

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 30/9/2001.

Name of entity	Cazaly Resources Limited
ABN	23 101 049 334

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	Nathan Bruce McMahon
Date of last notice	16 July 2004

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 (1)
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Indirect (1): Shares owned by Kingsreef Pty Ltd, a company in which Mr McMahon has a relevant interest.
Date of change	23 July 2004

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held prior to change	Direct: 3,020,000 Fully Paid Ordinary Shares 933,333 \$0.20 cent Option exercisable on or before 31/01/06 1,500,000 \$0.35 cent Option exercisable on or before 28/02/05 1,500,000 \$0.40 cent Option exercisable on or before 30/06/05 Indirect (1): 943,784 Ordinary Fully Paid Shares 136,440 \$0.20 cent Option exercisable on or before 31/01/06
Class	Fully Paid Ordinary
Number acquired	Indirect : 80,000 Fully Paid Ordinary
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Indirect: \$16,000
No. of securities held after change	Direct: 3,020,000 Fully Paid Ordinary Shares 933,333 \$0.20 cent Option exercisable on or before 31/01/06 1,500,000 \$0.35 cent Option exercisable on or before 28/02/05 1,500,000 \$0.40 cent Option exercisable on or before 30/06/05 Indirect (1): 1,023,784 Ordinary Fully Paid Shares 136,440 \$0.20 cent Option exercisable on or before 31/01/06
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market trade

+ 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	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
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	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.