

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	CAPRICORN METALS LTD
ABN	84 121 700 105

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	PETER R THOMPSON
Date of last notice	21 APRIL 2016

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	INDIRECT
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	PETER ROBERT THOMPSON & FIONA JANE THOMPSON <BLACKWOOD SUPER FUND A/C> <i>Trustee and Beneficiary</i>
Date of change	12 OCTOBER 2016
No. of securities held prior to change	INDIRECT PETER ROBERT THOMPSON <P & F THOMPSON FAMILY TRUST> 5,522,398 ORDINARY SHARES ESCROWED TO 03/02/2017 6,000,000 UNLISTED OPTIONS EXERCISABLE AT \$0.10 EXPIRING 31 MAY 2020 PETER ROBERT THOMPSON & FIONA JANE THOMPSON <BLACKWOOD SUPER FUND A/C> 757,576 ORDINARY SHARES
Class	ORDINARY SHARES
Number acquired	238,100
Number disposed	NIL
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$25,000.51
No. of securities held after change	INDIRECT PETER ROBERT THOMPSON <P & F THOMPSON FAMILY TRUST>

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

	<p>5,522,398 ORDINARY SHARES ESCROWED TO 03/02/2017</p> <p>6,000,000 UNLISTED OPTIONS EXERCISABLE AT \$0.10 EXPIRING 31 MAY 2020</p> <p>PETER ROBERT THOMPSON & FIONA JANE THOMPSON <BLACKWOOD SUPER FUND A/C> 995,676 ORDINARY SHARES</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	ON MARKET

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	
<p>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</p>	
Interest acquired	
Interest disposed	
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	
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

+ See chapter 19 for defined terms.