`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: Australian Power and Gas Company Limited	
ABN: 96 077 206 583	

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	Mr Richard J Poole
Date of last notice	27 September 2012

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 Interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Arthur Phillip Nominees Pty Ltd, held on behalf of Fontelina Pty Ltd of which Richard Poole is a director and shareholder
Date of change	A. 17 December 2012 B. 19 December 2012 C. 20 December 2012
No. of securities held prior to change	DIRECT 10,000 Ordinary INDIRECT Ordinary: 32,021,250 Options: 5,000,000 exercisable at 60 cents by 31 December, 2013
Class	A. Ordinary Shares B. Ordinary Shares C. Ordinary Shares

20/12/2012

⁺ See chapter 19 for defined terms.

Number acquired	INDIRECT:
	A. 48,450 Ordinary Shares B. 42,316 Ordinary Shares C. 469,438 Ordinary Shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	A. \$23,256.00 B. \$19,888.52 C. \$ 242,384.37
No. of securities held after change	DIRECT 10,000 Ordinary Shares
	INDIRECT Ordinary Shares: 32,581,454 Options: 5,000,000 exercisable at 60 cents by 31 December, 2013
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	A. On market trade B. On market trade C. Off market trade

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

⁺ See chapter 19 for defined terms.

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

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 which date was this provided?	N/A

Date Lodged: 20 December 2012

⁺ See chapter 19 for defined terms.