Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity		
Cons	olidated Zinc Limited	
ABN		
27 I	8 554 359	
We (the entity) give ASX the following i	nformation.
	t 1 - All issues ust complete the relevant sections (attach shee	ts if there is not enough space).
I	⁺ Class of ⁺ securities issued or to be issued	Performance Rights
2	Number of ⁺ securities issued or to be issued (if known) or maximum number which may be issued	5,000,000

Principal terms of the *securities (e.g. if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion)

Performance Rights – subject to performance based milestone:

Class A (1,666,667) – Upon the Company announcing a JORC Code 2012 compliant reserve of containing not less than 1,200,000 tonnes of mineralisation at a combined grade of at least 17% (Zn+Pb) by 30 Sept 19.

<u>Class B</u> (1,666,667) – Upon the commencement of construction of a mine at the Company's Plomosas Project by 30 Sept 19.

<u>Class C</u> (1,666,666) – Upon the Company's Shares achieving a 10 day VWAP of \$0.15 or more for a period of 10 consecutive Trading Days by 30 Sept 19

4 Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?

Yes. Share issued once vesting conditions have been met will rank equally with existing fully paid ordinary shares.

If the additional *securities do not rank equally, please state:

- the date from which they do
 the extent to which they
 participate for the next
 dividend, (in the case of a trust,
 distribution) or interest
 payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

5 Issue price or consideration

Issued as an incentive to future performance.

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⁺ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Incentive for future performance and to align long term objectives with shareholders.
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the ⁺ securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2016
6 c	Number of *securities issued without security holder approval under rule 7.1	Nil
6 d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Nil
6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	5,000,000 approved at AGM on 30 Nov 16
6f	Number of *securities issued under an exception in rule 7.2	

6g If *securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the *issue date and both values. Include the source of the VWAP calculation.

N/A

6h If *securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements

N/A

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure I and release to ASX Market Announcements

7.1 capacity – 77,368,444 7.1A capacity – 37,828,257

7 ⁺Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

14 December 2016

8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
515,789,624	Fully Paid Ordinary
	Shares

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⁺ See chapter 19 for defined terms.

9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
500,000	Options (\$0.20, 6
	March 2017)
22,437,500	Options (\$0.064, 6
	March 2018)
4,000,000	Options (\$0.06, 20
	July 2018)
126,172,002	Options (\$0.06, 31
	Dec 2018)
7,500,000	Options (\$0.06, 5
	June 2020)
1,666,667	Performance Rights
	(expire 30 June 17)
1,666,666	Performance Rights
	(expire 30 June 18)
5,000,000	Performance Rights
	(expire 30 Sept 19)

10	Dividend policy (in the case of a
	trust, distribution policy) on the
	increased capital (interests)

Part 2 - Pro rata issue

П	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the ⁺ securities will be offered	
14	⁺ Class of ⁺ securities to which the offer relates	
15	⁺ Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	

17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents	
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
2.4	A	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of	
	or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
	Ü	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the employ has been dead of the first	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	

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⁺ See chapter 19 for defined terms.

28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements in full through a broker?	
31	How do security holders sell part of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	⁺ Issue date	

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34	Type of ⁺ securities (tick one)	
(a)	+Securities described in Part I	
(b)	All other *securities Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities	

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to document	you are providing the information or
35	If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders
36	If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 100,001 - 100,000 100,001 and over
37	A copy of any trust deed for the additional *securities

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⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of *securities for which *quotation is sought		
39	⁺ Class of ⁺ securities for which quotation is sought		
40	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities? If the additional *securities do not rank equally, please state:) the date from which they do) the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment) the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment		
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another *security, clearly identify that other *security)		
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in clause 38)	Number	⁺ Class

Quotation agreement

Q uoti	Euocacion agreement		
I		ation of our additional *securities is in ASX's absolute discretion. ASX may the *securities on any conditions it decides.	
2	We wa	rrant the following to ASX.	
	J	The issue of the ${}^{\scriptscriptstyle +}$ securities to be quoted complies with the law and is not for an illegal purpose.	
	J	There is no reason why those *securities should not be granted *quotation.	
	J	An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.	
		Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty	
	J	Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the *securities be quoted.	
	J	If we are a trust, we warrant that no person has the right to return the ⁺ securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺ securities be quoted.	
3	We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.		
4	We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before [†] quotation of the [†] securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.		
		Contract Co. Carlo	

Sign here: Date: 15 December 2016

(Company secretary)

Print name: Andrew Beigel

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⁺ See chapter 19 for defined terms.

Appendix 3B - Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital		
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		lacement
<i>Insert</i> number of fully paid ⁺ ordinary securities on issue 12 months before the ⁺ issue date or date of agreement to issue		219,655,958
Add the following:	31 December 2015	750,000
Number of fully paid +ordinary securities	31 December 2015	3,000,000
issued in that 12 month period under an exception in rule 7.2	31 December 2015	14,083,334
Number of fully paid +ordinary securities issued in that 12 month period with	31 December 2015	555,555
shareholder approval	8 February 2016	16,444,444
Number of partly paid ⁺ ordinary securities that became fully paid in that	4 April 2016	1,000,000
12 month period	12 May 2016	35,000,000
Note: Include only ordinary securities here –	30 June 2016	120,150,000
other classes of equity securities cannot be added	22 July 2016	7,300,000
Include here (if applicable) the securities the subject of the Appendix 3B to which	22 July 2016	7,177,778
this form is annexed It may be useful to set out issues of	22 July 2016	4,706,444
securities on different dates as separate line items		85,964,937
"A"		515,789,624

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⁺ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15
	[Note: this value cannot be changed]
Multiply "A" by 0.15	77,368,444
Step 3: Calculate "C", the amount 7.1 that has already been used	of placement capacity under rule
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:	
• Under an exception in rule 7.2	
Under rule 7.1A	
• With security holder approval under rule 7.1 or rule 7.4	
 Note: This applies to equity securities, unless specifically excluded – not just ordinary securities Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	
"C"	-
Step 4: Subtract "C" from ["A" x "l placement capacity under rule 7.1	B"] to calculate remaining
"A" x 0.15	77,368,444
Note: number must be same as shown in Step 2	
Subtract "C"	-
Note: number must be same as shown in Step 3	
Total ["A" x 0.15] – "C"	77,368,444
	[Note: this is the remaining placement capacity under rule 7.1]

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⁺ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A"	515,789,624
Note: number must be same as shown in Step 1 of Part 1	
Step 2: Calculate 10% of "A"	
"D"	0.10
	Note: this value cannot be changed
Multiply "A" by 0.10	51,578,962
Step 3: Calculate "E", the amount of 7.1A that has already been used	of placement capacity under rule
 Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: This applies to equity securities – not just ordinary securities Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed Do not include equity securities issued 	8 February 2016 13,750,705
under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained It may be useful to set out issues of securities on different dates as separate line items	13,750,705

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⁺ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x " placement capacity under rule 7.1	-
"A" x 0.10	51,578,962
Note: number must be same as shown in Step 2	
Subtract "E"	
Note: number must be same as shown in Step 3	13,750,705
<i>Total</i> ["A" x 0.10] – "E"	37,828,257
	Note: this is the remaining placement capacity under rule 7.1A

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⁺ See chapter 19 for defined terms.

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 30/9/2001. Amended 01/01/11

Name of entity	Consolidated Zinc Limited	
ABN	27 118 554 359	

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	Stephen Copulos
Date of last notice	28 November 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	Direct and indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Supermax Pty Ltd (Director) Eyeon Investments Pty Ltd (Director) CF Sundowner Pty Ltd (Director) Spacetime Pty Ltd (Director) Citywest Corp Pty Ltd (Director) Eyeon No 2 Pty Ltd (Director)
Date of change	14th December, 2016

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⁺ See chapter 19 for defined terms.

No. of securities held prior to change	
Eyeon No 2 Pty Ltd	11,975,596 Ordinary Fully Paid Shares
Supermax Pty Ltd	16,993,958 Ordinary Fully Paid Shares
Supermax Fty Ltu	10,993,938 Ordinary Purry Faid Shares
Eyeon Investments Pty Ltd	29,674,444 Ordinary Fully Paid Shares
	10,197,222 Unlisted Options \$0.06 exp 31.12.18
	500,000 Performance Rights (30/6/17)
	500,000 Performance Rights (30/6/18)
CF Sundowner Pty Ltd	3,870,000 Ordinary Fully Paid Shares
Cr Sundowner rty Ltd	5,870,000 Ordinary Purry Faid Shares
Spacetime Pty Ltd	5,910,000 Ordinary Fully Paid Shares
Citywest Corp Pty Ltd	16,943,334 Ordinary Fully Paid Shares
	5,416,667 Unlisted Options \$0.06 exp
	31.12.18
Class	(a)Class A Performance Rights Exp 30/09/19
	(b)Class B Performance Rights Exp 30/09/19
	(c)Class C Performance Rights Exp 30/09/19
Number acquired	(a) 500,000
	(b) 500,000
<u> </u>	(c) 500,000
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a,b,c) Issued in accordance with Annual General Meeting of shareholders on
	30 November 2016 – Resolution 6
	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1

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⁺ See chapter 19 for defined terms.

No. of securities held after change	
Eyeon No 2 Pty Ltd	11,975,596 Ordinary Fully Paid Shares
Supermax Pty Ltd	16,993,958 Ordinary Fully Paid Shares
Eyeon Investments Pty Ltd	29,674,444 Ordinary Fully Paid Shares 10,197,222 Unlisted Options\$0.06 exp 31.12.18 500,000 Performance Rights (30/6/17) 500,000 Performance Rights (30/6/18) 500,000 Performance Rights (30/09/19) 500,000 Performance Rights (30/09/19) 500,000 Performance Rights (30/09/19)
CF Sundowner Pty Ltd	3,870,000 Ordinary Fully Paid Shares
Spacetime Pty Ltd	5,910,000 Ordinary Fully Paid Shares
Citywest Corp Pty Ltd	16,943,334 Ordinary Fully Paid Shares 5,416,667 Unlisted Options \$0.06 exp 31.12.18
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(a,b,c) Issued in accordance with resolutions at the Annual General Meeting of Shareholders on 30 th November, 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.

Part 3 – +Closed period

No
•

⁺ See chapter 19 for defined terms.

1/1/2011Appendix 3Y Page 3

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 30/9/2001. Amended 01/01/11

Name of entity	Consolidated Zinc Limited
ABN	27 118 554 359

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	William Dix
Date of last notice	7 October 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	Direct and Indirect	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	 William Robert Dix and Marion Sarah Cole as trustee for the Dix Superannuation Fund - beneficiary. Wreckt Pty Ltd - Director and shareholder Direct 	
Date of change	14 December 2016	
No. of securities held prior to change William Robert Dix and Marion Sarah Cole as trustee for the Dix Superanuuation Fund	1,625,000 Ordinary Fully Paid Shares	
Wreckt Pty Ltd	5,000,000 Unlisted Options (5/6/20)	
Direct	666,667 Performance Rights (30/6/17) 666,666 Performance Rights (30/6/18)	
Class	(a) Performance Rights – Class A (exp 30/9/19) (b) Performance Rights – Class B (exp 30/9/19) (c) Performance Rights – Class C (exp 30/9/19)	
Number acquired	(a) 666,667 (b) 666,667 (c) 666,666	
Number disposed	N/A	

⁺ See chapter 19 for defined terms.

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Appendix 3Y Change of Director's Interest Notice

Value/Consideration	Issued in accordance with General
Note: If consideration is non-cash, provide details and estimated valuation	Meeting of Shareholders on 30 November
	2016.
No. of securities held after change	
William Robert Dix and Marion Sarah Cole as trustee for the Dix Superanuuation Fund	1,625,000 Ordinary Fully Paid Shares
Wreckt Pty Ltd	5,000,000 Unlisted Options (5/6/20)
Direct	666,667 Performance Rights (30/6/17) 666,666 Performance Rights (30/6/18) 666,667 Performance Rights – Class A (exp 30/9/19) 666,667 Performance Rights – Class B (exp 30/9/19) 666,666 Performance Rights – Class C (exp 30/9/19)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issued in accordance with General Meeting of Shareholders on 30 November 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.

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	
Interest acquired	
Interest disposed	
Value/Consideration	
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?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

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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 30/9/2001. Amended 01/01/11

Name of entity	Consolidated Zinc Limited
ABN	27 118 554 359

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	Andrew Richards
Date of last notice	7 October 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) Note: Provide details of the circumstances giving rise to the relevant interest.	 Mr Andrew Lehane Richards and Mrs Kerry Suzanne Richards as trustee for the Ankemala Superannuation Fund (Beneficiary). Arc Resources Pty Ltd as trustee for the AK Growth Trust (Beneficiary) 	
Date of change	14 December 2016	
No. of securities held prior to change Ankemala Superannuation Fund Arc Resources Pty Ltd as trustee for the AK Growth Trust	1,455,000 Ordinary Fully Paid Shares 225,000 Ordinary Fully Paid Shares 2,500,000 Unlisted options (5/6/20) 500,000 Performance Rights (30/6/17) 500,000 Performance Rights (30/6/18)	
Class	(a) Performance Rights – Class A (exp 30/9/19) (b) Performance Rights – Class B (exp 30/9/19) (c) Performance Rights – Class C (exp 30/9/19)	
Number acquired	(a) 500,000 (b) 500,000 (c) 500,000	
Number disposed		

⁺ See chapter 19 for defined terms.

1/1/2011 Appendix 3Y Page 1

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Issued in accordance with General Meeting of Shareholders on 30 November 2016.
No. of securities held after change	
Ankemala Superannuation Fund	1,455,000 Ordinary Fully Paid Shares
Arc Resources Pty Ltd as trustee for the AK Growth Trust	225,000 Ordinary Fully Paid Shares 2,500,000 Unlisted options (5/6/20) 500,000 Performance Rights (30/6/17) 500,000 Performance Rights (30/6/18) 500,000 Performance Rights – Class A (exp 30/9/19) 500,000 Performance Rights – Class B (exp 30/9/19) 500,000 Performance Rights – Class C (exp 30/9/19)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issued in accordance with General Meeting of Shareholders on 30 November 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.

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	
Interest acquired	
Interest disposed	
Value/Consideration	
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?	
If prior written clearance was provided, on what date was this provided?	

 $^{+ \} See \ chapter \ 19 \ for \ defined \ terms.$

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