



CLARIFICATION AND SUPPLEMENTARY PROSPECTUS

Talga Resources Ltd
ABN 32 138 405 419

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Corporate Information

ASX Code TLG
Shares on issue 105.1m
Options (unlisted) 3.75m

Company Directors

Keith Coughlan
Non-Executive Chairman

Mark Thompson
Managing Director

Grant Mooney
Non-Executive Director

 **ASX Code:**
TLG

Talga Resources Limited (ASX:TLG) ("Talga" or "the Company") refers shareholders to the Entitlement Offer Prospectus lodged with the ASX on 28 May 2014.

The Company confirms it is making a non-renounceable pro rata offer of Shares at an issue price of \$0.20 each to Eligible Shareholders on the basis of one Share for every ten Shares held at 5:00pm WST on the Record Date (together with one free attaching New Option for every two Shares subscribed for and issued).

A supplementary prospectus dated 30 May 2014 is attached.

For further information, contact:

Mark Thompson
Managing Director
Talga Resources Ltd

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Email admin@talgaresources.com

SUPPLEMENTARY PROSPECTUS

This Supplementary Prospectus is dated 30 May 2014 and is supplementary to the prospectus dated 28 May 2014 issued by Talga Resources Ltd (ACN 138 405 419) (Company) (Prospectus). This Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (ASIC) on 30 May 2014. The ASIC does not take any responsibility for the contents of this Supplementary Prospectus. This Supplementary Prospectus must be read together with the Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the internet at www.talgaresources.com. This document is important and should be read in its entirety. Please consult your legal, financial or other professional adviser if you do not fully understand the contents. Other than the changes set out below, all other details in relation to the Prospectus remain unchanged. The Directors believe that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor. Accordingly, no action needs to be taken if you have already subscribed for Shares under the Prospectus. A copy of this Supplementary Prospectus will be available on the Company's website.

1. Timetable

The second and third line items of the Timetable contained in the Prospectus are removed and replaced with the following:

Notice of Entitlement Offer sent to Optionholders	29 May 2014
Notice of Entitlement Offer sent to Shareholders	30 May 2014
Shares quoted on an "EX" basis	2 June 2014

2. Letter from the Chairman

In the first paragraph of the Letter from the Chairman contained in the Prospectus, the words "*one New Option for every Share*" are replaced with "*one New Option for every two Shares*".

3. Details of the Offer

- (a) In the first paragraph of section 1.1 of the Prospectus, the words "*one free attaching New Option for every one Share*" are replaced with the words "*one free attaching New Option for every two Shares*".
- (b) In the second paragraph of section 1.2, the words "*one free attaching New Option for every share*" are replaced with the words "*one free attaching New Option for every two Shares*".

4. Effect of the Offer

In the final paragraph of section 3.2 of the Prospectus, the words for "*one free attaching New Option for every share*" are replaced with the words "*one free attaching New Option for every two Shares*".

DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.



Mr Mark Thompson
Managing Director
For and on behalf of
Talga Resources Ltd