

Appendix 3Y

Rule 3.19A.2

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

Name of entity	Stonewall Resources Limited
ABN	30 131 758 177

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	Bill Richie Yang
Date of last notice	19 February 2018

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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	a) Bill Richie Yang atf Yana Family Super Fund; and b) Vs Capital Investments Pty Ltd atf <The Exponential Family Trust>, of which Mr Yang is a director
Date of change	14 August 2018

<p>No. of securities held prior to change</p>	<p>Bill Richie Yang atf Yana Family Super Fund</p> <ul style="list-style-type: none"> - 2,368,421 fully paid ordinary shares - 1,500,000 performance rights expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.035 - 10,000,000 unlisted options exercisable at \$0.02 expiring 12 October 2019 - 5,000,000 unlisted options exercisable at \$0.04 expiring 12 October 2019 - 10,000,000 unlisted performance options exercisable at \$0.02 expiring 12 October 2019 - 15,000,000 unlisted options exercisable at \$0.020 each expiring 30 April 2020 - 7,500,000 unlisted options exercisable at \$0.035 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.030 on or before 19 July 2020 <p>Vs Capital Investments Pty Ltd atf <The Exponential Family Trust></p> <ul style="list-style-type: none"> - 900,000 fully paid ordinary shares - 1,500,000 performance rights expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.025 - 1,500,000 performance rights expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.030 - 5,000,000 performance rights expiring 19 July 2022, vesting upon the market capitalisation of the company being above \$125,000,000 for a consecutive 5 day period - 7,500,000 unlisted options exercisable at \$0.030 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.025 on or before 19 July 2020 - 7,500,000 unlisted options exercisable at \$0.040 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.035 on or before 19 July 2020 - 15,000,000 unlisted options exercisable at \$0.025 each expiring 19 July 2022, vesting upon obtaining sufficient capital expenditure financing (debt and/or equity), on or before 19 July 2020, to enable the group's mines and facilities to be upgraded to the point where they can profitably produce no less than 55,000 ounces of gold or gold equivalent on an annualised basis
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+ See chapter 19 for defined terms.

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Class	a) Fully paid ordinary shares b) Listed options exercisable at \$0.03 per share on or before 31 October 2020
Number acquired	a) 5,289,473 fully paid ordinary shares b) 5,289,473 listed options exercisable at \$0.03 per share on or before 31 October 2020
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$100,500
No. of securities held after change	<p>Bill Richie Yang atf Yana Family Super Fund</p> <ul style="list-style-type: none"> - 2,368,421 fully paid ordinary shares - 1,500,000 performance rights expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.035 - 10,000,000 unlisted options exercisable at \$0.02 expiring 12 October 2019 - 5,000,000 unlisted options exercisable at \$0.04 expiring 12 October 2019 - 10,000,000 unlisted performance options exercisable at \$0.02 expiring 12 October 2019 - 15,000,000 unlisted options exercisable at \$0.020 each expiring 30 April 2020 - 7,500,000 unlisted options exercisable at \$0.035 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.030 on or before 19 July 2020 <p>Vs Capital Investments Pty Ltd atf <The Exponential Family Trust></p> <ul style="list-style-type: none"> - 6,189,473 fully paid ordinary shares - 5,289,473 listed options exercisable at \$0.03 per share on or before 31 October 2020 - 1,500,000 performance rights expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.025 - 1,500,000 performance rights expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.030 - 5,000,000 performance rights expiring 19 July 2022, vesting upon the market capitalisation of the company being above \$125,000,000 for a consecutive 5 day period - 7,500,000 unlisted options exercisable at \$0.030 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.025 on or before 19 July 2020 - 7,500,000 unlisted options exercisable at \$0.040 each expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.035 on or before 19 July 2020 - 15,000,000 unlisted options exercisable at \$0.025 each expiring 19 July 2022, vesting upon obtaining sufficient capital expenditure financing (debt and/or equity), on or before 19 July 2020, to enable the group's mines and facilities to be upgraded to the point where they can profitably produce no less than 55,000 ounces of gold or gold equivalent on an annualised basis

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Allotment of shares and options in satisfaction of outstanding director and consulting fees as approved by shareholders in general meeting on 10 August 2018
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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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – +Closed period

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

Date: 15 August 2018

+ See chapter 19 for defined terms.
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