

# 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.

|                       |                                  |
|-----------------------|----------------------------------|
| <b>Name of entity</b> | <b>Fitzroy Resources Limited</b> |
| <b>ABN</b>            | <b>43 145 590 110</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>    | Thomas Henderson |
| <b>Date of last notice</b> | 6/2/2014         |

### 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><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Mr Henderson is a director of Tisia Nominees Pty Ltd                                                                                                         |
| <b>Date of change</b>                                                                                                                                               | 20/1/2015                                                                                                                                                    |
| <b>No. of securities held prior to change</b>                                                                                                                       | TISIA NOMINEES PTY LTD <HENDERSON FAMILY ACCOUNT<br>6,070,489 Ordinary Shares<br>1,500,000 Unlisted Options exercisable at \$0.30 on or before 31 July 2015. |
| <b>Class</b>                                                                                                                                                        | Ordinary Shares                                                                                                                                              |
| <b>Number acquired</b>                                                                                                                                              | 6,070,489                                                                                                                                                    |
| <b>Number disposed</b>                                                                                                                                              | -                                                                                                                                                            |
| <b>Value/Consideration includes brokerage/gst</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>                     | \$0.004 per share                                                                                                                                            |

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+ See chapter 19 for defined terms.

## Appendix 3Y

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| <b>No. of securities held after change</b>                                                                                                                                                 | TISIA NOMINEES PTY LTD <HENDERSON FAMILY ACCOUNT<br>12,158,978 Ordinary Shares<br>1,500,000 Unlisted Options exercisable at \$0.30 on or before 31 July 2015. |
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | Participation in Rights Issue                                                                                                                                 |

## 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>                                                                                                                                                   | N/A |
| <b>Nature of interest</b>                                                                                                                                                   | N/A |
| <b>Name of registered holder (if issued securities)</b>                                                                                                                     | N/A |
| <b>Date of change</b>                                                                                                                                                       | N/A |
| <b>No. and class of securities to interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to interest has changed</small> | N/A |
| <b>Interest acquired</b>                                                                                                                                                    | N/A |
| <b>Interest disposed</b>                                                                                                                                                    | N/A |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>                                                 | N/A |
| <b>Interest after change</b>                                                                                                                                                | N/A |

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+ See chapter 19 for defined terms.

**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?                                               | N/A |
| If prior written clearance was provided, on what date was this provided?                                                                    | N/A |

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+ See chapter 19 for defined terms.