

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Bullion Minerals LimitedACN/ARSN 009 799 553**1. Details of substantial holder(1)**Name Tim RB GOYDER

ACN/ARSN (if applicable)

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

14/7/04

The previous notice was given to the company on

21/6/04

The previous notice was dated

21/6/04**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
 sign here  date 15 / 07 / 04

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**

BULLION MINERALS LTD ACN: 009 799 553

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")
	Grimwood Davies Pty Ltd ("Grimwood Davies") (ACN: 009 119 500)
	Timothy Rupert Barr Goyder ("Timothy Goyder")

QUESTION TWO

Previous and present voting power					
		Previous notice		Present Notice	
		Person's votes	Voting power	Person's votes	Voting power
ORDINARY	Plato Prospecting	6,600,000	10.31%	6,800,000	9.16%
ORDINARY	Goyder Super Fund	1,000,000	1.56%	1,000,000	1.35%
ORDINARY	Grimwood Davies	2,499,041	3.91%	2,799,041	3.77%
ORDINARY	Timothy Goyder	10,099,041	15.78%	10,599,041	14.28%

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
22 June 2004	Grimwood Davies	Cash Acquisition	\$20,200	ORDINARY – 100,000	100,000
25, 28 & 29 June 2004	Grimwood Davies	Cash Acquisition	\$38,579.17	ORDINARY – 200,000	200,000
5 July 2004	Plato Prospecting Ltd	Exercise of Options	\$40,000	ORDINARY – 200,000	200,000

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
Plato Prospecting Pty Ltd	Plato Prospecting Pty Ltd	Plato Prospecting Pty Ltd	Plato Prospecting is entitled to be the registered holder of 6,800,000 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.	6,800,000 Ordinary	6,800,000 Ordinary
Goyder Super Fund	Goyder Super Fund	Goyder Super Fund	Plato Prospecting ATF Goyder Super Fund is entitled to be the registered holder of 1,000,000 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.	1,000,000 Ordinary	1,000,000 Ordinary
Grimwood Davies Pty Ltd	Grimwood Davies Pty Ltd	Grimwood Davies Pty Ltd	Grimwood Davies Pty Ltd is entitled to be the registered holder of 2,799,041 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 Grimwood Davies and he owns 100% of the issued capital of Grimwood Davies.	2,799,041 Ordinary	2,799,041 Ordinary

Timothy Goyder	Plato Prospecting Pty Ltd	Plato Prospecting Pty Ltd	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.	6,800,000 Ordinary	6,800,000 Ordinary
	Goyder Super Fund	Goyder Super Fund	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 Superannuation Fund.	1,000,000 Ordinary	1,000,000 Ordinary
	Grimwood Davies Pty Ltd	Grimwood Davies Pty Ltd	Timothy Goyder has a relevant interest in these shares by virtue of the Corporations Act 2001 as he is the sole director of Grimwood Davies and he owns 100% of the issued capital of Grimwood Davies.	2,799,041 Ordinary	2,799,041 Ordinary

QUESTION FIVE

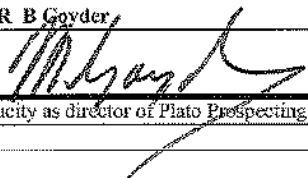
Changes in Association	Name & ACN	Nature of Association
Not Applicable		

QUESTION SIX

Addresses	The addresses of persons named in this form are:	
	Name	Address
	Plato Prospecting	24 Saunders Street MOSMAN PARK WA 6012
	Goyder Super Fund	24 Saunders Street MOSMAN PARK WA 6012
	Grimwood Davies	PO Box 2650 BOULDER WA 6432
	Timothy Goyder	24 Saunders Street MOSMAN PARK WA 6012

Signature

Name Timothy R B Goyder

sign here  date 15 / 7 / 2004

In his capacity as director of Plato Prospecting Pty Ltd & Grimwood Davies Pty Ltd