

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 | XTD Limited |
| ABN | 43 147 799 951 |

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 | Frank Hurley |
| Date of last notice | 22 December 2014 |

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 | 24 August 2015 |
| No. of securities held prior to change | 4,036,829 Ordinary Shares 1,050,003 Class A Performance Shares 1,050,003 Class B Performance Shares 1,050,003 Class C Performance Shares 3,750,009 Class D Performance Shares |
| Class | Ordinary Shares & Class A Performance Shares |
| Number acquired | 1,050,003 Ordinary Shares |
| Number disposed | 1,050,003 Class A Performance Shares |

+ See chapter 19 for defined terms.

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| | |
|---|---|
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | N/A |
| No. of securities held after change | 5,086,832 Ordinary Shares 1,050,003 Class B Performance Shares 1,050,003 Class C Performance Shares 3,750,009 Class D Performance 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 | Conversion of Class A Performance Shares into Ordinary Shares |

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? | N/A |
|--|-----|

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| 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 |

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| | |
|-----------------------|-----------------------|
| Name of entity | XTD Limited |
| ABN | 43 147 799 951 |

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 | Mark Niutta |
| Date of last notice | 22 December 2014 |

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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | <ol style="list-style-type: none">1. Mark Niutta Pty Ltd <Mark Niutta Family A/C>2. Mark Niutta Pty Ltd <Mark Niutta S/F A/C>3. Mark Niutta Pty Ltd <Mark Niutta Child Maintenance Trust> |
| Date of change | 24 August 2015 |

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|---|--|
| No. of securities held prior to change | <ol style="list-style-type: none"> 1. 2,551,683 Ordinary Shares 600,003 Class A Performance Shares 600,003 Class B Performance Shares 600,003 Class C Performance Shares 3,330,009 Class D Performance Shares 2. 1,592,172 Ordinary Shares 250,000 Class A Performance Shares 250,000 Class B Performance Shares 250,000 Class C Performance Shares 250,000 Class D Performance Shares 3. 636,657 Ordinary Shares 200,000 Class A Performance Shares 200,000 Class B Performance Shares 200,000 Class C Performance Shares 200,000 Class D Performance Shares |
| Class | Ordinary Shares & Class A Performance Shares |
| Number acquired | 1,050,003 Ordinary Shares |
| Number disposed | 1,050,003 Class A Performance Shares |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | N/A |
| No. of securities held after change | <ol style="list-style-type: none"> 1. 3,151,686 Ordinary Shares 600,003 Class B Performance Shares 600,003 Class C Performance Shares 3,330,009 Class D Performance Shares 2. 1,842,172 Ordinary Shares 250,000 Class B Performance Shares 250,000 Class C Performance Shares 250,000 Class D Performance Shares 3. 836,657 Ordinary Shares 200,000 Class B Performance Shares 200,000 Class C Performance Shares 200,000 Class D Performance 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 | Conversion of Class A Performance Shares into Ordinary Shares |

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 |
|---------------------------|-----|

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