

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	Alice Queen Limited
ABN	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.

Name of Director	Mark Kerr
Date of last notice	20 December 2018

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 & Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Berkeley Consultants Pty Ltd Paradyce Pty Ltd Mark & Linda Kerr - Trustees of Lindmark Investments Staff Super Fund Companies and fa und in which Mark Kerr has a beneficial interest.
Date of change	28 December 2018
No. of securities held prior to change	<p>Shares and options held Direct:</p> <ul style="list-style-type: none"> - 16,024,169 Fully Paid Ordinary Shares - 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. - 750,000 unlisted options over ordinary shares in the Company with an exercise price of \$0.056 (5.6 cents) each, exercisable on or before 13 December 2020. The options will vest on 14 December 2018. - 3,215,625 unlisted options over ordinary shares in the Company with an exercise price of \$0.04 (4 cents) each, exercisable on or before 18 December 2021. The options will vest on 18 December 2019. <p>Shares and options held Indirect:</p> <ul style="list-style-type: none"> • Berkeley Consultants Pty Ltd - 6,409,668 Fully Paid Ordinary Shares • Mark & Linda Kerr - Trustees of Lindmark Investments Staff Super Fund - 8,012,085 Fully Paid Ordinary Shares
Class	Ordinary Shares

+ See chapter 19 for defined terms.

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Number acquired	3,400,000 ordinary shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.015 per Share
No. of securities held after change	<p>Shares and options held Direct:</p> <ul style="list-style-type: none"> - 16,024,169 Fully Paid Ordinary Shares - 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. - 750,000 unlisted options over ordinary shares in the Company with an exercise price of \$0.056 (5.6 cents) each, exercisable on or before 13 December 2020. The options will vest on 14 December 2018. - 3,215,625 unlisted options over ordinary shares in the Company with an exercise price of \$0.04 (4 cents) each, exercisable on or before 18 December 2021. The options will vest on 18 December 2019. <p>Shares and options held Indirect:</p> <ul style="list-style-type: none"> • Berkeley Consultants Pty Ltd <ul style="list-style-type: none"> - 6,409,668 Fully Paid Ordinary Shares • Mark & Linda Kerr - Trustees of Lindmark Investments Staff Super Fund <ul style="list-style-type: none"> - 8,012,085 Fully Paid Ordinary Shares • Paradyce Pty Ltd <ul style="list-style-type: none"> - 3,400,000 Fully Paid Ordinary Shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	3,400,000 ordinary shares were acquired in accordance with a resolution as approved by Shareholders at the AGM held on 29 November 2018.

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	Not Applicable
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	

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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?	Not Applicable.
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?	

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