

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	IMAGE RESOURCES LIMITED
ABN	57 063 977 579

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	Peter Sisley Thomas
Date of last notice	28 November 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	(a) Direct (b) Indirect (c) Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	(b) The registered holder (ignoring trivial registry discrepancies and whether each or either of Mr Thomas and Ms Goodwin be the registered holder holding the same for the Waterford Retirement Plan) PS Thomas & SA Goodwin <Waterford Retirement Plan> - the relevant interest arises by force of the term of section 608(1) of the Corporations Act in that Mr Thomas is one of 2 people that jointly exercise the powers detailed in that section. (c) Held by Super Metals Corporation Pty Ltd in which Mr Thomas has no beneficial interest but of which Mr Thomas is the sole director and accordingly Mr Thomas has a relevant interest in terms of the said section.
Date of change	18 December 2014

+ See chapter 19 for defined terms.

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No. of securities held prior to change	(a) 650,000 unlisted options exercisable at \$0.3908 expiry 27/12/2016 500,000 unlisted options exercisable at \$1.1162 expiry 18/12/2014 (b) 1,454,151 fully paid ordinary shares (c) 646,155 fully paid ordinary shares
Class	Unlisted options exercisable at \$1.1162 expiry 18/12/2014
Number acquired	Nil
Number disposed	(a) 500,000
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil
No. of securities held after change	(a) 650,000 unlisted options exercisable at \$0.3908 expiry 27/12/2016 (b) 1,454,151 fully paid ordinary shares (c) 646,155 fully paid ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Expiry of options.

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 <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

+ 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.