Rule 3.19A.2

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	**ON Q GROUP LIMITED**
ABN	**57 009 104 330**

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	PETER MCDOUGALL
Date of last notice	23 December 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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Mr McDougall as a person who controls Kinarra Pty Ltd (ACN 004 986 252) as that term is defined in Section 50AA of the Corporations Act has the power to control the disposal of the securities
Date of change	21 December 2005 & 8, 9, 10 & 14 February 2006
No. of securities held prior to change	Ordinary Shares 7,334,978 Options AFLO 6,238,438 Options AFLAI 800,000 Ordinary Shares 30,000 Blooms Pty Ltd
Class	Ordinary Shares Fully Paid
Number acquired	410,000 Ordinary Shares (10,000 – 21 December 2005) (185,905 – 8 February 2006) (3,993 – 9 February 2006) (202,935 – 10 February 2006)
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$205,900 (December trade @ 59 cents, all other trades @ 50 cents)

+ See chapter 19 for defined terms.

No. of securities held after change	Ordinary Shares 7,744,978 Options AFLO 6,238,438 Options AFLAI 800,000 Ordinary Shares 30,000 Blooms Pty Ltd
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market transfer

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	
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.