

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company
Name/Scheme

CASTLEMAINE GOLDFIELDS LTD

ACN/ARSN

ACN 073 531 326

1. Details of substantial holder (1)

Name

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

ACN/ARSN (if applicable)

N/A

The holder ceased to be a substantial holder on

August 2, 2012

The previous notice was given to the company on

July 26, 2012

The previous notice was dated

July 25, 2012

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
Jul 26, 2012	Weiss Group	Acquisition of further Fully Paid Ordinary Shares ("Shares")	128,000.00	640,000 Shares	640,000
Jul 26, 2012	Weiss Group	Acquisition of further Shares	272,000.00	1,360,000 Shares	1,360,000
Aug 2, 2012	Weiss Group	Disposition of relevant interest in Shares as a result of acceptance of takeover offer of LionGold Corp Limited ("LionGold")	See terms of LionGold's bidder's statement dated 13 June 2012 ("Offer")	21,239,741 Shares	21,239,741
Aug 2, 2012	Weiss Group	Disposition of relevant interest in Shares as a result of acceptance of takeover offer of LionGold	See terms of Offer	36,462,602 Shares	36,462,602

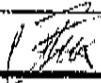
3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
N/A	

4. Addresses	
The addresses of persons named in this form are as follows:	
Name	Address
Weiss Asset Management LP	222 Berkeley St., 16 th Fl., Boston, MA 02116, USA
Brookdale International Partners, L.P.	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Fl., Boston, MA 02116, USA
Brookdale Global Opportunity Fund	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Fl., Boston, MA 02116, USA
BIP GP LLC	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Fl., Boston, MA 02116, USA
WAM GP LLC	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Fl., Boston, MA 02116, USA
Andrew Weiss	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Fl., Boston, MA 02116, USA

Signature

print name Georgiy Nikitin capacity Chief Compliance Officer and person authorised to provide holding notifications.
 sign here  date August 2, 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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.