

# 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>Pensana Metals Limited</b>
<b>ABN</b>	<b>86 121 985 395</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>	Paul Atherley
<b>Date of last notice</b>	20 November 2019

### 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.	Selection Capital Limited Director and major shareholder
<b>Date of change</b>	22 and 25 November 2019
<b>No. of securities held prior to change</b>	<ul style="list-style-type: none"> <li>• 5,167,575 fully paid ordinary shares</li> </ul> <p>3,858,038 performance rights which will vest respectively, upon:</p> <ul style="list-style-type: none"> <li>• Tranche 2- the delivery of Pre-Feasibility Study and the Company making a decision to proceed to a Definitive Feasibility Study of the Longonjo NdPr Project and;</li> <li>• Tranche 3 - the delivery of a positive Definitive Feasibility Study and the Company making a decision to proceed with financing and development of the Longonjo NdPr Project.</li> </ul>

+ See chapter 19 for defined terms.

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<b>Class</b>	Fully Paid Ordinary Shares
<b>Number acquired</b>	(i) 44,249 fully paid ordinary shares (ii) 3,858,038 fully paid ordinary shares
<b>Number disposed</b>	(3,858,038) conversion of performance rights
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	(i) \$9,832 (ii) Conversion of performance rights (valuation \$0.17 per share)
<b>No. of securities held after change</b>	<ul style="list-style-type: none"> <li>• 9,069,862 fully paid ordinary shares</li> </ul> <p>3,858,038 performance rights which will vest respectively, upon:</p> <ul style="list-style-type: none"> <li>• Tranche 3 - the delivery of a positive Definitive Feasibility Study and the Company making a decision to proceed with financing and development of the Longonjo NdPr Project.</li> </ul>
<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	(i) On-market purchase (ii) Conversion of performance rights

**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>	None
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A

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<b>Date of change</b>	N/A
<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	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>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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<sup>+</sup> See chapter 19 for defined terms.