

Appendix 3D

Changes relating to buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ACN/ABN/ARSN
BLACKGOLD INTERNATIONAL HOLDINGS LIMITED	145 095 478

We (the entity) give ASX the following information.

1	Date that an Appendix 3C or the last Appendix 3D was given to ASX	30 August 2011
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Information about the change

Complete each item for which there has been a change and items 9 and 10.

Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
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On-market buy-back

2	Name of broker who will act on the company's behalf	CK Locke & Partners Pty Ltd	CK Locke & Partners Pty Ltd; and Bell Potter Securities Limited -ASX Full Participant.
3	Deleted 30/9/2001.	N/A	N/A
4	If the company/trust intends to buy back a maximum number of shares/units – that number Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.	Up to 12,000,000 shares	No Change

⁺ See chapter 19 for defined terms.

Appendix 3D

Changes relating to buy-back

	Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
5	If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back	Up to 12,000,000 shares No Change
6	If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	12 months – from on or about 14 September 2011. The buy-back may be concluded earlier if the maximum number of shares have been bought back, or if the entity's directors believe that it is no longer in the best interest of the Company to proceed with the buy-back.
7	If the company/trust intends to buy back shares/units if conditions are met – those conditions	None No Change

All buy-backs

8	Any other change	N/A N/A
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⁺ See chapter 19 for defined terms.

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| 9 Reason for change | A new broker has been appointed who will act on behalf of the Company in relation to the buy-back. |
| 10 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>) | <p>The entity wishes to note that the following persons have voluntarily excluded themselves from participating in the proposed buy-back:</p> <p>(a) the directors of the entity; and</p> <p>(b) Lucky Magic Enterprises Limited and Prima Network Financial Group Limited, being two substantial shareholders of the entity and each of which is controlled by directors of the entity.</p> |

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:
(Director/~~Company secretary~~)

Date: ...26/09/2011...

Print name:Chi Ho James Tong.....
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⁺ See chapter 19 for defined terms.