

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Home Consortium Limited (ACN 138 990 593) which has its securities stapled to Home Consortium Developments Limited (ACN 635 859 700) (together, **HomeCo**)

ACN/ARSN As above.

1. Details of substantial holder (1)

Name Home Investment Consortium Company Pty Ltd ACN 614 090 818 as trustee for the Home Investment Consortium Trust (**HICT**) and the persons listed in Annexure A.

ACN/ARSN (if applicable) As stated above and in Annexure A.

There was a change in the interests of the substantial holder on 02/09/2020
The previous notice was given to the company on 07/07/2020
The previous notice was dated 07/07/2020

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)
Stapled securities, comprising one fully paid ordinary share in HCL stapled to one fully paid ordinary share in HCDL (Stapled Securities)	94,292,318	38.25%	101,289,767	39.38%

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
02/09/2020	HICT	Participation in Security Purchase Plan on 21 July 2020. Subsequent decrease in relevant interest as a result of the issue of 6,944,444 Stapled Securities by HomeCo as part of the consideration payable under the acquisition of the freehold interest in an aged care property in Erina, New South Wales on 2 September 2020.	\$2.83 per Stapled Security	10,601 Stapled Securities	10,601

02/09/2020	HICC 2 Pty Ltd ACN 621 961 779 as bare trustee for the Home Acquisition Trust (HICC2)	As above.	\$2.83 per Stapled Security	10,601 Stapled Securities	10,601
02/09/2020	Aurrum Holdings Investment Company Pty Ltd ACN 614 090 603 as trustee for the Aurrum Holdings Investment Trust (Aurrum)	Decrease in relevant interest as a result of the completion of the Security Purchase Plan on 21 July 2020 and the issue of 6,944,444 Stapled Securities by HomeCo as part of the consideration payable under the acquisition of the freehold interest in an aged care property in Erina, New South Wales on 2 September 2020.	N/A	N/A	N/A
02/09/2020	Home Consortium Investments Pty Ltd (ACN 619 972 315) (Investment Company)	Relevant interest under section 608(1)(a) of the Corporations Act as a result of being the registered holder of 6,944,444 Stapled Securities.	\$2.88 per Stapled Security	6,944,444 Stapled Securities	6,944,444
02/09/2020	Aurrum Holdings Pty Ltd (ACN 168 679 123) (Aurrum Holdings)	Relevant interest under sections 608(1)(b) and 608(1)(c) of the Corporations Act, being a relevant interest arising from Aurrum Holdings having control over Investment Company hence the power to exercise, or control the exercise of, a right to vote attached to the relevant securities.	N/A	N/A	N/A
02/09/2020	Mez Pty Limited ACN 166 758 032 as trustee for Di Pilla Family Trust (Mez)	Participation in the Security Purchase Plan on 21 July 2020. Relevant interest under sections 608(1)(b) and 608(1)(c) of the Corporations Act, being a relevant interest arising from Mez having control over Investment Company hence the power to exercise, or control the exercise of, a right to vote attached to the relevant securities.	\$2.83 per Stapled Security	10,601 Stapled Securities	10,601
02/09/2020	ZEM Super Pty Ltd ACN 635 321 907 as trustee for DiPilla Superannuation Fund (ZEM)	Participation in the Security Purchase Plan on 21 July 2020. Subsequent decrease in relevant interest as a result of the issue of 6,944,444 Stapled Securities by HomeCo as part of the consideration payable under the acquisition of the freehold interest in an aged care property in Erina, New South Wales on 2 September 2020.	\$2.83 per Stapled Security	10,601 Stapled Securities	10,601
02/09/2020	David Di Pilla (DDP)	Participation in the Security Purchase Plan on 21 July 2020. Relevant interest under sections 608(1)(b) and 608(1)(c) of the Corporations Act, being a relevant interest arising from DDP having control over Investment Company and hence the power to exercise, or control the exercise of, a right to vote attached to the relevant securities.	\$2.83 per Stapled Security (in relation to the Security Purchase Plan) \$2.88 per Stapled Security (in relation to the issue of 6,944,444 Stapled Securities)	6,997,449 Stapled Securities	N/A

02/09/2020	Primewest Funds Ltd ACN 134 321 216 as trustee for Primewest (Masters) Unit Trust (PMUT)	Reduction in relevant interest due to the completion of the Security Purchase Plan and the issue of 6,944,444 Stapled Securities by HomeCo as part of the consideration payable under the acquisition of the freehold interest in an aged care property in Erina, New South Wales.	N/A	N/A	N/A
02/09/2020	Primewest (HICT) Pty Ltd ACN 615 387 409 (PPL)	Reduction in relevant interest due to the completion of the Security Purchase Plan and the issue of 6,944,444 Stapled Securities by HomeCo as part of the consideration payable under the acquisition of the freehold interest in an aged care property in Erina, New South Wales.	N/A	N/A	N/A
02/09/2020	DDP Capital Pty Ltd ACN 163 122 978 (DDPC)	Participation in the Security Purchase Plan on 21 July 2020. Subsequent decrease in relevant interest the issue of 6,944,444 Stapled Securities by HomeCo as part of the consideration payable under the acquisition of the freehold interest in an aged care property in Erina, New South Wales on 2 September 2020.	\$2.83 per Stapled Security	10,601 Stapled Securities	10,601

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
HICT	HICT (as to 62,232,824 Stapled Securities) HICC2 (as to 31,121,713 Stapled Securities)	HICT (as to 62,232,824 Stapled Securities) HICC2 (as to 31,121,713 Stapled Securities)	Relevant interest under section 608(1)(a) of the Corporations Act 2001 (Cth) (Corporations Act) as a result of being the registered holder of 62,232,824 Stapled Securities, and under sections 608(1)(b) and 608(1)(c) of the Corporations Act by being the sole shareholder of HICC 2 Pty Ltd which (in its capacity as bare trustee for the Home Acquisition Trust) is the registered holder of 31,121,713 Stapled Securities. HICT is also the sole beneficiary of the Home Acquisition Trust. These HomeCo securities are subject to voluntary escrow deeds between HomeCo and HICT (as to 62,232,824 Stapled Securities) and HomeCo and HICC2 Pty Ltd as trustee for the Home Acquisition Trust (as to 31,121,713 Stapled Securities), as disclosed in the ASIC Form 603 lodged by HomeCo on 16 October 2019.	93,354,537 Stapled Securities	62,232,824
HICC 2	HICC2 (as to 31,121,713 Stapled Securities)	HICC2 (as to 31,121,713 Stapled Securities)	Relevant interest under section 608(1)(a) of the Corporations Act as a result of HICC 2 being the registered holder of 31,121,713 fully paid Stapled Securities. These HomeCo securities are subject to a voluntary escrow deed between HICC2 (as to 31,121,713 Stapled Securities), as disclosed in the ASIC Form 603 lodged by HomeCo on 16 October 2019.	31,121,713 Stapled Securities	31,121,713
Aurrum	HICT (as to 62,232,824 Stapled Securities) HICC2 (as to 31,121,713 Stapled Securities)	HICT (as to 62,232,824 Stapled Securities) HICC2 (as to 31,121,713 Stapled Securities)	Relevant interest under sections 608(1)(b) and 608(1)(c) of the Corporations Act, being a relevant interest arising from Aurrum having control over HICT and hence having the power to exercise, or control the exercise of, a right to vote attached to the relevant securities.	93,354,537 Stapled Securities	N/A

Investment Company	Investment Company	Investment Company	Relevant interest under section 608(1)(a) of the Corporations Act as a result of being the registered holder of 6,944,444 Stapled Securities.	6,944,444 Stapled Securities	6,944,444
Aurum Holdings	Investment Company (as to 6,944,444 Stapled Securities)	Investment Company (as to 6,944,444 Stapled Securities)	Relevant interest under sections 608(1)(b) and 608(1)(c) of the Corporations Act, being a relevant interest arising from Aurum Holdings having control over Investment Company hence the power to exercise, or control the exercise of, a right to vote attached to the relevant securities.	6,944,444 Stapled Securities	N/A
Mez	HICT (as to 62,232,824 Stapled Securities) HICC2 (as to 31,121,713 Stapled Securities) Mez (as to 610,980 Stapled Securities) DDPC (as to 67,485 Stapled Securities) Investment Company (as to 6,944,444 Stapled Securities)	HICT (as to 62,232,824 Stapled Securities) HICC2 (as to 31,121,713 Stapled Securities) Mez (as to 610,980 Stapled Securities) DDPC (as to 67,485 Stapled Securities) Investment Company (as to 6,944,444 Stapled Securities)	Relevant interest under section 608(1)(a) of the Corporations Act as a result of being the registered holder of 610,980 Stapled Securities and under sections 608(1)(b) and 608(1)(c) of the Corporations Act in respect of 93,354,537 Stapled Securities, being a relevant interest arising from Mez having control over Aurum, DDPC, Aurum Holdings and Investment Company and hence the power to exercise, or control the exercise of, a right to vote attached to the relevant securities.	100,977,446 Stapled Securities	610,980
ZEM	ZEM	ZEM	Relevant interest under section 608(1)(a) of the Corporations Act as a result of being the registered holder of 312,321 Stapled Securities.	312,321 Stapled Securities	312,321

DDP	HICT (as to 62,232,824 Stapled Securities) HICC2 (as to 31,121,713 Stapled Securities) ZEM (as to 312,321 Stapled Securities) Mez (as to 610,980 Stapled Securities) DDPC (as to 67,485 Stapled Securities) Investment Company (as to 6,944,444 Stapled Securities)	HICT (as to 62,232,824 Stapled Securities) HICC2 (as to 31,121,713 Stapled Securities) ZEM (as to 312,321 Stapled Securities) Mez (as to 610,980 Stapled Securities) DDPC (as to 67,485 Stapled Securities) Investment Company (as to 6,944,444 Stapled Securities)	Relevant interest under sections 608(1)(b) and 608(1)(c) of the Corporations Act, being a relevant interest arising from having control over Mez, DDPC, ZEM, Aurrum Holdings and Investment Company and hence the power to exercise, or control the exercise of, a right to vote attached to the relevant securities.	101,289,767 Stapled Securities	N/A
PMUT	HICT (as to 62,232,824 Stapled Securities) HICC2 (as to 31,121,713 Stapled Securities)	HICT (as to 62,232,824 Stapled Securities) HICC2 (as to 31,121,713 Stapled Securities)	PMUT is deemed to have "voting power" in HICT of more than 20% by virtue of the Term Sheet entered into by PMUT and certain other shareholders of HICT, PMUT has a relevant interest under section 608(3)(a) of the Corporations Act (as to 93,354,537 Stapled Securities).	93,354,537 Stapled Securities	N/A
PPL	HICT (as to 62,232,824 Stapled Securities) HICC2 (as to 31,121,713 Stapled Securities)	HICT (as to 62,232,824 Stapled Securities) HICC2 (as to 31,121,713 Stapled Securities)	PPL is deemed to have "voting power" in HICT of more than 20% by virtue of the Term Sheet entered into by PPL and certain other shareholders of HICT. As a result, PPL has a relevant interest under section 608(3)(a) of the Corporations Act (as to 93,354,537 Stapled Securities).	93,354,537 Stapled Securities	N/A
DDPC	DDPC	DDPC	Relevant interest under section 608(1)(a) of the Corporations Act as a result of being the registered holder of 67,485 Stapled Securities.	67,485 Stapled Securities	67,485

5. Changes in association

N/A

6. Addresses

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

For personal use only

Name	Address
See Annexure A.	

Signature

David Di Pilla

print name

capacity Authorised signatory

sign here

date

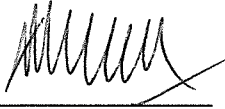
3/9/2020

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
 - (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 on 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.

Annexure A

This is annexure A referred to in Form 604, Notice of change of interests of substantial holder dated ~~8 July 2020~~ **3 SEPTEMBER 2020**



DIRECTOR

Signature

Capacity (director/company secretary)

Date **3/9/2020**

Print name: David Di Pilla

Name	Address
HICT	c/- Baker McKenzie, Tower One – International Towers Sydney, Level 46, 100 Barangaroo Avenue, Barangaroo NSW 2000
HICC2	c/- Baker McKenzie, Tower One – International Towers Sydney, Level 46, 100 Barangaroo Avenue, Barangaroo NSW 2000
Aurum	c/- Baker McKenzie, Tower One – International Towers Sydney, Level 46, 100 Barangaroo Avenue, Barangaroo NSW 2000
Mez	c/- Frank Clune & Son, Level 8, 60 Carrington Street, Sydney NSW 2000
ZEM	c/- Frank Clune & Son, Level 8, 60 Carrington Street, Sydney NSW 2000
DDP	c/- Frank Clune & Son, Level 8, 60 Carrington Street, Sydney NSW 2000
DDPC	c/- Frank Clune & Son, Level 8, 60 Carrington Street, Sydney NSW 2000

Name	Address
PMUT	307-313 Murray Street, Perth WA 6000
PPL	307-313 Murray Street, Perth WA 6000
Aurum Holdings	17 Bay Street, Double Bay NSW 2028
Investment Company	C/- Aurum Holdings Pty Ltd, 17 Bay Street, Double Bay NSW 2028