

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	BMG Resources Limited
ABN	96 107 118 678

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	Bruce McCracken
Date of last notice	22 March 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	Direct and indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	McCracken Family Trust (of which Mr McCracken is a beneficiary)
Date of change	1 December 2014
No. of securities held prior to change	<p>Direct</p> <ul style="list-style-type: none"> • 300,000 fully paid ordinary shares • 25,000,000 options <p>Indirect (held by Bruce McCracken as trustee of the McCracken Family Trust of which Bruce McCracken is a beneficiary)</p> <ul style="list-style-type: none"> • 9,700,000 fully paid ordinary shares • 4,000,000 options

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<p>Class</p>	<p>Direct</p> <ul style="list-style-type: none"> • 300,000 fully paid ordinary shares. • 5,000,000 Options exercisable at \$0.035 each; expiring on the earlier of the 3rd anniversary of the date on which they vest or 6 months after Mr Bruce McCracken's employment with the Company ceases; vesting on the Company achieving a 2012 JORC Code inferred resource. • 5,000,000 Options exercisable at \$0.04 each; expiring on the earlier of the 3rd anniversary of the date on which they vest or 6 months after Mr Bruce McCracken's employment with the Company ceases; vesting on the Company achieving a 2012 JORC Code inferred resource of greater than 2 million tonnes. • 5,000,000 Options exercisable at \$0.045 each; expiring on the earlier of the 3rd anniversary of the date on which they vest or 6 months after Mr Bruce McCracken's employment with the Company ceases; vesting on the Company achieving a 2012 JORC Code inferred resource of greater than 4 million tonnes or an indicated/measured resource greater than 2 million tonnes. • 10,000,000 Options exercisable at \$0.05 each; expiring on the earlier of the 3rd anniversary of the date on which they vest or 6 months after Mr Bruce McCracken's employment with the Company ceases; vesting on the Company's completion of a successful Feasibility Study <p>Indirect (held by Bruce McCracken as trustee of the McCracken Family Trust of which Bruce McCracken is a beneficiary)</p> <ul style="list-style-type: none"> • 9,700,000 fully paid ordinary shares. • 1,400,000 Options exercisable at \$0.20 each; expiring on 01/07/2016. • 2,600,000 Options exercisable at \$0.22 each; expiring on 01/07/2016.
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Number acquired	Nil – change in holding is due to capital consolidation
Number disposed	Nil – change in holding is due to capital consolidation
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil – change in holding is due to capital consolidation

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<p>No. of securities held after change</p>	<p>Direct</p> <ul style="list-style-type: none"> • 30,000 fully paid ordinary shares. • 500,000 Options exercisable at \$0.35 each; expiring on the earlier of the 3rd anniversary of the date on which they vest or 6 months after Mr Bruce McCracken's employment with the Company ceases; vesting on the Company achieving a 2012 JORC Code inferred resource. • 500,000 Options exercisable at \$0.40 each; expiring on the earlier of the 3rd anniversary of the date on which they vest or 6 months after Mr Bruce McCracken's employment with the Company ceases; vesting on the Company achieving a 2012 JORC Code inferred resource of greater than 2 million tonnes. • 500,000 Options exercisable at \$0.45 each; expiring on the earlier of the 3rd anniversary of the date on which they vest or 6 months after Mr Bruce McCracken's employment with the Company ceases; vesting on the Company achieving a 2012 JORC Code inferred resource of greater than 4 million tonnes or an indicated/measured resource greater than 2 million tonnes. • 1,000,000 Options exercisable at \$0.50 each; expiring on the earlier of the 3rd anniversary of the date on which they vest or 6 months after Mr Bruce McCracken's employment with the Company ceases; vesting on the Company's completion of a successful Feasibility Study. <p>Indirect (held by Bruce McCracken as trustee of the McCracken Family Trust of which Bruce McCracken is a beneficiary)</p> <ul style="list-style-type: none"> • 970,000 fully paid ordinary shares. • 140,000 Options exercisable at \$2.00 each; expiring on 01/07/2016. • 260,000 Options exercisable at \$2.20 each; expiring on 01/07/2016.
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<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>Consolidation of the Company's shares and options on a 10 for 1 basis pursuant to a resolution of the Company's shareholders passed on 24 November 2014</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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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