

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.

Mr Thompson has entered into a loan facility (“**Loan**”) with Equities First Holdings LLC (“**Equities First**”) to manage personal tax obligations. Pursuant to the terms of the **Loan**, Mr Thompson has transferred 1.3 million ordinary Talga shares (“**Secured Shares**”) to **Equities First** by way of security.

The term of the **Loan** is two years and the **Secured Shares** will be returned to Mr Thompson on repayment of the amount owing in accordance with the terms of the **Loan**. Under the **Loan** terms **Equities First** can only vote the **Secured Shares** as directed by Mr Thompson and Mr Thompson retains a relevant interest in the **Secured Shares**.

As at the date of this announcement, the **Secured Shares** represent less than 0.4% of Talga’s total issued share capital and approximately 9% of Mr Thompson’s total Talga shareholding. Mr Thompson retains a relevant interest in a total of 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	21 Jan 2023

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	28 July 2023
No. of securities held prior to change	<u>Indirect</u> (1) 1,554,901 Ordinary Shares (2) 12,827,273 Ordinary Shares 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.

+ See chapter 19 for defined terms.

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Class	(1) Ordinary shares (2) Ordinary shares and unlisted options
Number acquired /issued	(1) Nil (2) Nil
Number disposed / lapsed	(1) Nil (2) 1,300,000 Ordinary Shares transferred to a custodian for security purposes, pursuant to a Master Loan Agreement and Deed of Security
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(1) N/A (2) Provision of loan facility with loan amount equal to 60% loan to Value Ratio (estimated to be approximately \$1,050,000)
No. of securities held after change	<u>Indirect</u> (3) 1,554,901 Ordinary Shares (4) 12,827,273 Ordinary Shares* 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. *Including 1,300,000 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.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(1) N/A (2) Off-market transfer of 1,300,000 Ordinary Shares to custodian of Equities First Holdings LLC for security purposes pursuant to a Master Loan Agreement and Deed of Security.

+ 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	Master Loan Agreement and Deed of Security
Nature of interest	Lateral Minerals Pty Ltd ATF the Thompson Family Trust has entered into a Master Loan Agreement and Deed of Security in respect of a portion of its shareholding in Talga Group Ltd.
Name of registered holder (if issued securities)	HSBC Custody Nominees (Australia) Pty Ltd (custodian for Equities First Holdings LLC)
Date of change	28 July 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.