

**Form 604**  
**Corporations Act 2001**  
**Section 671B**

**Notice of change of interests of substantial shareholder**

To: Company Name/Scheme Lifestyle Communities Limited (ASX: LIC)

ACN / ARBN ACN 078 675 153

**1. Details of substantial holder (1)**

Name James Kelly and Associated Entities

ACN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial shareholder on 17/07/2019

The previous notice was given to the company on 29/09/2015

The previous notice was dated 29/09/2015

**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 shareholder 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)
Fully Paid Ordinary Shares	13,045,566	12.58%	12,077,001	11.55%

**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
17 July 2019	MasonKelly Pty Ltd	Off market transfer	Nil - off market transfer due to inheritance	9,116,265 FPO	9,116,265 FPO
	Kelly Superannuation Fund Pty Ltd			2,116,801 FPO	2,116,801 FPO
	Kellymas Pty Ltd			612,500 FPO	612,500 FPO
	James Kelly			200,000 FPO	200,000 FPO
	Lyall Investments Pty Ltd as Trustee for the Lyall Testamentary Trust			31,435 FPO	31,435 FPO
22 May 2017	MasonKelly Pty Ltd	Dilution due to issue of shares	Nil	9,116,265 FPO	9,116,265 FPO
	Kelly Superannuation Fund Pty Ltd			2,116,801 FPO	2,116,801 FPO
	Kellymas Pty Ltd			612,500 FPO	612,500 FPO
	James Kelly			200,000 FPO	200,000 FPO
19 September 2016	MasonKelly Pty Ltd	Dilution due to issue of shares	Nil	10,116,265 FPO	10,116,265 FPO
	Kelly Superannuation Fund Pty Ltd			2,116,801 FPO	2,116,801 FPO

	Kellymas Pty Ltd			612,500 FPO	612,500 FPO
	James Kelly			200,000 FPO	200,000 FPO
23 May 2016	MasonKelly Pty Ltd	Dilution due to issue of shares	Nil	10,116,265 FPO	10,116,265 FPO
	Kelly Superannuation Fund Pty Ltd			2,116,801 FPO	2,116,801 FPO
	Kellymas Pty Ltd			612,500 FPO	612,500 FPO
	James Kelly			200,000 FPO	200,000 FPO
8 March 2016	MasonKelly Pty Ltd	Dilution due to issue of shares	Nil	10,116,265 FPO	10,116,265 FPO
	Kelly Superannuation Fund Pty Ltd			2,116,801 FPO	2,116,801 FPO
	Kellymas Pty Ltd			612,500 FPO	612,500 FPO
	James Kelly			200,000 FPO	200,000 FPO
23 November 2015	MasonKelly Pty Ltd	Dilution due to issue of shares	Nil	10,116,265 FPO	10,116,265 FPO
	Kelly Superannuation Fund Pty Ltd			2,116,801 FPO	2,116,801 FPO
	Kellymas Pty Ltd			612,500 FPO	612,500 FPO
	James Kelly			200,000 FPO	200,000 FPO

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial shareholder 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
MasonKelly Pty Ltd	MasonKelly Pty Ltd	MasonKelly Pty Ltd	Relevant interest under section 608(1)(b) and 608(1)(c) of the <i>Corporations Act 2001</i> (Cth) being a relevant interest arising through having power to exercise a right to vote and a power to dispose of the securities.	9,116,265 Fully Paid Ordinary Shares	9,116,265 Fully Paid Ordinary Shares
Kelly Superannuation Fund Pty Ltd	Kelly Superannuation Fund Pty Ltd	Kelly Superannuation Fund Pty Ltd	Relevant interest under section 608(1)(b) and 608(1)(c) of the <i>Corporations Act 2001</i> (Cth) being a relevant interest arising through having power to exercise a right to vote and a power to dispose of the securities.	2,116,801 Fully Paid Ordinary Shares	2,116,801 Fully Paid Ordinary Shares
Kellymas Pty Ltd	Kellymas Pty Ltd	Kellymas Pty Ltd	Relevant interest under section 608(1)(b) and 608(1)(c) of the <i>Corporations Act 2001</i> (Cth) being a relevant interest arising through having power to exercise a right to vote and a power to dispose of the securities.	612,500 Fully Paid Ordinary Shares	612,500 Fully Paid Ordinary Shares
James Kelly	James Kelly	James Kelly	Direct shareholding	200,000 Fully Paid Ordinary Shares	200,000 Fully Paid Ordinary Shares
Lyall Investments Pty Ltd as Trustee for the Lyall Testamentary Trust	Lyall Investments Pty Ltd as Trustee for the Lyall Testamentary Trust	Lyall Investments Pty Ltd as Trustee for the Lyall Testamentary Trust	Relevant interest under section 608(1)(b) and 608(1)(c) of the <i>Corporations Act 2001</i> (Cth) being a relevant interest arising	31,435 Fully Paid Ordinary Shares	31,435 Fully Paid Ordinary Shares

			through having power to exercise a right to vote and a power to dispose of the securities.		
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## 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 shareholder in relation to voting interests in the company or scheme are as follows:

Name and ACN (if applicable)	Nature of Association
MasonKelly Pty Ltd	Relevant interest under section 608(1)(b) and 608(1)(c) of the <i>Corporations Act 2001</i> (Cth) being a relevant interest arising through having power to exercise a right to vote and a power to dispose of the securities.
Kelly Superannuation Fund Pty Ltd	Relevant interest under section 608(1)(b) and 608(1)(c) of the <i>Corporations Act 2001</i> (Cth) being a relevant interest arising through having power to exercise a right to vote and a power to dispose of the securities.
Kellymas Pty Ltd	Relevant interest under section 608(1)(b) and 608(1)(c) of the <i>Corporations Act 2001</i> (Cth) being a relevant interest arising through having power to exercise a right to vote and a power to dispose of the securities.
James Kelly	N/A
Lyal Investments Pty Ltd as Trustee for the Lyall Testamentary Trust	Relevant interest under section 608(1)(b) and 608(1)(c) of the <i>Corporations Act 2001</i> (Cth) being a relevant interest arising through having power to exercise a right to vote and a power to dispose of the securities.

## 6. Addresses

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

Name	Address
James Kelly and Associated Entities	PO BOX R1696, ROYAL EXCHANGE NSW, 1225, AUS

## Signature

print name James Kelly

sign here



Date 19/07/2019

## 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).
- (7) Details to 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.