

# 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

<b>Name of entity</b>	<b>Talga Resources Limited</b>
<b>ABN</b>	<b>32 138 405 419</b>

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.

<b>Name of Director</b>	Mark Thompson
<b>Date of last notice</b>	27 June 2014

### 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
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	(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
<b>Date of change</b>	30 November 2014

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+ See chapter 19 for defined terms.

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<b>No. of securities held prior to change</b>	<u>Indirect</u>  (1) 1,406,841 Ordinary Shares 63,947 \$0.35 Listed Options (expiry 30/11/15)  (2) 12,800,000 Ordinary Share 400,000 \$0.35 Listed Options (expiry 30/11/15) 2,000,000 \$0.40 Unlisted Options (expiry 30/11/14)
<b>Class</b>	\$0.40 Unlisted Options (expiry 30/11/14)
<b>Number acquired</b>	Nil
<b>Number disposed</b>	2,000,000
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil
<b>No. of securities held after change</b>	<u>Indirect</u>  (3) 1,406,841 Ordinary Shares 63,947 \$0.35 Listed Options (expiry 30/11/15)  (4) 12,800,000 Ordinary Share 400,000 \$0.35 Listed Options (expiry 30/11/15)
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Expiry of Options

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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.

<b>Detail of contract</b>	5 Year non cash loan executed on 23 June 2014 for the purchase of 4,000,000 ordinary shares in the Company
<b>Nature of interest</b>	Loan agreement between Mark Thompson and Talga Resources Ltd to fund share acquisition pursuant to the Talga Management Incentive Equity Plan as approved by shareholders at a General Meeting held on 23 June 2014
<b>Name of registered holder (if issued securities)</b>	Lateral Minerals Pty Ltd ATF the Thompson Family Trust
<b>Date of change</b>	23 June 2014
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	Loan agreement
<b>Interest disposed</b>	-
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	\$1,480,000
<b>Interest after change</b>	Loan agreement to the value of \$1,480,000

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

+ See chapter 19 for defined terms.