Rule 3.19A.2

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	PALADIN ENERGY LIMITED
ABN	47 061 681 098

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	John Borshoff
Date of last notice	12 November 2012

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.	Aylworth Holdings Pty Ltd <a &="" borshoff="" c="" family="" j="" rd="" trust="">. Relevant interests arise by virtue of the power to control the voting rights attached to the securities. Aylworth Holdings Pty Ltd <scomac a="" c="" fund="" super="">. Relevant interests arise by virtue of the power to control the voting rights attached to the securities.</scomac>
	Scomac Management Services Pty Ltd. Relevant interests arise by virtue of the power to control the voting rights attached to the securities.
Date of change	29 January 2013

⁺ See chapter 19 for defined terms.

No. of securities held prior to change	15,877,394, fully paid shares
	1,250,000 unlisted options exercisable at \$4.50 on or before 29 January 2013.
	300,000 performance share rights due to vest on 26 March 2013 if certain performance conditions are met.
	500,000 performance share rights due to vest 5 November 2013 if certain performance conditions are met.
Class	Unlisted options
Number acquired	nil
Number disposed	Expiry of 1,250,000 unlisted options
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	nil
No. of securities held after change	15,877,394, fully paid shares
	300,000 performance share rights due to vest on 26 March 2013 if certain performance conditions are met.
	500,000 performance share rights due to vest 5 November 2013 if certain performance conditions are met.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Options expired on 29 January 2013

Part 2 - Change of director's interests in contracts N/A

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	
Nature of interest	

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⁺ See chapter 19 for defined terms.

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

Part 3 – +Closed period

Were the interests in the securities or contracts detailed	No
above traded during a *closed period where prior written clearance was required?	
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

29 January 2013

⁺ See chapter 19 for defined terms.