

# 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

<b>Name of entity</b>	<b>ANDROMEDA METALS LIMITED</b>
<b>ABN</b>	<b>75 061 503 375</b>

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>	James Edward Marsh
<b>Date of last notice</b>	24 June 2020

### 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.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	-
<b>Date of change</b>	23 December 2020
<b>No. of securities held prior to change</b>	<u>Direct</u> <ul style="list-style-type: none"><li>• 2,500,000 ordinary shares</li><li>• 10,500,000 unlisted options with an exercise price of \$0.012 and expiry date of 15 November 2021</li><li>• 14,000,000 unlisted options with an exercise price of \$0.064 and an expiry date of 28 November 2022</li><li>• 7,500,000 unlisted options with an exercise price of \$0.075 and an expiry date of 28 November 2023, and which vest 12 months after the 2019 AGM as long as Mr Marsh is still a director of ADN at that time</li></ul> <u>Indirect</u> <ul style="list-style-type: none"><li>• Nil</li></ul>

+ See chapter 19 for defined terms.

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<b>Class</b>	Unlisted Performance Rights
<b>Number acquired</b>	3,250,000 ordinary shares
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$0.274 per performance right (Black Scholes valuation)
<b>No. of securities held after change</b>	<p><u>Direct</u></p> <ul style="list-style-type: none"> <li>• 2,500,000 ordinary shares</li> <li>• 10,500,000 unlisted options with an exercise price of \$0.012 and expiry date of 15 November 2021</li> <li>• 14,000,000 unlisted options with an exercise price of \$0.064 and an expiry date of 28 November 2022</li> <li>• 7,500,000 unlisted options with an exercise price of \$0.075 and an expiry date of 28 November 2023, and which vest 12 months after the 2019 AGM as long as Mr Marsh is still a director of ADN at that time</li> <li>• 3,250,000 unlisted performance rights subject to vesting criteria and expiring on 23 December 2023</li> </ul> <p><u>Indirect</u></p> <ul style="list-style-type: none"> <li>• Nil</li> </ul>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Part of executive remuneration as approved by shareholders at the AGM held on 26 November 2020

## 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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	

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<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

**Part 3 – +Closed period**

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

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