



10 November 2017

Manager of Companies
Level 40, Central Park
152-158 St Georges Terrace
PERTH WA 6000

(23 pages by email)

Dear Madam

NOTICE OF GENERAL MEETING

Further to the Company's announcement dated 15 September 2017, documentation dispatched to the Company's shareholders to convene a General Meeting of shareholders pursuant to section 249F of the Corporations Act is attached.

Messrs Gemell and Nightingale have advised the Company that they will make comment on the assertions in the attached documentation in the near future and advise shareholders to take no action until that time.

For further information please contact:

David Busch
Chief Executive Officer
Argent Minerals Limited
M: 0415 613 800
E: david.busch@argentminerals.com.au

Yours sincerely

A handwritten signature in black ink that reads "Vinodkuman" with a stylized flourish underneath.

Vinod Manikandan
Company Secretary

Argent Minerals Limited

ACN 124 780 276

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 2062 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

By email: argents@computershare.com.au

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

XX

Please return your vote by 5pm (ADST) Friday, 1st December 2017.

Please note that in order for your Proxy Form to be effective, Computershare will need to forward your Proxy Form to Argent Minerals Limited so it is received on or before 1pm (WST) Monday, 4th December 2017. In order to do so, please return your Proxy Form asap.

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



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

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Argent Minerals Limited hereby appoint



the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Argent Minerals Limited to be held at the Lake Monger Room, The Boulevard Centre, 99 the Boulevard, Floreat WA 6014 on Wednesday, 6 December 2017 at 1.00pm (WST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Removal of Mr Stephen Geoffrey Gemell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Removal of Mr Peter James Nightingale as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of Mr Klaus Eckhof as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Mr Tim Hronsky as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Mr Emmanuel Correia as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

Argent Minerals Limited

ACN 124 780 276

Lodge your vote:



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Computershare Investor Services Pty Limited
GPO Box 2062 Melbourne
Victoria 3001 Australia

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For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

Please return your vote by 5pm (ADST) Friday, 1st December 2017.

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How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

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Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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Attending the Meeting

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Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔

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☒

Please mark to indicate your directions

Proxy Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Argent Minerals Limited hereby appoint

☒

David Kenneth Wallace Michael

or failing him, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Argent Minerals Limited to be held at the Lake Monger Room, The Boulevard Centre, 99 the Boulevard, Floreat WA 6014 on Wednesday, 6 December 2017 at 1.00pm (WST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Removal of Mr Stephen Geoffrey Gemell as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Removal of Mr Peter James Nightingale as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of Mr Klaus Eckhof as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Mr Tim Hronsky as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Mr Emmanuel Correia as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

**Oceanic Capital Pty Ltd
P O Box 1305
West Leederville
WA 6905
ACN 112 800 978
Ph: +61 417 984 805**

6 November 2017

Dear Fellow Argent shareholders

HELP US TRANSFORM ARGENT FOR THE BETTER

Oceanic Capital Pty Ltd being the largest shareholder and longest supporter of Argent, since I, David Michael personally incorporated the company myself back in 2006 as it was (formerly known as Kempfield Silver Limited). I have an intention (at my own expense) to call and arrange to hold a general meeting of shareholders of Argent Minerals Limited to consider the composition of Argent's board of directors.

Enclosed is a notice of general meeting of Argent's shareholders to consider resolutions to remove Messrs Stephen Gemmell, and Peter Nightingale as directors of Argent, and to appoint three new directors, Messrs Klaus Peter Eckhof, Tim Hronsky, and Emmanuel Correia.

We urge you to read the meeting documentation carefully, as the meeting provides you with the opportunity to hold the existing Board accountable and show your support.

WHY?

The meeting has been called because Oceanic Capital, being the largest shareholder of Argent (7.63%), has lost confidence in the incumbent Board's ability to maximise shareholder value. Despite Argent's quality assets and supportive shareholders, the Company's share price has grown only 10% over the past two years to October 2017, significantly underperforming the S&P Australian Small Resources Index which is up an average of 58% in the past two years.

The incumbent Board has recently acknowledged it needs to engage with the investment community, but it has not said how it is going to fix the matters of concern to Oceanic Capital that will enable it to do so. Please note that we are not seeking the removal of Argent's CEO Mr David Busch.

We believe changes at the Board level will be sufficient to achieve the goal of maximising the value of your ARG shareholding and that Mr Busch's history and knowledge of the Company's assets is acknowledged. In our view, a Board reset will deliver an improved Company strategy focused on developing Argent's assets and delivering improved value growth for shareholders. As an ARG shareholder, it is vitally important that you cast your vote at the proposed shareholder meeting.

Oceanic believes it is time for action, time to get down to work and create the value for shareholders. The new potential board's ethics and working culture emanates success. Mr Eckhof is a strong decisive leader with an ability to drive the organisation as a cohesive exploration company. The new board will drive a culture of the company so that the company interacts and works closely with and for shareholders.

You can support our objective of holding the incumbent Board to account and changing ARD for the better by completing and returning the enclosed green proxy form prior to the upcoming ARD shareholder meeting.

Further details of our concerns are set out in the accompanying explanatory statement.

Yours faithfully,

Signed for and on behalf of
Oceanic Capital Pty Ltd

A handwritten signature in dark ink, appearing to read 'Adel Michael', written over a horizontal line.

Adel Alberta Michael (Director)

A handwritten signature in dark ink, appearing to read 'David Michael', written over a horizontal line.

David Kenneth Wallace Michael (Director)

Argent Minerals Limited

ACN 124 780 276

Notice of General Meeting Convened Pursuant to Section 249F of the *Corporations Act 2001 (Cth)*

1:00pm (WST)

6 December 2017

Lake Monger Room

The Boulevard Centre

99 The Boulevard,

Floreat WA 6014

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. For any queries about the Meeting, please do not hesitate to contact Ms Mahdi Goddard on behalf of the Convening Shareholder, on +61 451 301 105.

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Important notices

General

This Notice of Meeting is dated 6 November 2017.

Shareholders should read this document and the accompanying Explanatory Statement in their entirety before making a decision as to how to vote on the Resolutions.

Preparation of and responsibility for this document

This Notice is given under section 249F of the Corporations Act by the Convening Shareholder. The Convening Shareholder (together with a number of other Shareholders) has also given notice to the Company pursuant to section 203D of the Corporations Act of their intention to move Resolutions 1 and 2.

The ASX does not take any responsibility for the contents of this Notice of Meeting.

Defined terms and glossary

Capitalised terms and certain abbreviations used in this document have the defined meanings set out in the Glossary on page 12.

Investment decisions

This document does not take into account the individual investment objectives, financial situation or particular needs of any Shareholder or any other person. Shareholders should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other appropriate adviser.

Enquiries

Shareholders are requested to contact Mahdi Goddard on behalf of the Convening Shareholder on +61 451 301 105 if they have any queries in respect of the matters set out in this Notice of Meeting or the accompanying Explanatory Statement.

Time and place of Meeting and how to vote

Time and place of Meeting

Notice is given that the General Meeting will be held at 1pm (WST) on 6 December 2017 at The Lake Monger Room, The Boulevard Centre, 99 The Boulevard, Floreat, Western Australia.

Your vote is important

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

The Explanatory Statement provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and Proxy Form each form part of this Notice of Meeting.

Voting eligibility

It has been determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7:00pm (Sydney time) on 4 December 2017.

Voting in person

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

Voting by proxy

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

- (a) each member has a right to appoint a proxy;
- (b) the proxy need not be a member of the Company; and
- (c) a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two 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.

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.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of these sections, as they will apply to this Meeting. Broadly, the sections mean that:

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

Further details on these legislative requirements are set out below.

Proxy vote if appointment specifies way to vote

An appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) 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
- (c) 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 (i.e. as directed); and
- (d) 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 (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

If:

- (a) 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
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) 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.

Appointment of Computershare Investor Services as Proxy Collector

To ensure the integrity of the proxy voting process, the Convening Shareholder has engaged Computershare Investor Services, Melbourne (**Computershare**) to properly collect and collate proxy forms returned to it. Computershare is under strict obligations pursuant to its appointment to at all times handle the proxy forms with due care and skill and to safeguard the proxy forms against tampering, filtering or other inappropriate handling.

Given the material personal interest of Mr Stephen Gemell (the Company's Chairman) in the business to be considered at the Meeting, if you are unable to attend the Meeting but wish to support the future of the Company as proposed by Oceanic Capital, please nominate **Mr David Michael as your proxy** to attend the Meeting to vote for the appointment of the Proposed Nominees to the Board and the removal of Messrs Stephen Gemell and Peter Nightingale as Directors.

For the convenience of Shareholders, two proxy forms have been included with this Explanatory Memorandum, a green proxy form and a white proxy form.

The **green proxy form** has been completed in line with the recommendation of the Oceanic Capital Board. If you wish to appoint David Michael as your proxy and wish to vote IN FAVOUR of the Resolutions proposed by Oceanic Capital as set out in this Notice, you should sign the **green proxy form** and lodge it, following the instructions on the form. **If you sign and return the green proxy form, you do not need to complete the white proxy form.**

If you do not wish to vote in accordance with the recommendations of the Oceanic Capital Board, you will need to follow the instructions on the white proxy form to indicate your voting instructions. Once you have completed this, lodge it following the instructions on the form.

How to vote

If you are unable to attend the meeting or not sure whether you will be able to attend the meeting, please vote by proxy by returning the enclosed green or white proxy form, by one of the following methods;

By hand: Computershare Investor Services, Yarra Falls, 452 Johnston Street, Abbotsford Vic 3067

By post: using the reply paid envelope or GPO Box 2062, Melbourne, Victoria 8060

By facsimile: +61 3 9473 2508

By email: argentcs@computershare.com.au

Please note that in order for your proxy form to be effective, Computershare will need to forward your Proxy Form to Argent Minerals Limited, so that it is received on or before the close of proxies at 1pm (WST) Monday 4th December 2017. **In order to do so, please return your proxy form as soon as possible.**

Business of the General Meeting

Resolution 1 – Removal of Mr Stephen Geoffrey Gemell 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 section 203D of the Corporations Act, Mr Stephen Geoffrey Gemell be and is hereby removed as a director of the Company.”

Voting: Resolution 1 will be decided on a poll and can only be passed if more than 50% of the votes cast by persons eligible to vote are in favour.

Recommendation: The Convening Shareholder, who holds approximately 7.63% of the Shares, recommends you vote in favour of Resolution 1.

Resolution 2 – Removal of Mr Peter James Nightingale 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 section 203D of the Corporations Act, Mr Peter James Nightingale be and is hereby removed as a director of the Company.”

Voting: Resolution 2 will be decided on a poll and can only be passed if more than 50% of the votes cast by persons eligible to vote are in favour.

Recommendation: The Convening Shareholder, who holds approximately 7.63% of the Shares, recommends you vote in favour of Resolution 2.

Resolution 3 – Appointment of Mr Klaus Eckhof as a Director

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

“That Mr Klaus Eckhof, having consented to act, be appointed as a Director with immediate effect.”

Voting: Resolution 3 will be decided on a poll and can only be passed if more than 50% of the votes cast by persons eligible to vote are in favour.

Recommendation: The Convening Shareholder, who holds approximately 7.63% of the Shares, recommends you vote in favour of Resolution 3.

Resolution 4 – Appointment of Mr Tim Hronsky as a Director

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

“That Mr Tim Hronsky, having consented to act, be appointed as a Director with immediate effect.”

Voting: Resolution 4 will be decided on a poll and can only be passed if more than 50% of the votes cast by persons eligible to vote are in favour.

Recommendation: The Convening Shareholder, who holds approximately 7.63% of the Shares, recommends you vote in favour of Resolution 4.

Resolution 5 – Appointment of Mr Emmanuel Correia as a Director

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

“That Mr Emmanuel Correia, having consented to act, be appointed as a Director with immediate effect.”

Voting: Resolution 5 will be decided on a poll and can only be passed if more than 50% of the votes cast by persons eligible to vote are in favour.

Recommendation: The Convening Shareholder, who holds approximately 7.63% of the Shares, recommends you vote in favour of Resolution 5.

Dated: 6 November 2017

Signed for and on behalf of
Oceanic Capital Pty Ltd
ACN 112 800 978
in accordance with
section 127 of the Corporations Act:



Adel Alberta Michael (Director)



David Kenneth Wallace Michael (Director)

Explanatory Statement

This Explanatory Statement has been prepared by the Convening Shareholder to provide information which the Convening Shareholder believes to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting.

Part 1 – Overview

1 Authority to convene the Meeting

Section 249F of the Corporations Act provides that members with at least 5% of the votes that may be cast at a general meeting of the company, may call, and arrange to hold, a general meeting. The members calling the meeting must pay the expenses of calling and holding the meeting.

This Notice is given under section 249F of the Corporations Act by the Convening Shareholder. The Convening Shareholder (together with a number of other Shareholders) has also given notice to the Company pursuant to section 203D of the Corporations Act of their intention to move the Resolutions.

2 About the Convening Shareholder

The board of Oceanic Capital comprises two directors, Mr David Michael and Ms Adel Michael. Oceanic Capital is the largest Shareholder, holding approximately 7.63% of the Shares and has been the longest Shareholder and supporter of the Company since the Company was incorporated as “Kempfield Silver Pty Ltd” (as it was formerly known) back in 2007 under the direction of David Michael, .

Oceanic Capital considers that it is in the best interest of the Company to seek a change in its stewardship and an accompanying injection of new ideas and perspective.

Notwithstanding David and Adel’s long-standing and unwavering support for the Company, they consider the Company has not succeeded in recent years, with the Directors not adequately driving business or adequately managing Argent’s interface with investors and the market. This in turn has not generated Shareholder value and has contributed to a lack of liquidity.

In addition, Oceanic Capital considers the Argent’s board has failed to adequately consider and fully explore opportunities that have been presented to it. Over the last 18 months and in an attempt to enhance Shareholder returns, David Michael has presented to Argent’s board a number of opportunities for investment in certain companies to the board, including Black Dragon Gold Corp (BDG.TSV) and Red River Resources (RVR.ASX), whose share prices have since respectively approximately doubled and tripled in value. Disappointingly, none of these opportunities were pursued by Argent.

Oceanic Capital believes that Argent needs a change in its leadership team with individuals with not only the requisite qualifications but proven experience and ability to take a mining project from exploration through to feasibility and on to production. This requires a team with the requisite business and commercial skills and proven track record in driving growth and creating value for shareholders. Such leaders need to possess strong management and communication skills and the ability to enhance business direction and performance. In Oceanic Capital's view, the current Directors have not created value for Shareholders. Oceanic Capital believes the Proposed Directors, Messrs Klaus Eckhof, Tim Hronsky and Emmanuel Correia possess these key deliverables and can drive improved value growth for Shareholders.

3 Reasons for calling the Meeting

The reasons for calling the Meeting are to:

- 3.1 seek the removal of Mr Stephen Gemell and Mr Peter Nightingale as Directors of the Company; and
- 3.2 seek the appointment of Mr Klaus Eckhof, Mr Tim Hronsky and Mr Emmanuel Correia as directors of the Company.

Part 2 – Explanation of the proposed Resolutions

Resolutions 1 and 2 – Removal of Mr Stephen Geoffrey Gemell and Mr Peter James Nightingale as Directors

Background

The Convening Shareholder has significant concerns about the Company's recent performance. The Company's share price has grown only 10% over the past two years to October 2017, thus significantly underperforming the S&P Australian Small Resources Index which is up an average of 58% in the last two years.

Underperformance of the Company's share price in recent years accompanied by the lack of market awareness as to the Company's asset base indicate that there are inherent issues with the Company's current management and operations are not successful in advancing the Company for the benefit of Shareholders.

In addition to share price concerns, Oceanic believes the company has disproportionate overhead expenses given the size of the operation. Oceanic Capital is confident the Proposed Directors will deliver improved cost efficiencies and controls on overhead expenses.

In light of the deterioration of the Company's financial and operational performance in recent years, the Convening Shareholder believes it is in the Company's and Shareholders' best interests to remove Messrs Stephen Gemell and Peter Nightingale as Directors and to nominate three new candidates to fill vacancies on the Board and revitalise the company.

Mr Stephen Gemell has been a Director since July 2010 and Mr Peter Nightingale has been a Director since September 2015. Oceanic considers that it is in the best interest of the Company to seek a change in its stewardship and an accompanying injection of new ideas and perspective.

The Convening Shareholder recommends Shareholders vote in favour of Resolutions 1 and 2.

Resolutions 3, 4 and 5 – Appointment of Directors

Background

Clause 6.1 of the Company's Constitution provides that, until otherwise determined in accordance with the Constitution, the number of Directors must not be less than three, nor more than ten. As of the date of this Notice of Meeting, there are three Directors (two of whom are proposed to be removed as Directors at the Meeting).

Messrs Klaus Eckhof, Tim Hronsky and Emmanuel Correia have been nominated by the Convening Shareholder (together with a number of other Shareholders) for election as Directors. Each of the three candidates has an extremely impressive background, qualifications and relevant experience. The Convening Shareholder strongly believes that their respective skills and experience establishes them as the preferred team to lead the Company.

In accordance with clause 6.2(f) of the Constitution, a written notice signed by each Proposed Director consenting to their nomination for election as a Director (and to act as a Director if appointed) has been provided to the Company at its registered office. A copy of each Proposed Director's nomination and consent is set out in Schedule 1 to this Notice of Meeting.

Profiles of each of the Proposed Directors are set out below.

Resolution 3 – Appointment of Mr Klaus Eckhof as a Director

Mr Klaus Eckhof is a geologist with more than 20 years of experience identifying, exploring and developing mineral deposits around the world. Mr Eckhof worked for Mount Edon Gold Mines Ltd before it was acquired by Canadian mining company, Teck. In 1994, he founded Spinifex Gold Ltd and Lafayette Mining Ltd, both of which successfully delineated gold and base metal deposits. In 2003, Mr Eckhof founded Moto Goldmines which acquired the Moto Gold Project in the Democratic Republic of Congo. There, Mr Eckhof and his team delineated more than 20 million ounces of gold and delivered a feasibility study within four years from the commencement of exploration. Moto Goldmines was subsequently acquired by Randgold Resources, who poured first gold in September 2013. Mr Eckhof is currently a director of Amani Gold Ltd, Carnavale Resources Ltd and Executive Chairman of AVZ Minerals Ltd and Non-Executive Chairman of Okapi Resources Ltd.

Resolution 4 – Appointment of Mr Tim Hronsky as a Director

Mr Tim Hronsky has over 25 years of international experience in the mineral exploration and mining industry with a strong focus on precious metals, base metals and nickel exploration. He is highly experienced in exploration targeting for precious metals, including 15 years with Placer Dome Inc, one of the largest gold companies in the world at that time.

Tim has extensive global consulting experience in the mining industry; providing clients with unique and value-adding solutions, he specialises in the fields of business improvement and strategy and sustainable development and has a demonstrated track record in establishing new businesses and creating value in the early phases of exploration and in junior company development.

Tim has strong conceptual and analytical skills and has been able to integrate geological, exploration and operational information to create unique technical and commercial solutions. Mr Hronsky is currently an Executive Director of St George Mining Ltd.

Resolution 5 – Appointment of Mr Emmanuel Correia as a Director

Mr Emmanuel Correia has 25 years' public company and corporate finance experience in Australia, North America and the United Kingdom and is a founding director of Peloton Capital and Peloton

Advisory. He has also held various senior positions with Deloitte and other accounting firms and boutique corporate finance houses. Emmanuel's key areas of expertise include IPOs, secondary capital raisings, corporate strategy, structuring, mergers and acquisitions and corporate governance. Emmanuel is an experienced public company director/officer and, prior to establishing Peloton Capital in 2011, Emmanuel was a founder and major shareholder of Cardrona Capital which specialised in providing advisory services to the small/mid cap market in Australia. Cardrona was acquired by a UK backed private advisory firm seeking advisory capabilities in Australia.

Mr Correia is currently a non-executive director of Canyon Resources Limited and the Company Secretary of Bluglass Limited. Over the past three years, Mr Correia was also a director of Ambassador Oil and Gas Limited and Rutila Resources Limited, both of which were the subject of takeover offers at a substantial premium to the prevailing market capitalisation of each company.

The Convening Shareholder recommends Shareholders vote in favour of Resolutions 3, 4 and 5.

Schedule 1 – Nominations and Consents

**CONSENT TO ACT AS A DIRECTOR FOR
ARGENT MINERALS LIMITED (ACN 124 780 276)**

In accordance with s201D(1) of the *Corporations Act* 2011 (Cth), I, Klaus Peter Eckhof of 4 Avenue Des Guelfes, Monaco 98000, Monaco hereby consent to act as director of Argent Minerals Limited (**Company**).

I also submit the following information to be entered into the Company's Register and lodged with ASIC:

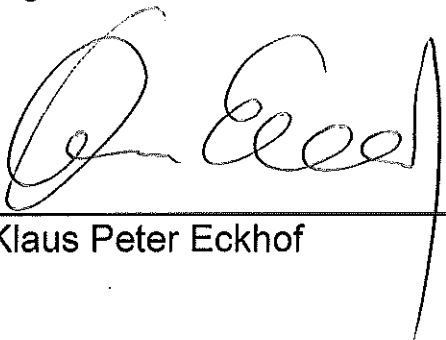
Date of Birth: 27/04/1948

Place of Birth: DUSSELDORF, GERMANY

Occupation: GEOLOGIST

DATED this 29th day of August 2017

Signed:



Klaus Peter Eckhof

**CONSENT TO ACT AS A DIRECTOR FOR
ARGENT MINERALS LIMITED (ACN 124 780 276)**

In accordance with s201D(1) of the *Corporations Act* 2011 (Cth), I,
Tim Hronsky of 4225 Pelly Road, North Vancouver, BC V7R-4B1
hereby consent to act as director of Argent Minerals Limited
(Company).

I also submit the following information to be entered into the
Company's Register and lodged with ASIC:

Date of Birth: 29-06-1966

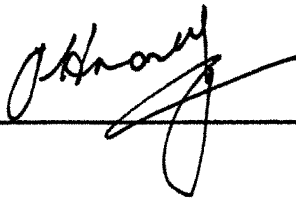
Place of Birth: Meekatharra, Western Australia

Occupation: Geologist

DATED this 29th day of August 2017

Signed:

Tim Hronsky

A handwritten signature in black ink, appearing to read 'Tim Hronsky', is written over a horizontal line. The signature is stylized with a large, sweeping 'T' and a long, horizontal stroke extending to the right.

**CONSENT TO ACT AS A DIRECTOR FOR
ARGENT MINERALS LIMITED (ACN 124 780 276)**

In accordance with s201D(1) of the *Corporations Act 2011* (Cth), I, Emmanuel Correia of 29 Loma Street, Cottesloe WA 6011 hereby consent to act as director of Argent Minerals Limited (**Company**).

I also submit the following information to be entered into the Company's Register and lodged with ASIC:

Date of Birth: 23 July 1969

Place of Birth: Carnarvon W.A.

Occupation: Chartered Accountant, Corporate Finance

DATED this 29th day of August 2017

Signed:



Emmanuel Correia

Glossary

In this document the following definitions apply:

\$	means Australian dollars.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or, as the context requires, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of directors of the Company.
Chair	means the person chairing the meeting.
Company or Argent	means Argent Minerals Limited ACN 124 780 276.
Constitution	means the Company's constitution.
Convening Shareholder	means Oceanic Capital, who holds in excess of 5% of the votes that may be cast at a general meeting of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the current directors of the Company.
Explanatory Statement	means the explanatory statement accompanying this Notice.
General Meeting or Meeting	means the meeting convened by this Notice.
Notice or Notice of Meeting	means this notice of general meeting including the Explanatory Statement and the Proxy Form.
Oceanic or Oceanic Capital	means Oceanic Capital Pty Ltd ACN 112 800 978.
Proposed Directors	means Mr Klaus Eckhof, Mr Tim Hronsky and Mr Emmanuel Correia.
Proxy Form	means the proxy form accompanying this Notice.
Resolutions	means the resolutions to be considered by Shareholders at the Meeting, as set out in this Notice of Meeting.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a registered holder of one or more Shares.
WST	means Western Standard Time as observed in Perth, Western Australia.