

**ARGENT MINERALS LIMITED
ACN 124 780 276**

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM**

**Annual General Meeting of the Company will be held at Level 4,
60 Carrington Street, Sydney, New South Wales on Friday, 28
October 2016 at 11:00am (AEDT).**

The Notice of Annual General Meeting 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 prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (+61 2) 9300 3390.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice.

ARGENT MINERALS LIMITED

ACN 124 780 276

NOTICE OF GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Argent Minerals Limited (**Company**) will be held at Level 4, 60 Carrington Street, Sydney, New South Wales, on Friday, 28 October 2016 at 11:00am (AEDT) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders on Wednesday, 26 October 2016 at 7pm (AEDT).

AGENDA

1. Financial & Other Reports

To receive and consider the financial report for the year ended 30 June 2016 and the accompanying Directors' report, Directors' Declaration and Auditors' Report.

2. Resolution 1 - Adoption of the Remuneration Report

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

"That the Remuneration Report that forms part of the Directors' Report for the financial period ended 30 June 2016, be adopted."

The Remuneration Report is set out in the Directors' Report in the Annual Report. Please note that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion

In accordance with sections 250R and 250BD of the Corporations Act 2001, the Company will disregard any votes cast on this Resolution by any Key Management Personnel ("**KMP**") whose remuneration details are included in the Remuneration Report or who is a closely related party of a KMP.

The Company will not disregard a vote if:

- (a) it is cast by a KMP or a closely related party of a KMP as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman 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.

KMPs and their closely related parties will commit an offence under the Corporations Act if they vote in relation to this resolution in breach of the voting restrictions.

3. Resolution 2 - Re-Election of Mr Stephen Gemell as a Director

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

“That Mr Stephen Gemell, having retired in accordance with the Company’s Constitution and the Listing Rules, and being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.”

4. Resolution 3 - Ratification of Prior Issue of Securities - Listing Rule 7.4

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

“That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 697,263 Shares on 15 June 2016, on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associate of that person.

The Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairman 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.

5. Resolution 4 - Approval of Issue of 7,000,000 Options to Mr. David Busch

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

“That for the purposes of ASX Listing Rule 10.11, the grant of 7,000,000 options to Mr David Busch (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by David Busch (or his nominee) and any associates of David Busch.

The Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairman 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.

6. Resolution 5 - Approval of 10% Placement Facility

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

“That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed by Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associates of such person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares (and any associates of such person), if this Resolution is passed.

The Company will not disregard a vote if:

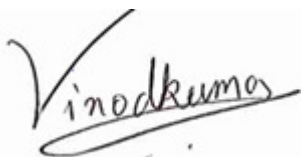
- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. Resolution 6 - Approval of Appointment of KPMG as Auditor of the Company

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

“That for the purpose of section 327B of the Corporations Act and for all other purposes, KPMG having been nominated to act as the Company’s auditor and having consented to act, be hereby appointed as the auditor of the Company with immediate effect.”

BY ORDER OF THE BOARD



Vinod Manikandan
Company Secretary

Dated: 23 September 2016

ARGENT MINERALS LIMITED

ACN 124 780 276

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 4, 60 Carrington Street, Sydney, New South Wales, on Friday, 28 October 2016 at 11:00am (AEDT).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be Taken by Shareholders.
Section 3:	Financial and Other Reports.
Section 4:	Resolution 1 - Adoption of the Remuneration Report.
Section 5:	Resolution 2 - Re-Election of Mr Stephen Gemell as a Director.
Section 6:	Resolution 3 - Ratification of Prior Issue of Securities - Listing Rule 7.4.
Section 7:	Resolution 4 - Approval of Issue of 7,000,000 Options to Mr. David Busch.
Section 8:	Resolution 5 - Approval of 10% Placement Facility.
Section 9	Resolution 6 - Approval of Appointment of KPMG as Auditor of the Company.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

The Chair intends to exercise all available proxies in favour of all the Resolutions.

3. Financial & Other Reports

As required by section 317 of the Corporations Act, the financial report for the year ended 30 June 2016 and the accompanying Director's Report, Directors Declaration and Auditor's Report will be laid before the Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote on the reports. However, Shareholders will have an opportunity to ask questions about the report at the Annual General Meeting. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the auditor's report and audit conduct. Written questions may be submitted 5 business days prior to the Meeting addressed to the Chairman and sent to the Company's registered office, about the management of the Company, or addressed to the Company's auditor and sent to the Company's registered office about audit conduct, accounting policies used by the Company and auditor independence. General questions about the management of the Company will also be taken.

4. Resolution 1 - Adoption of the Remuneration Report

As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote. The Remuneration Report contains:

- information about the Board Policy for determining the nature and amount of remuneration of the Company's Directors and senior executives;
- a description of the relationship between remuneration policy and the Company's performance;
- a summary of performance conditions, including a summary of why they were chosen and how performance is measured against them; and
- remuneration details for each executive and non-executive Director, and Key Management Personnel.

The Remuneration Report, which is part of 2016 Annual Report, has been sent to Shareholders (except those made an election not to receive the Annual Report). Copies of the 2016 Annual Report are available on the Company's website (www.argentminerals.com.au).

The Meeting presents an opportunity to discuss the Remuneration Report for Shareholders who are interested in doing so. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 1 is an ordinary Resolution.

The Chairman intends to vote all available proxies in favour of adopting the Remuneration Report. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the proxy form the Shareholder is considered to have provided the Chairman with express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intentions.

5. Resolution 2 - Re-Election of Mr Stephen Gemell as a Director

Resolution 2 deals with the re-election of Mr Stephen Gemell who retires in accordance with the Company's Constitution and Listing 14.4, and being eligible, has offered himself for re-election.

Details of Mr Gemell's qualifications and experience are in the annual financial report of the Company.

All the Directors except for Mr Gemell recommend that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary Resolution.

The Chairman intends to vote all available proxies in favour of Resolution 2.

6. Resolution 3 - Ratification of Prior Issue of Securities - Listing Rule 7.4

6.1 Background

Resolution 3 seeks the approval of Shareholders of the prior issues of ordinary shares that have occurred in the 12 months prior to the date of this Notice that have not already been approved by Shareholders for the purposes of Listing Rule 7.4.

6.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, 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.

6.3 Listing Rule 7.1A

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 26 November 2015 and is intending on again seeking this approval under Resolution 5 at its annual general meeting this year.

6.4 Listing Rule 7.4

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

The Company is seeking Shareholder approval for the issues of securities described below. The Board believes that it is in the best interests of the Company to maintain the ability to issue up to its full placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval so that the Company retains financial flexibility and can take advantage of commercial opportunities that may arise.

6.5 Technical information required by Listing Rule 7.5

By way of background, the Company has issued the following Shares under the Company's 10% placement capacity. All shares issued rank equally with all other existing Shares.

- (a) As announced on 15 June 2016, the Company issued 697,263 Shares to Mr John Anthony Cooper and Mrs Robyn Liddell Cooper at a deemed issue price of \$0.029 per Share as part consideration due under the option to purchase the Box Hill farm as announced by the Company on 26 June 2013.

A voting exclusion statement is included in the Notice.

The Board recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 3.

7. Resolution 4 - Approval of Issue of 7,000,000 Options to Mr. David Busch

7.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 7,000,000 unlisted options to its Managing Director, David Busch (or his nominee) on the terms and conditions set out below.

The Board consider that it is reasonable for the remuneration of directors to have a cash component and an equity component to further align directors' interests with those of Shareholders. The Board (other than Mr Busch) also believe that the issue of the options to Mr Busch provides a reasonable, appropriate and cost effective method of remunerating Mr Busch and providing him with an equity based incentive for his ongoing commitment and contribution to the Company as Managing Director.

Resolution 4 seeks Shareholder approval for the grant of the options to Mr Busch (or his nominee).

7.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities (or rights to securities) to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the options involves the issue of a right to securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

7.3 Technical Information required under ASX Listing Rule 10.13

Pursuant to an in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 4:

- Person to who options to be issued: David Busch (or his nominee).
- Class of securities to be issued: 30 September 2021 unlisted options.
- Number of options to be issued: 7,000,000.
- Issue price: \$nil.
- Entitlement per option: Exercisable at any time after the vesting date and before the expiry date to acquire 1 fully paid ordinary share.
- Exercise prices per option:
 - \$0.03 for the first tranche of 2,000,000 options;
 - \$0.06 for the second tranche of 2,000,000 options; and
 - \$0.10 for the third tranche of 3,000,000 options.
- Vesting dates:
 - Immediately following shareholder approval of the grant of options for the first tranche of 2,000,000 options.
 - 31 December 2017 for the second tranche of 2,000,000 options.
 - 31 December 2018 for the third tranche of 3,000,000 options.
- Expiry date: the earlier of 30 September 2021 and the date which is 2 months after the date of Mr Busch ceasing to be an officer of the Company (other than due to the occurrence of a Special Circumstance as defined by the Argent Incentive Option Plan).

By obtaining shareholder approval for Resolution 4 as required by ASX Listing Rule 10.11, the Company will satisfy the requirements of Exception 14 of ASX Listing Rule 7.2 and thereby not require shareholder approval for these issues under Listing Rule 7.1.

The options issued under Resolution 4 allow for the rights of the optionholder to be changed to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation. The optionholder cannot participate in new issues without exercising the options.

All options granted under Resolution 4 may be allotted immediately following Shareholder approval at the Annual General Meeting and, in any event, within one month following the close of the meeting or such later date as approved by ASX.

No funds will be raised from the issue of the options. In the event that any of the options are exercised the funds raised will be used to continue the Company's exploration projects and for working capital purposes.

7.4 Directors' Recommendation

The Directors (other than Mr Busch who has a material personal interest in the Resolution) recommend that Shareholders vote in favour of Resolution 4 for the following reasons:

- (a) the primary purpose of the grant of the options to Mr Busch is to provide him with a performance linked incentive package;
- (b) the issue of the options provides cost effective consideration for Mr Busch's ongoing commitment and contribution to the Company in his role as Managing Director and the Board does not consider that there are opportunity costs to the Company or benefits foregone by the Company in granting the options on the terms proposed;
- (c) the issue of the options to Mr Busch is an appropriate form of incentive to maximise returns to Shareholders; and
- (d) the terms of the proposed issue of options to Mr Busch are reasonable to the Company.

A voting exclusion statement is included in the Notice.

Resolution 4 is an ordinary Resolution.

The Chairman intends to vote all available proxies in favour of Resolution 4.

8. Resolution 5 - Approval of 10% Placement Facility

8.1 General

A summary of Listing Rule 7.1 is contained in Section 6.2.

A summary of Listing Rule 7.1A is contained in Section 6.3.

The 10% Placement Facility is in addition to the Company's 15% placement capacity under 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 \$300 million or less. The Company is an eligible entity and has a market capitalisation of approximately \$9.7 million (such amount calculated by multiplying the number of Shares on issue with the previous day closing Share price) at the date of this Notice.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c) below).

The primary purpose for the 10% Placement Facility is to enable the Company to raise additional capital without additional regulatory impediments and to pursue possible future investment opportunities that may arise.

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

8.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue two classes of quoted Equity Securities, being Shares and Options (having the ASX codes ARD and ARDO respectively).

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

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

- (a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (b) plus the number of partly paid shares that became fully paid in the 12 months;
- (c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (d) less the number of fully paid shares cancelled in the 12 months.

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

D is 10%.

E is the number is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 358,802,689 Shares and has a capacity to issue:

- (i) 53,492,876 Equity Securities under Listing Rule 7.1; and
- (ii) 35,661,917 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.1 (c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days in which trades in the relevant 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 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) ("10% Placement Period").

8.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days, on which trades in those securities 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 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

- (b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in Table A (below). There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset.

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

Table A shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice, as follows:

1. two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities 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
2. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

TABLE A

		Dilution		
Variable "A" in Listing Rule 7.1A.2		50% decrease in issue price	Issue price	100% increase in issue price
		\$0.0135	\$0.027	\$0.054
Current Variable "A" 358,802,689 Shares	10% voting dilution	35,880,268 Shares	35,880,268 Shares	35,880,268 Shares
	Funds raised	\$484,383	\$968,767	\$1,937,534
50% Increase in current Variable "A" 538,204,033 Shares	10% voting dilution	53,820,403 Shares	53,820,403 Shares	53,820,403 Shares
	Funds raised	\$726,575	\$1,453,150	\$2,906,301

100% Increase in current Variable "A" 717,605,378	10% voting dilution	71,760,537 Shares	71,760,537 Shares	71,760,537 Shares
	Funds raised	\$968,767	\$1,937,534	\$3,875,068

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No Options (including any Options under the 10% Placement Facility) are exercised into Shares before the date of issue of the Equity Securities.
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example at 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of the issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes the issue of Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - (vii) The Issue Price is \$0.027, being the closing price of Shares on ASX on 22 September 2016.
 - (viii) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or without approval under Listing Rule 7.1.
 - (ix) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or without approval under Listing Rule 7.1, and the total number of Shares on issue and approved or deemed approved at the date hereof for the purpose of Listing Rule 7.1 is 358,802,689.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve 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)).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of the new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.
- The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. 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 methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility 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.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

- (f) The Company has obtained Shareholder approval under Listing Rule 7.1A at its 2015 Annual General Meeting.

The Company issued 25,471,917 Equity Securities under Listing Rule 7.1A during the preceding 12 months.

The Company issued a total of 221,083,513 Equity Securities in the 12 month preceding the date of the meeting (comprising of 104,083,513 fully paid ordinary shares and 117,000,000 options) which based on the number of Equity Securities on issue at the commencement of that period represents 86.8% of the Company's Equity Securities.

Information relating to the issue of Equity Securities in the preceding 12 months is as follows:

Date of Appendix 3B	Number of Equity Securities	Class of Equity Securities and summary of the terms of that class	Names of recipients or basis on which recipients were determined	Issue price of Equity Securities and discount to closing market price on the trading day prior to the issue	If issued for cash - the total consideration, what it was spent on and the intended use of any remaining funds
					If issued for non-cash consideration - a description of the consideration and the current value of consideration
6/11/2015	777,817	Fully paid ordinary shares	Mr John Anthony Cooper and Mrs Robyn Liddell Cooper.	Issue Price was \$0.026 and the closing price on the previous trading day was \$0.026.	Issue was for non-cash consideration; due under the option to purchase the Box Hill farm as announced by the Company on 26

					<p>June 2013.</p> <p>The current value of the consideration is \$21,001*.</p>
18/11/2015	260,000	Fully paid ordinary shares.	Proactive Investors Australia Pty Ltd.	Issue Price was \$0.021 and the closing price on the previous trading day was \$0.022.	<p>Issue was for non-cash consideration to Proactive Investors Australia Pty Ltd in lieu of \$5,500 worth of consulting services provided to the Company.</p> <p>The current value of the consideration is \$7,020*.</p>
18/1/2016	448,430	Fully paid ordinary shares	Mr Andrew Muir.	Issue Price was \$0.022 and the closing price on the previous trading day was \$0.021.	<p>Issue was for non-cash consideration to Mr Andrew Muir in lieu of \$10,000 worth of consultancy services provided to the Company.</p> <p>The current value of the consideration is \$12,107*.</p>
7/3/2016	3	Fully paid ordinary shares	Upon exercise of options exercisable for \$0.175 on or before 31 March 2016.	Issue price was \$0.175 and closing price on the previous trading day was \$0.024.	Nominal funds were raised from the issue.
10/3/2016 and 15/3/2016	43,400,000	Fully paid ordinary shares	Those persons who participated in the placement the subject of the announcement dated 10/3/2016 and 15/3/2016.	Issue price was \$0.02 and closing price on the previous trading day was \$0.023.	\$803,000 was raised and was used for next phase of diamond drilling targeting Kempfield high grade precious and base metals, extended high resolution induced polarisation

					geophysics at the West Wyalong copper gold target and working capital purposes.
15/6/2016	697,263	Fully paid ordinary shares	Mr John Anthony Cooper and Mrs Robyn Liddell Cooper.	Issue price was \$0.029 and closing price on the previous trading day was \$.029.	Issue was for non-cash consideration; refer section 6.5(a) for further details. The current value of the consideration is \$18,826*.
6/7/2016	18,096,283	Fully paid ordinary shares	Those persons who participated in the placement the subject of the announcement dated 6/7/2016.	Issue price was \$0.03 and closing price on the previous trading day was \$.034.	\$542,888 was raised and is being used to fund for next phase of diamond drilling targeting Kempfield high grade precious and base metals, test the Theia and Narragudgil targets for copper-gold/gold at the Company's West Wyalong Project and working capital purposes.
17/8/2016	40,403,717	Fully paid ordinary shares	Those persons who participated in the placement the subject of the announcement dated 17/8/2016.	Issue price was \$0.03 and closing price on the previous trading day was \$0.032.	\$1,212,112 was raised and is being used to fund for next phase of diamond drilling targeting Kempfield high grade precious and base metals, test the Theia and Narragudgil targets for copper-gold/gold at the Company's West Wyalong Project and working capital purposes.

17/8/2016	117,000,000	Options exercisable for \$0.10 each on or before 27 June 2019	Those persons who participated in the placement the subject of the announcement dated 6/7/2016 and 17/8/2016.	Nil issue price. Trading at \$0.032 on the day prior to issue.	No funds were raised from this issue as they were free attaching Options to the placement participants, the subject of the announcement dated 6/7/2016 and 17/8/2016.
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*current value of the consideration calculated by multiplying the number of shares issued with the previous day closing share price before the date of this Notice being \$0.027.

- (g) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends that Shareholders approve Resolution 5.

The Chairman intends to vote all available proxies in favour of Resolution 5.

9. Resolution 6 - Approval of Appointment of KPMG as Auditor of the Company

Stantons International Audit and Consulting Pty Ltd, the existing auditor of the Company, is a Western Australia based firm. As a consequence of the Company moving its corporate, administration and principal place of business from Perth to Sydney, Stantons International Audit and Consulting Pty Ltd have resigned as the Company's auditor pursuant to ASIC providing its consent.

KPMG have been duly nominated as auditor in accordance with section 328B(1) of the Corporations Act. In accordance with section 328B(3) of the Corporations Act, a copy of the notice of nomination of auditor accompanies this Notice of Meeting.

KPMG have provided their consent to be appointed as auditor.

The Board recommends that Shareholders vote in favour of Resolution 6.

Resolution 6 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 6.

19 September 2016

The Company Secretary
Argent Minerals Limited
Level 2, 66 Hunter Street
SYDNEY NSW 2000

Dear Sir,

Nomination of Proposed Auditor

For the purposes of Section 328B(1) of the Corporations Act, Busch Custodians Pty Limited, being a Member of Argent Minerals Limited, hereby nominate KPMG of Level 16, Riparian Plaza, 71 Eagle Street, Brisbane QLD 4000 for appointment as auditor of Argent Minerals Limited at the 2016 Annual General Meeting of the Company.

Yours sincerely




David Busch
Director/Secretary
Busch Custodians Limited



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

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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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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

 **For your vote to be effective it must be received by 11:00am (AEDT) on Wednesday, 26 October 2016**

How to Vote on Items of Business

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

Appointment of Proxy

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

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

Appointing a second proxy: You are entitled to 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.

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** →

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

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



I 9999999999

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Argent Minerals 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 Argent Minerals Limited to be held at Level 4, 60 Carrington Street, Sydney NSW 2000 on Friday, 28 October 2016 at 11:00am (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 Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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 1 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
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Mr Stephen Gemell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issue of Securities – Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Issue of 7,000,000 Options to Mr David Busch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of Appointment of KPMG as Auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 / / _____



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

Dear Securityholder,

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

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

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

You are requested to include the following;

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

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

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

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

Yours sincerely

Argent Minerals Limited