

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 Resources Limited
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	25 October 2013

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	a. 23 June 2014 b. 26 June 2014 c. 26 June 2014

+ See chapter 19 for defined terms.

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<p>No. of securities held prior to change</p>	<p><u>Indirect</u></p> <p>(1) 1,278,947 Ordinary Shares</p> <p>(2) 8,000,000 Ordinary Share</p> <p>2,000,000 \$0.40 Unlisted Options (expiry 30/11/14)</p>
<p>Class</p>	<p>a. Ordinary Fully Paid Shares</p> <p>b. Ordinary Fully Paid Shares</p> <p>c. \$0.35 Listed Options (expiry 30/11/15)</p>
<p>Number acquired</p>	<p>a. 4,000,000</p> <p>b. 927,894</p> <p>c. 463,947</p>
<p>Number disposed</p>	<p>Nil</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>a. \$0.37 each</p> <p>b. \$0.20 each</p> <p>c. Nil</p>
<p>No. of securities held after change</p>	<p><u>Indirect</u></p> <p>(1) 1,406,841 Ordinary Shares 63,947 \$0.35 Listed Options (expiry 30/11/15)</p> <p>(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)</p>
<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>a. Shares issued following shareholder approval at a General Meeting of the Company on 23 June 2014</p> <p>b. Participation in pro rata Entitlement Offer</p> <p>c. Free attaching options on the basis of 1 option for every 2 shares applied for under the pro rata Entitlement Offer</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	5 Year non cash loan executed on 23 June 2014 for the purchase of 4,000,000 ordinary shares in the Company
Nature of interest	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
Name of registered holder (if issued securities)	Lateral Minerals Pty Ltd ATF the Thompson Family Trust
Date of change	23 June 2014
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	Loan agreement
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	\$1,480,000
Interest after change	Loan agreement to the value of \$1,480,000

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?	

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