

10 February 2015

Revised Change in Director's Interest Notice

The attached Appendix 3Y lodged for Mr Russell Lynton-Brown revises the Appendix 3Y lodged on 20 January 2015 to record Mr Lynton-Brown's acceptance of entitlements in the Company's rights issue which closed on 13 January 2015. While the original Appendix 3Y was lodged within the time limit imposed by the Listing Rules the acceptance of rights by an entity in which Mr Lynton-Brown has an interest was not recorded in the original Appendix 3Y.

The Company advises that all Directors of the Company are aware of their obligations in relation to Listing Rule 3.19.A and the Company has arrangements in place for the notification of changes in director's interests.

The current arrangements are believed to be adequate and the Company believes that each of the Directors understands their obligations to comply with the notification requirements after any dealings in the Company's securities.

The Company is strongly committed to ensuring its compliance with the disclosure obligations in accordance with the share trading policy and the ASX Listing Rules.

For additional information, please contact:

For further information contact:

Simon Robertson

Company Secretary

Telephone +61 8 6555 2945

About Fitzroy Resources

Capital Structure

Share Code	ASX: FRY
Shares on Issue	160.7 Million
Options	6 Million
Performance Shares on issue	20 Million

Directors and Management

Tom Henderson, **Chairman**
 Will Dix, **Director**
 Ric Vittino, **Director**
 Russell Lynton-Brown, **Director**

Ben Lane **Consultant**
 Simon Robertson, **Company Secretary**

Projects

Emmaus:
 Hard Coking Coal Property
 West Virginia, USA
 100km S of Charleston, WV
Blackstone:
 Hard Coking Coal Property
 West Virginia, USA
 100km S of Charleston, WV

Rookwood (49%):
 VHMS copper/gold prospect
 70km NW of Rockhampton, Qld
Glentanna:
 VHMS copper/gold prospect
 140km SW of Brisbane, Qld

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.

Name of entity	Fitzroy Resources Limited
ABN	43 145 590 110

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	Russel Lynton-Brown
Date of last notice	17/12/2014

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.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Mr Lynton-Brown is a trustee of R Lynton-Brown Superannuation A/C Mr Lynton-Brown is a director of Husif Nominees Pty Ltd
Date of change	20/1/2015
No. of securities held prior to change	Russell Lynton-Brown and Rosemary Beeck <R Lynton-Brown Superannuation A/C> 280,000 Ordinary Shares Fitzroy Employee Share Plan Pty Ltd (Trustee for the Fitzroy Resources Limited Employee Share Acquisition Plan Trust) 500,000 Ordinary Shares Husif Nominees Pty Ltd <RC Lynton-Brown Family A/C> 288,462 Ordinary Shares
Class	Ordinary Shares
Number acquired	568,462

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Number disposed	-
Value/Consideration includes brokerage/gst <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.004 per share
No. of securities held after change	<p>Russell Lynton-Brown and Rosemary Beeck <R Lynton-Brown Superannuation A/C> 560,000 Ordinary Shares</p> <p>Fitzroy Employee Share Plan Pty Ltd (Trustee for the Fitzroy Resources Limited Employee Share Acquisition Plan Trust) 500,000 Ordinary Shares</p> <p>Husif Nominees Pty Ltd <RC Lynton-Brown Family A/C> 576,924 Ordinary Shares</p>
Nature of change <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.

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

+ See chapter 19 for defined terms.

Appendix 3Y
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Interest after change	N/A
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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

+ See chapter 19 for defined terms.