

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	ORPHEUS ENERGY LIMITED
ABN	67 121 257 412

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	Wayne Douglas Mitchell
Date of last notice	10 November 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
Date of change	19 February 2015
No. of securities held prior to change	
Direct	12,990,823 Fully Paid Ordinary Shares 4,854,910 options exercisable at \$0.0607 expiring 30 June 2017
Class	Ordinary shares
Number acquired	2,273,387
Number disposed	
Value/Consideration	\$45,468
<small>Note: If consideration is non-cash, provide details and estimated valuation</small>	
No. of securities held after change	
Direct	15,264,210 Fully Paid Ordinary Shares 4,854,910 options exercisable at \$0.0607 expiring 30 June 2017

+ See chapter 19 for defined terms.

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of Fully Paid Ordinary Shares under the Rights Issue Prospectus dated 21 November 2014
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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	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
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	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

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.

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ABN	67 121 257 412

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	David Edward Smith
Date of last notice	10 November 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 and Indirect
Date of change	19 February 2015
No. of securities held prior to change	
Direct	9,000,009 Fully Paid Ordinary Shares 2,513,512 options exercisable at \$0.0607 expiring 30 June 2017
Indirect	
Director of Octopi Enterprises Pty Ltd	8,500,006 Fully Paid Ordinary Shares
Director of DAGIDOCH Pty Ltd ATF The Smith Family Superannuation Fund	5,000,000 Fully Paid Ordinary Shares
Gillian Smith (Wife)	7,574,666 Fully Paid Ordinary Shares
Dominic Smith (Son)	8,000 Fully Paid Ordinary Shares
Christian Smith (Son)	8,000 Fully Paid Ordinary Shares
Class	Fully Paid Ordinary Shares

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Number acquired	6,409,319
Number disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$128,186
No. of securities held after change	
Direct	10,000,000 Fully Paid Ordinary Shares 2,513,512 options exercisable at \$0.0607 expiring 30 June 2017
Indirect	
Director of Octopi Enterprises Pty Ltd	10,000,000 Fully Paid Ordinary Shares
Director of DAGIDOCH Pty Ltd ATF The Smith Family Superannuation Fund	8,905,334 Fully Paid Ordinary Shares
Gillian Smith (Wife)	7,574,666 Fully Paid Ordinary Shares
Dominic Smith (Son)	10,000 Fully Paid Ordinary Shares
Christian Smith (Son)	10,000 Fully Paid Ordinary Shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of Fully Paid Ordinary Shares under the Rights Issue Prospectus dated 21 November 2014

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	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
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>	
Interest acquired	

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Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

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

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ABN	67 121 257 412

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	Wesley Martin Harder
Date of last notice	10 November 2013

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>	
Date of change	19 February 2015
No. of securities held prior to change	
Direct	3,134,577 Fully Paid Ordinary Shares 1,851,036 options exercisable at \$0.0607 expiring 30 June 2017
Class	Ordinary shares
Number acquired	3,318,247
Number disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$66,365

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No. of securities held after change Direct	6,452,824 Fully Paid Ordinary Shares 1,851,036 options exercisable at \$0.0607 expiring 30 June 2017
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of Fully Paid Ordinary Shares under the Rights Issue Prospectus dated 21 November 2014

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	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
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>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

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
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ABN	67 121 257 412

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	Mike Rhodes
Date of last notice	10 November 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>	
Date of change	19 February 2015
No. of securities held prior to change	
Direct	1,503,334 Fully Paid Ordinary Shares
Class	Ordinary shares
Number acquired	2,774,499
Number disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$55,490

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No. of securities held after change Direct	4,277,833 Fully Paid Ordinary Shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of Fully Paid Ordinary Shares under the Rights Issue Prospectus dated 21 November 2014

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	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
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>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

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

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