

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	A-Cap Resources Limited
ABN	28 104 028 542

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	Henry James Stacpoole
Date of last notice	4 November 2011

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 – Shares Direct – Options
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Stacpoole Enterprises Pty Ltd is a private company on which Mr Stacpoole is a director and shareholder
Date of change	6 November 2014
No. of securities held prior to change Stacpoole Enterprises Pty Ltd Stacpoole Enterprises Pty Ltd <Superfund A/C> Henry James Stacpoole	 - 224,522 ordinary shares - 986,834 ordinary shares - 921,591 ordinary shares - 1,000,000 unlisted options exercisable at 50 cents each, expiring 15 October 2015
Class	Ordinary fully paid
Number acquired	607,373
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$34,146

No. of securities held after change	
Stacpoole Enterprises Pty Ltd	- 224,522 ordinary shares
Stacpoole Enterprises Pty Ltd <Superfund A/C>	- 986,834 ordinary shares
Henry James Stacpoole	- 1,528,964 ordinary shares
	- 1,000,000 unlisted options exercisable at 50 cents each, expiring 15 October 2015
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 allotted pursuant to Resolution 10 passed by members at the Company's Annual General Meeting held on 31 October 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?	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