

**Form 604**

Corporations Act 2001

Section 671B

**Notice of change of interests of substantial holder**To Company Name/Scheme Urbanise.com LimitedACN/ARSN 095 768 086**1. Details of substantial holder (1)**Name Urbanise.com LimitedACN/ARSN (if applicable) 095 768 086

There was a change in the interests of the substantial holder on

01/06/2017

The previous notice was given to the company on

30/03/2017

The previous notice was dated

30/03/2017**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	69 599 015	19.67%	102,183,610	28.87%

**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
Refer Appendix 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
Refer Appendix 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
N/A	

## 6. Addresses

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

Name	Address
Urbanise.com Limited	Level 3, 385 Little Lonsdale St, Melbourne VIC 3000
All Others	Refer Appendix C

## Signature

print name      Kim Clark      capacity      Company Secretary

sign here            date      01/06/2017

## 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 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.

**Form 604 (Urbanise.com Limited)**

**Appendix A – Changes in Relevant Interests**

<b>Date of Change</b>	<b>Person whose Relevant Interest changed</b>	<b>Nature of Change</b>	<b>Consideration given in relation to change</b>	<b>Class and number of securities effected</b>	<b>Persons votes effected</b>
01/06/2017	Urbanise.com Limited	Expiry of voluntary restriction period as per the voluntary restriction deed entered into with the registered holder (Christopher Beauford Leahy)	N/A	1,969,792 Fully Paid Ordinary Shares	1,969,792
01/06/2017	Urbanise.com Limited	Expiry of voluntary restriction period as per the voluntary restriction deed entered into with the registered holder (Jennifer McRae)	N/A	301,503 Fully Paid Ordinary shares	301,503
01/06/2017	Urbanise.com Limited	Expiry of voluntary restriction period as per the voluntary restriction deed entered into with the registered holder (Fox Marketing Management Pty Ltd atf the Fox Superannuation Fund)	N/A	724,559 Fully Paid Ordinary Shares	724,559
01/06/2017	Urbanise.com Limited	Expiry of voluntary restriction period as per the voluntary restriction deed entered into with the registered holder (Fox Marketing Management Pty Ltd atf the Fox Family Trust)	N/A	381,952 Fully Paid Ordinary Shares	381,952
01/06/2017	Urbanise.com Limited	Expiry of voluntary restriction period as per the voluntary	N/A	1,005,008 Fully Paid Ordinary Shares	1,005,008

		restriction deed entered into with the registered holder (Gary Francis Bugden & Margaret Lillian Bugden atf the GF Budgen Super Fund)			
01/06/2017	Urbanise.com Limited	Expiry of voluntary restriction period as per the voluntary restriction deed entered into with the registered holder (Nitarae Nominees Pty Ltd atf Bugden Family Enterprise Account)	N/A	5,909,376 Fully Paid Ordinary Shares	5,909,376
01/06/2017	Urbanise.com Limited	Expiry of voluntary restriction period as per the voluntary restriction deed entered into with the registered holder (Anthony Gary Bugden)	N/A	201,002 Fully Paid Ordinary Shares	201,002
01/06/2017	Urbanise.com Limited	Expiry of voluntary restriction period as per the voluntary restriction deed entered into with the registered holder (David Geoffrey Bugden)	N/A	201,002 Fully Paid Ordinary Shares	201,002
01/06/2017	Urbanise.com Limited	Expiry of voluntary restriction period as per the voluntary restriction deed entered into with the registered holder (Sam Ghais)	N/A	361,778 Fully Paid Ordinary Shares	361,778
01/06/2017	Urbanise.com Limited	Expiry of voluntary restriction period as per the voluntary restriction deed entered into with the registered holder (James Gallon)	N/A	361,778 Fully Paid Ordinary Shares	361,778

01/06/2017	Urbanise.com Limited	Expiry of voluntary restriction period as per the voluntary restriction deed entered into with the registered holder (Paul Robert White)	N/A	140,726 Fully Paid Ordinary Shares	140,726
01/06/2017	Urbanise.com Limited	Expiry of voluntary restriction period as per the voluntary restriction deed entered into with the registered holder (Liu Eu-Tzin & Mu Beng Chet)	N/A	40,225 Fully Paid Ordinary Shares	40,225
01/06/2017	Urbanise.com Limited	Expiry of voluntary restriction period as per the voluntary restriction deed entered into with the registered holder (Paddocks Education Pty Ltd)	N/A	502,504 Fully Paid Ordinary Shares	502,504
07/02/2017	Urbanise.com Limited	Relevant interest under subsection 608(1)(c) of the Corporations Act 2001 – Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder (Argosy Capital)	N/A	43,887,853 Fully Paid Ordinary Shares	43,887,853

**Form 604 (Urbanise.com Limited)**

**Appendix B – Present Relevant Interests**

<b>Holder of Relevant Interest</b>	<b>Registered Holder of Securities</b>	<b>Person Entitled to be registered as holder</b>	<b>Nature of Relevant Interest</b>	<b>Class and Number of Securities</b>	<b>Persons Votes</b>
Urbanise.com Limited	Christopher Beauford Leahy	Christopher Beauford Leahy	Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001 – Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder	1,035,249 Fully Paid Ordinary Shares	1,035,249
Urbanise.com Limited	Jennifer McRae	Jennifer McRae	Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001 – Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder	158,455 Fully Paid Ordinary Shares	158,455
Urbanise.com Limited	Fox Marketing Management Pty Ltd atf the Fox Super Fund	Fox Marketing Management Pty Ltd atf the Fox Super Fund	Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001	485,902 Fully Paid Ordinary Shares	485,902

			– Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder		
Urbanise.com Limited	Fox Marketing Management Pty Ltd atf the Fox Family Account	Fox Marketing Management Pty Ltd atf the Fox Family Account	Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001 – Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder	170,711 Fully Paid Ordinary Shares	170,711
Urbanise.com Limited	Gary Francis Bugden and Margaret Lillian Bugden atf the GF Bugden Super Fund	Gary Francis Bugden and Margaret Lillian Bugden atf the GF Bugden Super Fund	Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001 – Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder	528,187 Fully Paid Ordinary Shares	528,187
Urbanise.com Limited	Nitarae Nominees Pty Ltd atf Bugden Family Enterprise Account	Nitarae Nominees Pty Ltd atf Bugden Family Enterprise Account	Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001	3,405,744 Fully Paid Ordinary Shares	3,405,744

			– Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder		
Urbanise.com Limited	Anthony Gary Bugden	Anthony Gary Bugden	Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001 – Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder	105,638 Fully Paid Ordinary Shares	105,638
Urbanise.com Limited	David Geoffrey Bugden	David Geoffrey Bugden	Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001 – Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder	105,638 Fully Paid Ordinary Shares	105,638
Urbanise.com Limited	Sam Ghais	Sam Ghais	Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001	190,147 Fully Paid Ordinary Shares	190,147



			– Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder		
Urbanise.com Limited	James Gallon	James Gallon	Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001 – Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder	190,147 Fully Paid Ordinary Shares	190,147
Urbanise.com Limited	Paul Robert White	Paul Robert White	Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001 – Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder	73,646 Fully Paid Ordinary Shares	73,646
Urbanise.com Limited	Liu Eu-Tzin & Mu Beng Chet	Lei Eu-Tzin & Mu Beng Chet	Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001	21,138 Fully Paid Ordinary Shares	21,138

			– Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder		
Urbanise.com Limited	Paddocks Education Pty Ltd	Paddocks Education Pty Ltd	Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001 – Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder	244.048 Fully Paid Ordinary Shares	244,048
Urbanise.com Limited	Argosy Capital Limited	Argosy Capital Limited	Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001 – Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder	19,712,147 Fully Paid Ordinary Shares	19,612,147
Urbanise.com Limited	Argosy Capital Limited	Argosy Capital Limited	Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001	43,887,853 Fully Paid Ordinary Shares	43,887,853

			– Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder		
Urbanise.com Limited	Argosy Capital Limited	Argosy Capital Limited	Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001 – Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder	31,440,693 Fully Paid Ordinary Shares	31,440,693

**Form 604 (Urbanise.com Limited)****Appendix C – Addresses**

<b>Name</b>	<b>Address</b>
Christopher Beauford Leahy	52 Maggs St, Wavell Heights QLD 4012
Jennifer McRae	52 Maggs St, Wavell Heights QLD 4012
Fox Marketing Management Pty Ltd aft the Fox Super Fund	3 Dicky Beach Cl, Dicky Beach QLD 4551
Fox Marketing Management Pty Ltd aft the Fox Family Account	3 Dicky Beach Cl, Dicky Beach QLD 4551
Gary Francis Bugden & Margaret Lillian Bugden atf GF Bugden Super Fund	36 Seaview Terrace, Sunshine Beach QLD 4567
Nitarae Nominees Pty Ltd atf the Bugden Family Enterprise Account	PO Box 2240 Noosa Heads QLD 4567
Anthony Gary Bugden	Unit 30310, 67 Blamey St, Kelvin Grove QLD 4059
David Geoffrey Bugden	Villa 5 Street 23A Al Manara, Dubai UAE
Sam Ghais	Villa B20 Royal Marina Offices, Marina Break Waters Abu Dhabi UAE
James Gallon	4C2 Le Trocadero 47 Avenue De Grande Bretagne Monte Carlo MC
Paul Robert White	Le Monte Carlo Star, No18 1ER Etage, 15 BLD Louis II, Monaco
Liu Eu-Tzin & Mu Beng Chet	No 41 Jalandamai Off, Jalantuntazak 55000 Kuala Lumpur
Paddocks Education Pty Ltd	69 Brommersvlei Rpad, Constantia South Africa
Argosy Capital Limited	4 <sup>th</sup> Flr, 22 – 24 Victoria St, Douglas, Isle of Man