## 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

<table>
<thead>
<tr>
<th>Name of entity</th>
<th>A-Cap Resources Limited</th>
</tr>
</thead>
<tbody>
<tr>
<td>ABN</td>
<td>28 04 028 542</td>
</tr>
</tbody>
</table>

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.

<table>
<thead>
<tr>
<th>Name of Director</th>
<th>Richard Lockwood</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date of last notice</td>
<td>27 February 2012</td>
</tr>
</tbody>
</table>

### 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.

<table>
<thead>
<tr>
<th>Direct or indirect interest</th>
<th>Indirect</th>
</tr>
</thead>
</table>
| Nature of indirect interest (including registered holder) | (1) NEFCO Nominees Pty Ltd (NEFCO) (beneficial owner)  
(2) Arlington Group Asset Management Limited (Arlington) |
| Date of change             | 6 November 2014 |
| No. of securities held prior to change | NEFCO  
a) 1,000,000 ordinary shares |
| Class                      | Ordinary shares |
| Number acquired            | a) 555,860 |
| Number disposed            | Nil |
| Value/Consideration        | $31,250 |

Note: If consideration is non-cash, provide details and estimated valuation

+ See chapter 19 for defined terms.
Appendix 3Y
Change of Director’s Interest Notice

<table>
<thead>
<tr>
<th>No. of securities held after change</th>
<th>NEFCO</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>a) 1,000,000 Ordinary Shares</td>
</tr>
<tr>
<td></td>
<td>Arlington</td>
</tr>
<tr>
<td></td>
<td>a) 555,860 Ordinary Shares</td>
</tr>
</tbody>
</table>

| Nature of change | Shares allotted pursuant to Resolution 8 passed by members at the Company’s Annual General Meeting held on 31 October 2014 |

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.

<table>
<thead>
<tr>
<th>Detail of contract</th>
<th>Nature of interest</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name of registered holder (if issued securities)</th>
<th>Date of change</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>No. and class of securities to which interest related prior to change</th>
<th>Interest acquired</th>
<th>Interest disposed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Note: Details are only required for a contract in relation to which the interest has changed</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Value/Consideration</th>
<th>Interest after change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Note: If consideration is non-cash, provide details and an estimated valuation</td>
<td></td>
</tr>
</tbody>
</table>

Part 3 – Closed period

<table>
<thead>
<tr>
<th>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>If so, was prior written clearance provided to allow the trade to proceed during this period?</td>
<td>N/A</td>
</tr>
<tr>
<td>If prior written clearance was provided, on what date was this provided?</td>
<td>N/A</td>
</tr>
</tbody>
</table>

+ See chapter 19 for defined terms.