



16 September 2016

Mills Oakley
ABN: 51 493 069 734

Our ref: GCDS/GCDS/3221691

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Dear Sir/Madam

Notice of Initial Substantial Holder: Form 603

We act for Henry Morgan Limited ACN 602 041 770 in relation to its interest in Simonds Group Limited ACN 143 841 801 (SIO).

In accordance with section 671B of the *Corporations Act 2001* (Cth), we attach a Form 603 in relation to SIO.

Yours sincerely

A handwritten signature in black ink, appearing to read 'G Douglas', with a long horizontal flourish extending to the right.

GAVIN DOUGLAS
PARTNER

NOTICE

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Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holder

To Company Name/Scheme Simonds Group LimitedACN/ARSN 143 841 801

1. Details of substantial holder (1)

Name Henry Morgan LimitedACN/ARSN (if applicable) 602 041 770The holder became a substantial holder on 15/09/2016

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	7,216,728	7,216,728	5.012%

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
Henry Morgan Limited	Registered holder of the securities	7,216,728 Fully Paid Ordinary Shares

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
Henry Morgan Limited	Henry Morgan Limited	Henry Morgan Limited	7,216,728 Fully Paid Ordinary Shares

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	
See Annexure A of 1 page				

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
Nil	Nil

7. Addresses

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

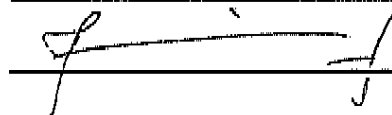
Name	Address
Henry Morgan Limited	144 Union Street, Spring Hill, QLD, Australia, 4000

Signature

print name Jody Wright

capacity Company Secretary

sign here



date 16 / 09 / 16

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.

'A'

THIS ANNEXURE 'A' OF 1 PAGE
REFERRED TO IN FORM 603 – NOTICE
OF INITIAL SUBSTANTIAL HOLDER

Signature: Name: Jody WrightDate: 16/09/16To Company Name/Scheme: Simonds Group LimitedACN/ARSN: 143 841 801

5. Consideration

Holder of relevant interest	Date of acquisition	Value	Consideration	Class of security	Number of securities
Henry Morgan Limited	02/09/2016	\$0.45	\$2,848.50	ORD	6,330
Henry Morgan Limited	02/09/2016	\$0.44	\$143,535.92	ORD	32,6218
Henry Morgan Limited	02/09/2016	\$0.435	\$85,888.14	ORD	197,444
Henry Morgan Limited	02/09/2016	\$0.43	\$22,583.60	ORD	52,520
Henry Morgan Limited	02/09/2016	\$0.41	\$773,373.57	ORD	1,886,277
Henry Morgan Limited	02/09/2016	\$0.405	\$131,310.32	ORD	324,223
Henry Morgan Limited	02/09/2016	\$0.40	\$163,918.80	ORD	409,797
Henry Morgan Limited	02/09/2016	\$0.395	\$187,000.52	ORD	473,419
Henry Morgan Limited	02/09/2016	\$0.39	\$431,462.46	ORD	1,106,314
Henry Morgan Limited	05/09/2016	\$0.45	\$104,089.95	ORD	231,311
Henry Morgan Limited	05/09/2016	\$0.445	\$7,812.87	ORD	17,557
Henry Morgan Limited	05/09/2016	\$0.44	\$119,260.68	ORD	271,047
Henry Morgan Limited	05/09/2016	\$0.435	\$19,079.97	ORD	43,862
Henry Morgan Limited	05/09/2016	\$0.43	\$2,902.50	ORD	6,750
Henry Morgan Limited	07/09/2016	\$0.445	\$81,224.52	ORD	182,527
Henry Morgan Limited	07/09/2016	\$0.44	\$58,728.12	ORD	133,473
Henry Morgan Limited	09/09/2016	\$0.425	\$70,930.80	ORD	166,896
Henry Morgan Limited	09/09/2016	\$0.42	\$87,499.86	ORD	208,333
Henry Morgan Limited	12/09/2016	\$0.42	\$42,000.00	ORD	100,000
Henry Morgan Limited	13/09/2016	\$0.44	\$63,800.00	ORD	145,000
Henry Morgan Limited	13/09/2016	\$0.435	\$32,722.88	ORD	75,225
Henry Morgan Limited	13/09/2016	\$0.43	\$63,831.35	ORD	148,445
Henry Morgan Limited	14/09/2016	\$0.435	\$25,573.65	ORD	58,790
Henry Morgan Limited	15/09/2016	\$0.43	\$255,850.00	ORD	595,000
Henry Morgan Limited	15/09/2016	\$0.42	\$21,000.00	ORD	50,000