

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To: Company Name/Scheme  
ACN/ARSN Cloncurry Metals Limited  
122 162 396**1. Details of substantial holder (1)**Name (a) Talbot Group Investments Pty Ltd  
ACN/ARSN (if applicable) 096 001 857Name (b) Talbot Group Holdings Pty Ltd  
ACN/ARSN (if applicable) 010 949 630There was a change in the interests of the  
substantial holder on 13/12/10  
The previous notice was given to the company on 25/03/10  
The previous notice was dated 25/03/10**2. 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 when now 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)
Ordinary	6,514,004	7.00%	6,032,288	5.60%

**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
11/11/10	Mr Denis Wood And Mrs Anne Wood<The Wood Investment A/C>	Sale of shares	\$0.06 per share	400,000 ordinary shares	400,000
16/11/10	Donald Ian Nissen	Sale of Shares	\$0.058 per share	40,000 ordinary shares	40,000
24/11/10	Talbot Group Investments Pty Ltd	Sale of shares	\$0.06 per share	41,716 ordinary shares	41,716

**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	Person's votes
See Annexure A					

**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

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**6. Addresses**

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

Name	Address
See Annexure A	

**Signature**

print name Donald Nissen capacity Director

sign here

date 14/12/10

**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 may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 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:
- 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
  - 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 associate 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.

## ANNEXURE A

This is Annexure A of 1 page referred to in Form 604 *Notice of change of interests of substantial holder* by Talbot Group Investments Pty Ltd and Talbot Group Holdings Pty Ltd.

## 4. Present relevant interests

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

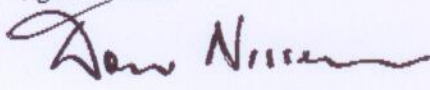
Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Talbot Group Investments Pty Ltd	Talbot Group Investments Pty Ltd	Talbot Group Investments Pty Ltd	Holder	5,792,288	5,792,288
Talbot Group Holdings Pty Ltd	Talbot Group Investments Pty Ltd	Talbot Group Investments Pty Ltd	Talbot Group Holdings Pty Ltd has voting power above 20% in Talbot Group Investments Pty Ltd, and therefore has the same relevant interests as Talbot Group Investments Pty Ltd has.	5,792,288	Nil
Talbot Group Investments Pty Ltd	Amanda Talbot	Amanda Talbot	Beneficiary	80,000	80,000
Talbot Group Investments Pty Ltd	Liam Talbot	Liam Talbot	Beneficiary	40,000	40,000
Talbot Group Investments Pty Ltd	Courtney Talbot	Courtney Talbot	Beneficiary	40,000	40,000
Talbot Group Investments Pty Ltd	Alexandra Talbot	Alexandra Talbot	Beneficiary	40,000	40,000
Talbot Group Investments Pty Ltd	Claudia Talbot	Claudia Talbot	Beneficiary	40,000	40,000

## 6. Addresses

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

Name	Address
Talbot Group Investments Pty Ltd	PO Box 1573, Coorparoo QLD 4151
Talbot Group Holdings Pty Ltd	PO Box 1573, Coorparoo QLD 4151
Amanda Talbot	PO Box 1573, Coorparoo QLD 4151
Liam Talbot	PO Box 1573, Coorparoo QLD 4151
Courtney Talbot	PO Box 1573, Coorparoo QLD 4151
Alexandra Talbot	PO Box 1573, Coorparoo QLD 4151
Claudia Talbot	PO Box 1573, Coorparoo QLD 4151

Signed & Dated

  
14/12/2010.

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