

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To: Company Name/Scheme CHALICE GOLD MINES LTDACN/ARSN 116 648 956**1. Details of substantial holder (1)**Name TIMOTHY R B GOYDER

ACN/ARSN (if applicable)

The holder became a substantial holder on 26/6/2006**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
<u>REFER ANNEXURE A</u>			

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
<u>REFER ANNEXURE A</u>		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
<u>REFER ANNEXURE A</u>			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
<u>REFER ANNEXURE A</u>				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
REFER ANNEXURE A	

7. Addresses

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

Name	Address
REFER ANNEXURE A	

Signature

print name **TIM GOYDER** capacity **DIRECTOR**

sign here  date **3/07/06**

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 7 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 608 and 671 B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

**This is Annexure 'A' of two pages referred to in Form 603
Notice of Initial Substantial Holder**

**CHALICE GOLD MINES LIMITED
ACN 116 648 956**

Question One

Details of substantial holder:

Plato Prospecting Pty Ltd ("Plato Prospecting") (ACN: 008 964 896)

Plato Prospecting Pty Ltd (ACN: 008 964 896) As Trustee for the TRB Goyder Superannuation Fund ("Goyder Super Fund")

Grimwood Davies Pty Ltd ("Grimwood Davies") (ACN: 009 119 500)

Timothy Rupert Barr Goyder ("Timothy Goyder")

Lotaka Pty Ltd ("Lotaka") (ACN: 008 839 192)

ACN/ARSN (if applicable)

Question Two

Details of voting power

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Shares	5,228,408	5,228,408	7.18%

Question Three

Details of relevant interests

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Plato Prospecting Pty Ltd	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
Goyder Super Fund	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.	284,003 ordinary
Grimwood Davies Pty Ltd	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 owns 100% of the issued capital of Grimwood Davies.	1,785,792 ordinary
Lotaka Pty Ltd	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 the issued capital of Lotaka.	10,000 ordinary
Timothy Goyder		10,000 ordinary

Question Four

Details of present registered holders			
Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Plato Prospecting Pty Ltd	Plato Prospecting is entitled to be the registered holder of 3,138,613 ordinary shares.	Plato Prospecting Pty Ltd	3,138,613 ordinary
Goyder Super Fund	Plato Prospecting ATF Goyder Super Fund is entitled to be the registered holder of 284,003 ordinary shares.	Goyder Super Fund	284,003 ordinary
Grimwood Davies Pty Ltd	Grimwood Davies Pty Ltd is entitled to be the registered holder of 1,785,792 ordinary shares.	Grimwood Davies Pty Ltd	1,785,792 ordinary
Timothy Goyder	Timothy Goyder is entitled to be the registered holder of 10,000 ordinary shares.	T R B Goyder	10,000 ordinary
Lotaka Pty Ltd	Lotaka Pty Ltd is entitled to be the registered holder of 10,000 ordinary shares.	Lotaka Pty Ltd	10,000 ordinary

Question Five

Consideration				
Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Plato Prospecting Pty Ltd	21 March 2006	\$250,000	-	1,250,000 ordinary
Goyder Superfund	21 March 2006	\$10,000	-	50,000 ordinary
Grimwood Davies Pty Ltd	21 March 2006	\$150,000	-	750,000 ordinary
Timothy Goyder	21 March 2006	\$2,000	-	10,000 ordinary
Lotaka Pty Ltd	21 March 2006	\$2,000	-	10,000 ordinary
Plato Prospecting Pty Ltd	26 June 2006	-	1 st tranche of pro rata distribution of Chalice Gold Mines Limited shares from Uranium Equities Limited (previously Bullion Minerals Limited) pursuant to Uranium Equities Limited shareholder approval on 8 May 2006, representing 50% of total distribution.	1,888,613 ordinary (held in escrow for 2 years)
Goyder Superfund	26 June 2006	-	as above	234,003 ordinary (held in escrow for 2 years)
Grimwood Davies Pty Ltd	26 June 2006	-	as above	1,035,792 ordinary (held in escrow for 2 years)

Question Six

Associates	
Name and ACN/ARSN (if applicable)	Nature of Association
Refer to Question 3	

Question Seven

Addresses

The address of the persons name in this form are as follows:

Plato Prospecting Pty Ltd	24 Saunders Street, Mosman Park WA 6012
Goyder Superfund	24 Saunders Street, Mosman Park WA 6012
Grimwood Davies Pty Ltd	170 Kewdale Road, Kewdale WA 6105
Timothy Goyder	24 Saunders Street, Mosman Park WA 6012
Lotaka Pty Ltd	24 Saunders Street, Mosman Park WA 6012

Signature

Name: Timothy R G Goyder

Sign here

~~date: / / 2006~~



3/07/06

In his capacity as director of Plato Prospecting Pty Ltd, Grimwood Davies Pty Ltd & Lotaka Pty Ltd.