

# 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> | <b>HILLGROVE RESOURCES LIMITED</b> |
| <b>ABN</b>            | <b>73 004 297 116</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.

|                            |                            |
|----------------------------|----------------------------|
| <b>Name of Director</b>    | <b>Steven Paul McClare</b> |
| <b>Date of last notice</b> | 23 December 2016           |

### 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 (incl. registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | N/A *  |
| <b>Date of change</b>  | 16 February 2017   |
| <b>No. of securities held prior to change</b>  | 477,273 Ordinary Shares<br>55,000 Convertible Notes<br>2,069,100 Options |
| <b>Class</b>   | Ordinary Shares  |
| <b>Number acquired</b>   | 2,069,100 Ordinary Shares  |
| <b>Number disposed</b>   | 2,069,100 Options  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation  | \$0.03 per share   |
| <b>No. of securities held after change</b>   | 2,546,373 Ordinary Shares<br>55,000 Convertible Notes<br>Nil Options     |

|   |   |
|---|---|
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Exercise of options and on market transfer to an associated entity. |
|---|---|

\* The 2,546,373 ordinary Shares and the 55,000 Convertible Notes are now held indirectly by Mr McClare through the Stirling Idea Superfund.

## 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><br>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><br>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> | Yes  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>   | Yes, written clearance to transfer interest to an associated entity was given. |
| <b>If prior written clearance was provided, on what date was this provided?</b>  | 25 January 2017  |