

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 3Q Holdings Limited
ABN 42 089 058 293

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	Shaun Rosen
Date of last notice	12 April 2007

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) Note: Provide details of the circumstances giving rise to the relevant interest.	The registered holder is Elabrook Pty Limited. Shaun Rosen, together with an associate of his, controls Camread Pty Limited. Camread Pty Limited, as the holder of all shares in Elabrook Pty Ltd, has a relevant interest in these securities.
Date of change	5 April 2007
No. of securities held prior to change	57,500,000 ORDS 1,000,000 Options over ordinary shares
Class	ORDS (fully paid ordinary shares)
Number acquired	Nil
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	57,500,000 ORDS 1,000,000 Options over ordinary shares

<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>The company entered into a business sale agreement dated 13 March 2007 with AdvanceRetail Technology Limited (a New Zealand company); AdvanceRetail Technology Pty Ltd (ACN 088 566 287); and Andrew Bell, Rollo Gillespie and Mark McGeachen.</p> <p>Pursuant to this agreement, the company issued 9,389,500 shares to AdvanceRetail Technology Limited, as part consideration for the business assets of AdvanceRetail Technology Limited and AdvanceRetail Technology Pty Ltd. Accordingly, the enlarged issued share capital of the company has now increased by approximately 6.8% and a resulting decrease in the percentage holding of Elabrook Pty Limited.</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	Nil
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	