

# 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>	David Ross Richards
<b>Date of last notice</b>	14 October 2013

### 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> Note: Provide details of the circumstances giving rise to the relevant interest.	Richards Family Superannuation Fund - David Richards is the trustee and beneficiary of the Richards Family Superannuation Fund.
<b>Date of change</b>	29 November 2013
<b>No. of securities held prior to change</b>	1,787,666 fully paid ordinary shares.  148,971, \$0.05 listed options, expiring 27 September 2015.
<b>Class</b>	Unlisted options

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+ See chapter 19 for defined terms.

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<b>Number acquired</b>	<p>4,000,000 unlisted options, with an expiry date of 30 November 2016 and under the following terms:</p> <p>2,000,000 unlisted options, vesting on issue, with an exercise price of 1.727 cents being 150% of the volume weighted average price of the shares of the Company on the 30 trading days prior to the date of shareholder approval; and</p> <p>2,000,000 unlisted options, vesting 12 months from shareholder approval, with an exercise price of 2.302 cents being 200% of the volume weighted average price of the shares of the Company on the 30 trading days prior to the date of shareholder approval.</p>
<b>Number disposed</b>	<p>Nil</p>
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<p>Nil</p>
<b>No. of securities held after change</b>	<p>1,787,666 fully paid ordinary shares.</p> <p>148,971, \$0.05 listed options, expiring 27 September 2015.</p> <p>2,000,000 unlisted options, expiring 30 November 2016 and with an exercise price of 1.727 cents.</p> <p>2,000,000 unlisted options, expiring 30 November 2016 and with an exercise price of 2.302 cents.</p>
<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>	<p>The issue of unlisted options under the terms and conditions of the Company's Employee Share Option Plan.</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.

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<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> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	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
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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