

Initial or Final Director's Interests Notice

File Reference:

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Initial or Final Director's Interest Notice

Information or documents not available now must be given to NSX as soon as available.
Information and documents given to NSX become NSX's property and may be made public.

Name of entity	GROWTH PLATFORM LTD "GPD"
ABN	18 110 475 799

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

Name of director	Christian McMahon
Date of last notice	
Date that director become a director (if initial notice)	6 th July 2005.
Date that director ceased to be director (if final notice)	

Part 1 – Director's relevant interests in securities of which the director is the registered holder

Number & class of securities

50,000 ordinary shares. Acquired for 20 cents per share under the company's prospectus dated 7 March 2005.

As agreed with the company on 6 July 2005, a total of 800,000 options, each exercisable at 30 cents, vesting as follows:

- With immediate vesting – 100,000, with no profit hurdles;
- Upon the expiration of 6 months in the employ of the Company (31/12/05) – 200,000 options that are exercisable at the expiration of the first financial year when and if the Company's audited net profit before tax exceeds \$500,000;
- Upon the expiration of 12 months in the employ of the Company (30/6/06) – 300,000 options that are exercisable at the expiration of the first financial year when and if the Company's audited net profit before tax exceeds \$1,000,000;
- Upon the expiration of 18 months in the employ of the Company (31/12/06) – 200,000 options that are exercisable at the expiration of the first financial year when and if the Company's audited net profit before tax exceeds \$1,500,000;
- 5 year expiry for the options;
- All other standard terms and conditions as application to other executive options issued by the Company

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

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.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest	Number & class of securities

Part 3 – Director's interests in contracts

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
No. and class of securities to which interest relates	