

# 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

<b>Name of entity</b>	<b>Highfield Resources Limited</b>
<b>ABN</b>	<b>51 153 918 257</b>

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.

<b>Name of Director</b>	Derek Carter
<b>Date of last notice</b>	4 November 2015

### 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Mr Derek Carter and Mrs Carlsa Carter <The Carter Family Trust> - trustee and beneficiary  Derek Carter and Carlsa Carter <The Salamanca Super Fund a/c> - trustee and beneficiary
<b>Date of change</b>	A. 8 May 2017  B & C. 12 May 2017
<b>No. of securities held prior to change</b>	<b>Mr Derek Carter and Mrs Carlsa Carter</b> <b>&lt;The Carter Family Trust&gt;</b>  - 1,500,000 unlisted options exercisable at \$0.40 each on or before 31 May 2017. - 1,500,000 unlisted options exercisable at \$0.75 each on or before 11 September 2018. - 1,000,000 unlisted options exercisable at \$2.00 each on or before 30 June 2019.  <b>Derek Carter and Carlsa Carter</b> <b>&lt;The Salamanca Super Fund a/c&gt;</b>  - 8,321,504 ordinary fully paid shares - 5,510,752 Class B Performance Shares

+ See chapter 19 for defined terms.

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<p><b>Class</b></p>	<p><b>Derek Carter and Carlsa Carter</b>  <b>&lt;The Salamanca Super Fund a/c&gt;</b></p> <p>A. Ordinary fully paid shares</p> <p><b>Mr Derek Carter and Mrs Carlsa Carter</b>  <b>&lt;The Carter Family Trust&gt;</b></p> <p>B. Ordinary fully paid Shares</p> <p>C. Unlisted options exercisable at \$0.40 each on or before 31 May 2017.</p>
<p><b>Number acquired</b></p>	<p><b>Mr Derek Carter and Mrs Carlsa Carter</b>  <b>&lt;The Carter Family Trust&gt;</b></p> <p>B. 1,500,000 ordinary fully paid shares</p>
<p><b>Number disposed</b></p>	<p><b>Derek Carter and Carlsa Carter</b>  <b>&lt;The Salamanca Super Fund a/c&gt;</b></p> <p>A. 600,000 ordinary fully paid shares</p> <p><b>Mr Derek Carter and Mrs Carlsa Carter</b>  <b>&lt;The Carter Family Trust&gt;</b></p> <p>C. 1,500,000 unlisted options exercisable at \$0.40 each on or before 31 May 2017 (following conversion to fully paid ordinary shares)</p>
<p><b>Value/Consideration</b>  Note: If consideration is non-cash, provide details and estimated valuation</p>	<p><b>Derek Carter and Carlsa Carter</b>  <b>&lt;The Salamanca Super Fund a/c&gt;</b></p> <p>A. \$600,000 (\$1.00 each)</p> <p><b>Mr Derek Carter and Mrs Carlsa Carter</b>  <b>&lt;The Carter Family Trust&gt;</b></p> <p>B. &amp; C. \$600,000.00 (\$0.40 each)*  <i>*Conversion funds were transferred to the Company to be used for working capital purposes.</i></p>
<p><b>No. of securities held after change</b></p>	<p><b>Mr Derek Carter and Mrs Carlsa Carter</b>  <b>&lt;The Carter Family Trust&gt;</b></p> <ul style="list-style-type: none"> <li>- 1,500,000 ordinary fully paid shares</li> <li>- 1,500,000 unlisted options exercisable at \$0.75 each on or before 11 September 2018.</li> <li>- 1,000,000 unlisted options exercisable at \$2.00 each on or before 30 June 2019.</li> </ul> <p><b>Derek Carter and Carlsa Carter</b>  <b>&lt;The Salamanca Super Fund a/c&gt;</b></p> <ul style="list-style-type: none"> <li>- 7,721,504 ordinary fully paid shares</li> <li>- 5,510,752 Class B Performance Shares</li> </ul>

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<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p><b>Derek Carter and Carlsa Carter</b> <b>&lt;The Salamanca Super Fund a/c&gt;</b> A. On market trade</p> <p><b>Mr Derek Carter and Mrs Carlsa Carter</b> <b>&lt;The Carter Family Trust&gt;</b> B. &amp; C. Exercise of options</p> <p><i>*Mr Carter's security holdings in the Company have increased by an amount of 900,000 shares following the transactions detailed above and completed on 11 May 2017.</i></p>
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**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> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<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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