

# 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

<b>Name of entity</b> Phoenix Gold Limited
<b>ABN</b> 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.

<b>Name of Director</b>	Dale Clark Rogers
<b>Date of last notice</b>	2 September 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.

<b>Direct or indirect interest</b>	(i) Direct. (ii) Indirect.
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	(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.
<b>Date of change</b>	20 November 2015
<b>No. of securities held prior to change</b>	(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.
<b>Class</b>	Ordinary fully paid shares.
<b>Number acquired</b>	Nil

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+ See chapter 19 for defined terms.

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<b>Number disposed</b>	7,033,335 ordinary fully paid shares.
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	As detailed in the First Supplementary Bidder's Statement issued by Evolution Mining Ltd on 10 November 2015.
<b>No. of securities held after change</b>	(i) 1,500,000 options with an exercise price of 15 cents each expiring on 27 November 2017.
<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	Acceptance of takeover offer by Evolution Mining Ltd for all the issued shares of Phoenix Gold Ltd.

## 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>	Nil
<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

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**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No, it was an acceptance of a takeover offer for all the issued shares in the Company which is an exclusion to the Company's Securities Dealing Policy.
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

D Rogers 20 November 2015

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