Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

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5. Changes in association

The persons who have become associates (2) of, cassed 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
NIA	
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6. Addresses

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

Name	A	idress		
REFER	ATTACHTEN	- A		<u>. </u>
			-	

Signature

print name

THE COUNTR

capacity

DIRECTOR

sign here

1 your

date 17 / \$ 2-006

DIRECTIONS

- (T) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and mustee of an equity trust), the names could be included in an amexure 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 508 and 6718(7) of the Corporations Act 2001.
- (4) The voting shares of a company conscitute 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 6718(4) applies, a copy of any document setting our the terms of any relevant agreement, and a statement by the person glving 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 colors (indicating clearly the perticular 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. Dotails 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.
- (B) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest erises 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.

This is Annexure 'A' of two pages referred to in form 604 Notice of changes of interests of substantial holder

CHALICE GOLD MINES LTD ACN: 116 648 956

QUESTION ONE					
Name of substantial shareholder	Plato Prospecting Ply Lld (" Plato Prospecting") (ACN: 006 964 896)				
	Plato Prospecting Ply Ltd. (ACN: 008 964 896) As Trustee for the TRB Goyder Superannuation Fund ("Goyder Super Fund")				
	Grimwood Davies Pity Ltd ("Grimwood Davies") (ACN: 009 119 500)				
-	Timothy Rupert Barr Goyder ("Timothy Goyder")				
	Lotaka Pty Lid ("Lotaka") (ACN: 008 839 102)				

QUESTION TWO

•		Previous notice		Present Notice		
		Person's Votes	Voting power	Person's v <u>ote</u> s	Voling power	
ORDINARY	Plato Prospecting	3,138,613	4,32%	3,138,613	4.32%	
ORDINARY	Goyder Super Fund	284,003	0.39%	784,003	1.08%	
ORDINARY	Grimwood Davies	1,785,792	2.45%	2,285.792	3.14%	
ORDINARY	Timothy Goyder	10,000	0.01%	10,000	0.01%	
ORDINARY	Lotaka	10,000	0.01%	- 10 <u>,00</u> 0	<u>0.01%</u>	
ORDINARY	Timothy Goyder	5,228,408	7.18%	6,228.408	8.56%	
	Total					

QUESTION THREE

Dafe of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
9 August 2006	Goyder Super Fund	On market purchase _	\$0.15	32,849 ordinary	
10 August 2006	Goyder Super Fund	On morket purchase	\$0.15	175,500 ordinary	_
15 August 2006	Goyder Super Fund	On morket purchase	. \$0.16	291,651 ordinary	
15 August 2006	Grimwood Davies	On market purchase	50.16	496,257 ordinary	
16 August 2006	Grimwood Davies	On market. purchase	\$0.16	3.743 ordinary	***************************************

QUESTION FOUR

Present relevant Interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of shares	Person's votes
Plato Prospecting Pty Ltd	Plate Prospecting Pty Lld	Plato Prospecting Pty LId	Plato Prospecting is entitled to be the registered holder of 3,138,613 ordinary shares. Timothy Goyder has a relevant Interest in these shares by virtue of the Corporations Act 2001 as he is the sole director of Plato Prospecting and he owns 100% of the issued capital of Plato Prospecting.	3.138.613 Ordinary	3,138,613 Ordinary
Goyder Super Fund	Goydar Super Fund	Goyder Super Fund	Plato Prospecting ATF Gayder Super Fund is entitled to be the registered holder of 784,003 ordinary shares. Timothy Goyder has a relevant interest in these shares by virtue of the Corporations Act 2001 as he is the sole director of Plato Prospecting and he owns 100% of the issued capital of Plato Prospecting. Timothy Goyder is a beneficiary under the Goyder Superannuation Fund.	784,003 Ordinary	784,003 Ordinary
Grimwood Davies Pty .td	Grimwood Davies Pty Ltd	Grimwood Davies Pty Lid	Grirmwood Davies Pty Ltd is entitled to be the registered holder of 2,285,792 ordinary shares. Timothy Goyder has a relevant interest in these shares by virtue of the Corporations Act 2001 as he is the sole director of Grimwood Davies and he	2.285,7922 Ordinary	2,285,792 Ordinary

QUESTION FIVE

Lolaka

Imothy

Goyder

Lotaka

Timothy

Goyder

Lotaka

Timothy

Goyder

Changes in Association	Name & ACN	Nature of Association
Not applicable		

owns 100% of the Issued capital of Grimwood

Lotaka is entitled to be the registered holder of

Lotaka is entitled to be the registered holder of

Timothy Goyder has a relevant interest in these shares by virtue of the Corporations Act 2001 as he is the sole director of Lotaka and he owns 100% of

10,000

10,000

Ordinary

Ordinary

10,000 Ordinary

10,000

Ordinary

Davies.

10,000 shares.

10,000 shares.

the issued capital of Lotaka.

The addresses of persons named in t	ihls torm are:
Name	Address
Plata Prospecting	24 Saunders Street MOSMAN PARK WA 6012
Gayder Super Fund	24 Saunders Street MOSMAN PARK WA 6012
Grimwood Davies	170 Kewdale Road KEWDALE WA 4105
Lotaka	24 Saunders Street MOSMAN PARK WA 6012
 Timothy Goyder	24 Sounders Street MOSMAN PARK WA 6072

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Signature						
	Name	Timothy R B Goyder		VII.		
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	şign here	Ill horas	do	ate	17 /8/2006	
		in his capacity as director of	I Proto Prospecting Pty Ltcl	Grimv	vood Dovles Ptv Ltd and	Lotaka Ply Ltd
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