



## UPDATE TO TALGA ADVISORY ARRANGEMENTS

### Talga Resources Ltd

ABN 32 138 405 419

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West Perth, WA 6005

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[www.talgaresources.com](http://www.talgaresources.com)

### Corporate Information

ASX Code **TLG/TLGO**

Shares on issue **124.59m**

Options (unlisted) **13.85m**

Options (listed) **7.72m**

### Company Directors

**Keith Coughlan**

Non-Executive Chairman

**Mark Thompson**

Managing Director

**Grant Mooney**

Non-Executive Director

### Highlights:

- Talga has entered into formal collaboration with international mid-market securities firm
- Remuneration solely based on the issuance of options with measurable performance vesting conditions
- Existing EAS Advisory option terms to be amended so all options to advisors now linked to performance

Talga Resources Limited (ASX:TLG) ("Talga" or "the Company") is pleased to announce the appointment of Canaccord Genuity (Australia) Limited ("Canaccord") in the capacity of sponsoring broker and financial adviser to the Company.

Since listing Talga has avoided alignment with any one particular house broker however this opportunity, borne through recent positive company developments, is significant given the global reach of Canaccord and international nature of Talga's business.

The Canaccord group is a leading independent mid-market financial services firm with global distribution (operations in 10 countries) and an in-depth research offering. Canaccord will assist Talga with its broking and business strategy requirements. Canaccord has a long standing, collaborative working relationship with EAS Advisors who are focused on broadening awareness and raising profile (see TLG:ASX 21/10/2014). The groups have complementary credentials which are well suited to Talga's corporate and business objectives.

The quantum as well as terms and conditions of the options issued to Canaccord mirror those issued to EAS however there will be measurable performance vesting conditions imposed on both parties.

Note: For clarity, EAS has already been issued 3 million unlisted options and as such only the 3B for the issue of new securities to Canaccord follows.

For further information, please contact:

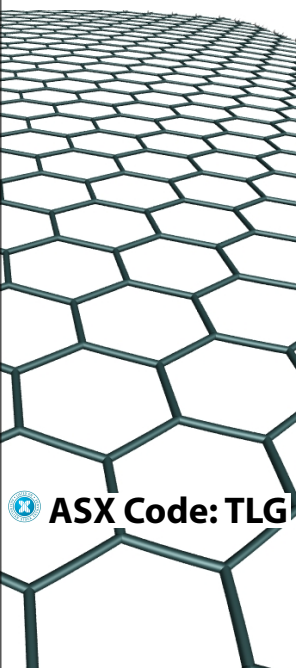
**Talga Resources Ltd.**

Mark Thompson

Managing Director

Tel +61 (08) 9481 6667

Email [admin@talgaresources.com](mailto:admin@talgaresources.com)



 **ASX Code: TLG**

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

TALGA RESOURCES LTD

ABN

32 138 405 419

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | Unlisted Options  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 3,000,000 Unlisted Options  |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | a) 1,000,000 Unlisted \$0.52 Options expiring 31 December 2016<br>b) 1,000,000 Unlisted \$0.60 Options expiring 31 December 2016<br>c) 1,000,000 Unlisted \$0.65 Options expiring 31 December 2016<br><br>The Options vest on the achievement of set commercial performance hurdles. On vesting, the Optionholder will have the right to exercise the Unlisted Options by paying the exercise price. Options that do not vest will lapse, unexercised on the expiry date. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
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4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>No - upon conversion into ordinary shares, the allotted and issued shares will rank equally in all respects with an existing class of quoted securities. The options do not entitle the holder to participate in the next dividend or interest payment</p>
5	Issue price or consideration	Nil
6	<p>Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Consideration for Corporate Advisory Services</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b - 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	<p>27 November 2014</p>
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	<p>3,000,000 Unlisted Options</p>
6d	<p>Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>

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6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil						
6f	Number of +securities issued under an exception in rule 7.2	Nil						
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A						
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A						
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Capacity under rule 7.1: 4,439,269 Capacity under rule 7.1A: 11,959,513						
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	23 December 2014						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Number</th> <th style="text-align: center;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">124,595,131</td> <td>Ordinary fully paid shares</td> </tr> <tr> <td style="text-align: center;">7,723,929</td> <td>Listed \$0.35 options, expiry 30 November 2015</td> </tr> </tbody> </table>	Number	+Class	124,595,131	Ordinary fully paid shares	7,723,929	Listed \$0.35 options, expiry 30 November 2015
Number	+Class							
124,595,131	Ordinary fully paid shares							
7,723,929	Listed \$0.35 options, expiry 30 November 2015							

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	500,000	Unlisted \$0.35 options, expiry 21 July 2015
	500,000	Unlisted \$0.45 options, expiry 3 October 2016
	2,750,000	Unlisted \$0.40 options, expiry 30 November 2014
	2,500,000	Unlisted \$0.54 options, expiring 23 June 2019
	1,600,000	Unlisted \$0.54 options, expiring 20 August 2019
	2,000,000	Unlisted \$0.52 options, expiring 31 December 2016
	2,000,000	Unlisted \$0.60 options, expiring 31 December 2016
	2,000,000	Unlisted \$0.65 options, expiring 31 December 2016

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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**Part 2 - Pro rata issue**

11 Is security holder approval required?	N/A
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12 Is the issue renounceable or non-renounceable?	N/A
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13 Ratio in which the +securities will be offered	N/A
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14 +Class of +securities to which the offer relates	N/A
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15 +Record date to determine entitlements	N/A
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16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
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17 Policy for deciding entitlements in relation to fractions	N/A
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+ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A

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30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

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+ See chapter 19 for defined terms.

37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

+ See chapter 19 for defined terms.



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**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: .....Date: 23 December 2014  
(Company secretary)

Print name: Lisa Wynne

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

### Part 1 Introduced 01/08/12 Amended 04/03/13

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<p><i>Insert</i> number of fully paid <sup>+</sup>ordinary securities on issue 12 months before the <sup>+</sup>issue date or date of agreement to issue</p>	55,304,406
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period under an exception in rule 7.2</li>   <li>• Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period with shareholder approval</li>   <li>• Number of partly paid <sup>+</sup>ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<ul style="list-style-type: none"> <li>- 21,200,022 issued under a non-renounceable entitlement issue Prospectus dated 18/09/2013</li> <li>- 8,564,066 issued under a non-renounceable entitlement issue Prospectus dated 28/05/14</li> <li>- 1,941,942 issued as shortfall of the non-renounceable entitlement issue Prospectus dated 28/05/14</li> <li>- 4,000,000 Shares issued to the Managing Director approved at general meeting 23/06/14</li> <li>- 312 issued on exercise of options 25/07/14</li> <li>- 15,000 issued on exercise of options 15/08/14</li> <li>- 670 issued on exercise of options 22/09/14</li> <li>- 10,000 issued on exercise of options 15/10/14</li> <li>- 3,052 issued on exercise of options 13/11/14</li>   <li>- 8,295,661 issued 17/09/2013 (ratified at general meeting 23/06/14)</li> <li>- 100,000 issued to contractors 21/11/13 (ratified at general meeting 23/06/14)</li> <li>- 160,000 issued to contractors 21/11/13 (ratified at general meeting 23/06/14)</li> <li>- 11,519,991 issued to professional &amp; sophisticated investors under rule 7.1 on 21/03/14 (ratified at general meeting 23/06/14)</li> <li>- 8,480,009 issued to professional &amp; sophisticated investors under rule 7.1A on 21/03/14 (ratified at general meeting 23/06/14)</li> </ul>
<p><b>Subtract</b> the number of fully paid <sup>+</sup>ordinary securities cancelled during that 12 month period</p>	Nil
<b>“A”</b>	119,595,131

+ See chapter 19 for defined terms.

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<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15  <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	17,939,269
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<ul style="list-style-type: none"> <li>- 5,000,000 ordinary shares</li> <li>- 2,500,000 \$0.35 Listed options expiring 30/11/15</li> <li>- 2,000,000 Unlisted \$0.52 options, expiring 31 December 2016</li> <li>- 2,000,000 Unlisted \$0.60 options, expiring 31 December 2016</li> <li>- 2,000,000 Unlisted \$0.65 options, expiring 31 December 2016</li> </ul>
<b>“C”</b>	13,500,000
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b>	17,939,269
<i>Note: number must be same as shown in Step 2</i>	
<b>Subtract “C”</b>	13,500,000
<i>Note: number must be same as shown in Step 3</i>	
<b>Total [“A” x 0.15] – “C”</b>	4,439,269  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	119,595,131
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	11,959,513
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“E”</b>	-

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<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	11,959,513
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	-
<b>Total [“A” x 0.10] – “E”</b>	11,959,513 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.