

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Simonds Group Limited

ACN/ARSN ACN 143 841 801

1. Details of substantial holder (1)

Name April Pamela Waddell

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 20/09/2017

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 securities	72,399,555	72,399,555	50.33%*

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

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
April Pamela Waddell	Holder of fully paid ordinary shares	310,000
For associates, see Annexure B of this form.		

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
April Pamela Waddell	Same as the holder of the relevant interest	Same as the holder of the relevant interest	310,000
For associates, see Annexure B of this form.			

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	
F.J.P. Pty Ltd	30.08.2017	\$2,581,437.60	nil	7,170,660
F.J.P. Pty Ltd	5.06.2017, 21.06.2017, 23.06.2017, 23.06.2017, 29.06.2017	\$140,905.13	nil	459,408

F.J.P. Pty Ltd	24.05.2017, 29.05.2017, 30.05.2017, 31.05.2017	\$754,439	nil	2,440,592
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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
Simonds Custodians Pty Ltd ACN 050 199 365 Simonds Constructions Pty Ltd ACN 137 871 982 Madisson Constructions Pty Ltd ACN 141 838 726 Vallence Gary Simonds F.J.P Pty Ltd ACN 075 796 824 Mark Vujovich (each an Associated Party)	Each Associated Party became an associate of the substantial holder by reason of their relevant agreement entered into on 20 September 2017 to sign and deliver the notice of the same date pursuant to rule 3.10(a)(ii) of the Constitution of Simonds Group Limited, a copy of which is annexed and marked "A". Details of the relevant interests of the Associated Parties are set out in Annexure B to this form.

7. Addresses

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

Name	Address
April Pamela Waddell	C/- Level 1, 570 St Kilda Road, Melbourne, Victoria 3004
Mark Vujovich	Unit 1702, 60 Siddeley Street, Docklands, Victoria, 3008
F.J.P Pty Ltd	C/- Pitcher Partners PO BOX 5193 Melbourne VIC 3000
Simonds Custodians Pty Ltd	Level 5, 570 St Kilda Road, Melbourne, Victoria 3004
Simonds Custodians Pty Ltd	Level 5, 570 St Kilda Road, Melbourne, Victoria 3004
Simonds Custodians Pty Ltd	Level 5, 570 St Kilda Road, Melbourne, Victoria 3004
Simonds Constructions Pty Ltd	Level 5, 570 St Kilda Road, Melbourne, Victoria 3004
Madisson Constructions Pty Ltd	Level 5, 570 St Kilda Road, Melbourne, Victoria 3004
Vallence Gary Simonds	Level 5, 570 St Kilda Road, Melbourne, Victoria 3004

Signature

print name April Pamela Waddell

capacity

sign here

date 22/09/2017

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:

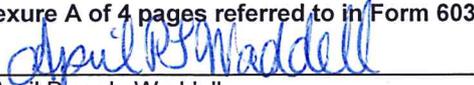
- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, 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, moneys 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.
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This is the Annexure A of 4 pages referred to in Form 603

Signed:



Name:

April Pamela Waddell

Date:

22.09.2017

20 September 2017

Simonds Group Limited
Level 1, 570 St Kilda Road
Melbourne, VIC 3004

Attention: Company Secretary

Dear Elizabeth

Notice under rule 3.10(a)(ii) of the Constitution of Simonds Group Limited

We the undersigned, being members of Simonds Group Limited ACN 143 841 801 (the "**Company**") holding a majority of the issued shares of the Company conferring the right to vote, hereby remove the following directors from office:

- (a) Susan Mary Oliver; and
- (b) Michael James Humphris

pursuant to rule 3.10(a)(ii) of the Company's Constitution.

SIGNED:

**EXECUTED by MADISSON
CONSTRUCTIONS PTY LTD ACN 141
838 726 ATF MADISSON HOMES
TRUST:**



Signature of sole director



Name

**EXECUTED by SIMONDS
CONSTRUCTIONS PTY LTD ACN 137
871 982 ATF SIMONDS HOMES
DISCRETIONARY TRUST HOMES
TRUST:**

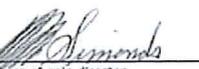


Signature of sole director

Valence Gary Simonos

Name

**EXECUTED by SIMONDS CUSTODIANS
PTY LTD ACN 050 199 365 ATF GARY
SIMONDS NO 1 FAMILY TRUST:**



Signature of sole director

Valence Gary Simonos

Name

**EXECUTED by OF SIMONDS
CUSTODIANS PTY LTD ACN 050 199
365 ATF GARY SIMONDS NO. 2
FAMILY TRUST:**



Signature of sole director

Valence Gary Simonos

Name

**EXECUTED by SIMONDS CUSTODIANS
PTY LTD ACN 050 199 365 ATF GARY
SIMONDS NO. 3 FAMILY TRUST:**



Signature of sole director

VOLLENCE Gary Simonds

Name

EXECUTED by MARK VUJOVICH



Signature of Mark Vujovich

**EXECUTED by APRIL PAMELA
WADDELL**



Signature of April Pamela Waddell

EXECUTED by F.J.P. PTY LTD ACN 075
796 824:

Signature of director

side

Name

FRANK PALAZZO

Signature of director/secretary

Name

This Annexure B of 1 page referred to in Form 603

Signed: April P Waddell
 Name: April Pamela Waddell
 Date: 22.09.2017

Associated Parties

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
F.J.P Pty Ltd ACN 075 796 824	Same as the holder of the relevant interest	Same as the holder of the relevant interest	Holder of fully paid ordinary shares	15,070,660	15,070,660
Mark Vujovich	Same as the holder of the relevant interest	Same as the holder of the relevant interest	Holder of fully paid ordinary shares	880,000	880,000
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	21,485,018	21,485,018
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	Same as the holder of the relevant interest	Same as the holder of the relevant interest	Holder of fully paid ordinary shares	281,179	281,179