

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

Name of entity	CHALICE GOLD MINES LIMITED
ABN	47 116 648 956

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.

Name of Director	Dr Douglas Jones
Date of last notice	18 December 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.

Direct or indirect interest	Direct and indirect.
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Mrs Margaret Jones is the spouse of Dr Jones. Eburnean Superfund – Dr Jones is the trustee and beneficiary of the Eburnean Superfund. D&M Jones Family Trust – Dr Jones is the trustee.
Date of change	5 June 2013
No. of securities held prior to change	296,278 fully paid ordinary shares. 1,250,000 unlisted options with an exercise price of 35 cents and with an expiry date of 31 March 2014. 1,250,000 options with an exercise price of 45 cents and with an expiry date of 31 March 2014.
Class	Performance rights
Number acquired	655,000

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Performance Rights represent the Long Term Incentive component of remuneration for Dr Jones and are issued for nil cash consideration. On vesting, one Performance Right is converted to one fully paid ordinary share in the Company. Vesting is subject to performance and other conditions set out in the Notice of General Meeting distributed to shareholders on 29 April 2013.
No. of securities held after change	296,278 fully paid ordinary shares. 1,250,000 unlisted options with an exercise price of 35 cents and with an expiry date of 31 March 2014. 1,250,000 options with an exercise price of 45 cents and with an expiry date of 31 March 2014. 655,000 performance rights.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of performance rights under the terms and conditions of the Company's Employee Long Term Incentive Plan following shareholder approval at the Company's General Meeting held on 5 June 2013.

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.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A

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Appendix 3Y
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Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – +Closed period

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

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