

21 December 2012

No. of Pages: 4

ASX CODE: ORS

Market Cap.: \$15.0 m (\$0.14 p/s)
Shares on issue: 106,048,002
Cash: \$2.1 m (30 September 2012)

BOARD & MANAGEMENT

Ian Gandel, Chairman
Anthony Gray, Managing Director
Ian Pamensky, Director

MAJOR SHAREHOLDERS

Alliance Resources – 20.7%
Abbotsleigh – 18.9%
JP Morgan Nominees – 9.0%

PRINCIPAL OFFICE

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APPENDIX 3Y - CHANGE IN DIRECTORS **INTEREST NOTICE**

The following form is lodged:

- Appendix 3Y – Mr Anthony Gray – 3 Pages

For further information regarding this announcement, contact:

Bob Tolliday

Company Secretary
OCTAGONAL RESOURCES LIMITED

Additional information relating to Octagonal and its various mining and exploration projects can be found on the Company's website:

www.octagonalresources.com.au

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:	OCTAGONAL RESOURCES LIMITED
ABN:	38 147 300 418

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	Mr Anthony Robert Gray
Date of last notice	20 December 2012

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	Fully Paid Ordinary Shares - Direct & Indirect	
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Mr Anthony Robert Gray & Mrs Diane Joy Gray <Krakatinni Super Fund A/C>. Mr Gray holds a relevant interest in the Super Fund Account	
Date of change	20 December 2012	
No. of securities held prior to change	Mr Anthony Robert Gray	2
	Mr Anthony Robert Gray & Mrs Diane Joy Gray <Krakatinni Super Fund A/C>.	510,000
	TOTAL	510,002
Class	Performance Rights	
Number acquired	170,910	
Number disposed	Nil	

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	Mr Anthony Gray 2 Mr Anthony Robert Gray & Mrs 510,000 Diane Joy Gray <Kratatinni Super Fund A/C>. TOTAL 510,002
	Mr Anthony Gray (or nominee) 170,910 Performance Rights
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 Performance Rights pursuant to the terms of the company Employee Performance Rights Plan December 2012

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

+ 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.