

# 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>Prairie Mining Limited</b>
<b>ABN</b>	<b>23 008 677 852</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>	Benjamin Stoikovich
<b>Date of last notice</b>	30 June 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.

<b>Direct or indirect interest</b>	Direct and Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Windellama Capital Limited (Beneficial Interest)
<b>Date of change</b>	25 August 2017
<b>No. of securities held prior to change</b>	A. 1,500,000 (Direct) B. 1,000,000 (Indirect) C. 500,000 (Indirect) E. Nil D. Nil
<b>Class</b>	A. Ordinary Fully Paid Shares B. Performance Rights – expiry 31 December 2017 C. Performance Rights – expiry 31 December 2018 D. Performance Rights – expiry 31 December 2019 E. Performance Rights – expiry 31 December 2020
<b>Number acquired</b>	A. Nil B. Nil C. Nil D. 640,000 E. 960,000
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil – see below
<b>No. of securities held after change</b>	A. 1,500,000 B. 1,000,000 C. 500,000 D. 640,000 E. 960,000

+ See chapter 19 for defined terms.

**Appendix 3Y**  
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<p><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</p>	<p>Following shareholder approval at a general meeting of shareholders held on 17 August 2017, issue of 1,600,000 performance rights to Windellama Capital Limited</p>
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**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>	Not applicable
<b>Nature of interest</b>	Not applicable
<b>Name of registered holder (if issued securities)</b>	Not applicable
<b>Date of change</b>	Not applicable
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not applicable
<b>Interest acquired</b>	Not applicable
<b>Interest disposed</b>	Not applicable
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
<b>Interest after change</b>	Not applicable

**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>	Not applicable
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Under Prairie Mining's Securities Trading Policy a director cannot deal in Prairie Mining securities without prior approval. This requirement applies to all dealings, including those outside a Closed Period.
<b>If prior written clearance was provided, on what date was this provided?</b>	Not applicable

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Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>Prairie Mining Limited</b>
<b>ABN</b>	<b>23 008 677 852</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>	Carmel Daniele
<b>Date of last notice</b>	24 September 2015

### 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>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Controller of CD Capital Natural Resources Fund III LP
<b>Date of change</b>	22 August 2017
<b>No. of securities held prior to change</b>	A. 44,776,120 B. Nil
<b>Class</b>	A. Convertible loan note convertible into ordinary shares at \$0.335 per share with no expiry date B. Convertible loan note convertible into ordinary shares at \$0.46 per share with no expiry date
<b>Number acquired</b>	A. Nil B. 5,711,804
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Equivalent to \$0.46 per share
<b>No. of securities held after change</b>	A. 44,776,120 B. 5,711,804
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Following shareholder approval at a general meeting of shareholders held on 17 August 2017, issue of a convertible loan note to CD Capital Natural Resources Fund III LP

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**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>	Convertible Loan Note Instrument
<b>Nature of interest</b>	Controller of CD Capital Natural Resources Fund III LP (holder of right to acquire shares of Prairie Mining Limited pursuant to the above and below contracts).
<b>Name of registered holder (if issued securities)</b>	CD Capital Natural Resources Fund III LP
<b>Date of change</b>	22 August 2017
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Right of CD Capital Natural Resources Fund III LP to acquire 44,776,119 ordinary shares and 21,388,060 \$0.60 unlisted options which may result in the issue of an additional 21,388,060 ordinary shares pursuant to an investment agreement and convertible loan note instrument
<b>Interest acquired</b>	Right of CD Capital Natural Resources Fund III LP to acquire 5,711,804 ordinary shares in the Company pursuant to an investment agreement and convertible loan note instrument
<b>Interest disposed</b>	Not applicable
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Equivalent to \$0.46 per share
<b>Interest after change</b>	<p>Right of CD Capital Natural Resources Fund III LP to acquire 44,776,119 ordinary shares and 21,388,060 \$0.60 unlisted options which may result in the issue of an additional 21,388,060 ordinary shares</p> <p>Right of CD Capital Natural Resources Fund III LP to acquire 5,711,804 ordinary shares in the Company pursuant to an investment agreement and convertible loan note instrument</p>

**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>	Not applicable
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Under Prairie Mining's Securities Trading Policy a director cannot deal in Prairie Mining securities without prior approval. This requirement applies to all dealings, including those outside a Closed Period.
<b>If prior written clearance was provided, on what date was this provided?</b>	Not applicable

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