MUTINY GOLD LTD

ACN 101 224 999

NOTICE OF GENERAL MEETING

TIME: 10.00am

DATE: 26 March 2014

PLACE: Kailis Bros Fish Market and Café 101 Oxford Street Leederville WA

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9368 2722.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 10.00am on 26 March 2014 at:

Kailis Bros Fish Market and Café, 101 Oxford Street Leederville WA

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

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 Shareholders at 5.00pm on 24 March 2014.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - > the proxy is not recorded as attending the meeting; or
 - > the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – REMOVAL OF JOHN ROBERT GREEVE AS A DIRECTOR

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

"That, pursuant to the power under clause 13.5 of the Constitution and section 203D of the Corporations Act, John Robert Greeve be removed as a director of the Company with immediate effect, on the terms and conditions set out in the Explanatory Statement."

Dated: 21February 2014

By order of the Board

Ceria Igndall

Cecilia Tyndall Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND

1.1 Section 249CA and Section 203D notice

On 14 February 2014, the Company received a notice from Rowan Johnston, a Director of the Company notifying the Company that as a Director he called a General Meeting in accordance with section 249CA of the Corporations Act to consider and vote on the matter the subject of Resolution 1.

Accordingly, the Directors have arranged to hold the General Meeting in accordance with section 249CA of the Corporations Act.

2. RESOLUTION 1 – REMOVAL OF JOHN ROBERT GREEVE AS A DIRECTOR

2.1 General

Under section 203D of the Corporations Act, a company may by resolution remove a director from office regardless of any provision in that company's constitution or any agreement between the director and the company.

Resolution 1 is put to Shareholders to consider the removal of John Robert Greeve as a Director of the Company

Rowan Johnston, a Director, has given notice of his intention to move Resolution 1 for the removal of the existing Director, John Robert Greeve (**Existing Director**) from his office as Director.

2.2 Existing Director

If the motion is successful, the Existing Director will be removed from his office as Director.

2.3 Removal of Existing Director

Subject to the passing of the Resolution in favour of the removal of the Existing Director, that removal will take effect immediately.

GLOSSARY

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Mutiny Gold Ltd (ACN 101 224 999).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or Meeting means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

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 a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY	FORM
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THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE: 29 CHARLES STREET SOUTH PERTH WA 6151			Y GOLE : 101 224 99		D				APPLEC APPLEC +61 8 9 E: reg	rity Transfer Re All Corre 770 Ca CROSS WA 611 315 2333 F: +1 istrar@security	RE REGISTRY: egistrars Pty Ltd spondence to: PO BOX 535, 53 AUSTRALIA nning Highway, 53 AUSTRALIA 61 8 9315 2233 transfer.com.au transfer.com.au
								Code	e:	MYG	à
							Holde	er Numbe	r:		
		SECTION A:	Appointme	nt of P	roxv						
I/We, the above named, being re	gistered holders of the Compa		••			oint:					
									Т		
	OR										
The meeting Chairperson (mark with an "X")		(if t			e of the person you are appointing one other than the Chairperson of the meeting).						
or failing the person named, or if accordance with the following dire on Wednesday 26 March 2014 at	ections (or if no directions hav	ve been given, as	the Proxy se	es fit) at	t the Gen	eral Me	ecting of	the Com	pany to	be held at 10	
	SEC	TION B: Votin	g Direction	s to yo	ur Prox	y					
Please mark "X" in the box to ind Resolution	licate your voting directions to	your Proxy.							For	Against	Abstain*
1. REMOVAL OF JOHN ROBE	RT GREEVE AS A DIRECTO	R									
If no directions are given my proxy * If you mark the Abstain box for a particula	y may vote as the proxy thinks ar item, you are directing your Proxy no	ot to vote on your beha	alf on a show of h			our votes	s will not b	e counted ir	i computir	ng the required ma	ijority on a poll.
		SECTION C	: Please Sig	IN Reid	W						
This section must be signed in a Individual or Security F			enable you	directi	ons to b	e imple	ementec		ecurity	Holder 3	
Sole Director and Sole Cor	mpany Secretary	Γ	Director				[Director /	Compa	iny Secretary	
Proxies must	be received by Security Tran	nsfer Registrars	s Pty Ltd no	ater tha	ın 10.00a	m WS	T on Mo	onday 24	MARCI	H 2014.	
1. Log into the Investor Centre	ine at www.securitytransfer. e using your holding details. d provide your Online Proxy ID		oting area.		0	nline F	Proxy ID):			
2111567137						1		MYG	1		

My/Our contact details in case of enquiries are:

NAME								

NOTES

1. Name and Address

This is the name and address on the Share Register of MUTINY GOLD LTD. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark "X" in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of MUTINY GOLD LTD.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. Appointment of a Second Proxy

You are entitled to appoint up to two (2) 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 +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the Proxy forms, 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 of your votes; and
- (b) Return both forms in the same envelope.

5. Signing Instructions

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

TELEPHONE NUMBER

<u>Joint Holding</u>: where the holding is in more than one name, all of the Shareholders must sign.

<u>Power of Attorney:</u> to sign under Power of Attorney you must have already lodged this document with the Company's share 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.

<u>Companies:</u> 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than 10.00am WST on Monday 24 March 2014, being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

Security Transfer Registrars Pty Ltd PO BOX 535 Applecross, Western Australia 6953

Street Address: Alexandrea House, Suite 1 770 Canning Highway Applecross, Western Australia 6153

Telephone	+61 8 9315 2333
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au
Online	www.securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.