



PAYNES FIND GOLD LIMITED

Level 2, 41-43 Ord Street
WEST PERTH WA 6005

Phone: (08) 9481 3992
Fax: (08) 9481 5665

ABN: 45 141 450 624

13th October 2011

Companies Announcement Office
Australian Securities Exchange

REQUEST TO CALL A GENERAL MEETING

Paynes Find Gold Limited (ASX: PNE) has received a request pursuant to section 249D of the Corporations Act to call a General Meeting to consider the appointment of Mr Carlos Popal, Mr Doug Taylor and Mr Ray Musket as Directors of the Company.

Attached is a copy of the Request to Call a General Meeting.

Yours faithfully

Paul Berresford
Company Secretary

BY COURIER

BENNETT+Co
Corporate and Commercial Law

Our ref: BML:DGS:110311
Contact: Blanche Lusty
Direct Line: (08) 6316 2200
Email: blusty@bennettandco.com.au
Contact: David Sanders
Direct Line: (08) 6316 2200
Email: dsanders@bennettandco.com.au

RECEIVED
12 OCT 2011
BY: *K. L. Kelly*

12 October 2011

Paynes Find Gold Limited
c/- Optimus Partners Pty Ltd
Level 2
41 – 43 Ord Street
West Perth WA 6005

RECEIVED
13 OCT 2011
BY: *HW*

Dear Sirs

Request to Call General Meeting

Please find *enclosed* the following documents in relation to a request pursuant to section 249D of the *Corporations Act* for the Company to call a general meeting:

1. Copies of the request to call general meeting made by the following members with at least 5% of the votes that may be cast at the general meeting:
 - 1.1 Mr Douglas Kimberley Cable;
 - 1.2 Murchison Earthmoving and Rehabilitation Pty Ltd;
 - 1.3 Popal Enterprise Pty Ltd;
 - 1.4 Ms Nhu Tran Tuyet Hoang;
 - 1.5 Mr Tan Duc Nguyen;
 - 1.6 Mr Kien Van Pham;
 - 1.7 S & CJ Pty Ltd; and
 - 1.8 Mr Thanh Phong Vo.

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Lawfirst Pty Ltd, ABN 69147622197
An incorporated legal practice
trading as Bennett+Co.
www.bennettandco.com.au

110311 (31773)

- 2 Nomination of Mr Carlos Popal, Mr Douglas Ernest Taylor and Mr Ray Musket as directors by Popal Enterprise Pty Ltd.
- 3 Consent to act as a director pursuant to section 201D of the *Corporations Act* signed by Mr Carlos Popal, Mr Douglas Ernest Taylor and Mr Ray Musket.

The members who have made the request also intend to provide the company with a statement for distribution pursuant to section 249P of the Corporations Act to accompany the general meeting documents.

To enable this to be provided to the Company in sufficient time for its printing and dispatch please advise us as soon as possible as to when you require a copy of that statement.

Yours sincerely

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

David Sanders
Principal

Encl

**REQUEST TO CALL GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT**

TO: Paynes Find Gold Limited
c/- Optimus Partners Pty Ltd
Level 2, 41-43 Ord Street
WEST PERTH WA 6005

Pursuant to Section 249D(1)(a) of the *Corporations Act*, the member of Paynes Find Gold Limited (**Company**) signing this document requests the Company to call and arrange to hold a general meeting of the Company. The following resolutions will be proposed at the general meeting:

- 1 That Mr Carlos Popal be appointed as a director of the Company.
- 2 That Mr Douglas Ernest Taylor be appointed as a director of the Company.
- 3 That Mr Ray Musket be appointed as a director of the Company.

Name of Member:

DOUGLAS RIMBORLEY CABLE

Number of shares held:

2,000,000

* Signed by the Member:



INDIVIDUAL SHAREHOLDER

JOINT SHAREHOLDER

DIRECTOR

DIRECTOR/SECRETARY

SOLE DIRECTOR AND SECRETARY

* Please sign in space provided as applicable

**REQUEST TO CALL GENERAL MEETING PURSUANT TO
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WEST PERTH WA 6005

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- 2 That Mr Douglas Ernest Taylor be appointed as a director of the Company.
- 3 That Mr Ray Musket be appointed as a director of the Company.

Name of Member:

MURCHISON EARTHQUAKE AND REHABILITATION PTY LTD

Number of shares held:

3,000,000

* Signed by the Member:

INDIVIDUAL SHAREHOLDER

JOINT SHAREHOLDER

DIRECTOR

DIRECTOR/SECRETARY



SOLE DIRECTOR AND SECRETARY

* Please sign in space provided as applicable

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- 3 That Mr Ray Musket be appointed as a director of the Company.

Name of Member: Popal Enterprise Pty Ltd
Number of shares held: 1,000,000

* Signed by the Member:

INDIVIDUAL SHAREHOLDER

JOINT SHAREHOLDER

DIRECTOR

DIRECTOR/SECRETARY



SOLE DIRECTOR AND SECRETARY

* Please sign in space provided as applicable

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- 3 That Mr Ray Musket be appointed as a director of the Company.

Name of Member: NHU TUYET TRAN HONG
Number of shares held: 583,387

* Signed by the Member:



INDIVIDUAL SHAREHOLDER

JOINT SHAREHOLDER

DIRECTOR

DIRECTOR/SECRETARY

SOLE DIRECTOR AND SECRETARY

* Please sign in space provided as applicable

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TO: Paynes Find Gold Limited
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WEST PERTH WA 6005

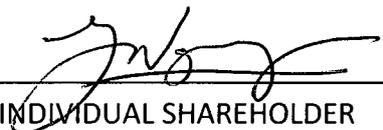
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- 3 That Mr Ray Musket be appointed as a director of the Company.

Name of Member: TAN DUC NGUYEN

Number of shares held: 607,000

* Signed by the Member:



INDIVIDUAL SHAREHOLDER

JOINT SHAREHOLDER

DIRECTOR

DIRECTOR/SECRETARY

SOLE DIRECTOR AND SECRETARY

* Please sign in space provided as applicable

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- 3 That Mr Ray Musket be appointed as a director of the Company.

Name of Member:

S2 LG PTY LTD < FALCON GOLD SUPER FUND >

Number of shares held:

1450,000

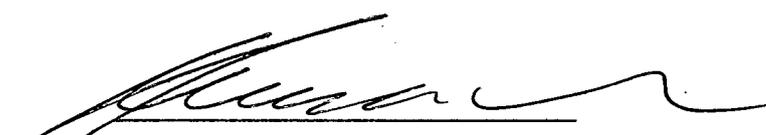
* Signed by the Member:

INDIVIDUAL SHAREHOLDER

JOINT SHAREHOLDER

DIRECTOR

DIRECTOR/SECRETARY



SOLE DIRECTOR AND SECRETARY

* Please sign in space provided as applicable

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- 3 That Mr Ray Musket be appointed as a director of the Company.

Name of Member:

THANH PHONG VO

Number of shares held:

90,000

* Signed by the Member:



INDIVIDUAL SHAREHOLDER

JOINT SHAREHOLDER

DIRECTOR

DIRECTOR/SECRETARY

SOLE DIRECTOR AND SECRETARY

* Please sign in space provided as applicable

NOMINATION OF DIRECTORS

TO: Paynes Find Gold Limited
c/- Optimus Partners Pty Ltd
Level 2, 41-43 Ord Street
WEST PERTH WA 6005

Popal Enterprise Pty Ltd being a member of Paynes Find Gold Limited (Company) hereby nominates Mr Carlos Popal, Mr Douglas Ernest Taylor and Mr Ray Musket as directors of the Company.

Executed on behalf of)
POPAL ENTERPRISE PTY LTD)
(ACN 099 622 876))
in accordance with section 127 of)
the *Corporations Act 2001* (Cth) by:)



Signature of sole Director and Secretary

CARLOS POPAL

Name of sole Director and Secretary

**CONSENT TO ACT AS A DIRECTOR OF
PAYNES FIND GOLD LIMITED
ACN 141 450 624**

I, DOUGLAS ERNEST TAYLOR of Paynes Find, via Wubin, Western Australia, 6612 hereby consent to act as a director of Paynes Find Gold Limited.

DATED this 11th day of October 2011.



Douglas Ernest Taylor

**CONSENT TO ACT AS A DIRECTOR OF
PAYNES FIND GOLD LIMITED
ACN 141 450 624**

I, CARLOS POPAL of 27 Dolomite Court, Churchlands, Western Australia, 6018 hereby consent to act as a director of Paynes Find Gold Limited.

DATED this 11th day of October 2011.



Carlos Popal

**CONSENT TO ACT AS A DIRECTOR OF
PAYNES FIND GOLD LIMITED
ACN 141 450 624**

I, RAY MUSKET of 42 Marapara Road, City Beach, Western Australia, 6015 hereby consent to act as a director of Paynes Find Gold Limited.

DATED this 11th day of October 2011.

A handwritten signature in black ink, appearing to read 'Ray Musket', written over a horizontal line.

Ray Musket