

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Castlemaine Goldfields Limited

ACN/ARSN _____

1. Details of substantial holder (1)

Name JPMorgan Chase & Co. and its affiliates

ACN (if applicable) N/A

There was a change in the interests of the substantial holder on 29 / Feb /2012

The previous notice was given to the company on 2/ March /2012

The previous notice was dated 2/ March/ 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	24,314,965	9.67%	22,886,333	8.65%

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
29 Feb 2012	JPMorgan Asset Management (UK) Limited	In its capacity as investment manager or in various other related capacities	See Appendix	1,175,633 Ordinary	1,175,633
29 Feb 2012	J.P.Morgan Investment Management Inc	In its capacity as investment manager or in various other related capacities	See Appendix	252,999 Ordinary	252,999

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
29 Feb 12	JPMorgan Asset Management (UK) Limited		In its capacity as investment manager or in various other related capacities	22,886,333 Ordinary	22,886,333

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 (if applicable)	Nature of association
N/A	

6. Addresses

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

Name	Address
JPMorgan Chase & Co.	111 Polaris Parkway, Columbus, Ohio 43240

Signature

print name Caroline Phong capacity JPMorgan Chase Bank, N.A.

sign here date 2 / March / 2012

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 Law.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
- (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 Law.

- (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) Given details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Castlemaine Goldfields Ltd (ISIN AU000000CGT6)											
							Asset Management				
Transaction date	Entity	Type of transaction	Ccy	Price	Quantity	Total Positions	Issued share capital	% Owned	JPMAM(UK)	JPMIMI	Total
Balance as at 02 Dec 2011						24,314,965	251,330,670	9.67%	24,061,966	252,999	24,314,965
7-Dec-11	JPMAM(UK)	Sell	AUD	0.10	(109,100)	24,205,865	251,330,670	9.63%	(109,100)	-	(109,100)
10-Feb-12	JPMAM(UK)	Sell	AUD	0.10	(90,000)	24,115,865	264,603,503	9.11%	(90,000)	-	(90,000)
10-Feb-12	JPMAM(UK)	Sell	AUD	0.10	(82,500)	24,033,365	264,603,503	9.08%	(82,500)	-	(82,500)
10-Feb-12	JPMIMI	Sell	AUD	0.10	(75,900)	23,957,465	264,603,503	9.05%	-	(75,900)	(75,900)
10-Feb-12	JPMAM(UK)	Sell	AUD	0.10	(7,667)	23,949,798	264,603,503	9.05%	(7,667)	-	(7,667)
10-Feb-12	JPMAM(UK)	Sell	AUD	0.10	(5,802)	23,943,996	264,603,503	9.05%	(5,802)	-	(5,802)
13-Feb-12	JPMAM(UK)	Sell	AUD	0.09	(72,527)	23,871,469	264,603,503	9.02%	(72,527)	-	(72,527)
13-Feb-12	JPMAM(UK)	Sell	AUD	0.09	(66,483)	23,804,986	264,603,503	9.00%	(66,483)	-	(66,483)
13-Feb-12	JPMIMI	Sell	AUD	0.09	(61,164)	23,743,822	264,603,503	8.97%	-	(61,164)	(61,164)
13-Feb-12	JPMAM(UK)	Sell	AUD	0.09	(6,179)	23,737,643	264,603,503	8.97%	(6,179)	-	(6,179)
13-Feb-12	JPMAM(UK)	Sell	AUD	0.09	(4,676)	23,732,967	264,603,503	8.97%	(4,676)	-	(4,676)
14-Feb-12	JPMAM(UK)	Sell	AUD	0.10	(44,156)	23,688,811	264,603,503	8.95%	(44,156)	-	(44,156)
14-Feb-12	JPMAM(UK)	Sell	AUD	0.10	(40,476)	23,648,335	264,603,503	8.94%	(40,476)	-	(40,476)
14-Feb-12	JPMIMI	Sell	AUD	0.10	(37,238)	23,611,097	264,603,503	8.92%	-	(37,238)	(37,238)
14-Feb-12	JPMAM(UK)	Sell	AUD	0.10	(3,762)	23,607,335	264,603,503	8.92%	(3,762)	-	(3,762)
14-Feb-12	JPMAM(UK)	Sell	AUD	0.10	(2,847)	23,604,488	264,603,503	8.92%	(2,847)	-	(2,847)
15-Feb-12	JPMAM(UK)	Sell	AUD	0.10	(93,317)	23,511,171	264,603,503	8.89%	(93,317)	-	(93,317)
15-Feb-12	JPMAM(UK)	Sell	AUD	0.10	(85,541)	23,425,630	264,603,503	8.85%	(85,541)	-	(85,541)
15-Feb-12	JPMIMI	Sell	AUD	0.10	(78,697)	23,346,933	264,603,503	8.82%	-	(78,697)	(78,697)
15-Feb-12	JPMAM(UK)	Sell	AUD	0.10	(7,950)	23,338,983	264,603,503	8.82%	(7,950)	-	(7,950)
15-Feb-12	JPMAM(UK)	Sell	AUD	0.10	(6,016)	23,332,967	264,603,503	8.82%	(6,016)	-	(6,016)
29-Feb-12	JPMAM(UK)	Sell	AUD	0.10	(233,026)	23,099,941	264,603,503	8.73%	(233,026)	-	(233,026)
29-Feb-12	JPMAM(UK)	Sell	AUD	0.10	(213,608)	22,886,333	264,603,503	8.65%	(213,608)	-	(213,608)
Balance as at 29 Feb 2012						22,886,333	264,603,503	8.65%	22,886,333	-	22,886,333
"JPMAM(UK)" = JPMorgan Asset Management (UK) Limited											
"JPMIMI" = J.P.Morgan Investment Management Inc											