



ABN 97 008 084 848

Suite 4, Level 9, 341 George Street Sydney NSW 2000  
Phone: 02 9299 9690 Fax: 02 9299 9629

## ANNUAL GENERAL MEETING – 2011

On behalf of the Board, I have pleasure in inviting you to the Annual General Meeting of the members of the Company.

The Annual General Meeting will be held at Suite 4, Level 9, 341 George Street, Sydney on Monday 28 November 2011, commencing at 10:30am (AEDT).

The formal Notice of Annual General Meeting is attached. Please read this carefully.

If you have elected to receive a hard copy of the Company's Annual Report, a copy of that Report is enclosed with this letter. A copy of the Company's Annual Report is also now available on the Company's website – [www.argonautresources.com](http://www.argonautresources.com).

The Directors are of the opinion that the adoption of each of the resolutions to be proposed at the Annual General Meeting is in the best interests of the Shareholders. However, where a Director has an interest in the outcome of a particular resolution, he has refrained from making a recommendation.

Accordingly, where applicable, the Directors recommend that you vote in favour of each of the resolutions set out in the Notice of Annual General Meeting.

If you are unable or unwilling to attend the Annual General Meeting, the Directors urge you to vote on all the resolutions by completing and returning the accompanying Proxy Form directly to the Company in the manner set out in that Proxy Form. The Company must receive your duly completed Proxy Form by no later than 10:30am (Sydney time) on 26 November 2011.

Yours sincerely

A handwritten signature in black ink, appearing to be 'Patrick Elliott', written over a faint, stylized graphic element that resembles a signature or a logo.

Patrick Elliott  
CHAIRMAN  
28 October 2011

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Argonaut Resources NL will be held at Suite 4, Level 9, 341 George Street Sydney NSW 2000, commencing at 10:30 am (AEDT) on 28 November 2011.

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company on 26 November 2011 at 7.00 pm (AEDT).

## AGENDA

### BUSINESS

#### Financial Statements

To receive and consider the Annual Financial Report, including Directors' declarations and accompanying reports of the Directors and auditors for the financial year ended 30 June 2011.

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#### RESOLUTION 1– ADOPTION OF DIRECTORS REMUNERATION REPORT

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

*“That for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company's financial report for the year ended 30 June 2011.”*

**Short explanation:** The vote on this resolution is advisory only and does not bind the Directors or the Company.

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#### RESOLUTION 2– RE-ELECTION OF LINDSAY OWLER AS DIRECTOR

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

*“That Lindsay Owler, being a director of the Company who retires by rotation pursuant to clause 6.5(a) of the Company's Constitution, and being eligible, be re-elected as a director of the Company.”*

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**RESOLUTION 3– RATIFICATION OF PRIOR SECURITIES ISSUED**

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

*“That, for the purposes of Listing Rule 7.4 of the ASX Listing Rules and for all other purposes, the Shareholders ratify and approve the allotment and issue of 1,500,000 unlisted options, for the purposes and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”*

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**EXPLANATORY MEMORANDUM**

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Attached to and forming part of this Notice is the Explanatory Memorandum which provides Shareholders with background information and further details on the Resolutions to be considered at the Meeting, in accordance with the ASX Listing Rules.

By Order of the Board



AW BURSILL  
COMPANY SECRETARY  
28 October 2011

**Voting Exclusion Statement:**

The Company will disregard any vote cast on resolutions by excluded shareholders detailed in the table below. However, the Company need not disregard a vote if:

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

Resolution	Shareholders excluded from voting
<i>Resolution 1 – Adoption of Directors Remuneration Report</i>	Key Management Personnel (including Directors) details of whose remuneration are included in the remuneration report and any of their Associates
<i>Resolution 3 – Ratification of prior securities issued</i>	<p>The Company will disregard any votes cast on Resolution 3 by:</p> <ul style="list-style-type: none"> <li>• participants in the issue the subject of Resolution 3; and</li> <li>• any Associate of the participants in the issue the subject of Resolution 3.</li> </ul> <p>However, the Company will not disregard a vote if:</p> <ul style="list-style-type: none"> <li>• it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or</li> <li>• 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.</li> </ul>

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## **EXPLANATORY STATEMENT**

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This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of Argonaut Resources NL (Company) at the 2011 Annual General Meeting (AGM) to be held, commencing 10:30am (AEDT) on 28 November 2011, Suite 4, Level 9, 341 George Street, SYDNEY NSW 2000. The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the Resolutions.

### **APPLICABLE LISTING RULES AND CORPORATIONS ACT PROVISIONS**

#### **ASX Listing Rule 7.1**

ASX Listing Rule 7.1 requires that a listed company must obtain shareholder approval prior to the issue of Shares, or securities convertible into Shares, representing more than 15% of the issued securities of the Company in any 12 month period.

#### **s250R (4) of the Corporations Act**

There are new rules on the voting by Chairpersons of undirected proxies in relation to resolutions on the remuneration report of listed companies. These new rules are in s250R of the *Corporations Act 2001* (Corporations Act), and were introduced with the enactment of the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011*.

The Australian Government proposes to change the law during 2011 to clarify that Chairpersons are permitted to vote undirected proxies in relation to remuneration reports, if shareholders provide express authorisation for the chairperson to vote such undirected proxies.

**In the interim, unless the shareholder indicates otherwise by ticking either the 'for' or 'against' box on the proxy form, the shareholder will be directing the Chairman of the meeting to vote in accordance the Chairman's voting intentions if the shareholder has also ticked the 'Box' in Step 1 on the Proxy Form under the heading "Important for Resolution 1".**

**It is the intention of the Chairman of the meeting to vote in favour of all the Resolutions contained in this Notice of Meeting and particular emphasis is given to *Resolution 1 - Adoption of Remuneration Report*, which contains the remuneration details of the Chairman.**

Shareholders also have the ability to:

- **Appoint the chairman as proxy with a direction to cast the votes contrary to the Chairman's stated voting intention; or**
- **To abstain from voting on that resolution.**

### **FINANCIAL REPORT AND REPORTS OF THE DIRECTORS AND AUDITORS**

The Company's Financial Report for the year ended 30 June 2011 is set out in the Company's 2011 Annual Report. In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Financial Report and on the business and management of the Company.

During the discussion of this item, the Company's auditor will be present and will answer qualifying questions.

### **Written questions for the auditor**

**If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary or fax it to (612) 9299 9629. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be made available at the Annual General Meeting.**

Please note that all questions must be received at least five Business Days before the Annual General Meeting, that is by no later than 10:30am (AEDT) on 22 November 2011.

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## **RESOLUTION 1 - ADOPTION OF DIRECTORS REMUNERATION REPORT**

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

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. However, Shareholders should note that the vote on Resolution 1 is advisory only and not binding on the Company or its Directors.

**It is the intention of the Chairman to vote in favour of Resolution 1, unless the shareholder indicates otherwise by ticking either the 'for' or 'against' box on the proxy form, the shareholder will be directing the Chairman of the meeting to vote in favour of Resolution 1 if the shareholder has also ticked the 'Box' in Step 1 on the Proxy Form under the heading "Important for Resolution 1".**

Shareholders also have the ability to:

- **Appoint the chairman as proxy with a direction to cast the votes contrary to the chairman's stated voting intention; or**
- **To abstain from voting on that resolution.**

### *Voting Exclusion Statement*

The Company will disregard any votes cast on Resolution 1 by Key Management Personnel (including Directors) details of whose remuneration are included in the remuneration report and any of their Associates.

However, the Company will not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- 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.

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## RESOLUTION 2 – RE-ELECTION OF LINDSAY OWLER AS DIRECTOR

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Lindsay Owler was appointed as a director of the Company on 1 June 2005.

Clause 6.5(a) of the Constitution requires one third of the Company's Directors to retire at each annual general meeting. It also provides that a Director who retires under Clause 6.5(a) is eligible for re-election. Lindsay Owler has retired by rotation and now seeks re-election in accordance with clause 6.5(a) of the Constitution.

Lindsay Owler (B.Sc, MAusIMM) has been an exploration director of Argonaut Resources NL for 6 years. Lindsay is a geologist and geophysicist with 18 years' experience in mineral exploration and development.

The Directors (other than Lindsay Owler) recommend that you vote in favour of Resolution 2.

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## RESOLUTION 3 – RATIFICATION OF PRIOR SECURITIES ISSUED

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ASX Listing Rule 7.1 requires that a listed company obtain shareholder approval prior to the issue of shares, or securities convertible into shares, representing more than 15% of its ordinary issued capital in any twelve (12)-month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. This rule provides that where holders of ordinary securities approve the previous issue of securities made without approval under ASX Listing Rule 7.1 and provided that the previous issue of securities did not breach ASX Listing Rule 7.1 those securities shall be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder approval of the issues of securities set out below is now sought pursuant to ASX Listing Rule 7.4 to re-instate the Company's capacity to issue up to 15% of its ordinary issued capital, if required, in the next twelve (12) months without limiting the Company's ability to also issue up to a further 15% of its equity capital in the next twelve (12) months.

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders:

- a. the total number of securities issued was 1,500,000 Unlisted Options;
- b. The table below lists the party who received the options:

Issue and Allotment Date	Name	No of Options
19 January 2011	Veritas Securities Limited	1,500,000

- c. The abovementioned allottee was not a related party of the Company;
- d. The purpose of the issue was in exchange for non-cash remuneration of services rendered.
- e. In the event that the options are exercised into ordinary shares, the funds will be used to provide working capital to the Company.
- f. The terms of the Options were exercisable at \$0.20 each and expiry date of 31 December 2011;
- g. A summary of the terms and conditions of the Unlisted Options is set out below. Subject to these terms and conditions, each Option will entitle the holder (**Holder**)

to subscribe for one fully paid ordinary share in the Company (**Share**) at an exercise price of A\$0.20 each (**Exercise Price**):

(i) *Entitlement*

Each Option (together **Options**) entitles the holder to subscribe for and be issued one fully paid ordinary share (**Share**) in the capital of Argonaut Resources NL (**Company**) upon exercise of each Option. The date of issue of that Option will hereafter be referred to as the **Issue Date**.

(ii) **Voting Rights**

There are no voting rights inherit with the options.

(iii) *Exercise Price and Expiry Date*

- (a) The Expiry Date of the Options is 31 December 2011.
- (b) The Exercise Price of an Option is \$0.20.

(iv) *Exercise Period and Vesting Date*

- (a) Each option will Vest on the date of grant and each option is exercisable at any time after the date of grant and before the Expiry Date.
- (b) If a Change in Control Event occurs in respect of the Company, all Options that have been issued but have not yet vested, will immediately thereupon vest.
- (c) In the instance that a Change in Control Event occurs in respect of the Share of the Company, all Options will expire 30 days after the Change in Control.
- (d) For the purposes of clauses iii(b) and iii(c) a **Change in Control Event** means:
  - (i) the occurrence of:
    - (A) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more in number of the Shares; and
    - (B) that takeover bid has become unconditional (except any condition in relation to the cancellation or exercise of the Options); or
  - (ii) the announcement by the Company that:
    - (A) shareholders of the Company have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:
      - (1) cancelled; or
      - (2) transferred to a third party; and
    - (B) the Court, by order, approves the proposed scheme of arrangement.



- (v) *Notice of Exercise*
- The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt by the Company of that Notice of Exercise.
- (vi) *Shares issued on exercise*
- Shares issued on exercise of the Options rank equally with all other issued Shares.
- (vii) *Quotation of Shares on exercise*
- Application will be made by the Company to ASX for official quotation of the Shares issued promptly after the exercise of the Options.
- (viii) *Timing of issue of Shares*
- Within fifteen (15) Business Days after the later to occur of:
- (a) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised by the Company (each an **Exercised Option**) where the Company is not in possession of any excluded information (as defined in section 708A(7) of the Corporations Act) (**Excluded Information**); and
  - (b) the date upon which the Company ceases to be in possession of Excluded Information in respect to the Company following the receipt of the Notice of Exercise and payment of the Exercise Price for each Exercised Option being exercised by the Company,
- the Company will:
- (c) allot and issue the Shares pursuant to the exercise of the Exercised Options;
  - (d) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and
  - (e) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Exercised Options.
- (ix) *Participation in new issues*
- There are no participation rights or entitlements inherent in the Options and holders of Options 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 such issue, the record date will be at least ten (10) business days after the date upon which the proposed new issue of capital is announced, in order to give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (x) *Adjustment for bonus issues of Shares*
- If the Company makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received as if the Option holder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

(xi) *Adjustment for rights issue*

If the Company makes an issue of Shares pro rata to existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E [P - (S + D)]}{N + 1}$$

O = the old Exercise Price of the Option;

E = the number of underlying Shares into which one (1) Option is exercisable;

P = average market price (as defined in the Listing Rules) per Share weighted by reference to volume of the underlying Shares during the five (5) trading days ending on the day before the ex rights date or ex entitlements date;

S = the subscription price of a Share under the pro rata issue;

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue); and

N = the number of Shares with rights or entitlements that must be held to receive a right to one (1) new Share.

(xii) *Adjustments for reorganisation*

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holders will, be varied to the extent necessary to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(xiii) *Quotation of Options*

No application for official quotation of the Options will be made by the Company.

(xiv) *Options Transferable*

The Options are transferable provided that the transfer of Options complies with section 707(3) of the Corporations Act.

(xv) *Lodgement Instructions*

Cheques payable in respect of the exercise of any right attaching to an Option shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of Options with the appropriate remittance should be lodged at the Company's Registry.

### **Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 3 by:

- Participants in the issue the subject of Resolution 3; and
- Any associate of the participants in the issue the subject of Resolution 3.

However, the Company will not disregard a vote if:

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

### **Directors' Recommendation and Reasons for Recommendation in relation to Resolution 3**

The Directors recommend shareholders vote in favour of Resolution 3 as it allows the Company to ratify the above issue of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next twelve (12) months. Subject to the noted exclusions, the Directors' intend to vote all their Shares in favour of Resolution 3.

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Any enquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Mr Andrew Bursill (Company Secretary):

Suite 4  
Level 9 341 George Street  
Sydney NSW 2000  
Tel: +61 2 9299 9690  
Fax: +61 2 9299 9629

## GLOSSARY

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

**ASX** means the ASX Limited ACN 008 624 691.

**ASX Listing Rules** means the rules and procedures issued and enforced by the ASX, as amended from time to time, including all guidance notes and appendices thereto.

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

**Board** means the current board of directors of the Company.

**Business Day** means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place concerned.

**Chairman** means the chairman of the Board.

**Chief Financial Officer** means the chief financial officer of the Company.

**Company** means Argonaut Resources NL (ABN 97 008 084 848).

**Constitution** means the Company's constitution.

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

**Directors** mean the current directors of the Company.

**Documents** mean each of the Notice, Explanatory Memorandum and the Proxy Form and all other documents, that each constitute part of this booklet and that accompany each other when sent to each Shareholder.

**Explanatory Statement** means the explanatory statement to the Memorandum.

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

**Notice** means the notice of meeting which forms part of this Memorandum.

**Option** or **Options** means an option to acquire a fully paid ordinary share in the capital of the Company.

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

**Proxy Form** means the proxy form that accompanies and forms part of the Documents.

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

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

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

## Interpretation

In these Documents, unless the context requires otherwise:

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

**FOR ALL ENQUIRIES CALL:**  
(within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

**FACSIMILE**  
+61 2 9290 9655

## SHAREHOLDER NAME AND ADDRESS

**ALL CORRESPONDENCE TO:**  
Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001  
Australia

### Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10:30am (AEDT) SATURDAY 26 NOVEMBER 2011

## TO VOTE BY COMPLETING THE PROXY FORM

### STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

### STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### STEP 3 Sign the Form

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders must sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

### STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **10:30am (AEDT) on Monday, 28 November 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxies may be lodged using the reply paid envelope or:**

**BY MAIL -** Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

**BY FAX -** +61 2 9290 9655

**IN PERSON -** Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Argonaut Resources NL

<Address 1>  
 <Address 2>  
 <Address 3>  
 <Address 4>  
 <Address 5>  
 <Address 6>

<BARCODE>

**STEP 1 - Appointment of Proxy**

I/We being a member/s of **Argonaut Resources NL** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X')      **OR**     

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at the **Annual General Meeting of Argonaut Resources NL to be held at Suite 4, Level 9, 341 George Street, Sydney, NSW 2000 on Monday the 28th of November 2011 at 10:30am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

**Important for Resolution 1**

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of resolution 1, please mark this box. *By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. By marking this box I/we acknowledge the Chairman of the Meeting can exercise my/our proxy even though he has an interest in the outcome of the resolution and unless a specific voting direction has been specified below, the Chairman of the Meeting is directed to vote in accordance with his voting intention as set out below.*

*The Chair will vote all undirected proxies in favour of resolution 1.*

**STEP 2 - Voting directions to your Proxy – please mark  to indicate your directions**

Ordinary Business		For	Against	Abstain*
Resolution 1	Adoption of the Directors Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Lindsay Owler as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of prior securities issued	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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

**STEP 3 - PLEASE SIGN HERE** This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

<b>Individual or Securityholder 1</b>	<b>Securityholder 2</b>	<b>Securityholder 3</b>

**Sole Director and Sole Company Secretary**

**Director**

**Director/Company Secretary**

Contact Name ..... Contact Daytime Telephone ..... Date / / 2011