
Form 604**Corporations Act 2001
Section 671B****Notice of change of interests of substantial holder**

To Company Name/Scheme Cazaly Resources LimitedACN/ARSN 101 049 334**1. Details of substantial holder (1)**Name Nathan McMahon

ACN/ARSN _____

There was a change in the interests of the
substantial holder on16/05/2011The previous notice was given to the company on 11/11/2010The previous notice was dated 11/11/2010**2. The previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and now when required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting Power (5)
Fully Paid Shares	11,797,298	10.81 %	14,463,530	11.94 %

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose Relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
17/11/2010	Nathan McMahon	On-Market Purchase	\$110,890.07	Ordinary Shares – 267,886	Kingsreef Pty Ltd<NB & DL Family A/C>
16&19/11/2010	Nathan McMahon	On-Market Purchase	\$16,494.71	Ordinary Shares – 40,231	Kingsreef Pty Ltd<NB & DL Family A/C>
16/12/2010	Nathan McMahon	On-Market Purchase	\$29,714.49	Ordinary Shares – 76,191	Kingsreef Pty Ltd<NB & DL Family A/C>
21/12/2010	Nathan McMahon	On-Market Purchase	\$5,759.64	Ordinary Shares – 15,999	Kingsreef Pty Ltd<NB & DL Family A/C>
6&7/01/2011	Nathan McMahon	On-Market Purchase	\$28,653.12	Ordinary Shares – 79,592	Kingsreef Pty Ltd<NB & DL Family A/C>
10/01/2011	Nathan McMahon	On-Market Purchase	\$3,335.40	Ordinary Shares – 9,265	Kingsreef Pty Ltd<NB & DL Family A/C>
13/01/2011	Nathan McMahon	On-Market Purchase	\$31,979.88	Ordinary Shares – 88,833	Kingsreef Pty Ltd<NB & DL Family A/C>
14&17/01/2011	Nathan McMahon	On-Market Purchase	\$16,603.56	Ordinary Shares – 46,121	Kingsreef Pty Ltd<NB & DL Family A/C>
21/01/2011	Nathan McMahon	On-Market Purchase	\$55,396.44	Ordinary Shares – 153,879	Kingsreef Pty Ltd<NB & DL Family A/C>
16&17/03/2011	Nathan McMahon	On-Market Purchase	\$81,055.69	Ordinary Shares – 241,211	Kingsreef Pty Ltd<NB & DL Family A/C>

3. Changes in relevant interests (Continued)

Date of change	Person whose Relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
18&23/03/2011	Nathan McMahon	On-Market Purchase	\$105,194.33	Ordinary Shares – 308,789	Kingsreef Pty Ltd<NB & DL Family A/C>
06/07/2011	Nathan McMahon	On-Market Purchase	\$199,999.90	Ordinary Shares – 588,235	Kingsreef Pty Ltd<NB & DL Family A/C>
02/05/2011	Nathan McMahon	On-Market Purchase	\$126,250.01	Ordinary Shares – 350,000	Kingsreef Pty Ltd<NB & DL Family A/C>
13/05/2011	Nathan McMahon	On-Market Purchase	\$134,000.00	Ordinary Shares – 400,000	Kingsreef Pty Ltd<NB & DL Family A/C>

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Persons' s votes
Nathan McMahon	Nathan McMahon	Nathan McMahon	Registered holder of shares	Fully paid ordinary – 4,455,005	4,455,005
Kingsreef Pty Ltd	Kingsreef Pty Ltd	Kingsreef Pty Ltd	Registered holder of shares	Fully paid ordinary – 425,002	425,002
Kingsreef Pty Ltd <NB & DL Family A/C>	Kingsreef Pty Ltd <NB & DL Family A/C>	Kingsreef Pty Ltd <NB & DL Family A/C>	Registered holder of shares	Fully paid ordinary – 8,463,116	8,463,116
Apollinax Inc	Apollinax Inc	Apollinax Inc	Registered holder of shares	Fully paid ordinary – 1, 000, 000	1, 000, 000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (If applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Nathan McMahon	Po Box 396, West Perth WA 9872
Kingsreef Pty Ltd	Po Box 396, West Perth WA 9872
Apollinax Inc	Po Box 240, Port Vila VANUATU VU

Signature

Print Name

Sign here

NATHAN MCMAHON

Capacity



Date 18 / 05 / 2011

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. A corporation and its related corporations or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they must be referred to as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of 'associate' in section 9 of the Corporations Act 2001
- (3) See the definition of 'relevant interest' in sections 608 and 671B(7) of the Corporations Act 2001
- (4) The voting shares of a company constitute one class unless divided into separate classes
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100
- (6) Include details of:
 - a. any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - b. any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies)

See the definition of 'relevant agreement' in section 9 of the Corporations Act 2001

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its association in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown"
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice
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