

## 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>                                                                                                                               | 2 April 2014                                                                      |
| <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) 2 May 2014<br>2) 5 May 2014<br>3) 7 May 2014<br>4) 7 May 2014<br>5) 8 May 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>1,249,952 fully paid ordinary shares (by Aurelius Resources Pty Ltd) (Nelson Superannuation Fund)</p> <p>3,383,653 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>Class</b>                                  | <p>1) Fully paid ordinary shares</p> <p>2) Fully paid ordinary shares</p> <p>3) Unlisted Options</p> <p>4) Fully paid ordinary shares</p> <p>5) Fully paid ordinary shares</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Number acquired</b>                        | <p>4) 1,221,000 fully paid ordinary shares (in own name)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Number disposed</b>                        | <p>1) 508,596 fully paid ordinary shares (in own name)</p> <p>2) 241,404 fully paid ordinary shares (in own name)</p> <p>3) 1,221,000 unlisted options expiring 27 February 2015 (in own name)</p> <p>5) 500,000 fully paid ordinary shares (in own name)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

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| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation                                                                   | 1) An average price of \$1.701814 per fully paid ordinary share<br>2) An average price of \$1.701512 per fully paid ordinary share<br>3) \$1.422 exercise price per unlisted option<br>4) \$1.422 per fully paid ordinary share<br>5) An average price of \$1.70235 per fully paid ordinary share                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>No. of securities held after change</b>                                                                                                                                  | 1,249,952 fully paid ordinary shares (by Aurelius Resources Pty Ltd) (Nelson Superannuation Fund)<br><br>3,354,653 fully paid ordinary shares (in own name)<br><br>966,851 unlisted performance rights (in own name) expiring on 30 November 2016 exercisable for nil consideration and not exercisable before 1 December 2014.<br><br>304,962 unlisted 2011 STI performance rights (in own name) vesting on 1 July 2014 for nil consideration<br><br>869,781 unlisted performance rights (in own name) expiring on 30 November 2017 exercisable for nil consideration and not exercisable before 1 December 2015.<br><br>72,595 unlisted 2012 STI performance rights (in own name) vesting on 1 July 2014 for nil consideration<br><br>72,595 unlisted 2012 STI performance rights (in own name) vesting on 1 July 2015 for nil consideration<br><br>972,292 unlisted performance rights (in own name) expiring on 30 November 2018 exercisable for nil consideration and not exercisable before 1 December 2016. |
| <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 | 1), 2) and 5) On market trade<br>3) Exercise of unlisted options<br>4) Issue of securities on exercise of unlisted options                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

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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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