

# 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>ARC EXPLORATION LIMITED</b>
<b>ABN</b>	48 002 678 640

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>	<b>JOHN C. CARLILE</b>
<b>Date of last notice</b>	20 June 2014

### 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 & Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered Holder HSBC Custody Nominees (Australia) Limited on behalf of John C. Carlile
<b>Date of change</b>	11 December 2014
<b>No. of securities held prior to change</b>	30,445,339 Ordinary Shares (Indirect)  437,500 Fully Paid Ordinary (Direct)  9,986,298 Unlisted 11 Dec 2014 Options @ 3.6 c (Direct) 6,165,000 Unlisted Exp 27 May 2016 Options @ 4.2 c (Direct) 3,603,430 – Unlisted Exp 31 Dec 2018 Options @ 0.9 cents (Direct)
<b>Class</b>	Unlisted 11 Dec 2014 Options @ 3.6 c
<b>Number acquired</b>	0

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+ See chapter 19 for defined terms.

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<b>Number disposed</b>	9,986,298 (Option Lapsed – not exercised)
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil
<b>No. of securities held after change</b>	30,445,339 Ordinary Shares (Indirect)  437,500 Fully Paid Ordinary (Direct)  6,165,000 Unlisted Exp 27 May 2016 Options @ 4.2 c (Direct) 3,603,430 – Unlisted Exp 31 Dec 2018 Options @ 0.9 cents (Direct)
<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	Options lapsed unexercised.

### 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>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<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>	

12 December 2014

+ See chapter 19 for defined terms.