

# 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 30/9/2001.

|                       |  |
|-----------------------|--|
| <b>Name of entity</b> | <b>Stonehenge Metals Limited - SHE</b> |
| <b>ABN</b>            | <b>81 119 267 391</b>                  |

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.

|                            |                 |
|----------------------------|-----------------|
| <b>Name of Director</b>    | Bruce Lane      |
| <b>Date of last notice</b> | 6 November 2009 |

### 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.

|   |  |
|---|--|
| <b>Direct or indirect interest</b>  | Direct   |
| <b>Nature of indirect interest<br/>(including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> |  |
| <b>Date of change</b>   | 12 November 2009   |
| <b>No. of securities held prior to change</b>   | 2,100,000 Shares<br>155,455 Options expiring 31 December 2009<br>1,500,000 7.5c options expiring 12 October 2012 |
| <b>Class</b>  | Ordinary Shares  |
| <b>Number acquired</b>  | 1,000,000 Ordinary Shares  |
| <b>Number disposed</b>  |  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>  | 1.5c   |

+ See chapter 19 for defined terms.

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|  |  |
|--|--|
| <b>No. of securities held after change</b>   | 3,100,000 Shares<br>155,455 Options expiring 31 December 2009<br>1,500,000 7.5c options expiring 12 October 2012 |
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | Placement pursuant to General Meeting held 12 October 2009.  |

## 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.

|   |  |
|---|--|
| <b>Detail of contract</b>   |  |
| <b>Nature of interest</b>   |  |
| <b>Name of registered holder (if issued securities)</b>   |  |
| <b>Date of change</b>   |  |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> |  |
| <b>Interest acquired</b>  |  |
| <b>Interest disposed</b>  |  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   |  |
| <b>Interest after change</b>  |  |

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|-----------------------|--|
| <b>Name of entity</b> | <b>Stonehenge Metals Limited - SHE</b> |
| <b>ABN</b>            | <b>81 119 267 391</b>                  |

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.

|                            |                 |
|----------------------------|-----------------|
| <b>Name of Director</b>    | Warren Staude   |
| <b>Date of last notice</b> | 6 November 2009 |

### 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.

|   |   |
|---|---|
| <b>Direct or indirect interest</b>  | Direct  |
| <b>Nature of indirect interest<br/>(including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> |   |
| <b>Date of change</b>   | 12 November 2009  |
| <b>No. of securities held prior to change</b>   | 1,150,000 Shares<br>1,037,500 Options expiring 31 December 2009<br>1,500,000 Options – 7.5c expiring on or before 12 October 2012 |
| <b>Class</b>  | Ordinary Shares   |
| <b>Number acquired</b>  | 1,000,000   |
| <b>Number disposed</b>  |   |

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|  |   |
|--|---|
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>   | 1.5 cents per share   |
| <b>No. of securities held after change</b>   | 150,000 Shares<br>1,037,500 Options expiring 31 December 2009<br>1,500,000 Options – 7.5c expiring on or before 12 October 2012 |
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | Placement pursuant to General Meeting held 12 October 2009  |

## 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.

|   |  |
|---|--|
| <b>Detail of contract</b>   |  |
| <b>Nature of interest</b>   |  |
| <b>Name of registered holder<br/>(if issued securities)</b>   |  |
| <b>Date of change</b>   |  |
| <b>No. and class of securities to which<br/>interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> |  |
| <b>Interest acquired</b>  |  |
| <b>Interest disposed</b>  |  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   |  |
| <b>Interest after change</b>  |  |

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Introduced 30/9/2001.

|                       |  |
|-----------------------|--|
| <b>Name of entity</b> | <b>Stonehenge Metals Limited - SHE</b> |
| <b>ABN</b>            | <b>81 119 267 391</b>                  |

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.

|                            |                 |
|----------------------------|-----------------|
| <b>Name of Director</b>    | Bevan Tarratt   |
| <b>Date of last notice</b> | 6 November 2009 |

### 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.

|   |  |
|---|--|
| <b>Direct or indirect interest</b>  | Direct   |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Joe Dirt Superannuation Fund   |
| <b>Date of change</b>   | 12 November 2009   |
| <b>No. of securities held prior to change</b>   | 8,210,000 Shares<br><br>1,000,000 Options – 50c expiring 31 December 2009<br><br>1,500,000 Options – 7.5c expiring 12 October 2012 |
| <b>Class</b>  | Ordinary Shares  |
| <b>Number acquired</b>  | 1,000,000<br>400,000   |
| <b>Number disposed</b>  |  |

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|  |   |
|--|---|
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>   | 1,000,000 Shares at \$0.015<br>400,000 Shares – refer to nature of change below   |
| <b>No. of securities held after change</b>   | 9,610,000 Shares<br><br>1,000,000 Options – 50c expiring 31 December 2009<br><br>1,500,000 Options – 7.5c expiring 12 October 2012  |
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | 1,000,000 Placement pursuant to General Meeting held on 12 October 2009 – Shares issued to Mr Tarratt's nominee, Joe Dirt Super Fund<br>400,000 Shares already held by Joe Dirt Super Fund when this Placement made |

## 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.

|   |  |
|---|--|
| <b>Detail of contract</b>   |  |
| <b>Nature of interest</b>   |  |
| <b>Name of registered holder (if issued securities)</b>   |  |
| <b>Date of change</b>   |  |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> |  |
| <b>Interest acquired</b>  |  |
| <b>Interest disposed</b>  |  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   |  |
| <b>Interest after change</b>  |  |

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