

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	14 NOVEMBER 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	29 NOVEMBER 2016
No. of securities held prior to change	DIRECT 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 INDIRECT PETER ROBERT THOMPSON & FIONA JANE THOMPSON <BLACKWOOD SUPER FUND A/C> 1,145,676 ORDINARY SHARES
Class	UNLISTED OPTIONS
Number acquired	2,500,000
Number disposed	NIL
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	ISSUED FREE

+ See chapter 19 for defined terms.

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<p>No. of securities held after change</p>	<p>DIRECT 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 2,500,000 UNLISTED OPTIONS EXERCISABLE AT \$0.20 EXPIRING 31 MAY 2020</p> <p>INDIRECT PETER ROBERT THOMPSON & FIONA JANE THOMPSON <BLACKWOOD SUPER FUND A/C> 1,145,676 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>	<p>ISSUED SUBSEQUENT TO SHAREHOLDER APPROVAL RECEIVED 25 NOVEMBER 2016</p>

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.

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

Part 3 – +Closed period

<p>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</p>	<p>NO</p>
<p>If so, was prior written clearance provided to allow the trade to proceed during this period?</p>	<p>N/A</p>
<p>If prior written clearance was provided, on what date was this provided?</p>	<p>N/A</p>

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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 J LANGWORTHY
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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	JERICHO EXPLORATION PTY LTD <ATF THE LANGWORTHY FAMILY TRUST> Director of Trustee & Beneficiary of Trust
Date of change	29 November 2016
No. of securities held prior to change	INDIRECT OMNI GEOX PTY LTD <i>Director & Substantial Shareholder</i> 5,104,903 SHARES JERICHO EXPLORATION PTY LTD <ATF THE LANGWORTHY FAMILY TRUST> <i>Director of Trustee & Beneficiary of Trust</i> 4,800,000 UNLISTED OPTIONS EXERCISABLE AT \$0.10 EXPIRING 31 MAY 2020
Class	UNLISTED OPTIONS
Number acquired	2,500,000
Number disposed	NIL
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	ISSUED FREE

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No. of securities held after change	INDIRECT OMNI GEOX PTY LTD <i>Director & Substantial Shareholder</i> 5,104,903 SHARES JERICHO EXPLORATION PTY LTD <ATF THE LANGWORTHY FAMILY TRUST> <i>Director of Trustee & Beneficiary of Trust</i> 4,800,000 UNLISTED OPTIONS EXERCISABLE AT \$0.10 EXPIRING 31 MAY 2020 2,500,000 UNLISTED OPTIONS EXERCISABLE AT \$0.20 EXPIRING 31 MAY 2020
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	ISSUED PURSUANT TO SHAREHOLDER APPROVAL RECEIVED 25 NOVEMBER 2016

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?	N/A
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.

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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	HEATH A HELLEWELL
Date of last notice	3 FEBRUARY 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.	NEDLANDS NOMINEES PTY LTD <WINDANDSEA INVESTMENTS A/C< <i>Director & Shareholder</i>
Date of change	29 NOVEMBER 2016
No. of securities held prior to change	INDIRECT CENTREPEAK RESOURCES GROUP PTY LTD <i>Director & Shareholder</i> 74,221,378 ORDINARY SHARES (Escrowed to 03/02/17) NEDLANDS NOMINEES PTY LTD <WINDANDSEA INVESTMENTS A/C< <i>Director & Shareholder</i> 28,536,277 ORDINARY SHARES (Escrowed to 03/02/17)
Class	UNLISTED OPTIONS
Number acquired	1,000,000
Number disposed	NIL
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	ISSUED FREE
No. of securities held after change	INDIRECT CENTREPEAK RESOURCES GROUP PTY LTD <i>Director & Shareholder</i> 74,221,378 ORDINARY SHARES (Escrowed to 03/02/17)

+ See chapter 19 for defined terms.

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	<p>NEDLANDS NOMINEES PTY LTD <WINDANDSEA INVESTMENTS A/C< <i>Director & Shareholder</i> 28,536,277 ORDINARY SHARES (Escrowed to 03/02/2017) 1,000,000 UNLISTED OPTIONS \$0.20 EXPIRY 31/05/2020)</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>	<p>ISSUED PURSUANT TO SHAREHOLDER APPROVAL RECEIVED 25 NOVEMBER 2016</p>

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.

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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	GUY F.M LECLEZIO
Date of last notice	19 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.

Direct or indirect interest	DIRECT
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	GUY FRANCOIS LECLEZIO <RW SUPERFUND A/C> <i>Trustee & Beneficiary</i> RUNNING WATER LTD <i>Director & Shareholder</i>
Date of change	29 NOVEMBER 2016
No. of securities held prior to change	DIRECT 4,741,903 ORDINARY SHARES 1,000,000 15c OPTIONS EXPIRE 30/11/2016 INDIRECT 12,702,373 ORDINARY SHARES
Class	UNLISTED OPTIONS
Number acquired	1,000,000
Number disposed	NIL
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	ISSUED FREE
No. of securities held after change	DIRECT 4,741,903 ORDINARY SHARES 1,000,000 \$0.15 OPTIONS EXPIRE 30/11/2016 1,000,000 \$0.20 OPTIONS EXPIRE 31/05/2020 INDIRECT 12,702,373 ORDINARY SHARES

+ See chapter 19 for defined terms.

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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	ISSUED PURSUANT TO SHAREHOLDER APPROVAL RECEIVED 25 NOVEMBER 2016
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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	
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?	N/A
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

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