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	**Catalpa Resources Limited**
ABN	**74 084 669 036**

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	Bruce McFadzean
Date of last notice	30 June 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.	Deborah McFadzean
Date of change	3 November 2011

No. of securities held prior to change	171, 619 Fully paid ordinary shares 15,682 listed options expiring 31 October 2011 exercisable at $1.10 227,273 unlisted options expiring 23 December 2013 exercisable at $0.867 227,274 unlisted options expiring 23 December 2013 exercisable at $1.087 227,273 unlisted options expiring 23 December 2013 exercisable at $1.307 227,272 unlisted options expiring 23 December 2013 exercisable at $1.527 360,000 unlisted options expiring 30 June 2015 exercisable at $1.69 160,000 Performance Rights
Class	Fully Paid Ordinary Shares
Number acquired	15,682 Conversion of listed options expiring 31October 2011 at an exercise price of $1.10 to Fully paid ordinary shares. 160,000 Conversion of Performance Rights to Fully paid ordinary shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$17,250.20 in respect of the listed options.
No. of securities held after change	347,301 Fully paid ordinary shares 227,273 unlisted options expiring 23 December 2013 exercisable at $0.867 227,274 unlisted options expiring 23 December 2013 exercisable at $1.087 227,273 unlisted options expiring 23 December 2013 exercisable at $1.307 227,272 unlisted options expiring 23 December 2013 exercisable at $1.527 360,000 unlisted options expiring 30 June 2015 exercisable at $1.69
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of options and issue of shares pursuant to the vesting of performance rights issued under the Catalpa Employee Share Option and Performance Rights Plan

+ 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	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
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	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
Interest after change	Not applicable

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?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.