

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	MICHAEL CAREW
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 MD & MA Pty Ltd as Trustee for the Carew Family trust
Date of change	26 October 2005
No. of securities held prior to change	Class A Performance Shares: 12,775,018 Class B Performance Shares: 11,305,325 Class C Performance Shares: 11,305,325 Ordinary Shares: 21,340,959
Class	As above
Number acquired	New Class A Performance Shares: 12,775,246
Number disposed	Performance Shares: 35,385,668
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: 12,775,246 Ordinary Shares: 21,340,959

+ See chapter 19 for defined terms.

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<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>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.</p>
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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	
<p>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</p>	
Interest acquired	
Interest disposed	
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	
Interest after change	

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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	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 Gluaff 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 Ordinary Shares: 50,000
Number disposed	Nil
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: 350,587

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<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>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.</p> <p>Ordinary Shares: Participation in Private Placement</p>
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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	
<p>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</p>	
Interest acquired	
Interest disposed	
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	
Interest after change	

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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 Ordinary Shares: 75,000
Number disposed	Nil
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

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<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>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.</p> <p>Ordinary Shares: Participation in Private Placement</p>
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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	
<p>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</p>	
Interest acquired	
Interest disposed	
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	
Interest after change	

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Introduced 30/9/2001.

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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	LESLIE TAYLOR
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>	Beneficiary Ellenborough Securities Pty Ltd
Date of change	26 October 2005
No. of securities held prior to change	500,000
Class	Ordinary
Number acquired	2,500,000
Number disposed	nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$550,000
No. of securities held after change	3,000,000
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Participation in private placement

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

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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	nil
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

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<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>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.</p>
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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.

<p>Detail of contract</p>	
<p>Nature of interest</p>	
<p>Name of registered holder (if issued securities)</p>	
<p>Date of change</p>	
<p>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</p>	
<p>Interest acquired</p>	
<p>Interest disposed</p>	
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	
<p>Interest after change</p>	

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