

**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

01/07/2017

The previous notice was given to the company on

01/06/2017

The previous notice was dated

01/06/2017**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         | 102,183,610     | 28.87%           | 95,738,610     | 27.05%           |
|                         |                 |                  |                |                  |

**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 *K. Clark* date **01/07/2017**

## 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.

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**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> |
|-----------------------|---|---|--|--|-------------------------------|
| 01/07/2017            | 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  | 1,035,249 Fully Paid Ordinary Shares           | 1,035,249                     |
| 01/07/2017            | Urbanise.com Limited                          | Expiry of voluntary restriction period as per the voluntary restriction deed entered into with the registered holder (Jennifer McRae)   | N/A  | 158,455 Fully Paid Ordinary shares             | 158,455                       |
| 01/07/2017            | 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  | 485,902 Fully Paid Ordinary Shares             | 485,902                       |
| 01/07/2017            | 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  | 170,711 Fully Paid Ordinary Shares             | 170,711                       |
| 01/07/2017            | Urbanise.com Limited                          | Expiry of voluntary restriction period as per the voluntary   | N/A  | 528,187 Fully Paid Ordinary Shares             | 528,187                       |

|            |                      |  |     |                                      |           |
|------------|----------------------|--|-----|--------------------------------------|-----------|
|            |                      | restriction deed entered into with the registered holder (Gary Francis Bugden & Margaret Lillian Bugden atf the GF Budgen Super Fund)  |     |                                      |           |
| 01/07/2017 | 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 | 3,405,744 Fully Paid Ordinary Shares | 3,405,744 |
| 01/07/2017 | 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 | 105,638 Fully Paid Ordinary Shares   | 105,638   |
| 01/07/2017 | 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 | 105,638 Fully Paid Ordinary Shares   | 105,638   |
| 01/07/2017 | Urbanise.com Limited | Expiry of voluntary restriction period as per the voluntary restriction deed entered into with the registered holder (Sam Ghais)   | N/A | 190,147 Fully Paid Ordinary Shares   | 190,147   |
| 01/07/2017 | Urbanise.com Limited | Expiry of voluntary restriction period as per the voluntary restriction deed entered into with the registered holder (James Gallon)  | N/A | 190,147 Fully Paid Ordinary Shares   | 190,147   |

|            |                      |   |     |                                    |         |
|------------|----------------------|---|-----|------------------------------------|---------|
| 01/07/2017 | 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 | 73,646 Fully Paid Ordinary Shares  | 73,646  |
| 01/07/2017 | 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 | 21,138 Fully Paid Ordinary Shares  | 21,138  |
| 01/07/2017 | 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 | 244,048 Fully Paid Ordinary Shares | 244,048 |

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**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               | 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 – Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder | 43,887,853 Fully Paid Ordinary Shares | 43,887,853           |
| Urbanise.com Limited               | Argosy Capital Limited                 | Argosy Capital Limited                            | Relevant interest under subsection 608(1)(c ) of the Corporations Act 2001  | 31,440,693 Fully Paid Ordinary Shares | 31,440,693           |

|  |  |  |  |  |  |
|--|--|--|--|--|--|
|  |  |  | <ul style="list-style-type: none"><li>– Urbanise has the power to control the disposal of these shares by virtue of the voluntary restriction deed entered into with the registered holder</li></ul> |  |  |
|--|--|--|--|--|--|

**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    |