

## 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 30/9/2001.

|                       |                  |
|-----------------------|------------------|
| <b>Name of entity</b> | BEACH ENERGY LTD |
| <b>ABN</b>            | 20 007 617 969   |

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.

|                                                                                                                                                          |                                            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| <b>Name of Director</b>                                                                                                                                  | REGINALD GEORGE NELSON                     |
| <b>Date of last notice</b>                                                                                                                               | 4 December 2013                            |
| <b>Direct or indirect interest</b>                                                                                                                       | DIRECT & INDIRECT                          |
| <b>Nature of indirect interest<br/>(including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | AURELIUS RESOURCES PTY LTD                 |
| <b>Date of change</b>                                                                                                                                    | 1) 25 February 2014<br>2) 25 February 2014 |

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
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|-----------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>No. of securities held prior to change</b>                                                             | <p>1,234,782 fully paid ordinary shares (by Aurelius Resources Pty Ltd) (Nelson Superannuation Fund)</p> <p>2,842,589 fully paid ordinary shares (in own name)</p> <p>1,221,000 unlisted options expiring 27 February 2015 (in own name)</p> <p>2,500,000 unlisted performance rights (in own name) expiring on 30 November 2015 exercisable for nil consideration and not exercisable before 1 December 2013.</p> <p>966,851 unlisted performance rights (in own name) expiring on 30 November 2016 exercisable for nil consideration and not exercisable before 1 December 2014.</p> <p>304,962 unlisted 2011 STI performance rights (in own name) vesting on 1 July 2014 for nil consideration</p> <p>869,781 unlisted performance rights (in own name) expiring on 30 November 2017 exercisable for nil consideration and not exercisable before 1 December 2015.</p> <p>72,595 unlisted 2012 STI performance rights (in own name) vesting on 1 July 2014 for nil consideration</p> <p>72,595 unlisted 2012 STI performance rights (in own name) vesting on 1 July 2015 for nil consideration</p> <p>972,292 unlisted performance rights (in own name) expiring on 30 November 2018 exercisable for nil consideration and not exercisable before 1 December 2016.</p> |
| <b>Class</b>                                                                                              | <p>1) Unlisted performance rights</p> <p>2) Fully paid ordinary shares</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Number acquired</b>                                                                                    | 2,500,000 fully paid ordinary shares.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Number disposed</b>                                                                                    | 2,500,000 unlisted performance rights (in own name) expiring on 30 November 2015 exercisable for nil consideration and not exercisable before 1 December 2013.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

+ See chapter 19 for defined terms.

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|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>No. of securities held after change</b>                                                                                                                                  | <p>1,234,782 fully paid ordinary shares (by Aurelius Resources Pty Ltd) (Nelson Superannuation Fund)</p> <p>5,342,589 fully paid ordinary shares (in own name)</p> <p>1,221,000 unlisted options expiring 27 February 2015 (in own name)</p> <p>966,851 unlisted performance rights (in own name) expiring on 30 November 2016 exercisable for nil consideration and not exercisable before 1 December 2014.</p> <p>304,962 unlisted 2011 STI performance rights (in own name) vesting on 1 July 2014 for nil consideration</p> <p>869,781 unlisted performance rights (in own name) expiring on 30 November 2017 exercisable for nil consideration and not exercisable before 1 December 2015.</p> <p>72,595 unlisted 2012 STI performance rights (in own name) vesting on 1 July 2014 for nil consideration</p> <p>72,595 unlisted 2012 STI performance rights (in own name) vesting on 1 July 2015 for nil consideration</p> <p>972,292 unlisted performance rights (in own name) expiring on 30 November 2018 exercisable for nil consideration and not exercisable before 1 December 2016.</p> |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | <ol style="list-style-type: none"> <li>1) The vesting of and exercise of 2,500,000 unlisted performance rights (in own name) expiring on 30 November 2015 exercisable for nil consideration and not exercisable before 1 December 2013.</li> <li>2) The issue of 2,500,000 fully paid ordinary shares on the vesting and exercise of 2,500,000 unlisted performance rights (in own name) expiring on 30 November 2015 exercisable for nil consideration and not exercisable before 1 December 2013.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

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**Part 2 – Change of director's interests in contracts**

|                                                                                                                                                                                     |     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Detail of contract</b>                                                                                                                                                           | N/A |
| <b>Nature of interest</b>                                                                                                                                                           | N/A |
| <b>Name of registered holder<br/>(if issued securities)</b>                                                                                                                         | N/A |
| <b>Date of change</b>                                                                                                                                                               | N/A |
| <b>No. and class of securities to which interest related<br/>prior to change</b><br>Note: Details are only required for a contract in relation to<br>which the interest has changed | N/A |

|                                                                                                                 |     |
|-----------------------------------------------------------------------------------------------------------------|-----|
| <b>Interest acquired</b>                                                                                        | N/A |
| <b>Interest disposed</b>                                                                                        | N/A |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an<br>estimated valuation | N/A |
| <b>Interest after change</b>                                                                                    | N/A |

**Part 3 - \*Closed period**

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

*Rule 3.19A.2*

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