CAZRule 3.19A.2

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	18 August 2009

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	**Direct and Indirect**
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. **Indirect (2):** Shares owned by Kingsreef Pty Ltd <NB & DL Family A/C>, an account in which Mr McMahon is a beneficiary. **Indirect (3)** Shares owned by Apollinax Inc as trustee for Nathan McMahon
Date of change	2 October 2009

+ See chapter 19 for defined terms.

No. of securities held prior to change	**Direct:** 3,960,003 Fully Paid Ordinary Shares 1,000,000 $1.9436 Options exercisable on or before 30 November 2009 495,002 $0.20 Options exercisable on or before 28 February 2011 **Indirect (1):** 1,289,639 Ordinary Fully Paid Shares 47,223 $0.20 Options exercisable on or before 28 February 2011 **Indirect (2):** 2,250,716 Ordinary Fully Paid Shares 1,000,000 $0.75 Options exercisable on or before 30 November 2009 136,578 $0.20 Options exercisable on or before 28 February 2011 **Indirect (3):** 1,000,000 Fully Paid Ordinary Shares
Class	Ordinary Fully Paid Shares
Number acquired	**Indirect (2):** 195,000
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$49,725
No. of securities held after change	**Direct:** 3,960,003 Fully Paid Ordinary Shares 1,000,000 $1.9436 Options exercisable on or before 30 November 2009 495,002 $0.20 Options exercisable on or before 28 February 2011 **Indirect (1):** 1,289,639 Ordinary Fully Paid Shares 47,223 $0.20 Options exercisable on or before 28 February 2011 **Indirect (2):** 2,445,716 Ordinary Fully Paid Shares 1,000,000 $0.75 Options exercisable on or before 30 November 2009 136,578 $0.20 Options exercisable on or before 28 February 2011 **Indirect (3):** 1,000,000 Fully Paid Ordinary Shares

+ See chapter 19 for defined terms.

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

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.