



ASX Announcement

PanTerra Gold Limited

ASX: PGI

SMALL HOLDING SHARE SALE FACILITY

PanTerra Gold Limited (ASX: PGI) (**PanTerra Gold** or the **Company**), is pleased to announce that it has established a small shareholding sale facility (**Sale Facility**) for shareholders who held a Small Holding of PanTerra Gold ordinary shares as at 5.00pm (Sydney time) on 7 August 2017 (**Record Date**).

A **Small Holding** of shares is 9,615 shares, being a registered holding valued at less than \$500 based on the Record Date closing price of \$0.052 per share. As at 7 August 2017, of the approximately 1,554 PanTerra Gold shareholders, 712 held a Small Holding totalling 2,519,401 shares making up approximately 1.95% of the Company's total issued share capital.

The Company is providing this Sale Facility to assist holders of Small Holdings to sell their shares without having to use a broker or pay brokerage. The Company will pay for all costs of the sale, excluding tax consequences from the sale which remains the shareholder's responsibility. The Company also expects to reduce the administrative costs associated with maintaining a large number of small shareholdings.

ABN: 48 008 031 034

Registered Office:

55 Kirkham Road
Bowral NSW 2576 Australia
PO Box 846
Bowral NSW 2576 Australia
T: +61 2 4861 1740
Email: admin@panterragold.com

Project Offices:

DOMINICAN REPUBLIC
Calle Mayaguano No. 2
Los Cacicazgos,
Santo Domingo,
Distrito Nacional
T: +1 809 482 0876

CANADA
880 – 580 Hornby Street
Vancouver, BC, V6C 3B6
T: +1 604 806 0626

Key Dates:

Record Date – 7 August 2017 at market close

Facility announced to ASX – 11 August 2017

Letters sent to eligible shareholders – 11 August 2017

Closing Date for receipt of Share Retention Form – 22 September 2017

Payment date – As soon as practicable after completion of the sale of all participant Small Holdings.

Attached is a copy of the Notice of Intention to Sell and Share Retention Form which today will be sent to all shareholders holding a Small Holding of PanTerra Gold shares on the Record Date.

End

PanTerra Gold Limited

ABN: 48 008 031 034

Registered Office:
55 Kirkham Road
Bowral NSW 2576 Australia
Administration:
PO Box 846 Bowral NSW 2576

Tel: 61 2 4861 1740
Fax: 61 2 4861 7665
Email: admin@panterragold.com

11 August 2017

To Shareholder

Dear Shareholder

NOTICE OF INTENTION TO SELL – SMALL HOLDING SHARE SALE FACILITY

PanTerra Gold Limited (**PanTerra Gold** or the **Company**) is pleased to advise that the Company has established a share sale facility (**Facility** or **Small Holding Sale Facility**) for holders of shares valued at less than \$500 as at close of trade on 7 August 2017 (**Small Holding**). The Facility is being established in accordance with the Company's Constitution and the Australian Securities Exchange (**ASX**) Listing Rules.

PanTerra Gold is offering the Facility to assist shareholders of Small Holdings to sell their shares. Shareholders who take advantage of the Facility will have their shares sold without having to act through a broker or pay brokerage. The Company will also organise payment of other costs associated with the sale (although any tax consequences from the sale of your shares will be your responsibility).

Our records show that you held a Small Holding based on the PanTerra Gold share price of \$0.052 as at close of trade on 7 August 2017 (**Record Date**). Unless you advise the Company that you do **NOT** wish to sell your shares within six (6) weeks from when this letter was sent, the Company intends to sell your shares through the Facility in accordance with Clause 99.2 of the Company's Constitution and the ASX Listing Rules. Payment will be sent to you following settlement of the sale or otherwise as soon as is practicable. The shares will be sold at the prevailing market price.

What should you do?

Information in this letter and in the enclosed personalised Share Retention Form will assist you in making one of two choices:

- | | |
|-----------------------|--|
| 1) Sell your shares | (Do nothing) |
| 2) Retain your shares | (Complete and return Share Retention Form) |

1) **Sell your shares (DO NOTHING)**

By refraining from taking any action, after the expiration of the time prescribed in the ASX Listing Rules and the Company's Constitution, you will be deemed to have irrevocably appointed the Company as your agent. Under the Facility the Company:

- (a) is authorised to sell all of your shares at a market price to be determined by when and how the shares are sold and without any transaction costs being incurred by you; and

(b) will pay you the sale proceeds following settlement of all shares sold through the Facility.

2) Retain your shares (COMPLETE AND RETURN SHARE RETENTION FORM)

If you do not wish to sell your shares through the Facility, you must complete and return the attached 'Share Retention Form' so that it is received by PanTerra Gold's share registry provider Computershare Investor Services Pty Limited by 5.00pm (Sydney time) on 22 September 2017 (Closing Date). A facsimile of the Share Retention Form will not be accepted.

If your shareholding is worth at least \$500 on the Closing Date whether by purchase of additional shares by you or otherwise (e.g. by merging multiple holdings into one holding with a value of at least \$500 by the Closing Date), your shares will not be sold under the Facility.

Additional Information

The price that will be paid to shareholders for each share sold through the Facility will be the average price received for the sale of all shares sold on ASX under the Small Holdings Sale Facility and hence may be more or less than the actual price that is received for your particular parcel of shares.

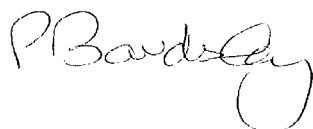
PanTerra Gold does not make any recommendation or offer any advice regarding whether to retain your shares or permit them to be sold under the Small Holdings Sale Facility. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to participate. The Company does not accept any liability regarding the price at which shares are sold through the Facility.

The Facility is being conducted as authorised by the Company's Constitution and in a manner consistent with the ASX Listing Rules.

The attached Information Pack sets out further details of the Facility, which you should read before making any decision. If you require any further information you can also contact the Company's share registry, Computershare Investor Services Pty Limited on 1300 365 161 (within Australia) or +61 (03) 9415 4000 (outside Australia) between the hours of 9.00am and 5.00pm (Sydney time) Monday to Friday.

Yours faithfully

PANTERRA GOLD LIMITED



Pamela Bardsley
Company Secretary

PANTERRA GOLD LIMITED: SMALL HOLDING SALE FACILITY INFORMATION PACK

1. What is a Small Holding of shares?

A Small Holding of shares is a holding of PanTerra Gold shares valued at less than \$500 as at the close of trade on the Record Date. The Record Date for the purposes of establishing holders of Small Holdings has been set at close of trade on 7 August 2017. Based on the closing price of \$0.052 per PanTerra Gold share at the Record Date, this is a holding of 9615 shares or less.

2. What price will I receive for shares sold through the Facility?

The price that you receive for your shares under the Facility will be determined by when and how the shares are sold. PanTerra Gold directors may sell your shares on market or in any other way they consider fair and reasonable in the circumstances. If the shares are sold on market the price will depend on a number of factors, including market conditions at the time of sale. You will not have control over the time at which your shares are sold, the price you receive may be different from the price appearing in the newspaper or quoted by ASX on any day, may not be the best price on the day that your shares are sold and may be an average price per share based on the price obtained for all of the shares sold under the Facility. If the PanTerra Gold directors sell your shares other than on market, the price will be the price that the PanTerra Gold directors have been able to negotiate with the acquirer or acquirers.

3. When will the proceeds from the sale of shares be sent to me?

Payment will be sent to you following settlement of the sale or otherwise as soon as is practicable. Payment will be made in Australian dollars by cheque. You will be notified by way of a transaction confirmation statement of the number of your shares sold, and the price and total sale proceeds. The cheque will be sent by post to your address as shown in the share register at the time the share sale payment is run.

4. If I buy more shares, will I retain my holding?

Yes, PanTerra Gold will treat any purchase of additional shares to increase the value of a PanTerra Gold shareholding to \$500 or more as an indication that you do not want your shares to be sold through the Facility. **For a purchase to be effective notification that you wish to retain your shares, any additional shares must be registered by 5.00pm (Sydney time) on Friday, 22 September 2017 under the same name and address and with the same holder number (SRN or HIN) as set out in this letter.**

5. What if my details require updating?

Should you wish to update your address in the share register, you can amend your address online through Computershare's Investor Centre site at www.investorcentre.com. You will be required to enter your SRN or HIN and postcode as shown on your enclosed Share Retention Form. As an additional security measure, you will also be required to create a User Identification and Password if you have not previously used the Computershare Investor website.

6. What if my shares are held in a CHESS holding?

If your shares remain in a CHESS holding at 5.00pm (Sydney time) on Friday, 22 September 2017, the Company may move those shares to an issuer sponsored holding and the shares will then be sold through the Facility on the same terms described in this Information Pack.

7. Where can I get further information?

If you have any questions concerning your shareholding or how the Facility will work, please contact the Company's share registry, Computershare Investor Services Pty Limited on 1300 365 161 (within Australia) and +61 (03) 9415 4000 (outside Australia) between the hours of 9.00am and 5.00pm (Sydney time) Monday to Friday.

8. Important notes

PanTerra Gold reserves the right to vary, delay or terminate this Facility by notice to the ASX.

PanTerra Gold is not bound to sell any or all of the shares that may be available for it to sell under this Facility, and there is no guarantee that PanTerra Gold will be able to sell your shares. In addition, the sale proceeds may differ from the market value of your shares on the Record Date, depending on movements in the market price of the shares and on the Company appointed brokers' ability to procure purchasers.

Please note that the Company will not sell your shares in the event that a third party announces a takeover offer for the Company. Consistent with its continuous disclosure obligations, the Company may release to the ASX information that may be material to a shareholder's decision as to whether they wish to retain their shares. This information will, if released, be available on the ASX website www.asx.com.au (ASX code "PGL") and on the Company's website <http://www.panterragold.com>.

PanTerra Gold reserves the right to change any of the dates referred to in this letter by notice to the ASX. If you are in any doubt about what to do, you should consult your legal, financial or taxation adviser.

NOTE: If you currently have more than one holding on the PanTerra Gold share register, you may wish to consider amalgamating them. This may result in your amalgamated holding no longer being a Small Holding. Under these circumstances your shares will not be sold as part of this Facility. Any such amalgamation needs to be effective on the register by Friday, 22 September 2017.

PanTerra Gold Limited

ABN 48 008 031 034

PGI

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

**Return your Form to the
Company's share registry:**



By Mail:

Computershare Investor Services Pty Limited
GPO Box 2115 Melbourne
Victoria 3001 Australia

For all enquiries:

Phone:



within Australia 1300 365 161

outside Australia +61 (03) 9415 4000

Share Retention Form

 **If you wish to retain your shares, your form must be received by 5.00pm (Sydney time), 22 September 2017**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Shareholding Details

Use this form if you wish to retain your shares in PanTerra Gold Limited. If you have recently bought or sold shares your shareholding may differ from that shown. If you have already sold all your shares in PanTerra Gold Limited, do not complete or return this form. If you have more than one shareholding on PanTerra Gold Limited's register and you do not wish to sell your shares under the Small Shareholding Sale Facility, you should consider consolidating them. For further advice on how to do this, contact Computershare Investor Services Pty Limited (CIS) on the number above.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHES sponsored shareholding, please contact your Controlling Participant to notify a change of address.

Step 2: Signing Instructions

Individual: Where the shareholding is in one name, the shareholder must sign.

Joint Shareholding: Where the shareholding is in more than one name, all of the shareholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the shareholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the shareholding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: Where the shareholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website www.computershare.com or by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the shareholding is in more than one name the surviving shareholder may sign the form and return it together with a certified copy of the death certificate of the other joint shareholder.

Step 3: Contact Details

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →



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Share Retention Form

STEP 1 Shareholding Details

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001



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

Shares held as at 7 August 2017:

2000

For your security keep your SRN/HIN confidential.

STEP 2 Signature of Shareholder(s) *This section must be completed.*

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we understand that my/our **SHARES WILL NOT BE SOLD** under the Small Shareholding Sale Facility.

Individual or Shareholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Shareholder 2

Director

Shareholder 3

Director/Company Secretary
(cross out titles as applicable)

STEP 3 Contact Details

Contact
Name

Contact
Daytime
Telephone

Date / /

Email
Address

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.