

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 CROSS GOLDFIELDS LIMITED
ABN	71 124 374 321
Date of Notice	19 September 2014

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	David Sproule
Date of last notice	27 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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Mr Sproule is associated with all the indirect holders set out below: (a) Meadowhead Investments Pty Ltd (b) Mrs Jane Christine Sproule (c) Richlark Pty Ltd <HL Sproule Family A/C> (d) David William Sproule & Jane Christine Sproule <Sproule Family A/C> (e) Linden James Sproule (f) Emily Grace Sproule (g) Sophie Elizabeth Sproule
Date of change	17 September 2014 and 19 September 2014
No. of securities held prior to change	(a) 133,579,204 Fully Paid Ordinary Shares (b) 92,296,985 Fully Paid Ordinary Shares (c) 21,484,749 Fully Paid Ordinary Shares (d) 660,000 Fully Paid Ordinary Shares (e) 566,500 Fully Paid Ordinary Shares (f) 495,000 Fully Paid Ordinary Shares (g) 495,000 Fully Paid Ordinary Shares

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Class	I. Fully Paid Ordinary Shares II. Unlisted Options
Number acquired	<u>I – Fully Paid Ordinary Shares</u> (a) 103,000,000 Fully Paid Ordinary Shares (b) 1,500,000 Fully Paid Ordinary Shares (c) 1,500,000 Fully Paid Ordinary Shares (d) 1,500,000 Fully Paid Ordinary Shares (e) 1,500,000 Fully Paid Ordinary Shares (f) 1,500,000 Fully Paid Ordinary Shares (g) 1,500,000 Fully Paid Ordinary Shares <u>II – Unlisted options exercisable at 1.3 cents each expiring 31/12/2019</u> (a) 51,500,000 unlisted options (b) 750,000 unlisted options (c) 750,000 unlisted options (d) 750,000 unlisted options (e) 750,000 unlisted options (f) 750,000 unlisted options (g) 750,000 unlisted options
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	<u>I – Fully Paid Ordinary Shares</u> (a) \$1,030,000.00 (b) \$15,000.00 (c) \$15,000.00 (d) \$15,000.00 (e) \$15,000.00 (f) \$15,000.00 (g) \$15,000.00 <u>II – Unlisted options exercisable at 1.3 cents each expiring 31/12/2019</u> (a) nil (b) nil (c) nil (d) nil (e) nil (f) nil (g) nil

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No. of securities held after change	<u>I – Fully Paid Ordinary Shares</u> (a) 236,579,204 Fully Paid Ordinary Shares (b) 93,796,985 Fully Paid Ordinary Shares (c) 22,984,749 Fully Paid Ordinary Shares (d) 2,160,000 Fully Paid Ordinary Shares (e) 2,066,500 Fully Paid Ordinary Shares (f) 1,995,000 Fully Paid Ordinary Shares (g) 1,995,000 Fully Paid Ordinary Shares <u>II – Unlisted options exercisable at 1.3 cents each expiring 31/12/2019</u> (a) 51,500,000 unlisted options (b) 51,500,000 unlisted options (c) 750,000 unlisted options (d) 750,000 unlisted options (e) 750,000 unlisted options (f) 750,000 unlisted options (g) 750,000 unlisted 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	Allotment of placement and shareholder offer shares and unlisted options as per Shareholder Approval of 4 September 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	Nil
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	
Interest acquired	
Interest disposed	
Value/Consideration	
Interest after change	

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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?	Not applicable
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?	

⁺ See chapter 19 for defined terms.