*Rule 3.19A.2*

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

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|---|---|
| **Name of entity** | **Lifestyle Communities Limited** |
| **ABN** | **11 078 675 153** |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

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| **Name of Director** | James Stuart Craig |
| **Date of last notice** | 13 March 2013 |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

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|---|---|
| **Direct or indirect interest** | Indirect |
| **Nature of indirect interest (including registered holder)**<br>Note: Provide details of the circumstances giving rise to the relevant interest. | 1. Equitas Nominees Pty Ltd on behalf of Bellwether Investments Pty Ltd as trustee for the York Street Settlement Trust<br>2. Equitas Nominees Pty Ltd on behalf of Bellwether Super Pty Ltd |
| **Date of change** | 15 April 2013 |
| **No. of securities held prior to change** | 1. 3,209,486 (adjusted for one for ten share consolidation)<br>2. - |
| **Class** | Ordinary shares |
| **Number acquired** | 1. –<br>2. 1,000,000 |
| **Number disposed** | 1. 1,000,000<br>2. - |
| **Value/Consideration**<br>Note: If consideration is non-cash, provide details and estimated valuation | 1. $700,000<br>2. $700,000 |

+ See chapter 19 for defined terms.

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|---|---|
| **No. of securities held after change** | 1. 2,209,486<br>2. 1,000,000 |
| **Nature of change**<br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Off-market trades |

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

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| **Detail of contract** | Lifestyle Communities Ltd has issued 1,250,000 five year call options exercisable at 80 cents each to Bellwether Investments Pty Ltd, a controlled entity of James Craig.<br><br>The issue of options are consideration for James Craig agreeing to act as a foundation investor and sub-underwriter in the Entitlement Offer announced on 20 November 2012.<br><br>The options were approved by shareholders on 27 March 2013. |
| **Nature of interest** | Indirect via a controlled entity |
| **Name of registered holder (if issued securities)** | Bellwether Investments Pty Ltd |
| **Date of change** | 15 April 2013 |
| **No. and class of securities to which interest related prior to change**<br>Note: Details are only required for a contract in relation to which the interest has changed | - |
| **Interest acquired** | 1,250,000 options |
| **Interest disposed** | - |
| **Value/Consideration**<br>Note: If consideration is non-cash, provide details and an estimated valuation | $155,500 being the cash sum payable by Lifestyle Communities Limited to Bellwether Investments Pty Ltd if the issue of options were not approved by shareholders. |
| **Interest after change** | 1,250,000 options |

+ See chapter 19 for defined terms.

## Part 3 – +Closed period

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| **Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?** | No |
| **If so, was prior written clearance provided to allow the trade to proceed during this period?** | - |
| **If prior written clearance was provided, on what date was this provided?** | - |

+ See chapter 19 for defined terms.