

# 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

Name of entity	<b>STONEWALL RESOURCES LIMITED</b>
ABN	<b>30 131 758 177</b>

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	Robert Thomson
Date of last notice	30 June 2017

### 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>	Shares held by Monterey Consolidated Services Pty Limited <Lorodaca Super Fund>, of which Mr Thomson is a director and a beneficiary of the superannuation fund.
Date of change	20 July 2017
No. of securities held prior to change	<b>Monterey Consolidated Services Pty Limited</b> <b>&lt;Lorodaca Super Fund&gt;</b> - 2,500,000 fully paid ordinary shares
Class	Performance rights and Options

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p>Number acquired</p>	<p><b>Robert Thomson</b></p> <ul style="list-style-type: none"> <li>- 2,000,000 performance rights expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.025</li> <li>- 2,000,000 performance rights expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.030</li> <li>- 2,000,000 performance rights expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.035</li> <li>- 3,000,000 performance rights expiring 19 July 2022, vesting upon the achievement of Milestone 3 and pre-feasibility study IRR (pre-tax) of greater than or equal to 40%</li> <li>- 1,000,000 performance rights expiring 19 July 2022, vesting upon the achievement of Milestone 3 and pre-feasibility study IRR (pre-tax) of greater than or equal to 50%</li> <li>- 20,000,000 unlisted options exercisable at \$0.020 each expiring 30 April 2020</li> <li>- 10,000,000 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</li> <li>- 10,000,000 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</li> <li>- 10,000,000 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</li> <li>- 15,000,000 unlisted options exercisable at \$0.025 each expiring 19 July 2022, vesting upon the achievement of Milestone 1 on or before 19 July 2020</li> <li>- 10,000,000 unlisted options exercisable at \$0.025 each expiring 19 July 2022, vesting upon the achievement of Milestone 2 on or before 19 July 2020</li> <li>- 10,000,000 unlisted options exercisable at \$0.030 each expiring 19 July 2022, vesting upon the achievement of Milestone 2 on or before 19 July 2020</li> <li>- 10,000,000 unlisted options exercisable at \$0.030 each expiring 19 July 2022, vesting upon the achievement of Milestone 3 and Pre-Feasibility Study IRR (pre-tax) of greater than or equal to 40% on or before 19 July 2020</li> </ul>
<p>Number disposed</p>	<p>Nil</p>
<p>Value/Consideration  Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Nil</p>

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<p>No. of securities held after change</p>	<p><b>Robert Thomson</b></p> <ul style="list-style-type: none"> <li>- 2,000,000 performance rights expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.025</li> <li>- 2,000,000 performance rights expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.030</li> <li>- 2,000,000 performance rights expiring 19 July 2022, vesting upon the 20 day VWAP exceeding \$0.035</li> <li>- 3,000,000 performance rights expiring 19 July 2022, vesting upon the achievement of Milestone 3 and pre-feasibility study IRR (pre-tax) of greater than or equal to 40%</li> <li>- 1,000,000 performance rights expiring 19 July 2022, vesting upon the achievement of Milestone 3 and pre-feasibility study IRR (pre-tax) of greater than or equal to 50%</li> <li>- 20,000,000 unlisted options exercisable at \$0.020 each expiring 30 April 2020</li> <li>- 10,000,000 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</li> <li>- 10,000,000 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</li> <li>- 10,000,000 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</li> <li>- 15,000,000 unlisted options exercisable at \$0.025 each expiring 19 July 2022, vesting upon the achievement of Milestone 1 on or before 19 July 2020</li> <li>- 10,000,000 unlisted options exercisable at \$0.025 each expiring 19 July 2022, vesting upon the achievement of Milestone 2 on or before 19 July 2020</li> <li>- 10,000,000 unlisted options exercisable at \$0.030 each expiring 19 July 2022, vesting upon the achievement of Milestone 2 on or before 19 July 2020</li> <li>- 10,000,000 unlisted options exercisable at \$0.030 each expiring 19 July 2022, vesting upon the achievement of Milestone 3 and Pre-Feasibility Study IRR (pre-tax) is greater than or equal to 40% on or before 19 July 2020</li> </ul> <p><b>Monterey Consolidated Services Pty Limited</b> <b>&lt;Lorodaca Super Fund&gt;</b></p> <ul style="list-style-type: none"> <li>- 2,500,000 fully paid ordinary shares</li> </ul>
<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Performance rights and incentive options approved by shareholders in general meeting on 23 June 2017</p>

+ See chapter 19 for defined terms.

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

### 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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

Date: 26 July 2017

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