

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Chalice Gold Mines LimitedACN/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

06/08/2013

The previous notice was given to the company on

28/05/2012

The previous notice was dated

28/05/2012**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)
<b>Refer Annexure A</b>				

**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
<b>Refer Annexure A</b>					

**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
<b>Refer Annexure A</b>					

## 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:

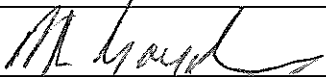
Name and ACN/ARSN (if applicable)	Nature of association
Refer Annexure A	

## 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	Sole Director (Plato Prospecting Pty Ltd and Lotaka Pty Ltd)
sign here		date	7/08/2013

### 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	0.48%	1,187,675	0.47%
ORDINARY	Timothy Goyder	32,525,000	13.01%	39,860,047	15.87%
ORDINARY	Lotaka	11,667	0.00%	11,667	0.00%
ORDINARY	Timothy Goyder Total	33,724,342	13.49%	41,059,389	16.34*%

\*Based on shares outstanding of 251,230,886.

**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
29 January 2013	Timothy Goyder	On market purchase	255,991 shares at 18 cents per share (for a total of \$46,078.38).	255,991 ordinary shares	255,991 ordinary shares
8 February 2013	Timothy Goyder	On market purchase	244,009 shares at 18 cents per share (for a total of \$43,921.62).	244,009 ordinary shares	244,009 ordinary shares
6 August 2013	Timothy Goyder	On market purchase	6,835,047 shares at 17 cents per share for a total of \$1,161,957.99.	6,835,047 ordinary shares	6,835,047 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

**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
Timothy Goyder	Timothy Goyder	Timothy Goyder	Timothy Goyder is entitled to be the registered holder of 39,860,047 shares.	39,860,047 Ordinary	39,860,047 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 6872
	Lotaka	PO Box 1116 West Perth WA 6872
	Timothy Goyder	PO Box 1116 West Perth WA 6872

**Signature**

Name Timothy R B Goyder

sign here



date 07/08/2013

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