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**Form 604**

**Corporations Law  
Section 671B**

**Notice of change of interests of 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

There was a change in the interests of  
the substantial holder on 05/23/2011  
The previous notice was given to the  
company on 05/28/2010  
The previous notice was dated 05/28/2010

**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<br>(4) | Previous notice |                  | Present notice    |                  |
|----------------------------|-----------------|------------------|-------------------|------------------|
|                            | Person's votes  | Voting Power (5) | Person's<br>votes | Voting Power (5) |
| Ordinary Shares            | 26,663,150      | 14.89%           | 31,107,008        | 12.44%*          |

\*Based on shares outstanding of 250,030,886

**Note: The purpose of this disclosure is due to an increase in the outstanding shares.**

**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 association 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 B, item 1 | See Annexure B, item 2                 | See Annexure B, item 3 | See Annexure B, item 4                       | See Annexure B, item 5                  | See Annexure B, item 6  |

#### 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         |
|-----------------------------|---------------------------------|--|---------------------------------|---------------------------------|------------------------|
| See Annexure B, item 7      | See Annexure B, item 9          | See Annexure B, item 12                        | See Annexure B, item 3          | See Annexure B, item 8, 10 & 13 | See Annexure B, item 8 |

#### 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 (if applicable) | Nature of association |
|------------------------------|-----------------------|
| <b>NOT APPLICABLE</b>        |                       |

#### 6. 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 **May 24, 2011**

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**Annexure A**

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

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| <b>Name</b>   | <b>Address</b>   |
|---|--|
| Franklin Resources, Inc.                                    | One Franklin Parkway, Building 910, First Floor, San Mateo, California 94403                                   |
| Algebra Capital Limited                                     | Level 7, Gate Precinct Building 3, Unit 5, Dubai International Financial Centre, Sheikh Zayed Road, Dubai, UAE |
| Asian 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 Partner 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 Investments Ltd.                     | Georgetown, Cayman Islands   |
| Darby Europe Mezzanine Management                           | Georgetown, Cayman Islands   |
| 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-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   |
| 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  |

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|---|--|
| 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 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 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 Chapultapec, 11000 Mexico, D.F.                                      |
| 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, 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   |

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| 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 Magyarorszag 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  |

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| Mutual Recovery Fund, Ltd.   | P.O. Box 309GT, Uglan House, George Town, Grand Cayman, Cayman Islands, KY1-1104.                    |
| Rensburg Fund Management Limited                                   | Quayside House Canal Wharf, Leeds, LS11 5PU  |
| Riva Financial Systems Limited                                     | Old Chapel, Union Mills, Main Road<br>Braddan, Isle Of Man Im4 4ad                                   |
| Templeton Asset Management (Labuan) Limited                        | Lot H, Level 7, Wisma Oceanic, Jalan Okk Awang Besar,<br>87007 Federal Territory Of Labuan, Malaysia |
| Templeton Asset Management Ltd.                                    | 7 Temasek Boulevard, #38-03 Suntec Tower One,<br>Singapore, 038987                                   |
| Templeton China Research Limited                                   | 701b Citigroup Tower, 33 Hua Yuan Shi Qiao Road,<br>Pudong Shanghai 200120 P.R. China                |
| Templeton Do Brasil Ltda.  | Rua Lauro Muller 116, Sala 2404, Rio De Janeiro, RJ,<br>Brazil                                       |
| Templeton Franklin Global Distributors Limited                     | Appleby, Spurling & Kempe, 41 Cedar House Avenue,<br>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 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  |
| Darby Colpatria Capital SAS  | 1133 Connecticut Ave., NW, Suite 400<br>Washington, DC 20036   |
| LSIMC, LLC   | One Franklin Parkway, Building 910, First Floor, San<br>Mateo, California 94403                      |
| Darby Latin American<br>Investors, Ltd.                            | PO Box 309GT, Uglan House, South Church Street,<br>George Town, Grand Cayman, Cayman Islands         |
| Darby Private Equity Brasil Administracao<br>De Investimentos Ltda | Av. Brigadeiro Faria Lima, 3311, 5th floor, Itaim Bibi, São<br>Paulo                                 |
| DLAMF II Special<br>Company, LLC                                   | Corporation Service Company, 2711 Centerville Road,<br>Suite 400, Wilmington, Delaware 19808         |
| Franklin Templeton<br>Investment Management GmbH                   | St. Helier Jersey, Channel Islands   |

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| Darby Asia Founder Partner, L.P.                  | M&C Corporate Services Limited, P.O. Box 309GT, Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands |
| Templeton Restructured Investments, L.L.C.        | 1013 Centre Road, Wilmington, DE 19805  |
| TSEMF III (Jersey) Limited                        | Whiteley Chambers, Don Street, St Helier, Jersey, JE4 9WG   |
| Franklin Templeton GSC Asset Management Sdn. Bhd. | Suite 31-02, 31st Floor, Menara Keck Seng, 203 Jalan Bukit Bintang, 55100, Kuala Lumpur, Malaysia                           |
| Franklin Templeton Slovakia, s.r.o.               | Karadžičova 8/a, Bratislava, 821 08, Slovak Republic  |
| FTC Investor Services Inc.                        | 350 Seventh Avenue SW, Suite 3000, Calgary, Alberta, T2P 3N9  |

This is the annexure of 5 pages marked Annexure A signed by me and dated May 24, 2011.

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Lori A. Weber, Assistant Secretary

**Annexure B**  
**Details of Entitlement and Relevant Interests**

| 1. Date of Change | 2. Person Whose Relevant Interest Changed | 3. Nature of Change | 4. Consideration in AUD\$ | 5. Class and Number of Securities affected | 6. Persons votes effected |
|-------------------|---|---------------------|---------------------------|--|---------------------------|
|-------------------|---|---------------------|---------------------------|--|---------------------------|

|            |                        |              |      |           |           |
|------------|------------------------|--------------|------|-----------|-----------|
| 09/08/2010 | Franklin Advisers, Inc | Rights Issue | 0.42 | 4,443,858 | 4,443,858 |
|            |                        |              |      |           |           |

|                                       |                          |
|---------------------------------------|--------------------------|
| <b>7. Holder of Relevant Interest</b> | <b>8. Person's votes</b> |
| Franklin Advisers, Inc.               | 31,107,008 votes         |

| <b>9. Registered Holder of Securities</b> | <b>10. Class and Number of Shares</b> |          | <b>11. Person's votes</b> |       |
|---|---------------------------------------|----------|---------------------------|-------|
| JP Morgan Chase Bank                      | 35,000                                | Ordinary | 35,000                    | votes |
| National Australia Bank                   | 31,072,008                            | Ordinary | 31,072,008                | votes |

| <b>12. Person entitled to be registered as holder</b> | <b>13. Class and Number of Shares</b> |          | <b>14. Person's votes</b> |       |
|---|---------------------------------------|----------|---------------------------|-------|
| <b>Mutual Funds</b>                                   |                                       |          |                           |       |
| Frk Gold & Precious Metal                             | 31,072,008                            | Ordinary | 31,072,008                | votes |
| FTIF Frk Gold & Precious Metal                        | 35,000                                | Ordinary | 35,000                    | votes |

This is the annexure of [1 page](#) marked Annexure B referred to in the Form 604: Notice of change in interests or entitlements of substantial shareholder signed by me and dated [May 24, 2011](#).

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Lori A. Weber, Assistant Secretary