

ASX Announcement

24 September 2012

CHALICE ANNOUNCES PROPOSED CAPITAL REDUCTION AND RETURN

Chalice Gold Mines Limited (ASX: CHN/TSX: CXN) is pleased to advise that its Board proposes to seek shareholder approval under section 256B and 256C of the *Corporations Act (2001)* for an equal capital reduction and return of up to \$25 million (**10 cents cash per share**) to those persons or entities that are shareholders as at the appropriate record date.

Following the recent completion of the sale of the Company's interest in the Zara Project in Eritrea, Chalice currently has approximately \$81 million cash on hand, equivalent to a cash backing of approximately 33 cents per share.

The Board has undertaken a review of its capital management options and determined that these funds exceed its current capital requirements, providing justification to return some of this capital to shareholders.

The Company has requested a Class Ruling on behalf of shareholders from the Australian Taxation Office ("ATO") to confirm the tax implications for shareholders on the basis that this is a return of capital. Details of the tax implications to shareholders will be released on receipt of the Class Ruling from the ATO.

Subject to receipt of the ATO Class Ruling and shareholder approval, it is hoped the capital reduction and return would be completed in early December 2012. Full details will be outlined in the 2012 AGM Notice of Meeting and Explanatory Memorandum currently scheduled for late November 2012.

Richard Hacker
Chief Financial Officer and Company Secretary

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Forward Looking Statements

This document may contain forward-looking information within the meaning of Canadian securities legislation and forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively, “forward-looking statements”). These forward-looking statements are made as of the date of this document and Chalice Gold Mines Limited (the Company) does not intend, and does not assume any obligation to update these forward-looking statements except as required by law or regulation.

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Forward-looking statements relate to future events or future performance and reflect Company management’s expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and mineral resources, the realization of mineral reserve estimates, the likelihood of exploration success, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage.

In certain cases, forward-looking statements can be identified by the use of words such as plans, expects or does not expect, is expected, budget, scheduled, estimates, forecasts, intends, anticipates or does not anticipate, or believes, or variations of such words and phrases or statements that certain actions, events or results may, could, would, might or will be taken, occur or be achieved or the negative of these terms or comparable terminology. By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of mineral resources; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; the ultimate outcome for shareholders of any Class Ruling received from the Australian Tax Office (“ATO”) in relation to any proposed capital return, whether shareholders would vote in favour of such a return of capital if put before them at a meeting of the shareholders, as well as those factors detailed from time to time in the Company’s interim and annual financial statements, all of which are filed and available for review on SEDAR at sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

Accordingly, readers should not place undue reliance on forward-looking statements.