



ABN 30 075 860 472

NOTICE OF GENERAL MEETING

TIME: 11:00 am (AEST)

DATE: 29 November 2010

PLACE: PKF Chartered Accountants & Business Advisers
Geoff Harris Room
Level 10, 1 Margaret Street
SYDNEY

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please contact the Company Secretary on (61 2) 9380 7233.

CONTENTS PAGE

Notice of General Meeting (setting out the proposed resolutions)	3
Explanatory Statement	4
Proxy Form	7

TIME AND PLACE OF MEETINGS AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of Austral Gold Limited to which this Notice of Meetings relates will be held at the offices of PKF Chartered Accountants & Business Advisers, Geoff Harris Room Level 10, 1 Margaret Street SYDNEY on Monday, 29 November 2010 commencing at 11.00 am (AEST).

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form:

- (a) by post to Suite 605, 80 William Street, Sydney, New South Wales 2011; or
- (b) by facsimile to AGD on facsimile number (61 2) 9380 7972

So that it is received no later than 4.00 pm AEST on Friday 26 November 2010.
Proxy forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Austral Gold Limited (**AGD** or **Company**) will be held at the offices of PKF Chartered Accountants & Business Advisers, Geoff Harris Room Level 10, 1 Margaret Street Sydney, NSW commencing at 11.00 am (AEST) on Monday 29 November 2010.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of AGD on Friday, 26 November 2010 at 4.00 pm (AEST).

AGENDA

1. RESOLUTION 1 – RECEIVE AND CONSIDER FINANCIAL STATEMENTS AND DIRECTORS REPORT

To receive and consider the Annual Financial Report together with the Directors' Report and the Auditor's Report for the year ended 30 June 2010.

2. RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

To consider, and if thought fit to pass the following resolution as a **non-binding resolution**:

"That for the purposes of Section 250R(2) of the Corporations Act, the Company adopt the Remuneration Report."

3. RESOLUTION 3 – RE-ELECTION OF MR MARK BETHWAITE

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Mark Bethwaite, who retires by rotation in accordance with clause 13.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

4. RESOLUTION 4 – RE-ELECTION OF MR PABLO VERGARA DEL CARRIL

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Pablo Vergara del Carril, who retires by rotation in accordance with clause 13.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

5. RESOLUTION 5 – APPROVAL OF TOTAL AGGREGATE REMUNERATION TO DIRECTORS

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That in accordance with clause 13.7 of the Company's Constitution, the total aggregate remuneration paid to Directors will not exceed \$600,000 per annum."

Dated: 12 October 2010

**By Order Of the Board
Austral Gold Limited**



**Catherine Lloyd
Company Secretary**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of Austral Gold Limited (**AGD** or **Company**) in connection with the business to be conducted at a General Meeting to be held at the offices of PKF Chartered Accountants & Business Advisers, Geoff Harris Room Level 10, 1 Margaret Street Sydney, NSW commencing at 11.00 am (AEST) on Monday 29 November 2010.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. RESOLUTION 1 – RECEIVE AND CONSIDER FINANCIAL STATEMENTS AND DIRECTORS REPORTS

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of the Directors and the Auditors for the year ended 30 June 2010.

2. RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Directors' Report in the Company's 2010 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders however, should note that the vote on Resolution 2 is advisory only and not binding on the Company or its Directors.

3. RESOLUTION 3 – RE-ELECTION OF MR MARK BETHWAITE

Mr Bethwaite was appointed as a Director on 3 April 2007 and was re-elected at the Annual General Meeting of the Company on 26 November 2008. He now retires by rotation and, being eligible, seeks re-election in accordance with clause 13.2 of the Company's Constitution.

A brief profile of Mr Bethwaite is contained in the Company's 2010 Annual Report.

4. RESOLUTION 4 – RE-ELECTION OF MR PABLO VERGARA DEL CARRIL

Mr Vergara del Carril was appointed as a Director on 18 May 2006 and was re-elected at the Annual General Meeting of the Company on 26 November 2008. He now retires by rotation and, being eligible, seeks re-election in accordance with clause 13.2 of the Company's Constitution.

A brief profile of Mr Vergara del Carril is contained in the Company's 2010 Annual Report.

5. RESOLUTION 5 – APPROVAL OF TOTAL AGGREGATE REMUNERATION TO DIRECTORS

Clause 13.7 of the Company's Constitution requires shareholder approval of the upper limit of the total aggregate amount paid to Directors per annum. Approval is sought to set the upper limit of Director remuneration at \$600,000. Adoption of this resolution does not mean that the full amount will be paid to Directors.

The total aggregate amount proposed in this resolution takes into account the appointment of Mr Stabro Kaseneva as Executive Director and Chief Operating Officer and current marketplace remuneration for executive and non-executive Directors.

There has been no increase in the remuneration of non-executive Directors for the year ended 30 June 2010.

For details of the amounts paid to Directors please refer to the Directors' Report contained in the 2010 Annual Report.

The Company will disregard any votes cast on the resolution by a Director and any associate of a Director. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

GLOSSARY

In this Notice of Meeting and Explanatory Statement:

2010 Annual Report means the Annual Report of the Company in respect of the financial year ended 30 June 2010;

AGD or **Company** means Austral Gold Limited ACN 075 860 472;

ASX means ASX Limited or the Australian Securities Exchange, as the context may require;

Board means the board of Directors;

Corporations Act means the *Corporations Act 2001* (Cth);

Directors means the Directors of the Company from time to time;

Explanatory Statement means the explanatory notes which accompany and are incorporated as part of this Notice of Meeting;

General Meeting means the Annual General Meeting of the Company to be held at 11:00am (AEST) on 29 November 2010;

Listing Rules means the listing rules of the ASX;

Notice of Meeting means this notice of meeting including the Explanatory Statement;

Shares means fully paid ordinary shares in the capital of the Company; and

Shareholders means the holders of Shares.

PROXY FORM

**APPOINTMENT OF PROXY
AUSTRAL GOLD LIMITED
ABN 30 075 860 472**

I/We

being a Member of Austral Gold Limited entitled to attend and vote at the Meeting, hereby

Appoint

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held at the offices of PKF Chartered Accountants & Business Advisers, Geoff Harris Room Level 10, 1 Margaret Street Sydney, NSW commencing at 11.00 am (AEST) on Monday 29 November 2010 (AEST) and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Voting on Business of the General Meeting

Resolution 1 – Receive and consider Financial Statements and Directors Report

FOR AGAINST ABSTAIN

Resolution 2 – Adoption of the Remuneration Report

Resolution 3 – Re-election of Mr Mark Bethwaite

Resolution 4 – Re-election of Mr Pablo Vergara Del Carril

Resolution 5 – Approval of Total Aggregate Remuneration paid to Directors

If you do **not** wish to direct your proxy how to vote, please place a mark in this box

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolutions and votes cast by him other than as proxy holder will be disregarded because of the interest. The Chairman will vote in favour of all of the resolutions if no directions are given.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

Signed this day of 2010

By:

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director and Sole Company Secretary

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.

2. A duly appointed proxy need not be a member of AGD. In the case of joint holders, all must sign.

3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

For AGD to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting

5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.

6. To vote by proxy, please complete and sign the proxy form enclosed:

- (a) send the proxy form by post to Austral Gold Limited,
Suite 605, 80 William Street, Sydney, New South Wales 2011; or
- (b) by facsimile to the Company on facsimile number (02) 9380 7972,
so that it is received not later than 4:00 pm (AEST) on Friday 26
November 2010.

PROXY FORMS RECEIVED LATER THAN THIS TIME WILL BE INVALID
