

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	PERSEUS MINING LIMITED
ABN	27 106 808 986

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	COLIN JOHN CARSON
Date of last notice	28 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		Direct and Indirect Interest
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>		Cadden Nominees Pty Ltd, an entity in which Mr Carson is a director and holds a beneficial interest
Date of change		21 February 2017
No. of securities held prior to change	Class	Held in the name of
399,850	Ordinary fully paid shares	Colin John Carson
732,450	Ordinary fully paid shares	Cadden Nominees Pty Ltd

Number acquired	Ordinary fully paid shares	100,000
Number disposed		N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>		Nil, vesting of performance rights

+ See chapter 19 for defined terms.

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No. of securities held after change	Class	Held in the name of
499,850	Ordinary fully paid shares	Colin John Carson
732,450	Ordinary fully paid shares	Cadden Nominees Pty Ltd

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Vesting of performance rights
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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	N/A
Nature of interest	Each Performance Right can convert to one ordinary share upon satisfaction of specified performance criteria (primarily the comparison of the Company's total shareholder return over a specified period against a peer group).
Name of registered holder (if issued securities)	N/A
Date of change	21 February 2017
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	1,100,000 Performance Rights
Interest acquired	N/A
Interest disposed	100,000 performance rights vested 100,000 performance rights expired due to vesting conditions not having been met
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Nil
Interest after change	900,000 Performance Rights

+ 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.