

# 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>DGI Holdings Ltd</b>
<b>ABN</b>	<b>75 105 012 066</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>	Roger Steinepreis
<b>Date of last notice</b>	30 August 2012

### **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>	Direct and Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Ranchland Holdings Pty Ltd <RC Steinepreis Family No 1 A/C > - director and shareholder of the trustee and beneficiary of the account.  Workpower Pty Ltd - director and shareholder.  Jacqueline Steinepreis - spouse.
<b>Date of change</b>	10 December 2012
<b>No. of securities held prior to change</b>	Nil
<b>Class</b>	Fully paid ordinary shares and unlisted options with an exercise price of \$0.01 and an expiry date of 31 December 2015.

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+ See chapter 19 for defined terms.

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<b>Number acquired</b>	21,920,000 fully paid ordinary shares and 3,460,000 unlisted options with an exercise price of \$0.01 and an expiry date of 31 December 2015.
<b>Number disposed</b>	Nil.
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	6,920,000 fully paid ordinary shares issued at \$0.001 per share, 3,460,000 unlisted options issued for nil consideration and 15,000,000 fully paid ordinary shares issued at \$0.01 per share.
<b>No. of securities held after change</b>	<p><b>DIRECT</b></p> <p><b>Roger Christian Steinepreis</b></p> <ul style="list-style-type: none"> <li>50,000 fully paid ordinary shares.</li> </ul> <p><b>INDIRECT</b></p> <p><b>Ranchland Holdings Pty Ltd &lt;RC Steinepreis Family No 1 A/C&gt;</b> (director and shareholder of the trustee and beneficiary of the account)</p> <ul style="list-style-type: none"> <li>21,770,000 fully paid ordinary shares.</li> <li>3,460,000 unlisted options with an exercise price of \$0.01 and an expiry date of 31 December 2015.</li> </ul> <p><b>Workpower Pty Ltd</b> (director and shareholder)</p> <ul style="list-style-type: none"> <li>50,000 fully paid ordinary shares.</li> </ul> <p><b>Jacqueline Steinepreis</b> (spouse)</p> <ul style="list-style-type: none"> <li>50,000 fully paid ordinary shares.</li> </ul>
<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	Issue of securities under the Prospectus dated 26 October 2012 and as approved by Shareholders at the General Meeting of Shareholders held on 27 August 2012.

## 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>	Not applicable.
<b>Nature of interest</b>	Not applicable.

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<b>Name of registered holder (if issued securities)</b>	Not applicable.
<b>Date of change</b>	Not applicable.
<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>	Not applicable.
<b>Interest acquired</b>	Not applicable.
<b>Interest disposed</b>	Not applicable.
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable.
<b>Interest after change</b>	Not applicable.

**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>	Not applicable.
<b>If prior written clearance was provided, on what date was this provided?</b>	Not applicable.

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

<b>Name of entity</b>	<b>DGI Holdings Ltd</b>
<b>ABN</b>	<b>75 105 012 066</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>	George Ventouras
<b>Date of last notice</b>	30 August 2012

### **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> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Mr George Ventouras <George Ventouras Fam No1 A/C> - trustee and beneficiary of the account.
<b>Date of change</b>	10 December 2012
<b>No. of securities held prior to change</b>	Nil
<b>Class</b>	Fully paid ordinary shares and unlisted options with an exercise price of \$0.01 and an expiry date of 31 December 2015.
<b>Number acquired</b>	6,520,000 fully paid ordinary shares and 3,260,000 unlisted options with an exercise price of \$0.01 and an expiry date of 31 December 2015.
<b>Number disposed</b>	Nil.

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### Change of Director's Interest Notice

<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	6,520,000 fully paid ordinary shares issued at \$0.001 per share and 3,260,000 unlisted options issued for nil consideration.
<b>No. of securities held after change</b>	<b>Mr George Ventouras &lt;George Ventouras Fam No1 A/C&gt;</b> (trustee and beneficiary of the account) <ul style="list-style-type: none"> <li>• 6,520,000 fully paid ordinary shares.</li> <li>• 3,260,000 unlisted options with an exercise price of \$0.01 and an expiry date of 31 December 2015.</li> </ul>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of securities under the Prospectus dated 26 October 2012 and as approved by Shareholders at the General Meeting of Shareholders held on 27 August 2012.

## 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>	Not applicable.
<b>Nature of interest</b>	Not applicable.
<b>Name of registered holder (if issued securities)</b>	Not applicable.
<b>Date of change</b>	Not applicable.
<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>	Not applicable.
<b>Interest acquired</b>	Not applicable.
<b>Interest disposed</b>	Not applicable.
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable.
<b>Interest after change</b>	Not applicable.

+ See chapter 19 for defined terms.

**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>	Not applicable.
<b>If prior written clearance was provided, on what date was this provided?</b>	Not applicable.

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*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>	DGI Holdings Ltd
<b>ABN</b>	75 105 012 066

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>	Nick Castleden
<b>Date of last notice</b>	30 August 2012

### 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.	David N. Castleden <Bullet Reef Super Fund A/C> - trustee and beneficiary of the account.  Cratonix Pty Ltd - director and shareholder.  Anna Louise Murphy - spouse.
<b>Date of change</b>	10 December 2012
<b>No. of securities held prior to change</b>	Nil
<b>Class</b>	Fully paid ordinary shares and unlisted options with an exercise price of \$0.01 and an expiry date of 31 December 2015.
<b>Number acquired</b>	4,000,000 fully paid ordinary shares and 1,000,000 unlisted options with an exercise price of \$0.01 and an expiry date of 31 December 2015.

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<b>Number disposed</b>	Nil.
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	2,000,000 fully paid ordinary shares issued at \$0.001 per share, 1,000,000 unlisted options issued for nil consideration and 2,000,000 fully paid ordinary shares issued at \$0.01 per share.
<b>No. of securities held after change</b>	<p><b>David N. Castleden &lt;Bullet Reef Super Fund A/C&gt;</b> (trustee and beneficiary of the account)</p> <ul style="list-style-type: none"> <li>1,500,000 fully paid ordinary shares.</li> </ul> <p><b>Cratonix Pty Ltd</b> (director and shareholder)</p> <ul style="list-style-type: none"> <li>1,500,000 fully paid ordinary shares.</li> <li>750,000 unlisted options with an exercise price of \$0.01 and an expiry date of 31 December 2015.</li> </ul> <p><b>Anna Louise Murphy</b> (spouse)</p> <ul style="list-style-type: none"> <li>1,000,000 fully paid ordinary shares.</li> <li>250,000 unlisted options with an exercise price of \$0.01 and an expiry date of 31 December 2015.</li> </ul>
<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	Issue of securities under the Prospectus dated 26 October 2012 and as approved by Shareholders at the General Meeting of Shareholders held on 27 August 2012.

## 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>	Not applicable.
<b>Nature of interest</b>	Not applicable.
<b>Name of registered holder (if issued securities)</b>	Not applicable.
<b>Date of change</b>	Not applicable.
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	Not applicable.

+ See chapter 19 for defined terms.



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<b>Interest acquired</b>	Not applicable.
<b>Interest disposed</b>	Not applicable.
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable.
<b>Interest after change</b>	Not applicable.

**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>	Not applicable.
<b>If prior written clearance was provided, on what date was this provided?</b>	Not applicable.

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**EXPLANATION FOR LATE LODGEMENT OF CHANGE IN DIRECTOR'S INTEREST NOTICES**

Having regard to ASX Listing Rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", the Company makes the following submissions in relation to the late lodgement of the Change of Director's Interest Notices for Messrs. Steinepreis, Ventouras and Castleden:

**(1) Explanation for late lodgement of Appendix 3Ys**

The Appendix 3Ys were not lodged within 5 business days after the change of Director's interests due to an internal administrative oversight. The oversight was corrected as soon as the Company became aware of it.

This administrative oversight occurred whilst the Company was in the process of seeking reinstatement to the ASX. Whilst the Company did not release the Appendix 3Ys regarding the changes in Director interests in the timeframe required by the Listing Rules, the Company had disclosed to the market through the Notice of General Meeting of Shareholders lodged on ASX on 27 July 2012 that the Company's Directors intended to participate in the offer of securities under the Prospectus dated 26 October 2012 and a Form 603 Notice of Initial Substantial Holder for Mr. Steinepreis was released to ASX on 14 December 2012.

The Company confirms that it is aware of and understands its obligations under the Corporations Act 2001 (Cth) and the ASX Listing Rules, in particular the obligations under ASX Listing Rules 3.19A and 3.19B.

**(2) Arrangements in place between the Company and its Directors to ensure that it is able to meet its minimum disclosure obligations under ASX Listing Rule 3.19A**

The Company considers that it has the necessary reporting and notification policies in place to ensure compliance with the disclosure obligations under Listing Rule 3.19A.

In addition, the Board has adopted a Corporate Governance Plan on 7 December 2012 which includes the Trading Policy (as announced to ASX on 19 December 2012). The Directors are aware of their obligations under the ASX Listing Rules that require the Company to notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

**(3) Additional steps being considered by the Company to ensure compliance with Listing Rule 3.19B**

The Company considers its current arrangements are adequate for ensuring the timely notification however in light of the delay described above all Directors have been reminded of their obligations to promptly inform the Company Secretary of any changes in their relevant interests in accordance with the ASX Listing Rules and the Company's Trading Policy.

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