

# 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 Aphrodite Gold Ltd
ABN 61 138 879 928

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	Peter Buttigieg
Date of last notice	20 April 2015

### 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) Note: Provide details of the circumstances giving rise to the relevant interest.	Listed ordinary shares and Unlisted Incentive Options to Director related entities – RMS (Aust) Pty Ltd, Peter and Jennifer Buttigieg <Buttigieg Super Fund A/c> and P&J Buttigieg Nominees Pty Ltd of which Mr Buttigieg is a Director and Shareholder
Date of change	18 May 2015
No. of securities held prior to change	Indirect shares 103,078,658 4,000,000 Unlisted Incentive Options
Class	Ordinary shares Unlisted Incentive Options, exercisable at 2.5 cents on / before 31 July 2017
Number acquired	100,000,000 ordinary shares acquired by RMS (Aust) Pty Ltd from the conversion of a fully drawn Convertible Note totalling \$2,500,000, at 2.5 cents per share
Number disposed	Nil

---

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$2,500,000
<b>No. of securities held after change</b>	203,078,658 Ordinary shares 4,000,000 Unlisted Incentive Options
<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	Acquisition of 100,000,000 shares by RMS (Aust) Pty Ltd through the conversion of a Convertible Note

#### 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 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

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> 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

<sup>+</sup> See chapter 19 for defined terms.