

## **MEDIA RELEASE**

Austral Gold Limited

28 October 2016

### **AUSTRAL GOLD LIMITED ANNUAL GENERAL MEETING**

Austral Gold Limited (ASX: AGD) advises that the following documents will be dispatched to shareholders today:

- 2016 Notice of Annual General Meeting
- Proxy Form
- Annual Report (to those shareholders who have requested it)

*\*The Notice of Annual General Meeting and sample Proxy Forms are attached.*

*For more information please contact:*

Alison Crealy  
Austral Gold Limited, Australia  
info@australgold.com.au  
61 (2) 9380 7233

Jose Bordogna  
Austral Gold Argentina SA, South America  
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54 (11) 4323-7558

28 October 2016

Dear Shareholder

**Annual General Meeting**

On behalf of the Board, I am pleased to invite you to attend the Annual General Meeting of Austral Gold Limited. This meeting will be held at 8.00am (AEDT) on Wednesday 30 November 2016 at:

BDO Office  
Level 11  
1 Margaret Street  
Sydney NSW 2000  
Australia

Enclosed are the following documents:

- Notice of Meeting and Explanatory Statement;
- Proxy Form for the Annual General Meeting; and
- Annual Report for the year ended 30 June 2016, for those Shareholders who have requested a printed copy.

If you are unable to attend the Meeting, I encourage you to appoint a proxy by following the instructions on pages 3 and 4 of the Notice of Meeting. You may also provide questions or comments in advance of the Meeting, by contacting the Company Secretary, using the details set out on page 18 of the Notice.

**2016 Annual Report**

Shareholders are reminded that the Annual Report is only mailed to those Shareholders who have elected to receive it in hard copy. If you have not elected to receive it in hardcopy, please find a copy of the 2016 Annual Report on the Company's website at <http://www.australgold.com.au/>

We look forward to seeing you at the Annual General Meeting.

Yours faithfully,



Eduardo Elsztain  
Non-Executive Chairman



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## AUSTRAL GOLD LIMITED

ABN 30 075 860 472

### NOTICE OF ANNUAL GENERAL MEETING

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**TIME:** 8.00am (AEDT)

**DATE:** Wednesday, 30 November 2016

**PLACE:** BDO Office  
Level 11  
1 Margaret Street  
Sydney NSW 2000  
Australia

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.

In accordance with National Instrument 71-102 adopted by the British Columbia Securities Commission ("NI 71-102"), Austral Gold Limited confirms that it is a designated foreign user as defined in NI 71-102 and it is subject to the regulatory requirements of the Australian Securities Exchange Limited. The Company confirms that, in accordance with Section 3.2 of NI 71-102, this Notice of Meeting has been sent to all shareholders with a registered address in Canada in the same manner and at the same time, or as soon as practicable after, it was sent to holders of securities of that class in the Company's local jurisdiction, being Australia.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, using the contact details on page 18.

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## **YOUR VOTE IS IMPORTANT**

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

## **VOTING IN PERSON**

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To vote in person, please attend the Annual General Meeting on the date, time and at the place set out on page 5 of this Notice.

## **APPOINTING A PROXY**

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A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder of Austral.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the Shareholder's votes on a poll. Fractions will be disregarded.

### **For shareholders on the Australian register:**

To appoint a proxy online, please go to the Computershare website below:

- (a) [www.investorvote.com.au](http://www.investorvote.com.au); or
- (b) [www.intermediaryonline.com](http://www.intermediaryonline.com) for Intermediary Online subscribers only (Custodians).

Alternatively, you can appoint a proxy by completing and signing your proxy form and sending the form:

- (a) By post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne 3001, Victoria, Australia; or
- (b) By facsimile to Computershare on 1 800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

The deadline for receipt of proxy forms is **8:00am (AEDT) on 28 November 2016**, being not later than 48 hours before the commencement of the Meeting.

***Any proxy appointments received later than this time will not be valid for the Meeting.***

### **For shareholders on the Canadian register:**

To appoint a proxy online, please go to the Computershare website [www.investorvote.com](http://www.investorvote.com) using the control number located on your proxy.

Alternatively, you can appoint a proxy by completing and signing your proxy form and sending the form:

- (a) By post to Computershare Investor Services, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Canada; or
- (b) By phone to Computershare on 1-866-732-VOTE (8683) (Toll free within Canada or US) or +1 312 588 4290; (International direct dial)

The deadline for receipt of proxy forms for those on the Canadian register is **8:00am (PT) on 27 November 2016**.

***Any proxy appointments received later than this time will not be valid for the Meeting.***

## **POWER OF ATTORNEY**

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If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to the Share Registry.

## **CORPORATE REPRESENTATIVES**

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If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

An appointment of corporate representative form may be obtained from Computershare by online at: <https://www-au.computershare.com/Investor/help/printableforms>

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting (**AGM**) of Shareholders of Austral Gold Limited will be held at the BDO Office, Level 11, 1 Margaret Street, Sydney, NSW, 2000 at 8.00am (AEDT) on Wednesday, 30 November 2016. Registration will open at 7.30am (AEDT).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

The Directors have determined under Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 7.00pm (AEDT) on 28 November 2016.

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### AGENDA

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#### 1. ITEM 1 – ADOPTION OF THE 2016 ANNUAL REPORT

*“To receive and to consider the Company’s Annual Financial Report, the Directors’ Report and the Auditor’s Report for the year ended 30 June 2016.”*

Shareholders are reminded that the 2016 Annual Report has only been mailed to those Shareholders who have elected to receive annual reports in hard copy. The 2016 Annual Report can be viewed on the Company’s website at [www.australgold.com.au](http://www.australgold.com.au).

If you have not previously elected to receive a printed copy of the Annual Report and would like one, please phone +61 (2) 9380 7233 or email [info@australgold.com.au](mailto:info@australgold.com.au) and a copy will be sent to you free of charge.

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolution below, which will be proposed as a Non-Binding Ordinary Resolution:

#### 2. RESOLUTION 2 – ADOPTION OF THE 2016 REMUNERATION REPORT

*“To adopt the Remuneration Report for the year ended 30 June 2016.”*

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolutions below, which will be proposed as Ordinary Resolutions:

#### 3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR PABLO VERGARA DEL CARRIL

*“That Mr Pablo Vergara Del Carril be re-elected as a director of the Company.”*

#### 4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR ROBERT TRZEBSKI

*“That Mr Robert Trzebski be re-elected as a Director of the Company.”*

#### 5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ARGENTEX SHAREHOLDERS UNDER ASX LISTING RULE 7.1

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the prior issue of 40,221,183 ordinary shares to Argentex Shareholders for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”*

Shareholders will be asked to consider, and if thought fit, to pass the Resolutions below, which will be proposed as Special Resolutions:

**6. RESOLUTION 6 – APPROVAL OF AMENDMENT OF THE COMPANY’S CONSTITUTION**

*“That the Company’s Constitution be amended by deleting Clause 13.2 in its entirety and replacing it with the following:*

*Subject to clause 17.4, at each annual general meeting of the Company all the Directors shall retire from office, noting that no Director except a Managing Director shall hold office for a period in excess of 1 year. A retiring Director is eligible for re-election. An election of Directors shall take place each year.*

*This amendment is to take effect from the close of the meeting or last adjournment of the meeting at which this resolution is passed.”*

**7. RESOLUTION 7 – APPROVAL OF 10% CAPACITY TO ISSUE EQUITY SECURITIES**

*“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital in the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”*

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DATED: 28 October 2016

By Order of the Board



Andrew Bursill  
Company Secretary  
Austral Gold Limited

## Voting Exclusion Statement

For the definitions of Key Management Personnel (**KMP**) and Closely Related Parties, please refer to the Glossary on page 19.

The Corporations Act restricts members of the KMP of the Company and their Closely Related Parties from voting in relation to remuneration related Resolutions (such as Resolution 2).

In addition, separate voting restrictions apply in respect of Resolutions 5 and 7 under the ASX Listing Rules.

### What this means for Shareholders

If you intend to appoint a member of the KMP (other than the Chairman of the Meeting) as your proxy, please ensure that you direct them on how to vote on Resolution 2. If you do not do so, your proxy will not be able to vote on your behalf on Resolution 2.

If you intend to appoint the Chairman of the Meeting as your proxy, you are encouraged to direct him how to vote by marking a box for Resolution 2 (for example if you wish to vote for, or against, or to abstain from voting). If you appoint the Chairman as your proxy without directing him how to vote, the proxy form authorises him to vote as he decides on Resolution 2 (even though that Resolution is connected with the remuneration of KMP). The Chairman of the Meeting intends to vote in favour of all Resolutions (where permissible).

The Company will disregard votes cast on Resolutions 2, 5 and 7 by the persons detailed in the table below.

Resolution	Voting Exclusions
Resolution 2 – Adoption of Remuneration Report	<p>A vote must not be cast in any capacity by:</p> <ul style="list-style-type: none"> <li>- A current or former member of the KMP whose remuneration details are included in the remuneration report for the year ended 30 June 2016, and</li> <li>- Any Closely Related Parties of such member of the KMP.</li> </ul> <p>In addition, no votes may be cast as a proxy by any other person who has become a member of the KMP by the time of the AGM, or their Closely Related Parties.</p> <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 2 if:</p> <ul style="list-style-type: none"> <li>- The vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or</li> <li>- The vote is cast by the Chairman of the Meeting and the proxy form authorises him to vote as he decides on the Resolution (even though it is connected with the remuneration of members of the KMP, including the Chairman).</li> </ul>
Resolution 5 – Ratification of prior issue of shares to Argentex Shareholders under ASX LR 7.1	<p>The Company will disregard any votes cast on Resolution 5 by:</p> <ul style="list-style-type: none"> <li>- The persons listed in the Resolution, being the persons that participated in the issues of the shares that are the subject of the Resolution; and</li> <li>- Any associates of those persons.</li> </ul> <p>However, the Company need not disregard a vote on Resolution 5 if cast by:</p> <ul style="list-style-type: none"> <li>- A person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or</li> <li>- The chairman of 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.</li> </ul>

Resolution 7 – Approval of 10% Capacity to Issue Equity Securities	<p>A vote must not be cast by:</p> <ul style="list-style-type: none"><li>- Persons who may participate in the proposed issue of the securities, and any persons who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; and</li><li>- Any associates of those persons.</li></ul> <p>However, the company need not disregard a vote cast as proxy for a person who is entitled to vote on resolution 7 if:</p> <ul style="list-style-type: none"><li>- The vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the resolution; or</li><li>- The vote is cast by the chairman of the meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.</li></ul>
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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held on 30 November 2016 at 8.00am (AEDT).

This 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.

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### 1. ADOPTION OF 2016 ANNUAL REPORT

The business of the Meeting will include receipt and consideration of the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2016, which are included in Austral's Annual Report.

In accordance with the Corporations Act 2001, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Annual Report, and on the management of Austral.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the auditor's report;
- Accounting policies adopted by the company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

#### Written questions for the Auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report to the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, that is, by Tuesday 22 November 2016.

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### 2. RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the 2016 Annual Report. The Remuneration Report details the Company's remuneration arrangements for the Directors and senior management of the Company.

S250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders should note that the vote on Resolution 2 is advisory only and not binding on the Company or its Directors.

However, under the Corporations Act, if at least 25% of the votes cast on Resolution 2 are against the adoption of the Remuneration Report then:

- If comments are made on the Remuneration Report at the Meeting, Austral's 2016 Remuneration Report will be required to include an explanation of the Board's proposed action response or, if no action is proposed, the Board's reasons for this; and
- If, at next year's AGM, at least 25% of the votes cast on the resolution for adoption of the 2017 Remuneration Report are against it, Austral will be required to put to Shareholders a resolution proposing that an Extraordinary General Meeting (EGM) be called to consider

the election of Directors (Spill Resolution). If the Spill Resolution is passed (i.e. More than 50% of the votes cast are in favour of it), all of the Directors (other than the Managing Director) will cease to hold office at the subsequent EGM, unless re-elected at that Meeting.

Last year, a resolution was passed to adopt the 2015 Remuneration Report, with in excess of 75% of votes cast in favour of the resolution on a show of hands (noting that in excess of 75% of proxies lodged were also in favour of the resolution).

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Remuneration Report.

**Board Recommendation:** *The Remuneration Report forms part of the Directors' Report, which was approved in accordance with a unanimous resolution of the Board. Each Non-Executive Director recommends that Shareholders vote in favour of adopting the Remuneration Report.*

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### 3. RE-ELECTION OF DIRECTORS

Clause 13.2 of the Constitution requires that one third of the Directors (or if their number is not a multiple of three, then the number nearest one third, rounded upwards) must retire at each annual general meeting.

Directors who retire under clause 13.2 are eligible for re-election.

#### **RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR PABLO VERGARA DEL CARRIL**

Mr Pablo Vergara del Carril was appointed to the Austral Board on 18 May 2006. He is a Non-Executive Director and a member of the Audit Committee.

Mr Vergara del Carril retires as a Director and now seeks re-election in accordance with clause 13.2 of the Constitution. He was last re-elected by shareholders on 27 November 2013.

Mr Vergara del Carril is a lawyer and is a professor of Postgraduate Degrees for Capital Markets, Corporate Law and Business Law at the Argentine Catholic University.

He is a member of the International Bar Association, the American Bar Association and the AMCHAM, among other legal and business organizations. He is a founding board member of the recently incorporated Australian-Argentinean Chamber of Commerce. He is a Board member of the Argentine Chamber of Corporations and also an officer of its Legal Committee. He is recognized as a leading lawyer in Corporate, Real Estate, M&A, Banking & Finance and Real Estate Law by international publications such as Chamber & Partners, Legal 500, International Financial Law Review, Latin Lawyer and Best Lawyer.

He is a Director of Banco Hipotecario SA.[BASE: BHIP], Nuevas Fronteras (owner of the Intercontinental Hotel in Buenos Aires), IRSA Propiedades Comerciales [Nasdaq / BASE] and Emprendimiento Recoleta SA (owner of the Buenos Aires Design Shopping Centre), among other companies. Mr Vergara del Carril is also a Director of Guanaco Mining Company Limited and Guanaco Capital Holding Corp.

Mr Vergara del Carril has not held any other Directorships with listed companies in the last three years.

**Board Recommendation:** *The Directors (with Mr Vergara del Carril abstaining) unanimously recommend the re-election of Mr Vergara del Carril.*

## **RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR ROBERT TRZEBSKI**

Mr Robert Trzebski was appointed to the Board on 10 April 2007. He is an Independent, Non-Executive Director and Chairman of the Audit Committee.

Mr Trzebski retires as a Director and now seeks re-election in accordance with clause 13.2 of the Constitution. He was last re-elected by shareholders on 27 November 2013.

Dr Trzebski holds a degree in Geology, PhD in Geophysics, Masters in Project Management and has over 20 years of professional experience in mineral exploration, project management and mining services. He is currently Chief Operating Officer of Austmine Ltd. As a fellow of the Australian Institute of Mining and Metallurgy, Dr Trzebski has acted as the Competent Person (CP) for the Company's ASX releases.

Dr Trzebski has not held any other Directorships with listed companies in the last three years.

**Board Recommendation:** *The Directors (with Mr Trzebski abstaining) unanimously recommend the re-election of Mr Trzebski.*

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## **4. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES**

### **Background**

On 22 August 2016 the Company announced the completion of the previously announced plan of arrangement ("the Arrangement") involving the acquisition by Austral Gold of all of the issued and outstanding common shares of Argentex Mining Corporation ("Argentex") not already held by Austral and its subsidiaries, which represented approximately 80.1% of the Argentex shares outstanding at the time of acquisition.

Under the terms of the Arrangement, Argentex shareholders received 0.5651 of an ordinary share of Austral Gold Limited for each Argentex common share held by Argentex shareholders, representing an implied valuation of approximately CAD\$0.08 per Argentex share (or CAD\$5.8 million in total valuation). At that time, Argentex also became a wholly owned subsidiary of Austral.

Shareholder approval is being sought to ratify the issue of the 40,221,183 Austral ordinary shares that were issued on 29 August 2016 to Argentex shareholders in accordance with the Arrangement, which were issued under ASX Listing Rule 7.1.

### **ASX Listing Rule 7.1**

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (15% limit), unless an exception applies. The Company has not exceeded this 15% limit.

### **ASX Listing Rule 7.4**

ASX Listing Rule 7.4 provides that where holders of ordinary securities approve a previous issue of securities made without approval under ASX Listing Rule 7.1, and provided that the previous issue of securities did not breach ASX Listing Rule 7.1, those securities shall be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder approval is now sought for the issue of securities set out below, pursuant to ASX Listing Rule 7.4, to partially reinstate the Company's capacity to issue up to 15% of its ordinary issued capital under ASX Listing Rule 7.1 and an additional 10% of its ordinary issued capital under ASX Listing Rule 7.1A, if required, over a 12 month period without seeking further Shareholder approval.

## ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders in relation to the Resolution 5 Shares:

- (a) The number of securities issued was 40,221,183 ordinary shares.
- (b) The ordinary shares were issued at nil cash consideration per share.
- (c) The shares are fully paid ordinary shares and will rank equally in all respects with the company's existing ordinary shares on issue.
- (d) The ordinary shares were issued to the shareholders of Argentex Mining Corporation.
- (e) No funds were raised from the issue of the resolution 5 shares.
- (f) A voting exclusion applies to this item of business, as set out in the Notice.

**Board Recommendation:** *The Directors unanimously recommend that Shareholders vote in favour of ratifying the above issue of equity securities. This will enable the Company to retain the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 during a 12 month period without seeking further Shareholder approval.*

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## 5. RESOLUTION 6 – AMENDMENT TO CONSTITUTION

### Background

As part of the Company's dual-listing on the Toronto Stock Exchange, Austral is required to comply with the Canadian Regulatory Authorities on their general prohibition on "staggered boards" (ie where only a proportion of the Directors are required each year to retire by rotation – usually one-third).

As Austral Gold is listed on the ASX, the Company has undertaken to present a resolution to its shareholders to eliminate the staggered board mechanism. If the resolution is not passed by the shareholders, the Company may keep the staggered board mechanism but it must present the same resolution to its shareholders every 3 years thereafter until the staggered board mechanism is removed.

As such, the Board recommends that the Company's Constitution be amended by deleting Clause 13.2 in its entirety and replacing it with:

*"Subject to clause 17.4, at each annual general meeting of the Company all the Directors shall retire from office, noting that no Director except a Managing Director shall hold office for a period in excess of 1 year. A retiring Director is eligible for re-election. An election of Directors shall take place each year."*

It is noted that Clause 17.4 exempts the Managing Director of the Company from retiring at each Annual General Meeting during their tenure in that position. Austral proposes to retain this provision.

The amendment to the Company's Constitution is to take effect from the close of the meeting or last adjournment of the meeting at which this resolution is passed."

**Board Recommendation:** *The Directors unanimously recommend that Shareholders vote in favour of this resolution to amend the Company's Constitution.*

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**6. RESOLUTION 7 - APPROVAL OF 10% CAPACITY TO ISSUE EQUITY SECURITIES****(a) ASX Listing Rule 7.1**

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (15% limit), unless an exception applies. The Company has not exceeded this 15% limit.

**(b) ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of their issued capital through placements over a 12 month period after an annual general meeting. This 10% placement capacity (10% limit) is in addition to the Company's 15% limit under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

**(c) Shareholder Approval**

Shareholder approval is now sought in accordance with ASX Listing Rule 7.1A to give the Company the ability to issue equity securities under the 10% limit. Resolution 7 must be passed as a Special Resolution, meaning that at least 75 per cent of the votes cast at the AGM must be in favour of Resolution 7.

**(d) Current Securities on Issue**

As at the date of this Notice, the Company has the following classes and numbers of equity securities on issue:

<b>Security Class</b>	<b>Number on Issue</b>
Ordinary Shares	518,983,178
Unlisted Options, exercise price \$0.30, expiry date 15/11/2016	140,949
<b>Total</b>	<b>519,124,127</b>

**(e) Duration of Approval of 10% Limit**

Shareholder approval of the 10% limit under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) The date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) The date of the approval by shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking),

(the period of approval).

**(f) Formula for Calculation of 10% Limit**

The exact number of equity securities to be issued under the 10% limit will be determined in accordance with the following formula, which is prescribed in ASX Listing Rule 7.1A.2:

Eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the period of approval, a number of equity securities calculated in accordance with the following formula:

## **(A x D) – E**

**A** Is the number of shares on issue 12 months before the date of issue or agreement:

- Plus the number of fully paid ordinary shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- Plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- Plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 or ASX Listing Rule 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% limit without shareholder approval;
- Less the number of fully paid ordinary shares cancelled in the 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% limit.

**D** Is 10%

**E** Is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or ASX Listing Rule 7.4.

ASX Listing Rule 7.3A requires the following information to be provided to Shareholders:

### **(g) Minimum Price**

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of the Company's equity securities in the same class, calculated over the 15 Trading Days immediately before:

- (i) The date on which the price at which the equity securities are to be issued is agreed; or
- (ii) If the equity securities are not issued within five trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

### **(h) Risk of Voting Dilution**

If Resolution 7 is approved by Shareholders and the Company issues equity securities under the 10% limit, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

- (i) The market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
- (ii) The equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date or the equity securities are issued as part of the consideration for the acquisition of a new asset;

which may have an effect on the amount of funds raised by the issue of the equity securities.

The below table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable 'A', calculated in accordance with the formula in ASX Listing Rule 7.1A(2), as at the date of this Notice.

The table also shows:

- (i) Two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of Shares the Company currently has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a

takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- (ii) Two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		\$0.10 50% decrease in Issue Price	\$0.20 Issue Price	\$0.40 100% increase in Issue Price
Current Variable 'A' 518,983,178	10% Voting Dilution	51,898,318	51,898,318	51,898,318
	Funds Raised \$	5,189,832	10,379,664	20,759,327
50% increase in current variable 'A' 778,474,767	10% Voting Dilution	77,847,477	77,847,477	77,847,477
	Funds Raised \$	7,784,748	15,569,495	31,138,991
100% increase in current variable 'A' 1,037,966,356	10% Voting Dilution	103,796,636	103,796,636	103,796,636
	Funds Raised \$	10,379,664	20,759,327	41,518,654

The above table has been prepared on the following assumptions:

- (i) The issue price is \$0.20 being the closing market price of the Shares on the ASX on 29 September 2016.
- (ii) The Company issues the maximum number of equity securities available under the 10% limit.
- (iii) No Options are exercised into Shares before the date of the issue of equity securities.
- (iv) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (v) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% limit, based on that Shareholder's holding at the date of the Meeting;
- (vi) The table shows only the effect of issue of equity securities under ASX Listing Rule 7.1A, not under the 15% limit under ASX Listing Rule 7.1;
- (vii) The issue of equity securities under the 10% limit consists only of Shares.

**(i) Period of Approval**

The Company will only issue and allot the equity securities during the period of approval. The approval under Resolution 7 for the issue of the equity securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

**(j) Purpose of Issue under 10% Limit**

The Company may seek to issue the equity securities for the following purposes:

- (i) Non-cash consideration for the acquisition of assets such as mineral exploration tenements, or a business or company holding mineral exploration tenements. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
- (ii) Cash consideration. In such circumstances, the Company intends to use the funds raised towards continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities.

**(k) Allocation Policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% limit. The identity of the allottees of equity securities will be determined on a case by case basis, having regard to the factors including but not limited to the following:

- (i) The purpose of the issue;
- (ii) The alternative methods for raising funds that are available to the company at the time, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (iii) The effect of the issue of the equity securities on the control of the company;
- (iv) The circumstances of the company, including the financial position and solvency of the company; and
- (v) Advice from corporate, financial and broking advisers (if available).

The allottees under the 10% limit have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

**(l) Voting Exclusion Statement**

A voting exclusion applies to this item of business, as set out in the Notice.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder to participate in the issue of the equity securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice.

**(m) Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at the Company's Annual General Meeting on 26 November 2015.

During the 12 months preceding the date of this Meeting, being from and including 22 November 2015 to and including 22 November 2016 (preceding 12 month period):

- (i) The Company has issued in aggregate 40,221,183 ordinary shares;
- (ii) Those equity securities issued during the preceding 12 month period represent, on a fully diluted basis, 8.40% of the total number of equity securities that were issued on the first day of the preceding 12 month period.

Further details of the equity securities issued during the preceding 12 month period are set out in Annexure 1.

**Board Recommendation:** *The Directors unanimously recommend that Shareholders vote in favour of approving the 10% limit. This will enable the Company to have the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 and an additional 10% of the Company's share capital under ASX Listing Rule 7.1A during a 12 month period without seeking further Shareholder approval.*

**ANNEXURE 1 - PARTICULARS OF ISSUES OF EQUITY SECURITIES IN PRECEDING 12 MONTH PERIOD**

Date	Class of equity securities issued	Allottees of equity securities issued or basis of allotment	Issue Price per equity security	Discount to market price (if any)	Total cash consideration raised	Amount of cash consideration spent, what it was spent on and proposed application of balance of funds raised	Particulars of any non-cash consideration raised and its current value	No. of Ordinary Shares	No. of Unlisted Options
29 August 2016	Ordinary Shares	Issue of shares to shareholders of Argentex Mining Corporation as consideration for acquisition of that company.	N/A	Nil	N/A	N/A	<p>Issue of shares to shareholders of Argentex Mining Corporation as consideration for acquisition of that company.</p> <p>Under the terms of the Arrangement, Argentex shareholders received 0.5651 of an ordinary share of Austral Gold Limited for each Argentex common share held by shareholders, representing an implied valuation of approximately CAD\$0.08 per Argentex share (or CAD\$5.8 million in total valuation).</p>	40,221,183	N/A

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## 7. ENQUIRIES

Shareholders may contact the Company Secretary if they have any queries in respect of the matters set out in these documents.

Andrew Bursill  
Company Secretary  
Austral Gold Limited

c/- Franks & Associates Pty Limited  
GPO Box 4325  
Sydney, NSW 2001  
Australia

Tel: (+61 2) 9299 9690  
Fax: (+61 2) 9299 9629

Email: [abursill@fa.com.au](mailto:abursill@fa.com.au)

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## 8. GLOSSARY

**AEDT** means Australian Eastern Daylight Time, Sydney, New South Wales, Australia.

**Austral Group** means Austral and its controlled entities.

**Annual General Meeting, AGM or Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ABN 98 008 624 691).

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the Board of Directors of the Company as constituted from time to time.

**Business Day** has the meaning given to that term in ASX Listing Rule 19.12.

**Closely Related Parties**, in relation to a member of KMP, means the member's spouse, child or dependant (or a child or dependant of the member's spouse), anyone else in the member's family who may be expected to influence or be influenced by the member in the member's dealings with Aguia (or the Aguia Group), and any company the member controls.

**Company or Austral or Austral Gold** means Austral Gold Limited (ACN 075 860 472).

**Constitution** means the Constitution of the Company.

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

**Directors** mean the Directors of the Company.

**Documents** means each of the Notice, Explanatory Statement and the Proxy Form and all other documents that accompany each other when sent to each Shareholder.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel or KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of Austral or the Austral Group, whether directly or indirectly. Members of the KMP include Directors and certain senior executives.

**Notice** means the notice of Meeting that accompanies and forms part of the Documents.

**Option** means an option, if exercised in accordance with its terms, to acquire one Share in the Company.

**Ordinary Resolution** means a resolution passed by more than 50 per cent of the votes at a general meeting of Shareholders.

**PT** means Pacific Time, Vancouver, British Columbia, Canada.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Share Registry** means Computershare Investor Services Pty Limited.

**Special Resolution** means a resolution passed by at least 75 per cent of the votes at a general meeting of Shareholders.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

**VWAP** means the volume weighted average price of trading in Shares on the ASX market and the Chi-X market over a specified period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

## **Interpretation**

In these Documents, unless the context requires otherwise:

- (a) A reference to a word includes the singular and the plural of the word and vice versa;
- (b) A reference to a gender includes any gender;
- (c) If a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) A term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (e) Headings are included for convenience only and do not affect interpretation;
- (f) A reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) A reference to a thing includes a part of that thing and includes but is not limited to a right;
- (h) The terms “included”, “including” and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (i) A reference to a statute or statutory provision includes but is not limited to:
  - (i) A statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
  - (ii) A statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
  - (iii) Subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (j) Reference to “\$”, “a\$”, “Australian dollars” or “dollars” is a reference to the lawful tender for the time being and from time to time of the commonwealth of Australia; and
- (k) A reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.

**Lodge your vote:**

 **Online:**  
www.investorvote.com.au

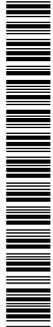
 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

AGD  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Proxy Form**

**XX**



**Vote and view the annual report online**

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



**Your access information that you will need to vote:**

**Control Number: 9999999**

**SRN/HIN: I9999999999 PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 8.00 am (AEDT) on Monday, 28 November 2016**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** If you are entitled to cast two or more votes at the meeting you may appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf. Fractions of votes will be disregarded.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions for Postal Forms**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Austral Gold Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Austral Gold Limited to be held at the offices of BDO, located at Level 11, 1 Margaret Street, Sydney, NSW 2000 on Wednesday, 30 November 2016 at 8.00 am (AEDT) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on, and in connection with, Resolution 2 even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel for the Austral Gold group. (Note: If you do not want the Chairman of the Meeting to vote as your proxy in favour of Resolution 2, you need to direct your proxy to vote against or to abstain from voting on the Item by marking the appropriate box in step 2 below.)

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 2 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2 Adoption of the 2016 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Mr Pablo Vergara del Carril	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Director – Mr Robert Trzebski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Prior Issue of Shares to Argentex Shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of amendment of the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of 10% Capacity to Issue Equity Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

On a poll, the Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

 /  / 

AGD

999999A

Computershare +



AGDRM  
MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Security holder,

We have been trying to contact you in connection with your security holding in Austral Gold Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your security holding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a security holder and request that you supply your current address so that we can keep you informed about our company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Security holder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Andrew Bursill**  
Company Secretary



000001

Mr A Sample  
Designation (if any)  
Add1  
Add2  
add3  
add4  
add5  
add6

Security Class

123

Holder Account Number

C1234567890 IND

Fold

Form of Proxy - Annual General Meeting to be held on November 30, 2016

This Form of Proxy is solicited by and on behalf of Austral Gold Limited.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Austral Gold Limited to the holder.
5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by the Chairman.
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Austral Gold Limited.

Fold

Proxies submitted must be received by 8:00 AM (Pacific Time) on November 28, 2016.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site: [www.investorvote.com](http://www.investorvote.com)
- Smartphone?  
Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 123456789012345



**Appointment of Proxyholder**

I/We being holder(s) of Austral Gold Limited hereby appoint: The Chairman of the Meeting

OR Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

[Empty box for name of appointing person]

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Austral Gold Limited to be held at the offices of BDO, located at Level 11, 1 Margaret Street, Sydney, NSW 2000 on Wednesday November 30, 2016 at 8:00 AM (Sydney Time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on, and in connection with, Resolution 2 even though Resolution 2 is connected directly or in directly with the remuneration of a member of key management personnel for Austral Gold group. (Note: If you do not want the Chairmen of the Meeting to vote as your proxy in favour of Resolution 2, you need to direct your proxy to vote against or to abstain from voting on the item by marking the appropriate box in step 2 below.)

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 2 by marking the appropriate box in step 2 below.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

**Items of Business:**

	For	Against	Abstain
2. Adoption of the 2016 Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director – Mr Pablo Vergara del Carril.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Director – Mr Robert Trzebski.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of Prior Issue of Shares to Argentex Shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of amendment of the Company's Constitution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of 10% Capacity to Issue Equity Securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

On a poll, the Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

**Authorized Signature(s) – This section must be completed for your instructions to be executed.**

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by the Chairman.

Signature(s)

Date

[Empty box for signature]

MM / DD / YY