

AURORA PLACE, 88 PHILLIP STREET, SYDNEY NSW 2000, DX 117 SYDNEY

Form 604
Corporations Act 2001
Section 671B

Notice of change of interest of substantial holder

To: Company Name/ Scheme **CASTLEMAINE GOLDFIELDS LTD**
ACN/ARSN **ACN 073 531 325**

1. Details of substantial holder(1)

Name **Weiss Asset Management LP and on behalf of Brookdale International Partners, L.P. ("BIP"), Brookdale Global Opportunity Fund ("BGO"), BIP GP LLC, WAM GP LLC and Andrew Weiss ("Weiss Group")**

ACN/ARSN (if applicable) **Not applicable**

There was a change in the interests of the substantial holder on **July 13, 2012**

The previous notice was given to the company on **July 13, 2012**

The previous notice was dated **July 12, 2012**

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)
Fully Paid Ordinary Shares ("Shares")	36,506,355	12.2 %	48,516,605	16.3 %

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, relevant interests of the substantial shareholder 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
Jul 13, 2012	Weiss Group	Acquisition of further Shares	765,280.00	3,826,400 Shares	3,826,400
Jul 13, 2012	Weiss Group	Acquisition of further Shares	1,626,220.00	8,131,100 Shares	8,131,100
Jul 13, 2012	Weiss Group	Acquisition of further Shares	3,291.60	16,880 Shares	16,880
Jul 13, 2012	Weiss Group	Acquisition of further Shares	6,994.65	35,870 Shares	35,870

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
Weiss Asset Management LP	HSBC Custody Nominees (Australia) Limited	BIP in respect of 30,216,301 fully paid Shares and BGO in respect of 18,300,304 fully paid Shares	Relevant interest holder under sections 608(1)(b) and 608(1)(c) of the Corporations Act as investment manager of BIP and BGO	48,516,605 Shares	48,516,605
WAM GP LLC	HSBC Custody Nominees (Australia) Limited	BIP in respect of 30,216,301 fully paid Shares and BGO in respect of 18,300,304 fully paid Shares	Relevant interest holder under sections 608(1)(b) and 608(1)(c) of the Corporations Act as general partner of Weiss Asset Management LP.	48,516,605 Shares	48,516,605
BIP GP LLC	HSBC Custody Nominees (Australia) Limited	BIP in respect of 30,216,301 fully paid Shares and BGO in respect of 18,300,304 fully paid Shares	Relevant interest holder under sections 608(1)(b) and 608(1)(c) of the Corporations Act as general partner of BIP and through the relevant interests held by its associate WAM GP LLC.	48,516,605 Shares	48,516,605
Brookdale International Partners, L.P. ("BIP")	HSBC Custody Nominees (Australia) Limited	BIP in respect of 30,216,301 fully paid Shares and BGO in respect of 18,300,304 fully paid Shares	Relevant interest holder under sections 608(1)(b) and 608(1)(c) of the Corporations Act and through the relevant interests held by its associate BGO.	48,516,605 Shares	48,516,605
Brookdale Global Opportunity Fund ("BGO")	HSBC Custody Nominees (Australia) Limited	BIP in respect of 30,216,301 fully paid Shares and BGO in respect of 18,300,304 fully paid Shares	Relevant interest holder under sections 608(1)(b) and 608(1)(c) of the Corporations Act and through the relevant interests held by its associate BIP.	48,516,605 Shares	48,516,605
Andrew Weiss	HSBC Custody Nominees (Australia) Limited	BIP in respect of 30,216,301 fully paid Shares and BGO in respect of 18,300,304 fully paid Shares	Relevant interest holder under sections 608(1)(b) and 608(1)(c) and 608(3) of the Corporations Act through his control of WAM GP LLC and BIP GP LLC.	48,516,605 Shares	48,516,605

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:

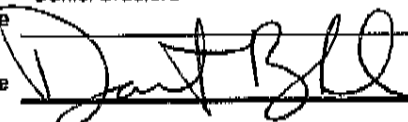
Name and ACN (if applicable)	Nature of association
[Not applicable]	

6. Addresses

The addresses of the person named in this form are as follows:

Name	Address
Weiss Asset Management LP	222 Berkeley St., 16 th Floor, Boston, MA 02116, USA
Brookdale International Partners, L.P.	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Floor, Boston, MA 02116, USA
Brookdale Global Opportunity Fund	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Floor, Boston, MA 02116, USA
BIP GP LLC	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Floor, Boston, MA 02116, USA
WAM GP LLC	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Floor, Boston, MA 02116, USA
Andrew Weiss	c/o Weiss Asset Management LP, 222 Berkeley St., 16 th Floor, Boston, MA 02116, USA

Signature

print name Daniel Bradford capacity General Counsel Officer and person authorised to provide holding notifications.
 sign here  date July 13, 2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (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 section 606 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 because of which the change in relevant interest occurred. 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 association 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 associate since the last substantial holding notice.