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 30/09/01 Amended 01/01/11

Name of entity - Uscom Limited
ABN - 35 091 028 090

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	Phil Kiely
Date of last notice	4 January 2011

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	In direct interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Shares held by Phil Kiely & Cathryn Kiely ATF Kiely Family Super Fund Options held by Ecrucis Pty Ltd a company associated with Mr. Kiely
Date of change	7 March 2011
No. of securities held prior to change	NIL
Class	Fully paid ordinary shares Unlisted options
Number acquired	333,333 fully paid ordinary shares 4,000,000 Unlisted options
Number disposed	

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$100,000 paid for the ordinary shares Nil consideration for the unlisted options which were issued with the following exercise price being a premium to private placement and SPP share issue price of $0.30c: 1,000,000 at an exercise price of $0.75 per option; 1,000,000 at an exercise price of $1.00 per option; 1,000,000 at an exercise price of $2.00 per option; 1,000,000 at an exercise price of $3.00 per option; Vesting Date of all options 25 February 2011 Expiry Date of all options 26 February 2016
No. of securities held after change	In direct: 333,333 fully paid ordinary shares In direct: 4,000,000 unlisted options
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue if securities under share purchase plan Issue of options as part of the completion of the share purchase plan and on becoming a director of the company

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	

+ See chapter 19 for defined terms.

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

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

+ See chapter 19 for defined terms.