

26 May 2023

The Manager
Company Announcements Office
ASX Limited
Via ASX Online

NOTICE OF CHANGE IN DIRECTOR INTERESTS – MR NEIL ESPIE SMITH

Kelsian Group Limited (ASX:KLS) (**Kelsian**) attaches a notice of change in director's interests for Mr Neil Espie Smith in accordance with the requirements of listing rule 3.19A.2 and as agent for the director for purposes of section 205G of the Corporations Act, 2001.

Mr Neil Smith has advised Kelsian that the change in his notifiable interests arises from a disposal of shares by the trustee of The Inubia Paulista Trust in which Mr Smith is a beneficiary, and that the principal use of the proceeds of the disposal will be to further support charitable projects undertaken by a UK registered charity called The Relay Trust of which Mr Smith is a trustee. The projects supported by The Relay Trust are educational and community infrastructure projects in Sudan, South Sudan, Madagascar, Mozambique, Angola and Sierra Leone.

Mr Smith participated (through Relay (Australia) Pty Ltd as trustee for The Relay Trust (Australia)) in the recent Kelsian capital raise associated with the proposed acquisition of All Aboard America! Holdings, Inc. and Mr Smith has advised Kelsian that there are no changes in Kelsian's circumstances influencing his decision to dispose of these shares.

Authorised for lodgement with the ASX by the Company Secretary, Joanne McDonald

Further information

For further information, please contact:

Davina Gunn, Investor Relations Manager, +61 (0) 400 896 809
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Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Kelsian Group Limited ("Kelsian")
ABN	49 109 078 257

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Neil Espie Smith
Date of last notice	30 March 2023

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Accuro Trustees (Jersey) Ltd as trustee for the Inubia Paulista Trust (Accuro Trustees). Neil Smith is a beneficiary of the Inubia Paulista Trust and has relevant interests in shares in Kelsian through Accuro Holdings (Jersey) Ltd and Accuro Trustees. Relay (Australia) Pty Ltd (formerly Pacific Transit Pty. Limited) ABN 14 003 922 647 (Relay Australia) as trustee for The Relay Trust (Australia) (formerly Pacific Transit Trust) ABN 56 936 284 072 (Relay Trust). Neil Smith is the sole shareholder and a beneficiary of the Relay Trust.
Date of change	25 May 2023
No. of securities held prior to change	26,765,276
Class	Ordinary shares
Number acquired	Nil
Number disposed	778,704 ordinary shares

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$6.432 average price per ordinary share
No. of securities held after change	25,986,572
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market sale

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.

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