

To Company announcements office ASX Facsimile 1300 135 638

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Our Ref SSE:HLW

Date 18 May 2012 Number of pages (including this one): 6

Subject Notice of initial substantial holder

Please find attached a notice of initial substantial holder in relation to shares in Castlemaine Goldfields Limited from Weiss Asset Management LP and on behalf of Brookdale International Partners, L.P., Brookdale Global Opportunity Fund, BIP GP LLC, WAM GP LLC and Andrew Weiss.

Regards
MINTER ELLISON

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ME 97900308_1 (W2007x)

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company name/ Scheme CASTLEMAINE GOLDFIELDS LTD
ACN/ARSN ACN 073 531 325

1. Details of substantial holder (1)

Name Weiss Asset Management LP and on behalf of Brookdale International Partners, L.P., Brookdale Global Opportunity Fund, BIP GP LLC, WAM GP LLC and Andrew Weiss (Weiss Group)

ACN/ARSN (if applicable) Not applicable

The holder became a substantial holder on May 17, 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	Persons' votes (5)	Voting power (6)
Fully Paid Ordinary Shares ("Shares")	14,947,485	14,947,485	5.0 %

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
Brookdale International Partners, L.P.	Relevant interest holder under sections 608(1)(b), and 608(1)(c) of the Corporations Act and through the relevant interests held by its associate Brookdale Global Opportunity Fund	14,947,485 Shares
Brookdale Global Opportunity Fund	Relevant interest holder under sections 608(1)(b), and 608(1)(c) of the Corporations Act and through the relevant interests held by its associate Brookdale International Partners, L.P.	14,947,485 Shares
Weiss Asset Management LP	Relevant interest holder under sections 608(1)(b) and 608(1)(c) of the Corporations Act as investment manager of Brookdale International Partners, L.P. and Brookdale Global Opportunity Fund.	14,947,485 Shares
BIP GP LLC	Relevant interest holder under sections 608(1)(b), and 608(1)(c) of the Corporations Act as general partner of Brookdale International Partners, L.P. and through the relevant interests held by its associate WAM GP LLC	14,947,485 Shares
WAM GP LLC	Relevant interest holder under sections 608(1)(b) and 608(1)(c) of the Corporations Act as general partner of Weiss Asset Management LP	14,947,485 Shares
Andrew Weiss	Relevant interest holder under sections 608(1)(b), 608(1)(c) and 608(3) of the Corporations Act through control of BIP GP LLC and WAM GP LLC	14,947,485 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
Weiss Group	HSBC Custody Nominees (Australia) Limited	Brookdale International Partners, L.P. in respect of 7,473,744 Shares and Brookdale Global Opportunity Fund in respect of 7,473,741 Shares	14,947,485 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 (9)		Class and number of securities
		Cash	Non-Cash	
Weiss Group	Apr 17, 2012	38,750	0	250,000 Shares
Weiss Group	Apr 17, 2012	38,750	0	250,000 Shares
Weiss Group	Apr 24, 2012	41,486	0	287,500 Shares
Weiss Group	Apr 24, 2012	41,486	0	287,500 Shares
Weiss Group	Apr 26, 2012	141,083	0	975,000 Shares
Weiss Group	Apr 26, 2012	141,083	0	975,000 Shares
Weiss Group	Apr 27, 2012	72,500	0	500,000 Shares
Weiss Group	Apr 27, 2012	72,500	0	500,000 Shares
Weiss Group	Apr 30, 2012	72,500	0	500,000 Shares
Weiss Group	Apr 30, 2012	72,500	0	500,000 Shares
Weiss Group	May 01, 2012	72,500	0	500,000 Shares
Weiss Group	May 01, 2012	72,500	0	500,000 Shares
Weiss Group	May 02, 2012	72,500	0	500,000 Shares
Weiss Group	May 02, 2012	72,500	0	500,000 Shares
Weiss Group	May 03, 2012	72,500	0	500,000 Shares
Weiss Group	May 03, 2012	72,500	0	500,000 Shares
Weiss Group	May 04, 2012	108,750	0	750,000 Shares
Weiss Group	May 04, 2012	108,750	0	750,000 Shares
Weiss Group	May 07, 2012	58,000	0	400,000 Shares
Weiss Group	May 07, 2012	58,000	0	400,000 Shares
Weiss Group	May 08, 2012	46,148	0	318,921 Shares
Weiss Group	May 08, 2012	46,148	0	318,922 Shares
Weiss Group	May 09, 2012	59,542	0	425,301 Shares
Weiss Group	May 09, 2012	59,542	0	425,301 Shares
Weiss Group	May 10, 2012	84,809	0	605,777 Shares
Weiss Group	May 10, 2012	84,809	0	605,778 Shares
Weiss Group	May 11, 2012	10,708	0	79,614 Shares
Weiss Group	May 11, 2012	10,708	0	79,614 Shares
Weiss Group	May 14, 2012	35,000	0	250,000 Shares
Weiss Group	May 14, 2012	35,000	0	250,000 Shares
Weiss Group	May 16, 2012	17,770	0	131,628 Shares
Weiss Group	May 16, 2012	17,770	0	131,629 Shares
Weiss Group	May 17, 2012	67,500	0	500,000 Shares
Weiss Group	May 17, 2012	67,500	0	500,000 Shares

6. Associates

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

Name and ACN/ARBN (if applicable)	Nature of association
Not applicable	

7. Addresses

The addresses of the person named in this form are as follows:

Name	Address
Weiss Asset Management LP	222 Berkeley St., 16 th Floor, Boston, MA 02116, USA
Brookdale International Partners, L.P.	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Floor, Boston, MA 02116, USA
Brookdale Global Opportunity Fund	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Floor, Boston, MA 02116, USA
BIP GP LLC	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Floor, Boston, MA 02116, USA
WAM GP LLC	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Floor, Boston, MA 02116, USA
Andrew Weiss	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Floor, Boston, MA 02116, USA



Signature

print name	Georgiy Nikitin	capacity	Chief Compliance Officer and person authorised to provide holding notifications.
sign here		date	May 17, 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 units of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting units 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 arrangements, 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.