Rule 3.19A.2

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

SOUTHERN CROWN RESOURCES LTD
ABN 52 143 416 531

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	*Mr Adrian Hill*
Date of last notice	*22 December 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) *Note: Provide details of the circumstances giving rise to the relevant interest.*	*Samatzo Holdings Pty Ltd as Trustee for the* ***Hill Family Trust*** *and Adrian Hill and Georgina Hill as Trustees for* ***The A & G Hill Superfund***
Date of change	*5 June 2015*
No. of securities held prior to change	***Hill Family Trust*** • *363,475 fully paid ordinary shares* • *600,000 Unlisted options exercisable at 12 cents each expiring 31 March 2017* ***The A & G Hill Superfund*** • *25,000 fully paid ordinary shares*
Class	*Fully paid ordinary shares*
Number acquired	***Hill Family Trust*** • *90,869 fully paid ordinary shares* ***The A & G Hill Superfund*** • *6,250 fully paid ordinary shares*
Number disposed	*Nil*

+ See chapter 19 for defined terms.

Value/Consideration *Note: If consideration is non-cash, provide details and estimated valuation*	*$0.03 per fully paid ordinary share*
No. of securities held after change	***Hill Family Trust*** • *454,344 fully paid ordinary shares* • *600,000 Unlisted options exercisable at 12 cents each expiring 31 March 2017* ***The A & G Hill Superfund*** • *31,250 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*	*Subscription for shares in non-renounceable 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 which interest related prior to change *Note: Details are only required for a contract in relation to which the interest has changed*	*N/A*
Interest acquired	*N/A*
Interest disposed	*N/A*
Value/Consideration *Note: If consideration is non-cash, provide details and an estimated valuation*	*N/A*
Interest after change	*N/A*

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.