECURITIES | Class | If not fully paid, paid to | Register |
| QUANTITY | Words | Figures | SELLING BROKER'S STAMP |
| | Two Million | 2,000,000 | |
| FULL NAME(S) OF SELLER(S) | Surname(s) Mr Mrs Miss FJP PTY LTD Given Name(s) <PALAZZO FAMILY S/F A/C> Please use BLOCK letters | | |
| CONSIDERATION | SA \$1,000,000.00 | | Date of Purchase |
| Uncertificated Transferor Identification | SIN/SBN/IPN | HIN | TOTR |
| | X0044695987 | | |
| FULL NAME(S) OF BUYER(S) | Surname(s) Mr Mrs Miss SIMONDS CONSTRUCTIONS PTY LTD <SIMONDS HOMES DISC A/C> Please use BLOCK letters | | |
| FULL POSTAL ADDRESS OF BUYER(S) | PO BOX 6323 MELBOURNE VIC Postcode 3004 | | |
| REMOVAL REQUEST | Please enter these securities on the REGISTER | | |
| Uncertificated Transferee Identification | SIN/SBN/IPN | HIN | TETR |
| | I0000 799 733 94 | | |
| I/We the registered holder(s) and undersigned Seller(s) for the above consideration to hereby transfer to the above name(s) hereinafter called the Buyer(s) or to the several buyers named in Part 2 of the Brokers Transfer Form(s) or Split Transfer Form(s), the Securities as specified above standing in my/our name(s) in the books of the above-named Company or eligible body subject to the several conditions on which I/We held the same at the time of signing hereof and I/We the Buyer(s) to hereby agree to accept the said securities subject to the same conditions. I/We the registered holder(s) and undersigned seller(s) hereby transfer the above securities to the several transferees named in Part 2 of the Brokers Transfer Form(s) or Split Transfer Form(s) relating to the above securities. I/We have not received any notice of revocation of the Power of Attorney by death of the grantor or otherwise, under which this transfer is signed. Delete whichever does not apply. | | | |
| SELLER(S) SIGN HERE | Date Signed Frank Palazzo | | |
| BUYER(S) SIGN HERE | Date Signed Vallence Gary Simonds | | |
| Transferor's Broker hereby certifies:- (a) As to the Validity of Documents (b) That Stamp Duty, if payable has been or will be paid. ORIGINAL SIGHTED - MELBOURNE Date 26/10/2018 Signed Tiffany Lin Name | | | |
| Transferor's Broker's Stamp Affixed at on:- FOR COMPANY USE Lodging Agent's Stamp | | | |