



malachite
resources

ASX Announcement

ASX Code: MAR

23 April 2020

**APPENDIX 3Y
CHANGE OF DIRECTOR'S INTEREST NOTICE:
JAMES DEAN**

Malachite Resources Limited (ASX: MAR) Appendix 3Y, Change of Directors Interest Notice relating to Mr. James Dean (issues of equity securities approved by shareholders – General Meeting 16 April 2020) is annexed hereto.

Authorised by the Company Secretary.

For further information, please contact:

Andrew J. Cooke

Company Secretary

acooke@malachite.com.au

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	MALACHITE RESOURCES LIMITED
ABN	86 075 613 268

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	James Dean
Date of last notice	10 March 2020

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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	AGIO Capital Corporation Limited (NZ Company No. 1805740) as trustee of The Dean Family NZ Trust. Mr. Dean is a beneficiary of The Dean Family NZ Trust. AGIO Solutions Pty Ltd of which Mr. Dean is a Director and Shareholder Construction Equipment Finance Limited <The Futura A/C>. Mr. Dean is sole Director.
Date of change	22 April 2020

+ See chapter 19 for defined terms.

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<p>No. of securities held prior to change</p>	<p>20,863,219 fully paid Ordinary Shares 30,638,834 fully paid Ordinary Shares</p> <p>1.5 Series A Convertible Notes:</p> <ul style="list-style-type: none"> • Issue Price of each Note - \$50,000; • Term of Notes – 1 October 2018; • Interest Rate – 15% per annum; • Conversion – at the election of Noteholders at any time; and • Conversion Price – Lesser of or \$0.015 or 20% discount to the 30 Day VWAP at conversion. <p>10 Series D Secured Convertible Notes:</p> <ul style="list-style-type: none"> • Each Note has a face value of \$50,000 • Notes secured against the Company's interest in gold produced from Lorena Gold Project. Security shared with Series A Notes • Convertible after 4 months from issue date • Convertible at 80% of 30 day VWAP but not less than \$0.003 per share • Interest Rate - 12.00% increasing to 17.5% if Notes not approved within 3 months • Maturity Date of 30 September 2019 • The Company is under no obligation to convert any Notes into shares until all requisite approvals are obtained • If the Company issues an aggregate of \$3,000,000 in Series D Convertible Notes then a majority of those Noteholders have the right to nominate 2 Directors to the Board.
<p>Class</p>	<p>Ordinary Shares Series A Convertible Notes Series D Convertible Notes Series E Converting Notes</p>
<p>Number acquired</p>	<p>All Pre-Consolidation:</p> <p>AGIO Capital Corporation Limited <The Dean Family NZ A/C> 25,917,151 Ordinary Shares</p> <p>Construction Equipment Finance Limited 275,734,850 Ordinary Shares</p> <p>AGIO Solutions Pty Ltd 500,000,000 Ordinary Shares</p> <p>112,873 Series E Converting Notes</p> <ul style="list-style-type: none"> - maturity date of 31 March 2021; - interest rate of 4% per annum; and - conversion price of the higher of the 30-day VWAP prior to the conversion date or \$0.00035 each.

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<p>Number disposed</p>	<p>1.5 Series A Convertible Notes 10 Series D Secured Convertible Notes</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>All approved by shareholders – General Meeting 16 April 2020:</p> <p>75,000,000 Ordinary Shares issues to extinguish principal amount owing in respect of 1.5 Series A Convertible Notes.</p> <p>500,000,000 Ordinary Shares issues to extinguish principal amount owing in respect of 10 Series D Convertible Notes.</p> <p>223,966,020 Ordinary Shares issues to extinguish of amount owing in respect of unpaid Directors Fees</p> <p>2,685,681 Ordinary Shares to extinguish amount owing in respect of Series A Convertible Note Rollover Fees.</p> <p>112,873 Series E Converting Notes to extinguish accrued interest amount owing in respect of 1.5 Series A Convertible Notes and 10 Series D Convertible Notes.</p>
<p>No. of securities held after change</p>	<p>AGIO Capital Corporation Ltd 484,973 Ordinary Shares</p> <p>AGIO Capital Corporation Limited <The Dean Family NZ A/C> 46,295,367 Ordinary Shares</p> <p>AGIO Solutions Pty Ltd 500,000,000 Ordinary Shares</p> <p>Construction Equipment Finance Limited <The Futura A/C> 306,373,384 Ordinary Shares</p> <p>112,873 Series E Converting Notes</p> <ul style="list-style-type: none"> - maturity date of 31 March 2021; - interest rate of 4% per annum; and - conversion price of the higher of the 30-day VWAP prior to the conversion date or \$0.00035 each.

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Approved by shareholders – General Meeting 16 April 2020
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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.

Detail of contract	NIL
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
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	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

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

23 April 2020

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