

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:	SPECTRUM RARE EARTHS LIMITED
ABN :	94 115 770 226

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	ANTHONY BARTON
Date of last notice	1ST MARCH 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

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	INDIRECT
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	(a) INGLEWOOD LODGE PTY LTD (b) BARTON SUPERANNUATION FUNDS (c) AUSTRALIAN HERITAGE GROUP PTY LTD (d) HARVEY SPRINGS ESTATE PTY LTD (e) BARTON & BARTON PTY LTD (f) ANTHONY P BARTON FAMILY A/C
Date of change	28 th FEBRUARY 2014
No. of securities held prior to change	(a) 1,700,000 ORDINARY SHARES 579,259 OPTIONS (b) 1,000,000 ORDINARY SHARES 400,000 OPTIONS (c) 8,000,000 ORDINARY SHARES 3,323,989 OPTIONS (d) 1,500,000 ORDINARY SHARES 506,000 OPTIONS (e) 700,000 ORDINARY SHARES 200,000 OPTIONS (f) 250,000 ORDINARY SHARES
Class	ORDINARY SHARES

+ See chapter 19 for defined terms.

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Number acquired	664,464
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$24,476
No. of securities held after change	(a) 1,700,000 ORDINARY SHARES 579,259 OPTIONS (b) 1,664,464 ORDINARY SHARES 400,000 OPTIONS (c) 8,000,000 ORDINARY SHARES 3,323,989 OPTIONS (d) 1,500,000 ORDINARY SHARES 506,000 OPTIONS (e) 700,000 ORDINARY SHARES 200,000 OPTIONS (f) 250,000 ORDINARY SHARES
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	ON MARKET PURCHASES

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

+ 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.