

THIRD CALL ON PARTLY PAID SHARES

The Board of Citadel Resource Group (CGG) announces a call of \$0.0125 per Partly Paid Share due on Thursday 9 July 2009.

The Board notifies the market of the following timetable:

- The Call Notice (copy attached) was mailed to partly paid shareholders today, 26 May 2009;
- The last day for trading on ASX of Partly Paid Shares issued under the Prospectus and currently paid to \$0.175 (ASX Code: CGGCC) will be Thursday 25 June 2009;
- Trading of Shares paid to \$0.1875 will commence on a deferred settlement basis (under new ASX Code: CGGCD) on Friday 26 June 2009;
- All monies for the Call are to be received by 5pm on Thursday 9 July 2009; and
- The dispatch date for Holding Statements will be Wednesday 15 July 2009.

Partly Paid shares on which the call of \$0.0125 is not paid by 9 July 2009:

- will incur interest until the liability has been met; and
- may be subject to forfeiture by resolution of the Board of CGG and sold or otherwise disposed of by CGG.



David Forsyth
Company Secretary
For the Board of Directors of Citadel Resource Group Limited

CITADEL RESOURCE GROUP LIMITED
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NOTICE OF CALL ON ORDINARY PARTLY PAID SHARES

The Ordinary Partly Paid Shares (Shares) referred to in this Notice were issued by the Citadel Resource Group Limited (Citadel) pursuant to the Prospectus dated 13 November 2007 and the Option Exchange Agreements (exchanging existing 5c and 10c options for partly paid shares) entered into in or about October/November 2007.

Dear Shareholder,

Notice is hereby given that the third call of \$0.0125 per partly paid share becomes due and payable as detailed below.

Due Date for Payment

The due date for payment of the call is Thursday, 9 July 2009.

The shareholder should complete and send the "Notice of Payment of Call" forwarded with this Notice when making that payment.

Consequences of Non-Payment

Partly paid share on which the call is not paid by the due date will incur interest on so much of the sum as is unpaid, from the due date for payment to the date of actual payment, at a rate of 1% per annum in excess of the rate charged from time to time by the bankers for the Company on overdraft accounts in excess of \$100,000.00. The Company will issue the shareholder with a further notice which will require that the outstanding amount (together with any interest and expenses incurred) be paid within a further prescribed period of not less than the greater of fourteen (14) days to ten (10) business days otherwise the Partly Paid Shares will be liable to be forfeited by the resolution of the Board. Upon forfeiture, the Company's Constitution allows for the Company to sell or otherwise deal with the forfeited shares, however, any shortfall between the call amount (A\$0.0125) and the amount that the Company is able to on-sell the forfeited share remains the liability of the shareholder and continues to accrue interest until the liability is repaid. The liability of the shareholder to the Company for the unpaid call amount (plus interest and expenses) can be recovered by the Company as a liquidated debt, whether or not the Board has exercised its right to forfeit the relevant shares.

Last Day for trading Partly Paid "call unpaid" Securities

The last day for trading of "call unpaid" Shares will be Thursday 25 June 2009.

Last Day for Share Registry to Accept Transfers

The last day that Registries Limited will accept transfers of partly paid "call unpaid" Shares will be Thursday 2 July 2009.

Latest Available Market Price of Shares before this Notice

The latest available market price of the Shares subject to this call before the date of this Notice was 20c. The latest available market price before this notice for fully paid ordinary Citadel shares was 17.5c.

3 Month High/Low Prices

The highest and lowest market prices of the Shares subject to this call during the three months immediately before the date of this Notice were 20c.

The highest and lowest market prices of fully paid ordinary Citadel shares during the three months immediately before the date of this Notice were:

| Highest | Date | Lowest | Date |
|---------|-----------|--------|----------|
| 19.5c | 17/5/2009 | 11c | 3/4/2009 |

Latest Market price before this notice announced to ASX

The latest sale of the Shares subject to this call immediately before Citadel announced this notice to the ASX was 13c and occurred on 18 November 2008.

The latest available market price of the fully paid ordinary Citadel shares immediately before Citadel announced this notice to the ASX was 17c.

Directors Share Holdings (Partly Paid)

The only director holding partly paid shares is Fletcher Quinn. He holds 7,610,000 partly paid shares (directly and indirectly) and advises that he proposes to pay the call.

Notice dated and issued 25 May 2009

By order of the Board:



David Forsyth
Company Secretary
For the Board of Directors of Citadel Resource Group Limited