

# 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>Guildford Coal Limited</b> |
| <b>ABN</b>            | <b>35 143 533 537</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>    | Peter Charles Kane |
| <b>Date of last notice</b> | 16 October 2013    |

### 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  |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | N/A   |
| <b>Date of change</b>  | 4 April 2014  |
| <b>No. of securities held prior to change</b>  | Mr Kane has an indirect interest in 100,000 ordinary fully paid shares in the company held by Kahnay Group Pty Ltd (Kane Family Trust) as he is a director and shareholder of that company. As director he is able to exercise control over a right to vote these securities. |
| <b>Class</b>   | N/A   |
| <b>Number acquired</b>   | 4,758,444 Performance Rights  |
| <b>Number disposed</b>   | N/A   |

+ See chapter 19 for defined terms.

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| <p><b>Value/Consideration</b><br/>         Note: If consideration is non-cash, provide details and estimated valuation</p>   | <p>Issued for NIL Consideration.</p> <p>Details of the valuation of the Performance Rights are detailed in the Explanatory Memorandum for the Notice of Extraordinary General Meeting dated 27 February 2014 (announced to the ASX on 3 March 2014).</p>   |
| <p><b>No. of securities held after change</b></p>  | <p>4,758,444 Performance Rights. The number of shares to which this interest relates is determined by the satisfaction of the performance criteria detailed in the the Explanatory Memorandum for the Notice of Extraordinary General Meeting dated 27 February 2014 (announced to the ASX on 3 March 2014).</p> <p>Mr Kane also has an indirect interest in 100,000 ordinary fully paid shares in the company held by Kahnay Group Pty Ltd (Kane Family Trust) as he is a director and shareholder of that company. As director he is able to exercise control over a right to vote these securities.</p> |
| <p><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</p> | <p>Issued pursuant to Resolution 5 passed at the Company's Extraordinary General Meeting held on 3 April 2014.</p>   |

**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.

|   |            |
|---|------------|
| <p><b>Detail of contract</b></p>  | <p>N/A</p> |
| <p><b>Nature of interest</b></p>  | <p>N/A</p> |
| <p><b>Name of registered holder (if issued securities)</b></p>  | <p>N/A</p> |
| <p><b>Date of change</b></p>  | <p>N/A</p> |
| <p><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</p> | <p>N/A</p> |

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|  |     |
|--|-----|
| <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 – <sup>+</sup>Closed period**

|   |     |
|---|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b> | N/A |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>  | N/A |
| <b>If prior written clearance was provided, on what date was this provided?</b>   | N/A |

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<sup>+</sup> See chapter 19 for defined terms.