

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	Scorpion Minerals Limited
ABN	40 115 535 030

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	Ms Bronwyn Barnes
Date of last notice	22 October 2020

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) Note: Provide details of the circumstances giving rise to the relevant interest.	1. Mr Stuart Cameron Barnes & Mrs Bronwyn Barnes <S&B Barnes Family A/C> (Entity controlled by the director) 2. Laelos Pty Ltd (Entity controlled by the director) 3. Moonbeam Holdings Pty Ltd atf <The Bronwyn Barnes Family Trust> (Entity controlled by the director) 4. Mrs B Barnes ATF The S & B Barnes Family Acc
Date of change	23 December 2020
No. of securities held prior to change	1. (i) 3,894,738 2. (i) 6,866,667 3. (i) 7,106,845 FPO (ii) 9,736,845 4. (i) Nil
Class	1. (i) FPO 2. (i) FPO 3. (i) FPO (ii) \$0.10 options expiring 18 October 2021 4. (i) \$0.12 options expiring 22 December 2023
Number acquired	4. (i) 1,750,000

+ See chapter 19 for defined terms.

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Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	4. (i) Nil
No. of securities held after change	<ol style="list-style-type: none"> 1. (i) 3,894,738 FPO 2. (i) 6,866,667 FPO 3. (i) 7,106,845 FPO (ii) 9,736,845 \$0.10 options expiring 18 October 2021 4. (i) 1,750,000 \$0.12 options expiring 22 December 2023
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of options to director as approved by shareholders at Annual General Meeting held 30 November 2020

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 Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	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.