

**Form 604
Corporations Act 2001
Section 671B**

Notice of change of interests of substantial holder

To: PMI Gold Corporation
ACN: 146 885 609
ASX Code: PVM

1. Details of substantial holder

Name: IOOF Holdings Limited
ACN: ACN 100 103 722

This notice is given by IOOF Holdings Limited on behalf of itself and its subsidiaries.

There was a change in the interest of the substantial holder on: 17/01/2014
The previous notice was given to the company on: 27/03/2013
The previous notice was dated: 26/03/2013

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 had a relevant interest 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	Previous notice		Present notice	
	Person's votes	Voting Power	Person's votes	Voting Power
Ordinary	25,994,207	6.28%	21,301,221	5.145%

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	Person	Nature	Consideration	Class & number (ord)	Person's votes
8/04/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 17,702.14	32,115	32,115
15/04/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 38,092.32	76,615	76,615

16/04/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 7,817.16	20,000	20,000
17/04/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 37,084.79	95,814	95,814
18/04/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 55,196.52	145,684	145,684
19/04/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 494,227.04	1,264,467	1,264,467
26/04/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 200,650.01	499,899	499,899
29/04/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 14,622.32	37,430	37,430
30/04/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	-\$ 0.00	-	-
2/05/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 66,683.14	190,105	190,105
8/05/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 337,772.21	962,945	962,945
13/05/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 46,522.44	125,056	125,056
15/05/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 23,627.91	64,000	64,000
29/05/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 198,959.52	538,914	538,914
30/05/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 51,162.30	138,357	138,357
31/05/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 42,906.51	115,750	115,750
3/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 105,854.12	286,723	286,723
11/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 166,390.26	447,550	447,550
12/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 375,671.69	1,000,000	1,000,000
13/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 48,642.74	130,000	130,000
20/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 23,333.75	61,540	61,540
28/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 16,203.17	54,000	54,000
1/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 10,103.09	32,144	32,144
5/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 50.38	153	153
8/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 49.72	151	151
15/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 51.37	156	156
16/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 7,045.15	21,396	21,396
23/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 180,594.17	477,598	477,598

24/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 301,768.40	770,092	770,092
19/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 0.01	-	-
27/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 139,909.24	332,386	332,386
2/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 25,676.44	62,488	62,488
3/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 24,989.55	61,796	61,796
4/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,202.64	3,000	3,000
5/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 5,441.30	14,004	14,004
9/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 32,829.06	89,500	89,500
11/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 41,309.60	114,497	114,497
12/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 59,266.10	165,000	165,000
19/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 3,607.92	10,000	10,000
20/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 21,407.01	60,000	60,000
31/10/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ -	-	-
12/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 124,544.69	380,500	380,500
13/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 22,783.47	69,500	69,500
14/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 102,531.01	317,819	317,819
18/12/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 419,076.00	- 1,050,000	- 1,050,000
19/12/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 548,790.62	- 1,372,000	- 1,372,000
14/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 103,928.85	- 274,100	- 274,100
15/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,343,770.21	- 3,528,250	- 3,528,250
16/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 208,162.92	- 543,750	- 543,750
17/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 491,645.96	- 1,270,250	- 1,270,250

4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder	Registered holder of securities	Person Entitled to be holder	Nature of relevant interest	Class & Number (Ord)	Person's votes
Perennial Investment Partners Limited (ACN 087 901 620)	State Street		Investment Manager	4,171,973	4,171,973
Perennial Investment Partners Limited (ACN 087 901 620)	NAB Asset Servicing		Investment Manager	8,282,782	8,282,782
Perennial Investment Partners Limited (ACN 087 901 620)	JP Morgan		Investment Manager	1,184,784	1,184,784
Perennial Investment Partners Limited (ACN 087 901 620)	Citigroup		Investment Manager	2,688,692	2,688,692
Perennial Investment Partners Limited (ACN 087 901 620)	BNP		Investment Manager	4,972,990	4,972,990

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name & ACN	Nature of association
Not applicable	

6. Addresses

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

Name	Address
PMI Gold Corporation	408 – 837 West Hastings St Vancouver Canada V6C 3N6
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
Perennial Investment Partners Limited	Level 24, 303 Collins St Melbourne VIC 3000