

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 Phoenix Gold Limited
ABN 55 140 269 316

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	Dale Clark Rogers
Date of last notice	2 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	(i) Direct. (ii) Indirect.
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	(ii) Lesley Ann Thomson as trustee for the Phoenix Trust. (ii)(a) Dale Rogers as trustee for the CWR Trust. (ii)(b) Dale Rogers as trustee for the LAT Trust.
Date of change	28 August 2015

+ See chapter 19 for defined terms.

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No. of securities held prior to change	(i) 33,335 ordinary fully paid shares. (i) 1,500,000 options with an exercise price of 15 cents each expiring on 27 November 2017. (ii) 5,600,000 ordinary fully paid shares. (ii)(a) 700,000 ordinary fully paid shares. (ii)(b) 700,000 ordinary fully paid shares. (ii) 2,400,000 options with an exercise price of 25 cents each expiring on 28 August 2015. (ii)(a) 300,000 options with an exercise price of 25 cents each expiring on 28 August 2015. (ii)(b) 300,000 options with an exercise price of 25 cents each expiring on 28 August 2015.
Class	Unlisted Options with an exercise price of 25 cents each expiring on 28 August 2015.
Number acquired	Nil
Number disposed	3,000,000 options expired
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	(i) 33,335 ordinary fully paid shares. (i) 1,500,000 options with an exercise price of 15 cents each expiring on 27 November 2017. (ii) 5,600,000 ordinary fully paid shares. (ii)(a) 700,000 ordinary fully paid shares. (ii)(b) 700,000 ordinary fully paid 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	Expiry of unlisted options on 28 August 2015.

+ See chapter 19 for defined terms.

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	Nil
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 <small>Note: Details are only required for a contract in relation to which the 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
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

D Rogers 2 September 2015

⁺ See chapter 19 for defined terms.