

# 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

<b>Name of entity</b>	LIONTOWN RESOURCES LIMITED
<b>ABN</b>	39 118 153 825

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>	Craig R Williams
<b>Date of last notice</b>	1 March 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.

<b>Direct or indirect interest</b>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Orpheus Geoscience Pty Ltd as trustee for the Orpheus Geoscience Superannuation Fund. Craig Williams is a Director and Shareholder of Orpheus Geoscience Pty Ltd.
<b>Date of change</b>	2 October 2012
<b>No. of securities held prior to change</b>	2,040,129 fully paid ordinary shares
<b>Class</b>	Fully paid ordinary shares and listed options
<b>Number acquired</b>	680,042 fully paid ordinary shares and 226,680 free attaching listed options with an exercise price of 5 cents, expiring 27 September 2015.
<b>Number disposed</b>	Nil

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+ See chapter 19 for defined terms.

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<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Total consideration was \$23,801.47 (at 3.5 cents per share). The listed options were acquired for nil consideration.
<b>No. of securities held after change</b>	2,720,171 fully paid ordinary shares  226,680, \$0.05 listed options, expiring 27 September 2015.
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	The fully paid ordinary shares and listed options were acquired pursuant to Liontown Resource Limited's Prospectus dated 20 August 2012 and the supplementary Prospectus dated 28 August 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.

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

### Part 3 – +Closed period

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
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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

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