PAYNES FIND GOLD LIMITED

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ABN: 45 141 450 624

28 June 2012

The Manager
Company Announcements
Australian Securities Exchange Limited
Level 6, 20 Bridge Street
Sydney NSW 2000

By e-lodgement

Completion of $4m Rights Issue and $1m Placement

Paynes Find Gold Limited ("**Paynes Find**" or "**the Company**") (ASX:PNE) is pleased to announce the completion of the Company's $4m Fully Underwritten Non Renounceable Rights Issue. In conjunction with the Rights Issue, as approved by Shareholders at its General Meeting on 15 June 2012, the Company is also pleased to announce the completion of a $1m placement on the same terms as the Rights Issue.

The Board wishes to thanks its shareholders for their patience and support and now that funding has been received and the Company is debt free Paynes Find can move forward with its exciting exploration programme.

The Company has requested re-quotation of securities and will advise of the date accordingly.

Please find attached an Appendix 3B and Appendix 3Y's - Change of Directors Interest Notices.

For and on behalf of the Board.

Carl Popal
Director

For further information please contact:

Carl Popal	Jane Flegg
Director	Company Secretary
T: + 61 8 9481 3992	T: +61 8 9488 5220

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement,
application for quotation of additional securities
and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Paynes Find Gold Limited

ABN

45 141 450 624

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Ordinary Fully Paid Shares Listed Options Unlisted Options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	100,047,534 Ordinary Fully Paid Shares 47,523,767 Listed Options ($0.03; 30 June 2015) 34,800,000 Unlisted Incentive Options ($0.03; 30 June 2015)
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	100,047,534 Ordinary Fully Paid Shares 47,523,767 Listed Options ($0.03; 30 June 2015) 34,800,000 Unlisted Incentive Options ($0.03; 30 June 2015)

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes – Ordinary Fully Paid Shares Yes- Listed Options No – Unlisted Incentive Options New Class of Security
5	Issue price or consideration	50,000,000 Ordinary Fully Paid Shares and 25,000,000 Listed Options ($0.03; 30 June 2015) issued in a Placement to Professional and Sophisticated Investors raising $1m before costs as approved by shareholders at the Company's General Meeting on 15 June 2012. The funds raised are to be used to further the Company's principal activity of mining exploration and working capital. 45,047,534 Ordinary Fully Paid Shares and 22,523,767 Listed Options ($0.03; 30 June 2015) issued to related parties in repayment of loans as approved by shareholders at the Company's General Meeting on 15 June 2012. 5,000,000 Ordinary Fully Paid Shares and 2,500,000 Listed Options ($0.03; 30 June 2015) issued for debt to equity repayments. 25,200,000 Unlisted Incentive Options - Directors ($0.03; 30 June 2015) issued as approved by shareholders at the Company's General Meeting on 15 June 2012. 4,000,000 Unlisted Incentive Options - Employee/Consultant ($0.03; 30 June 2015) issued as approved by shareholders at the Company's General Meeting on 15 June 2012. 5,600,000 Unlisted Incentive Options - Marble Beach Consulting ($0.03; 30 June 2015) issued as approved by shareholders at the Company's General Meeting on 15 June 2012.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	50,000,000 Ordinary Fully Paid Shares and 25,000,000 Listed Options ($0.03; 30 June 2015) issued in a Placement to Professional and Sophisticated Investors raising $1m before costs as approved by shareholders at the Company's General Meeting on 15 June 2012. The funds raised are to be used to further the Company's principal activity of mining exploration and working capital. 45,047,534 Ordinary Fully Paid Shares and 22,523,767 Listed Options ($0.03; 30 June 2015) issued to related parties in repayment of loans as approved by shareholders at the Company's General Meeting on 15 June 2012. 5,000,000 Ordinary Fully Paid Shares and 2,500,000 Listed Options ($0.03; 30 June 2015) issued for debt to equity repayments. 25,200,000 Unlisted Incentive Options - Directors ($0.03; 30 June 2015) issued as approved by shareholders at the Company's General Meeting on 15 June 2012. 4,000,000 Unlisted Incentive Options - Employee/Consultant ($0.03; 30 June 2015) issued as approved by shareholders at the Company's General Meeting on 15 June 2012. 5,600,000 Unlisted Incentive Options - Marble Beach Consulting ($0.03; 30 June 2015) issued as approved by shareholders at the Company's General Meeting on 15 June 2012.
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	27 June 2012

8 Number and +class of all +securities quoted on ASX (*including* the securities in clause 2 if applicable)

Number	+Class
401,405,043 *	Fully paid ordinary shares
150,476,270	Options ($0.03; 30 June 2015)
14,685,000	Options ($0.20; 1 November 2012)

* Includes 44,377,005 Ordinary fully paid shares subject to escrow expiring 2 December 2012

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the securities in clause 2 if applicable)	34,800,000 1,000,000 56,000,000 24,000,000	Unlisted Incentive Options ($0.03; 30 June 2015) Unlisted options ($0.25; 17 December 2012) Unlisted options ($0.25; 1 May 2015) Unlisted options ($0.35; 1 May 2016)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A

19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements *in full* through a broker?	N/A
31	How do +security holders sell *part* of their entitlements through a broker and accept for	N/A

+ See chapter 19 for defined terms.

	the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(*tick one*)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	
39	Class of +securities for which quotation is sought	
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	

		Number	+Class
42	Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)		

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

- There is no reason why those +securities should not be granted +quotation.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .... Date: 27 June 2012

Company Secretary

Print name: Jane Flegg

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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	Paynes Find Gold Ltd
ABN	45 141 450 624

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	Carl Popal
Date of last notice	6 January 2012

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.	Indirect 1 – Popal Enterprises Pty Ltd, a company of which Mr Popal is a director Indirect 2 – Ghan Resources Pty Ltd, a company of which Mr Popal is a director
Date of change	27 June 2012
No. of securities held prior to change	Indirect 1 - 1,980,000 Ordinary Fully Paid Shares - 75,000 Listed Options ($0.20; 1 November 2012) - 1,500,000 Unlisted Options ($0.25; 1 November 2012) Indirect 2 - Nil
Class	Indirect 1 - Ordinary Fully Paid Shares - Listed Options ($0.03; 30 June 2015) Indirect 2 - Ordinary Fully Paid Shares - Listed Options ($0.03; 30 June 2015) - Unlisted Options ($0.03; 30 June 2015)

+ See chapter 19 for defined terms.

Number acquired	Indirect 1 - 3,960,000 Ordinary Fully Paid Shares - 1,980,000 Listed Options ($0.03; 30 June 2015) Indirect 2 - 18,625,617 Ordinary Fully Paid Shares - 9,312,808 Listed Options ($0.03; 30 June 2015) - 10,600,000 Unlisted Options ($0.03; 30 June 2015)
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Indirect 1 – 3,960,000 Ordinary Fully Paid Shares with 1,980,000 attaching Listed Options ($0.03; 30 June 2015) *Take up of entitlements issue, $79,200* Indirect 2 – 18,625,617 Ordinary Fully Paid Shares with 9,312,808 attaching Listed Options ($0.03; 30 June 2015) *Settlement of related party loan balance of $372,512.33, inclusive of principal and interest, as approved by shareholders at the 15 June 2012 General Meeting* Indirect 2 – 10,000,000 Unlisted Options ($0.03; 30 June 2015) *Nil - director incentive options as approved by shareholders at the 15 June 2012 General Meeting. Estimated value of $131,000*
No. of securities held after change	Indirect 1 - 5,940,000 Ordinary Fully Paid Shares - 1,980,000 Listed Options ($0.03; 30 June 2015) - 75,000 Listed Options ($0.20; 1 November 2012) - 1,500,000 Unlisted Options ($0.25; 1 November 2012) Indirect 2 - 18,625,617 Ordinary Fully Paid Shares - 9,312,808 Listed Options ($0.03; 30 June 2015) - 10,000,000 Unlisted Options ($0.03; 30 June 2015)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	As explained in value/consideration section above

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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.

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	Paynes Find Gold Ltd
ABN	45 141 450 624

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	Douglas Ernest Taylor
Date of last notice	18 November 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	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Murchison Earthmoving & Rehabilitation Pty Ltd, a company of which Mr Taylor is a director
Date of change	27 June 2012
No. of securities held prior to change	Direct - 3,125,000 Ordinary Fully Paid Shares Indirect - 450,000 Ordinary Fully Paid Shares
Class	Direct - Ordinary Fully Paid Shares - Listed Options ($0.03; 30 June 2015) Indirect - Ordinary Fully Paid Shares - Listed Options ($0.03; 30 June 2015) - Unlisted Options ($0.03; 30 June 2015)
Number acquired	Direct - 6,250,000 Ordinary Fully Paid Shares - 3,125,000 Listed Options ($0.03; 30 June 2015) Indirect – 6,184,383 Ordinary Fully Paid Shares - 3,092,192 Listed Options ($0.03: 30 June 2015) - 4,600,000 Unlisted Options ($0.03; 30 June 2015)

+ See chapter 19 for defined terms.

Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Direct – 6,250,000 Ordinary Fully Paid Shares with 3,125,000 attaching Listed Options ($0.03; 30 June 2015) *Take up of entitlements issue, $125,000* Indirect - 900,000 Ordinary Fully Paid Shares with 450,000 attaching Listed Options ($0.03; 30 June 2015) *Take up of entitlements issue, $18,000* Indirect – 5,284,383 Ordinary Fully Paid Shares with 2,642,192 attaching Listed Options ($0.03; 30 June 2015) *Settlement of related party loan balance of $105,687.67, inclusive of principal and interest, as approved by shareholders at the 15 June 2012 General Meeting* Indirect - 4,600,000 Unlisted Options ($0.03; 30 June 2015) *Nil - director incentive options as approved by shareholders at the 15 June 2012 General Meeting. Estimated value of $60,260*
No. of securities held after change	Direct - 9,375,000 Ordinary Fully Paid Shares - 3,125,000 Listed Options ($0.03; 30 June 2015) Indirect - 6,634,383 Ordinary Fully Paid Shares - 3,092,192 Listed Options ($0.03; 30 June 2015) - 4,600,000 Unlisted Options ($0.03: 30 June 2015)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	As explained in value/consideration section above

+ See chapter 19 for defined terms.

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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.

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	Paynes Find Gold Ltd
ABN	45 141 450 624

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	John David Hatherly
Date of last notice	6 December 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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Indirect 1 – GRS Energy Pty Ltd, a company of which Mr Hatherly is a director Indirect 2 – Francis Xavier Pty Ltd, a company of which Mr Hatherly is a director
Date of change	27 June 2012
No. of securities held prior to change	Indirect 1 - 1,250,000 Ordinary Fully Paid Shares Indirect 2 - 1,250,000 Ordinary Fully Paid Shares
Class	Indirect 1 - Ordinary Fully Paid Shares - Listed Options ($0.03; 30 June 2015) Indirect 2 - Ordinary Fully Paid Shares - Listed Options ($0.03; 30 June 2015) - Unlisted Options ($0.03, 30 June 2015)

Number acquired	Indirect 1 - 2,500,000 Ordinary Fully Paid Shares - 1,250,000 Listed Options ($0.03; 30 June 2015) Indirect 2 - 13,068,768 Ordinary Fully Paid Shares - 6,534,383 Listed Options ($0.03; 30 June 2015) - 4,600,000 Unlisted Options ($0.03; 30 June 2015)
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Indirect 1 - 2,500,000 Ordinary Fully Paid Shares with 1,250,000 attaching Listed Options ($0.03; 30 June 2015) *Take up of entitlements issue, $50,000* Indirect 2 - 2,500,000 Ordinary Fully Paid Shares with 1,250,000 attaching Listed Options ($0.03; 30 June 2015) *Take up of entitlements issue, $50,000* Indirect 2 - 10,568,768 Ordinary Fully Paid Shares with 5,284,383 attaching Listed Options ($0.03; 30 June 2015) *Settlement of related party loan balance of $211,375.34, inclusive of principal and interest, as approved by shareholders at the 15 June 2012 General Meeting* Indirect 2 - 4,600,000 Unlisted Options ($0.03; 30 June 2015) *Nil - director incentive options as approved by shareholders at the 15 June 2012 General Meeting. Estimated value of $60,260*
No. of securities held after change	Indirect 1 - 3,750,000 Ordinary Fully Paid Shares - 1,250,000 Listed Options ($0.03; 30 June 2015) Indirect 2 - 14,318,768 Ordinary Fully Paid Shares - 6,534,383 Listed Options ($0.03; 30 June 2015) - 4,600,000 Unlisted Options ($0.03; 30 June 2015)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	As explained in value/consideration section above

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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.

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	Paynes Find Gold Ltd
ABN	45 141 450 624

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 Landau
Date of last notice	11 January 2012

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.	Indirect 1 – Okap Ventures Pty Ltd, a company of which Mr Landau is a director Indirect 2 – Doull Holdings Pty Ltd, a company of which Mr Landau is a director
Date of change	27 June 2012
No. of securities held prior to change	Indirect 1 - 500,000 Ordinary Fully Paid Shares - 125,000 Listed Options ($0.20; 1 November 2012) Indirect 2 – Nil
Class	Indirect 1 - Ordinary Fully Paid Shares - Listed Options, ($0.03; 30 June 2015) Indirect 2 – Unlisted Options ($0.03; 30 June 2015)
Number acquired	Indirect 1 - 6,284,383 Ordinary Fully Paid Shares - 3,442,192 Listed Options ($0.03; 30 June 2015) Indirect 2 - 5,000,000 Unlisted Options ($0.03; 30 June 2015)

Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Indirect 1 - 1,000,000 Ordinary Fully Paid Shares with 500,000 attaching Listed Options ($0.03; 30 June 2015) *Take up of entitlements issue, $20,000* Indirect 1 - 5,284,383 Ordinary Fully Paid Shares with 2,642,192 attaching Listed Options ($0.03; 30 June 2015) *Settlement of related party loan balance of $105,687.67, inclusive of principal and interest, as approved by shareholders at the 15 June 2012 General Meeting* Indirect 2 - 5,000,000 Unlisted Options ($0.03; 30 June 2015) *Nil - director incentive options as approved by shareholders at the 15 June 2012 General Meeting. Estimated value of $65,500*
No. of securities held after change	Indirect 1 - 6,784,383 Ordinary Fully Paid Shares - 125,000 Listed Options ($0.20; 1 November 2012) - 3,442,192 Listed Options ($0.03; 30 June 2015) Indirect 2 - 5,000,000 Unlisted Options ($0.03; 30 June 2015)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	As explained in value/consideration section above

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	N/A
Nature of interest	N/A

Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.