

Freshtel Holdings Pty. Ltd.
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Attention: Julia Kagan
Australian Stock Exchange Limited
GPO Box 1784Q
Melbourne
VIC 3001

Friday 12 January 2006

Dear Ms Kagan,

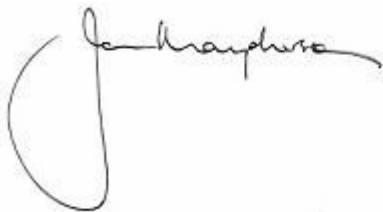
RE: Appendix 3Y

Please find attached amended Appendix 3Y's for Mr Sebastian Filzek, Mr David Elbourn and Mr Peter Warner. The amendments reflect the disposal of all Performance Shares previously held, on conversion to new Class A Performance Shares.

The Appendix Y relating to Mr Sebastian Filzek filed on 28 October 2005 also incorrectly listed the Ordinary Shares held as totalling 350,587. This figure should be 10,357,979 and has been correctly shown on the attached Appendix 3Y filed in relation to his holdings.

On 21 November the acquisition of the research and development arm of Teragen International Pty Ltd was announced to the market. The details of this transaction also appear on the Appendix 3Y filed in relation to Mr Filzek's interests.

Yours sincerely,



Jan Macpherson
General Counsel and Company Secretary
Freshtel Holdings Ltd

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 30/9/2001.

Name of entity	FRESHTEL HOLDINGS LIMITED
ABN	92 111 460 121

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	SEBASTIAN FILZEK
Date of last notice	29 April 2005

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>	Director Gluaff Investments Pty Ltd as trustee for the Filzek Family trust
Date of change	26 October 2005
No. of securities held prior to change	A Class Performance Shares: 6,101,987 B Class Performance Shares: 5,399,989 C Class Performance Shares: 5,399,989 Ordinary Shares: 10,297,979
Class	As above
Number acquired	New Class A Performance Shares: 6,102,095
Number disposed	Performance Shares: 16,901,965
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Performance Shares: Conversion only Ordinary Shares: \$11,000

No. of securities held after change	Class A Performance Shares: 6,102,095 Ordinary Shares: 10,347,979
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<u>Performance Shares:</u> As a result of a resolution of the members, all of the Class B Performance Shares and Class C Performance Shares previously held have been converted into Class A Performance Shares at the rate of 100,000 for 1. This has had the effect of cancelling the Class B and Class C Performance Shares. <u>Ordinary Shares:</u> Participation in Private Placement

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	Contract entered into on 4 January 2005 under which research and development services in relation to the VoIP market were to be provided to Freshtel R & D Pty Ltd by Teragen International Pty Ltd and Gluaff Investments Pty Ltd for a three year period.
Nature of interest	Director of Teragen International Pty Ltd and Gluaff Investments Pty Ltd
Name of registered holder (if issued securities)	
Date of change	21 November 2005
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	The assets, liabilities and obligations of Teragen International Pty Ltd and Gluaff Investments Pty Ltd in so far as they relate to the consultancy agreement dated 4 January 2005 together with the supply of hosting and internet services to Freshtel R & D Pty Ltd

Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	\$169,463.58 plus Freshtel R & D Pty Ltd assumes all employee liabilities
Interest after change	nil

Appendix 3Y

Amended Change of Director's Interest Notice

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Introduced 30/9/2001.

Name of entity	FRESHTEL HOLDINGS LIMITED
ABN	92 111 460 121

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	DAVID ELBOURN
Date of last notice	29 April 2005

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>	Director Mantroz Pty Ltd as trustee for the Elbourn Family trust
Date of change	26 October 2005
No. of securities held prior to change	A Class Performance Shares: 4,173,172 B Class Performance Shares: 3,693,073 C Class Performance Shares: 3,693,073 Ordinary Shares: 7,156,046
Class	As above
Number acquired	New Class A Performance Shares: 4,173,246
Number disposed	Performance Shares; 11,559,318
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Performance Shares: Conversion only Ordinary Shares: \$16,500

No. of securities held after change	Class A Performance Shares: 4,173,246 Ordinary Shares: 7,231,046
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Performance Shares: As a result of a resolution of the members, all of the Class B Performance Shares and Class C Performance Shares previously held have been converted into Class A Performance Shares at the rate of 100,000 for 1. This has had the effect of cancelling the Class B and Class C Performance Shares. Ordinary Shares: Participation in Private Placement

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	

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Amended Change of Director's Interest Notice

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Introduced 30/9/2001.

Name of entity	FRESHTEL HOLDINGS LIMITED
ABN	92 111 460 121

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	PETER WARNER
Date of last notice	29 April 2005

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>	Director Extrico Pty Ltd as trustee for the Warner Family trust
Date of change	26 October 2005
No. of securities held prior to change	A Class Performance Shares: 211,852 B Class Performance Shares: 187,480 C Class Performance Shares: 187,480 Ordinary Shares: 350,587
Class	As above
Number acquired	New Class A Performance Shares: 211,856
Number disposed	Performance Shares: 586,812
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Conversion only

No. of securities held after change	Class A Performance Shares: 211,856 Ordinary Shares: 350,587
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	As a result of a resolution of the members, all of the Class B Performance Shares and Class C Performance Shares previously held have been converted into Class A Performance Shares at the rate of 100,000 for 1. This has had the effect of cancelling the Class B and Class C Performance 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	
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	