

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	HILLGROVE RESOURCES LIMITED
ABN	73 004 297 116

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	Antony Breuer
Date of last notice	21 September 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	Indirect
Nature of indirect interest (incl. registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Sighet Pty Ltd atf The Sighet Superannuation Fund (Superannuation Fund controlled by Mr Breuer and his wife) & Antjo Family Trust (Discretionary Trust, the trustee of which is controlled by Mr Breuer and his wife)
Date of change	22 December 2017
No. of securities held prior to change	14,942,334 Ordinary Shares 156,734 Convertible Notes
Class	Ordinary Shares
Number acquired	5,224,466 Ordinary Shares
Number disposed	156,734 Convertible Notes
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil - per the Note Terms, the noteholder can convert each \$1.00 Convertible Note into ordinary fully paid shares at a conversion price of \$0.03 per share, for nil consideration

No. of securities held after change	20,166,800 Ordinary Shares Nil Convertible Notes
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Conversion of Notes into fully paid ordinary shares.

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