

15 January 2021

APPENDIX 3Y - MR MARK THOMPSON

In accordance with ASX Listing Rule 3.19A.2, Talga Group Ltd (**ASX:TLG**) (“**Talga**”) provides an Appendix 3Y for Managing Director, Mr Mark Thompson.

Mr Thompson has paid A\$1.48 million to Talga to complete settlement of a non-recourse loan regarding 4 million loan shares due to expire 19 January 2021. The loan shares form part of Mr Thompson's current shareholding and were acquired under a loan pursuant to the Talga Management Incentive Equity Plan as approved by shareholders at a General Meeting held in June 2014.

To fund the Talga repayment Mr Thompson has entered into a loan facility (“Loan”) with Equities First Holdings LLC (“Equities First”). Pursuant to the terms of the Loan, Mr Thompson has transferred 1.5 million ordinary Talga shares (“Secured Shares”) to Equities First by way of security.

The term of the Loan is two years and the Secured Shares will be returned to Mr Thompson on repayment of the amount owing in accordance with the terms of the Loan. Under the Loan terms Equities First can only vote the Secured Shares as directed by Mr Thompson and Mr Thompson retains a relevant interest in the Secured Shares.

As at the date of this announcement, the Secured Shares represent less than 0.54% of Talga's total issued share capital and approximately 10.5% of Mr Thompson's total Talga shareholding. Mr Thompson retains a relevant interest in a total of 14,338,969 Talga shares.

Authorised for release by the Board of Directors of Talga Group Ltd.

Yours sincerely

A handwritten signature in black ink, appearing to read "D Scarparolo", written over a light blue background.

Dean Scarparolo
Company Secretary
Talga Group Ltd
T: +61 (0) 8 9481 6667



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	Talga Group Ltd
ABN	32 138 405 419

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	Mark Thompson
Date of last notice	17 November 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 Interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	(1) Via Lateral Minerals Pty Ltd ATF Sungold Superannuation Account, a Company in which Mr Thompson has a relevant interest, and (2) Via Lateral Minerals Pty Ltd ATF the Thompson Family Trust, a Company in which Mr Thompson has a relevant interest
Date of change	11 January 2021

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>No. of securities held prior to change</p>	<p><u>Indirect</u> (1) 1,538,969 Ordinary Shares (2) 12,800,000 Ordinary Shares</p> <p>4,000,000 options exercisable at \$1.12 and subject to vesting conditions to be satisfied by the milestone date of 30 Nov 2023, and expiring 31 Dec 2023.</p>
<p>Class</p>	<p>(1) Ordinary Shares (2) Ordinary Shares and unlisted options</p>
<p>Number acquired /issued</p>	<p>(1) Nil (2) Nil</p>
<p>Number disposed / lapsed</p>	<p>(1) Nil (2) 1,500,000 Ordinary Shares transferred to a custodian, for security purposes, pursuant to a Master Loan Agreement and Deed of Security.</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>(1) N/A (2) Provision of loan facility, with loan amount equal to 60% Loan to Value Ratio (estimated to be approximately \$1,575,000).</p>

+ See chapter 19 for defined terms.

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<p>No. of securities held after change</p>	<p><u>Indirect</u></p> <p>(1) 1,538,969 Ordinary Shares (2) 12,800,000 Ordinary Shares*</p> <p>4,000,000 options exercisable at \$1.12 and subject to vesting conditions to be satisfied by the milestone date of 30 Nov 2023, and expiring 31 Dec 2023.</p> <p>*Including 1,500,000 Ordinary Shares (Secured Shares) held by Equities First Holdings LLC (Equities First) under a loan facility (Loan). Under the terms of the Loan, Equities First will only exercise any rights it may have to vote the Secured Shares as directed by Lateral Minerals ATF the Thompson Family Trust (Lateral Minerals) from time to time. The Secured Shares will be returned to Lateral Minerals on repayment of the Loan, in accordance with the terms of the Loan.</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>(1) N/A (2) Off-market transfer of 1,500,000 Ordinary Shares to custodian of Equities First Holdings LLC for security purposes pursuant to a Master Loan Agreement and Deed of Security.</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	Master Loan Agreement and Deed of Security
Nature of interest	Lateral Minerals Pty Ltd ATF the Thompson Family Trust has entered into a Master Loan Agreement and Deed of Security in respect of a portion of its shareholding in Talga Group Ltd.
Name of registered holder (if issued securities)	HSBC Custody Nominees (Australia) Pty Ltd (custodian for Equities First Holdings LLC)
Date of change	11 January 2021

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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?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.