

29 April 2016

ASX Market Announcements  
Level 6, Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**NOTICE OF GENERAL MEETING OF SHAREHOLDERS**

Argonaut Resources NL (**Company**) is pleased to advise that a General Meeting of the Company's Shareholders will be held on Tuesday 31 May 2016 commencing at 10:00am Sydney time.

The General Meeting will be held at the offices of Franks & Associates at Suite 4, Level 9, 341 George Street, Sydney NSW 2000, Australia.

Attached is the Notice of General Meeting and Explanatory Notes (**Notice**) with a sample Proxy form. The Notice with a personalised Proxy form will be distributed to Shareholders today.

For further information, please contact Andrew Bursill on +612 9299 9690.

Yours faithfully,



Andrew Bursill  
Company Secretary  
Argonaut Resources NL



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## **ARGONAUT RESOURCES NL**

ABN 97 008 084 848

### **NOTICE OF GENERAL MEETING**

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To be held at the offices of Franks & Associates at:

Suite 4, Level 9,

341 George Street

Sydney, NSW 2000, Australia

on

**Tuesday 31 May 2016 at 10:00am (AEST)**

*This Notice of 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.*

*To be valid, proxy forms for this meeting must be completed and returned to the Company by no later than 10:00am (AEST) on Sunday 29 May 2016.*

***Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (02) 9299 9690.***

ABN 97 008 084 848

Suite 4, Level 9  
341 George Street  
Sydney NSW 2000  
Australia

Phone: 02 9299 9690  
Fax: 02 9299 9629

Dear Shareholder

On behalf of the Board, I have pleasure in inviting you to a General Meeting of the Shareholders of Argonaut Resources NL (the **Company**).

The General Meeting will be held at the offices of Franks & Associates at Suite 4, Level 9, 341 George Street, Sydney NSW 2000, Australia on Tuesday 31 May 2016, commencing at 10:00am (AEST).

The formal Notice of the General Meeting is attached, and is accompanied by an Explanatory Memorandum that seeks to explain the reasons why the Board is recommending the Resolutions to Shareholders, as well as details about the process and timetable if the Resolutions are approved.

Please read the Notice and Explanatory Memorandum carefully and in their entirety.

The Directors are of the opinion that the adoption of each of the Resolutions to be proposed at the General Meeting is in the best interests of the Shareholders. Accordingly, the Directors recommend that you vote in favour of each of the Resolutions set out in the Notice.

Your vote is important. If you are unable to attend the EGM, the Directors encourage you to vote on all the resolutions by completing and returning the accompanying Proxy Form directly to the Company. The Company must receive your duly completed Proxy Form by no later than 10:00am (AEST) on 29 May 2016.

Yours sincerely

A handwritten signature in black ink, appearing to be "Patrick Elliott", written in a cursive style.

Patrick Elliott  
Chairman  
28 April 2016

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# ARGONAUT RESOURCES NL

ABN 97 008 084 848

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## NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Argonaut Resources NL (**Argonaut** or **Company**) will be held at the offices of Franks & Associates, Suite 4, Level 9, 341 George Street, Sydney NSW 2000, Australia on Tuesday 31 May 2016 at 10:00 am (AEST) (**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 forms 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 Sunday 29 May 2016 at 7:00 pm (AEST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Section 9 of the Explanatory Memorandum.

## AGENDA

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### 1. Resolution 1 – Ratification of Prior Issue of Securities to Sophisticated and Professional Investors under ASX Listing Rule 7.1

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 66,520,830 ordinary shares for the purposes and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”*

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### 2. Resolution 2 – Ratification of Prior Issue of Securities to Sophisticated and Professional Investors under ASX Listing Rule 7.1A

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 44,379,170 ordinary shares for the purposes and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”*

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**3. Resolution 3 – Approval to Issue Securities at 80% of average market price (VWAP) to raise up to \$3 million**

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

*“That, for the purposes of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, approval is given for the Company to raise up to \$3 million by the issuing of Shares at a price not lower than a 20% discount to the average market price of the Company’s ordinary shares over the last five (5) days on which sales were recorded before the issue is made (in accordance with ASX Listing Rules 7.3.3), within three months from the date of approval.”*

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**4. Other Business**

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

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**5. Explanatory Memorandum**

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 General Meeting, in accordance with the ASX Listing Rules.

Dated 28 April 2016

By Order of the Board



**Andrew Bursill**  
Company Secretary

# ARGONAUT RESOURCES NL

ABN 94 128 256 888

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at the offices of Franks & Associates, Suite 4, Level 9, 341 George Street, Sydney, New South Wales on Tuesday 31 May 2016 at 10:00 am (AEST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

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

- Section 1: Introduction
- Section 2: Action to be taken by Shareholders
- Section 3: Applicable ASX Listing Rules and Corporations Act provisions
- Section 4: Resolutions 1 & 2 – Ratification of Prior Issue of Securities to Sophisticated and Professional Investors under ASX Listing Rules 7.1 and 7.1A
- Section 5: Resolution 3 – Approval to Issue Securities at 80% of Average Market Price (VWAP) to raise up to \$3 million
- Section 6: Definitions and Interpretations

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### 2. Action to be taken by Shareholders

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, to sign and return the Proxy Form to the Company in accordance with the instructions provided below. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please read this Document carefully and in its entirety before deciding how to vote on the Resolutions. If you appoint a proxy, the Company encourages you to provide voting directions to your proxy (using the 'For', 'Against' or 'Abstain' boxes on the Proxy Form).

If you appoint the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default) and you do not direct your proxy how to vote on the Resolutions set out in the Notice, then you will be authorising the Chairman of the Meeting to vote as he decides on

the Resolutions. The Chairman of the Meeting intends to vote, as your proxy, in favour of each the Resolutions (where permissible).

If you appoint a member of Key Management Personnel as your proxy (other than the Chairman of the Meeting) (or a Closely Related Party of such member of the Key Management Personnel), and you do not direct your proxy how to vote on the Resolutions set out in the Notice, then you will be authorising the Key Management Personnel to vote as he/she decides on the Resolutions. The Key Management Personnel intends to vote, as your proxy, in favour of each the Resolutions (where permissible).

A proxy need not be a Shareholder. If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise.

The Company must receive your duly completed Proxy Form by no later than 10:00 am (AEST) on Sunday 29 May 2016. Please lodge your duly completed Proxy Form:

- By fax to Link Market Services on facsimile number +61 (0)2 9287 0309;
- Online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au); or
- By mail to:  
Argonaut Resources NL  
C/- Link Market Services Limited  
Locked Bag A14, Sydney South, NSW 1235, Australia.
- All enquiries to: +61 1300 554 474

Complete details on how to appoint a proxy are set out on the back of the Proxy Form.

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or Share Registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

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### **3. Applicable ASX Listing Rules and Corporations Act provisions**

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

ASX Listing Rule 7.1, known as the '15% rule', limits the capacity of a company to issue Securities without the approval of its shareholders. In broad terms, that Listing Rule provides that a company may not, in a twelve month period, issue Securities equal to more than 15% of the total number of ordinary securities on issue at the beginning of the twelve month period, unless the issue is first approved by shareholders or otherwise it comes within one of the exceptions to ASX Listing Rule 7.1, as set out in ASX Listing Rule 7.2.

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

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

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

#### **ASX Listing Rule 7.4**

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

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## **4. Resolution 1 and Resolution 2 – Ratification of Prior Issue of Securities to Sophisticated and Professional Investors under ASX Listing Rules 7.1 and 7.1A**

As announced to ASX on 18 March 2016, the Company had successfully completed a private placement to sophisticated and professional investors (**Placement**) of 110,900,000 new ordinary shares at \$0.012 per Share (**Placement Shares**), raising approximately \$1,320,000 in new capital (before costs) for the Company.

Funds raised will be used primarily for the advancement of due diligence and exploration works on the Crescent Lake Lithium Project in Ontario, Canada, as announced to the ASX on 4 March 2016.

Shareholder approval is being sought to ratify the 110,900,000 Placement Shares that were issued on 30 March 2016, of which 66,520,830 shares were issued under ASX Listing Rule 7.1 (**Resolution 1 Placement Shares**) and 44,379,170 shares were issued under ASX Listing Rule 7.1A (**Resolution 2 Placement Shares**).

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

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

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

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

Shareholder approval of the prior issue of Resolution 1 Placement Shares and Resolution 2 Placement Shares as set out below is sought pursuant to ASX Listing Rule 7.4, to reinstate



the Company's capacity to issue up to 15% of its ordinary issued capital under ASX Listing Rule 7.1 and an additional 10% of its ordinary issued capital under ASX Listing Rule 7.1A, if required, over a twelve month period without seeking further Shareholder approval.

### **Resolution 1**

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders in relation to the Resolution 1 Placement Shares:

- (a) The number of Securities issued was 66,520,830 shares;
- (b) The Placement Shares were issued at an issue price of \$0.012 per share;
- (c) The Placement Shares issued rank equally with, and are on the same terms as, the existing Shares on issue;
- (d) The shares were allotted to the following sophisticated and professional investors:

<b>Issue Date</b>	<b>Name</b>	<b>No. of Resolution 1 Placement Shares</b>
30/03/2016	Clients of Taylor Collision Limited ABN 53 008 172 450	35,120,830
30/03/2016	Andrew John Pearson	3,500,000
30/03/2016	David Reece Sylvester	3,000,000
30/03/2016	Paul John Pheby	8,000,000
30/03/2016	Mounts Bay Investments Pty Ltd	750,000
30/03/2016	Syracuse Capital Pty Ltd	4,416,666
30/03/2016	Schammer Pty Ltd	2,916,666
30/03/2016	Bom Schlaarp Pty Ltd	2,916,666
30/03/2016	Rhoderic Charles Whyte	900,003
30/03/2016	Westbell Holdings Pty Ltd	1,000,000
30/03/2016	Kingsreef Pty Ltd	1,916,666
30/03/2016	Kebin Nominees Pty Ltd	2,083,333
	<b>Total Shares Issued under ASX LR 7.1</b>	<b>66,520,830</b>

- (e) The funds raised will be primarily used for the advancement of due diligence and exploration works on the Crescent Lake Lithium Project in Ontario, Canada, as announced to the ASX on 4 March 2016; and
- (f) Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by the persons listed in part (d) above, being the persons that participated in the issue of the Securities that are the subject of Resolution 1, and any associate of those persons.

However, the Company will not disregard a vote on Resolution 1 if it is cast by:

- A person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- 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 in relation to Resolution 1**

The Board recommends Shareholders vote in favour of Resolution 1 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 under ASX Listing Rule 7.1 during a twelve month period without seeking further Shareholder approval.

The Directors intend to vote all their Shares in favour of Resolution 1.

## **Resolution 2**

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders in relation to the Resolution 2 Placement Shares:

- (a) The number of Securities issued was 44,379,170 shares;
- (b) The Placement Shares were issued at an issue price of \$0.012 per share;
- (c) The Placement Shares issued rank equally with, and are on the same terms as, the existing Shares on issue;
- (d) The shares were allotted to the following sophisticated and professional investors:

<b>Issue Date</b>	<b>Name</b>	<b>No. of Resolution 2 Placement Shares</b>
30/03/2016	Clients of Taylor Collision Limited ABN 53 008 172 450	44,379,170
	<b>Total Shares Issued under ASX LR 7.1A</b>	<b>44,379,170</b>

- (e) The funds raised will be primarily used for the advancement of due diligence and exploration works on the Crescent Lake Lithium Project in Ontario, Canada, as announced to the ASX on 4 March 2016; and

- (f) Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2 by the persons listed in part (d) above, being the persons that participated in the issue of the Securities that are the subject of Resolution 2, and any associate of those persons.

However, the Company will not disregard a vote on Resolution 2 if it is cast by:

- A person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- 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 in relation to Resolution 2**

The Board recommends Shareholders vote in favour of Resolution 2 as it allows the Company to ratify the above issue of Securities and retain the flexibility to issue an additional 10% of the Company's share capital under ASX Listing Rule 7.1A during a twelve month period without seeking further Shareholder approval.

The Directors intend to vote all their Shares in favour of Resolution 2.

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## **5. Resolution 3 – Approval to Issue Securities at 80% of Average Market Price (VWAP) to raise up to \$3 million**

The Company intends to raise additional funds via a private placement to a number of parties at a price determined by market conditions at the time.

The Company intends to issue new Shares at a discount not greater than 20% to the market price of the Company's ordinary shares over the last 5 days on which sales are recovered before the day on which the shares are issued in accordance with the ASX Listing Rules.

### **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 (such as a Convertible Note), representing more than 15% of the issued capital of the Company in any 12 month period.

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.3 for the issue of the above Shares (**Ratification**). By obtaining the Ratification, the Company will retain the flexibility to issue up to 15% of its issued capital, if required, in the next 12 months without the need to obtain prior Shareholder approval.

### **ASX Listing Rule 7.3**

Listing Rule 7.3 requires the Notice of Meeting to include the following information for shareholders consideration in respect of Resolution 3.

- (a) The maximum number of Shares that will be issued under this Resolution is not known. However, the maximum number will not be more than the number of Shares purchasable with \$3 million at the price(s) per share at which shares are issued;
- (b) The Shares will be issued at 80% of the Weighted Volume Average Price (VWAP), which is at a discount not greater than 20% to the market price of the Company's ordinary shares over the last 5 days on which sales are recorded before the day on which the shares are issued;
- (c) The Shares issued rank equally with, and are on the same terms as, the existing Shares on issue;
- (d) The identity of allottee/s has not yet been determined. The identity of the allottee/s will be at the discretion of the Company or in consultation with any broker the Company may engage to assist in the placing the shares or both and who are not related parties.  
The Shares will be issued and allotted within 3 months of the date of the meeting.  
Shares will be allotted progressively.
- (e) The funds raised are intended to be primarily used for the advancement of due diligence and exploration works on the Crescent Lake Lithium Project in Ontario, Canada, as announced to the ASX on 4 March 2016.
- (f) Voting Exclusion Statement  
The Company will disregard any votes cast on Resolution 3 by the persons listed in part (d) above, being the persons that have been identified as participants in the issue of the Securities that are the subject of Resolution 3, and any associate of those persons.

However, the Company will not disregard a vote on Resolution 3 if it is cast by:

- A person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- 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.

It is noted that as at the date of this Notice, no parties have been identified as participants in this issue of Securities.

### **Directors' Recommendation in relation to Resolution 3**

The Board recommends Shareholders vote in favour of Resolution 3 for the reasons set out in this Explanatory Statement.

The Directors intend to vote all their Shares in favour of Resolution 3.

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## 6. Definitions

*In the Explanatory Memorandum and Notice:*

**AEST** means Australian Eastern Standard Time, being the time in Sydney, New South Wales.

**Argonaut** or **Company** means Argonaut Resources NL ACN 008 084 848.

**ASX** means ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

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

**Board** means the board of Directors.

**Closely Related Party**, in relation to a member of the KMP, means the member's spouse, child or dependant (or a child or dependant of the members' 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 Argonaut (or the Argonaut group), and any company the member controls.

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

**Director** means a director of the Company.

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

**Explanatory Memorandum** means the explanatory memorandum that accompanies and forms part of the Documents.

**Key Management Personnel** means those persons having authority and responsibility for planning, directing and controlling the activities of Argonaut (or the Argonaut group), whether directly or indirectly. Members of the KMP include Directors (both executive and non-executive) and certain senior executives.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

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

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

**Resolution** means a proposed resolution contained in the Notice.

**Securities** have the meaning given to that term in Listing Rule 19.12.

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

**Shareholder** means a shareholder of the Company.

**Share Registry** means Link Market Services Limited.

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

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## Interpretation

*In this Document, unless the context requires otherwise:*

1. A reference to a word includes the singular and the plural of the word and vice versa;
2. A reference to a gender includes any gender;
3. If a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
4. 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;
5. Headings are included for convenience only and do not affect interpretation;
6. A reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
7. A reference to a thing includes a part of that thing and includes but is not limited to a right;
8. 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;
9. A reference to a statute or statutory provision includes but is not limited to:
10. A statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
11. A statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
12. Subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
13. Reference to “\$”, “A\$”, “Australian dollars” or “dollars” is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
14. A reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.


**LODGE YOUR VOTE**

 **ONLINE**  
www.linkmarketservices.com.au

 **BY MAIL**  
Argonaut Resources NL  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474

**PROXY FORM**

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

**APPOINT A PROXY**

**the Chairman of the Meeting (mark box)** **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

**STEP 1**

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am (AEST) on Tuesday, 31 May 2016 at the offices of Franks & Associates, Suite 4, Level 9, 341 George Street, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

**VOTING DIRECTIONS**

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an**

**STEP 2**

**Resolutions**

	For	Against	Abstain*
1 Ratification of Prior Issue of Securities to Sophisticated and Professional Investors under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Prior Issue of Securities to Sophisticated and Professional Investors under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to Issue Securities at 80% of average market price (VWAP) to raise up to \$3 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* 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.

**SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED**

**STEP 3**

Securityholder 1 (Individual)	Joint Securityholder 2 (Individual)	Joint Securityholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing 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 the items of business, 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.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as 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 security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or 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; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either securityholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Sunday, 29 May 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Argonaut Resources NL  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**