

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	Highfield Resources Limited
ABN	51 153 918 257

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	Pedro Rodriguez
Date of last notice	24 October 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

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	19 October 2012
No. of securities held prior to change	Nil
Class	- Fully paid ordinary shares - Class A Performance shares - Class B Performance Shares
Number acquired	5,510,752 ordinary shares 5,510,752 Class A Performance Shares 5,510,752 Class B Performance Shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil

Appendix 3Y
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No. of securities held after change	5,510,752 ordinary shares 5,510,752 Class A Performance Shares 5,510,752 Class B Performance Shares
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 consideration for the 100% acquisition of the share capital of KCL Resources which, via its wholly owned subsidiary hold 100% of the Navara Potash Project, as approved by shareholders on 5 October 2012.

Part 2 – Change of director's interests in contracts

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	

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?	
If prior written clearance was provided, on what date was this provided?	

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Introduced 30/9/2001.

Name of entity	Highfield Resources Limited
ABN	51 153 918 257

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	Derek Carter
Date of last notice	24 October 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

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Derek Carter and Carlsa Carter <The Salamanca Super Fund a/c> - trustee and beneficiary
Date of change	19 October 2012
No. of securities held prior to change	Nil
Class	- Fully paid ordinary shares - Class A Performance shares - Class B Performance Shares
Number acquired	5,510,752 ordinary shares 5,510,752 Class A Performance Shares 5,510,752 Class B Performance Shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil

Appendix 3Y
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No. of securities held after change	Derek Carter and Carlsa Carter <The Salamanca Super Fund a/c> 5,510,752 ordinary shares, 5,510,752 Class A Performance Shares, 5,510,752 Class B Performance Shares
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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 consideration for the 100% acquisition of the share capital of KCL Resources which, via its wholly owned subsidiary hold 100% of the Navara Potash Project, as approved by shareholders on 5 October 2012.
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Part 2 – Change of director's interests in contracts

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	

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?	
If prior written clearance was provided, on what date was this provided?	