

Appendix 3Y Change of Director's Interest Notice

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	Gooroo Ventures Limited
ABN	613 924 744

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	Emmanuel Foundas
Date of last notice	24 October 2016

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) Note: Provide details of the circumstances giving rise to the relevant interest.	Foundas Investments Pty Ltd atf the Foundas Superannuation Fund
Date of change	23 February 2018

+ See chapter 19 for defined terms.

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No. of securities held prior to change	<p><u>Direct</u></p> <p><u>Emmanuel Foundas</u></p> <p>(a) 1,319,171 Ordinary Shares escrowed for 24 months from 19 October 2016</p> <p>(b) 250,000 unlisted options, exercise price \$0.25, expiry date 11 October 2019, with a 24 month escrow period from 19 October 2016.</p> <p>(c) Performance Shares not quoted and classified as restricted securities for a period of 24 months from 19 October 2016: Class A: 1,116,221 Class B: 1,116,221 Class C: 507,373</p> <p><u>Indirect</u></p> <p>(1) <u>Foundas Investments Pty Ltd atf the Foundas Superannuation Fund</u></p> <p>(a) 1,758,894 Ordinary Shares escrowed for 24 month (from 19 October 2016)</p> <p>(b) Performance Shares not quoted and classified as restricted securities for a period of 24 months from 19 October 2016: Class A: 1,488,295 Class B: 1,488,295 Class C: 676,498</p> <p>(2) <u>Ms Kathleen Foundas</u></p> <p>(a) 1,319,171 Ordinary Shares escrowed for 24 month (from 19 October 2016)</p> <p>(b) Performance Shares not quoted and classified as restricted securities for a period of 24 months from 19 October 2016: Class A: 1,116,221 Class B: 1,116,221 Class C: 507,373</p>
Class	Fully paid ordinary shares
Number acquired	500,000
Number disposed	NIL
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.10 (10 cents)

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No. of securities held after change	<u>Direct</u>
	<p data-bbox="884 304 1134 331"><u>Emmanuel Foundas</u></p> <ul style="list-style-type: none"> <li data-bbox="938 333 1444 394">(a) 1,319,171 Ordinary Shares escrowed for 24 months from 19 October 2016 <li data-bbox="938 396 1444 517">(b) 250,000 unlisted options, exercise price \$0.25, expiry date 11 October 2019, with a 24 month escrow period from 19 October 2016. <li data-bbox="938 519 1444 725">(c) Performance Shares not quoted and classified as restricted securities for a period of 24 months from 19 October 2016: Class A: 1,116,221 Class B: 1,116,221 Class C: 507,373 <p data-bbox="884 759 991 786"><u>Indirect</u></p> <ul style="list-style-type: none"> <li data-bbox="938 788 1444 848">(1) <u>Foundas Investments Pty Ltd atf the Foundas Superannuation Fund</u> <ul style="list-style-type: none"> <li data-bbox="938 851 1286 878">(a) 500,000 Ordinary Shares <li data-bbox="938 880 1444 940">(b) 1,758,894 Ordinary Shares escrowed for 24 month (from 19 October 2016) <li data-bbox="938 943 1444 1149">(c) Performance Shares not quoted and classified as restricted securities for a period of 24 months from 19 October 2016: Class A: 1,488,295 Class B: 1,488,295 Class C: 676,498 <li data-bbox="938 1182 1444 1485">(2) <u>Ms Kathleen Foundas</u> <ul style="list-style-type: none"> <li data-bbox="938 1211 1444 1272">(a) 1,319,171 Ordinary Shares escrowed for 24 month (from 19 October 2016) <li data-bbox="938 1274 1444 1485">(b) Performance Shares not quoted and classified as restricted securities for a period of 24 months from 19 October 2016: Class A: 1,116,221 Class B: 1,116,221 Class C: 507,373

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of shares to pursuant to a resolution approved by shareholders
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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.