



UCL Resources Limited

A.B.N. 40 002 118 872

Tel: +61 2 9279 1760
Fax: +61 2 9279 1761

Level 5, 285 George Street
Sydney NSW 2000
Australia

Postal Address:
GPO Box 1494
Sydney NSW 2001
Australia

23 May 2013

Australian Securities Exchange

Appendix 3Y – Dr M Al-Barwani

UCL Resources Limited (“UCL” or the “Company”) is currently the subject of an on-market takeover bid by Mawarid Mining LLC (“Mawarid”). UCL Director Dr Mohammed Al-Barwani is owner of 70% of MB Holding Company. Mawarid is a wholly owned subsidiary company of MB Holding Company. Therefore Dr Al-Barwani controls Mawarid and has a relevant interest in Mawarid’s shares in UCL Resources Limited.

During the currency of the takeover bid UCL has not been lodging Appendix 3Y (“Change of Director’s Interest Notice”) announcements in respect of Dr Al-Barwani with the Australian Securities Exchange (“ASX”) within the timeframe in ASX Listing Rule 3.19A, relying instead by way of disclosure on the “Notice of change of substantial holder” notices lodged almost daily on behalf of Mawarid and Dr Al-Barwani with ASX. ASX has indicated however that it requires Appendix 3Y notices to continue to be lodged in relation to Dr Al-Barwani during the currency of the takeover bid. Accordingly please see attached an Appendix 3Y for Dr Al-Barwani covering shares acquired by Mawarid under its on-market takeover bid during the period 23 April to 22 May 2013.

Yours Faithfully

UCL RESOURCES LIMITED

John Lemon
Company Secretary

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	UCL Resources Limited
ABN	40 002 118 872

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	Mohammed Al-Barwani
Date of last notice	8 March 2013

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	Direct & indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Mawarid Mining LLC ("Mawarid") is the legal and beneficial owner of 86,742,081 fully paid ordinary shares in UCL Resources Limited. Dr Al-Barwani is the owner of 70% of MB Holding Company. Mawarid is a wholly owned subsidiary company of MB Holding Company. Therefore Dr Al-Barwani controls Mawarid and has a relevant interest in Mawarid's shares in UCL Resources Limited.
Date of change	23, 24, 26, 29 & 30 April, 2013; 1, 2, 3, 7, 8, 9, 10, 13, 14, 15, 16, 17, 20, 21 & 22 May, 2013
No. of securities held prior to change	1. 19,698,994 shares 2. 750,000 options
Class	1. Shares - fully paid ordinary shares 2. Options – exercisable @ \$0.18 (18 cents) on or before 6 March 2017

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number acquired	67,043,087 fully paid ordinary shares
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.31 (31 cents) per share (Total - \$20,783,356.97)
No. of securities held after change	1. 86,742,081 shares 2. 750,000 options
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>	Acquisition of shares on-market by Mawarid Mining LLC under on-market takeover bid

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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

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
--	----

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

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.