

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme **Chalice Gold Mines Limited**ACN/ARSN **116 648 956****1. Details of substantial holder (1)**Name **Timothy R B Goyder**

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

28/05/2012

The previous notice was given to the company on

29/09/2010

The previous notice was dated

29/09/2010**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)
Refer Annexure A				

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
Refer Annexure A					

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
Refer 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
Refer Annexure A	

6. Addresses

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

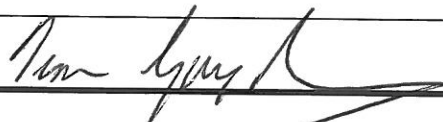
Name	Address
Refer Annexure A	

Signature

print name **Timothy R B Goyder**

capacity **Director (Plato Prospecting Pty Ltd and Lotaka Pty Ltd)**

sign here



date **28/05/2012**

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 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 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.

**This is Annexure 'A' of two pages referred to in form 604
Notice of changes of interests of substantial holder**

CHALICE GOLD MINES LTD ACN: 116 648 956

QUESTION ONE

Name of substantial shareholder	Plato Prospecting Pty Ltd ("Plato Prospecting") (ACN: 008 964 896)
	Plato Prospecting Pty Ltd (ACN: 008 964 896) As Trustee for the TRB Goyder Superannuation Fund ("Goyder Super Fund")
	Timothy Rupert Barr Goyder ("Timothy Goyder")
	Lotaka Pty Ltd ("Lotaka") (ACN: 008 839 192)

QUESTION TWO

Previous and present voting power					
		Previous notice		Present Notice	
		Person's votes	Voting power	Person's votes	Voting power
ORDINARY	Plato Prospecting	0	0%	0	0%
ORDINARY	Goyder Super Fund	1,187,675	0.56%	1,187,675	0.48%
ORDINARY	Timothy Goyder	23,919,568	11.33%	32,525,000	13.01%
ORDINARY	Lotaka	11,667	0.01%	11,667	0.00%
ORDINARY	Timothy Goyder	25,118,910	11.89%	33,724,342	13.49*%
	Total				

*Based on shares outstanding of 250,030,886.

QUESTION THREE

Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
03 March 2011	Timothy Goyder	Exercise of unlisted options	2,000,000 shares at 25 cents per share for a total of \$500,000.	2,000,000 ordinary shares	2,000,000 ordinary shares
31 March 2011	Timothy Goyder	On market purchase	138,339 shares at 49.5 cents per share for a total of \$68,501.60.	138,339 ordinary shares	138,339 ordinary shares
20 July 2011	Timothy Goyder	On market purchase	500,000 shares at 28.5 cents per share for a total of \$142,500.	500,000 ordinary shares	500,000 ordinary shares
25 July 2011	Timothy Goyder	On market purchase	666,666 shares at 32 cents per share for a total of \$213,333.12.	666,666 ordinary shares	666,666 ordinary shares
28 July – 3 August 2011	Timothy Goyder	On market purchase	775,427 shares at 30.4 cents per share for a total of \$235,535.44.	775,427 ordinary shares	775,427 ordinary shares
13 to 15 February 2012	Timothy Goyder	On market purchase	129,428 shares at 24.5 cents per share for a total of \$31,709.86.	129,428 ordinary shares	129,428 ordinary shares
16 – 21 February 2012	Timothy Goyder	On market purchase	231,500 shares at 24.5 cents per share for a total of \$56,717.50.	231,500 ordinary shares	231,500 ordinary shares
22 February 2012	Timothy Goyder	On market purchase	139,072 shares at 25.5 cents per share for a total of \$35,463.36.	139,072 ordinary shares	139,072 ordinary shares
23-28 May 2012	Timothy Goyder	On market purchase	277,000 shares at 19.82 cents per share for a total of \$54,901.40. 3,650,000 shares at 20 cents per share for a total of \$730,000. 98,000 shares at 19.93 cents per share for a total of \$19,531.40.	4,025,000 ordinary shares	4,025,000 ordinary shares

QUESTION FOUR

Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of shares	Person's votes
Goyder Super Fund	Goyder Super Fund	Goyder Super Fund	Plato Prospecting ATF Goyder Super Fund is entitled to be the registered holder of 1,187,675 ordinary shares. Timothy Goyder has a relevant interest in these shares by virtue of the Corporations Act 2001 as he is the sole director of Plato Prospecting and he owns 100% of the issued capital of Plato Prospecting. Timothy Goyder is a beneficiary under the Goyder Superannuation Fund.	1,187,675 ordinary	1,187,675 ordinary
Lotaka	Lotaka	Lotaka	Lotaka is entitled to be the registered holder of 11,667 shares. Timothy Goyder has a relevant interest in these shares by virtue of the Corporations Act 2001 as he is the sole director of Lotaka and he owns 100% of the issued capital of Lotaka.	11,667 Ordinary	11,667 Ordinary
Timothy Goyder	Timothy Goyder	Timothy Goyder	Timothy Goyder is entitled to be the registered holder of 25,919,568 shares.	32,525,000 Ordinary	32,525,000 Ordinary

QUESTION FIVE

Changes in Association	Name & ACN	Nature of Association
Not Applicable		

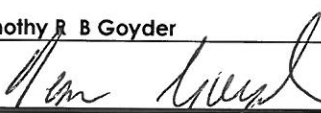
QUESTION SIX

Addresses		The addresses of persons named in this form are:	
		Name	Address
		Goyder Super Fund	PO Box 1116 West Perth WA 6012
		Lotaka	PO Box 1116 West Perth WA 6012
		Timothy Goyder	PO Box 1116 West Perth WA 6012

Signature

Name Timothy R B Goyder

sign here



date 28/05/ 2012

In his capacity as director of Plato Prospecting Pty Ltd and Lotaka Pty Ltd