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## Form 603

Corporations Law  
Section 671B

### Notice of initial substantial holder

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To Company  
Name/Scheme

CHALICE GOLD MINES LIMITED

ACN/ARBN

47 116 648 956

#### 1. Details of substantial holder (1)

Name

Franklin Resources, Inc. and its affiliates

ACN (if applicable)

N/A

The holder became a substantial holder on 31 March 2010

#### 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	Persons' votes (5)	Voting power (6)
Ordinary shares	12,550,000	12,550,000	7.97%*

\*Based on shares outstanding of 157,420,537

#### 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	Name of relevant interest (7)	Class and number of securities
See Annexure B, item 1	See Annexure B, item 2	See Annexure B, item 3

#### 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
See Annexure B, item 1	See Annexure B, item 6	See Annexure B, item 8	See Annexure B, items 3,7 & 9

## 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	
See Annexure B, item 1	See Annexure B, item 4	See Annexure B, item 5	See Annexure B, item 5	See Annexure B, item 3

## 6. Associates

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

Name and ACN (if applicable)	Nature of association
The persons referred to in paragraph 1 of Annexure A are associates of Franklin Resources, Inc. by virtue of being a related body.	

## 7. Addresses

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

Name	Address
See Annexure A	See annexure A

## Signature

print name **Lori A. Weber**

Capacity: **Assistant Secretary, Franklin Resources, Inc.**

sign here

date **07 April 2010**

## Annexure A

1 Names and addresses of all associates for whom composite notice is given:

Name	Address
Franklin Resources, Inc.	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
Asia Infrastructure Mezzanine Capital Management Co., Ltd.	Unit 1607-1608, 16 <sup>th</sup> Floor, Charter House, 8 Connaught Road, Central, Hong Kong
C&EE General Partners Ltd.	St. Helier Jersey, Channel Islands
C&EE Private Equity Partners, L.P.	St. Helier Jersey, Channel Islands
Darby Asia Investors (HK), Ltd.	Unit 1607-1608, 16 <sup>th</sup> Floor, Charter House, 8 Connaught Road, Central, Hong Kong
Darby Asia Investors (India) Private Limited	Sakhar Bhavan, 1st Floor, 230 Backbay Reclamation Nariman Point, Mumbai 400-021, India
Darby Asia Investors, Ltd.	Unit 1607-1608, 16 <sup>th</sup> Floor, Charter House, 8 Connaught Road, Central, Hong Kong
Darby Asia Mezzanine Fund II Management Co. Ltd.	Georgetown, Cayman Islands
Darby Brazil Mezzanine Management LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Darby CEE Founder Partner II, LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Darby Converging Europe Founder Partner, L.P.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Darby Emerging Markets Income Investments, LLC	Georgetown, Cayman Islands
Darby Emerging Markets Income Investments, Ltd.	Georgetown, Cayman Islands
Darby Emerging Markets Investments Ltd.	Georgetown, Cayman Islands
Darby Europe Mezzanine Management	Georgetown, Cayman Islands
Darby Global SICAV Managers, LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Darby Holdings, Inc.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Darby Latin American Mezzanine Investments	Rua Jeronimo Da Veiga 45 – 4 <sup>th</sup> Floor 04536-000 Sao Paulo (Sp) Brazil
Darby Latin American Mezzanine Management II, LLC	2711 Centerville Road, Suite 400, Wilmington, Delaware 19808
Darby Overseas Investments Ltd.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Darby Overseas Partners, L.P.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Darby Private Equity Korea Ltd.	20th Floor, Korea First Bank Building, 100 Gongpyungdong, Jongno-Gu, Seoul, 110-702 Korea.
Darby Stratus Administracao De Investimentos LTDA.	Rua Jeronimo Da Veiga 45 – 4 <sup>th</sup> Floor 04536-000 Sao Paulo (SP) Brazil
Darby-DBVA Latin American Investors, Ltd.	Rua Jeronimo Da Veiga 45 – 4 <sup>th</sup> Floor 04536-000 Sao Paulo (Sp) Brazil

Darby-Hana Infrastructure Fund Management Co. Ltd.	18 <sup>th</sup> Floor, SKC Building 23-10, Youido-Dong, Youngdungpo-Gu, Seoul, S. Korea 150-734
Darby-Probanco Investors, LLC	1133 Connecticut Avenue, NW, Suite 400, Washington, DC 20036
DBVA De Mexico, S. De R.L. De C.V.	Montes Urales 770, Oficina 401, Col. Lomas De Chapultepec, Mexico, D.F. 11000
DBVA Mexico Holdings I, LLC	Montes Urales 770, Oficina 401, Col. Lomas De Chapultepec, Mexico, D.F. 11000
DBVA Mexico Holdings II, LLC	Montes Urales 770, Oficina 401, Col. Lomas De Chapultepec, Mexico, D.F. 11000
FCC Receivables Corporation	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
Fiduciary International Holding Inc.	1717 Pennsylvania Avenue N.W., Suite 630 Washington DC 20006
Fiduciary International Ireland Limited	Unit 2F, Block 71, The Plaza, Park West, Dublin 12, Ireland
Fiduciary International, Inc.	600 5 <sup>th</sup> Avenue, New York, New York 10020
Fiduciary Investment Corporation	600 5 <sup>th</sup> Avenue, New York, New York 10020
Fiduciary Investment Management International, Inc.	1133 Connecticut Avenue, NW, Suite 330, Washington D.C. 20036
Fiduciary Trust (International) S.A.	Bahnhofstrasse 22, Ch-8022 Zurich, Switzerland
Fiduciary Trust Company International	600 5 <sup>th</sup> Avenue, New York, New York 10020
Fiduciary Trust Company Of Canada	350 Seventh Avenue SW, Suite 3000, Calgary, Alberta, T2P 3N9
Fiduciary Trust International Limited	The Adelphi Building, 1-11 John Adam Street, London, WC2N 6HT
Fiduciary Trust International Of California	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
Fiduciary Trust International Of Delaware	1220 North Market Street, Wilmington, Delaware 19801
Fiduciary Trust International Of The South	200 South Biscayne Boulevard, Suite 3050, Miami, Florida 33131
Franklin Advisers Gp, LLC	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
Franklin Advisers Inc.	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
Franklin Advisory Services, LLC	One Parker Plaza, 9 <sup>th</sup> Floor, Fort Lee, NJ 07024-2938
Franklin Agency Inc.	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
Franklin Capital Corporation	47 West 200 South, Salt Lake City, UT 84104-1621
Franklin Investment Advisory Services, LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Franklin Mutual Advisers, LLC	101 John F. Kennedy Parkway, Short Hills, NJ 07028-2789
Franklin Receivables, LLC	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
Franklin SPE, LLC	47 West 200 South, Suite 500, Salt Lake City, UT 84101
Franklin Templeton Alternative Strategies, Inc.	500 E. Broward Blvd., Suite 2100, Fort Lauderdale, FL 33394-3091
Franklin Templeton AMC Limited	Century Centre, 75 Ttk Road, Chennai 600-018, India
Franklin Templeton Asset Management (India) Private Limited	Sakhar Bhavan, 1 <sup>st</sup> Floor, 230 Backbay Reclamation, Nariman Point, Mumbai, 400-021

Franklin Templeton Asset Management (Malaysia) Sdn. Bhd.	Suite 1005, 10 <sup>th</sup> Floor, Wisma Hamzah-Kwong Hing No. 1, Leboh Ampang, 50100, Kuala Lumpur, Malaysia
Franklin Templeton Asset Management Mexico, S.A. De C.V., Sociedad Operadora De Sociedades De Inversión	770 Montes Urales, Fourth Floor, Lomas de Chapultepec, 11000 Mexico, D.F.
Franklin Templeton Asset Management Sa	16-18 Avenue George V, 75008 Paris, France
Franklin Templeton Austria GmbH	4th Floor, Vienna 1010, Austria
Franklin Templeton Bank & Trust, F.S.B.	Box 17406, Salt Lake City, UT 84117
Franklin Templeton Capital Holdings Private Limited	1st Floor, Empire Tower, 26-28 Ham Nghi District 1, Ho Chi Minh City, Vietnam
Franklin Templeton Companies, LLC	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
Franklin Templeton France S.A.	16-18 Avenue George V, 75008 Paris, France
Franklin Templeton Global Investors Limited	5 Morrison Street, Edinburgh, Scotland, EH3 8BH
Franklin Templeton Holding Limited	C/O Pricewaterhouse Coopers LLP Cathedral Square, Port Louis, Mauritius
Franklin Templeton Institutional Gp, LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Franklin Templeton Institutional Suisse S.A.	Bahnhofstrasse 22, Ch-8022 Zurich, Switzerland
Franklin Templeton Institutional, LLC	600 5 <sup>th</sup> Avenue, New York, New York 10020
Franklin Templeton International Services (India) Private Limited	Franklin Templeton Park, 18-23, Financial District, Nanakramguda, Hyderabad - 500019 India
Franklin Templeton International Services S.A.	26 Boulevard Royal, L-2449 Luxembourg, Grand Duchy Of Luxembourg
Franklin Templeton Investimentos (Brasil) Ltda.	Rua Jerônimo Da Veiga, 45 - 4º Andar São Paulo-Sp, 04536-000, Brasil
Franklin Templeton Investment Management Limited	5 Morrison Street, Edinburgh, EH3 8BH
Franklin Templeton Investment Services GmbH	Mainzer Landstr. 16, D-60325 Frankfurt-Am-Main, Germany
Franklin Templeton Investment Services Mexico S. De R.L.	Montes Urales 770, Oficina 401, Lomas De Chapultepec, Mexico City C.P. 11000, Mexico
Franklin Templeton Investment Trust Management Co Ltd (Korea)	3rd Floor, Ccmm Building 12 Youido-Dong, Youngdungpo-Gu, Seoul, South Korea 150-968
Franklin Templeton Investments (Asia) Limited	17 <sup>th</sup> Floor, Chater House, 8 Connaught Road Central, Hong Kong
Franklin Templeton Investments Australia Ltd.	Level 25, 360 Collins Street, Melbourne, Victoria 3000, Australia
Franklin Templeton Investments Corp	5000 Yonge Street Suite 900, Toronto, Ontario M2N 0A7, Canada
Franklin Templeton Investments Japan Limited	Kanematsu Building, 6 <sup>th</sup> Floor, 14-1, Kyobashi 2-Chome, Chuo-Ku, Tokyo 104-0031, Japan
Franklin Templeton Investments Poland Sp.Z.O.O	Rondo ONZ 1, 00-124 Warszawa
Franklin Templeton Investor Services, LLC	10600 White Rock Road, Rancho Cordova, Ca 95670-6032
Franklin Templeton Italia SIM S.P.A	C.So Italia, N.1, 20122 Milano, Italy

Franklin Templeton Luxembourg Holding S.A.	26 Boulevard Royal, L-2449 Luxembourg Grand Duchy Of Luxembourg
Franklin Templeton Magyarország Kft. (Also Known As Franklin Templeton Hungary L.L.C.)	Bank Center, Citibank Tower, Szabadsag ter 7, 1054 Budapest, Hungary
Franklin Templeton Management Luxembourg SA	26 Boulevard Royal, L-2449 Luxembourg, Grand Duchy Of Luxembourg
Franklin Templeton Portfolio Advisors, Inc.	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
Franklin Templeton Services Limited	The Sweepstakes Centre, Block C, Ballsbridge, Dublin 4, Ireland
Franklin Templeton Services, LLC	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
Franklin Templeton Strategic Investments, Ltd.	P.O. Box 309GT, Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands.
Franklin Templeton Switzerland Ltd.	Bahnhofstrasse 22, Ch-8022 Zurich, Switzerland
Franklin Templeton Travel, Inc.	One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403
Franklin Templeton Trustee Services Private Limited	Sakhar Bhavan, 1st Floor, 230 Backbay Reclamation, Nariman Point, Mumbai 400-021 India
FS Capital Group	1800 Gateway Drive, San Mateo, CA 94404
FS Properties, Inc	1800 Gateway Drive, San Mateo, CA 94404
FT Opportunistic Distressed Fund Ltd.	Maples Corporate Services Limited, PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands.
FTCI (Cayman) Ltd.	11 Dr. Roy's Drive, Grand Cayman, Cayman Islands
Iti Capital Markets Limited	Century Centre, 75 Ttk Road, Chennai, India 600018
Massmutual/Darby CBO IM, Inc.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Mutual Recovery Fund, Ltd.	P.O. Box 309GT, Uglan House, George Town, Grand Cayman, Cayman Islands, KY1-1104.
Riva Financial Systems Limited	Old Chapel, Union Mills, Main Road Braddan, Isle Of Man Im4 4ad
Templeton Asset Management (Labuan) Limited	Lot H, Level 7, Wisma Oceanic, Jalan Okk Awang Besar, 87007 Federal Territory Of Labuan, Malaysia
Templeton Asset Management Ltd.	7 Temasek Boulevard, #38-03 Suntec Tower One, Singapore, 038987
Templeton China Research Limited	701b Citigroup Tower, 33 Hua Yuan Shi Qiao Road, Pudong Shanghai 200120 P.R. China
Templeton Do Brasil Ltda.	Rua Lauro Muller 116, Sala 2404, Rio De Janeiro, RJ, Brazil
Templeton Franklin Global Distributors Limited	Appleby, Spurling & Kempe, 41 Cedar House Avenue, P.O. Box Hm 1179, Hamilton Hm Ex, Bermuda

Templeton Global Advisors Limited	P.O. Box N-7759, Lyford Cay, Nassau, Bahamas
Templeton Global Holdings Ltd.	P.O. Box N-7759, Lyford Cay, Nassau, Bahamas
Templeton Heritage Limited	One Financial Place, 1 Adelaide Street East, Suite 2101, Toronto, Ontario, Canada M5C 3B8
Templeton International, Inc.	500 E.Broward Blvd., Fort Lauderdale, FL 33394-3091
Templeton Investment Counsel, LLC	500 E.Broward Blvd., Fort Lauderdale, FL 33394-3091
Templeton Restructured Investments III, Ltd.	500 E.Broward Blvd., Fort Lauderdale, FL 33394-3091
Templeton Restructured Investments, Ltd.	500 E.Broward Blvd., Fort Lauderdale, FL 33394-3091
Templeton Worldwide Inc.	500 E.Broward Blvd., Fort Lauderdale, FL 33394-3091
Templeton/Franklin Investment Services, Inc.	26515 Carmel Rancho Blvd., Carmel, CA 93923
Franklin Templeton Financial Services Corp.	600 Fifth Avenue, New York, NY 10020
Franklin/Templeton Distributors, Inc.	One Franklin Parkway, San Mateo, CA 94403

This is the annexure of 5 pages marked Annexure A signed by me and dated 07 April 2010.

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Lori A. Weber, Assistant Secretary

**ANNEXURE B  
DETAILS OF ENTITLEMENTS AND RELEVANT INTERESTS**

<b>1. Holder of Relevant Interest</b>	<b>2. Nature of Relevant Interest</b>	<b>3. Class &amp; Number of Shares (Ords)</b>	<b>4. Date of Acquisition</b>	<b>5. Consideration in CAD\$</b>
Franklin Advisers, Inc.	Private Placement	12,550,000	03/31/2010	0.36

<b>6. Registered Holder of Shares</b>	<b>7. Class of Shares</b>	<b>Number of Shares</b>
NATIONAL AUSTRALIA BANK	Ordinary	12,550,000

<b>8. Person entitled to be registered as holder</b>	<b>9. Class of shares</b>	<b>Number of Shares</b>
<b>MUTUAL FUNDS</b>		
Frk Gold & Precious Metal	Ordinary	12,550,000

**NOTES**

**1. Nature of Relevant Interest:**

- Except as provided below, the relevant interest of each of FRI and the bodies corporate referred to in paragraph 1 of Annexure A was acquired by virtue of an associate of, or related body corporate each of FRI and the bodies corporate referred to in paragraph 1 of Annexure A, acquiring a relevant interest in voting shares of the company.
- The nature of the relevant interest acquired by the bodies corporate referred to in item 1 of Annexure B in relation to the voting shares referred to in item 3 of Annexure B arose by virtue of those companies having the right to dispose of the shares in the company as a result of the Investment Management Agreements set out below:

[Investment Management Agreement between Franklin Advisers, Inc. and Frk Gold & Precious Metal](#)

- Particulars of any relevant agreement or other circumstances by which the relevant interest was acquired: the interests were acquired in the ordinary course of business on the stock market of a stock exchange in accordance with the rules of the stock exchange and containing no terms or conditions other than the standard terms or conditions.
- Particulars of 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 shares to which the relevant interests relates: not applicable.

**2. Consideration**

Details of any and all benefits other than money, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition: not applicable.



This is the annexure of 2 pages marked Annexure B referred to in the Form 603 - Initial Substantial Shareholder Notice signed by me and dated 07 April 2010.

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Lori A. Weber, Assistant Secretary