

# 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

<b>Name of entity</b>	<b>Grays eCommerce Group Limited</b>
<b>ACN</b>	<b>94 125 736 914</b>

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.

<b>Name of Director</b>	James William Vicars
<b>Date of last notice</b>	21 October 2015

### 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b>  Note: Provide details of the circumstances giving rise to the relevant interest.	<p>a. Gold Fields House Nominees No 2 Pty Limited.</p> <p>b. Manderrah Pty Limited (as trustee for GJJ Family Trust).</p> <p>Mr Vicars is a beneficiary of the Trust and a Director and Shareholder of the Trustee Company.</p> <p>c. CJH Holdings Pty Limited (as trustee for CJH Family Trust).</p> <p>Mr Vicars is a beneficiary of the Trust and a Director of the Trustee Company.</p>
<b>Date of change</b>	20 October 2015

+ See chapter 19 for defined terms.

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### Change of Director's Interest Notice

<b>No. of securities held prior to change</b>	a. 5,142,918 Held by Gold Fields House Nominees No 2 Pty Ltd b. 1,391,353 Held by Manderrah Pty Limited (as trustee for GJJ Family Trust) c. 596,292 Held by CJH Holdings Pty Limited (as trustee for CJH Family Trust)
<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	b. 43,342 c. 18,574
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	20 October: \$0.9489 per share
<b>No. of securities held after change</b>	a. 5,142,918 Held by Gold Fields House Nominees No 2 Pty Ltd b. 1,434,695 Held by Manderrah Pty Limited (as trustee for GJJ Family Trust) c. 614,866 Held by CJH Holdings Pty Limited (as trustee for CJH Family Trust)
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market trades

## 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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	

+ See chapter 19 for defined terms.

<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

**Part 3 – <sup>+</sup>Closed period**

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

Date of Notice: 26 October 2015

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<sup>+</sup> See chapter 19 for defined terms.