

# 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 | <b>ATHENA RESOURCES LIMITED</b> |
| ABN            | <b>69 113 758 900</b>           |

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    | <b>DAVID WEBSTER</b> |
| Date of last notice | <b>3 June 2014</b>   |

### 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<br>(including registered holder)<br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>                     | David Webster (Webster Family Superfund Account)<br>Cobpen Co Investments Pty Ltd (Director)  |
| Date of change  | 26 September 2014   |
| No. of securities held prior to change  | 2,924,056 Shares  |
| Class   | Ordinary Fully Paid Shares  |
| Number acquired   | 6,967,742 Shares  |
| Number disposed   |   |
| Value/Consideration<br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>   | \$216,000   |
| No. of securities held after change   | 9,891,798 Shares  |
| Nature of change<br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | Debt conversion pursuant to shareholder approval on 25 September 2014 and Share Purchase Plan |

+ See chapter 19 for defined terms.

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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   | Not Applicable |
| 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<br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> |                |
| Interest acquired  |                |
| Interest disposed  |                |
| Value/Consideration<br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   |                |
| 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? | Not applicable |
| 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?  |                |

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