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	HORSESHOE METALS LIMITED
ABN	20 123 133 166

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	Neil Andrew Marston
Date of last notice	8 August 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	(a) Direct; (b) Indirect; and (c) Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Suzanne Dorothy Marston – Spouse Sunemar Pty Ltd <NA & SD Marston S/F A/C> - Director, Shareholder and Beneficiary
Date of change	19 June 2014 and 23 June 2014
No. of securities held prior to change	(a) Neil Andrew Marston – 50,000 Fully Paid Ordinary Shares 1,000,000 Incentive Rights A 500,000 Incentive Rights B 500,000 Incentive Rights C (b) Suzanne Dorothy Marston - 275,000 Fully Paid Ordinary Shares (c) Sunemar Pty Ltd <NA & SD Marston S/F A/C> 250,000 Fully Paid Ordinary Shares
Class	Ordinary Shares

+ See chapter 19 for defined terms.

Number acquired	(a) 75,000 (b) 1,702,495 (c) 250,000
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$0.02 per share
No. of securities held after change	(a) Neil Andrew Marston – 125,000 Fully Paid Ordinary Shares 1,000,000 Incentive Rights A 500,000 Incentive Rights B 500,000 Incentive Rights C (b) Suzanne Dorothy Marston - 1,977,495 Fully Paid Ordinary Shares (c) Sunemar Pty Ltd <NA & SD Marston S/F A/C> 500,000 Fully Paid Ordinary 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	1. 325,000 shares issued pursuant to participation in the Rights Issue per the Offer Document dated 26 May 2014. 2. 1,702,495 shares issued pursuant to Creditors Agreement dated 28 March 2014 and as approved at the AGM held on 23 May 2014.

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	
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?	N/A
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