

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	xTV Networks Limited
ABN	16 124 251 396

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	Winton Willesee
Date of last notice	24 December 2018

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.	Chincherinchee Nominees Pty Ltd (nominee of a director-related entity). White Oak Ridge Capital LLC (Mr Willesee is the manager of White Oak Ridge Capital LLC)
Date of change	5 February 2019
No. of securities held prior to change	60,500,000 (pre-consolidation, reconstructed to 302,500)
Class	Fully Paid Ordinary Shares Options (6c, 5 Feb 2023)
Number acquired	20,000,000 Shares 25,000,000 Options
Number disposed	-

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Debt for equity conversion (issued pursuant to effectuation of DOCA as announced to ASX on 6 February 2019 specifically pursuant to Resolution 3 as passed by shareholders at the general meeting held on 9 January 2019)
No. of securities held after change	20,302,500 Fully Paid Ordinary Shares 25,000,000 Options
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Debt for equity conversion (issued pursuant to effectuation of DOCA as announced to ASX on 6 February 2019 specifically pursuant to Resolution 3 as passed by shareholders at the general meeting held on 9 January 2019)

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
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.