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**MUTINY GOLD LTD**

**ACN 101 224 999**

**NOTICE OF GENERAL MEETING**

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**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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## CONTENTS

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Business of the Meeting (setting out the proposed Resolutions)	4
Explanatory Statement (explaining the proposed Resolutions)	5
Glossary	6
Proxy Form	Attached

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## IMPORTANT INFORMATION

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### Time and place of Meeting

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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

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

### Voting eligibility

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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

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

### Voting by proxy

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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.
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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.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 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.”*

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Dated: 21February 2014

By order of the Board



Cecilia Tyndall  
Company Secretary

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## **EXPLANATORY STATEMENT**

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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.

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### **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.

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### **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.

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## GLOSSARY

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**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.



