



29 September 2014

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney, NSW 2000

Dear Sir

Appendix 3Y – Bruce Clement

Please find attached Appendix 3Y reflecting a net increase of 441,030 Ordinary Shares held by Bruce Clement.

The change in holding is a result of the issue of Ordinary Shares on the vesting of 30 June 2014 Cash Share Rights and the subsequent sale of Ordinary Shares by Mr Clement in order to manage the tax liability on the issue of the shares.

Yours faithfully

Neville Kelly
Company Secretary
AWE Limited



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	AWE Limited
ABN	70 077 897 440

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	Bruce Frederick William Clement
Date of last notice	21 January 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	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Bruce F W Clement
Date of change	22-29 September 2014
No. of securities held prior to change	260,061 Ordinary Shares 916,030 Cash Share Rights vesting 30 June 2014 331,474 Cash Share Rights vesting 30 June 2015 427,474 Cash Share Rights vesting 30 June 2016
Class	Ordinary Shares and Cash Share Rights
Number acquired	916,030 Ordinary Shares
Number disposed	(1) 916,030 Cash Share Rights vesting 30 June 2014 (2) 475,000 Ordinary Shares
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	(1) Acquisition of Ordinary Shares NIL (2) Sale of Ordinary Shares \$1.8420 per share

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

No. of securities held after change	Refer attached Annexure "A"
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(1) Issue of Ordinary Shares on 22 September 2014 as a result of vesting of 30 June 2014 vesting Cash Share Rights as more detailed in the Company's June 2014 Remuneration Report and as approved by shareholders at the Company's June 2011 Annual General Meeting (2) Disposal of Ordinary Shares on market

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?	N/A
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.

ANNEXURE "A"

APPENDIX 3Y

29 September 2014

Change of Director's Interest Notice

Entity

AWE Limited

ABN

70 077 897 440

Director

BRUCE F W CLEMENT

Registered Holder	Nature of Interest	No. of Securities
<u>Ordinary Shares</u>		
Margot C Clement	Spouse	30,000
Bruce F W Clement	Registered Holder	671,091
		<u>701,091</u>

Cash Share Rights

Bruce F W Clement	Registered Holder	331,474 (1)
Bruce F W Clement	Registered Holder	427,474 (2)
Total Cash Share Rights		<u>758,948</u>

(1) To be tested for vesting 30 June 2015

(2) To be tested for vesting 30 June 2016

+ See chapter 19 for defined terms.