

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 LTD
ABN	047 061 681 098

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	14 November 2014

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.	J & RD Borshoff Family A/C Aylworth Hallun Pty Ltd <Scomac Super Fund A/C> Mr John Borshoff and Michael John Borshoff A.T.F Michael John Borshoff Family Trust. Mr John Borshoff and Juliet Louise Borshoff A.T.F. Juliet Louise Borshoff Family Trust.
Date of change	17 December 2014

Appendix 3Y
Change of Director's Interest Notice

<p>No. of securities held prior to change</p> <p>Total 16,152,394 shares</p>	<p>Mr John Borshoff - 2,025,157</p> <p>J & RD Borshoff Family A/C Aylworth - 11,411,015</p> <p>Hallun Pty Ltd <Scomac Super Fund A/C> - 2,511,222</p> <p>Scomac Management Services Pty Ltd - 50,000</p> <p>Scomac Management Services Pty Ltd #2 A/C - 30,000</p> <p>Mr John Borshoff and Michael John Borshoff A.T.F Michael John Borshoff Family Trust - 62,500</p> <p>Mr John Borshoff and Juliet Louise Borshoff A.T.F. Juliet Louise Borshoff Family Trust - 62,500</p>
<p>Class</p>	<p>Fully paid ordinary shares</p>
<p>Number acquired</p>	<p>6,488,111</p>
<p>Number disposed</p>	<p>Nil</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>\$1,686,908.86</p>
<p>No. of securities held after change</p> <p>Total 22,640,505 shares</p>	<p>Mr John Borshoff - 2,025,157</p> <p>J & RD Borshoff Family A/C Aylworth - 16,581,015</p> <p>Hallun Pty Ltd <Scomac Super Fund A/C> - 3,766,833</p> <p>Scomac Management Services Pty Ltd - 50,000</p> <p>Scomac Management Services Pty Ltd #2 A/C - 30,000</p> <p>Mr John Borshoff and Michael John Borshoff A.T.F Michael John Borshoff Family Trust - 93,750</p> <p>Mr John Borshoff and Juliet Louise Borshoff A.T.F. Juliet Louise Borshoff Family Trust - 93,750</p>

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Participation in Retail Entitlement Offer
---	---

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	
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?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.