

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>CHALICE GOLD MINES LIMITED</b>
<b>ABN</b>	<b>47 116 648 956</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Tim R B Goyder
<b>Date of last notice</b>	23 February 2012

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Plato Prospecting Pty Ltd (ACN 008 964 896) as trustee for TRB Goyder Superannuation Fund. Tim Goyder is the sole Director and Shareholder of Plato Prospecting Ltd and a member of the TRB Goyder Superannuation Fund.  Lotaka Pty Ltd (ACN 008 839 192). Tim Goyder is the sole Director and Shareholder of Lotaka Pty Ltd.
<b>Date of change</b>	23 – 28 May 2012
<b>No. of securities held prior to change</b>	29,699,342 ordinary shares  2,500,000 unlisted share options, with an exercising price of 50 cents, vesting on the achievement of obtaining sufficient finance (either debt or equity) for the development of the Koka Gold Mine, expiring 30 November 2014.
<b>Class</b>	Ordinary shares

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+ See chapter 19 for defined terms.

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<b>Number acquired</b>	4,025,000 ordinary shares
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	277,000 ordinary shares acquired at 19.82 cents per share (for a total of \$54,901.40).  3,650,000 ordinary shares were acquired for 20 cents per share (for a total of \$730,000).  98,000 ordinary shares were acquired for 19.93 cents per share (for a total of \$19,531.40).
<b>No. of securities held after change</b>	33,724,342 ordinary shares  2,500,000 unlisted share options, with an exercising price of 50 cents, vesting on the achievement of obtaining sufficient finance (either debt or equity) for the development of the Koka Gold Mine, expiring 30 November 2014.
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market purchase

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A

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<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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<sup>+</sup> See chapter 19 for defined terms.