Rule 3.19A.2

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 30/9/2001.

Name of entity	**PALADIN RESOURCES LTD**
ABN	**47 061 681 098**

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	Rick Wayne Crabb
Date of last notice	29 May 2006

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. MLEQ Nominees Pty Ltd (nominee for Rick Wayne Crabb). 2. Rick Wayne Crabb and Carol Jean Crabb ATF Intermax Trust. 3. Westessa Holdings Pty Ltd. Relevant interest arise by virtue of the power to control the voting rights attached to the securities.
Date of change	17 December 2007 and 18 December 2007.
No. of securities held prior to change	
Rick Wayne Crabb (beneficial)	2,629,218 Fully paid ordinary shares
RW & CJ Crabb ATF Intermax Trust	6,198,050 Fully paid ordinary shares 3,250,000 Unlisted Options exercisable on or before 20/12/2007 at $1.00
Westessa Holdings Pty Ltd	137,478 Fully paid ordinary shares

Class	Fully paid shares resulting from conversion of unlisted options
Number acquired	(i) 3,250,000 (on 17 December 2007)
Number disposed	(ii) 250,000 (on 18 December 2007)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(i) $1.00 per share (on exercise of options), total $3,250,000 (ii) $250,000
No. of securities held after change Rick Wayne Crabb (beneficial) RW & CJ Crabb ATF Intermax Trust Westessa Holdings Pty Ltd	 2,629,218 Fully paid ordinary shares 9,198,050 Fully paid ordinary shares 137,478 Fully paid ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(i) Conversion of unlisted options (3,250,000). (ii) Off market sale of 250,000 shares pursuant to April 2005 Call Options Agreement.

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	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
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	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	