

OUR REF: : Continuous Disclosure

YOUR REF: : Mr IAN CRAIG, fax number 5444 0033

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10 February 2004

Dear Ian ,

RE: CHANGE OF DIRECTOR'S INTEREST NOTICES.

PLEASE FIND ATTACHED CHANGE OF DIRECTOR'S NOTICES ANNEXURE 3D FOR THE FOLLOWING:

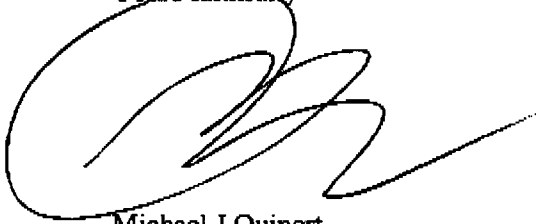
MICHAEL J QUINERT, DIRECTOR, AND SHAREHOLDER OF OAKLEY THOMPSON & CO

MICHAEL J QUINERT, TRUSTEE - THE QUINERT FAMILY TRUST

MICHAEL J QUINERT, DIRECTOR-VICTORIAN LIVESTOCK EXCHANGE LIMITED

Ian, if you have any questions pertaining to any of these notices, please do not hesitate in contacting me at your earliest convenience.

Yours faithfully

A large, stylized handwritten signature in black ink, appearing to be 'MJ Quinert', written over the typed name.

Michael J Quinert

Annexure 3D



Change of Director's Interest Notice

References

Version 1, Operative 12/12/2002

Corporations Act, s.205G

Change of Director's Interest Notice

Information and documents given to BSX become the property of BSX and may be made public.

Name of entity	VICTORIAN LIVESTOCK EXCHANGE LIMITED
ABN	72 078 839 831

We (the entity) give BSX the following information under section 205G of the Corporations Act.

Name of Director	MICHAEL J. QUINEET
Date of last notice	

Part 1 - Change of director's relevant interests in securities

In the case of a company, interests which come within paragraph (f) 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>	AS A DIRECTOR AND SHAREHOLDER OF OAKLEY THOMPSON & CO PTY LTD ABN: 56 092 053 239
Date of change	30/01/2004
No. of securities held prior to change	19,000
Class	A
Number acquired	863
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$1.10 each
No. of securities held after change	19,863
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>	Issue of securities under dividend reinvestment plan.

Date 12/12/2002

Page 1 of 2

Annexure 3D

**Change of Director's Interest Notice****Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests that 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	

VLE

VICTORIAN
LIVESTOCK
EXCHANGE
LIMITEDACN 078 839 031
ABN 72 078 839 031

Registered in Victoria

REGISTERED OFFICE: LEVEL 17, 500 COLLINS STREET
MELBOURNE VICTORIA 3000 AUSTRALIAOAKLEY THOMPSON & CO PTY LTD
LEVEL 17
500 COLLINS STREET
MELBOURNE VIC 3000Holder Number C00000000086
Certificate Number 0000000250Date 30/01/2004
Register VICNumber of Shares
*****863**

Eight Hundred Sixty Three Shares

This is to certify that the abovenamed is Registered as the Holder of Ordinary Fully Paid Shares
(as shown above) in the Company subject to the Company's Constitution.PRINCIPAL SHARE REGISTER:
C/- ASX Perpetual Registrars Limited
Level 4, 333 Collins Street
Melbourne, VIC. 3000
Telephone No.: (03) 9615 9999
Toll Free: 1800 331 721
Fax No.: (03) 9615 9900
www.registrars.aprl.com.au


Director

Director

Given under the Share Seal of the Company on the above date.

The certificate must be surrendered upon
transfer of any of the above Shares.

Auditors Ref. 000253.

This certificate represents shares issued to you from your participation in the
Dividend Reinvestment Plan for the dividend paid on 30 January 2004.

Annexure 3D



Change of Director's Interest Notice

References

Version 1, Operative 12/12/2002

Corporations Act, s.205G

Change of Director's Interest Notice

Information and documents given to BSX become the property of BSX and may be made public.

Name of entity	VICTORIAN Livestock Exchange Limited
ABN	72 078 839 031

We (the entity) give BSX the following information under section 205G of the Corporations Act.

Name of Director	Michael J. Quinert
Date of last notice	

Part 1 - Change of director's relevant interests in securities

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>	Michael J Quinert being trustee of the Quinert Family Trust.
Date of change	30/01/2004
No. of securities held prior to change	57,000
Class	A
Number acquired	2,540
Number disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$ 1.10 each
No. of securities held after change	59,540
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>	Issue of securities under dividend reinvestment plan

Annexure 3D

**Change of Director's Interest Notice****Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests that 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	

VLE

**VICTORIAN
LIVESTOCK
EXCHANGE
LIMITED**

 ACN 078 839 031
 ABN 72 078 839 031

Registered in Victoria

**REGISTERED OFFICE: LEVEL 17, 500 COLLINS STREET
MELBOURNE VICTORIA 3000 AUSTRALIA**
**MR MICHAEL QUINERT
 <THE QUINERT FAMILY A/C>
 C/- LEVEL 17
 500 COLLINS STREET
 MELBOURNE VIC 3000**

Holder Number	Certificate Number
C00000000104	0000000258
Date	Register
30/01/2004	VIC

Number of Shares

*****2,590**

Two Thousand Five Hundred Ninety Shares

This is to certify that the abovenamed is Registered as the Holder of Ordinary Fully Paid Shares
 (as shown above) in the Company subject to the Company's Constitution.

PRINCIPAL SHARE REGISTER:
 C/- ASX Perpetual Registrars Limited
 Level 4, 333 Collins Street
 Melbourne, VIC. 3000
 Telephone No.: (03) 9615 9999
 Toll Free: 1800 331 721
 Fax No.: (03) 9615 9900
www.registrars.aprl.com.au


Director

Director

Given under the Share Seal of the Company on the above date.

 The certificate must be surrendered upon
 transfer of any of the above Shares.

Auditors Ref. 000245

This certificate represents shares issued to you from your participation in the
 Dividend Reinvestment Plan for the dividend paid on 30 January 2004.

Annexure 3D



Change of Director's Interest Notice

References

Version 1, Operative 12/12/2002

Corporations Act, s.205G

Change of Director's Interest Notice

Information and documents given to BSX become the property of BSX and may be made public.

Name of entity	Victorian Livestock Exchange Limited
ABN	72 078 839 081

We (the entity) give BSX the following information under section 205G of the Corporations Act.

Name of Director	Michael J. Quinert
Date of last notice	

Part 1 - Change of director's relevant interests in securities

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>	Michael J. Quinert is a director of the Victorian Livestock Exchange Limited
Date of change	30 / 01 / 2004
No. of securities held prior to change	44,000
Class	A
Number acquired	2,000
Number disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$ 1.10 each
No. of securities held after change	46,000
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>	Issue of securities under dividend reinvestment plan

Annexure 3D

**Change of Director's Interest Notice****Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests that come within paragraph (f) 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	

VLE

**VICTORIAN
LIVESTOCK
EXCHANGE
LIMITED**

ACN 078 839 031
ADN 72 078 839 031

Registered in Victoria

**REGISTERED OFFICE: LEVEL 17, 500 COLLINS STREET
MELBOURNE VICTORIA 3000 AUSTRALIA**

**MR MICHAEL JAMES QUINERT
LEVEL 17
500 COLLINS STREET
MELBOURNE VIC 3000**

Holder Number	Certificate Number
C00000000088	0000000252
Date	Register
30/01/2004	VIC

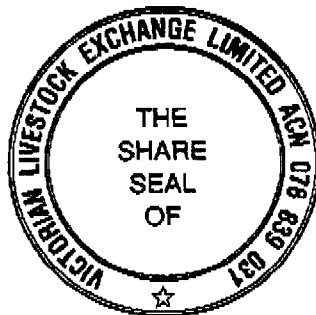
Number of Shares

*****2,000**

Two Thousand Shares

This is to certify that the abovenamed is Registered as the Holder of Ordinary Fully Paid Shares (as shown above) in the Company subject to the Company's Constitution.

PRINCIPAL SHARE REGISTER:
C/- ASX Perpetual Registrars Limited
Level 4, 333 Collins Street
Melbourne, VIC. 3000
Telephone No.: (03) 9615 9999
Toll Free: 1800 331 721
Fax No.: (03) 9615 9900
www.registrars.aprl.com.au



[Signature]
[Signature]

Director

Director

Given under the Share Seal of the Company on the above date.

The certificate must be surrendered upon transfer of any of the above Shares.

Auditors Ref. 000251

This certificate represents shares issued to you from your participation in the Dividend Reinvestment Plan for the dividend paid on 30 January 2004.