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**TALBOT
GROUP**
HOLDINGSPO Box 1573
Coorparoo Q 4151977 Stanley Street East
East Brisbane Q 4169

The Directors
Australian Stock Exchange Limited
Level 6
Riverside Centre
123 Eagle Street
Brisbane QLD 4000

Dear Sir,

Southern Gold Limited
Talbot Group Holdings Pty Ltd

We attach copy of Form 604 Notice of Change of Interests of Substantial Holder dated
18 December 2006 which has today been given to Southern Gold Limited.

Yours faithfully,

R D Hutchings
Chief Financial Officer

20/12/06

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme Southern Gold LimitedACN/ARSN 107 424 519**1. Details of substantial holder (1)**Name Talbot Group Holdings Pty Ltd
<Talbot Equities A/C>ACN/ARSN (if applicable) 649 275 746There was a change in the interests of the
substantial holder on18/12/2006

The previous notice was given to the company on

07/12/2006

The previous notice was dated

07/12/2006**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	5,366,000	9.75%	6,586,000	11.97%

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
18/12/2006	See 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
	See 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:

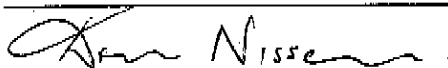
Name	Address
See Annexure A	

Signature

print name Don Nissen

capacity Director

sign here



date 18/12/2006

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 606 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.

Annexure A

This is Annexure A of 2 pages referred to in Form 604 *Nature of Change of Interests of Substantial Holder* by Talbot Group Holdings Pty Ltd <Talbot Equities A/C>

3. Changes in relevant interests

Date of Change	18/12/2006
Person whose relevant interest changed	Holder, related corporation & associated persons
Nature of Change	Purchase of 1,220,000 ordinary securities
Consideration given in relation to change	\$ 72,916 – 200,000 securities \$ 36,488 – 100,000 securities \$316,300 – 920,000 securities
Class and number of securities affected	1,220,000 ordinary
Person's votes affected	Holder, related corporation & associated persons

4. 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 securities	Person's votes
Holder	Holder	Holder		4,450,000 ordinary	4,450,000
Holder	Talbot Group Investments Pty Ltd	Talbot Group Investments Pty Ltd	Related corporation	1,216,000 ordinary	1,216,000
Holder	Amanda Talbot	Amanda Talbot	Family member of Kenneth Talbot, director of the Holder	80,000 ordinary	80,000
Holder	Alexandra Talbot	Alexandra Talbot	Ditto	40,000 ordinary	40,000
Holder	Claudia Talbot	Claudia Talbot	Ditto	40,000 ordinary	40,000
Holder	Liam Talbot	Liam Talbot	Ditto	40,000 ordinary	40,000
Holder	Courtney Talbot	Courtney Talbot	Ditto	40,000 ordinary	40,000
Holder	Mr Denis Wood & Mrs Anne Wood <The Wood Investment A/C>	Mr Denis Wood & Mrs Anne Wood <The Wood Investment A/C>	Director of the holder	600,000 ordinary	600,000
Holder	Donald Ian Nissen	Donald Ian Nissen	Director of the holder	80,000 ordinary	80,000

6. Addresses

Name	Address
Talbot Group Holdings Pty Ltd	PO Box 1573 Coorparoo QLD 4151
Talbot Group Investments Pty Ltd	PO Box 1573 Coorparoo QLD 4151
Amanda Talbot	95 McConnell Street, Bulimba
Alexandra Talbot	95 McConnell Street, Bulimba
Claudia Talbot	95 McConnell Street, Bulimba
Liam Talbot	95 McConnell Street, Bulimba
Courtney Talbot	95 McConnell Street, Bulimba

Dated: 18 December 2006

Don Nissen
Director
Talbot Group Holdings Pty Ltd