

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme Chalice Gold Mines Limited

ACN 116 648 956

1. Details of substantial holder (1)

Name Timothy R B Goyder

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holders on 14/05/2020

The previous notice was given to the company on 5/7/2018

The previous notice was dated 5/7/2018

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 (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	45,975,209	17.44%	35,975,209	13.09%*

*Based on shares outstanding of 274,768,134 as at 15 May 2020.

3. Change in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest the substantial holder or an associate 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
14/5/2020	Timothy R B Goyder	Disposal	\$10,500,000	10,000,000 ordinary shares	10,000,000

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
Timothy R B Goyder	Timothy R B Goyder	Timothy R B Goyder	Relevant interest under s608(1) of the <i>Corporations Act 2001</i>	34,889,398 ordinary shares	34,889,398
Timothy R B Goyder	Plato Prospecting Pty Ltd as trustee for TRB Goyder Super Fund	Plato Prospecting Pty Ltd as trustee for TRB Goyder Super Fund	Timothy Goyder has a relevant interest in these shares as he is the sole director and shareholder of Plato Prospecting Pty Ltd and a member of the TRB Goyder Super Fund	370,884 ordinary shares	370,884
Timothy R B Goyder	Lotaka Pty Ltd	Lotaka Pty Ltd	Timothy Goyder has a relevant interest in these shares as he is the sole director and shareholder of Lotaka Pty Ltd	314,927 ordinary shares	314,927

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
Timothy R B Goyder	Linda Goyder	Linda Goyder	Linda Goyder is the spouse of Tim Goyder.	400,000 ordinary shares	400,000

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/ARSN (if applicable)	Nature of association
Not Applicable	Not Applicable

6. Addresses

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

Name	Address
Timothy Goyder	PO Box 1116, West Perth, WA 6872
Plato Prospecting Pty Ltd as trustee for TRB Goyder Super Fund	PO Box 1116, West Perth, WA 6872
Lotaka Pty Ltd	PO Box 1116, West Perth, WA 6872
Linda Goyder	PO Box 1116, West Perth, WA 6872

Signature

print name Timothy R B Goyder capacity Director

sign here

date 15 May 2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant issues (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) 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 securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.