

Allens
Riverside Centre
123 Eagle Street
Brisbane QLD 4000 Australia

GPO Box 7082
Riverside Centre
Brisbane QLD 4001 Australia
DX 210 Brisbane

T +61 7 3334 3000
F +61 7 3334 3444
www.allens.com.au

ABN 47 702 595 758

Allens > < Linklaters

Date 10 June 2014

Confidential Fax

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Fax enquiries ring +61 7 3192

From Andrew Knox

To **Company Secretary**, Goldminex Resources Limited

Fax 03 9614 1206

To **Market Announcements Office**, ASX Limited

Fax 1300 135 638

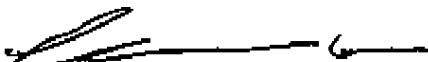
Dear Sir/Madam

Notification pursuant to Section 671B of the Corporations Act

We act for Talbot Group Investments Pty Ltd, Talbot Group Holdings Pty Ltd and Mr William Francis Boyd (the **Holders**).

An ASIC Form 604 (Notice of change of interests of substantial holder) is attached on behalf of the Holders.

Yours faithfully



Andrew Knox
Partner
Allens
Andrew.Knox@allens.com.au
T +61 7 3334 3356

Our Ref 120356315-003:120356315

gyhb A0129567470v1 120356315 10.6.2014

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Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Goldminex Resources Limited

ACN/ARSN 119 383 578

1. Details of substantial holder (1)

Name Talbot Group Investments Pty Ltd

ACN/ARSN (if applicable) 098 001 857

Name Talbot Group Holdings Pty Ltd

ACN/ARSN (if applicable) 010 949 630

Name Mr William Francis Boyd

ACN/ARSN (if applicable) N/A

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

19/05/2014

The previous notice was given to the company on

18/04/2012

The previous notice was dated

18/04/2012

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)
Ordinary	13,858,244	12.37%	12,456,916	11.04%

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
19/05/2014	Talbot Group Investments Pty Ltd Talbot Group Holdings Pty Ltd Mr William Francis Boyd (In his capacity as administrator of the estate of Mr Kenneth Talbot)	Decrease in voting power due to Mr Denis Leslie Wood ceasing to be an associate of Talbot Group Investments Pty Ltd	N/A	1,502,428	1,502,428

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
Talbot Group Investments Pty Ltd	Talbot Group Investments Pty Ltd	Talbot Group Investments Pty Ltd	Holder	12,456,916	12,456,916
Talbot Group Holdings Pty Ltd	Talbot Group Investments Pty Ltd	Talbot Group Investments Pty Ltd	Section 608(3)(a) – Voting power in Talbot Group Investments Pty Ltd above 20%	12,456,916	12,456,916

Mr William Francis Boyd (in his capacity as administrator of the estate of Mr Kenneth Talbot)	Talbot Group Investments Pty Ltd	Talbot Group Investments Pty Ltd	Section 608(1) – Mr Boyd controls the exercise of a right to vote and power to dispose securities	12,456,916	12,456,916
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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 applicable	ACN/ARSN (if applicable)	Nature of association
Mr Denis Leslie Wood		Ceased to be an associate of Talbot Group Investments Pty Ltd as he resigned as a director of Talbot Group Investments Pty Ltd and Talbot Group Holdings Pty Ltd on 19 May 2014

6. Addresses

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

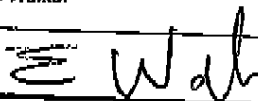
Name	Address
Talbot Group Investments Pty Ltd	GPO Box 270, Brisbane, QLD 4001 (Level 36, Riparian Plaza, 71 Eagle Street, Brisbane, QLD 4000)
Talbot Group Holdings Pty Ltd	GPO Box 270, Brisbane, QLD 4001 (Level 36, Riparian Plaza, 71 Eagle Street, Brisbane, QLD 4000)
Mr William Francis Boyd	GPO Box 368, Brisbane Qld 4001 (Level 13, 46 Edward Street, Brisbane QLD 4000)

Signature

print name **Ewan Walker**

capacity **Director**

sign here



date **10 June 2014**

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 671E(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 on 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.
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