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	**SOUTHERN GOLD LIMITED**
ABN	**30 107 424 519**

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	Nanette Maie Anderson
Date of last notice	23 December 2013

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.	Nanette Anderson as trustee for Arete Trust Fund
Date of change	2 December 2014
No. of securities held prior to change	**DIRECT** ♦ 1,455,536 ordinary shares **INDIRECT** ♦ 7,614,923 ordinary shares ♦ 1,000,000 unlisted options to acquire ordinary shares @ $0.104 expiring 01.12.2015
Class	Listed Ordinary Shares Listed Options

Number acquired	**INDIRECT** (a) 1,666,666 fully paid ordinary shares (b) 833,333 listed options exercisable at 1.5 cents each expiring 30 November 2015
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	**INDIRECT** (a) $15,000 (b) Nil
No. of securities held after change	**INDIRECT** ♦ 1,000,000 unlisted options to acquire ordinary shares @ $0.104 expiring 01.12.2015 ♦ 9,280,989 ordinary shares ♦ 833,333 listed 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	Shares and options acquired under the company Share Purchase Plan

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

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.