

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	David Edward Smith
Date of last notice	17 October 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 and Indirect
Date of change	4 -8 November 2013
No. of securities held prior to change	
Direct	8,600,000 Fully Paid Ordinary Shares 500,000 options exercisable at 20 cents on or before 30 September 2014
Indirect	
Director of Octopi Enterprises Pty Ltd	8,500,000 Fully Paid Ordinary Shares
Director of DAGIDOCH Pty Ltd ATF The Smith Family Superannuation Fund	5,000,000 Fully Paid Ordinary Shares
CWK Nominees Pty Ltd – Nominee Holder of Options	1,000,000 options exercisable at 20c on or before 30 September 2014
Dominic Smith (Son)	8,000 ordinary shares
Christian Smith (Son)	8,000 ordinary shares
Class	Ordinary shares and Unlisted options exercisable at \$0.0607 expiring 30-6-2017

+ See chapter 19 for defined terms.

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Number acquired	400,000 ordinary shares 2,513,512 options
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Shares - \$24,082 Est. Option Fair value \$0.0308 in accordance With AASB 2 share based payments disclosure requirements
No. of securities held after change	
Direct	9,000,000 Fully Paid Ordinary Shares 500,000 options exercisable at 20 cents on or before 30 September 2014 2,513,512 options exercisable at \$0.0607 expiring 30 June 2017
Indirect	
Director of Octopi Enterprises Pty Ltd	8,500,000 Fully Paid Ordinary Shares
Director of DAGIDOCH Pty Ltd ATF The Smith Family Superannuation Fund	5,000,000 Fully Paid Ordinary Shares
CWK Nominees Pty Ltd – Nominee Holder of Options	1,000,000 options exercisable at 20c on or before 30 September 2014
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 options under Long Term Incentive plan approved by shareholders at AGM on 1 November 2013.

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	

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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.