

# 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>Mareterram Limited</b>
<b>ABN</b>	<b>87 009 248 720</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>James Clement</b>
<b>Date of last notice</b>	<b>14 December 2017</b>

### 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 (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Tombel Holdings Pty Ltd ATF The Clement Superfund (Beneficiary of Superfund) LoneSearch Pty Ltd ATF The Carnac Trust (Beneficiary of Trust)
<b>Date of change</b>	31 May 2018
<b>No. of securities held prior to change</b>	<b>Indirect</b> Tombel Holdings ATF The Clement Superfund 325,000 ordinary shares <b>Direct</b> 1,562,500 performance rights (vesting in three equal tranches – 30 June 2019, 2020 and 2021 subject to certain conditions)
<b>Class</b>	Ordinary shares, performance rights and incentive options
<b>Number acquired</b>	5,000,000 incentive options
<b>Number disposed</b>	1,562,500 performance rights (cancelled)
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil

+ See chapter 19 for defined terms.

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<b>No. of securities held after change</b>	<b>Indirect</b> Tombel Holdings ATF The Clement Superfund 325,000 ordinary shares <b>Direct</b> 5,000,000 incentive options (vesting in three equal tranches – 31 December 2020, 2021 and 2022 subject to certain conditions)
<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	Cancellation of 1,562,500 Performance Rights and issue of 5,000,000 Incentive Options in accordance with shareholder approval obtained at the Annual General Meeting on 24 May 2018

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

### 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>	No
<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

+ See chapter 19 for defined terms.