

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	TORO ENERGY LIMITED
ABN	48 117 127 590

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	Dr Vanessa Guthrie
Date of last notice	5 October 2015

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>	Chondrite Investments Pty Ltd (Stolz-Guthrie Family a/c)
Date of change	18 November 2015

+ See chapter 19 for defined terms.

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No. of securities held prior to change	<p>Direct 750,000 Unquoted Options with an exercise price of \$0.11 and expiry date of 30 June 2016.</p> <p>500,000 Unquoted Options with an exercise price of \$0.22 and expiry date of 30 June 2016.</p> <p>750,000 Unquoted Options with an exercise price of \$0.25 and expiry date of 30 June 2016</p> <p>Indirect 7,657,913 Ordinary Fully paid Shares</p> <p>4,167,746 Share Performance Rights vesting 1 July 2016 subject to Managing Director's performance hurdles as approved by shareholders at November 2013 AGM.</p>
Class	Ordinary Shares
Number acquired	884,776
Number disposed	N/A
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	Nil consideration

+ See chapter 19 for defined terms.

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No. of securities held after change	<p>Direct 750,000 Unquoted Options with an exercise price of \$0.11 and expiry date of 30 June 2016.</p> <p>500,000 Unquoted Options with an exercise price of \$0.22 and expiry date of 30 June 2016.</p> <p>750,000 Unquoted Options with an exercise price of \$0.25 and expiry date of 30 June 2016</p> <p>Indirect 8,542,689 Ordinary Fully paid Shares</p> <p>4,167,746 Share Performance Rights vesting 1 July 2016 subject to Managing Director's performance hurdles as approved by shareholders at November 2013 AGM.</p>
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>	<p>Ordinary Shares issued in line with the Managing Director's performance against short-term key performance indicators for period ending 30 June 2015 and approved by shareholders at the Annual General Meeting held on 18 November 2015.</p>

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

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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

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.