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 30/9/2001.

Name of entity	**St Barbara Limited**
ABN	**36 009 165 066**

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	Mr Robert Scott Vassie
Date of last notice	12 December 2016

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.	Caroline Joy Vassie (spouse)
Date of change	1) 24 August 2017 2) 25 to 30 August 2017 (inclusive)
No. of securities held prior to change	1,769,053 fully paid ordinary shares, comprised of: • 833,333 fully paid ordinary shares (direct) • 935,720 fully paid ordinary shares (indirect) 5,363,882 unlisted employee rights (direct)
Class	Fully paid ordinary shares Unlisted employee rights
Number acquired	1) 4,062,500 fully paid ordinary shares, allocated to satisfy vesting of 4,062,500 unlisted employee rights (direct)
Number disposed	2) 2,031,250 fully paid ordinary shares (direct)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	1) 4,062,500 fully paid ordinary shares were allocated to Mr Vassie to satisfy vesting of 4,062,500 FY15 Performance Rights issued at $0.12 each in December 2014 (details in 2017 Directors' and Financial Report released on 23 August 2017). 2) 2,031,250 fully paid ordinary shares were disposed on-market at an average price of $2.827 per share.

+ See chapter 19 for defined terms.

No. of securities held after change	3,800,303 fully paid ordinary shares, comprised of: • 2,864,583 fully paid ordinary shares (direct) • 935,720 fully paid ordinary shares (indirect) 1,301,382 unlisted employee rights (direct)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	1) 4,062,500 fully paid ordinary shares were allocated from the St Barbara Limited Employee Share Trust to Mr Vassie on 24 August 2017, to satisfy the vesting of 4,062,500 FY15 Performance Rights (Rights). The Rights were issued to Mr Vassie at $0.12 each in December 2014 under the St Barbara Limited Performance Rights Plan 2010 (Plan) (which was approved by shareholders at the Company's 2010 Annual General Meeting). Shareholders approved the issue of the Rights at the Company's Annual General Meeting on 25 November 2014. Details of the Rights are set out in the 2017 Directors' and Financial Report released on 23 August 2017. 2) 2,031,250 fully paid ordinary shares were disposed on-market between 25 and 30 August 2017 (inclusive) at an average price of $2.827 per share. The disposal was to satisfy income tax obligations arising from securities received as part of Mr Vassie's remuneration.

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 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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable