

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.

Name of entity	GRD Limited
ABN	95 009 201 754

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	MARK CLIFFORD LAWRENSON
Date of last notice	20/06/2008

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>	N/A
Dates of change	12/11/2009
No. of securities held prior to change	Ordinary Shares - 250,000 Unlisted Share Options – 3,750,000 options to acquire fully paid ordinary shares in the company at the following exercise prices: \$2.90: 750,000 options, expiry 30/09/15 \$2.90: 1,000,000 options, expiry 1/06/16 \$2.40: 2,000,000 options, expiry 1/06/16
Class	Ordinary fully paid
Number acquired	Nil
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	N/A

+ See chapter 19 for defined terms.

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No. of securities held after the change	<p>Ordinary Shares - 250,000</p> <p>Unlisted Share Options – 3,750,000 options to acquire fully paid ordinary shares in the company at the following exercise prices:</p> <p>\$2.90: 750,000 options, expiry 30/09/15</p> <p>\$2.90: 1,000,000 options, expiry 1/06/16</p> <p>\$2.40: 2,000,000 options, expiry 1/06/16</p>
<p>Nature of change</p> <p>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Mr Lawrenson has entered into a conditional Option Cancellation Deed with GRD Limited. The Option Cancellation Deed provides that all of Mr Lawrenson's share options will be cancelled in consideration for a total cash payment of \$175,825, being an estimate of fair value derived using a Black and Scholes option pricing model.</p> <p>The Option Cancellation Deed is conditional upon the Scheme of Arrangement between the Company and its shareholders in relation to the proposed acquisition of GRD by AMEC plc becoming effective, and, if shareholder approval is required for the cancellation of the share options under the ASX Listing Rules at the time the Scheme of Arrangements becomes effective:</p> <p>(a) the delisting of the Company; or</p> <p>(b) the approval of the shareholders of the cancellation of the share options.</p>

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	-
<p>No. and class of securities to which interest related prior to change</p> <p>Note: Details are only required for a contract in relation to which the interest has changed</p>	-
Interest acquired	-
Interest disposed	-
<p>Value/Consideration</p> <p>Note: If consideration is non-cash, provide details and an estimated valuation</p>	-
Interest after change	-

+ See chapter 19 for defined terms.