

MEDIA RELEASE

Austral Gold Limited

23 October 2015

AUSTRAL GOLD LIMITED ANNUAL GENERAL MEETING

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

- Notice of Annual General Meeting 2015
- Proxy Form
- Annual Report (to those shareholders who have requested it)

The Notice of Annual General Meeting and Proxy Form are attached.

For more information contact:

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By Order of the Board

Notice of Annual General Meeting and Explanatory Statement 2015

Austral Gold Limited ACN 075 860 472

Annual General Meeting to be held at

the offices of BDO, located at Level 11, 1 Margaret Street, Sydney, NSW 2000

on Thursday, 26 November 2015 at 10.00 a.m. (AEDT)

This notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

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The meeting and how to vote

Venue

The Annual General Meeting of the Shareholders of Austral Gold Limited will be held at the offices of BDO, located at Level 11, 1 Margaret Street, Sydney, New South Wales 2000 on **Thursday, 26 November 2015 at 10.00 a.m. (AEDT)**.

Your vote is important

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

Voting in person

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

Appointing a proxy

To appoint a proxy, please complete and sign the Proxy Form enclosed and send it either:

- by post, to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne 3001, Victoria, Australia; or
- by facsimile, to Computershare on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or

Lodge your proxy appointment online at:

- www.investorvote.com.au; or
- for Intermediary Online subscribers only (custodians), please go to www.intermediaryonline.com

so that it is received no later than **10.00 a.m. (AEDT) on Tuesday, 24 November 2015**.

PROXY FORMS RECEIVED LATER THAN THIS TIME AND DATE WILL BE INVALID.

Notice of Annual General Meeting

Notice is given that an Annual General Meeting of Shareholders of Austral Gold Limited (Company) will be held at the offices of BDO located at Level 11, 1 Margaret Street, Sydney, New South Wales 2000 on 26 November 2015 at 10.00 a.m. (AEDT).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the General Meeting are those who are registered Shareholders on Tuesday, 24 November 2015 at 10.00 a.m. (AEDT).

AGENDA FOR ANNUAL GENERAL MEETING

Item 1 – Adoption of 2015 Annual Report

To receive and consider the Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2015.

Shareholders are reminded that the 2015 Annual Report has only been mailed to those Shareholders who have elected to receive annual reports in hard copy. The 2015 Annual Report can be viewed on the Company's website at www.australgold.com.au.

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

Item 2 – Adoption of Remuneration Report

To receive, consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“To adopt the Remuneration Report for the year ended 30 June 2015.”

(Resolution 2)

Item 3 – Re-election of Mr Eduardo Elstain

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“That Mr Eduardo Elstain be re-elected as a Director of the Company.”

(Resolution 3)

Item 4 – Re-election of Mr Stabro Kasaneva

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“That Mr Stabro Kasaneva be re-elected as a Director of the Company.”

(Resolution 4)

Item 5 – Approval of 10% capacity to issue Equity Securities


To consider and, if thought fit, pass the following Resolution as a Special Resolution:

“That for the purposes of Listing Rule 7.1A and for all other purposes, approval be given for the Company to issue and allot, or agree to issue and allot, Equity Securities up to 10% of the issued capital in the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

(Resolution 5)

Other Business

To transact any other business as may be brought before the Annual General Meeting.



Dated: 16 October 2015

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**.

The Corporations Act restricts members of the KMP 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 other Resolutions in accordance with the provisions of the Listing Rules.

What this means for Shareholders: If you intend to appoint a member of the KMP (other than the Chair of the Meeting) as your proxy, please ensure that you direct them 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 Chair of the Meeting as your proxy, you are encouraged to direct him/her as to how to vote by marking the relevant box for Resolution 2 (for example, if you wish to vote for, or against, or to abstain from voting). If you appoint the Chair as your proxy without directing him/her how to vote, the Proxy Form authorises him/her to vote as he/she decides on Resolution 2 (even though Resolution 2 may be connected to the remuneration of KMP). The Chair of the Meeting intends, where permitted, to vote in favour of Resolution 2.

The Company will disregard votes cast on the Resolutions 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"> - a current or former member of the KMP whose remuneration details are included in the Remuneration Report for the year ended 30 June 2015; and - any Closely Related Party of any such member of the KMP. <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 Meeting or any of 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"> - the vote is cast in accordance with the directions on the Proxy Form, specifying how the proxy is to vote on Resolution 2; or - the vote is cast by the Chair of the Meeting and the Proxy Form authorises him/her to vote as he/she decides on Resolution 2 (even though it is connected with the remuneration of members of the KMP, including the Chair).
Resolution 5 – Approval of 10% capacity to issue Equity Securities	<p>A vote must not be cast by:</p> <ul style="list-style-type: none"> - any of the persons who may participate in the proposed issue of the securities that are the subject of Resolution 5, and any persons who might obtain a benefit, except a benefit solely in the capacity as a holder of Shares; and - any Associate of any of those persons. <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 5 if:</p> <ul style="list-style-type: none"> - the vote is cast in accordance with the directions on the Proxy Form, specifying how the proxy is to vote on Resolution 5; or - the vote is cast by the Chair of the Meeting, in accordance with a direction on the Proxy Form, to vote as the proxy decides.

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders of Austral Gold Limited (Company) in connection with the business to be conducted at the Annual General Meeting of the Company to be held at the offices of BDO located at Level 11, 1 Margaret Street, Sydney, New South Wales 2000 on 26 November 2015 at 10.00 a.m. (AEDT).

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

Item 1 – Adoption of 2015 Annual Report

The business of the General 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 2015, which are included in the 2015 Annual Report.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the General Meeting to ask questions and make comments on the 2015 Annual Report, and on the management of the Company.

The Company's auditor will be present at the General Meeting. During the discussion of this Item 1, the auditor will be available to answer questions on:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- the 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 2015 Annual 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 General Meeting.

Please note that all written questions must be received at least five business days before the General Meeting, that is, by no later than **19 November 2015**.

Item 2 – Adoption of Remuneration Report

The Remuneration Report is set out in the 2015 Annual Report. The Remuneration Report details the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 250R(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,¹ then:

- if comments are made on the Remuneration Report at the General Meeting, the Company's 2016 Remuneration Report will be required to include an explanation of the Board's proposed action in response to those comments or, if no action is proposed, the Board's reasons for this; and
- if, at the Company's annual general meeting for the financial year ended 30 June 2016 (**2016 AGM**), at least 25% of the votes cast on the resolution for adoption of the Remuneration Report in respect of that financial year are against that resolution, the Company will be required to put to Shareholders at the 2016 AGM, a

¹ See Part 2G.2, Division 9 of Corporations Act

resolution proposing that an extraordinary general meeting (**EGM**) be called no later than 90 days after the date of the 2016 AGM, to consider the election of Directors (**Spill Resolution**). If the Spill Resolution is passed at the 2016 AGM (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 that subsequent EGM, unless re-elected at that EGM.

For the financial year ended 30 June 2014, in excess of 75% of votes cast on a resolution to adopt the 2014 Remuneration Report, were in favour of the adoption of that Remuneration Report.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the 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.*

Item 3 – Re-election of Mr Eduardo Elsztain

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. It also provides that a Director who retires under clause 13.2 is eligible for re-election.

Mr Elsztain was appointed as a Director on 29 June 2007 and appointed Chairman on 2 June 2011. He was re-elected at the annual general meeting of the Company held on 28 November 2012. He now retires by rotation and, being eligible, seeks re-election in accordance with clause 13.2 of the Constitution.

Mr. Elsztain is the Chairman of:

- (i) IRSA (NYSE: IRSA, BASE: IRSA): Argentina's largest real estate company, operating a diversified portfolio of shopping centres, office buildings, luxury hotels and residential properties in Argentina and United States;
- (ii) Cresud (NASDAQ: CRESY, BASE: CRES): a leading agri-business company, with presence in Argentina and Bolivia, involved in activities such as crop production, beef cattle raising and milk production;
- (iii) BrasilAgro (NYSE: LND, BOVESPA:AGRO3): Companhia Brasileira de Propriedades Agrícolas, Cresud's arm in Brazil and Paraguay;
- (iv) Banco Hipotecario (BASE: BHIP): one of Argentina's largest commercial banks, engaged in the personal banking and corporate banking sectors.
- (v) IDB Development (TASE:IDBD): a leading conglomerate in Israel which directly and indirectly owns Clal Insurance (TASE: CLIS), Shufersal (TASE: SAE), Cellcom (NYSE & TASE: CEL), Properties & Building Corp. (TASE: PTBL), ADAMA Agricultural Solutions, Elron Electronic Industries (TASE: ELRN) and others.

Mr. Elsztain is a member of the World Economic Forum, Council of the Americas, the Group of 50 and Argentina's Business Association (AEA), among others.

He is president of Fundacion IRSA, which promotes education among children and young people, including "Puerta 18", a program that provides free computing and technology education for young people from low-income backgrounds in order to develop their scientific, artistic and professional talents.

Mr Elsztain is a Non-Independent Non-executive Director and Chairman.

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

Board recommendation: *The Directors unanimously recommend the re-election of Mr Elsztain.*

Item 4 – Re-election of Mr Stabro Kasaneva

Mr Kasaneva was appointed as a Director on 7 October 2009 and was re-elected at the annual general meeting of the Company held on 28 November 2012. He now retires by rotation and, being eligible, seeks re-election in accordance with clause 13.2 of the Constitution.

Mr Kasaneva holds a degree in Geology from the Universidad Católica del Norte, Chile. He has more than 20 years experience in geology and exploration of gold deposits, mainly focused on the Paleocene belt in Northern Chile, where Guanaco, Austral Gold's flagship gold/silver mine, is located.

Mr Kasaneva is a Non-independent Executive Director

In the last three years, Mr Kasaneva has not held any other Directorships with listed companies.

Board recommendation: *The Directors unanimously recommend the re-election of Mr Kasaneva.*

Item 5 – Approval of 10% capacity to issue Equity Securities

Listing Rule 7.1

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 its fully paid ordinary shares on issue without shareholder approval (**15% limit**), unless an exception applies. The Company has not exceeded its 15% limit.

Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued capital (**10% limit**) through placements over a 12 month period after an annual general meeting. This placement capacity is in addition to the Company's ability to issue Shares up to the 15% limit without prior Shareholder approval and otherwise in accordance with Listing Rule 7.1.

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

Shareholder approval is being sought in accordance with Listing Rule 7.1A to give the Company the ability to issue Equity Securities under Listing Rule 7.1A up to the 10% limit.

Current securities on issue

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

Security Class	Number on issue
Shares	478,761,995
Unlisted Options, exercise price A\$0.30, expiry date 15 November 2016	140,949

Duration of approval of 10% limit

Shareholder approval of the 10% limit under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained (**Approval Date**) and expires on the earlier to occur of:

- the date that is 12 months after the date of the General Meeting; or
- the subsequent date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (*a significant change to the nature or scale of activities*) or Listing Rule 11.2 (*disposal of main undertaking*), (**Approval Period**).

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 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 Approval Period, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of shares on issue 12 months before the date of issue or agreement to issue Equity Securities up to the 10% limit (**Issue Date**):

plus the number of fully paid ordinary shares issued in the 12 months immediately preceding the Issue Date under an exception in Listing Rule 7.2;

plus the number of partly paid ordinary shares that became fully paid in the 12 months immediately preceding the Issue Date;

plus the number of fully paid ordinary shares issued in the 12 months immediately preceding the Issue Date with approval of holders of shares under Listing Rule 7.1 or 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 immediately preceding the Issue Date.

A has the same meaning in 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 Listing Rule 7.1A.2 in the 12 months immediately preceding the Issue Date and that are not issued with the approval of shareholders under Listing Rule 7.1 or Listing Rule 7.4.

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

6.1 Minimum Price

The issue price of Equity Securities under 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 on which trades in that class were recorded 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 sub-paragraph (i) above, the date on which the Equity Securities are issued.

6.2 Risk of voting dilution

If Resolution 5 is approved by Shareholders and the Company issues Equity Securities up to the 10% limit under Listing Rule 7.1A, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Furthermore 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 those Equity Securities than on the date of approval of Resolution 5 under Listing Rule 7.1A; or
- (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 of those securities

any or all of which may cause a material reduction in the amount of funds (if any) 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 Listing Rule 7.1A(2), as at 10 September 2015.

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 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 Listing Rule 7.1A.2		Dilution		
		\$0.075 50% decrease in Issue Price	\$0.15 Issue Price	\$0.3 100% increase in Issue Price
Current Variable 'A' 478,761,995	10% Voting Dilution	47,876,199	47,876,199	47,876,199
	Funds Raised \$	3,590,715	7,181,430	14,362,860
50% increase in current variable 'A' 718,142,992	10% Voting Dilution	71,814,299	71,814,299	71,814,299
	Funds Raised \$	5,386,072	10,772,145	21,544,290
100% increase in current variable 'A' 957,523,990	10% Voting Dilution	95,752,399	95,752,399	95,752,399
	Funds Raised \$	7,181,430	14,362,860	28,725,720

The above table has been prepared on the following assumptions:

- (i) Resolution 5 is validly passed in accordance with its terms;
- (ii) the Company issues the maximum number of Equity Securities available under the 10% limit;
- (iii) no Options (including any Options issued under the 10% limit) are exercised and any Shares consequentially are issued, before the date of the issue of Equity Securities under Listing Rule 7.1A;
- (iv) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital of the Company at the time of issue. This is why the voting dilution is shown in each example as 10%;
- (v) the above 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 above table shows only the effect of the issue of Equity Securities under Listing Rule 7.1A, but not under the 15% limit under Listing Rule 7.1;
- (vii) the issue of Equity Securities under the 10% limit consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised upon issue and the requisite number of Shares are consequentially issued, for the purpose of calculating the voting dilution effect on existing Shareholders; and
- (viii) the issue price is \$0.15 per Share being the closing market price of the Shares on the ASX on 10 September 2015.

6.3 Purpose of issue under 10% limit

The Company may seek to issue the Equity Securities in order to effect the payment of either or both:

- (i) non-cash consideration for the acquisition of new resources, assets and investments. In such circumstances the Company is required to provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; and
- (ii) cash consideration, where the Company intends to use the funds raised by the issue of the Equity Securities towards the acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and feasibility expenditure on the Company's current assets and/or general working capital.

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

As at the date of this Notice of Meeting, the Company has not formed an intention to offer any Equity Securities under Listing Rule 7.1A, to any particular person or at any particular time, assuming that Resolution 5 is passed.

6.4 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 advisors (if available).

The allottees of an issue of Equity Securities under Listing Rule 7.1A up to 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.

6.5 Voting exclusion statement

A voting exclusion statement in respect of Resolution 5 is shown on pages 6 of the Notice of Meeting.

At the date of the Notice of Meeting, the Company has not approached any particular existing Shareholder or security holder to participate in an issue of Equity Securities. Therefore, no existing Shareholder's vote in respect of Resolution 5 will be excluded under the voting exclusion in this Notice of Meeting.

6.6 Previous approval under Listing Rule 7.1A

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the Company's annual general meeting on 16 December 2014 (**2014 AGM**).

Since the 2014 AGM and up to the date of this Meeting, being from and including 16 December 2014 to and including 26 November 2015 (**preceding 12 month period**):

- the Company has issued in aggregate the following Equity Securities – 307,930,858 Shares; and
- those Equity Securities issued during the preceding 12 month period represent, on a fully diluted basis, approximately 180% 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 below.

Issue Date	19 December 2014
Class of Equity Securities issued	Ordinary Shares
Allottee of Equity Securities or basis of allotment	Issue of shares to Inversiones Financieras Del Sur S.A. (IFISA), such that all indebtedness owed by the Company to IFISA would be fully repaid. Approved at the 2014 Annual General Meeting, refer to the Notice of Annual General Meeting on 16 December 2014 for further details.
Issue price per Equity Security	A\$0.20
Discount to market price (if any)	Nil
Total cash consideration raised	Nil
Amount of cash consideration spent, what it was spent on and proposed application of balance of funds raised	Nil
Particulars of any non-cash consideration raised and its current value	Nil
Number of Shares	307,930,858

Board recommendation: *The Directors unanimously recommend that Shareholders vote in favour of approving Resolution 5. This will enable the Company to have the flexibility to issue Equity Securities representing up to 10% of the Company's share capital under Listing Rule 7.1A, during the subsequent 12 month period without seeking further Shareholder approval, as well as being permitted to issue up to an additional 15% of the Company's share capital under Listing Rule 7.1, without seeking further Shareholder approval.*


Glossary


In this Notice of Meeting, Explanatory Statement and the accompanying Proxy Form:

- **2015 Annual Report** means the annual report of the Austral Group in respect of the financial year ended 30 June 2015
- **AEDT** means Australian Eastern Daylight Saving time
- **Associate** has the meaning given to that term in the note to Listing Rule 14.11
- **ASX** means ASX Limited or the Australian Securities Exchange, as the context may require
- **Austral Group** means the Company and its controlled entities
- **Board** means the board of Directors
- **Closely Related Parties**, in relation to a member of KMP, means the member's spouse, child or dependent (or a child or dependent 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 the Company (or the Austral Group), and any company the member controls
- **Constitution** means the constitution of the Company, as amended from time to time
- **Company** means Austral Gold Limited ACN 075 860 472
- **Corporations Act** means the *Corporations Act 2001 (Cth)*
- **Directors** means the directors of the Company from time to time
- **Equity Security** has the meaning given to that term in Listing Rule 19.12
- **Explanatory Statement** means the explanatory notes which accompany and are incorporated as part of this Notice of Meeting
- **General Meeting or Meeting** means the Annual General Meeting of the Company to be held at 10.00 am (AEDT) on Thursday, 26 November 2015 or at any adjournment thereof
- **Item** means an item referred to in the Notice of Meeting
- **IFISA** means Inversiones Financieras Del Sur S.A.
- **Independent Director** means any of Wayne Hubert, Ben Jarvis or Robert Trzebski.
- **Key Management Personnel or KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company or the Austral Group, whether directly or indirectly. Members of the KMP include Directors and certain senior executives
- **Listing Rule** means the listing rules of and issued by ASX
- **Non-Independent Director** means any of Eduardo Elsztain, Saul Zang, Pablo Vergara del Carril or Stabro Kasaneva
- **Notice of Meeting** means this notice of meeting including the Explanatory Statement, the Proxy Form and any other document accompanying this notice of the Meeting
- **Option** means an option to acquire a Share
- **Ordinary Resolution** means a resolution that is approved by more than 50% of the votes at a general meeting of Shareholders
- **Proxy Form** means the proxy form that accompanies the Notice of Meeting
- **Remuneration Report** means the remuneration report of the Austral Group for the financial year ended 30 June, 2015 and that is referred to in Item 2 of the Explanatory Statement and as set out in pages 25 to 27 of the 2015 Annual Report
- **Resolution** means one of the resolutions set out in the Notice of Meeting
- **Share** means a fully paid ordinary share in the issued capital of the Company
- **Shareholder** means the holder of a Share

- **Special Resolution** means a resolution that is approved by at least 75% of the votes at a general meeting of Shareholders
 - **Trading Day** has the meaning given to that term in Listing Rule 19.12
 - **voting power** has the meaning given to that term in section 610 of the Corporations Act
 - **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
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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

Proxy Form

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 <p>Vote and view the annual report online</p> <ul style="list-style-type: none"> • Go to www.investorvote.com.au or scan the QR Code with your mobile device. • Follow the instructions on the secure website to vote. 	
<p>Your access information that you will need to vote:</p> <p>Control Number:</p> <p>SRN/HIN:</p> <p>PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.</p>	

 **For your vote to be effective it must be received by 10.00 am (AEDT) on Tuesday, 24 November 2015**

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 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 →**

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.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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 Thursday, 26 November 2015 at 10.00 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, Item 2 even though Item 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 Item 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 Item 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	To adopt the Remuneration Report for the year ended 30 June 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	That Mr Eduardo Elsztain be re-elected as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	That Mr Stabro Kasaneva be re-elected as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	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 / /