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	**RURALCO HOLDINGS LIMITED**
ABN	**40 009 660 879**

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	TRAVIS ANDREW DILLON
Date of last notice	17 August 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) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	27 October 2016 – in relation to the Unvested Performance Rights 15 March 2017 – in relation to the Ordinary Shares
No. of securities held prior to change	195,799 Unvested Performance Rights 67,525 Ordinary Employee Shares
Class	Unvested Performance Rights Ordinary Shares
Number acquired	7,475 Ordinary Shares
Number disposed	60,018 Unvested Performance Rights
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$2.66 per Ordinary Share

+ See chapter 19 for defined terms.

No. of securities held after change	135,781 Unvested Performance Rights 67,525 Ordinary Employee Shares 7,475 Ordinary Shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	The lapse of Unvested Performance Rights and, in relation to the Ordinary Shares, acceptance of offers under the retail component of the Entitlement Offer announced 15 February 2017.

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.