



Lifestyle Communities Limited
Level 2, 35 Market Street
South Melbourne Vic 3205
ABN 11 078 675 153

**Lifestyle Communities Limited
Annual General Meeting**

**Notice is hereby given of the Annual General Meeting of the company to be held at
St. Michaels Centre, 120 Collins Street, Melbourne (behind St Michaels Church)
on Thursday 24 November 2011 at 10:00am.**

21 October 2011

Dear Shareholder,

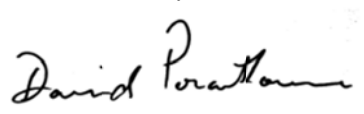
On behalf of Lifestyle Communities Limited, I would like to invite you to attend our Annual General Meeting on Thursday 24 November 2011 at 10:00am to be held at St. Michaels Centre, 120 Collins Street, Melbourne (behind St. Michaels Church).

Full details of the Meeting are set out in the enclosed Notice of Annual General Meeting and accompanying documentation, including a Proxy Nomination Form and information on the proposed resolutions for consideration by members.

The company no longer mails a hard copy of the Annual Report to every member. The 2010/11 Lifestyle Communities Limited Annual Report (including Auditors Report and Directors Report) is now accessible at **www.lifestylecommunities.com.au** under the Investor Information section to either read online or Shareholders may choose to download a copy from the website. However should you like us to send you a hard copy of the Annual Report and have not previously requested a copy, please make the request in writing to Investor Relations, Lifestyle Communities Limited, Level 2, 35 Market Street, South Melbourne, Victoria, 3205.

The next twelve months for your company promises even more activity with the continued development of several projects across Victoria. Lifestyle Communities is in an exciting phase of growth and I look forward to your continued support of the Company.

Yours sincerely



David Paranthoiene
Chairman
21 October 2011



NOTICE OF ANNUAL GENERAL MEETING

AGENDA

Business

- Presentation of the Financial Statements for the year ended 30th June 2011.
- To receive and consider the Financial Report of the Company for the year ended 30th June 2011 and the related Directors' Report (including Remuneration Report), Directors' Declaration and Auditor's Report.

Resolution 1: Approval of the Lifestyle Communities Limited Remuneration Report

To consider, and if thought fit, to pass the following resolution as an ordinary resolution in accordance with section 250R of the Corporations Act:

"That the Remuneration Report that forms part of the Company's Directors' Report of the Company for the financial year ended 30th June 2011 be adopted."

Please note that a vote on this resolution is advisory only and does not bind the Directors or the Company. The Board abstains from making a recommendation in relation to this resolution.

Voting Exclusion: The key management personnel (KMP) being Mr. Bruce Carter, Mr. James Kelly, Mr. Dael Perlov, Mr. David Paranthoene and Mr. Tim Poole or their close related parties must not vote on Resolution 1.

An exception to this prohibition exists where the person is exercising a directed proxy (which specifies how the proxy is to vote on the proposed resolution) on behalf of someone other than the KMP or the closely related party.

A KMP or their closely related party that is appointed as a proxy must not exercise the proxy on a resolution connected directly or indirectly with the remuneration of a KMP if the proxy is undirected (that is, if the appointment does not specify the way the proxy is to vote on the resolution). However, the prohibition will not apply if the person is the chair of the meeting at which the resolution is voted on and the shareholder expressly provides informed consent for the Chair to exercise the proxy even if the resolution is connected, directly or indirectly, with the remuneration of a member of their KMP of the company or consolidated entity.

Resolution 2: Re-election of a Director retiring by rotation

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr. Dael Perlov, having retired by rotation in accordance with Clause 8.1 of the Company's Constitution, being eligible and offering himself for re-election be re-elected."

The Directors of the Company recommend shareholders vote in favour of this resolution.



Resolution 3: Re-election of a Director retiring by rotation

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr. Bruce Carter, having retired by rotation in accordance with Clause 8.1 of the Company’s Constitution, being eligible and offering himself for re-election be re-elected.”

The Directors of the Company recommend shareholders vote in favour of this resolution.

By order of the Board of Directors

A handwritten signature in black ink that reads "David Paranthoiene".

David Paranthoiene
Chairman
21 October 2011



NOTES

WHO MAY VOTE

The Company has determined that the Shares of the Company that are quoted on the Australian Stock Exchange as at 10am on Tuesday 22nd November 2011 will be eligible to vote. Accordingly, those persons will be entitled to attend and vote at the meeting.

HOW TO VOTE

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting by Proxy

- a) A member entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy may be allocated a proportion or number of the member's voting rights. If a proportion or number is not specified, each proxy may exercise half the member's voting rights.
- b) A proxy duly appointed need not be a member. In the case of joint holders, all must sign the proxy form.
- c) A proxy form accompanies this notice. To be effective, the proxy form and any document necessary to show the validity of the proxy form must be lodged in accordance with note (f) below not less than 48 hours before the time appointed for the meeting. Any proxy form lodged after that time will be treated as invalid.
- d) Directors and officers of all corporate Shareholders should note that, unless the corporate Shareholder:
 - i) completes and lodges with the Company a valid proxy form; or
 - ii) appoints an individual representative in accordance with the provisions of Section 250D of the Corporations Act 2001 ("the Act") and provides evidence of the appointment at the meeting ; or
 - iii) has appointed an attorney,and the proxy, representative or attorney attends the meeting, then the corporate Shareholder will be unable to exercise any votes at the meeting.
- e) Proxy forms and corporate representative appointment forms may be returned to the Company in any of the following ways:
 - i) by delivery (by hand, mail, courier or facsimile) to the Company Secretary, Lifestyle Communities Limited at its registered office:
 - Level 2, 35 Market Street
 - South Melbourne
 - VIC 3205
 - Facsimile: +61 3 9682-1236
 - ii) by delivery (by hand, mail, courier or facsimile) to the Company's share registry:
 - Computershare Registry Services Pty Ltd
 - Yarra Falls
 - 452 Johnston Street



Abbotsford

VIC 3067

Or

GPO Box 242

Melbourne 3001

Or Facsimile: +61 3 9473 2555 (outside Australia), 1800 783 447 (within Australia)

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www.intermediaryonline.com

- f) Corporate members should comply with the execution requirements set out on the proxy form or otherwise comply with the provisions of Section 127 of the Act. That section provides that a company may execute a document without using its common seal if the document is signed by:
- i) 2 directors of the company; or
 - ii) a director and a company secretary of the company; or
 - iii) for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Sections 129(5) and (6) of the Act, a document must appear to have been executed in accordance with Section 127(1) or (2) of the Act. This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable.

In particular, if a person who executes the document or witnesses the affixing of a common seal is the sole director and sole company secretary of the company, he or she must state that next to his or her signature.

- g) Completion of a proxy form will not prevent individual members from attending the Meeting in person if they wish. Where a member completes and lodges a valid proxy form and attends the Meeting in person and votes on a resolution, the proxy is not entitled to vote, and must not vote, on the resolution.
- h) Where a proxy form or form of appointment of or certificate of appointment of a corporate representative is lodged and is executed under power of attorney the power of attorney must be lodged in the same manner as a proxy form.
- i) Shareholders and their proxies should be aware of new sections 250BB and 250BC of the Corporations Act that took effect on 1 July 2011. Shareholders and their proxies should be aware of these changes to the Act as they will apply to this Meeting.

Broadly, the changes mean that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.



More detail on these changes is provided below:

Proxy vote if appointment specifies way to vote

Section 250BB provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (ie as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

If a proxy is also a member, section 250BB does not affect the way that the person can cast any votes they hold as a member.

Transfer of non-Chair proxy to Chair in certain circumstances

Section 250BC provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chairman of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting — the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Shareholders should also note the comments above under Resolution 1 as they relate to voting on the Remuneration Report.

EXPLANATORY NOTES

Resolution 1: Approval of the Lifestyle Communities Limited Remuneration Report

Resolution 1 on the Notice of Meeting provides for approval of the Remuneration Report which formed part of the report of the Directors in the Annual Report of the Company for the financial year ended 30 June 2011.

Members should note that, as specified in Section 250R of the Corporations Act 2011, the resolution is advisory only and does not bind the Directors or the Company.



However, if the vote to approve the Remuneration Report receives a 'no' vote by at least 25% of the votes cast, this will constitute a 'first strike'. Where this occurs, the Company's subsequent remuneration report must include an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken.

If:

- a) a 'first strike' occurs at the 2011 Meeting; and
- b) the Company's subsequent remuneration report also receives a 'no vote' at the 2012 Annual General Meeting of at least 25% of the votes cast,

then at the 2012 Annual General Meeting shareholders will be asked to vote to determine whether the directors (other than the Managing Director) will need to stand for re-election. If this spill resolution passes with 50 per cent or more of eligible votes cast, then the 'spill meeting' will take place within 90 days.

Resolution 2: Re-election of a Director retiring by rotation

Under the Company's constitution, one third of the Directors of the Company (other than the Managing Director and a Director appointed by the Directors since the last AGM) must retire from office as Directors at each AGM.

Mr. Dael Perlov is due to retire from the Board in accordance with the constitution, but, being eligible, offers himself for re-election.

A founding member of Lifestyle Communities Limited, Dael was appointed as Executive Director, Operations in 2007. With more than 22 years sales and marketing experience, Dael has a strong background in business innovation. His experience in service delivery to both consumer and corporate markets is invaluable in establishing the robust systems and procedures needed to operate Lifestyle Communities Limited. Dael has not held any directorships in any other listed entities during the past 5 years.

Resolution 3: Re-election of a Director retiring by rotation

Under the Company's constitution, one third of the Directors of the Company (other than the Managing Director and a Director appointed by the Directors since the last AGM) must retire from office as Directors at each AGM.

Mr. Bruce Carter is due to retire from the Board in accordance with the constitution, but, being eligible, offers himself for re-election.

A founding member of Lifestyle Communities Limited, Bruce has more than 24 years' experience in financial and business management. He was the co-founder of the listed telecommunications company Pracom Limited, serving as joint managing director from 1988 to 2002. Bruce brings to Lifestyle Communities Limited extensive knowledge and experience of building and operating complex listed companies. Bruce has not held any directorships in any other listed entities during the past 5 years.

000001 000 LIC
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10:00am Tuesday 22 November 2011

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Lifestyle Communities Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Lifestyle Communities Limited to be held at St. Michaels Centre, 120 Collins Street, Melbourne (behind St Michaels Church) on Thursday, 24 November 2011 at 10:00am and at any adjournment of that meeting.

Important for Item 1 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default
By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 1 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 1, the Chairman of the Meeting will not cast your votes on Item 1 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 1).

The Chairman of the Meeting intends to vote all available proxies in favour of Item 1 of business.

☐

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 1 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel.

STEP 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS	For	Against	Abstain
Resolution 1 Approval of the Lifestyle Communities Limited Remuneration Report	☐	☐	☐
Resolution 2 Re-election of Director - Mr Dael Perlov	☐	☐	☐
Resolution 3 Re-election of Director - Mr Bruce Carter	☐	☐	☐

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

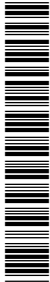
Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /



000001 000 LIC
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Lifestyle Communities Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Lifestyle Communities Limited