

# 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

<b>Name of entity</b>	BMG Resources Limited
<b>ABN</b>	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.

<b>Name of Director</b>	Bruce McCracken
<b>Date of last notice</b>	3 December 2014

### 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.

<b>Direct or indirect interest</b>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	McCracken Family Trust (of which Mr McCracken is a beneficiary)
<b>Date of change</b>	19 December 2016
<b>No. of securities held prior to change</b>	<p>Direct</p> <ul style="list-style-type: none"> <li>• 30,000 fully paid ordinary shares (<b>Shares</b>).</li> <li>• 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.</li> <li>• 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</li> </ul>

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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	<p>Company ceases; vesting on the Company achieving a 2012 JORC Code inferred resource of greater than 2 million tonnes.</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul> <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"> <li>• 970,000 Shares.</li> </ul>
<b>Class</b>	<ul style="list-style-type: none"> <li>• Shares.</li> <li>• Options to acquire Shares exercisable at \$0.02 each on or before 30 June 2019 (<b>Options</b>).</li> </ul>
<b>Number acquired</b>	<p>Direct</p> <ul style="list-style-type: none"> <li>• 150,000 Shares.</li> <li>• 75,000 Options.</li> </ul> <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"> <li>• 17,283,375 Shares.</li> <li>• 8,641,687 Options.</li> </ul>
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$139,467

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**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>No. of securities held after change</b></p>	<p>Direct</p> <ul style="list-style-type: none"> <li>• 180,000 fully paid ordinary shares (<b>Shares</b>).</li> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• 75,000 Options.</li> </ul> <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"> <li>• 18,253,375 Shares</li> <li>• 8,641,687 Options.</li> </ul>
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## Appendix 3Y

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<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Securities taken up pursuant to rights issue undertaken by the Company pursuant to the prospectus lodged with ASIC on 24 November 2016.
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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.

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

#### Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>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>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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<sup>+</sup> See chapter 19 for defined terms.