

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	Prairie Mining Limited
ABN	23 008 677 852

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	Carmel Daniele
Date of last notice	25 August 2017

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>	Controller of CD Capital Natural Resources Fund III LP
Date of change	30 May 2018
No. of securities held prior to change	A. Nil B. Nil C. 44,776,120 D. 5,711,804
Class	A. Ordinary fully paid shares B. Unlisted options exercisable at \$0.60 each on or before 30 May 2021 C. Convertible loan note convertible into ordinary shares at \$0.335 per share with no expiry date D. Convertible loan note convertible into ordinary shares at \$0.46 per share with no expiry date
Number acquired	A. 44,776,120 B. 22,388,060 C. Nil D. Nil
Number disposed	A. Nil B. Nil C. (44,776,120) D. Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	See nature of change below

+ See chapter 19 for defined terms.

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No. of securities held after change	A. 44,776,120 B. 22,388,060 C. Nil D. 5,711,804
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Conversion of the convertible loan note with a principal amount of \$15,000,000, exchangeable into 44,776,120 ordinary shares at a conversion price of \$0.335 per share and the subsequent issue of unlisted options on conversion of convertible note

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	Convertible Loan Note Instruments
Nature of interest	Controller of CD Capital Natural Resources Fund III LP (holder of right to acquire shares of Prairie Mining Limited pursuant to the above and below contracts).
Name of registered holder (if issued securities)	CD Capital Natural Resources Fund III LP
Date of change	30 May 2018
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	Right of CD Capital Natural Resources Fund III LP to acquire 44,776,119 ordinary shares and 21,388,060 \$0.60 unlisted options which may result in the issue of an additional 21,388,060 ordinary shares ("Loan Note 1") Right of CD Capital Natural Resources Fund III LP to acquire 5,711,804 ordinary shares in the Company pursuant to an investment agreement and convertible loan note instrument
Interest acquired	Nil
Interest disposed	Loan Note 1
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
Interest after change	Right of CD Capital Natural Resources Fund III LP to acquire 5,711,804 ordinary shares in the Company pursuant to an investment agreement and convertible loan note instrument

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?	Not applicable
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

Initial notification/Amendment	Initial
LEI	213800EHCGNYSCN9T108
Place of transaction	Australian Securities Exchange (ASX)

⁺ See chapter 19 for defined terms.