

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	SOUTH BOULDER MINES LTD
ABN	56 097 904 302

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	Paul Michael Donaldson
Date of last notice	1 May 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) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	19 June 2014
No. of securities held prior to change	<ul style="list-style-type: none">• 91,666 ordinary fully paid shares• 700,000 unlisted options exercisable at \$0.599 each, expiring on 31/1/2016• 1,000,000 unlisted options exercisable at \$0.649 each, expiring on 31/1/2016• 1,300,000 unlisted options exercisable at \$0.949 each, expiring on 31/1/2016• 1,000,000 unlisted options exercisable at \$0.34 each, expiring on 29/11/2016
Class	Ordinary fully paid shares
Number acquired	60,000

+ See chapter 19 for defined terms.

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Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$10,050.00
No. of securities held after change	<ul style="list-style-type: none"> • 151,666 ordinary fully paid shares • 700,000 unlisted options exercisable at \$0.599 each, expiring on 31/1/2016 • 1,000,000 unlisted options exercisable at \$0.649 each, expiring on 31/1/2016 • 1,300,000 unlisted options exercisable at \$0.949 each, expiring on 31/1/2016 • 1,000,000 unlisted options exercisable at \$0.34 each, expiring on 29/11/2016
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>	On market purchase of ordinary shares

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 <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

+ See chapter 19 for defined terms.

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

⁺ See chapter 19 for defined terms.