

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 SKYFII LIMITED |
| ABN 20 009 264 699 |

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 Scott |
| Date of last notice | 22 December 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 | Direct and Indirect |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | |
| Date of change | 15 February 2017 |
| No. of securities held prior to change | 1,144,177 Fully Paid Ords personally 479,877 Fully paid Ords via spouse 3,250,000 options: various exercise prices - personally |
| Class | Fully paid ordinary shares |
| Number acquired | 79,365 Fully Paid Ords (SPP) |
| Number disposed | 0 |

+ See chapter 19 for defined terms.

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| | |
|---|--|
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Via SPP offer at \$0.063 per share |
| No. of securities held after change | 1,223,542 Fully Paid Ords personally 479,877 Fully paid Ords via spouse 3,250,000 options: various exercise prices - personally |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issues pursuant to shareholder approval and on market acquisition (refer above) |

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 | |
| 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 Note: Details are only required for a contract in relation to which the interest has changed | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | |
| Interest after change | |

Part 3 – +Closed period

+ See chapter 19 for defined terms.

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

⁺ See chapter 19 for defined terms.

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

| |
|----------------------------------|
| Name of entity SkyFii Ltd |
| ABN 20 009 264 699 |

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 | Wayne Arthur |
| Date of last notice | 1 March 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 | Direct |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | |
| Date of change | 15 February 2017 |
| No. of securities held prior to change | 11,626,211 Fully paid ordinary shares: Karibu Pty Ltd 550,000 ESP Shares: Wayne Arthur |
| Class | ESP shares – pursuant to shareholder approval |
| Number acquired | 1,225,000 |
| Number disposed | 0 |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | As per ESP terms; notional price \$0.065 per share. |
| No. of securities held after change | 11,626,211 Fully paid ordinary shares: Karibu Pty Ltd 1,225,000 ESP Shares: Wayne Arthur 550,000 ESP Shares: Wayne Arthur |

+ See chapter 19 for defined terms.

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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 | Issued under the Company's ESP, pursuant to shareholder approval. |
|---|---|

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 | |
| 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 Note: Details are only required for a contract in relation to which the interest has changed | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration 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? | No N/A |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | - |
| If prior written clearance was provided, on what date was this provided? | - |

⁺ See chapter 19 for defined terms.

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

| |
|----------------------------------|
| Name of entity Skyfii Ltd |
| ABN 20 009 264 699 |

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 Johnson |
| Date of last notice | 30 January 2017 |

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 |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | N/A |
| Date of change | 15 February 2017 |
| No. of securities held prior to change | 1,441,617 Fully paid ords 1,750,000 options: various exercise prices |
| Class | Fully paid ords |
| Number acquired | 79,365 fully paid ords (SPP) |
| Number disposed | 0 |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | \$.063 per share pursuant to SPP |
| No. of securities held after change | 1,520,982 Fully paid ords 1,750,000 options: various exercise prices |

+ See chapter 19 for defined terms.

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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 | On market purchase |
|---|--------------------|

Part 2 – Change of director's interests in contracts N/A

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 | |
| 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 Note: Details are only required for a contract in relation to which the interest has changed | |
| Interest acquired | |
| Interest disposed | |
| Value/Consideration 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? | No N/A |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | - |
| If prior written clearance was provided, on what date was this provided? | - |

+ See chapter 19 for defined terms.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company name/Scheme Skyfii Limited
ACN/ARSN 009 264 699

1. Details of substantial holder (1)

Name Jagafii Pty Ltd and its related bodies corporate
ACN (if applicable) 164 509 193
There was a change in the interests of the substantial holder on 10 February 2017
The previous notice was given to the company on 11 November 2015
The previous notice was dated 11 November 2015

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) |
| Ordinary shares | 14,378,638 | 10.19% ¹ | 41,865,060 | 16.56% ² |

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 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 |
|------------------|--|-----------------------------------|---|---|-------------------------|
| 10 February 2017 | Jagafii Pty Ltd | Issue of shares | \$726,470.39 | 11,531,276 ordinary shares | 11,531,276 |
| 21 December 2016 | Jagafii Pty Ltd | Issue of shares | \$773,529.62 | 12,278,248 ordinary shares | 12,278,248 |
| 26 February 2016 | Jagafii Pty Ltd | Issue of shares to Skyfii vendors | N/A | 3,676,898 ordinary shares | 3,676,898 |

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 |
|-----------------------------|---------------------------------|--|---|--------------------------------|----------------|
| Jagafii Pty Ltd | Jagafii Pty Ltd | Jagafii Pty Ltd | Pursuant to s608(1) of the Corporations Act – registered holder | 41,865,060 ordinary shares | 41,865,060 |
| Jaga (NSW) Holdings Pty Ltd | Jagafii Pty Ltd | Jagafii Pty Ltd | Pursuant to s608(3)(b) of the Corporations Act – Jon Adgemis controls Jagafii Pty Ltd | 41,865,060 ordinary shares | 41,865,060 |
| Jon Adgemis | Jagafii Pty Ltd | Jagafii Pty Ltd | Pursuant to s608(3)(b) of the Corporations Act – Jon Adgemis controls Jagafii Pty Ltd | 41,865,060 ordinary shares | 41,865,060 |

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN (if applicable) | Nature of association |
|------------------------------|-----------------------|
| N/A | N/A |

¹ Based on 141,135,189 ordinary shares outstanding as at 9 November 2015.

² Based on 252,785,891 ordinary shares outstanding as at 10 February 2017.

6. Addresses

The addresses of the person named in this form are as follows:

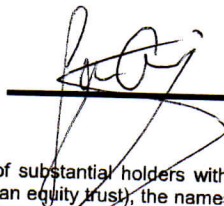
| Name | Address |
|-----------------------------|---|
| Jagafii Pty Ltd | c/- D.C. Cassimis & Co, Suite 104, Level 1, 35-45 Spring Street, Bondi Junction, NSW 2022 |
| Jaga (NSW) Holdings Pty Ltd | c/- D.C. Cassimis & Co, Suite 104, Level 1, 35-45 Spring Street, Bondi Junction, NSW 2022 |
| Jon Adgemis | c/- D.C. Cassimis & Co, Suite 104, Level 1, 35-45 Spring Street, Bondi Junction, NSW 2022 |

Signature

print name Jon Adgemis

Capacity Director of Jagafii Pty Ltd

sign here



date 17 ~~18~~ February 2017

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 contract, scheme or arrangement; and
 - (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).
- (7) See the definition of "relevant agreement" in section 9 of the Corporations Act 2001. 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 of 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.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company name/Scheme Skyfii Limited
ACN/ARSN 009 264 699

1. Details of substantial holder (1)

Name Karibu Pty Ltd
ACN (if applicable) 167 195 422
There was a change in the interests of the substantial holder on 14 February 2017
The previous notice was given to the company on 11 November 2015
The previous notice was dated 11 November 2015

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) |
| Ordinary shares | 8,829,836 | 6.26% ¹ | 13,401,211 | 5.14% ² |

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 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 |
|------------------|--|---|--|---|-------------------------|
| 10 February 2017 | Mr Wayne Arthur | Issue of Employee Share Plan (ESP) Shares | Notional issue price of \$0.065 per ESP share, with a loan from the Company in accordance with the ESP | 1,225,000 ordinary shares | 1,225,000 |
| 26 February 2016 | Karibu Pty Ltd | Issue of shares to Skyfii vendors | N/A | 2,796,375 ordinary shares | 2,796,375 |
| 23 December 2015 | Mr Wayne Arthur | Issue of Employee Share Plan (ESP) Shares | Notional issue price of \$0.148 per ESP share, with a loan from the Company in accordance with the ESP | 550,000 ordinary shares | 550,000 |

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 |
|-----------------------------|---------------------------------|--|---|--------------------------------|----------------|
| Karibu Pty Ltd | Karibu Pty Ltd | Karibu Pty Ltd | Pursuant to s608(1) of the Corporations Act – registered holder | 13,401,211 ordinary shares | 13,401,211 |
| Wayne Arthur | Karibu Pty Ltd | Karibu Pty Ltd | Pursuant to s608(3)(b) of the Corporations Act – Wayne Arthur controls Karibu Pty Ltd | 13,401,211 ordinary shares | 13,401,211 |

¹ Based on 141,135,189 ordinary shares outstanding as at 11 November 2015.

² Based on 260,579,534 ordinary shares outstanding as at 14 February 2017.

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN (if applicable) | Nature of association |
|------------------------------|-----------------------|
| N/A | N/A |

6. Addresses

The addresses of the person named in this form are as follows:

| Name | Address |
|----------------|---|
| Karibu Pty Ltd | c/- Suite 405, Level 4, 56 Berry Street, North Sydney, NSW 2060 |
| Wayne Arthur | c/- Suite 405, Level 4, 56 Berry Street, North Sydney, NSW 2060 |

Signature

print name Wayne Arthur

Capacity Director of Karibu Pty Ltd

sign here



date

15 February 2017

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 contract, scheme or arrangement; and
 - (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 of 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.

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To: Company name/Scheme Skyfii Limited
ACN/ARSN 009 264 699

1. Details of substantial holder (1)

Name Bonduffmex Pty Ltd
ACN (if applicable) 167 171 360
The holder ceased to be a substantial holder on 14 February 2017
The previous notice was given to the company on 11 November 2015
The previous notice was dated 11 November 2015

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4) | Consideration given in relation to change (5) | Class (6) and number of securities affected | Person's votes affected |
|------------------|--|---|--|---|-------------------------|
| 14 February 2017 | Mr Ian Robinson | Dilution due to issue of shares | N/A | 12,982,848 ordinary shares | 12,982,848 |
| 14 February 2017 | Bonduffmex Pty Ltd | Dilution due to issue of shares | N/A | 11,307,848 ordinary shares | 11,307,848 |
| 10 February 2017 | Mr Ian Robinson | Issue of Employee Share Plan (ESP) Shares | Notional issue price of \$0.065 per ESP share, with a loan from the Company in accordance with the ESP | 1,225,000 ordinary shares | 1,225,000 |
| 10 February 2017 | Bonduffmex Pty Ltd | Issue of shares | \$49,999.95 | 793,650 ordinary shares | 793,650 |
| 26 February 2016 | Bonduffmex Pty Ltd | Issue of shares to Skyfii vendors | N/A | 2,557,508 ordinary shares | 2,557,508 |
| 23 December 2015 | Mr Ian Robinson | Issue of Employee Share Plan (ESP) Shares | Notional issue price of \$0.148 per ESP share, with a loan from the Company in accordance with the ESP | 450,000 ordinary shares | 450,000 |

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN (if applicable) | Nature of association |
|------------------------------|-----------------------|
| N/A | N/A |

4. Addresses

The addresses of the person named in this form are as follows:

| Name | Address |
|--------------------|---|
| Bonduffmex Pty Ltd | c/- Suite 405, Level 4, 56 Berry Street, North Sydney, NSW 2060 |
| Ian Robinson | c/- Suite 405, Level 4, 56 Berry Street, North Sydney, NSW 2060 |

Signature

print name Ian Robinson

Capacity Director of Bonduffmex Pty Ltd

sign here



date

14 February 2017

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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 contract, scheme or arrangement; and
 - (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.
- (5) 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 of 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.