

# 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>OTHERLEVELS HOLDINGS LIMITED</b> |
| <b>ABN</b>            | <b>88 603 987 266</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>    | Brian Arnold Mitchell |
| <b>Date of last notice</b> | 5 September 2017      |

### 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><br>Note: Provide details of the circumstances giving rise to the relevant interest. | Catch 88 Pty Ltd (as director and shareholder)<br>MT Partners Pty Ltd (as director and shareholder)   |
| <b>Date of change</b>  | 6 <sup>th</sup> to 9 <sup>th</sup> November 2017  |
| <b>No. of securities held prior to change</b>  | 17,668,853 Ordinary Fully Paid Shares held as follows:<br><br>Catch 88 Pty Ltd: 7,474,038<br>MT Partners Pty Ltd: 10,194,815<br><br>Options to acquire Ordinary Shares held as follows:<br>MT Partners Pty Ltd: 4,292,101 |
| <b>Class</b>   | Ordinary shares   |
| <b>Number acquired</b>   | Catch 88 Pty Ltd – 15,000<br>MT Partners Pty Ltd – 300,000  |
| <b>Number disposed</b>   | Nil   |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation  | Catch 88 Pty Ltd - \$0.025 per share<br>MT Partners Pty Ltd - \$0.027 per share   |

+ See chapter 19 for defined terms.

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|---|---|
| <b>No. of securities held after change</b>  | 17,983,853 Ordinary Fully Paid Shares held as follows:<br><br>Catch 88 Pty Ltd: 7,489,038<br>MT Partners Pty Ltd: 10,494,815<br><br>Options to acquire Ordinary Shares held as follows:<br>MT Partners Pty Ltd: 4,292,101 |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | On-market trade   |

### 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>  | N/A |
| <b>Nature of interest</b>  | N/A |
| <b>Name of registered holder (if issued securities)</b>  | N/A |
| <b>Date of change</b>  | N/A |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| <b>Interest acquired</b>   | N/A |
| <b>Interest disposed</b>   | N/A |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   | N/A |
| <b>Interest after change</b>   | N/A |

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**Part 3 – +Closed period**

|  |     |
|--|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a +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>   | N/A |
| <b>If prior written clearance was provided, on what date was this provided?</b>  | N/A |

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