*Rule 3.19A.2*

# 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** | VTX Holdings Limited |
| **ABN** | 80 096 870 978 |

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** | James Robinson |
| **Date of last notice** | 31 October 2014 |

**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** | Indirect |
| **Nature of indirect interest (including registered holder)**<br>Note: Provide details of the circumstances giving rise to the relevant interest. | 1. **Strategic Funding Management Pty Ltd** (Director and shareholder)<br>2. **James & Leslie Robinson ATF The JPR Superannuation Fund** (Trustee and Beneficiary)<br>3. **Sabreline Pty Ltd ATF The JPR Investment Trust** (Director and Beneficiary) |
| **Date of change** | 7 and 11 November 2014 |
| **No. of securities held prior to change** | 1. 2,500,000 Fully paid ordinary shares<br>2. 1,000,000 Fully paid ordinary shares<br>3. 6,000,000 Fully paid ordinary shares; and 5,000,000 Unlisted options (VTXAL) |
| **Class** | ASX: VTX - Fully paid ordinary shares<br>ASX: VTXAK - Options exercisable at $0.025 on or before 25 October 2015 (seeking quotation on ASX)<br>ASX: VTXAL - Unlisted options exercisable at $0.025 on or before 31 August 2018 |

+ See chapter 19 for defined terms.

| | |
|---|---|
| **Number acquired** | 1. Nil<br>2. 1,500,000 Fully paid ordinary shares (ASX: VTX); and<br>300,000 Options (VTXAK - Options exercisable at $0.025 on or before 25 October 2015; seeking quotation on ASX)<br>3. 4,000,000 Fully paid ordinary shares (ASX: VTX); and<br>2,675,000 Options (VTXAK - Options exercisable at $0.025 on or before 25 October 2015; seeking quotation on ASX) |
| **Number disposed** | 1. 2,500,000 Fully paid ordinary shares (ASX: VTX)<br>2. Nil<br>3. Nil |
| **Value/Consideration**<br>Note: If consideration is non-cash, provide details and estimated valuation | $0.01 per Fully paid ordinary share<br>Nil for 600,000 Options (VTXAK - Options exercisable at $0.025 on or before 25 October 2015; seeking quotation on ASX)<br>$0.001 for 2,375,000 Options (VTXAK - Options exercisable at $0.025 on or before 25 October 2015; seeking quotation on ASX) |
| **No. of securities held after change** | 1. Nil<br>2. 2,500,000 Fully paid ordinary shares; and<br>300,000 Options (VTXAK - Options exercisable at $0.025 on or before 25 October 2015; seeking quotation on ASX)<br>3. 10,000,000 Fully paid ordinary shares;<br>2,675,000 Options (VTXAK - Options exercisable at $0.025 on or before 25 October 2015; seeking quotation on ASX); and<br>5,000,000 Unlisted options (VTXAL - Unlisted options exercisable at $0.025 on or before 31 August 2018) |
| **Nature of change**<br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Participation in Securities Purchase Plan as approved by shareholders by an ordinary resolution at the Company's Annual General Meeting held on 21 October 2014 and Off Market Transfers. |

+ See chapter 19 for defined terms.

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

## 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?** | Yes |
| **If so, was prior written clearance provided to allow the trade to proceed during this period?** | Yes |
| **If prior written clearance was provided, on what date was this provided?** | Participation in Securities Purchase Plan as approved by shareholders by an ordinary resolution at the Company's Annual General Meeting held on 21 October 2014. |

+ See chapter 19 for defined terms.

*Rule 3.19A.2*

# 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** | VTX Holdings Limited |
| **ABN** | 80 096 870 978 |

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** | Andrew Haythorpe |
| **Date of last notice** | 31 October 2014 |

**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** | Indirect |
| **Nature of indirect interest (including registered holder)**<br>Note: Provide details of the circumstances giving rise to the relevant interest. | 1. **Ouro Pty Ltd**<br>(Director and shareholder)<br>2. **Mr Andrew John Haythorpe & Mrs Ragen Haythorpe (AJH Superannuation Fund A/C)**<br>(Trustee and Beneficiary) |
| **Date of change** | 7 November 2014 |
| **No. of securities held prior to change** | 1. 15,000,000 Fully paid ordinary shares; and 10,000,000 Unlisted options (VTXAL)<br>2. 5,000,000 Fully paid ordinary shares |
| **Class** | ASX: VTX - Fully paid ordinary shares<br>ASX: VTXAK - Options exercisable at $0.025 on or before 25 October 2015 (seeking quotation on ASX)<br>ASX: VTXAL - Unlisted options exercisable at $0.025 on or before 31 August 2018 |
| **Number acquired** | 1. Nil<br>2. 1,500,000 Fully paid ordinary shares (ASX: VTX); and 300,000 Options (VTXAK - Options exercisable at $0.025 on or before 25 October 2015; seeking quotation on ASX) |

+ See chapter 19 for defined terms.

| | |
|---|---|
| **Number disposed** | Nil |
| **Value/Consideration**<br>Note: If consideration is non-cash, provide details and estimated valuation | $0.01 per Fully paid ordinary share<br>Nil for 300,000 Options (VTXAK - Options exercisable at $0.025 on or before 25 October 2015; seeking quotation on ASX) |
| **No. of securities held after change** | 1. 15,000,000 Fully paid ordinary shares; and 10,000,000 Unlisted options (VTXAL - Unlisted options exercisable at $0.025 on or before 31 August 2018)<br>2. 6,500,000 Fully paid ordinary shares; and 300,000 Options (VTXAK - Options exercisable at $0.025 on or before 25 October 2015; seeking quotation on ASX) |
| **Nature of change**<br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Participation in Securities Purchase Plan as approved by shareholders by an ordinary resolution at the Company's Annual General Meeting held on 21 October 2014. |

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

+ See chapter 19 for defined terms.

## 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?** | Yes |
| **If so, was prior written clearance provided to allow the trade to proceed during this period?** | Yes |
| **If prior written clearance was provided, on what date was this provided?** | Participation in Securities Purchase Plan as approved by shareholders by an ordinary resolution at the Company's Annual General Meeting held on 21 October 2014. |

+ See chapter 19 for defined terms.