

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 30/9/2001.

| | |
|-----------------------|-----------------------------|
| Name of entity | BBX Minerals Limited |
| ABN | 82 089 221 634 |

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 | Alastair Smith |
| Date of last notice | 18/4/2013 |

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.

| | |
|--|---|
| Direct or indirect interest | Direct and indirect |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | Mr Smith is a director of Yardie (WA) Pty Ltd as Trustee of the A W Smith Family Trust and Blackwood Equities (NSW) Pty Ltd |
| Date of change | 1) 19/6/2013 2) 25/6/2013 |
| No. of securities held prior to change | Alastair Smith 10,000 Ordinary Shares 5,000 Unlisted Options at \$0.25 expiring 30 June 2014 Yardie (WA) Pty Ltd as Trustee of the A W Smith Family Trust 5,813,000 Ordinary Shares 857,000 Unlisted Options at \$0.25 expiring 30 June 2014 |
| Class | 1) Unlisted options 2) Ordinary Shares |
| Number acquired | 1) 6,875,000 2) 1,475,000 |
| Number disposed | - |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | |
|--|--|
| Value/Consideration includes brokerage/gst <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | 1) \$0.00 per Unlisted Option 2) \$0.02 cents per Share |
| No. of securities held after change | Alastair Smith 10,000 Ordinary Shares 5,000 Unlisted Options at \$0.25 expiring 30 June 2014 Yardie (WA) Pty Ltd as Trustee of the A W Smith Family Trust 7,288,000 Ordinary Shares 857,000 Unlisted Options at \$0.25 expiring 30 June 2014 Blackwood Equities (NSW) Pty Ltd 6,875,00 Unlisted Options \$0.05 expiring 30 March 2016 |
| Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | 1) Pursuant to Shareholder approval received 7 June 2013 2) Participation in Placement pursuant to Shareholder approval received 7 June 2013 |

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 interest related prior to change <small>Note: Details are only required for a contract in relation to interest has changed</small> | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | N/A |
| Interest after change | N/A |

Part 3 Closed Period

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | |
|---|-----|
| 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 |

+ See chapter 19 for defined terms.