

**mitsubishi-ufj financial group****FACSIMILE TRANSMISSION HEADER**

<b>DATE OF MESSAGE:</b> 7/30/2012	<b>MESSAGE NO:</b> -	<b>NUMBER OF PAGES INCLUDING COVER PAGE:</b> 9
<b>TO: ASX</b> Company Announcements Office FAX NO. ( 61 ) 2 9778 0999	<b>cc:</b>	
<b>FROM: MITSUBISHI-UFJ FINANCIAL GROUP</b> Corporate Administration Department (Attn: EBATA) FAX NO. 81-3-6214-6367 TEL NO 81-3-6250-3978		
<b>RE: Submission of FORM 603</b>		

We hereby submit Form 603 as attached.

Best regards,

Makiko Ebata

TEL : 81-3-6250-3978

e-mail : [makiko\\_ebata@hd.mufg.jp](mailto:makiko_ebata@hd.mufg.jp)

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**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme Castlemaine Goldfields Limited

ACN/ARSN 073 531 325

**1. Details of substantial holder (1)**

Name Mitsubishi UFJ Financial Group, Inc.  
ACN/ARSN (if applicable) Not Applicable

The holder became a substantial holder on 26 July 2012

**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)
Fully paid Ordinary shares	21,336,250	21,336,250	7.15% (based on 298,516,503 Ordinary Shares outstanding)

**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
Mitsubishi UFJ Financial Group, Inc.	Relevant interest in shares that Morgan Stanley Inc. has a relevant interest in under section 608(3)(b) of the Corporations Act as Mitsubishi UFJ Financial Group, Inc. has voting power of over 20% in Morgan Stanley Inc.	21,336,250 Fully-paid Ordinary Shares

**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
Mitsubishi UFJ Financial Group, Inc.	Morgan Stanley Australia Securities (Nominee) Pty Limited	Not Applicable	21,336,250 Fully-paid Ordinary Shares

**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		Class and number of securities affected
		Cash	Non-Cash	
Mitsubishi UFJ Financial Group, Inc.	26 April 2012	0.1450	N/A	1,725,000 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	27 April 2012	0.1450	N/A	95,000 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	30 April 2012	0.1450	N/A	100,000 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	1 May 2012	0.1450	N/A	600,000 Fully-paid Ordinary Shares

Mitsubishi UFJ Financial Group, Inc.	2 May 2012	0.1450	N/A	925,000 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	4 May 2012	0.1450	N/A	3,500,000 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	14 May 2012	0.1400	N/A	500,000 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	30 May 2012	0.1450	N/A	327,211 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	31 May 2012	0.1450	N/A	28,239 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	4 June 2012	0.1450	N/A	500,000 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	5 June 2012	0.1450	N/A	271,800 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	7 June 2012	0.1501	N/A	500,000 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	12 June 2012	0.1501	N/A	900,000 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	13 June 2012	0.1501	N/A	245,000 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	18 June 2012	0.1551	N/A	225,000 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	19 June 2012	0.1551	N/A	690,000 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	21 June 2012	0.1601	N/A	250,000 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	29 June 2012	0.1850	N/A	510,000 Fully-paid Ordinary Shares
Mitsubishi UFJ Financial Group, Inc.	26 June 2012	0.2004	N/A	9,800,000 Fully-paid Ordinary Shares

#### 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
See Annexure A	Each company referred to is an associate of Mitsubishi UFJ Financial Group, Inc. under section 12 of the Corporations Act.

#### 7. Addresses

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

Name	Address
Mitsubishi UFJ Financial Group, Inc.	2-7-1, Marunouchi, Chiyoda-ku, Tokyo 100-8330, Japan

#### Signature

print name	Mr. Masaya Fujimoto	capacity	Authorised signatory
sign here	<i>M. Fujimoto</i>	date	30 July 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 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, moneys 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.

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**ANNEXURE "A"**

This is Annexure "A" of 5 pages referred to in the Form 603 (Notice of Initial Substantial Holder), signed by me and dated 30 July 2012.

  
Signed: Mr. Masaya Fujimoto

Mitsubishi UFJ Financial Group, Inc.  
The Bank of Tokyo-Mitsubishi UFJ, Ltd.  
Mitsubishi UFJ Trust and Banking Corporation  
Mitsubishi UFJ Securities Holdings Co., Ltd.  
MU Business Engineering, Ltd.  
The Mitsubishi UFJ Factors Limited  
Mitsubishi UFJ Staff Service Co., Ltd.  
MU Techno-service Co., Ltd.  
MU Office Service Co., Ltd.  
Tokyo Credit Service, Ltd.  
MU Business Service Co., Ltd.  
Mitsubishi UFJ Loan Business Co., Ltd.  
MU Welfare Service Co., Ltd.  
Mitsubishi UFJ Information Technology, Ltd.  
MU Center Service Tokyo Co., Ltd.  
MU Center Service Nagoya Co., Ltd.  
MU Center Service Osaka Co., Ltd.  
MU Business Aid Co., Ltd.  
MU Property Reserch Company Limited  
Mitsubishi UFJ Home Loan CREDIT CO., LTD.  
The Diamond Home Credit Company Limited  
Mitsubishi UFJ Reserch & Consulting Co., Ltd.  
MU Frontier Servicer Co., Ltd.  
Otemachi Guarantee Co., Ltd.  
NBL Co., Ltd.  
MU Strategic Partner Co., Ltd.  
MU Loan Administration Support Co., Ltd.  
MU Operation Control Support Co., Ltd.  
Shintokyo Guarantee Co., Ltd.  
Japan-China Bridge Fund  
Tokumei-Kumiai (Only One)  
kabu.com Securities Co., Ltd.  
MU Communications Co., Ltd.  
Tokyo Associates Finance Corp.  
Japan Electronic Monetary Claim Organization  
Mitsubishi UFJ Merrill Lynch PB Securities Co., Ltd.  
MU Business Partner Co., Ltd.  
Mitsubishi UFJ Capital Co., Ltd.  
Mitsubishi UFJ Venture Fund No.1 Investment Limited Liability Partnership  
Mitsubishi UFJ Venture Fund No.2 Investment Limited Liability Partnership  
MUFJ Venture Capital No.1 Limited Liability Partnership  
Mitsubishi UFJ Capital II Limited Partnership  
Mitsubishi UFJ Capital III Limited Partnership  
UFJ Capital Touseijigyou-Yugen-Sekininkumiai No.2  
The Mitsubishi Asset Brains Co., Ltd.  
BOT Lease Co., Ltd.  
The Taisho Bank, Ltd.  
The Chukyo Bank, Ltd.  
The Chukyo Card Co., Ltd.  
Mobot Co., Ltd.  
Nippon Mutual Housing Loan Co., Ltd.  
JM Real Estate Co., Ltd.  
Jibun Bank Corporation  
Paygent Co., Ltd.  
JACCS CO., LTD.

JALCARD Inc.  
Aichi Chushokigyo Saisei Fund  
Yume Shokei Fund  
Yume Shokei Fund No.2  
Next Step Fund  
Mezzanine Solution 1 Limited Partnership  
Senshu Ikeda Holdings, Inc.  
The Senshu Ikeda Bank, Ltd.  
M.U. Trust Sougou Kanri Co., Ltd.  
Mitsubishi UFJ Trust Business Co., Ltd.  
Ryoshin Data Co., Ltd.  
Mitsubishi UFJ Trust Systems Co., Ltd.  
Mitsubishi UFJ Trust Investment Technology Institute Co., Ltd.  
Mitsubishi UFJ Trust Hosyo Co., Ltd.  
Ryoshin DC Card Company Ltd.  
M.U. Trust Apple Planning Company, Ltd.  
Mitsubishi UFJ Real Estate Services Co., Ltd.  
Mitsubishi UFJ Daiko Business Co., Ltd.  
M.U. Trust Ryudouka Service Co., Ltd.  
The Master Trust Bank of Japan, Ltd.  
M&T Information Technology Co., Ltd.  
MU Investments Co., Ltd.  
Mitsubishi UFJ Global Custody Japan Limited  
Japan Shareholder Services Ltd.  
Aberdeen Investment Management K. K.  
Corporate Value Up Fund Investment Limited Liability Partnership  
Fukuin Co., Ltd  
NCS Holdings Co., Ltd.  
MUS Principal Investments Co., Ltd.  
MM Partnership  
MUS Facility Service Co., Ltd.  
MUS Information Systems Co., Ltd.  
MUS Business Service Co., Ltd.  
MU Hands-on Capital Ltd.  
THC Millennium Venture Capital Investment Limited Partnership  
THC Phoenix Japan Venture Capital Investment Limited Partnership  
Hands-On No.1 Venture Capital Investment Limited Partnership  
Hands-On No.1-2 Venture Capital Investment Limited Partnership  
Big Wing Investment Co., Ltd.  
KOKUSAI Asset Management Co., Ltd.  
Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.  
Marunouchi Capital Co., Ltd.  
Morgan Stanley MUFG Securities Co., Ltd.  
Mitsubishi UFJ NICOS Co., Ltd.  
Card Business Service Co.,Ltd.  
Card-staffservice Co.,LTD.  
JMS Co., Ltd.  
ACOM CO., LTD.  
IR Loan Servicing, Inc.  
AFRESH CREDIT CO., LTD.  
AC Ventures Co., Ltd.  
AC Ventures Fourth Investment Partnership  
AC Ventures Fifth Investment Partnership  
AC Ventures Sixth Investment Partnership  
MTBC Third Investment Partnership  
General Incorporated Association Mirai Capital  
Power Investments LLC  
Defined Contribution Plan Consulting of Japan Co., Ltd.  
Mitsubishi UFJ Asset Management Co., Ltd.  
Mitsubishi UFJ Personal Financial Advisers Co., Ltd.  
Mitsubishi Research Institute DCS Co.,Ltd.  
Mitsubishi UFJ Lease & Finance Company Limited  
Marunouchi Capital Fund I  
UFJ Card Business Co., Ltd.  
UFJ Card Service Co., Ltd.  
BOT Lease Servicer Co., Ltd.-

Nihombashi TG Service Co., Ltd.  
Nihombashi Tsusho Co., Ltd.  
TOCOS ENTERPRISE CO.,LTD.  
Solution Design Co.,Ltd.  
Nippon Record Keeping Network Co., Ltd.  
Banco de Tokyo-Mitsubishi UFJ Brasil S/A  
Bank of Tokyo-Mitsubishi UFJ (Canada)  
BTMU Capital Corporation  
BFC Assets, Inc.  
Engine Lease Finance Corporation  
BTMUC Service Corporation  
Aviation Lease Finance L.L.C  
Oak Grove Trainscars, Inc  
Aviation Lease Labuan Corporation  
BTMU Leasing (Canada) Corporation  
Beacon Intermodal Leasing, LLC  
Beacon Rail Leasing Limited  
BTMU (Curacao) Holdings N.V.  
Empreendimentos BTM S/C Ltda.  
Bank of Tokyo-Mitsubishi UFJ (Holland) N.V.  
BTMU Trust (Holland) B.V.  
Bank of Tokyo-Mitsubishi UFJ (Polska) Spolka Akcyjna  
BTMU (Europe) Limited  
BTMU Leasing (UK) Ltd.  
BTMU Lease (Deutschland) GmbH  
MASA Gesellschaft fur Beteiligungen und Grundstucksverwaltungen mbH Objekt Friedberg 1  
MASA Gesellschaft fur Beteiligungen und Grundstucksverwaltungen mbH Objekt Friedberg 2  
BTMU Leasing & Finance, Inc.  
Bank of Tokyo-Mitsubishi UFJ (Malaysia) Berhad  
BTMU North America International, Inc.  
Bank of Tokyo-Mitsubishi UFJ (Mexico) S.A.  
BTMU Nominees (HK) Limited  
Bank of Tokyo-Mitsubishi UFJ Trust Company  
Tohlease Corporation  
BTMU Administrators, Inc.  
BTMU Funding Corporation  
BTMU Financial & Leasing Corporation B-3  
BTMU Financial & Leasing Corporation B-4  
BTMU Financial & Leasing Corporation B-6  
BTMU Financial & Leasing Corporation B-11  
U.B. Vehicle Leasing, Inc.  
BTMU Financial Resources, Inc.  
BTMU Service Corp.  
BTMU Financial & Leasing Portfolios, Inc.  
BTMU Financial & Leasing Corporation  
BTMU Nominees (UK) Limited  
UnionBanCal Corporation  
Union Bank, N.A.  
Union Bank of California Leasing, Inc.  
UBOC Community Development Corporation  
UBOC Comstock 1  
UnionBanc Investment Services, LLC  
Stanco Properties, Inc.  
Bankers Commercial Corporation  
UnionBanCal Commercial Funding Corporation  
UnionBanCal Equities, Inc.  
UnionBanCal Venture Corporation  
UNBC Leasing, Inc.  
UnionBanCal Leasing Corporation  
UnionBanCal Mortgage Corporation  
Mills-Ralston, Inc.  
SBS Realty Inc.  
HighMark Capital Management, Inc.  
BCC OX I, Inc.  
BCC OX II, Inc.  
SEMA OP9 LLC

SEMA OP8 LLC  
MORGANTOWN OL6 LLC  
MORGANTOWN OL7 LLC  
MORGANTOWN OL5 LLC  
DICKERSON OL4 LLC  
Baytown One A, LLC  
Baytown One B, LLC  
Baytown One Partners, L.P.  
UBOC Insurance, Inc.  
TRL One A, LLC  
TRL One B, LLC  
TRL One, LP  
BM1, LLC  
EMW No.4, LLC  
EMW No.5, LLC  
EMW No.6, LLC  
OX 2000 LLC  
OX 2000-2 LLC  
Southern California Business Development Corporation  
UFJ International Limited  
PT. BTMU-BRI Finance  
PT U Finance Indonesia  
UFJ Finance Aruba A.E.C.  
PT. MU Research and Consulting Indonesia  
BTMU Preferred Capital Limited  
BTMU Preferred Capital 1 Limited  
BTMU Preferred Capital 2 Limited  
BTMU Preferred Capital 3 Limited  
BTMU Participation (Thailand) Co., Ltd.  
ZAO Bank of Tokyo-Mitsubishi UFJ (Eurasia)  
BTMU Preferred Capital 4 Limited  
BTMU Preferred Capital 5 Limited  
Bank of Tokyo-Mitsubishi UFJ (China), Ltd.  
BTMU Preferred Capital 6 Limited  
BTMU Preferred Capital 7 Limited  
BTMU Preferred Capital 8 Limited  
BTMU Preferred Capital 9 Limited  
BTMU Financial Services, Inc.  
BOT Lease (HK) Co., Ltd.  
PT Bumiputera - BOT Finance  
BOT Lease Holding Philippines, Inc.  
BOT Lease and Finance, Philippines, Inc.  
BTMU Leasing (Thailand) Co., Ltd.  
BTMU Holding (Thailand) Co., Ltd.  
Bangkok BTMU Limited  
SCB Leasing Public Company Limited  
Emerald Engine Leasing Limited  
BOT Lease(Eurasia) LLC  
Dah Sing Financial Holdings Limited  
Dah Sing Banking Group Limited  
Dah Sing Bank, Limited  
Morgan Stanley MUFG Loan Partners, LLC  
BOT Lease Consulting (Shanghai) Co., Ltd.  
Mitsubishi UFJ Trust International Limited  
Mitsubishi UFJ Trust & Banking Corporation (U.S.A.)  
MTBC Finance (Aruba) A.E.C.  
Mitsubishi UFJ Baillie Gifford Asset Management Limited  
Winglet L.P.  
Mitsubishi UFJ Global Custody S.A.  
MUGC Lux Management S.A.  
MU Trust Consulting (Shanghai) Co., Ltd.  
MUTB Preferred Capital Limited  
BC Capital Partners, L.P.  
MU Japan Fund PLC  
Aberdeen Asset Management PLC  
Aberdeen Asset Managers Limited



Aberdeen Asset Management Asia Limited  
Aberdeen Fund Management Limited  
Mitsubishi UFJ Securities International plc  
TMI Nominees Limited  
Mitsubishi UFJ Securities (Singapore), Limited  
Mitsubishi UFJ Securities (USA), Inc.  
Mitsubishi UFJ Securities (HK), Limited  
MFHK Nominees Limited  
Ling Zheng Investment Consulting (Shanghai) Co., Ltd.  
Mitsubishi UFJ Securities (HK) Holdings, Limited  
Asset Finance Corporation Limited  
TROR Corporation Limited  
MUSHK Limited  
MUS Roosevelt Capital Partners, Ltd.  
MUS Roosevelt Capital Advisers (HK), Limited  
MUS Roosevelt China Pacific Fund, L.P.  
Mitsubishi UFJ Wealth Management Bank (Switzerland), Ltd.  
Sino Roosevelt Investment Partners Limited  
KE Capital Partners Pte. Ltd.  
Kim Eng Holdings Limited  
Kim Eng Securities Pte. Ltd.  
Kim Eng Securities USA Inc  
Kim Eng Securities (London) Limited  
PT Kim Eng Securities  
Kim Eng Securities (Thailand) Public Company Limited  
Kim Eng Corporate Finance Pte. Ltd.  
Kim Eng Research Sdn. Bhd.  
Kim Eng Securities India Private Limited  
Kim Eng Vietnam Securities Joint Stock Company  
Kim Eng Research Pte. Ltd.  
Kim Eng Securities (Hong Kong) Limited  
Kim Eng Futures (Hong Kong) Limited  
NS Australia Pty Ltd  
EASY BUY Public Company Limited  
PT. Bank Nusantara Parahyangan, Tbk.  
ACOM (U.S.A.) INC.  
Mitsubishi UFJ Asset Management (UK) Ltd.  
BTMU Unit Management S.A.  
Mitsubishi UFJ Investment Services (HK) Limited  
MTFG Capital Finance Limited  
MUFG Capital Finance 1 Limited  
MUFG Capital Finance 2 Limited  
MUFG Capital Finance 3 Limited  
MUFG Capital Finance 4 Limited  
MUFG Capital Finance 5 Limited  
MUFG Capital Finance 6 Limited  
MUFG Capital Finance 7 Limited  
MUFG Capital Finance 8 Limited  
MUFG Capital Finance 9 Limited  
Sanwa Capital Finance 2 Limited  
UFJ Capital Finance 4 Limited  
Ariel CF 2 Limited  
Purple Finance (Cayman) International Ltd.  
Bangkok Mitsubishi UFJ Lease Co., Ltd  
Lion Rock Lease Co., Ltd.  
California First Advisory Services  
California First Capital Management  
California First Corporation  
Union Capital Advisors, Inc.  
Inland Valley Bancorp  
The California-Sansome Corporation