

20 November 2012

Manager, Company Announcements  
ASX Limited  
Level 4, North Tower  
525 Collins Street  
Melbourne VIC 3000

Dear Sir/Madam,

**Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)**

Lifestyle Communities Limited ACN 078 675 153 (**the Company**) announced on Tuesday, 20 November 2012 a placement and non-renounceable entitlement offer of 1 fully paid ordinary share in the Company (**Shares**) for every 1 Share held as at 7.00pm (Melbourne time) on Wednesday, 28 November 2012 by eligible shareholders with a registered address in Australia and New Zealand (**Entitlement Offer**).

This notice is given by the Company under section 708AA(2)(f) of the *Corporations Act 2001 (Cth)* (**Act**) as modified by the Australian Securities and Investments Commission (**ASIC**).

The Company advises that:

- 1 the Shares to be issued pursuant to the Entitlement Offer will be offered for issue without disclosure under Part 6D.2 of the Act;
- 2 this notice is being given under section 708AA(2)(f) of the Act as modified by ASIC;
- 3 as at the date of this notice, the Company has complied with:
  - the provisions of Chapter 2M of the Act as they apply to the Company; and
  - section 674 of the Act;
- 4 as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act as modified by ASIC that is required to be set out in this notice; and

- 5 the potential effect the Entitlement Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors including investor demand. James Kelly, the Managing Director of the Company, has a relevant interest in approximately 22% of the Shares before the Entitlement Offer. Bruce Carter, a Director of the Company, has a relevant interest in approximately 23% of the Shares before the Entitlement Offer. Dael Perlov, a Director of the Company, has a relevant interest in approximately 20% of the Shares before the Entitlement Offer. The Company understands that Messrs Kelly and Carter will, in aggregate, subscribe for a minimum of approximately 12% of the total entitlements of all founding shareholder Shares, including those of Dael Perlov, and may acquire additional Shares through sub-underwriting commitments. Accordingly, following the Entitlement Offer:
- James Kelly will have a relevant interest in approximately 13% to 15% of the Shares;
  - Bruce Carter will have a relevant interest in approximately 12% to 13% of the Shares; and
  - Dael Perlov will have a relevant interest in approximately 9% of the Shares; and
- 6 the Entitlement Offer is not expected to have any material effect or consequences on the control of the Company.

Yours faithfully



Geoff Hollis  
Company Secretary