

Appendix 3Y – Mr Mark Thompson

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

Pursuant to the terms of a loan facility (“**Loan**”) previously entered into with Equities First Holdings LLC (“**Equities First**”), in January 2021 Mr Thompson transferred 1.5 million ordinary Talga shares (“**Secured Shares**”) to Equities First.

The Secured Shares were transferred as security to fund Mr Thompson’s \$1.48 million payment to Talga in 2021 to settle loan shares acquired under the Talga Management Incentive Equity Plan as approved by shareholders at a General Meeting (refer to ASX:TLG announcement 15 January 2021 for additional information).

Mr Thompson has now made full repayment to Equities First in accordance with the terms of the Loan, and the Secured Shares have subsequently been returned to Mr Thompson.

Mr Thompson’s current relevant interest totals 14,382,174 Talga shares.

Authorised for release by:



Dean Scarparolo
Company Secretary
Talga Group Ltd
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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	28 October 2022

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	24 January 2023

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

<p>No. of securities held prior to change</p>	<p><u>Indirect</u></p> <p>(1) 1,554,901 Ordinary Shares (2) 12,827,273 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>Class</p>	<p>(1) Ordinary Shares (2) Ordinary Shares & unlisted options</p>
<p>Number acquired /issued</p>	<p>(1) Nil (2) 1,500,000 Ordinary Shares (held as security for a Loan) returned to Lateral Minerals upon the repayment of the Loan.</p>
<p>Number disposed / lapsed</p>	<p>(1) Nil (2) Nil</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>(1) N/A (2) \$1,575,000 loan facility</p>
<p>No. of securities held after change</p>	<p><u>Indirect</u></p> <p>(3) 1,554,901 Ordinary Shares (4) 12,827,273 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>

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<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 from custodian of Equities First Holdings LLC due to release of security upon repayment of Loan.</p>
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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 had entered into a Master Loan Agreement and Deed of Security in respect of a portion of its shareholding in Talga Group Ltd. The Master Loan Agreement and Deed of Security have been terminated upon the repayment of the Loan.
Name of registered holder (if issued securities)	Previously HSBC Custody Nominees (Australia) Pty Ltd (custodian for Equities First Holdings LLC) as security for the Loan. Now held by Lateral Minerals Pty Ltd ATF the Thompson Family Trust.
Date of change	24 January 2023
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	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.