

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme DRAIG RESOURCES LIMITEDACN/ARSN 110 439 686**1. Details of substantial holder (1)**Name CAPRICORN MINING PTY LTDACN/ARSN (if applicable) 009 806 615The holder became a substantial holder on 24 / 04 / 12**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
<b>ORDINARY SHARES (ORD)</b>	<b>3,451,125</b>	<b>3,451,125</b>	<b>5.59%</b>

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
<b>CAPRICORN MINING PTY LTD</b>	<b>REGISTERED HOLDER OF THE SHARES</b>	<b>3,451,125 ORD</b>

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
<b>CAPRICORN MINING PTY LTD</b>	<b>CAPRICORN MINING PTY LTD</b>	<b>CAPRICORN MINING PTY LTD</b>	<b>3,451,125 ORD</b>

## 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
CAPRICORN MINING PTY LTD	6/12/2011	15,000.00		30,000 ORD
CAPRICORN MINING PTY LTD	9/12/2011	155,000.00		310,000 ORD
CAPRICORN MINING PTY LTD	24/1/2012	56,916.42		118,000 ORD
CAPRICORN MINING PTY LTD	24/1/2012	14,550.00		30,000 ORD
CAPRICORN MINING PTY LTD	27/1/2012	15,000.00		30,000 ORD
CAPRICORN MINING PTY LTD	27/1/2012	93,283.58		190,000 ORD
CAPRICORN MINING PTY LTD	31/1/2012	30,045.03		60,500 ORD
CAPRICORN MINING PTY LTD	1/2/2012	91,721.63		179,500 ORD
CAPRICORN MINING PTY LTD	1/2/2012	66,017.50		136,000 ORD
CAPRICORN MINING PTY LTD	3/2/2012	122,500.00		250,000 ORD
CAPRICORN MINING PTY LTD	6/2/2012	69,827.00		145,525 ORD
CAPRICORN MINING PTY LTD	7/2/2012	6,602.76		13,475 ORD
CAPRICORN MINING PTY LTD	7/2/2012	3,215.63		6,125 ORD
CAPRICORN MINING PTY LTD	7/2/2012	130,000.00		250,000 ORD
CAPRICORN MINING PTY LTD	8/2/2012	4,162.50		7,500 ORD
CAPRICORN MINING PTY LTD	8/2/2012	454,460.67		844,500 ORD
CAPRICORN MINING PTY LTD	9/2/2012	55,933.61		100,000 ORD
CAPRICORN MINING PTY LTD	9/2/2012	139,956.11		250,000 ORD
CAPRICORN MINING PTY LTD	18/4/2012	1,063.86		2,533 ORD
CAPRICORN MINING PTY LTD	19/4/2012	28,435.26		67,703 ORD
CAPRICORN MINING PTY LTD	24/4/2012	76,630.46		181,263 ORD
CAPRICORN MINING PTY LTD	26/4/2012	19,078.50		45,425 ORD
CAPRICORN MINING PTY LTD	27/4/2012	51,608.40		125,092 ORD
CAPRICORN MINING PTY LTD	30/4/2012	31,483.52		77,984 ORD

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

**7. Addresses**

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

Name	Address
CAPRICORN MINING PTY LTD	LEVEL 21, 500 COLLINS STREET, MELBOURNE, VIC, 3000

**Signature**

print name **EG ALBERS** capacity **DIRECTOR OF SUBSTANTIAL SHAREHOLDER**

sign here



date **22/05/12**

**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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.