
AUSTAR GOLD LIMITED

ACN 107 180 441

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 11 am (AEST)

DATE: 28 September 2018

PLACE: Christie's Conference Centre, 320 Adelaide Street, Brisbane QLD

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 do not hesitate to contact the Company Secretary on +61 7 3319 4104

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 11 am AEST on 28 September 2018 at:

Christie's Conference Centre, 320 Adelaide Street, Brisbane QLD

Your vote is important

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

This Notice of Meeting should be read in conjunction with the attached Explanatory Statement and is accompanied by a Proxy Form for those shareholders wishing to vote by proxy.

Voting eligibility

The Directors have determined pursuant to 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 at 5:00pm (AEST) on 26 September 2018.

Voting in person

If you are eligible, you may vote by attending the Meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. If you require an additional proxy form, the Company will supply it on request.

The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.

To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the Meeting or any adjourned meeting.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder who is entitled to vote at the meeting has a right to appoint a proxy; and
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then each proxy may exercise one-half of the votes and any fraction of votes will be disregarded.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at a meeting of the Company's Shareholders; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The Chairman intends to vote all undirected proxies in favour of the resolutions.

Defined terms

Capitalised terms in this Notice of Meeting and Explanatory Statement are defined either in the Glossary section or where the relevant term is first used.

ASX

A final copy of this Notice of Meeting and Explanatory Statement has been lodged with ASX. Neither ASX, nor any of its officers takes any responsibility for the contents of this Notice of Meeting.

BUSINESS OF THE MEETING

AGENDA

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS (JANUARY 2018)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 31,250,000 Shares and 15,625,000 attaching Unlisted Options, exercisable at \$0.015 on or before 30 November 2018 to McNally Clan Investments Pty Ltd, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of McNally Clan Investments Pty Ltd and any associates of McNally Clan Investments Pty Ltd. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS (JANUARY 2018)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,250,000 Shares and 3,125,000 attaching Unlisted Options, exercisable at \$0.015 on or before 30 November 2018, to Chesbreeze Pty Ltd, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Chesbreeze Pty Ltd and any associates of Chesbreeze Pty Ltd. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS (JANUARY 2018)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,250,000 Shares and 3,125,000 attaching Unlisted Options, exercisable at \$0.015 on or before 30 November 2018, to Mr. Alan Frost, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr. Alan Frost and any associates of Mr. Alan Frost. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS (JANUARY 2018)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,250,000 Shares and 3,125,000 attaching Unlisted Options, exercisable at \$0.015 on or before 30 November 2018, to C.W Boswerger, S.N Boswerger and W.M Boswerger, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of C.W Boswerger, S.N Boswerger and W.M Boswerger and any associates of each of C.W Boswerger, S.N Boswerger and W.M Boswerger. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE - CONSIDERATION SHARES AND OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 28,517,110 Shares, 30,000,000 attaching Unlisted Options, exercisable at \$0.015 on or before 30 November 2019, and 15,000,000 attaching Unlisted Options exercisable at \$0.020 on or before 30 November 2021 to Shandong Tianye Real Estate Development Group Co Ltd, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Shandong Tianye Real Estate Development Group Co Ltd and any associates of Shandong Tianye Real Estate Development Group Co Ltd. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES – MAGNA FACILITY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of Convertible Notes and the resultant issue of 20,613,055 Shares issued on conversion of the Convertible Notes, to MEF I, LP (or its nominee,) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by MEF I, LP and any associates of MEF I, LP. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES - PLACEMENT - TRANCHE 1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 173,282,272 Shares by way of placement to unrelated parties on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

RESOLUTION 8 – APPROVAL TO ISSUE SHARES - PLACEMENT - TRANCHE 2

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 1,044,495,505 Shares by way of placement to unrelated parties, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

RESOLUTION 9 – APPROVAL TO ISSUE SHARES AND OPTIONS - DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of up to 4,444,445 Shares and up to 888,889 Attaching Options to Mr Ian King or his nominee, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by Mr Ian King and any associates of Mr Ian King. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

RESOLUTION 10 – APPROVAL TO ISSUE OPTIONS - PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 243,555,555 Attaching Options by way of placement to unrelated parties, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

RESOLUTION 11 – APPROVAL OF ISSUE – SHARE PURCHASE PLAN WITH OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 444,444,445 Shares and up to 88,888,889 Attaching Options to Shareholders who successfully apply for securities under the Company's Share Purchase Plan, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company has been granted a waiver by ASX under Listing Rule 7.3.8 to permit any person who has an interest in this Resolution to vote, on condition that the Company excludes any votes cast on this Resolution by any proposed underwriter or sub-underwriter of the share purchase plan (which there is none).

RESOLUTION 12 – APPROVAL TO ISSUE SECURITIES – MCNALLY FACILITY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of a Convertible Loan in the Company, and resultant issue of up to 55,555,556 Shares and 11,111,112 attaching Unlisted Options, exercisable at \$0.01 on or before 30 September 2020 on conversion of the Convertible Loan to McNally Clan Investments Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of McNally Clan Investments Pty Ltd and any associates of McNally Clan Investments Pty Ltd. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

RESOLUTION 13 – APPROVAL TO ISSUE SECURITIES – FROST FACILITY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of a Convertible Loan in the Company, and resultant issue of up to 55,555,556 Shares and 11,111,112 attaching Unlisted Options, exercisable at \$0.01 on or before 30 September 2020 on conversion of the Convertible Loan to Mr Alan Frost (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Alan Frost and any associates of Mr Alan Frost. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

RESOLUTION 14 – ELECTION OF DIRECTOR – FRANK TERRANOVA

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Frank Terranova, a Director of the Company appointed since the last Annual General Meeting, and who retires, and being eligible, is elected as a Director."

RESOLUTION 15 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR – FRANK TERRANOVA

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue a maximum of 35,000,000 Performance Rights to Mr Frank Terranova (or his nominee) under the Company's Performance Rights Plan, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by Mr Frank Terranova and any associates of Mr Terranova. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

- (i) a member of the Key Management Personnel; or
- (ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 16 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR – RICHARD VALENTA

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue a maximum of 15,000,000 Performance Rights to Dr Richard Valenta (or his nominee) under the Company's Performance Rights Plan, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by Dr Richard Valenta and any associates of Dr Valenta. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

- (i) a member of the Key Management Personnel; or
- (ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 17 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR – MATTHEW GILL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue a maximum of 25,000,000 Performance Rights to Mr Matthew Gill (or his nominee) under the Company's Performance Rights Plan, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by Mr Matthew Gill and any associates of Mr Gill. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 18 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR – IAN KING

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue a maximum of 25,000,000 Performance Rights to Mr Ian King (or his nominee) under the Company's Performance Rights Plan, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by Mr Ian King and any associates of Mr King. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Dated: 28 August 2018

By order of the Board of Directors



Brent Hofman
(Company Secretary)

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist shareholders with their consideration of the resolutions to be put to the Extraordinary General Meeting to be held at 11.00am on 28 September 2018 at Christie's Conference Centre, 320 Adelaide Street, Brisbane, QLD.

The Explanatory Statement should be read with, and forms part of, the accompanying Notice of Extraordinary General Meeting.

BACKGROUND TO THE CAPITAL RAISING

On 13 August 2018, the Company announced a capital raising comprising:

- a placement of Shares at an issue price of 0.45 cents with free Attaching Options to raise up to \$5,500,000 (**Placement**); and
- an offer of Shares and free Attaching Options to Eligible Shareholders by share purchase plan to raise \$1.0 million (with the ability to accept oversubscriptions for a further \$1.0 million) at the same price as the Placement (**SPP**).

The net proceeds of the capital raising will be used to fund:

- an accelerated exploration program of the Rose of Denmark and Morning Star mines (through to 30 June 2019);
- capital expenditure and working capital for trial mining and production activity from both the Rose of Denmark and Morning Star mines; and
- corporate liquidity and future growth initiatives and working capital.

The Placement is being conducted in two tranches. Tranche 1, comprising 173,282,272 Shares has been issued to professional and sophisticated investors utilising the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A. Tranche 2 comprising 1,048,939,950 Shares, will be issued to professional and sophisticated investors and Mr Ian King (a Director), subject to shareholder approval. The Attaching Options will be issued to investors who subscribed for Shares under the placement, subject to shareholder approval.

Resolutions 7, 8, 9 and 10 seek ratification and approval of the Shares and Attaching Options issued or to be issued under the Placement.

In conjunction with the Placement, the Company is providing an opportunity for Eligible Shareholders to participate in the SPP. Under the SPP, Eligible Shareholders may each apply for up to \$15,000 of new Shares at an issue price of 0.045 cents together with 1 free Attaching Option for every 5 Shares subscribed, on the same terms as the Placement.

ASIC class order relief for share purchase plans does not extend to options, and therefore the Shares and the Attaching Options offered under the SPP will be issued under a prospectus.

Because the ASIC class order relief does not apply to the SPP, the issue of the Shares and Attaching Options offered under the SPP must be approved by shareholders or issued out of the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A. Accordingly, Resolution 11 seeks approval of the Shares and Attaching Options to be issued under the SPP.

1. RESOLUTIONS 1 – 4 – RATIFICATION OF PRIOR ISSUES OF SHARES AND OPTIONS TO SOPHISTICATED INVESTORS

1.1 General

As announced on 2 and 3 January 2018, the Company conducted a capital raising to raise \$400,000 from sophisticated investors as follows:

Investor	Shares	Options	Funds raised
McNally Clan Investments Pty Ltd	31,250,000 Shares Issue price - \$0.008 per Share	15,625,000 attaching Unlisted Options issued on a 1 for 2 basis for each Share issued	\$250,000 (before costs)
Chesbreeze Pty Ltd	6,250,000 Shares Issue price - \$0.008 per Share	3,125,000 attaching Unlisted Options issued on a 1 for 2 basis for each Share issued	\$50,000 (before costs)
Mr Alan Frost	6,250,000 Shares Issue price - \$0.008 per Share	3,125,000 attaching Unlisted Options issued on a 1 for 2 basis for each Share issued	\$50,000 (before costs)
C.W Boswenger, S.N Boswenger and W.M Boswenger	6,250,000 Shares Issue price - \$0.008 per Share	3,125,000 attaching Unlisted Options issued on a 1 for 2 basis for each Share issued	\$50,000 (before costs)

1.2 Regulatory requirements

ASX Listing Rule 7.1 provides that a company must not, without shareholder approval (subject to specified exceptions), issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (**15% Placement Capacity**).

ASX Listing Rule 7.1A enables eligible entities to issue securities up to 10% of their issued share capital through placements over a 12 month period after the annual general meeting (**Enhanced Placement Capacity**). At the Company's annual general meeting held on 30 November 2017 the Shareholder's approved the Enhanced Placement Capacity for the period up to 30 November 2018. The Enhanced Placement Capacity is in addition to the Company's 15% Placement Capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1. Issues made with approval under ASX Listing Rule 7.1A can also be ratified under ASX Listing Rule 7.4.

1.3 Effect of shareholder ratification

If Resolutions 1, 2, 3 and 4 are passed, the issues of the Shares and Unlisted Options referred to in section 1.1 will not reduce the Company's 15% Placement Capacity or the Enhanced Placement Capacity.

1.4 Technical information required by ASX Listing Rule 7.5

The following information is required by ASX Listing Rule 7.5 for the purposes of Shareholder ratification under Listing Rule 7.4:

Resolution 1

- (a) 31,250,000 Shares were issued;
- (b) the issue price was \$0.008 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to McNally Clan Investments Pty Ltd which is not a Related Party of the Company;
- (e) the funds raised from this issue were applied toward the continued development of the Company's key projects, including the Morning Star Gold Asset and general working capital;
- (f) the Unlisted Options were issued as free attaching options with the Shares on a 1:2 basis and the number of Unlisted Options issued to McNally Clan Investments Pty Ltd was 15,625,000;
- (g) the Unlisted Options, exercisable at \$0.015 on or before 30 November 2018, were issued on the terms and conditions set out in Schedule 1; and
- (h) no funds were raised from the issue of the Unlisted Options.

Resolution 2

- (a) 6,250,000 Shares were issued;
- (b) the issue price was \$0.008 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Chesbreeze Pty Ltd which is not a Related Party of the Company;
- (e) the funds raised from this issue were applied toward the continued development of the Company's key projects, including the Morning Star Asset and the Rose of Denmark Gold Asset and general working capital;
- (f) the Unlisted Options were issued as free attaching options with the Shares on a 1:2 basis and the number of Unlisted Options issued to Chesbreeze Pty Ltd was 3,125,000;
- (g) the Unlisted Options, exercisable at \$0.015 on or before 30 November 2018, were issued on the terms and conditions set out in Schedule 1; and
- (h) no funds were raised from the issue of the Unlisted Options.

Resolution 3

- (a) 6,250,000 Shares were issued;
- (b) the issue price was \$0.008 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Mr Alan Frost who is not a Related Party of the Company;
- (e) the funds raised from this issue were applied toward the continued development of the Company's key projects, including the Morning Star Asset and the Rose of Denmark Gold Asset and general working capital;
- (f) the Unlisted Options were issued as free attaching options with the Shares on a 1:2 basis and the number of

Options issued to Mr. Alan Frost was 3,125,000;

- (g) the Unlisted Options, exercisable at \$0.015 on or before 30 November 2018, were issued on the terms and conditions set out in Schedule 1; and
- (h) no funds were raised from the issue of the Unlisted Options.

Resolution 4

- (a) 6,250,000 Shares were issued;
- (b) the issue price was \$0.008 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to C.W Boswerger, S.N Boswerger and W.M Boswerger who are not Related Parties of the Company;
- (e) the funds raised from this issue were applied toward the continued development of the Company's key projects, including the Morning Star Asset and the Rose of Denmark Gold Asset and general working capital;
- (f) the Unlisted Options were issued as free attaching options with the Shares on a 1:2 basis and the number of Unlisted Options issued to C.W Boswerger, S.N Boswerger and W.M Boswerger was 3,125,000;
- (g) the Unlisted Options, exercisable at \$0.015 on or before 30 November 2018, were issued on the terms and conditions set out in Schedule 1; and
- (h) no funds were raised from the issue of the Unlisted Options.

1.5 Voting exclusion

Voting exclusions apply in relation to Resolutions 1, 2, 3 and 4 (see notes to those Resolutions).

1.6 Directors recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 1, 2, 3 and 4.

2. RESOLUTION 5 – RATIFICATION OF ISSUE OF CONSIDERATION SHARES AND OPTIONS

2.1 General

As announced on 26 June 2018, in connection with the completion of the Rose of Denmark Gold Mine acquisition, the Company issued 28,517,110 Shares to Shandong Tianye Real Estate Development Group Co Ltd at an issue price of \$0.00789 per Share plus the following attaching Unlisted Options:

- (a) 30,000,000 Unlisted Options with an exercise price of \$0.015, expiring on 30 November 2019; and
- (b) 15,000,000 Unlisted Options with an exercise price of \$0.02 expiring on 30 November 2021.

Resolution 5 seeks Shareholder ratification of the issue of Shares and Unlisted Options to Shandong Tianye Real Estate Development Group Co Ltd pursuant to the Rose of Denmark Asset Sale and Purchase Agreement.

2.2 Regulatory requirements

A summary of ASX Listing Rules 7.1, 7.1A and 7.4 is set out in section 1.2 above.

2.3 Effect of shareholder ratification

If Resolution 5 is passed, the issue of the Shares and Unlisted Options referred to in section 2.1 will not reduce the Company's 15% Placement Capacity or the Enhanced Placement Capacity.

2.4 Technical information required by ASX Listing Rule 7.5

The following information is required by ASX Listing Rule 7.5 for the purposes of Shareholder ratification under Listing Rule 7.4:

- (a) 28,517,110 Shares were issued;
- (b) the shares have a 12 months selling restriction;
- (c) the issue price was \$0.00789 per Share, calculated by dividing the purchase price of \$225,000 by the 5 day VWAP of the Shares prior to completion of the Rose of Denmark Gold Mine acquisition;
- (d) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Shares were issued to Shandong Tianye Real Estate Development Group Co Ltd which is not a Related Party of the Company;
- (f) the Shares and Unlisted Options issued were issued as consideration for the acquisition of the Rose of Denmark Gold Asset;
- (g) a total of 30,000,000 Unlisted Options, exercisable at \$0.015, expire on 30 November 2019 were issued on the terms and conditions set out in Schedule 1;

- (h) a total of 15,000,000 Unlisted Options, exercisable at \$0.02, expire on 30 November 2021 were issued on the terms and conditions set out in Schedule 1; and
- (i) no funds were raised from the issue of the Unlisted Options.

2.5 Voting exclusion

A voting exclusion applies in relation to Resolution 5 (see notes to Resolution 5).

2.6 Directors recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

3. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES – MAGNA FACILITY

3.1 General

As announced by the Company on 30 August 2017, the Company entered into a loan and convertible note facility with MEF I, L.P. (**Magna**) for \$1.5 million in funding (**Magna Facility**). The Magna Facility provides for three tranches (A, B and C) of funding by Magna of \$500,000 each, of which the entire \$1.5 million has been drawn down and convertible notes issued.

Shareholder approval was sought and granted for Tranches B and C of the Magna Facility at the Company's Annual General Meeting of 30 November 2017.

As announced on 4 December 2017, the Company has issued a total of 88,390,138 Shares as part of Tranche A of the Magna Facility of which 67,777,083 Shares must remain in the Company's 15% Placement Capacity for 12 months following the date that the convertible notes were issued (8 September 2017 and 5 October 2017) in accordance with a Notice of Breach of ASX Listing Rule 7.1. The issue of those 67,777,083 Shares cannot be ratified by Shareholders.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 20,613,055 Shares (which is the difference between the total number of Shares issued under Tranche A of the Magna Facility (88,390,138 Shares) and the number of Shares issued under Tranche A of the Magna Facility for which ratification cannot be sought (67,777,083 Shares)).

3.2 Regulatory requirements

A summary of ASX Listing Rules 7.1, 7.1A and 7.4 is set out in section 1.2 above.

3.3 Effect of shareholder ratification

If Resolution 6 is passed, the issue of the 20,613,055 Shares referred to in section 3.1 will not reduce the Company's 15% Placement Capacity or the Enhanced Placement Capacity.

3.4 Technical information required by ASX Listing Rule 7.5

The following information is required by ASX Listing Rule 7.5 for the purposes of Shareholder ratification under Listing Rule 7.4:

- (a) 20,613,055 Shares were issued;
- (b) the issue price was \$0.00638 per Share;
- (b) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares were issued to MEF I, L.P. which is not a Related Party of the Company; and
- (d) no additional funds were raised from the issue of the Shares; the Shares were issued on the conversion of convertible notes.

3.5 Voting exclusion

A voting exclusion applies in relation to Resolution 6 (see notes to Resolution 6).

3.6 Directors recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6.

4. RESOLUTIONS 7, 8, 9, AND 10 – PLACEMENT

4.1 General

On 13 August 2018, the Company announced the Placement of 1,222,222,222 Shares at 0.45 cents per Share in two tranches to raise \$5,500,000. Investors under the Placement are entitled to 1 Attaching Option for every 5 Shares, exercisable at 1.0 cent expiring 2 years after the date of grant, in total 244,444,444 Attaching Options.

The Placement is being conducted in two tranches.

- (a) Tranche 1 – comprising 173,282,272 Shares, utilising the Company's existing 15% Placement Capacity and Enhanced Placement Capacity was completed on 17 August 2018; and
- (b) Tranche 2 – comprising 1,048,939,950 Shares is subject to shareholder approval.

Attaching Options will be issued to investors who participate in the Placement subject to shareholder approval.

As announced, funds raised under the Placement and the SPP will be used for:

- (a) An accelerated resource exploration/definition program at the Morning Star and Rose of Denmark gold mines.
- (b) Accelerated trial mining and production activities at the Rose of Denmark and Morning Star gold mines.
- (c) A regional exploration program across the Company's extensive ~667 square kilometre tenement package, comprising the bulk of the Walhalla/Woods Point gold trend.
- (d) General corporate and working capital purposes (including future growth initiatives).

Resolution 7 seeks Shareholder ratification of the Shares previously issued to unrelated investors under the Tranche 1 of the Placement.

Resolution 8 seeks Shareholder approval of the issue of Shares to unrelated investors under the Tranche 2 of the Placement.

Resolution 9 seeks Shareholder approval of the issue of Shares and Attaching Options to a Director (Mr Ian King) under the Tranche 2 of the Placement.

Resolution 10 seeks Shareholder approval of the issue of Attaching Options to unrelated investors under the Placement.

4.2 Regulatory requirements

A summary of ASX Listing Rules 7.1, 7.1A and 7.4 is set out in section 1.2 above.

ASX Listing Rule 10.11 requires a company to obtain shareholder approval prior to the issue of securities to a related party. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

4.3 Effect of shareholder ratification and approval

If Resolutions 7 to 10 are passed, the issue of the 1,222,222,222 Placement Shares and 244,444,444 Attaching Options referred to in section 4.1 will not reduce the Company's 15% Placement Capacity or the Enhanced Placement Capacity.

4.4 Technical information required by ASX Listing Rule 7.5 – Resolution 7

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to ratification of the Shares issued under Tranche 1 of the Placement:

- (a) 173,282,272 Shares were issued;
- (b) the issue price was 0.45 cents per Share;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to sophisticated and professional investors who are not Related Parties of the Company; and
- (e) the funds raised from the Placement will be used for the purposes set out in section 4.1.

4.5 Technical information required by ASX Listing Rule 7.3 – Resolution 8

Pursuant to and in accordance with ASX Listing Rule 7.3, the following additional information is provided in relation to approval of the Shares to be issued under Tranche 2 of the Placement:

- (a) the maximum number of securities to be issued is 1,044,495,505 Shares;
- (b) the Shares will be issued no later than 3 months after the date of this meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Shares will be issued for an issue price of 0.45 cents;
- (d) the Shares will be issued to sophisticated and professional investors who are not Related Parties of the Company;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;
- (f) the funds raised from the Placement will be used for the purposes set out in section 4.1; and
- (g) it is intended that the Shares be issued on one date.

4.6 Technical information required by ASX Listing Rule 10.13 – Resolution 9

Pursuant to and in accordance with ASX Listing Rule 10.13, the following additional information is provided in relation to approval of the Shares and Attaching Options to be issued to a Director:

- (a) under Tranche 2 of the Placement, Shares and Attaching Options will be issues to Mr Ian King (or his nominee);
- (b) the maximum number of securities to be issued is 4,444,445 Shares and 888,889 Attaching Options;
- (c) the Shares and Attaching Options will be issued no later than 1 month after the date of this;
- (d) the Shares will be issued for an issue price of 0.45 cents, the Attaching Options will be issued for nil consideration;
- (e) the Shares will be issued as fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;
- (f) the Attaching Options, exercisable at 1.0 cent on or before the date which is 2 years after the date of grant, will be issued on the terms and conditions set out in Schedule 1 and the Company intends to apply for quotation of the Attaching Options;
- (g) the funds raised from the Placement will be used for the purposes set out in section 4.1.

4.7 Technical information required by ASX Listing Rule 7.3 – Resolution 10

Pursuant to and in accordance with ASX Listing Rule 7.3, the following additional information is provided in relation to approval of the Attaching Options to be issued under the Placement:

- (a) the maximum number of securities to be issued is 243,555,555 Attaching Options;
- (b) the Attaching Options will be issued no later than 3 months after the date of this meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Attaching Options will be issued for nil consideration;
- (d) the Attaching Options will be issued to those sophisticated and professional investors who participated in the Placement who are not Related Parties of the Company;
- (e) the Attaching Options, exercisable at 1.0 cent on or before the date which is 2 years after the date of grant, will be issued on the terms and conditions set out in Schedule 1 and the Company intends to apply for quotation of the Attaching Options;
- (f) no additional funds will be raised on issue of the Attaching Options; and
- (g) it is intended that the Attaching Options be issued on one date.

4.8 Voting exclusion

Voting exclusions apply in relation to Resolutions 7 to 10 (see notes to Resolutions 7 to 10).

4.9 Directors recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 7, 8, 9 and 10.

5. RESOLUTION 11 – SHARE PURCHASE PLAN WITH OPTIONS

5.1 General

As set out in the 'Background to the Capital Raising' above, the Company is providing an opportunity for Eligible Shareholders to participate in the SPP.

The SPP will raise up to \$1.0 million and will be conducted on the same terms and the Placement enabling Eligible Shareholders to subscribe for Shares at 0.45 cents per Share together with the issue of 1 free Attaching Option granted for every 5 Shares subscribed for under the SPP up to a total limit of \$15,000 per Eligible Shareholder. The Company will also be able to accept oversubscriptions for a further \$1.0 million. The Directors reserve the right to issues shortfall securities at their discretion, including to parties other than Eligible Shareholders.

Offers under the SPP will be made pursuant to a prospectus.

Funds raised under the SPP will be used for the same purposes as the Placement as set out in section 4.1.

Resolution 11 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of Share and Attaching Options under the SPP.

5.2 Regulatory requirements

A summary of ASX Listing Rules 7.1, 7.1A and 7.4 is set out in section 1.2 above.

5.3 Effect of shareholder ratification and approval

If Resolution 11 is passed, the issue of the Shares and Attaching Options under the SPP will not reduce the Company's 15% Placement Capacity or the Enhanced Placement Capacity.

5.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following additional information is provided in relation to approval of the Shares and Attaching Options to be issued under the SPP:

- (a) the maximum number of securities to be issues is 444,444,445 Shares and 88,888,889 Attaching Options;
- (b) the Shares and Attaching Options will be issued no later than 3 months after the date of this meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Shares will be issued for an issue price of 0.45 cents, the Attaching Options will be issued for nil consideration;
- (d) the Shares and Attaching Options will be issued to Shareholders who successfully apply for Share under the SPP. None of the shareholders will be a Related Party of the Company. Any securities that constitute shortfall securities will be issued to Eligible Shareholders or sophisticated and professional investors, neither of whom will be Related Parties of the Company;
- (e) the Shares will be issued as fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;
- (f) the Attaching Options, exercisable at 1.0 cent on or before the date which is 2 years after the date of grant, will be issued on the terms and conditions set out in Schedule 1 and the Company intends to apply for quotation of the Attaching Options;
- (g) the funds raised from the SPP will be used for the purposes set out in section 4.1; and
- (h) it is intended that the Shares and the Attaching Options be issued on one date.

5.5 Voting exclusion

The Company has obtained a waiver from ASX under Listing rule 7.3.8 to enable Shareholders to vote in relation to Resolution 11 notwithstanding that they may be successful applications for Shares under the SPP.

5.6 Directors recommendation

The Directors recommend that Shareholders vote in favour of Resolution 11.

6. RESOLUTION 12 – APPROVAL TO ISSUE SHARES AND OPTIONS (MCNALLY FACILITY)

6.1 Background

In May 2018 the Company entered into a convertible loan facility with McNally Clan Investments Pty Ltd for \$250,000 in funding (**McNally Facility**). The McNally Facility can be repaid at the Company's election by the issue of Shares and Unlisted Options to McNally Clan Investments Pty Ltd. (or its nominee).

Subject to Shareholder approval, the Company will issue Shares with attaching Unlisted Options to McNally Clan Investments Pty Ltd (or its nominee), as repayment of the McNally Facility prior to the maturity date of the McNally Facility.

Resolution 12 seeks Shareholder approval to issue Shares and Unlisted Options to McNally Clan Investments Pty Ltd (or its nominee), under the McNally Facility.

6.2 Technical information required by ASX Listing Rule 7.3

The following information is required by ASX Listing Rule 7.3 for the purposes of Shareholder approval under Listing Rule 7.1:

- (a) the Mc Nally Facility has a maturity date of 16 May 2019, and if Shareholders' approval is received for this resolution, the McNally Facility bears no interest prior to maturity or conversion;
- (b) within 3 days of shareholder approval of this resolution, the amount outstanding under the McNally Facility will be converted into Shares at a price of 0.45 cents per Share in repayment of the loan under the McNally Facility and 55,555,556 Shares will be issued;
- (c) the Shares will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;
- (d) McNally Clan Investments Pty Ltd is not a Related Party of the Company;
- (e) the funds raised from the McNally Facility will be applied towards the continued development of the Company's key projects, including the Morning Star Gold Asset and the Rose of Denmark Gold Asset and general working capital;

- (f) Unlisted Options will be issued as free attaching options with the Shares on a 1:5 basis and the number of Options which will be issued to McNally Clan Investments Pty Ltd will be 11,111,112;
- (g) the Unlisted Options, exercisable at \$0.01 on or before 30 September 2020, will be issued on the terms and conditions set out in Schedule 1; and
- (h) no funds will be raised from the issue of the Unlisted Options.

6.3 Voting exclusion

A voting exclusion applies in relation to Resolution 12 (see notes to Resolution 12).

6.4 Directors recommendation

The Directors recommend that Shareholders vote in favour of Resolution 12.

7. RESOLUTION 13 – APPROVAL TO ISSUE SHARES AND OPTIONS (FROST FACILITY)

7.1 Background

In May 2018 the Company entered into a convertible loan facility with Mr Alan Frost for \$250,000 in funding (**Frost Facility**). The Frost Facility the loan can be repaid at the Company's election by the issue of Shares to Mr Alan Frost. Under the terms of the Frost Facility, the loan can be repaid at the Company's election by the issue of Shares and Unlisted Options to Mr Alan Frost (or his nominee).

Subject to Shareholder approval, the Company will issue Shares with attaching Unlisted Options to Mr Alan Frost (or his nominee) as repayment of the Frost Facility prior to the maturity date of the Frost Facility.

Resolution 13 seeks Shareholder approval to issue Shares to Mr Alan Frost (or its nominee), under that the Frost Facility.

7.2 Technical information required by ASX Listing Rule 7.3

The following information is required by ASX Listing Rule 7.3 for the purposes of Shareholder approval under Listing Rule 7.1:

- (a) the Frost Facility has a maturity date of 18 May 2019, and if Shareholders approval is received for this resolution, the Frost Facility bears no interest prior to maturity or conversion;
- (b) within 3 days of Shareholder approval of this resolution, the amount outstanding under the Frost Facility will be converted into Shares at a price of 0.45 cents per Share in repayment of the loan under the Frost Facility and 55,555,556 Shares will be issued on that conversion;
- (c) the Shares to be issued will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;
- (d) Mr Alan Frost is not a Related Party of the Company;
- (e) the funds raised from the Frost Facility will be applied towards the continued development of the Company's key projects, including the Morning Star Gold Asset and the Rose of Denmark Gold Asset and general working capital;
- (f) the Unlisted Options will be issued as free options attaching with the Shares on a 1:5 basis and the number of Unlisted Options which will be issued to Mr Alan Frost will be 11,111,112;
- (g) the Unlisted Options will be exercisable at \$0.01 on or before 30 September 2020 and will be issued on the terms and conditions set out in Schedule 1; and
- (h) no funds will be raised from the issue of the Unlisted Options.

7.3 Voting exclusion

A voting exclusion applies in relation to Resolution 13 (see notes to Resolution 13).

7.4 Directors recommendation

The Directors recommend that Shareholders vote in favour of Resolution 13.

8. RESOLUTION 14 – RE-ELECTION OF NON – EXECUTIVE DIRECTOR – FRANK TERRANOVA

8.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed must not hold office (without re-election) past the next Annual General Meeting.

Mr Frank Terranova, having been appointed by other Directors on 3 August 2018, as Director and Chairman all in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seek re-election from Shareholders.

8.2 Qualifications and other material directorships

Mr. Frank Terranova

Current directorships include the following: Director of 479 Metals Limited, Chairman of Freehill Mining Limited, and Non-executive Director of Mayur Resources Limited.

A fellow of the Institute of Chartered Accountants, Mr Terranova previously was Chief Financial Officer and Managing Director of Allied Gold Mining Plc and has served as Chairman of Taruga Gold Ltd, acting Managing Director of Unity Mining, Chairman of Chesser Resources Limited and Freehill Mining Limited and Managing Director of Polymetals Mining Limited and Southern Cross Goldfields Limited. He is also a non-executive director of Mayur Resources Ltd. He has established a track record of delivering strong returns for shareholders and has extensive experience in the mining industry as well as deep expertise in capital markets, corporate finance, mergers and acquisitions.

8.3 Directors recommendation

The Directors recommend that Shareholders vote in favour of Resolution 14.

9. RESOLUTIONS 15 TO 18 – ISSUE OF OPTIONS AND PERFORMANCE RIGHTS TO DIRECTORS – FRANK TERRANOVA, IAN KING, MATTHEW GILL AND RICHARD VALENTA

9.1 Background - Remuneration policy

The performance of the Company depends upon the quality of its Board. The Board's compensation structure is designed to strike an appropriate balance between fixed and variable remuneration, rewarding capability and experience and providing recognition for contribution to the Company's overall goals and objectives.

Equity-based incentives consistent with the Company's remuneration policy aligns the performance of the Board with the Company's financial performance. The Board considers the remuneration policy to be a sensible and well-balanced policy which allows them to adjust the remuneration mix appropriately to the Company's changing circumstances.

The Company proposes, subject to obtaining Shareholder approval, to issue a total of 100,000,000 Performance Rights to its Directors - Frank Terranova, Richard Valenta, Matthew Gill and Ian King, pursuant to the Company's Performance Rights Plan approved on 28 November 2016 and on the terms and conditions set out below.

9.2 ASX Listing Rule requirements

ASX Listing Rule 10.14 provides that a listed company must not permit a director to acquire securities under an employee incentive scheme without shareholder approval.

Accordingly, approval is sought under ASX Listing Rule 10.14 for the proposed grant of Performance Rights to Frank Terranova, Ian King, Matthew Gill and Richard Valenta under the Company's Performance Rights Plan.

9.3 Remuneration of the Directors

The remuneration package for the relevant Directors for the year ended 30 June 2017 (as detailed in the Company's 2017 Annual Report) comprised:

Director	Salary and fees (\$)	Other (\$)	Total (\$)
	2017	2017	2017
Richard Valenta	123,500	34,350	157,850
Ian King	42,000	34,350	76,350
Matthew Gill	38,500	34,350	72,850
Frank Terranova ¹	Nil	Nil	Nil

1. Appointed 3 August 2018

9.4 Proposed grant of performance rights

The Performance Rights are proposed to be granted on the terms and conditions of the Company's Performance Rights Plan. The Plan Rules are available for inspection on request from the Company Secretary.

Words and expressions used in this paragraph have the same meaning as those words and expressions in the Plan Rules.

The key commercial features of the proposed grant are:

(a) Grant of performance rights

Grant Condition	
Number of Performance Rights	<p>Frank Terranova - 35,000,000 Performance Rights comprising of:</p> <ul style="list-style-type: none"> • 17,500,000 2018 (Series 1) Performance Rights • 17,500,000 2018 (Series 2) Performance Rights <p>Richard Valenta - 15,000,000 Performance Rights comprising of:</p> <ul style="list-style-type: none"> • 7,500,000 2018 (Series 1) Performance Rights • 7,500,000 2018 (Series 2) Performance Rights <p>Matthew Gill - 25,000,000 Performance Rights comprising of:</p> <ul style="list-style-type: none"> • 12,500,000 2018 (Series 1) Performance Rights • 12,500,000 2018 (Series 2) Performance Rights <p>Ian King - 25,000,000 Performance Rights comprising of:</p> <ul style="list-style-type: none"> • 12,500,000 2018 (Series 1) Performance Rights • 12,500,000 2018 (Series 2) Performance Rights
Grant Date	If approved, expected to be granted on or about 1 October 2018 but in any event, no later than 12 months after the date of the Meeting.
Amount payable on grant or exercise of Performance Rights	Nil
Expiry Dates	4 years after the grant of Performance Rights

(b) Performance conditions

The Performance Rights will vest as follows:

- (i) 2018 (Series 1) Performance Rights will vest on meeting the 1 cent VWAP Condition; and
- (ii) 2018 (Series 2) Performance Rights will vest on meeting the 1.5 cent VWAP Condition.

(c) Interpretation

- (i) The **1 cent VWAP Condition** will be satisfied and the 2018 (Series 1) Performance Rights will vest if the VWAP of the Company's shares over any 10 Trading Day period is at least 1 cent.
- (ii) The **1.5 cent VWAP Condition** will be satisfied and the 2018 (Series 2) Performance Rights will vest if the VWAP of the Company's shares over any 10 Trading Day period is at least 1.5 cents.
- (iii) **VWAP** means the volume weighted average sale price of Shares on the ASX market, excluding sale of shares which:

- (A) are sold otherwise than in the ordinary course of trading (which include but are not limited to transactions defined in the ASIC *Market Integrity Rules (Competition in Exchange Markets) 2011* as 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); and
 - (B) the Board determines should be excluded on the basis that they are not genuinely reflective of genuine supply and demand.
- (iv) **Trading Day** means a day determined by ASX to be a trading day and notified to market participants being:
- (A) a day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day which ASX declares and publishes is not a trading day; and
 - (B) notwithstanding (A), a day which for the purposes of settlement, ASX declares is a trading day notwithstanding that dealings between market participants are suspended on that day.

(d) **Exercise period and lapse of vested performance rights**

Performance Rights cannot be exercised if at the time of the exercise of the Performance Right the exercise of the Performance Right would, or in the reasonable opinion of the Board, be likely to result in a contravention of the Constitution of the Company, ASX's Listing Rules or the Corporations Act 2001.

9.5 Discussion and proposed analysis of the proposed grant of performance rights

(a) **Cost to the Company**

The Performance Rights will not be quoted on ASX and accordingly have no readily identifiable market value.

The Performance Rights will be valued for accounting purposes using the principles set out in the A-IFRS Accounting Standard on Share Based Payments. The Black Scholes methodology has been used to value the Performance Rights. This methodology takes into account the relationship between a number of variables principally being the share price, the nil Performance Right exercise price, the time to expiry and the volatility of the Company's underlying share price.

In accordance with the A-IFRS Accounting Standard on Share Based Payments, because the vesting conditions are market based, a discount has been applied to take into account the probability of the Performance Rights not vesting. The discount applied is 30% in relation to the 2018 (Series 1) Performance Rights and 60% in relation to the 2018 (Series 2) Performance Rights.

Based on the assumptions set out below, the Performance Rights were independently valued and ascribed the following values:

Related Party Performance Rights Assumptions:

Valuation date	21 August 2018
Market price of Shares	0.5 cents
Expected expiry date (length of time from issue)	4 years
Indicative value of Performance Rights	2018 (Series 1) 0.2206 cents 2018 (Series 2) 0.1260 cents
Total Value of Performance Rights	\$173,300
- Mr Frank Terranova	\$60,555
- Mr Matthew Gill	\$43,325
- Mr Ian King	\$43,325
- Dr Richard Valenta	\$25,995

Shareholders should be aware that this is an indicative valuation only for illustrative purposes. The actual accounting expense may be different due to differences in the final inputs such as the date of grant, which, subject to approval, is expected to be on or about 27 September 2018.

(b) **Impact on capital structure**

Until exercised, the grant of Performance Rights will not impact on the number of ordinary shares on issue in the Company. If all of the proposed Performance Rights were exercised, an additional 100,000,000 fully paid ordinary shares may be issued representing approximately 4.76% of the total issued share capital of the Company as at the date of this notice.

(c) **Tax consequences**

As far as the Company is aware, there are no adverse taxation consequences to the Company arising from the proposed issue of Performance Rights.

(d) **Use of funds**

No funds will be raised from the granting for the Performance Rights.

9.6 Other information required by ASX Listing Rule 10.15

The following information is provided for the purposes of ASX Listing Rule 10.15:

Related Parties	Frank Terranova (Director) Richard Valenta (Director) Matthew Gill (Director) Ian King (Director)		
Maximum number of Performance Rights that may be acquired	Frank Terranova: <ul style="list-style-type: none">• 17,500,000 2018 (Series 1) Performance Rights• 17,500,000 2018 (Series 2) Performance Rights Richard Valenta: <ul style="list-style-type: none">• 7,500,000 2018 (Series 1) Performance Rights• 7,500,000 2018 (Series 2) Performance Rights Matthew Gill: <ul style="list-style-type: none">• 12,500,000 2018 (Series 1) Performance Rights• 12,500,000 2018 (Series 2) Performance Rights Ian King: <ul style="list-style-type: none">• 12,500,000 2018 (Series 1) Performance Rights• 12,500,000 2018 (Series 2) Performance Rights		
Price for each Performance Right to be acquired under the scheme	Nil.		
Names of persons referred to in rule 10.14 who received securities under the scheme since the last approval, number of securities received and acquisition price for each security	Performance Rights Holder	Options issued (directly and indirectly)	Acquisition Price
	Richard Valenta	Unlisted Performance Rights: <ul style="list-style-type: none">• 5,000,000 (Class A)• 5,000,000 (Class B)	Nil
	Ian King	Unlisted Performance Rights: <ul style="list-style-type: none">• 5,000,000 (Class A)• 5,000,000 (Class B)	Nil
	Matthew Gill	Unlisted Performance Rights: <ul style="list-style-type: none">• 5,000,000 (Class A)• 5,000,000 (Class B)	Nil
Names of all persons referred to in ASX Listing Rule 10.14 entitled to participate in the scheme	Frank Terranova (Director) Richard Valenta (Director) Matthew Gill (Director) Ian King (Director)		
Terms of loans in relation to the grant of Performance Rights	Not applicable.		
Date by which Performance Rights will be granted	Within 12 months after the date of approval.		
Voting exclusion statement	Voting exclusions apply – please see the notes to Resolutions 15 - 18.		

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Performance Rights to the Related Parties as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of Related Party Performance Rights to the Related Parties will not reduce the Company's 15% Placement Capacity or Enhanced Placement Capacity.

GLOSSARY

\$ means Australian dollars.

AEST means Australian Eastern Standard Time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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

Attaching Option means 1 attaching option for every 5 Shares subscribed for under the Placement or the SPP exercisable at 1.0 cent expiring 2 years after the date of grant on the terms set out in Schedule 1.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or **AuStar Gold** means AuStar Gold Limited (ACN 107 180 441).

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

Directors means the current directors of the Company.

Eligible Shareholders a Shareholder as at the record date of 7:00pm Sydney time, 10 August 2018 whose address on the register is in Australia, New Zealand or the United Kingdom.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

General Meeting or **Meeting** means the meeting convened by the Notice.

Morning Star Gold Asset means Mining Licence MIN5009 and EL4320 in Victoria, Australia.

Morning Star Gold means Morning Star Gold N.L. (ACN 003 312 721).

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement, schedules and the Proxy Form.

Option means an option to acquire a Share.

Option holder means a holder of an Option.

Performance Rights means a Performance Right granted pursuant to the Company's Performance Rights Plan approved by Shareholders on 28 November 2016.

Placement has the meaning given to it in the 'Background to the Capital Raising' section of the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Related Party has the meaning provided in section 9 of the Corporations Act.

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

Rose of Denmark Gold Asset means Mining Licence MIN5299.

Securities mean Options and Shares.

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

Shareholder means a registered holder of a Share.

SPP has the meaning given to it in the 'Background to the Capital Raising' section of the Explanatory Statement.

Unlisted Option means an option to acquire a Share on the terms and conditions set out in Schedule 1.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms:

- (a) Each Option gives the Option Holder the right to subscribe for one Share. To obtain the right given by each Option, the Option Holder must exercise the Options in accordance with the terms and conditions of the Options.
- (b) The Options will expire at 5.00pm (WST) on the relevant date of expiry (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise at each Option will be the relevant exercise price (**Exercise Price**).
- (d) The Options held by each Option Holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion. Where less than 1,000 Options are held, all Options must be exercised together.
- (e) An Option Holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised, (**Exercise Notice**).
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 business days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options are transferable.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Options are unlisted however the Company reserves the right to seek quotation of the Options.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Option Holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Option Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any issue, the record date will be after the issue is announced. This will give Option Holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (m) Other than pursuant to term (n), an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.
- (n) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issue of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Option Holder would have received if the Option had been exercised before the record date for the bonus issue.

**AUSTAR GOLD LIMITED
ACN 107 180 441**

**PROXY FORM
GENERAL MEETING**

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 11am (AEST) on 28 September 2018 at Christie's Conference Centre, 320 Adelaide Street, Brisbane QLD and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 - 18 (except where I/we have indicated a different voting intention below).

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting	FOR	AGAINST	ABSTAIN
RESOLUTION 1 – Ratification of Prior Issue - Shares and Options (January 2018)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 2 – Ratification of Prior Issue - Shares and Options (January 2018)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 3 – Ratification of Prior Issue - Shares and Options (January 2018)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 4 – Ratification of Prior Issue - Shares and Options (January 2018)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 5 – Ratification of Prior Issue – Consideration Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 6 – Ratification of Prior Issue – Magna Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 7 – Ratification of Prior Share Issue – Placement – Tranche 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 8 – Approval to Issue Shares – Placement – Tranche 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 9 – Approval to Issue Shares and Options - Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 10 – Approval to Issue Options – Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 11 – Approval of Issue – Share Purchase Plan with Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 12 – Approval to Issue Securities – McNally Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 13 – Approval to Issue Securities – Frost Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 14 – Approval of Election of Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 15 – Issue of Performance Rights to Director – Frank Terranova	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 16 – Issue of Performance Rights to Director – Richard Valenta	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 17 – Issue of Performance Rights to Director – Matthew Gill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 18 – Issue of Performance Rights to Director – Ian King	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is: - _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____ **Consent for contact by e-mail in relation to this Proxy Form:** YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** 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. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to AuStar Gold Limited, Level 6, 15 Astor Terrace, Spring Hill QLD 4000; or
 - (b) facsimile to the Company on facsimile number +61 7 3839 4386; or
 - (c) email to the Company at proxyvotes@austargold.com,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.