

MinterEllison

L A W Y E R S

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To Company announcements office
ASX

Facsimile 1300 135 638

Company Secretary
Castlemaine Goldfields Limited

Facsimile +61 3 5327 2556

From Henry Wong
Email: henry.wong@minterellison.com

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Our Ref SSE:HLW:20-6202037

Date 29 June 2012

Number of pages (including this one): 4

Subject Notice of change of interests of substantial holder

Please find attached a notice of change of interests of substantial holder in relation to units 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

If you do not receive all pages please telephone +61 2 9921 8536

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Form 604

Corporations Act 2001

Section 871B

Notice of change of interest of 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. ("BIP"), Brookdale Global Opportunity Fund ("BGO"), BIP GP LLC, WAM GP LLC and Andrew Weiss ("Weiss Group")

ACN/ARSN (if applicable) Not applicable

There was a change in the interests of the substantial holder on June 28, 2012

The previous notice was given to the company on June 05, 2012

The previous notice was dated June 04, 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) |
| Fully Paid Ordinary Shares ("Shares") | 26,716,629 | 8.9 % | 30,304,129 | 10.2 % |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, relevant interests of the substantial shareholder 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 |
|----------------|--|-------------------------------|---|---|-------------------------|
| Jun 06, 2012 | Weiss Group | Acquisition of further Shares | 5,452.00 | 37,600 Shares | 37,600 |
| Jun 06, 2012 | Weiss Group | Acquisition of further Shares | 11,585.50 | 79,900 Shares | 79,900 |
| Jun 08, 2012 | Weiss Group | Acquisition of further Shares | 23,200.00 | 160,000 Shares | 160,000 |
| Jun 08, 2012 | Weiss Group | Acquisition of further Shares | 49,300.00 | 340,000 Shares | 340,000 |
| Jun 20, 2012 | Weiss Group | Acquisition of further Shares | 90,950.43 | 586,777 Shares | 586,777 |
| Jun 20, 2012 | Weiss Group | Acquisition of further Shares | 193,269.81 | 1,246,902 Shares | 1,246,902 |
| Jun 21, 2012 | Weiss Group | Acquisition of further Shares | 18,169.56 | 117,223 Shares | 117,223 |
| Jun 21, 2012 | Weiss Group | Acquisition of further Shares | 38,610.19 | 249,098 Shares | 249,098 |
| Jun 28, 2012 | Weiss Group | Acquisition of further Shares | 44,352.00 | 246,400 Shares | 246,400 |
| Jun 28, 2012 | Weiss Group | Acquisition of further Shares | 94,248.00 | 523,600 Shares | 523,600 |

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 |
|--|---|---|--|--------------------------------|----------------|
| Weiss Asset Management LP | HSBC Custody Nominees (Australia) Limited | BIP in respect of 17,831,817 fully paid Shares and BGO in respect of 12,472,312 fully paid Shares | Relevant interest holder under sections 608(1)(b) and 608(1)(c) of the Corporations Act as investment manager of BIP and BGO | 30,304,129 Shares | 30,304,129 |
| WAM GP LLC | HSBC Custody Nominees (Australia) Limited | BIP in respect of 17,831,817 fully paid Shares and BGO in respect of 12,472,312 fully paid Shares | Relevant interest holder under sections 608(1)(b) and 608(1)(c) of the Corporations Act as general partner of Weiss Asset Management LP. | 30,304,129 Shares | 30,304,129 |
| BIP GP LLC | HSBC Custody Nominees (Australia) Limited | BIP in respect of 17,831,817 fully paid Shares and BGO in respect of 12,472,312 fully paid Shares | Relevant interest holder under sections 608(1)(b) and 608(1)(c) of the Corporations Act as general partner of BIP and through the relevant interests held by its associate WAM GP LLC. | 30,304,129 Shares | 30,304,129 |
| Brookdale International Partners, L.P. ("BIP") | HSBC Custody Nominees (Australia) Limited | BIP in respect of 17,831,817 fully paid Shares and BGO in respect of 12,472,312 fully paid Shares | 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 BGO. | 30,304,129 Shares | 30,304,129 |
| Brookdale Global Opportunity Fund ("BGO") | HSBC Custody Nominees (Australia) Limited | BIP in respect of 17,831,817 fully paid Shares and BGO in respect of 12,472,312 fully paid Shares | 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 BIP. | 30,304,129 Shares | 30,304,129 |
| Andrew Weiss | HSBC Custody Nominees (Australia) Limited | BIP in respect of 17,831,817 fully paid Shares and BGO in respect of 12,472,312 fully paid Shares | Relevant interest holder under sections 608(1)(b) and 608(1)(c) and 608(3) of the Corporations Act through his control of WAM GP LLC and BIP GP LLC. | 30,304,129 Shares | 30,304,129 |

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 (if applicable) | Nature of association |
|------------------------------|-----------------------|
| (Not applicable) | |

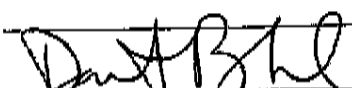
6. Addresses

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 Daniel Bradford capacity General Counsel and person authorised to provide holding notifications.

sign here  date June 28, 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 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 section 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 association 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 associate since the last substantial holding notice.