

FORM 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder**To: Company Name/Scheme: PHOENIX GOLD LIMITED**ACN/ARSN: **140 269 316****1. Details of substantial holder**

Name: Commonwealth Bank of Australia ACN 123 123 124 (CBA) and its related bodies corporate listed in annexure A

There was a change in the interests of the substantial holder on **15/07/2014**The previous notice was given to the company on **24/04/2014**The previous notice was dated **24/04/2014****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 had a relevant interest 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	Previous notice		Present notice	
	Person's votes	Voting power (%)	Person's votes	Voting power (%)
Fully Paid Ordinary Shares	28,331,913	9.43	39,870,375	10.77

For the Securities (if any) listed below see NOTE 1 at the end of this form

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power (%)	Person's votes	Voting power (%)
Fully Paid Ordinary Shares	0	0.00 See note 1 at the end of this form	0	0.00 See note 1 at the end of this form

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power (%)	Person's votes	Voting power (%)
Grand TOTAL	28,331,913	9.43	39,870,375	10.77

3. Changes in relevant interest

Particulars of each change in, or change in the nature of, a relevant interest of the substantial shareholder 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	Class and number of securities affected	Person's votes affected
See annexure B to this notice					

4. Present relevant interest

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	Nature of relevant interest	Class and number of securities	Person's votes
Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Citicorp Nominees Pty Limited (Australia)		Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as investment manager (as provided for under its investment mandates). In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity. Nature of relevant interest derived from; ordinary shares 39,870,375	39,870,375 Fully paid ordinary shares	39,870,375
Colonial First State Investments Limited ACN 002 348 352	Citicorp Nominees Pty Limited (Australia)		Relevant interest under paragraph 608(1)(b) and/or 608(1)(c) of the Corporations Act 2001 (Cth), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities in its capacity as a responsible entity of a managed investment scheme (which managed investment scheme is managed by Colonial First Statement Investments Limited or a related body corporate). In addition, if any OTC derivatives, warrants or other securities (other than ordinary shares or ordinary units (as applicable)) are referred to below in this row, the relevant interest in respect of those securities arises under subsection 608(8) being an accelerated relevant interest held in the same capacity. Nature of relevant interest derived from; ordinary shares 39,870,375	39,870,375 Fully paid ordinary shares	39,870,375

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association 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

6. Addresses

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

Name	Address
Commonwealth Bank Officers Superannuation Corporation Pty Limited ACN 074 519 798	Level 11 Tower 1, 201 Sussex St Sydney NSW 2001
Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Ground Floor Tower 1, 201 Sussex Street, Sydney, NSW, 2000, Australia
Colonial First State Investments Limited ACN 002 348 352	Ground Floor Tower 1, 201 Sussex Street, Sydney, NSW, 2000, Australia

Signature

NOTE 1--(This note is relevant to sections 2,3,4 and 5)

The relevant interests in these securities:

- a) are/were held by Colonial First State Investments Limited (CFS) as responsible entity of the specified registered managed investment schemes and relate(d) to holdings in connection with the Colonial First State First Choice product range. Decisions to buy/sell those securities and exercise voting rights in relation to those securities are made by managers to whom CFS has outsourced those functions. By instrument dated 29 October 2001 the Australian Securities and Investments Commission ("ASIC") has granted certain relief to CFS and its related bodies corporate for these holdings from the applicable provisions of Chapter 6 of the Corporations Act in relation to the acquisition of or increase in voting power of such securities (the Manager Relief). These managers are not associates of, other than by virtue of an agreement in accordance with the terms of the Manager Relief, the Commonwealth Bank of Australia group; or
- b) are/were held by or for the benefit of specified index funds where the funds have an objective of maintaining a portfolio tracking error less than 0.5% per annum. ASIC has granted certain relief to CFS and its related bodies corporate for these holdings from the applicable provisions of Chapter 6 of the Corporations Act in relation to the acquisition of or increase in voting power of such securities.



Dated the 17 day of July 2014

Carla Collingwood-Company Secretary

Annexure A

This is annexure A referred to in Form 604, Notice of change of interest of substantial holder dated **15/07/2014**



Carla Collingwood

Company Secretary

Dated the 17 July 2014

SCHEDULE

ACADIAN ASSET MANAGEMENT (AUSTRALIA) LIMITED	CAPITAL 121 PTY LIMITED
ADVICE ESSENTIALS PTY LIMITED	CARDS NZ LIMITED
AEGIS CORRECTIONAL PARTNERSHIP PTY LTD	CBA (EUROPE) FINANCE LTD
AEGIS LIMITED	CBA A320 4077 Pty Limited
AHL HOLDINGS PTY LIMITED	CBA A320 5156 PTY LIMITED
ALTONA V6 PTY LIMITED	CBA A320 5249 PTY LTD
ASB BANK LIMITED	CBA A320 5289 PTY LTD
ASB CAPITAL LIMITED	CBA A320 5638 PTY LTD
ASB CAPITAL LIMITED (NZX-ASBPA)	CBA A330 1427 Pty Ltd
ASB CAPITAL NO.2 LIMITED	CBA A330 1453 PTY LIMITED
ASB CAPITAL NO.2 LIMITED (NZX-ASBPB)	CBA AIR A320 2714 PTY LTD
ASB FINANCE LIMITED	CBA AIR PTY LTD
ASB FUNDING LIMITED	CBA ASIA LIMITED (IN DISSOLUTION)
ASB FUNDING LIMITED	CBA ASSET FINANCE (NZ) LIMITED
ASB GROUP (LIFE) LIMITED	CBA ASSET HOLDINGS (NZ) LIMITED
ASB GROUP INVESTMENTS LIMITED	CBA B377 37091 PTY LTD
ASB HOLDINGS LIMITED	CBA CAPITAL AUSTRALIA (NO 2) PTY LIMITED
ASB HOLDINGS LIMITED	CBA CAPITAL AUSTRALIA LIMITED
ASB MANAGEMENT SERVICES LIMITED	CBA CAPITAL HOLDINGS INC.
ASB NOMINEES LIMITED	CBA CAPITAL TRUST I
ASB SECURITIES LIMITED	CBA CAPITAL TRUST II
ASB SMART CARDS LIMITED	CBA CORPORATE SERVICES (NSW) PTY LIMITED
ASKLEPIOS LIMITED	CBA CORPORATE SERVICES (VIC) PTY LIMITED
ASPIRE SCHOOLS FINANCING (QLD) PTY LIMITED	CBA EQUITIES LIMITED
ASPIRE SCHOOLS HOLDINGS (QLD) PTY LIMITED	CBA EUROPE LIMITED
AUSIEX MANAGEMENT SERVICES PTY LTD	CBA FUNDING (NZ) LIMITED
AUSIEX NOMINEES PTY LIMITED	CBA FUNDING HOLDINGS PTY LTD
AUSTRALIAN BANK PTY LIMITED	CBA FUNDING TRUST I
AUSTRALIAN INVESTMENT EXCHANGE LIMITED	CBA INTERNATIONAL FINANCE PTY. LIMITED
AVANTEOS INVESTMENTS LIMITED	CBA INVESTMENTS (NO 2) PTY LTD
AVANTEOS PTY LTD	CBA INVESTMENTS (NO.4) LIMITED
BANK OF HANGZHOU CO., LTD	CBA INVESTMENTS PTY LIMITED
BANKWEST FOUNDATION LIMITED	CBA IT CO PTY LIMITED
BOCOMMLIFE INSURANCE COMPANY LIMITED	CBA MTE RAIL COMPANY PTY LIMITED
BOND INVESTMENTS NO 1 LIMITED	CBA NZ HOLDING LIMITED
BOND INVESTMENTS UK LIMITED	CBA RAIL & TRAM COMPANY PTY LIMITED
BURDEKIN INVESTMENTS LIMITED	CBA REAL ESTATE FUNDING (NZ) LIMITED
BW FINANCIAL ADVICE LIMITED	CBA SERVICES SINGAPORE PTE LTD
BW SECURITISATION MANAGEMENT PTY LTD	CBA SPECIALISED FINANCING PTY LIMITED
BWA GROUP SERVICES PTY LTD	CBA STAFF COMMUNITY FUND LIMITED
BWA INTELLECTUAL PROPERTY HOLDINGS LIMITED	CBA USD FUNDING LIMITED
CABLE BEACH PTY LIMITED	CBA USD INVESTMENTS PTY LIMITED
	CB-CLA LIMITED
	CB-CLHA PTY LIMITED

CBFC LEASING PTY. LIMITED
 CBFC LIMITED
 CFS MANAGED PROPERTY LIMITED
 CFS Newham Limited
 CFSPAI EUROPE CO LIMITED (formerly known as
 CFSPAI MALTA CO LIMITED)
 CFSPAI EUROPE HOLDCO LIMITED (formerly known
 as CFSPAI MALTA HOLDCO LIMITED)
 CHRISTMAS BREAK PTY LTD
 CHULLORA EQUITY INVESTMENT (NO 1) PTY
 LIMITED
 CHULLORA EQUITY INVESTMENT (NO 2) PTY
 LIMITED
 CHULLORA EQUITY INVESTMENT (NO 3) PTY
 LIMITED
 CIPL ARARAT PTY LTD
 CIPL SA SCHOOLS PTY LTD
 CIPL SENTINEL HOLDINGS PTY LTD
 CIPL SENTINEL PTY LTD
 CISL (HAZELWOOD) PTY. LIMITED
 CMG ASIA LIFE HOLDINGS LIMITED
 CMG ASIA PTY LTD
 CM-SOMERTON PTY. LTD.
 COLLATERAL LEASING PTY LTD
 Colonial (UK) Trustees Limited
 COLONIAL FINANCE PTY LIMITED
 COLONIAL FINANCIAL CORPORATION PTY LIMITED
 COLONIAL FIRST STATE ASSET MANAGEMENT
 (AUSTRALIA) LIMITED
 COLONIAL FIRST STATE GROUP LIMITED
 Colonial First State Investment Managers (UK) Limited
 COLONIAL FIRST STATE INVESTMENTS (NZ)
 LIMITED (PENDING DEREGISTRATION)
 COLONIAL FIRST STATE INVESTMENTS LIMITED
 COLONIAL FIRST STATE PRIVATE EQUITY PTY
 LIMITED
 COLONIAL FIRST STATE PROPERTY LIMITED
 COLONIAL FIRST STATE PROPERTY RETAIL PTY
 LIMITED
 COLONIAL HOLDING COMPANY LIMITED
 COLONIAL LGA HOLDINGS PTY LIMITED
 COLONIAL MUTUAL SUPERANNUATION PTY. LTD.
 COLONIAL PTY LIMITED
 COLONIAL SERVICES PTY LIMITED
 COMMBANK EUROPE LIMITED
 COMMBANK MANAGEMENT CONSULTING (ASIA)
 COMPANY LIMITED
 COMMBANK MANAGEMENT CONSULTING
 (SHANGHAI) COMPANY LIMITED
 COMMCAPITAL S.A.R.L
 COMMFOUNDATION PTY LIMITED
 COMMINTERNATIONAL LIMITED
 COMMONWEALTH AUSTRALIA SECURITIES LLC
 COMMONWEALTH BANK OF AUSTRALIA
 Commonwealth Bank of Australia (Cixian) County Bank
 Co., Ltd
 Commonwealth Bank of Australia (Dengfeng) County
 Bank Co., Ltd
 Commonwealth Bank of Australia (Jiyuan) County Bank
 Co., Ltd

Commonwealth Bank of Australia (Lankao) County
 Bank Co., Ltd
 Commonwealth Bank of Australia (Mianchi) County
 Bank Co., Ltd
 COMMONWEALTH BANK OF AUSTRALIA (UK)
 STAFF BENEFITS SCHEME TRUSTEE COMPANY
 LIMITED
 Commonwealth Bank of Australia (Wenxian) County
 Bank Co., Ltd
 Commonwealth Bank of Australia (Xinji) County Bank
 Co., Ltd
 Commonwealth Bank of Australia (Yichuan) County
 Bank Co., Ltd
 Commonwealth Bank of Australia (Yongcheng) County
 Bank Co. Ltd
 Commonwealth Bank of Australia (Yongnian) County
 Bank Co., Ltd
 COMMONWEALTH BANK OFFICERS
 SUPERANNUATION CORPORATION PTY LIMITED
 COMMONWEALTH CUSTODIAL SERVICES LIMITED
 COMMONWEALTH DEVELOPMENT BANK OF
 AUSTRALIA PTY LIMITED
 COMMONWEALTH FINANCIAL PLANNING LIMITED
 COMMONWEALTH INSURANCE HOLDINGS LIMITED
 COMMONWEALTH INSURANCE LIMITED
 COMMONWEALTH INVESTMENT SERVICES PTY
 LIMITED
 COMMONWEALTH INVESTMENTS PTY LIMITED
 COMMONWEALTH PRIVATE LIMITED
 COMMONWEALTH SECURITIES LIMITED
 COMMONWEALTH INTERNATIONAL HOLDINGS PTY
 LIMITED
 COMSEC NOMINEES PTY LIMITED
 COPACABANA BEACH PTY LTD
 CORE EQUITY SERVICES NOMINEES PTY LIMITED
 COUNT FINANCE PTY LIMITED
 COUNT FINANCIAL LIMITED
 CPHF HOTELS PTY LIMITED (PENDING
 DEREGISTRATION)
 CPPIB AUSTRALIAN HOLDINGS NO. 1 PTY LIMITED
 CRYSTAL AVENUE PTY LIMITED
 CTB AUSTRALIA LIMITED
 DAWNRAPTOR PTY LTD ATF DAWNRAPTOR
 TRUST
 EMERALD HOLDING COMPANY PTY LIMITED
 EQUIGROUP HOLDINGS PTY LIMITED
 FINANCIAL WISDOM LIMITED
 FINCONNECT (AUSTRALIA) PTY LTD
 FIRST STATE (HONG KONG) LLC
 FIRST STATE CINDA FUND MANAGEMENT
 COMPANY LIMITED
 First State Diversified Hedge Fund Limited
 First State European Diversified Infrastructure Sarl
 First State Funds Plc
 First State Global Umbrella Fund Public Limited
 Company
 First State Hedge Funds SPC Limited
 First State Infrastructure S.à r.l.
 First State Investment Management (UK) Limited
 FIRST STATE INVESTMENT MANAGERS (ASIA)
 LIMITED

First State Investment Services (UK) Limited	ORE & OVERBURDEN PTY LIMITED
First State Investments (America) Limited (formerly known as First State Investments (Cayman) Limited)	PINNACLE EDUCATION SA HOLDING COMPANY PTY LIMITED
FIRST STATE INVESTMENTS (HONG KONG) LIMITED	PREFERRED CAPITAL LIMITED
FIRST STATE INVESTMENTS (JAPAN) LIMITED	PREMIUM ALTERNATIVE INVESTMENTS PTY LIMITED
FIRST STATE INVESTMENTS (NZ) LIMITED	PREMIUM CUSTODY SERVICES PTY LTD
FIRST STATE INVESTMENTS (SINGAPORE)	PREMIUM PLANTATIONS PTY LIMITED
First State Investments (UK Holdings) Limited	PREMIUM PLANTATIONS SERVICES PTY LTD
First State Investments (UK) Limited	PT BANK COMMONWEALTH
FIRST STATE INVESTMENTS (US) LLC	PT COMMONWEALTH LIFE
First State Investments Fund Management Sarl	PT FIRST STATE INVESTMENTS INDONESIA
First State Investments GIP Management Sarl	Purangi Developments Limited
FIRST STATE INVESTMENTS HOLDINGS (SINGAPORE) LIMITED	QILU BANK CO., LTD.
First State Investments ICVC	REALINDEX INVESTMENTS PTY LIMITED
First State Investments International Inc	RELIANCE ACHIEVER PTY LIMITED
First State Investments International Limited	RESIDENTIAL MORTGAGE GROUP PTY LTD
FIRST STATE INVESTMENTS US HOLDINGS PTY LIMITED	ROCK & RUBBLE (DEBT VEHICLE) PTY LIMITED
FIRST STATE NOMINEES (HONG KONG) LIMITED	ROCK & RUBBLE (EXISTING) PTY LIMITED
FSIB LTD (formerly known as FIRST STATE INVESTMENTS (BERMUDA) LIMITED)	ROCK & RUBBLE (NEW) PTY LIMITED
GT OPERATING NO. 4 PTY LIMITED	SAF Mining No1 Pty Limited
GT OPERATING NO.2 PTY LIMITED	SAFE NO1 PTY LTD
GT USD FUNDING PTY LIMITED	SAFE NO17 PTY LIMITED
HARBOARD BEACH PTY LTD	SAFE NO2 PTY LTD
HAZELWOOD INVESTMENT COMPANY PTY LIMITED	SAFE NO3 PTY LTD
HOMEPAATH PTY LIMITED	SAFE NO4 PTY LIMITED
INVERLOCH LEASING PTY LIMITED	SAFE NO9 PTY LIMITED
INVESTMENT CUSTODIAL SERVICES LIMITED	SAFE USD HOLDINGS PTY LTD
INVESTOR SECURITIES PTY LTD	SBN NOMINEES PTY. LIMITED
INVESTORWEB.COM. PTY LIMITED	SECURITISATION ADVISORY SERVICES PTY. LIMITED
IWL BROKING SOLUTIONS LIMITED	SECURITISATION MANAGEMENT SERVICES LIMITED
IWL LIMITED	SECURITY HOLDING INVESTMENT ENTITY LINKING DEALS LIMITED
IWL MANAGEMENT SERVICES PTY LTD	SENBARY PTY LIMITED
JACQUES MARTIN ADMINISTRATION AND CONSULTING PTY LTD	SHARE DIRECT NOMINEES PTY LIMITED
JACQUES MARTIN PTY. LTD.	SHARE INVESTMENTS PTY LIMITED
JDV PTY LIMITED	SI Holdings Limited
KIP NZ LIMITED (PENDING DEREGISTRATION)	SIF RAILWAY NO.1 PTY LIMITED (EXTERNAL ADMINISTRATION)
KIWI HOME LOANS (NZ) LIMITED	SIF RAILWAY NO.2 PTY LIMITED (EXTERNAL ADMINISTRATION)
KPM NZ LIMITED (PENDING DEREGISTRATION)	SOUTH AUSTRALIAN FLEET LEASE ARRANGER PTY LTD
Lochness Holdings Limited	SOVEREIGN ASSURANCE COMPANY LIMITED
LOFT NO 1 PTY LIMITED	SOVEREIGN FINANCIAL SERVICES LIMITED
LOFT NO 2 PTY LIMITED	SOVEREIGN LIMITED
LOFT NO.3 PTY LIMITED	SOVEREIGN SERVICES LIMITED
M M A L FLEET LEASE ARRANGER PTY LTD	SOVEREIGN SUPERANNUATION FUNDS LIMITED
MIS FUNDING NO.1 PTY LIMITED	SOVEREIGN SUPERANNUATION TRUSTEES LIMITED
MORTGAGE HOLDING TRUST COMPANY LIMITED	SPARAD (NO.24) PTY. LIMITED
MTE DEBT VEHICLE PTY LTD	ST ANDREW'S AUSTRALIA PTY LTD
MTE LESSOR 1 PTY LTD	STATE NOMINEES LTD
MTE LESSOR 2 PTY LTD	SWAN SECURITISATION FINANCE PTY LIMITED
MTE LESSOR 3 PTY LTD	SWAN SECURITISATION INVESTMENTS PTY LTD.
MTE LESSOR 4 PTY LTD	T.W. CUSTODIANS LIMITED
MTE LESSOR 5 PTY LTD	TANKSTREAM RAIL (BY - 1) PTY LIMITED
MTE NOMINEE PARTNER PTY LTD	TANKSTREAM RAIL (BY - 2) PTY LIMITED
NETSHARE NOMINEES PTY LTD	TANKSTREAM RAIL (BY - 3) PTY LIMITED
NEWPORT LIMITED	
NIMITZ NOMINEES PTY LIMITED	

TANKSTREAM RAIL (BY - 4) PTY LIMITED
TANKSTREAM RAIL (SW - 1) PTY LIMITED
TANKSTREAM RAIL (SW - 2) PTY LIMITED
TANKSTREAM RAIL (SW - 3) PTY LIMITED
TANKSTREAM RAIL (SW - 4) PTY LIMITED
TANKSTREAM RAIL (VICTORIA) PTY LIMITED
THE COLONIAL MUTUAL LIFE ASSURANCE
SOCIETY LIMITED
TORQUAY BEACH PTY LTD
TOTAL KEEN INVESTMENT LIMITED
VH-VZF PTY LTD

VH-VZG PTY LTD
VH-VZH PTY LTD
VICTORIAN FLEET LEASE ARRANGER PTY LTD
VIETNAM INTERNATIONAL BANK (VIETNAM
INTERNATIONAL COMMERCIAL JOINT STOCK
BANK)
VIPRO PTY LIMITED
WESTSIDE PROPERTIES LIMITED
WHITTAKER MACNAUGHT PTY. LTD.

Annexure B

This is annexure B referred to in Form 604, Notice of change of interests of substantial holder dated **15/07/2014**



Carla Collingwood

Company Secretary

Dated the 17 July 2014

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
Tuesday, 15 July 2014	Colonial First State Asset Management (Australia) Limited ACN 114 194 311	Purchase	1,500,000.06	11,538,462 Ordinary shares	11,538,462