

31 July 2012

Company Announcements Platform
ASX Limited
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SYDNEY NSW 2000

Senior Associate

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Partner

Our Ref

Michael MacMahon

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Darren Pereira

TCY:DAP:12650014

Dear Sir/Madam

**Takeover offer by LionGold Corp Ltd for Castlemaine Goldfields Limited (ASX:CGT)
Notice of change of interests of substantial holder and institutional acceptance facility**

We act for LionGold Corp Ltd (**LionGold**).

On behalf of LionGold and in accordance with section 671B(1)(b) of the *Corporations Act 2001* (Cth), we **enclose** a copy of "Form 604: Notice of change of interests of substantial holder" in relation to LionGold's off-market takeover bid (**Offer**) for all the ordinary shares in Castlemaine Goldfields Limited (ACN 073 531 325) (**Castlemaine**).

Since LionGold's most recent "Form 604: Notice of change of interests of substantial holder" dated 17 July 2012 LionGold has increased its voting power in Castlemaine from 24.70% to 29.10%.

In our letter enclosed to the "Form 604: Notice of change of interests of substantial holder" dated 17 July 2012 we also disclosed that 0.45% of Castlemaine's issued capital had been accepted into the "Institutional Acceptance Facility" (**IAF**) under LionGold's Offer. We advise that all Castlemaine shares which had been accepted into the IAF have been validly withdrawn from the IAF such that there are now no Castlemaine shares subject to the IAF.

Yours sincerely



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Enclosures: 1

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Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme CASTLEMAINE GOLDFIELDS LIMITED

ACN 073 531 325

1. Details of substantial holder (1)

Name LIONGOLD CORP LTD, A COMPANY INCORPORATED IN BERMUDA (LIONGOLD)

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on 30 July 2012

The previous notice was given to the company on 17 July 2012

The previous notice was dated 17 July 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 shares	73,731,713	24.70%	86,866,293	29.10%

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
Between 18 July and 30 July 2012	LionGold	Acquisition of relevant interest in ordinary shares in Castlemaine as a result of acceptances of takeover offers as set out in LionGold's bidder's statement dated 13 June 2012 (Offer).	2 ordinary shares in LionGold for every 9 ordinary shares in Castlemaine, subject to the terms of the Offer.	13,134,580 ordinary shares	13,134,580

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
LionGold	LionGold	LionGold	As holder of 33,913,000 under a Subscription Agreement dated 14 April 2012 (a copy of which was attached to the Announcement made to the ASX on 16 April 2012).	33,913,000 ordinary shares	11.36%
LionGold	Various persons who have accepted the Offer.	LionGold subject to the terms of the Offer.	Acquisition of relevant interest in ordinary shares in Castlemaine as a result of acceptances of takeover offers as set out in LionGold's bidder's statement dated 13 June 2012.	52,953,293 ordinary shares	17.74%

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
Nil	

6. Addresses

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

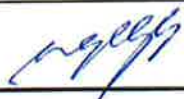
Name	Address
Liongold Corp Ltd	38 Kallang Place, Singapore 339166

Signature

print name **Wong Choy Yin**

capacity **Director**

sign here



date **31 / 7 / 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 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.