

# 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	3 May 2011

### 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	<b>Direct and Indirect</b>
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<p><b>Indirect (1):</b> Shares owned by Kingsreef Pty Ltd, a company in which Mr McMahon has a relevant interest.</p> <p><b>Indirect (2):</b> Shares owned by Kingsreef Pty Ltd &lt;NB &amp; DL Family A/C&gt;, an account in which Mr McMahon is a beneficiary.</p> <p><b>Indirect (3)</b> Shares owned by Apollinax Inc as trustee for Nathan McMahon</p>
Date of change	13 May 2011
No. of securities held prior to change	<p><b>Direct:</b> 4,455,005 Fully Paid Ordinary Shares</p> <p><b>Indirect (1):</b> 425,002 Ordinary Fully Paid Shares</p> <p><b>Indirect (2):</b> 8,063,116 Ordinary Fully Paid Shares 700,000 Options exercisable at 53 cents, expiring 18 October 2012</p> <p><b>Indirect (3):</b> 1,000,000 Fully Paid Ordinary Shares</p>

+ See chapter 19 for defined terms.

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Class	Ordinary Shares
Number acquired	400,000
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$134,000.00
No. of securities held after change	<b>Direct:</b> 4,455,005 Fully Paid Ordinary Shares  <b>Indirect (1):</b> 425,002 Ordinary Fully Paid Shares  <b>Indirect (2):</b> 8,463,116 Ordinary Fully Paid Shares 700,000 Options exercisable at 53 cents, expiring 18 October 2012  <b>Indirect (3):</b> 1,000,000 Fully Paid Ordinary Shares
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 trades

+ 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.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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