

# 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 PO VALLEY ENERGY LIMITED
ABN 33 087 741 571

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	Kevin Bailey
Date of last notice	12 May 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	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	The registered holder is Fuiloro Pty Ltd ATF Bailey Super Trust. Mr. Bailey is a director of Fuiloro Pty Ltd and a trustee and beneficiary of the Bailey Super Trust
Date of change	31 October 2016
No. of securities held prior to change	Interest in <b>107,267,004</b> ordinary shares as follows: <b>Direct Interest:</b> Registered holder of 62,250,000 ordinary shares held on trust for the Bailey Family Trust and Kevin Bailey Charitable Trust <b>Indirect interest:</b> 45,017,004 shares held by Fuiloro Pty Ltd ATF Bailey Super Trust. Mr. Bailey is a director of Fuiloro Pty Ltd and a trustee and beneficiary of the Bailey Super Trust
Class	Ordinary shares

+ See chapter 19 for defined terms.

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<b>Number acquired</b>	9,963,529 ordinary shares issued to Fuiloro Pty Ltd ATF Bailey Super Trust.
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.02 per share for 9,963,529 shares (total \$199,271)
<b>No. of securities held after change</b>	Interest in <b>117,230,533</b> ordinary shares as follows: <b>Direct Interest:</b> Registered holder of 62,250,000 ordinary shares held on trust for the Bailey Family trust and Kevin <b>Indirect interest:</b> 54,980,533 shares held by Fuiloro Pty Ltd ATF Bailey Super Trust. Mr. Bailey is a director of Fuiloro Pty Ltd and a trustee and beneficiary of the Bailey Super Trust
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	9,963,529 shares issued to Fuiloro Pty Ltd under Tranche Two of a Placement announced to ASX on 13 September 2016 and approved by shareholders at an EGM held on 24 October 2016

## 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>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	

+ See chapter 19 for defined terms.

<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

**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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