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À/To:	Australlan Stock Exchange.	De/From:	Sylvie Richard
Fax:	+61 2 9778 0999	Pages:	5
Tel:		Date:	June 10, 2014
Objet/Re:	Notice of changes of interests of substantial holder	CC:	

☐ Urgent ☐ Pour révisions /For Review ☐ Commentaires/Please Comment ☐ Réponse/ Please Reply ☐ Recycler Please Recycle

● Commentaires/Comments:

Please find attached copy of Form 604 as required by the Australlan Securities and Investment Commission.

Best Regards,

Sylvie Richard

Si un problème survenait lors de la transmission, prière de m'en aviser. If you have not received the complete document, please call me.

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Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Goodman Fielder Limited
 ACN/ARSN 116 399 430

1. Details of substantial holder (1)

Name Letko, Brosseau & Associates Inc.
 ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 10/06/14
 The previous notice was given to the company on 07/11/13
 The previous notice was dated 08/11/13

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 (6)
Common stock	140,767,467	7.20%	120,927,130	6.18%

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
	See Annexure "A" to	this notice			

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
Letko, Brosseau & Associates Inc.	National Nominees Limited	National Nominees Limited	Power to exercise voting rights pursuant to position held as manager under investment mandate	29,764,300 common stock	29,764,300
	Chase Nominees LTD	Chase Nominees LTD		199,800 common stock	199,800
	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited		90,963,030 common stock	90,963,030

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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

6. Addresses

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

Name	Address
Letko, Brosseau & Associates Inc.	1800 McGill College Avenue., Suite 2510, Montreal, QC H3A 3J8

Signature

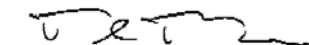
print name DANIEL BROUSSEAU capacity PRESIDENT
 sign here  date 6/6/14

- (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 606 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.

ANNEXURE "A"

This is Annexure A referred to in Form 604, Notice of change of interests of substantial holder


Daniel Brosseau, President
Letko Brosseau & Associates Inc.

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
8-Nov-13	Letko, Brosseau & Associates Inc.	BUY	1,827.56	2,500	2,500
11-Nov-13	Letko, Brosseau & Associates Inc.	SELL	-7,335.30	-10,000	-10,000
13-Nov-13	Letko, Brosseau & Associates Inc.	SELL	-78,313.08	-100,000	-100,000
15-Nov-13	Letko, Brosseau & Associates Inc.	BUY	1,827.56	2,500	2,500
19-Nov-13	Letko, Brosseau & Associates Inc.	SELL	-22,899.92	-32,000	-32,000
20-Nov-13	Letko, Brosseau & Associates Inc.	BUY	85,717.04	118,000	118,000
22-Nov-13	Letko, Brosseau & Associates Inc.	SELL	-21,629.53	-29,750	-29,750
26-Nov-13	Letko, Brosseau & Associates Inc.	SELL	-5,816.35	-8,825	-8,825
26-Nov-13	Letko, Brosseau & Associates Inc.	SELL	-152,919.36	-234,817	-234,817
26-Nov-13	Letko, Brosseau & Associates Inc.	BUY	29,759.40	45,000	45,000
26-Nov-13	Letko, Brosseau & Associates Inc.	BUY	6,759.50	10,000	10,000
27-Nov-13	Letko, Brosseau & Associates Inc.	BUY	70,277.45	104,000	104,000
2-Dec-13	Letko, Brosseau & Associates Inc.	BUY	155,421.29	230,000	230,000
6-Dec-13	Letko, Brosseau & Associates Inc.	BUY	1,292.58	2,000	2,000
10-Dec-13	Letko, Brosseau & Associates Inc.	BUY	181,974.21	249,000	249,000
10-Dec-13	Letko, Brosseau & Associates Inc.	SELL	-17,251.43	-26,800	-26,800
11-Dec-13	Letko, Brosseau & Associates Inc.	SELL	-157,010.84	-255,150	-255,150
11-Dec-13	Letko, Brosseau & Associates Inc.	BUY	8,697.36	14,000	14,000
12-Dec-13	Letko, Brosseau & Associates Inc.	BUY	17,804.90	28,000	28,000
12-Dec-13	Letko, Brosseau & Associates Inc.	BUY	126,592.68	200,000	200,000
16-Dec-13	Letko, Brosseau & Associates Inc.	SELL	-103,147.89	-162,917	-162,917
16-Dec-13	Letko, Brosseau & Associates Inc.	BUY	255,349.68	400,000	400,000
17-Dec-13	Letko, Brosseau & Associates Inc.	BUY	47,089.89	73,500	73,500
18-Dec-13	Letko, Brosseau & Associates Inc.	SELL	-16,946.32	-27,200	-27,200
19-Dec-13	Letko, Brosseau & Associates Inc.	SELL	-55,507.31	-85,567	-85,567
19-Dec-13	Letko, Brosseau & Associates Inc.	BUY	81,412.50	125,000	125,000
20-Dec-13	Letko, Brosseau & Associates Inc.	BUY	11,485.43	17,500	17,500
20-Dec-13	Letko, Brosseau & Associates Inc.	SELL	-916.28	-1,417	-1,417
23-Dec-13	Letko, Brosseau & Associates Inc.	SELL	-285,186.50	-437,608	-437,608
24-Dec-13	Letko, Brosseau & Associates Inc.	SELL	-1,575.03	-2,408	-2,408
30-Dec-13	Letko, Brosseau & Associates Inc.	BUY	4,354.35	6,500	6,500
31-Dec-13	Letko, Brosseau & Associates Inc.	BUY	155,506.81	226,500	226,500
6-Jan-14	Letko, Brosseau & Associates Inc.	BUY	13,989.11	20,000	20,000
7-Jan-14	Letko, Brosseau & Associates Inc.	SELL	-758.05	-1,133	-1,133
7-Jan-14	Letko, Brosseau & Associates Inc.	BUY	2,014.02	3,000	3,000
8-Jan-14	Letko, Brosseau & Associates Inc.	BUY	3,997.98	6,000	6,000
9-Jan-14	Letko, Brosseau & Associates Inc.	BUY	8,016.40	12,000	12,000
10-Jan-14	Letko, Brosseau & Associates Inc.	BUY	50,350.80	75,000	75,000
10-Jan-14	Letko, Brosseau & Associates Inc.	BUY	4,028.04	6,000	6,000
10-Jan-14	Letko, Brosseau & Associates Inc.	SELL	-4,831.06	-7,225	-7,225
13-Jan-14	Letko, Brosseau & Associates Inc.	SELL	-81,144.91	-123,850	-123,850
15-Jan-14	Letko, Brosseau & Associates Inc.	BUY	3,985.94	6,000	6,000
17-Jan-14	Letko, Brosseau & Associates Inc.	SELL	-257,259.54	-380,000	-380,000
20-Jan-14	Letko, Brosseau & Associates Inc.	BUY	17,028.80	25,000	25,000
20-Jan-14	Letko, Brosseau & Associates Inc.	SELL	-18,826.22	-29,200	-29,200
21-Jan-14	Letko, Brosseau & Associates Inc.	SELL	-16,142.00	-23,950	-23,950
21-Jan-14	Letko, Brosseau & Associates Inc.	BUY	27,927.24	41,000	41,000
23-Jan-14	Letko, Brosseau & Associates Inc.	SELL	-21,541.81	-31,900	-31,900
23-Jan-14	Letko, Brosseau & Associates Inc.	BUY	176,567.75	261,500	261,500
23-Jan-14	Letko, Brosseau & Associates Inc.	BUY	2,025.63	3,000	3,000
24-Jan-14	Letko, Brosseau & Associates Inc.	Note 1	-	-1,983	-1,983
28-Jan-14	Letko, Brosseau & Associates Inc.	SELL	-5,152.26	-8,000	-8,000
28-Jan-14	Letko, Brosseau & Associates Inc.	SELL	-53,068.28	-81,400	-81,400
28-Jan-14	Letko, Brosseau & Associates Inc.	BUY	61,683.32	95,000	95,000
30-Jan-14	Letko, Brosseau & Associates Inc.	BUY	13,938.09	20,000	20,000
31-Jan-14	Letko, Brosseau & Associates Inc.	SELL	-25,620.39	-40,092	-40,092
4-Feb-14	Letko, Brosseau & Associates Inc.	SELL	-139,150.00	-216,800	-216,800
4-Feb-14	Letko, Brosseau & Associates Inc.	BUY	108,486.14	168,100	168,100
5-Feb-14	Letko, Brosseau & Associates Inc.	BUY	26,390.25	41,000	41,000

7-Feb-14	Letko, Brosseau & Associates Inc.	BUY	3,905.85	6,000	6,000
11-Feb-14	Letko, Brosseau & Associates Inc.	BUY	97,659.67	145,000	146,000
13-Feb-14	Letko, Brosseau & Associates Inc.	BUY	47,122.98	74,450	74,450
14-Feb-14	Letko, Brosseau & Associates Inc.	SELL	-2,681.25	-4,392	-4,392
19-Feb-14	Letko, Brosseau & Associates Inc.	BUY	23,159.69	37,000	37,000
25-Feb-14	Letko, Brosseau & Associates Inc.	SELL	-9,502.72	-11,880	-15,350
26-Feb-14	Letko, Brosseau & Associates Inc.	BUY	12,284.42	19,800	19,800
28-Feb-14	Letko, Brosseau & Associates Inc.	BUY	5,220.55	8,275	8,275
4-Mar-14	Letko, Brosseau & Associates Inc.	SELL	-54,067.84	-86,450	-86,450
5-Mar-14	Letko, Brosseau & Associates Inc.	BUY	122,765.23	193,000	193,000
7-Mar-14	Letko, Brosseau & Associates Inc.	BUY	50,837.03	80,000	80,000
10-Mar-14	Letko, Brosseau & Associates Inc.	BUY	10,236.27	16,000	16,000
17-Mar-14	Letko, Brosseau & Associates Inc.	SELL	-3,658.86	-5,800	-5,800
18-Mar-14	Letko, Brosseau & Associates Inc.	BUY	5,097.11	8,000	8,000
19-Mar-14	Letko, Brosseau & Associates Inc.	SELL	-50,327.53	-79,375	-79,375
24-Mar-14	Letko, Brosseau & Associates Inc.	SELL	-13,528.03	-21,850	-21,850
25-Mar-14	Letko, Brosseau & Associates Inc.	SELL	-221,103.85	-360,000	-360,000
25-Mar-14	Letko, Brosseau & Associates Inc.	BUY	23,159.69	37,000	37,000
25-Mar-14	Letko, Brosseau & Associates Inc.	SELL	-13,547.71	-21,850	-21,850
27-Mar-14	Letko, Brosseau & Associates Inc.	BUY	51,917.76	81,000	81,000
28-Mar-14	Letko, Brosseau & Associates Inc.	BUY	140,723.27	225,000	225,000
1-Apr-14	Letko, Brosseau & Associates Inc.	BUY	1,852.75	3,000	3,000
4-Apr-14	Letko, Brosseau & Associates Inc.	BUY	3,575.36	7,000	7,000
8-Apr-14	Letko, Brosseau & Associates Inc.	SELL	-33,784.75	-65,700	-65,700
24-Apr-14	Letko, Brosseau & Associates Inc.	BUY	21,492.10	40,000	40,000
2-May-14	Letko, Brosseau & Associates Inc.	SELL	-10,610.12	-15,625	-15,625
20-May-14	Letko, Brosseau & Associates Inc.	SELL	-68,384.13	-100,000	-100,000
21-May-14	Letko, Brosseau & Associates Inc.	SELL	-1,363,951.00	-2,000,000	-2,000,000
23-May-14	Letko, Brosseau & Associates Inc.	Note 1	-	-9,633	-9,633
25-May-14	Letko, Brosseau & Associates Inc.	SELL	-276,022.80	-402,208	-402,208
28-May-14	Letko, Brosseau & Associates Inc.	SELL	-8,130.31	-7,500	-7,500
29-May-14	Letko, Brosseau & Associates Inc.	SELL	-2,725,865.85	-3,992,338	-3,992,338
30-May-14	Letko, Brosseau & Associates Inc.	SELL	-16,976.20	-25,000	-25,000
30-May-14	Letko, Brosseau & Associates Inc.	SELL	-1,339,000.50	-1,656,500	-1,656,500
2-Jun-14	Letko, Brosseau & Associates Inc.	SELL	-306,690.53	-443,396	-443,396
3-Jun-14	Letko, Brosseau & Associates Inc.	SELL	-6,561,858.03	-9,643,100	-9,643,100
5-Jun-14	Letko, Brosseau & Associates Inc.	SELL	-15,398.15	-22,667	-22,667
5-Jun-14	Letko, Brosseau & Associates Inc.	SELL	-391,742.78	-576,669	-576,669
6-Jun-14	Letko, Brosseau & Associates Inc.	SELL	-524,085.39	-771,500	-771,500
10-Jun-14	Letko, Brosseau & Associates Inc.	SELL	-508,480.00	-750,000	-750,000
10-Jun-14	Letko, Brosseau & Associates Inc.	SELL	-7,267.73	-10,767	-10,767

	-19,840,337	
-13,502,752	common stock	-19,840,337

Note 1 Clients that are closing their accounts with Letko, Brosseau & Ass. Inc. and are transferring out their shares of Goodman Fielder Limited

End of Annexure A