

ASX ANNOUNCEMENT

01

25 November 2014

CHANGE OF DIRECTOR'S INTEREST NOTICE

In accordance with a resolution passed at Resolute Mining Limited's (ASX: RSG) Annual General Meeting today, the Company confirms the shareholders' approval of the 1,053,891 Resolute Mining Limited Performance Rights issued to the Chief Executive Officer.

Attached is a Change of Director's Interest Notice (Appendix 3Y).

GREG FITZGERALD
Company Secretary

About Resolute:

Resolute is an unhedged gold miner with two operating mines in Africa and Australia. The Company is one of the largest gold producers by volume listed on the ASX. Resolute's flagship Syama project in Mali is on track for an increase in production to 270,000oz of gold a year following an approved expansion to be undertaken through FY2016. At its Ravenswood mine in Queensland Resolute is investigating a number of opportunities to add value by increasing gold production and lowering operating costs. In Ghana, the Company is now the owner and operator of the advanced Bibiani gold project where work is being undertaken on an underground feasibility study including a 20,000m drill program. The Company controls an extensive footprint along the highly prospective Syama Shear and Greenstone Belts in Mali and Cote d'Ivoire. Resolute has also identified a number of highly promising exploration targets at its Ravenswood operations and holds a number of exploration projects in Tanzania surrounding its now completed Golden Pride mine.

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.

Name of entity	RESOLUTE MINING LIMITED
ABN	39 097 088 689

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 Ross Sullivan
Date of last notice	26 November 2013

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

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.	Hardrock Capital Pty Ltd (an entity controlled by Mr Sullivan)
Date of change	25 November 2014
No. of securities held prior to change	3,007,448 fully paid ordinary shares. 2,000,000 unlisted options with a \$1.36 exercise price and a 4 January 2016 expiry date. 546,875 Performance Rights with a vesting date of 30 June 2015. 1,225,455 Performance Rights with a vesting date of 30 June 2016.
Class	Performance Rights
Number acquired	1,053,891
Number disposed	N/A

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Performance Rights represent the Long Term Incentive component of remuneration for Mr Sullivan and are issued for nil cash consideration. On vesting, one Performance Right is converted to one fully paid ordinary share in the Company. Vesting is subject to performance and other conditions set out in the Notice of 2014 Annual General Meeting ("AGM"). This Performance Right issue was approved by shareholders at the AGM held on 25 November 2014.
No. of securities held after change	3,007,448 fully paid ordinary shares. 2,000,000 unlisted options with a \$1.36 exercise price and a 4 January 2016 expiry date. 546,875 Performance Rights with a vesting date of 30 June 2015. 1,225,455 Performance Rights with a vesting date of 30 June 2016. 1,053,891 Performance Rights with a vesting date of 30 June 2017.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of Performance Rights pursuant to the shareholder approved Resolute Mining Performance Rights Plan.

Part 2 – Change of director's interests in contracts

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	

+ See chapter 19 for defined terms.

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.