

Bergen Asset Management, LLC
400 Madison Avenue
Suite 16A
New York, NY 10017 USA

25 October 2013

The Manager
Company Announcements Office
ASX Limited
Fax: +61 2 9778 0999; +61 2 9347 0005

Re: Notice of change of interests of substantial holder- Silver Mines Limited

Dear Sirs,

Please see enclosed notice of change of interests of substantial holder (Form 604) in respect of Silver Mines Limited.

Regards,



Cory Burns
Vice President

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Silver Mines LimitedACN/ARSN 107 452 942**1. Details of substantial holder(1)**

Name Bergen Global Opportunity Fund II, LLC, Bergen Global Opportunity Fund, LP, Bergen Asset Management, LLC and Eugene Tablis (together, "Bergen")

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 23/10/13

The previous notice was given to the company on 29/08/13

The previous notice was dated 29/08/13

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	25,470,947	11.55%	23,222,265	10.53%

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 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
	See Appendix 1				

4. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (8)	Class and number of securities	Person's votes
Bergen Global Opportunity Fund II, LLC	Bergen Global Opportunity Fund II, LLC	Bergen Global Opportunity Fund II, LLC	Registered holder of shares	23,222,265 ordinary shares	23,222,265
Bergen Global Opportunity Fund, LP	Bergen Global Opportunity Fund II, LLC	Bergen Global Opportunity Fund II, LLC	Deemed relevant interest as controller of Bergen Global Opportunity Fund II, LLC	23,222,265 ordinary shares	23,222,265
Bergen Asset Management, LLC	Bergen Global Opportunity Fund II, LLC	Bergen Global Opportunity Fund II, LLC	Power to control voting and disposal of shares as Manager of Bergen Global Opportunity Fund, LP	23,222,265 ordinary shares	23,222,265
Eugene Tablis	Bergen Global Opportunity Fund II, LLC	Bergen Global Opportunity Fund II, LLC	Deemed relevant interest as controller of Bergen Asset Management, LLC	23,222,265 ordinary shares	23,222,265

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	

6. Addresses

The addresses of persons named in this form are:

Name	Address
Bergen	400 Madison Avenue, Suite 16A, New York, NY 10017 USA

Signature

print name

Cory Burns

capacity Vice President

sign here



date 25 / 10 / 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.

Appendix 1

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
8/28/2013	Bergen	Sell	\$2,885.00	130,000	130,000
9/2/2013	Bergen	Sell	\$2,312.32	113,682	113,682
9/3/2013	Bergen	Sell	\$2,025.00	100,000	100,000
9/4/2013	Bergen	Sell	\$301.44	17,111	17,111
9/5/2013	Bergen	Sell	\$1,925.00	100,000	100,000
9/6/2013	Bergen	Sell	\$2,385.00	123,000	123,000
9/9/2013	Bergen	Sell	\$1,425.00	75,000	75,000
9/11/2013	Bergen	Sell	\$1,980.04	102,752	102,752
9/13/2013	Bergen	Sell	\$2,409.96	124,248	124,248
9/16/2013	Bergen	Sell	\$1,975.00	100,000	100,000
9/17/2013	Bergen	Sell	\$2,025.00	100,000	100,000
9/19/2013	Bergen	Sell	\$1,925.00	100,000	100,000
10/2/2013	Bergen	Sell	\$3,288.69	196,316	196,316
10/3/2013	Bergen	Sell	\$1,251.31	73,684	73,684
10/4/2013	Bergen	Sell	\$1,365.00	80,000	80,000
10/14/2013	Bergen	Sell	\$2,734.89	147,889	147,889
10/15/2013	Bergen	Sell	\$1,725.00	100,000	100,000
10/17/2013	Bergen	Sell	\$1,540.00	85,000	85,000
10/18/2013	Bergen	Sell	\$685.00	40,000	40,000
10/21/2013	Bergen	Sell	\$685.00	40,000	40,000
10/22/2013	Bergen	Sell	\$1,725.00	100,000	100,000
10/23/2013	Bergen	Sell	\$3,525.00	200,000	200,000