



KENTOR GOLD LTD

ACN 082 658 080

Registered Office

Level 36, Riparian Plaza

71 Eagle St,

Brisbane Qld 4000 Australia

Phone: (07) 3121 3206

Email: info@kentorgold.com.au

18 October 2010

Dear Shareholder,

I am pleased to invite you to attend a General Meeting of the shareholders of Kentor Gold Limited ("Kentor Gold" or "Company") to be held at;

RACV Club

501 Bourke St, Melbourne,

On Thursday 18 November at 1pm (Eastern Standard Time).

The business to be dealt with at the meeting is set out in the attached Notice of Meeting, with the Explanatory Notes providing further detail to the proposed resolution.

If you do not plan to, or are unable to, attend the meeting, you may wish to appoint a proxy to attend and vote on your behalf. To do this, you will need to complete and lodge the enclosed Appointment of Proxy form in accordance with the instructions set out on that form. Proxy forms must be received by 1pm (Eastern Standard Time) 16 November 2010.

If you are able to attend the meeting, please bring the enclosed Appointment of Proxy form with you to assist with registration of your attendance.

Yours sincerely,

W H John Barr AM

Chairman

NOTICE OF GENERAL MEETING

NOTICE IS GIVEN that a GENERAL MEETING of the shareholders of Kentor Gold Limited ACN 082 658 080 will be held at RACV Club, 501 Bourke St, Melbourne, on 18 November 2010 at 1 p.m. (Eastern Standard Time).

ORDINARY BUSINESS

Resolution 1. Ratification of Share Placement to clients of Helmsec Global Capital Limited and RBS Morgans Corporate Limited

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue by the Company of 54,951,722 fully paid ordinary shares at \$0.077 per share to clients of Helmsec Global Capital Limited and RBS Morgans Corporate Limited, on the terms and conditions set out in the Explanatory Notes and announced to the ASX on 29 July 2010, be ratified.”

BY ORDER OF THE BOARD

18 October 2010



Kylie Anderson
Company Secretary

Voting Exclusion Statement

- (a) In respect of Resolution 1, the Company will disregard any votes cast on those Resolutions by the clients of Helmsec Global Capital Limited and RBS Morgans Corporate Limited that participated in the placement.

Notes

1. The Company has determined that for the purposes of the General Meeting all shares in the Company will be taken to be held by the persons who held them as registered shareholders at 7pm on 16 November 2010. Accordingly, share transfers registered after this time will be disregarded in determining entitlements to attend and vote at the Meeting.
2. A member entitled to attend and vote may attend and vote in person or by proxy, or attorney or (where the member is a body corporate) by representative.
3. The proxy of a member does not need to be a member of the Company.
4. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of the member's votes each proxy is entitled to exercise. If the appointment does not specify the proportion or number of the member's votes, each proxy may exercise one half of those votes.
5. A proxy form accompanies this Notice of Meeting and to be effective must be received by the Company's corporate registry, Link Market Services, at the following address or facsimile number, by 1pm. (Eastern Standard Time) on 16 November 2010:

Link Market Services Limited

Address: Level 12, 680 George Street, Sydney, NSW, 2000

Facsimile Number: (02) 9287 0309

DEFINITIONS

“**Andash**” means Andash Mining Company, LLC a limited liability company registered in the Kyrgyz Republic.

“**ASX**” means Australian Securities Exchange Limited.

“**Board**” means the board of directors of the Company.

“**Company**” means Kentor Gold Limited ACN 082 658 080;

“**Constitution**” means the Constitution of the Company adopted on 25 October 2004.

“**Corporations Act**” means the *Corporations Act* 2001 (Commonwealth).

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

Explanatory Notes

Introduction

These Explanatory Notes should be read in conjunction with the Notice of General Meeting to which this Explanatory Memorandum is attached and forms part thereof. Please take the time to read through these Explanatory Notes.

The attached presentation provides the latest information on the Andash Project.

Resolution 1. Ratification of Share Placement to clients of Helmsec Global Capital Limited and RBS Morgans Corporate Limited

On 29 July 2010 the Company announced it had carried out a placement of 54,951,722 new shares to clients of Helmsec Global Capital Limited and RBS Morgans Corporate Limited at an issue price of \$0.077 to raise \$4.2 million.

ASX Listing Rule 7.4 states that where securities have been issued without shareholder approval under ASX Listing Rule 7.1 that issue can be treated as having been made with approval for the purpose of ASX Listing Rule 7.1 where the holders of ordinary shares approve the issue.

ASX Listing Rule 7.1 operates to prevent a company from issuing any more than 15% of its issued shares, in any 12 month period, without obtaining shareholder approval. The issue of shares to the clients of Helmsec Global Capital Limited and RBS Morgans Corporate Limited amounted to a maximum of 14% of the issued shares of the Company and consequently did not breach ASX Listing Rule 7.1. While shareholder approval was not required under ASX Listing Rule 7.1, the Company seeks approval for this share issue under ASX Listing Rule 7.4 so that this issue of shares will not be counted towards the 15% allowable in a 12 month period under ASX Listing Rule 7.1.

Listing Rule 7.5 requires certain information to accompany a Notice of Meeting in relation to approval sought under Listing Rule 7.4. This information is set out below:

Share placement to clients of Helmsec Global Capital Limited and RBS Morgans Corporate Limited

:

Date of issue	5/08/10
Number of securities allotted	54,951,722
Issue price per security	\$0.077
Terms of the securities	Ordinary fully paid shares ranking equally with all other fully paid ordinary shares of the Company
Basis on which the allottees were determined	Clients of Helmsec Global Capital Limited and RBS Morgans Corporate Limited
Use of funds	Further development of the Andash and ongoing corporate costs.

The Board recommends that shareholders vote in favour of the Ratification of Share Placement to clients of Helmsec Global Capital Limited and RBS Morgans Corporate Limited



KENTOR GOLD LTD
ACN 082 658 080

LODGE YOUR VOTE



By mail:
Kentor Gold Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 554 474 Overseas: +61 2 8280 7111



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SHAREHOLDER VOTING FORM

I/We being a member(s) of Kentor Gold Ltd and entitled to attend and vote hereby appoint:

STEP 1

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 (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the General Meeting of the Company to be held at 1:00pm on Thursday, 18 November 2010, at the RACV Club, 501 Bourke St, Melbourne VIC 3000 and at any adjournment or postponement of the meeting.

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 **X**

STEP 2

VOTING DIRECTIONS

Resolution 1

Ratification of Share Placement to clients of Helmsec Global Capital Limited and RBS Morgans Corporate Limited

For

Against

Abstain*

i * 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

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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).

KGL PRX001



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

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

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. 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 shareholder of the company. A proxy may be an individual or a body corporate.

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 shares 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 shares 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 share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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.

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 shareholder 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 share registry.

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 1:00pm on Tuesday, 16 November 2010, 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:



by mail:

Kentor Gold Ltd
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, Level 12, 680 George Street, Sydney NSW 2000.

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.