



Allens Arthur Robinson

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Page 1 of 6
From Allens Arthur Robinson
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Dear Sirs

**Change in Substantial Holding Notice:
 Gindalbie Metals Limited (ASX:GBG)**

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a 'Notice of change of interests of substantial holder' (Form 604) in respect of Gindalbie Metals Limited on behalf of the Ospraie entities referred to in the notice.

Yours faithfully



Our Ref BZOM:RDSM:305326349

bzom A0107927573v1 305326349 18.12.2006

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Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Gindalbie Metals Limited

ACN/ARSN 106 857 614

1. Details of substantial holder (1)

Name Ospraie Management, LLC (and the Ospraie entities referred to in paragraph 4 below) (Ospraie)

ACN/ARSN (if applicable) _____

There was a change in the interests of the

substantial holder on 14/12/2006

The previous notice was given to the company on 27/04/2006

The previous notice was dated 26/04/2006

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	27,100,000	6.32%	22,918,417	5.28%

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
22/05/06	In each case, Ospraie.	In each case, the acquisition of fully paid ordinary shares through the share market conducted by the Australian Stock Exchange Ltd.	60 cents	100,000	100,000
23/05/06			53 cents	200,000	200,000
10/07/06		The disposition of fully paid ordinary shares through the share market conducted by the Australian Stock Exchange Ltd.	60 cents	100,000	100,000
17/07/06		The acquisition of fully paid ordinary shares through the share market conducted by the Australian Stock Exchange Ltd.	54.5 cents	200,000	200,000
24/07/06		The disposition of fully paid ordinary shares through the share market conducted by the Australian Stock Exchange Ltd.	59 cents	39,270	39,270

02/08/06		The acquisition of fully paid ordinary shares through the share market conducted by the Australian Stock Exchange Ltd.	52 cents	100,000	100,000
13/11/06		In each case, the disposition of fully paid ordinary shares through the share market conducted by the Australian Stock Exchange Ltd.	53.7 cents	100,000	100,000
15/11/06			54 cents	100,000	100,000
16/11/06			55.3 cents	281,429	281,429
30/11/06			56 cents	318,571	318,571
01/12/06			58.7 cents	1,300,000	1,300,000
11/12/06			61 cents	1,100,000	1,100,000
12/12/06			63 cents	135,967	135,967
13/12/06			63.7 cents	512,083	512,083
14/12/06			cents	794,263	794,263

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
The Ospraie Portfolio Ltd. and its major shareholders The Ospraie Fund, L.P. and The Ospraie Intermediate Fund, Ltd.	Westpac Custodian Nominees Limited	The Ospraie Portfolio Ltd.	The Ospraie Portfolio Ltd. is the beneficial owner. The major shareholders named each hold more than 20% of the shares in The Ospraie Portfolio Ltd. and, as a result, each have a relevant interest by operation of section 608(3) of the Corporations Act.	20,652,587 fully paid ordinary shares	20,652,587
The Ospraie Special Opportunities Master Holdings Ltd and its major shareholders (Ospraie Special Opportunities L.P. and Ospraie Special Opportunities (Ofshore) Master L.P.)	Westpac Custodian Nominees Limited	Ospraie Special Opportunities Master Holdings Ltd	The Ospraie Special Opportunities Master Holdings Ltd is the beneficial owner. The major shareholders named each hold more than 20% of the shares in The Ospraie Special Opportunities Master Holdings Ltd and, as a result, each have a relevant interest by operation of section 608(3) of the Corporations Act.	2,265,830 fully paid ordinary shares	2,265,830

Ospraie Management, LLC	Westpac Custodian Nominees Limited	The Ospraie Portfolio Ltd., and Ospraie Special Opportunities Master I Holdings Ltd	Ospraie Management, LLC is the investment manager for The Ospraie Portfolio Ltd. and, as such, has the power to control voting and/or the disposal of the shares held by it. In addition, by operation of section 608(3) of the Corporations Act, Ospraie Management, LLC has a relevant interest in the shares in which Ospraie Advisors LP has a relevant interest.	22,918,417 fully paid ordinary shares. This is the aggregate of the shares listed above.	22,918,417. This is the aggregate of the votes listed above.
Ospraie Advisors L.P. (and its general partner, Ospraie Advisors, LLC)	Westpac Custodian Nominees Limited	Ospraie Special Opportunities Master Holdings Ltd	Ospraie Advisors L.P. is the investment manager for the Ospraie Special Opportunities Master Holdings Ltd. and as such, has the power to control voting and/or the disposal of the shares held by them.	2,265,830 fully paid ordinary shares. This is the aggregate of the shares listed above for Ospraie Special Opportunities Master I Holdings Ltd.	2,265,830. This is the aggregate of the votes listed for Ospraie Special Opportunities Master Holdings Ltd.

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
Not applicable	Not applicable

6. Addresses

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

Name	Address
Ospraie	c/o Ospraie Management, LLC 320 Park Avenue 27 th Floor New York, NY 10022 United States of America

**Signature**

print name	<u>Kirk Rule</u>	capacity	<u>Chief Compliance Off.</u>
sign here	<u>[Handwritten Signature]</u>	date	<u>14 / 12 / 06</u>

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:
- (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 (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.