

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Capital Mining Limited**ACN/ARSN **104 551 171****1. Details of substantial holder (1)**Name **Robert McCauley**

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on **09/10/09**The previous notice was given to the company on **23/06/09**The previous notice was dated **23/06/09****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	3,446,952	8.08%	4,762,215	7.0%

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
21.07.09	Robert & Catherine McCauley/Chakola Gold Pty Ltd	Purchase shares Company's Rights Issue	\$ 86,326	2,158,172 ordinary shares	+2,158,172
21.07.09	Robert McCauley	Dilution of Substantial Holders interest following Company's Rights Issue of 25,570,321 ordinary shares	-	-	-
24,26.06.09 8.10.09- 13.10.09	Chakola Gold Pty Ltd Robert&Catherine McCauley	On market sale	\$52638	842,909 ordinary shares	-842,909

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
Robert McCauley	Chakola Gold Pty Ltd		Indirect	4,320,000 ordinary shares	4,320,000
Robert McCauley	Robert&Catherine McCauley		Direct & Indirect	442,215 ordinary shares	442,215

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
Robert McCauley/Chakola Gold Pty Ltd/Catherine McCauley	PO Box 610 Erindale Centre ACT 2903

Signature

print name **ROBERT McCAULEY** capacity **Director**

sign here  date **13/10/09**

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 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 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.
-

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	CAPITAL MINING LIMITED
ABN	69 104 551 171

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	ROBERT JOHN McCAULEY
Date of last notice	22 July 2009

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Shares and Options held by or with C McCauley, and by Chakola Gold Pty Ltd, a company associated with registered holder
Date of change	8 - 13 October 2009
No. of securities held prior to change	5,478,172 fully paid ordinary shares (direct and indirect) 250,000 unquoted options (direct) 250,000 unquoted options (indirect) 1,461,168 quoted 20 cent options (direct and indirect) 1,079,086 quoted 8 cent options (direct and indirect)
Class	Fully paid ordinary shares and quoted 8cent Options
Number acquired	Nil
Number disposed	715,957 ordinary shares & 239,086 8cent options

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$46761 ordinary shares & \$7157 options
No. of securities held after change	4,762,215 ordinary shares (direct & indirect) 250,000 unquoted options (direct) 250,000 unquoted options (indirect) 1,461,168 quoted 20 cent options(direct and indirect) 840,000 quoted 8 cent options (direct & indirect)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market trade

Part 2 – Change of director's interests in contracts NOT APPLICABLE

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.