

17 September 2012

Company Announcements Platform  
ASX Limited  
Exchange Centre  
20 Bridge Street  
**SYDNEY NSW 2000**

Senior Associate  
Direct Line  
Email michael.macmahon@holdingredlich.com  
Partner  
Our Ref

Michael MacMahon  
(02) 8083 0451  
Darren Pereira  
MAM:DAP:12650014

Dear Sir/Madam

**LionGold Corp Ltd's off-market takeover bid for Castlemaine Goldfields Limited  
Compulsory acquisition**

We act for LionGold Corp Ltd (**LionGold**) in relation to its off-market takeover bid (**Offer**) for all the shares in Castlemaine Goldfields Limited (ACN 073 531 325) (**Castlemaine**).

The Offer closed at 7.00pm (Sydney time) on 31 August 2012. As at that time LionGold had a relevant interest in 97.69% of the ordinary shares in Castlemaine. LionGold is entitled pursuant to section 661A of the *Corporations Act 2001* (Cth) (**Corporations Act**) to proceed with compulsory acquisition of the remaining Castlemaine shares. Accordingly, we **enclose**:

- 1 an ASIC Form 6021 (Notice of compulsory acquisition following takeover bid) in accordance with section 661B(1) of the Corporations Act and an accompanying covering letter and election form to be sent to remaining shareholders of Castlemaine; and
- 2 an ASIC Form 6022 (Notice of right of buy-out to remaining holder of securities following a takeover bid) in accordance with section 662B(1) of the Corporations Act.

The form 6021 and the accompanying cover letter and election form will be sent to remaining Castlemaine shareholders.

Yours sincerely



**HOLDING REDLICH**

S:3056641\_1 CZS

Sydney . Melbourne . Brisbane

Level 65 MLC Centre 19 Martin Place Sydney NSW 2000 DX 529 Sydney  
GPO Box 4118 Sydney NSW 2001 T +61 2 8083 0388 www.holdingredlich.com

ABN 15 364 527 724

# LionGold Corp Ltd

17 September 2012

000001  
000  
SAM  
MR JOHN SMITH 1  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



Dear Shareholder

## ***Compulsory acquisition of your shares in Castlemaine Goldfields Ltd***

As you are aware, LionGold Corp Ltd (**LionGold**) made an off-market takeover bid (**Offer**) to acquire all of the ordinary shares (**Castlemaine Shares**) in Castlemaine Goldfields Ltd (**Castlemaine**). The Offer closed at 7.00pm (Sydney time) on 31 August 2012. At the close of the Offer, LionGold had a relevant interest in 97.69% of all Castlemaine Shares.

LionGold is now entitled under Part 6A.1 of the *Corporations Act 2001 (Cth)* (**Corporations Act**) to compulsorily acquire all of the remaining Castlemaine Shares it does not hold. LionGold has decided to exercise this right and, accordingly, as you did not accept the Offer or your acceptance was not valid LionGold will now proceed to compulsorily acquire your Castlemaine Shares.

Unless the context requires, terms defined in this letter have the same meaning as LionGold's bidder's statement dated 13 June 2012.

## ***The enclosed documents***

Enclosed is a copy of an ASIC Form 6021 (Notice of compulsory acquisition following takeover bid) (**Notice**), as well as an Election Form. LionGold is required to give the Notice to you under the Corporations Act in order to exercise its right to compulsorily acquire your Castlemaine Shares. The Election Form enables you to elect one of two methods to receive the consideration under the compulsory acquisition. Note that for both methods the consideration will initially be issued to Castlemaine and Castlemaine will then write to you so you can claim your consideration (**Claim**). Please read the Notice and Election Form carefully as these set out details of the compulsory acquisition procedure and the rights you have in relation to that procedure.

## ***What is required from you?***

Provided you are not an Ineligible Foreign Shareholder, 2 LionGold Shares will be issued for every 9 Castlemaine Shares that you hold (fractional entitlements will be rounded up to the nearest whole number). This is the same consideration that was offered to all Castlemaine Shareholders under the Offer.

You have two options as to how to receive the consideration under the compulsory acquisition. These are:

- 1 have the LionGold Shares transferred to Castlemaine pending receipt by Castlemaine of your Claim (Option 1); or
- 2 participate in the Share Sale Facility (under this option the cash sale proceeds of the LionGold Shares which you otherwise would have been entitled to receive that are sold through the Share Sale Facility will be held in trust for you by Castlemaine pending receipt by Castlemaine of your Claim – please see Annexure A of the Bidder's Statement for further details of the Share Sale Facility) (Option 2).

Please complete the attached Election Form to make your election (by the time specified in the form). Importantly, if you do not make an election, or your election is invalid, you will be deemed to have elected Option 1.

If you are an Ineligible Foreign Shareholder you will not receive any LionGold Shares (please see section 11.19 of the Bidder's Statement for further details regarding Ineligible Foreign Shareholders). Instead, the LionGold Shares that would have been issued will be sold and the proceeds of sale (in Australian dollars), less stamp duty and selling expenses, will be held by Castlemaine in trust for you pending your Claim.

### ***Timing***

LionGold is required to issue the LionGold Shares (or pay the cash in respect of Ineligible Foreign Shareholders or shareholders that participate in the Share Sale Facility) for the compulsory acquisition to Castlemaine. This is expected to occur within four to six weeks after the date of this letter (although this period may be longer in some cases). In due course, Castlemaine will send you a written notice seeking instructions on how to deal with the LionGold Shares due to you (or cash if you are an Ineligible Foreign Shareholder or elect to participate in the Share Sale Facility). It is at this point, if you selected Option 1, that you will be able to claim your LionGold Shares either in certificated form or have them deposited into a CDP Securities Account.

If you have any questions in relation to this letter or accompanying forms, please call the LionGold Offer Information Helpline on 1300 368 402 (for callers within Australia) or +61 3 9415 4061 (for callers outside Australia).

Yours faithfully



**Director**

**LionGold Corp Ltd**



# Notice of compulsory acquisition following takeover bid

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement.

## Lodgement details

### Who should ASIC contact if there is a query about this form?

Name	Michael MacMahon
ASIC registered agent number (if applicable)	24146
Company/entity name	Holding Redlich
ACN/ABN/ARBN/ARSN	Not applicable
Telephone number	(02) 8083 0451
Postal address	DX 529 Sydney
Email address (optional)	

## Notice

Name and address of holder.

### To:

Name	The person whose name and address is set out in the enclosed letter	
ACN (if applicable)		
At the office of, C/- (if applicable)		
Office, unit, level.		
Street number and street name		
Suburb/City	State/Territory	
Postcode	Country (if not Australia)	

Name of target company or body

### Securities of:

Name ('the Company')	Castlemaine Goldfields Ltd
ACN/ARBN/ARSN	ACN 073 531 325

## Continued ... Notice

Tick one box

Name of bidder,

Insert description of class of securities to which the bid related

Tick one box

Insert date offers closed or are scheduled to close

Insert paragraph 5 only where alternative terms are included in the offer

Tick one box

1. Under an

Off Market Bid  
 Market Bid

offers were made by

LionGold Corp Ltd

in respect of the acquisition of

ordinary shares

In the Company.

The offers

closed  
 are scheduled to close

on

Date

3 1 / 0 8 / 1 2  
[D] [D] [M] [M] [Y] [Y]

2. You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.

3. The bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to section 661A(1) of the Act to compulsorily acquire your securities and desires to acquire those securities.

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

5. You are entitled, within one month after being given this notice, or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Option 1: Have the LionGold Shares transferred to Castlemaine pending receipt by Castlemaine of your Claim

Option 2: Participate in the Share Sale Facility (under this option the cash sale proceeds of the LionGold Shares which you otherwise would have been entitled to receive that are sold through the Share Sale Facility will be held in trust for you by Castlemaine pending receipt by Castlemaine of your claim)

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Option 1: Have the LionGold Shares transferred to Castlemaine pending receipt by Castlemaine of your Claim

6. Under section 661E of the Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.


7. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

this notice was given.  
 the end of the offer period.

8. Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 6 of the notice) or within 14 days after being given a statement under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, the Court otherwise orders, the bidder must comply with paragraph 7 of this notice.

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**Signature**

Name of person signing																
Roland Kenneth Selvanayagam																
Capacity																
Director																
Signature																
																
Date signed																
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1	4	/	0	9	/	1	2									
[D]	[D]		[M]	[M]		[Y]	[Y]									

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**Lodgement**

Send completed and signed forms to:  
Australian Securities and Investments Commission,  
GPO Box 9827 in your capital city.

Or lodge the form in person at an ASIC Service Centre  
(see [www.asic.gov.au/servicecentres](http://www.asic.gov.au/servicecentres))

**For more information**

Web [www.asic.gov.au](http://www.asic.gov.au)  
Need help? [www.asic.gov.au/question](http://www.asic.gov.au/question)  
Telephone 1300 300 630

**Please return completed form to:**  
 Computershare Investor Services Pty Limited  
 GPO Box 2115 Melbourne  
 Victoria 3001 Australia  
 Enquires (within Australia) 1300 368 402  
 Enquires (outside Australia) +613 9415 4061

000001  
 000  
 SAM  
 MR JOHN SMITH 1  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

Securityholder details	
Subregister	Issuer/CHES
Your holding of Castlemaine Shares	123456789012

Use a black pen.  
 Print in CAPITAL letters  
 inside the grey areas.

A	B	C	1	2	3
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## Election Form

USE THIS FORM TO ELECT THE METHOD OF RECEIVING THE CONSIDERATION FOR ALL YOUR ORDINARY SHARES IN CASTLEMAINE GOLDFIELDS LIMITED (CASTLEMAINE) THAT ARE TO BE COMPULSORILY ACQUIRED BY LIONGOLD CORP LTD (LGC or LionGold). PLEASE READ THE INSTRUCTIONS OVERLEAF WHEN COMPLETING THIS FORM. NOTE THAT UNDER THE COMPULSORY ACQUISITION PROVISIONS OF THE CORPORATIONS ACT THE CONSIDERATION WILL BE ISSUED BY LGC TO CASTLEMAINE (AND NOT DIRECTLY TO YOU). LIONGOLD WILL FORWARD DETAILS OF YOUR ELECTION TO CASTLEMAINE. CASTLEMAINE WILL THEN WRITE TO YOU ADVISING HOW YOU CAN CLAIM YOUR CONSIDERATION (CLAIM).

This is an important document and requires your immediate attention. If you are in doubt about how to deal with it, please consult your financial or other professional adviser. If you do not complete and return this form by 5pm (AEST) 20 October 2012 (or a later time permitted by the Corporations Act), or your form or election is invalid, **OPTION 1** will apply to all of your Castlemaine Shares.

Please note that, if you are an **Ineligible Foreign Shareholder**, any election above will be invalid. Instead, you will be entitled to receive the net cash sale proceeds of LionGold Shares sold through a nominee which you would have otherwise been entitled to receive. Please refer to the Bidder's Statement.

Terms defined in the Bidder's Statement dated 13 June 2012 have the same meaning in this form unless the context requires otherwise.

**A**  **OPTION 1** - Have the LionGold Shares transferred to Castlemaine pending receipt by Castlemaine of your Claim. Please complete sections C and D below.

OR

**B**  **OPTION 2** - Participate in the Share Sale Facility (under this option the cash sale proceeds of the LionGold Shares which you otherwise would have been entitled to receive that are sold through the Share Sale Facility will be held in trust for you by Castlemaine pending receipt by Castlemaine of your Claim). Please complete sections C and D below.

**C Contact details**

Please provide your contact details in case we need to speak to you about this form.

Name of contact person

Contact person's daytime telephone number

**D Sign here - This section must be signed for your instructions to be executed**

I/We make this election in respect of all my/our Castlemaine Shares which are to be compulsorily acquired by LGC subject to and in accordance with the Corporations Act 2001 (Cth).

Individual or securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

The directors reserve the right to make amendments to this form where appropriate. Please refer to the lodgement instructions overleaf.



## How to complete this form

### How to elect the method of receiving the consideration for all your compulsorily acquired Castlemaine Shares

#### How to elect the method of receiving the consideration

If you wish to elect the method of receiving the consideration for your Castlemaine Shares to be compulsorily acquired by LGC, please complete and return this form to the address shown on this form. **NOTE THAT UNDER THE COMPULSORY ACQUISITION PROVISIONS OF THE CORPORATIONS ACT THE CONSIDERATION WILL BE ISSUED BY LGC TO CASTLEMAINE (AND NOT DIRECTLY TO YOU). LIONGOLD WILL FORWARD DETAILS OF YOUR ELECTION TO CASTLEMAINE. CASTLEMAINE WILL THEN WRITE TO YOU ADVISING HOW YOU CAN CLAIM YOUR CONSIDERATION.**

In the event that no election is made or the election is invalid, you will be taken to have selected **Option 1**.

**A** If you wish to select **OPTION 1**, please mark this box. By ticking this option you elect to have the LionGold Shares transferred to Castlemaine pending receipt by Castlemaine of your Claim.

**B** If you wish to select **OPTION 2**, please mark this box. By ticking this option you elect to participate in the Share Sale Facility (under this option the cash sale proceeds of the LionGold Shares which you otherwise would have been entitled to receive that are sold through the Share Sale Facility will be held in trust for you by Castlemaine pending receipt by Castlemaine of your Claim).

#### Contact Details

Enter your contact details. These are not compulsory but will assist us if we need to contact you.

#### Signature(s)

You must sign the form as follows in the space provided:

- Joint holding:** where the holding is in more than one name all of the securityholders must sign.
- Power of Attorney:** to sign under Power of Attorney, you must attach a certified copy of the Power of Attorney to this form when you return it.
- Deceased Estate:** all executors must sign and, a certified copy of Probate or Letters of Administration must accompany this form.
- Companies:** this form must be signed by either 2 Directors or a Director and a Company Secretary. Alternatively, where the company has a Sole Director and, pursuant to the Corporations Act, there is no Company Secretary, or where the Sole Director is also the Sole Company Secretary, that Director may sign alone.

#### Registration Name(s)

The Castlemaine Shares are currently registered in the name(s) printed on the front of this form. Your consideration will be provided to Castlemaine to be held on trust by Castlemaine in the names as they appear on the Castlemaine register.

If you have recently bought or sold any Castlemaine Shares, your holding may differ from that shown overleaf. If so, please write in your current holding and initial the alteration.

If you have already sold all your Castlemaine Shares shown overleaf, do not keep or return this form.

#### Lodgement of Election Form

Subject to the Corporations Act 2001 (Cth), Election Forms must be received at the Melbourne office of Computershare Investor Services Pty Limited by no later than 5pm (AEST) 20 October 2012 (or by a later time as permitted by the Corporations Act).

Return the Election Form to:

#### Postal Address

Computershare Investor Services Pty Limited  
GPO Box 2115  
MELBOURNE VIC 3001

#### Privacy Statement

Personal information is collected on this form by Computershare Investor Services Pty Limited ("CIS"), as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or E-mail [privacy@computershare.com.au](mailto:privacy@computershare.com.au). This form may not be used to effect an address change.

TBA

CGT TKO

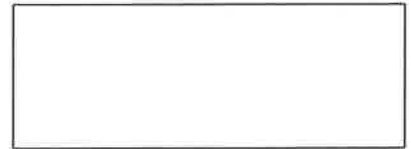
154895\_01BUB

**Please return the completed form in the envelope provided or to the address opposite:**

Computershare Investor Services Pty Limited  
GPO Box 2115  
Melbourne Victoria 3001  
Australia







# Notice of right of buy out to remaining holder of securities following a takeover bid

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

## Lodgement details

Who should ASIC contact if there is a query about this form?

Name

Michael MacMahon

ASIC registered agent number (if applicable)

24146

Company/entity name

Holding Redlich

ACN/ABN/ARBN/ARSN

Not applicable

Telephone number

(02) 8083 0451

Postal address

DX 529 Sydney

Email address (optional)

## Notice

Name and address of the  
remaining holder.

To:

Name

Not applicable under section 662B(1)(c)(ii) of the Corporations Act

ACN (if applicable)

At the office of, C/- (if applicable)

Office, unit, level.

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

Name of target company

**Securities of:**

Name ('the Company')

Castlemaine Goldfields Ltd

ACN/ARBN/ARSN

ACN 073 531 325

## Continued... Notice

Tick one box

1. Under an

- Off Market Bid  
 Market Bid

offers were made by

Name of bidder.

LionGold Corp Ltd

in respect of the acquisition of

Insert description of class of securities to which the bid related

ordinary shares

in the Company.

2. You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.
3. The bidder hereby gives you notice under subsection 662B(1) of the Corporations Act 2001 that the bidder and their associates have relevant interests in at least 90% (by number) of the securities in the bid class.
4. You, (or anyone who acquires the securities after the day on which this notice is given) as the holder of remaining securities in the bid class, have the right under section 662C within one month after this notice is given to give the bidder a written notice requiring the bidder to acquire your securities in the bid class.
5. Unless otherwise agreed, the terms on which the securities will be acquired by the bidder will be the same as the terms which applied to the acquisition of securities under the bid immediately before the end of the offer period.
6. You are entitled, in your notice to the bidder under paragraph 5, to elect which of the following forms of consideration will apply to the acquisition of your securities

Insert paragraph 6 only where alternative terms are included in the offer.

Insert details of alternative terms

Not applicable given section 662B(1)(c)(ii) of the Corporations Act

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be

Set out the terms that will apply

Not applicable given section 662B(1)(c)(ii) of the Corporations Act

## Signature

Name of person signing

ROLAND KENNETH SELVANAYAGAM

Capacity

DIRECTOR

Signature

R. Selva.

Date signed

14 / 09 / 12  
[D] [D] [M] [M] [Y] [Y]

## Lodgement

Send completed and signed forms to:  
Australian Securities and Investments Commission,  
PO Box 9827 in your capital city.

Or lodge the form in person at an ASIC Service Centre  
(see [www.asic.gov.au/servicecentres](http://www.asic.gov.au/servicecentres))

For more information

Web [www.asic.gov.au](http://www.asic.gov.au)  
Need help? [www.asic.gov.au/question](http://www.asic.gov.au/question)  
Telephone 1300 300 630