Rule 3.19A.2

Appendix 3Y

(Amendment to notice on 19/10/05)

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	**Tolhurst Noall Group Ltd (Tolhurst)**
ABN	**50 007 870 760**

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	Matthew Wigzell
Date of last notice	19/10/2005

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	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Direct - Allotment of 291,667 shares following conversion of an Unsecured Loan to equity ($70,000.00 @ $0.24 cents per share) *Allotment is subject to shareholder approval at the Company's Annual General Meeting scheduled for 24th November 2005.* Indirect - Transfer of shares from one associated entity Snail Tracks Pty Ltd to 1) Another associated entity – Morshead Pty Ltd (125,000) 2) Morshead Pty Ltd ATF Wigzell Family Superannuation fund (125,000) 3) Direct holding in the name of Matthew Wigzell (250,000)
Date of change	17 October 2005
No. of securities held prior to change	502,500

+ See chapter 19 for defined terms.

Class	Ordinary Shares
Number acquired	291,667
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$70,000.00
No. of securities held after change	
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Allotment of 291,667 shares following conversion of an Unsecured Loan to equity ($70,000.00 @ $0.24 cents per share). *Allotment subject to shareholder approval at Annual General Meeting* Summary of holdings (assuming approval at AGM) 125,000 Morshead Pty Ltd (ATF The Wigzell Family Superannuation Fund) 125,000 Morshead Pty Ltd 544,167 Matthew Wigzell Options – Mathew Wigzell 72,000 Unlisted 31 December 06 Options @$0.218 (of which 18,000 have not vested) 250,000 Unlisted 21 November 05 Options @$0.25.

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 Note: Details are only required for a contract in relation to which the interest has changed	

+ See chapter 19 for defined terms.

Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.