

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **A1 Consolidated Gold Limited**
 ACN/ ARSN **149 308 921**

1. Details of substantial holder(1)

Name **Dennis Clark**
 ACN/ ARSN (if applicable) **N/A**

There was a change in the interests
 of the substantial shareholder on **03 / 11 / 14**

The previous notice was given to the company on **31 / 07 / 12**

The previous notice was dated **31 / 07 / 12**

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 Fully Paid	37,644,334	27.24% (based on 138,208,921 ordinary securities on issue)	23,730,325	9.49% (based on 250,016,856 ordinary securities on issue)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of 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

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
3.11.14	Dennis Clark	Shares acquired pursuant to an entitlements issue	Value of consideration \$0.03 per share	3,131,334	3,131,334
3.11.14	Grenfeeld Pty Ltd	Shares acquired pursuant to an entitlements issue & sub-underwriting	Value of consideration \$0.03 per share	2,213,735	2,213,735
3.11.14	A1 Consolidated Mining Pty Ltd	Shares acquired pursuant to an entitlements issue & sub-underwriting	Value of consideration \$0.03 per share	8,840,194	8,840,194
12.09.14	Gaffney's Creek Gold Mine Pty Ltd	Mr Clark is not of the view that the indirect interest in the 33,333,333 shares held by Gaffney's Creek Gold Mine Pty Ltd constitutes a relevant interest in those shares within the meaning of section 8 of the Corporations Act	N/A	-33,333,333	-33,333,333
3.06.14	A1 Consolidated Mining Pty Ltd	On market purchase	\$6,500	100,000	100,000
19.12.13	A1 Consolidated Mining Pty Ltd	Issue of shares in lieu of directors fees & other fees owing	Deemed issue price \$0.116 per share	4,864,003	4,864,003
8.12 - 5.13	Dennis Clark	On market purchases	Various	77,667	77,667
15.10.12	Grenfeeld Pty Ltd	On market purchase	\$27,358.71	100,000	100,000
15.10.12	A1 Consolidated Mining Pty Ltd	On market purchase	\$24,285.90	92,391	92,391

2b

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
Dennis Clark	Dennis Clark	Dennis Clark	Holder	6,710,002 ordinary fully paid shares	6,710,002
Dennis Clark	Grenfeeld Pty Ltd	Grenfeeld Pty Ltd	Sole director	2,323,735 ordinary fully paid shares	2,323,735
Dennis Clark	A1 Consolidated Mining Pty Ltd	A1 Consolidated Mining Pty Ltd	Director and shareholder	14,696,588 ordinary fully paid shares	14,696,588

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
	N / A

6. Addresses

Name	Address
	N / A

Signature

Print name **DENNIS CLARK** capacity

Sign here



date 19 / 11 / 2014

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.

- For personal use only
- (2) See the definition of “associate” in section 9 of the Corporations Law.
 - (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Law.
 - (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 Law.

- (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.

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **A1 Consolidated Gold Limited**

ACN/ ARSN **149 308 921**

1. Details of substantial holder(1)

Name **Darren Russell-Croucher**

ACN/ ARSN (if applicable) **N/A**

There was a change in the interests
of the substantial shareholder on **03 / 11 / 14**

The previous notice was given to the company on **31 / 07 / 12**

The previous notice was dated **31 / 07 / 12**

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 Fully Paid	37,134,333	26.87% (based on 138,208,921 ordinary shares on issue)	17,697,588	7.08% (based on 250,016,856 ordinary securities on issue)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of 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
3.11.14	A1 Consolidated Mining Pty Ltd	Shares acquired pursuant to an entitlements issue & sub-underwriting	Value of consideration \$0.03 per share	8,840,194	8,840,194
12.09.14	Gaffney's Creek Gold Mine Pty Ltd	Mr Russell-Croucher is not of the view that the indirect interest in the 33,333,333 shares held by Gaffney's Creek Gold Mine Pty Ltd constitutes a relevant interest in those shares within the meaning of section 9 of the Corporations Act	N/A	-33,333,333	-33,333,333
3.06.14	A1 Consolidated Mining Pty Ltd	On market purchase	\$6,500	100,000	100,000
19.12.13	A1 Consolidated Mining Pty Ltd	Issue of shares in lieu of directors fees & other fees owing	Deemed issue price \$0.116 per share	4,864,003	4,864,003
15.10.12	A1 Consolidated Mining Pty Ltd	On market purchase	\$24,285.90	92,391	92,391

2b

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
Darren Russell-Croucher	Darren Russell-Croucher	Darren Russell-Croucher	Holder	3,001,000 ordinary fully paid shares	3,001,000
Darren Russell-Croucher	A1 Consolidated Mining Pty Ltd	A1 Consolidated Mining Pty Ltd	Director and shareholder	14,696,588 ordinary fully paid shares	14,696,588

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
	N / A

6. Addresses

Name	Address
	N / A

Signature

Print name **DARREN RUSSELL-CROUCHER** capacity

Sign here  date 20 / 11 / 2014

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 Law.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
- (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 Law.

- (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.

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **A1 Consolidated Gold Limited**
ACN/ ARSN **149 308 921**

1. Details of substantial holder(1)

Name **Gaffney's Creek Gold Mine Pty Ltd**
ACN/ ARSN (if applicable) **("Gaffney's")**
N/A

There was a change in the interests
of the substantial shareholder on **03 / 11 / 14**

The previous notice was given to the company on **19 / 11 / 14**

The previous notice was dated **19 / 11 / 14**

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 Fully Paid	33,333,333	24.12% (based on 138,208,921 ordinary shares on issue)	33,333,333	13.33% (based on 250,016,856 ordinary securities on issue)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of 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
3.11.14	Gaffney's	Increase in total number of ordinary securities on issue	N/A	33,333,333	33,333,333

2b

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
Gaffney's	Gaffney's	Gaffney's	Holder	33,333,333 Ordinary Fully Paid Shares	33,333,333

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
	N/A

6. Addresses

Name	Address
	N/A

Signature

Print name DENNIS CLARK capacity DIRECTOR

Sign here Dennis
Clark

Digitally signed by Dennis Clark
DN: cn=Dennis Clark, o=A1
Consolidated Gold Limited,
ou=Managing Director,
email=dennis@a1consolidated.com
, c=AU
Date: 2014.11.19 20:52:27 +11'00'

date 19 / 11 / 2014

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 Law.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
- (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 Law.

- (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.