FORM 604 Corporations Act 2001 Section 671B

NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

To: Company Name/Scheme Panaegis Gold Mines Limited

ACN/ARSN 111 587 163

1. Details of Substantial Holder (1)

Name Beaconsfield Gold N.L.

ACN/ARSN (if applicable) 57 793 834

There was a change in the interests of the

substantial holder on 05/09/2008 and 10/09/2008

The previous notice was given to the company on 03/09/2008

The previous notice was dated 03/09/2008

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	16,180,500	17.03%	17,180,500	18.09%

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
	5/9/08	MW Trumbull	Off-market trade	\$15,000.00	+500,000	0.53%
Γ	10/9/08	MW Trumbull	Off-market trade	\$15,000.00	+500,000	0.53%

4. Present relevant interests

Particulars of each relevant interests 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
Beaconsfield Gold Mines Pty Ltd	Beaconsfield Gold Mines Pty Ltd	Beaconsfield Gold Mines Pty Ltd	Legal & Beneficial owner	FP 10,500,000	11.05%
Adare Manor Pty Ltd <adare manor<br="">Superannuation Fund></adare>	Adare Manor Pty Ltd <adare manor<br="">Superannuation Fund></adare>	Adare Manor Pty Ltd <adare manor<br="">Superannuation Fund></adare>	Legal & Beneficial owner	FP 1,130,500	1.19%
MW Trumbull	MW Trumbull	MW Trumbull	Legal & Beneficial owner	FP 5,550,000	5.84%

5. Addresses

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

Name	Address
Beaconsfield Gold NL	Level 7, 530 Little Collins Street, Melbourne, VIC 3000
Beaconsfield Gold Mines Pty Ltd	Level 7, 530 Little Collins Street, Melbourne, VIC 3000
Adare Manor Pty Ltd <adare manor<="" td=""><td>C/- Level 7, 530 Little Collins Street, Melbourne, VIC 3000</td></adare>	C/- Level 7, 530 Little Collins Street, Melbourne, VIC 3000
Superannuation Fund>	C/- Level 7, 550 Little Collins Street, Melbourne, ViC 5000
MW Trumbull	C/- Level 7, 530 Little Collins Street, Melbourne, VIC 3000

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Print Name Brian Coulter Capacity Company Secretary

Sign Here Date 11/9/2008