

# 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>	Alice Queen Limited
<b>ABN</b>	71 099 247 408

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>	Mr Andrew Buxton
<b>Date of last notice</b>	31 January 2017

### 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>	Direct & Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Andrew Buxton & Juliette Buxton <Buxton Super Fund> A fund in which Mr Andrew Buxton has a beneficial interest.
<b>Date of change</b>	<ul style="list-style-type: none"> <li>• 12 October 2017: Exercise of 17,500,000 listed options and allotment of shares;</li> <li>• 29 September 2017: Off-market transfer of 7,500,000 listed options; and</li> <li>• 30 September 2017 expiry of 292,674 listed options.</li> </ul>
<b>No. of securities held prior to change</b>	<p><b>Shares and options held Direct:</b></p> <ul style="list-style-type: none"> <li>• 43,222,009 Fully Paid Ordinary Shares</li> <li>• 25,202,674 Listed Options with an exercise price of 3 cents each, exercisable on or before 30 September 2017.</li> <li>• 616,050 unlisted options over ordinary shares in the Company with an exercise price of \$0.038 (3.8cents) each, exercisable on or before 14 December 2019. The options will vest on 14 December 2017.</li> </ul> <p><b>Shares and options held Indirect:</b> Andrew Buxton &amp; Juliette Buxton &lt;Buxton Super Fund&gt; 180,000 Fully Paid Ordinary Shares 90,000 Listed Options exercise price of 3 cents each exercisable on or before 30 September 2017.</p>
<b>Class</b>	Shares

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Number acquired</b>	17,500,000 ordinary shares were acquired on the exercise of 17,500,000 listed options issued pursuant to the prospectus dated 20 September 2016.
<b>Number disposed</b>	Off-market transfer of 7,500,000 listed options  292,674 listed options expired on 30 September 2017
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Exercise price: 3 cents (\$0.03) per share
<b>No. of securities held after change</b>	<p><b>Shares and options held Direct:</b></p> <ul style="list-style-type: none"> <li>• 60,722,009 Fully Paid Ordinary Shares.</li> <li>• 616,050 unlisted options over ordinary shares in the Company with an exercise price of \$0.038 (3.8cents) each, exercisable on or before 14 December 2019. The options will vest on 14 December 2017.</li> </ul> <p><b>Shares and options held Indirect:</b>            Andrew Buxton &amp; Juliette Buxton &lt;Buxton Super Fund&gt;            180,000 Fully Paid Ordinary Shares</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	<ul style="list-style-type: none"> <li>• 17,500,000 ordinary shares were acquired on the exercise of 17,500,000 listed options issued pursuant to the prospectus dated 20 September 2016.</li> <li>• 29 September 2017: Off-market transfer of 7,500,000 listed options; and</li> <li>• 30 September 2017 expiry of 292,674 listed options.</li> </ul>

**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>	Not Applicable
<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**

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

---

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	The change of interest is a result of: (a) the exercise of 17,500,000 options; (b) the transfer of 7,500,000 listed options for a deemed transfer price of \$0.015 (1.5 cents) each; and (c) the expiry of 292,674 options.  (a) and (c) – Not Applicable  (b) – Yes
If so, was prior written clearance provided to allow the trade to proceed during this period?	Yes
If prior written clearance was provided, on what date was this provided?	21 September 2017

---

+ See chapter 19 for defined terms.