

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme YELLOW BRICK ROAD HOLDINGS LIMITED

ACN/ARSN ACN 119 436 083

1. Details of substantial holder(1)

Name MARK LEIGH BOURIS, GOLDEN WEALTH HOLDINGS PTY LIMITED ACN 123 500 238 and YBR NOMINEES PTY LIMITED
ACN/ARSN (if applicable) ACN 141 865 867

There was a change in the interests of the substantial holder on 29/08/2014

The previous notice was given to the company on 29/08/2013

The previous notice was dated 29/08/2013

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	45,750,192	23.5%	51,288,458	18.4%

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"			

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
		SEE ANNEXURE "B"			

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
	NOT APPLICABLE

6. Addresses

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

Name	Address
	SEE ANNEXURE "C"

Signature

print name **MARK LEIGH BOURIS**

capacity **Director**

sign here

date **29/08/2014**

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.

ANNEXURE "A"

This is annexure "A" of 1 page referred to in Form 604 "Notice of change of interests of substantial holder" dated 29 August 2014.

Mark Leigh Bouris

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
29/08/14	Mark Leigh Bouris, Golden Wealth Holdings Pty Limited and YBR Nominees Pty Limited	Dilution of shareholding down to 16.6% due to the issue of 77,195,813 new fully paid ordinary shares by the Company as approved under resolution 2 passed at shareholders meeting of the Company on 27/8/14.	N/A	N/A	N/A
29/08/14	Mark Leigh Bouris and Golden Wealth Holdings Pty Limited	Issue of 6,000,000 new fully paid ordinary shares to Golden Wealth Holdings Pty Limited as approved under resolution 4 passed at shareholders meeting of the Company on 27/8/14.	Nil cash payable for shares. Issued in consideration for Lock In/Lock Out arrangements under new consultancy arrangement, the details of which are explained in the explanatory memorandum and notice of general meeting to the Company's shareholders dated 18 July 2014.	6,000,000 ordinary shares	6,000,000

ANNEXURE "B"

This is annexure "B" of 1 page referred to in Form 604 "Notice of change of interests of substantial holder" dated 29 August 2014.

Mark Leigh Bouris

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
Mark Leigh Bouris	Golden Wealth Holdings Pty Limited	Golden Wealth Holdings Pty Limited	Pursuant to section 608(3)(b) of the Corporations Act as Mark Leigh Bouris controls Golden Wealth Holdings Pty Limited	49,453,865 ordinary shares	49,453,865
Mark Leigh Bouris	YBR Nominees Pty Limited	YBR Nominees Pty Limited	Pursuant to section 608(3)(b) of the Corporations Act as Mark Leigh Bouris controls YBR Nominees Pty Limited and YBR Nominees Pty Limited has been given power to control the votes by the beneficial owners of the 1,834,593 shares	1,834,593 ordinary shares	1,834,593
Golden Wealth Holdings Pty Limited	Golden Wealth Holdings Pty Limited	Golden Wealth Holdings Pty Limited	Registered owner	49,453,865 ordinary shares	49,453,865
YBR Nominees Pty Limited	YBR Nominees Pty Limited	YBR Nominees Pty Limited	Registered owner and pursuant to a relevant agreement with each beneficial owner of the 1,834,593 shares, in respect of which a copy of each agreement was attached as annexure "E" to the Notice of initial substantial holder given to the Company and copied to the ASX on 31 May 2011.	1,834,593 ordinary shares	1,834,593

ANNEXURE "C"

This is annexure "C" of 1 page referred to in Form 604 "Notice of change of interests of substantial holder" dated 29 August 2014.

Mark Leigh Bouris

Name	Address
Mark Leigh Bouris	Level 11, 1 Chifley Square, Sydney, NSW 2000
Golden Wealth Holdings Pty Limited	Level 11, 1 Chifley Square, Sydney, NSW 2000
YBR Nominees Pty Limited	Level 11, 1 Chifley Square, Sydney, NSW 2000