

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **BUKA GOLD LIMITED**

ACN/ARSN **112 731 638**

1. Details of substantial holder(1)

Name **DAVID HILLIER**

ACN/ARBN (if applicable) **N/A**

There was a change in the interests of the substantial holder on **6/08/2008 and 14/08/2008**

The previous notice was given to the company on **8/07/2008**

The previous notice was dated **8/07/2008**

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 SHARES	9,200,000	15.88%	11,766,667	16.48%

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	Consideration given in relation to change (7)	Class and number of securities	Person's votes affected
6/08/2008	DAVID HILLIER AND THE DAD FAMILY SUPERANNUATION FUND PTY LTD	ISSUE AND ALLOTMENT OF RIGHTS ISSUE ENTITLEMENT	\$56,666.70	566,667 ORDINARY SHARES	DAVID HILLIER AND THE DAD FAMILY SUPERANNUATION FUND PTY LTD
14/08/2008	DAVID HILLIER AND THE DAD FAMILY SUPERANNUATION FUND PTY LTD	ISSUE AND ALLOTMENT OF SHARES IN ACCORDANCE WITH TERMS OF UNDERWRITING AGREEMENT	\$200,000	2,000,000 ORDINARY SHARES	DAVID HILLIER AND THE DAD FAMILY SUPERANNUATION FUND 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
DAVID HILLIER	DAVID HILLIER <THE DAD FAMILY S/F A/C>	THE DAD FAMILY SUPERANNUATION FUND PTY LTD <THE DAD FAMILY S/F A/C>	MEMBER OF FUND	4,266,667 ORDINARY SHARES	5.98%
DAVID HILLIER	BUKA MINERALS LIMITED CURRENTLY HOLDS THE 7,500,000 ORDINARY SHARES WHICH ARE SUBJECT TO THE CALL OPTION	BUKA MINERALS LIMITED	HOLDER OF CALL OPTION OVER 7,500,000 ISSUED ORDINARY SHARES EXERCISABLE ON OR BEFORE 4 MARCH 2009 AT 40C PER SHARE.	7,500,000 ORDINARY SHARES	10.50%

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
N/A	N/A

6. Addresses

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

Name	Address
DAVID HILLIER	3 WESTERGATE HOUSE, PORTSMOUTH ROAD KINGSTON UPON THAMES KT1 2NE, UK
THE DAD FAMILY SUPERANNUATION FUND PTY LTD	160 GREENHILL RD, PARKSIDE, SA 5063

Signature

print name: **David Hillier**

sign here



date 18 August 2008