

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

18/09/2020

The previous notice was given to the company on

06/07/2020

The previous notice was dated

06/07/2020

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	62,865,641	43.70%*	64,715,641	44.99%*

*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
26/06/2020	Simonds Corporation Pty Ltd ACN 082 436 495 as trustee for the Simonds Investment Trust (Simonds Corporation)	On market share purchases between the 5 th of June 2020 and the 26 th of June 2020 as described in the document of 1 page which is annexed to the document and marked "Annexure A"	\$642,939.39	1,850,000 ordinary fully paid shares	Simonds Corporation Pty Ltd ACN 082 436 495 as trustee for the Simonds Investment Trust's votes increased by 1,850,000

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	25,747,701	25,747,701
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
Simonds Corporation Pty Ltd ACN 082 436 495 as trustee for the Simonds Investment Trust	Same as the holder of the relevant interest	Same as the holder of the relevant interest	Holder of fully paid ordinary shares	4,594,962	4,594,962
Vallence Gary Simonds	Same as the holder of the relevant interest	Same as the holder of the relevant interest	Holder of fully paid ordinary shares	280	280
Vallence Gary Simonds (indirect and direct)	Simonds Custodians Pty Ltd, Simonds Constructions Pty Ltd, Madison Constructions Pty Ltd, Simonds Corporation Pty Ltd & Vallence Gary Simonds	Simonds Custodians Pty Ltd, Simonds Constructions Pty Ltd, Madison Constructions Pty Ltd, Simonds Corporation Pty Ltd and Vallence Gary Simonds	Shareholder and sole director of Simonds Custodians Pty Ltd, Simonds Constructions Pty Ltd, Madison Constructions Pty Ltd, Simonds Corporation Pty Ltd and beneficiary under each trust. Holder and Beneficiary in own name.	64,715,641	64,715,641

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 Corporation Pty Ltd ACN 082 436 495 as trustee for the Simonds Investment 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

Signature

print name Vallence Gary Simonds

capacity Shareholder

sign here

date 18/09/2020

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 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.
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Annexure A

Shares acquired in June 2020 by VG Simonds related entities

<i>Date</i>	<i>\$</i>	<i>#</i>
5/06/2020	42,798.12	128,404
9/06/2020	111,010.94	336,401
10/06/2020	111,073.94	339,895
11/06/2020	20,310.83	62,153
12/06/2020	11,387.28	35,000
15/06/2020	12,409.11	37,973
16/06/2020	6,636.30	20,000
17/06/2020	6,432.51	18,920
18/06/2020	21,819.35	65,000
19/06/2020	56,834.18	166,245
22/06/2020	38,224.79	112,068
23/06/2020	21,195.94	62,000
24/06/2020	31,581.96	92,380
25/06/2020	45,324.14	131,033
26/06/2020	12,900.57	36,971
29/06/2020	46,454.10	132,000
30/06/2020	241,922.39	687,426
Total	838,316.45	2,463,869

Annexure A

Shares acquired in September 2020 by VG Simonds related entities		
<i>Date</i>	<i>\$</i>	<i>#</i>
4/09/2020	39,700.20	120,534
8/09/2020	82,960.71	250,021
9/09/2020	38,232.02	121,168
11/09/2020	12,267.10	35,000
14/09/2020	10,454.05	30,579
15/09/2020	2,919.22	8,539
16/09/2020	421,371.82	1,185,383
17/09/2020	35,034.27	98,776
Total	642,939.39	1,850,000