

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**

To: Company Name/Scheme

Carbine Resources Limited

ACN/ARSN

122 976 818

**1. Details of substantial holder(1)**

Name:

Mrs Elaine Melville

ACN/ARSN (if applicable)

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

10/7/2008

The previous notice was given to the company on

15/3/2007

The previous notice was dated

15/3/2007

**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 shares	2,035,000	6.9%	2,760,000	5.4%

**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
	Refer Annexure A				

**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
	Refer Annexure B				

**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 (5) 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

**6. Addresses**

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

Name	Address
All named persons	9 Mareana Street Menora

**Signature**

print name

Mrs Elaine Melville

capacity

sign here

*Elaine Melville*

date 4/9/2008

**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 sections 608 and 671D(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:
- 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
  - 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.

For personal use only

This is an annexure referred to in Form 604 - Notice of change of interest of substantial holder dated 4 September 2008

**ANNEXURE A**

**3. Changes in relevant interests**

Date of Change	Person whose relevant interest changed	Nature of Change	Consideration given in relation to change	Class and number of securities affected	Persons votes affected
26/03/2007	A & E Melville <Super A/C>	Purchase	\$2,450	10,000	10,000
4/04/2007	A & E Melville <Super A/C>	Purchase	\$9,742	37,855	37,855
10/04/2007	A & E Melville <Super A/C>	Purchase	\$557	2,145	2,145
12/04/2007	Mrs Elaine Melville	Purchase	\$4,806	18,922	18,922
16/04/2007	Mrs Elaine Melville	Purchase	\$5,269	21,078	21,078
20/04/2007	Mrs Elaine Melville	Purchase	\$1,250	5,000	5,000
27/08/2007	A & E Melville <Super A/C>	Purchase	\$22,000	100,000	100,000
31/08/2007	A & E Melville <Super A/C>	Sale	-\$6,875	27,500	27,500
4/09/2007	A & E Melville <Super A/C>	Sale	-\$540	2,000	2,000
7/09/2007	A & E Melville <Super A/C>	Sale	-\$13,600	45,500	45,500
23/01/2008	A & E Melville <Super A/C>	Purchase	\$7,000	35,000	35,000
10/07/2008	A & E Melville <Super A/C>	Entitlement Issue	\$66,600	555,000	555,000
10/07/2008	Miss Rebecca Melville	Entitlement Issue	\$600	5,000	5,000
10/07/2008	Mr Benjamin Melville	Entitlement Issue	\$600	5,000	5,000
4/08/2008	A & E Melville <Super A/C>	Purchase	\$750	5,000	5,000



Elaine Melville  
4/09/2008

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**ANNEXURE B**

**4. Present relevant interest**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered holder	Nature of relevant interest	Class and number of securities	Persons votes
A & E Melville <Super AVC> Mrs Elaine Melville Mr Benjamin Melville Miss Rebecca Melville	A & E Melville <Super AVC> Mrs Elaine Melville Mr Benjamin Melville Miss Rebecca Melville		Beneficial Holder Beneficial Holder Beneficial Holder Beneficial Holder	1,670,000 1,045,000 30,000 15,000	1,670,000 1,045,000 30,000 15,000
				<u>2,760,000</u>	<u>2,760,000</u>



Elaine Melville  
4/09/2008