

**5 DECEMBER 2014**

No. of Pages: 4

**ASX CODE: ORS**

Market Cap.: \$2.5 m (\$0.010 p/s)  
Shares on issue: 248,331,672  
Cash: \$1.8 m (30 September 2014)  
Debt: \$0.0 m (30 September 2014)

**BOARD & MANAGEMENT**

Ian Gandel, Chairman  
Anthony Gray, Managing Director  
Bob Tolliday, Director

**MAJOR SHAREHOLDERS**

Abbotsleigh – 41.1%  
Alliance Resources – 8.9%

**PRINCIPAL OFFICE**

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## **APPENDIX 3Y - CHANGE OF DIRECTORS INTEREST NOTICE**

The following forms are lodged:

- Appendix 3Y – Mr Ian Jeffrey Gandel – 3 Pages

For further information regarding this announcement, contact:

Bob Tolliday

**Company Secretary**  
**OCTAGONAL RESOURCES LIMITED**

Additional information relating to Octagonal and its various mining and exploration projects can be found on the Company's website:

[www.octagonalresources.com.au](http://www.octagonalresources.com.au)

# 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

<b>Name of entity:</b>	<b>OCTAGONAL RESOURCES LIMITED</b>
<b>ABN:</b>	<b>38 147 300 418</b>

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.

<b>Name of Director</b>	Mr Ian Jeffrey Gandel
<b>Date of last notice</b>	1 December 2014

### 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.

<b>Direct or indirect interest</b>	Direct & Indirect										
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Abbotsleigh Pty Ltd is the registered holder. Mr Ian Gandel is a director of Abbotsleigh Pty Ltd										
<b>Date of change</b>	3 December 2014										
<b>No. of securities held prior to change</b>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">Mr Ian Gandel</td> <td style="text-align: right;">12,800</td> </tr> <tr> <td>Mrs Linda Gandel &lt;Spouse&gt;</td> <td style="text-align: right;">12,800</td> </tr> <tr> <td>Abbotsleigh Pty Ltd &lt;Director&gt;</td> <td style="text-align: right;">63,607,000</td> </tr> <tr> <td>Abbotsleigh Pty Ltd&lt;Super Fund A/C&gt; &lt;Director&gt;</td> <td style="text-align: right;">88,000</td> </tr> <tr> <td><b>TOTAL</b></td> <td style="text-align: right;"><b>63,720,600</b></td> </tr> </table>	Mr Ian Gandel	12,800	Mrs Linda Gandel <Spouse>	12,800	Abbotsleigh Pty Ltd <Director>	63,607,000	Abbotsleigh Pty Ltd<Super Fund A/C> <Director>	88,000	<b>TOTAL</b>	<b>63,720,600</b>
Mr Ian Gandel	12,800										
Mrs Linda Gandel <Spouse>	12,800										
Abbotsleigh Pty Ltd <Director>	63,607,000										
Abbotsleigh Pty Ltd<Super Fund A/C> <Director>	88,000										
<b>TOTAL</b>	<b>63,720,600</b>										
	Options Abbotsleigh Pty Ltd <Director> 31,776,000										
<b>Class</b>	Ordinary Shares Unlisted Options ( <b>Options</b> )										
<b>Number acquired</b>	38,500,000 Ordinary Shares – Abbotsleigh Pty Ltd (Director) 38,500,000 Options – Abbotsleigh Pty Ltd (Director)										
<b>Number disposed</b>	Nil										

+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$500,500.00 (Ordinary Shares – issue price 1.3 cents) - Abbotsleigh Pty Ltd (Director)  Options issued for nil consideration – Abbotsleigh Pty Ltd (Director)
<b>No. of securities held after change</b>	Mr Ian Gandel 12,800 Mrs Linda Gandel <Spouse> 12,800 Abbotsleigh Pty Ltd <Director> 102,107,000 Abbotsleigh Pty Ltd<Super Fund A/C> <Director> 88,000 <b>TOTAL</b> <b>102,220,600</b>
	Options Abbotsleigh Pty Ltd <Director> 70,276,000
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Purchase of new fully paid ordinary shares pursuant to a 1 for 1 partially underwritten non-renounceable rights issue per ASX announcement 23 October 2014 with attaching free options.

### 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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

+ See chapter 19 for defined terms.

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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+ See chapter 19 for defined terms.