

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme FOCUS MINERALS LIMITED

ACN/ARSN 005 470 799

1. Details of substantial holder (1)

Name Shandong Gold International Mining Corporation Limited and the entities listed at Annexure A

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on

23/04/2013

The previous notice was given to the company on

21/12/2012

The previous notice was dated

21/12/2012

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	4,525,997,651	51.30%	4,525,997,651	49.53%

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
23 April 2013	Shandong Gold International Mining Corporation Limited and the entities listed at Annexure A	No change in the nature of relevant interest. Decrease in voting power as a result of share issue by Company.	N/A	4,525,997,651 fully paid ordinary shares	N/A – number of votes remains the same
10 May 2013	Shandong Gold International Mining Corporation Limited and the entities listed at Annexure A	No change in the nature of relevant interest. Decrease in voting power as a result of share issue by Company.	N/A	4,525,997,651 fully paid ordinary shares	N/A – number of votes remains the same

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
Shandong Gold International Mining Corporation Limited	Shandong Gold International Mining Corporation Limited	-	Relevant interest under section 608(1)(a) of the Corporations Act 2001 (Cth)	4,501,997,651 fully paid ordinary shares	4,525,997,651

	Citigroup Pty Limited	-	Relevant interest under s608(1)(b) and s608(c) of the Corporations Act 2001 (Cth) as Shandong Gold International Mining Corporation Limited can control the exercise of the right to vote and has power to dispose of shares through its custody arrangements with Citigroup Pty Limited	24,000,000 fully paid ordinary shares	
Shandong Gold Group Co., Ltd	As above	-	Relevant interest under s608(3)(a) as Shandong Gold Group Co., Ltd is the registered holder of more than 20% of the shares in Shandong Gold International Mining Corporation Limited	4,525,997,651 fully paid ordinary shares	-
Shandong State-owned Assets Investment Holdings Co., Ltd	As above	-	Relevant interest under s608(3)(a) as Shandong State-owned Assets Investment Holdings Co., Ltd is the registered holder of more than 20% of the shares in Shandong Gold International Mining Corporation Limited	4,525,997,651 fully paid ordinary shares	-
The State-owned Assets Supervision and Administration Commission of the Shandong Provincial Government	As above	-	Relevant interest under s608(3)(b) as The State-owned Assets Supervision and Administration Commission of the Shandong Provincial Government controls Shandong Gold Group Co., Ltd and Shandong State-owned Assets Investment Holdings Co., Ltd	4,525,997,651 fully paid ordinary shares	-

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	
N/A	

6. Addresses

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

Name	Address
Shandong International Gold Mining Corporation Limited	9th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong
Shandong Gold Group Co., Ltd	See Annexure A
Shandong State-owned Assets Investment Holdings Co., Ltd	See Annexure A
The State-owned Assets Supervision and Administration Commission of the Shandong Provincial Government	See Annexure A
Shandong Gold Non-Ferrous Mining Group Co., Ltd	See Annexure A
Shandong Gold Mineral Resources Group Co., Ltd	See Annexure A

Shandong Gold Real-estate and Tourism Co., Ltd	See Annexure A
Shandong Gold Mining Co., Ltd	See Annexure A

Signature

print name Dahui Zhang

capacity General Manager

sign here

date 14/05/2013

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 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 on 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 (e.g. 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.

This is **Annexure A** of 1 page referred to in Form 604 – Notice of change of interests of substantial holder signed by me

Dahui Zhang and dated 14 May 2013

Focus Minerals Limited – ACN 005 470 799

Other substantial holders disclosed on this form

Name	Address
Shandong Gold Group Co., Ltd	No.2000, Shunhua Road, Jinan City, Shandong Province, China 250100
Shandong State-owned Assets Investment Holdings Co., Ltd	Tower C, 9999 Jingshi Road, Jinan, Shandong Province, China, 250101
The State-owned Assets Supervision and Administration Commission of the Shandong Provincial Government	Tower C, 9999 Jingshi Road, Jinan, Shandong Province, China, 250101
Shandong Gold Non-Ferrous Mining Group Co., Ltd	No.2000, Shunhua Road, Jinan City, Shandong Province, China 250100
Shandong Gold Mineral Resources Group Co., Ltd	No.2000, Shunhua Road, Jinan City, Shandong Province, China 250100
Shandong Gold Real-estate and Tourism Co., Ltd	No.2000, Shunhua Road, Jinan City, Shandong Province, China 250100
Shandong Gold Mining Co., Ltd	No.2000, Shunhua Road, Jinan City, Shandong Province, China 250100