

17 July 2012

Company Announcements Platform  
ASX Limited  
Exchange Centre  
20 Bridge Street  
**SYDNEY NSW 2000**

Senior Associate  
Direct Line  
Email  
Partner  
Our Ref

Toby Yiu  
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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 dated 11 July 2012 (**Form 604**), LionGold has increased its voting power in Castlemaine from 23.33% to 24.70%.

LionGold also reports that since its most recent Form 604, the aggregate of:

1 the percentage of Castlemaine shares in respect of which acceptance instructions (in the form of acceptance forms and/or directions to custodians to accept the Offer) have been received in its institutional acceptance facility (**IAF**) as at 7.00pm (Sydney time) on 16 July 2012; and

2 the percentage of Castlemaine shares in which LionGold has a relevant interest,

has changed from 23.33% to 25.15%.

The below table provides a breakdown of the aggregate amounts between shares subject to the IAF and shares which LionGold holds a relevant interest.

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	<b>Number of Castlemaine shares</b>	<b>% of Castlemaine's issued capital</b>
<b>Shares subject to IAF</b>	1,329,000	0.45%
<b>Relevant Interest</b>	73,731,713	24.70%
<b>TOTAL</b>	75,060,713	25.15%

Shares the subject of the IAF do not at this stage constitute formal acceptances of the takeover offer and accordingly, the Castlemaine shares in which LionGold has a relevant interest (as set out in the table above and reported in the attached Form 604) do not include the Castlemaine shares which are subject to the IAF.

Yours sincerely



**HOLDING REDLICH**

Enclosures: 1

**Form 604**Corporations 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 16 July 2012

The previous notice was given to the company on 11 July 2012

The previous notice was dated 11 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	69,629,623	23.33%	73,731,713	24.70%

**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
16 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 ( <b>Offer</b> ).	2 ordinary shares in LionGold for every 9 ordinary shares in Castlemaine, subject to the terms of the Offer.	4,102,090 ordinary shares	4,102,090

#### 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.	39,818,713 ordinary shares	13.34%

## 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 **17 '07' 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 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.