

ASX RELEASE

CEO Exercise of Options

8 December 2010

Following exercise of options held beneficially by Inés Scotland, with an exercise price of \$0.1968 and expiring 31 December 2010, 14,400,180 shares were issued on 7 December 2010 in accordance with the attached Appendix 3Y.

Ines Scotland has given instructions for these 14,400,180 shares to be accepted into the recommended off-market cash and scrip takeover offer (**Offer**) by Equinox to acquire all of the issued shares of Citadel.

Acceptances of the Offer have previously been lodged for the other 105,307,471 shares held by or on behalf of Inés Scotland.

For further information please contact:

Investors

Inés Scotland
Chief Executive Officer
T: +61 3 8680 4601

Peter Lester
Executive Director
T: +61 3 8680 4601

Media

Tim Duncan
Hinton & Associates
T: +61 3 9600 1979
tduncan@hintons.com.au

Nerida Mossop
Hinton & Associates
T: +61 3 9600 1979
nmossop@hintons.com.au

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 Citadel Resource Group Limited (Citadel)
ABN 92 009 727 959

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	Inés Louise Scotland
Date of last notice	5 July 2010

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.	Beneficial: <ul style="list-style-type: none">Registered holder of 14,400,180 options exercised and 14,400,180 ordinary shares acquired is JP Morgan Australia as nominee for Credence Trust (Singapore) Pte Ltd atf IS&P Singapore Retirement Fund (defined benefit – allocated class)
Date of change	3 December 2010

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>No. of securities prior to change</p> <p>JP Morgan Australia as nominee for Credence Trust (Singapore) Pte Ltd atf IS&P Singapore Retirement Fund (defined benefit – allocated class)</p> <p>Rair Holdings WLL (as a shareholder)</p> <p>ANZ Custodian Services as nominee for Credence Trust (Singapore) Pte Ltd atf IS&P Singapore Retirement Fund (defined benefit – allocated class)</p>	<p>102,057,471 ordinary shares</p> <p>3,250,000 ordinary shares</p> <p>14,400,180 options exercisable at \$0.1968 cents and expiring 31 December 2010</p>
<p>Class</p>	<p>Options and ordinary shares</p>
<p>Number acquired</p>	<p>14,400,180 ordinary shares</p>
<p>Number disposed</p>	<p>14,400,180 options</p>
<p>Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small></p>	<p>Exercise price of \$0.1968 per option</p>
<p>No. of securities held after change</p> <p>ANZ Custodian Services as nominee for Credence Trust (Singapore) Pte Ltd atf IS&P Singapore Retirement Fund (defined benefit – allocated class)</p> <p>Rair Holdings WLL (as a shareholder)</p>	<p>116,457,651 ordinary shares</p> <p>3,250,000 ordinary shares</p>
<p>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></p>	<p>14,400,180 ordinary shares acquired following exercise of 14,400,180 options at an exercise price of \$0.1968 per options</p>

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.