



ACN 115 845 942

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

28 November 2013

Time of Meeting

11.00 am (AEDT)

Place of Meeting

ISC Room
Royal Automobile Club
89 Macquarie Street
SYDNEY NSW 2000

NOTICE OF ANNUAL GENERAL MEETING

COMMISSIONERS GOLD LIMITED

ACN 115 845 942

Notice is hereby given that the Annual General Meeting of shareholders of Commissioners Gold Limited (**Company**) will be held at the ISC Room, Royal Automobile Club, 89 Macquarie Street, Sydney, New South Wales at 11.00 am (AEDT) on 28 November 2013.

Ordinary Business

To consider the Financial Statements for the financial year ended 30 June 2013 and accompanying reports of the Directors and Auditor.

Resolution 1: Re-election of Robert Waring as Director

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

‘That Mr Robert Waring, being a Director of the Company, retires at the Annual General Meeting of the Company and being eligible, and offering himself, for re-election, is re-elected as a Director.’

Resolution 2: Subsequent Approval of the Issue of 6,626,681 Shares

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

‘That for the purpose of Listing Rule 7.4 and for all other purposes, approval be and is hereby given to the issue by the Company of 6,626,681 ordinary shares on the terms and conditions in the Explanatory Memorandum.’

Resolution 3: Subsequent Approval of the Issue of 1,111,111 Shares

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

‘That for the purpose of Listing Rule 7.4 and for all other purposes, approval be and is hereby given to the issue by the Company of 1,111,111 ordinary shares on the terms and conditions in the Explanatory Memorandum.’

Resolution 4: Approval of Conversion of Six Convertible Notes

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

‘That for the purpose of Listing Rule 7.1 and for all other purposes, approval be and is hereby given to the allotment and issue by the Company of ordinary shares on the conversion of six convertible notes on the terms and conditions in the Explanatory Memorandum.’

Resolution 5: Approval of the Issue and Conversion of Sixteen Convertible Notes

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

‘That for the purpose of Listing Rule 7.1 and for all other purposes, approval be and is hereby given to the allotment and issue by the Company of sixteen convertible notes and ordinary shares on the conversion of those sixteen convertible notes on the terms and conditions in the Explanatory Memorandum.’

Resolution 6: Approval of 10% Placement Facility

To consider and, if thought fit, pass, with or without amendment, the following resolution as a **special resolution**:

‘That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.’

Resolution 7: Approval of the Issue of 1,425,933 Shares to Christopher Battye

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

‘That in accordance with Listing Rule 10.11 and for all other purposes, approval be and is hereby given to the issue of 1,425,933 ordinary shares to Mr Christopher Battye (or his nominee), in lieu of directors’ fees, on the terms and conditions in the Explanatory Memorandum.’

Resolution 8: Approval of the Issue of 1,425,933 Shares to Wesley Harder

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

‘That in accordance with Listing Rule 10.11 and for all other purposes, approval be and is hereby given to the issue of 1,425,933 ordinary shares to Mr Wesley Harder (or his nominee), in lieu of directors’ fees, on the terms and conditions in the Explanatory Memorandum.’

Resolution 9: Approval of the Issue of 388,888 Shares to Robert Waring

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

‘That in accordance with Listing Rule 10.11 and for all other purposes, approval be and is hereby given to the issue of 388,888 ordinary shares to Mr Robert Waring (or his nominee), in lieu of directors’ fees, on the terms and conditions in the Explanatory Memorandum.’

Resolution 10: Section 195 Approval

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

‘That for the purposes of section 195(4) of the Corporations Act and for all other purposes, approval be and is hereby given to the Directors to complete the transactions contemplated by Resolutions 7, 8 and 9.’

Resolution 11: Adoption of Remuneration Report

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

'That the Company adopt the Remuneration Report for the year ended 30 June 2013 as set out in the Company's Annual Report for the year ended 30 June 2013.'

Resolution 12: Spill Resolution (if required)

Note – this Resolution will only be voted on if the outcome of Resolution 11 is such that at least 25% of the votes cast are against the adoption of the Remuneration Report. See Section 10 of the Explanatory Memorandum for further details.

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

'That:

- (a) a general meeting of the Company (**Spill Meeting**) be held within 90 days after the 2013 AGM;*
- (b) all of the Company's Directors who were Directors of the Company when the resolution to make the Directors' Report considered at the 2013 AGM was passed, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting pursuant to paragraph (b) above must be put to the vote at the Spill Meeting.'*

DATED 18 October 2013

**BY ORDER OF THE BOARD
COMMISSIONERS GOLD LIMITED**

Keith Taylor

**KEITH TAYLOR
COMPANY SECRETARY**

NOTES:

1. Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in both this Notice of Annual General Meeting and the Explanatory Memorandum.

2. Voting Exclusion Statements

(a) Resolution 2

The Company will disregard any votes cast on Resolution 2 by persons who participated in the issue of February Placement Shares and associates of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

(b) Resolution 3

The Company will disregard any votes cast on Resolution 3 by persons who participated in the issue of May Placement Shares and associates of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

(c) Resolution 4

The Company will disregard any votes cast on Resolution 4 by Mr Duncan Hardie and Octopi Enterprises Pty Ltd, and associates of each of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

(d) Resolution 5

The Company will disregard any votes cast on Resolution 5 by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder or ordinary securities, if the resolution is passed, and associates of that person.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

(e) **Resolution 6**

The Company will disregard any votes cast on Resolution 6 by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person (and any associates of such a person) who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if Resolution 6 is passed.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

(f) **Resolution 7**

For the purposes of the Listing Rules, the Company will disregard any votes in respect of Resolution 7 if they are cast by Mr Christopher Battye or his nominee and associates of Mr Battye or his nominee.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For the purposes of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

- (i) the person is either:
 - a member of the Key Management Personnel for the company or, if the company is part of a consolidated entity, for the entity; or
 - a Closely Related Party of such a member; and
- (ii) the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company will not disregard a vote if:

- (i) the person is the chair of the meeting at which the resolution is voted on; and
- (ii) the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a

member of the Key Management Personnel for the company or, if the company is part of a consolidated entity, for the entity.

(g) **Resolution 8**

For the purposes of the Listing Rules, the Company will disregard any votes in respect of Resolution 8 if they are cast by Mr Wesley Harder or his nominee and associates of Mr Harder or his nominee.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For the purposes of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8 if:

- (i) the person is either:
 - a member of the Key Management Personnel for the company or, if the company is part of a consolidated entity, for the entity; or
 - a Closely Related Party of such a member; and
- (ii) the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company will not disregard a vote if:

- (i) the person is the chair of the meeting at which the resolution is voted on; and
- (i) the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the company or, if the company is part of a consolidated entity, for the entity.

(h) **Resolution 9**

For the purposes of the Listing Rules, the Company will disregard any votes in respect of Resolution 9 if they are cast by Mr Robert Waring or his nominee and associates of Mr Waring or his nominee.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For the purposes of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9 if:

- (i) the person is either:

- a member of the Key Management Personnel for the company or, if the company is part of a consolidated entity, for the entity; or
 - a Closely Related Party of such a member; and
- (ii) the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company will not disregard a vote if:

- (i) the person is the chair of the meeting at which the resolution is voted on; and
- (ii) the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the company or, if the company is part of a consolidated entity, for the entity.

(i) **Resolutions 11 and 12**

A vote on Resolution 11 or Resolution 12 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (i) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (ii) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 11 or Resolution 12 as a proxy if the vote is not cast on behalf of a person described above and either:

- (i) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (ii) the person is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

3. Proxies

A shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the shareholder at the Meeting. A proxy need not be a shareholder. If the shareholder is entitled to cast two or more votes at the Meeting the shareholder may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. A form of proxy accompanies this Notice.

To record a valid vote, a shareholder will need to take the following steps:

- 3.1 cast the shareholder's vote online by visiting www.boardroomlimited.com.au/vote/cguagm2013 and entering the shareholder's Control Number, SRN/HIN and postcode, which are shown on the first page of the enclosed proxy form; or

3.2 complete and lodge the manual proxy form at the share registry of the Company, Boardroom Pty Limited:

(a) by post at the following address:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

(b) by facsimile on (02) 9290 9655 (within Australia) or +61 2 9290 9655 (outside Australia); or

(c) in person at the following address:

Boardroom Pty Limited
Level 7
207 Kent Street
SYDNEY NSW 2000

so that it is received no later than 11.00 am (AEDT) on 26 November 2013.

Please note that if the chair of the meeting is your proxy (or becomes your proxy by default), you expressly authorise the chair to exercise your proxy on Resolutions 7, 8, 9, 11 and 12 even though they are connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, which includes the chair. If you appoint the chair as your proxy you can direct the chair to vote for or against or abstain from voting on any of Resolutions 7, 8, 9, 11 and 12 by marking the appropriate box on the proxy form.

The chair intends to vote undirected proxies in favour of each Resolution except Resolution 12. The chair intends to vote undirected proxies against Resolution 12.

4. **'Snap Shot' Time**

The Company may specify a time, not more than 48 hours before the Meeting, at which a 'snap-shot' of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the Meeting. The Directors have determined that all shares of the Company that are quoted on ASX as at 7.00 pm (AEDT) on 26 November 2013 shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the shares at that time.

5. **Corporate Representative**

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening an Annual General Meeting of shareholders of Commissioners Gold Limited to be held on 28 November 2013. This Explanatory Memorandum is to assist shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the resolutions proposed. Both documents should be read in their entirety and in conjunction with each other.

Other than the information set out in this Explanatory Memorandum, the Directors believe that there is no other information that could reasonably be required by shareholders to consider Resolutions 1 to 12 (inclusive).

1. RESOLUTION 1: RE-ELECTION OF ROBERT WARING AS DIRECTOR

Mr Robert Waring was appointed as a Director on 29 November 2010.

The Constitution relevantly requires that at the Annual General Meeting in every year one-third of the Directors for the time being must retire from office, but is eligible for re-election at the Annual General Meeting. Mr Waring retires as a Director but, being eligible, offers himself for re-election. A brief biography for Mr Waring follows:

Robert Waring

Qualifications: BEc, CA, FCIS, FFin, MAusIMM, FAICD

Mr Waring's experience has been gained over 35 years in financial and corporate roles including 20 years in company secretarial roles for ASX listed companies and 16 years as a director of an ASX listed company. Mr Waring has had 29 years' experience in the mining industry and prior to that, nine years with an international firm of chartered accountants. He is a director of the Oakhill Hamilton Limited, a group which provides corporate advisory and company secretarial services to a range of listed and unlisted companies. He was a director of ASX listed PlatSearch NL for 15 years up until 31 December 2010.

The Directors (other than Mr Waring) recommend that shareholders vote in favour of Resolution 1.

The chair intends to vote undirected proxies in favour of Resolution 1.

2. RESOLUTION 2: SUBSEQUENT APPROVAL OF THE ISSUE OF 6,626,681 SHARES

On 21 February 2013, the Company announced a placement of 6,626,681 ordinary shares (**February Placement Shares**) at an issue price of \$0.045 per share to raise \$298,200.

The purpose of Resolution 2 is to obtain shareholder approval for the issue of the February Placement Shares for the purpose of Listing Rule 7.4 and for all other purposes.

Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period which exceeds 15% of the number of issued securities of the company held at the beginning of the 12 month period, except with the prior approval of shareholders of the company in general meeting, unless an exception in Listing Rule 7.2 applies.

However, Listing Rule 7.4 provides that an issue of equity securities made without shareholder approval under Listing Rule 7.1 is treated as having been made with shareholder approval for the purpose of Listing Rule 7.1 if:

- the issue did not breach Listing Rule 7.1; and
- holders of ordinary securities subsequently approve it.

The issue of the February Placement Shares did not result in the Company breaching the 15% limit referred to in Listing Rule 7.1. The issue of the February Placement Shares does not therefore depend upon shareholders passing Resolution 2. The purpose of Resolution 2 is to obtain shareholder approval for the purpose of Listing Rule 7.4 and for all other purposes. If shareholders approve the issue of the February Placement Shares for the purpose of Listing Rule 7.4, the issue of the February Placement Shares will not count towards determining the number of equity securities which the Company can issue in any 12 month period. However, if shareholders do not approve the issue of the February Placement Shares for the purpose of Listing Rule 7.4, the issue of the February Placement Shares will count towards the number of equity securities which the Company can issue in any 12 month period.

For the purpose of Listing Rule 7.5 information regarding the February Placement Shares is provided as follows:

- 6,626,681 February Placement Shares have been issued.
- The February Placement Shares were issued at an issue price of \$0.045 each.
- The terms and conditions of the February Placement Shares are the same as the terms and conditions of already issued fully paid ordinary shares in the Company.
- The allottees of the February Placement Shares are professional and/or sophisticated investor applicants for February Placement Shares as determined by the Board.
- Funds raised from the issue of the February Placement Shares were used to fund the Company's project development and exploration programmes in Peru and Australia, to pay administration expenses and for general working capital.

The Directors recommend that shareholders vote in favour of Resolution 2.

The chair intends to vote undirected proxies in favour of Resolution 2.

3. **RESOLUTION 3: SUBSEQUENT APPROVAL OF THE ISSUE OF 1,111,111 SHARES**

On 22 May 2013, the Company announced a placement of 1,111,111 ordinary shares (**May Placement Shares**) at an issue price of \$0.045 per share to raise \$50,000.

The purpose of Resolution 3 is to obtain shareholder approval for the issue of the May Placement Shares for the purpose of Listing Rule 7.4 and for all other purposes.

A summary of Listing Rules 7.1 and 7.4 is provided above in relation to Resolution 2.

The issue of the May Placement Shares did not result in the Company breaching the 15% limit referred to in Listing Rule 7.1. The issue of the May Placement Shares does not therefore depend upon shareholders passing Resolution 3. The purpose of Resolution 3 is to obtain shareholder approval for the purpose of Listing Rule 7.4 and for all other purposes. If shareholders approve the issue of the May Placement Shares for the purpose of Listing Rule 7.4, the issue of the May Placement Shares will not count towards determining the number of equity securities which the Company can issue in any 12 month period. However, if shareholders do not approve the issue of the May Placement Shares for the purpose of Listing Rule 7.4, the issue of the May Placement Shares will count towards the number of equity securities which the Company can issue in any 12 month period.

For the purpose of Listing Rule 7.5 information regarding the May Placement Shares is provided as follows:

- 1,111,111 May Placement Shares have been issued.

- The May Placement Shares were issued at an issue price of \$0.045 each.
- The terms and conditions of the May Placement Shares are the same as the terms and conditions of already issued fully paid ordinary shares in the Company.
- The allottee of the May Placement Shares is a professional and/or sophisticated investor applicant for May Placement Shares as determined by the Board.
- Funds raised from the issue of the May Placement Shares were used to fund the Company's project development and exploration programmes in Peru and Australia, to pay administration expenses and for general working capital.

The Directors recommend that shareholders vote in favour of Resolution 3.

The chair intends to vote undirected proxies in favour of Resolution 3.

4. **RESOLUTION 4: APPROVAL OF CONVERSION OF SIX CONVERTIBLE NOTES**

On 13 June 2013, the Company announced that it had executed a Convertible Note Agreement with Mr Duncan Hardie under which the Company has issued four Convertible Notes to Mr Hardie.

On 29 July 2013, the Company announced a Convertible Note Offer. Pursuant to the Convertible Note Offer, the Company has issued two Convertible Notes to Octopi Enterprises Pty Ltd.

Conversion of the Convertible Notes is subject to shareholder approval at a general meeting.

A summary of Listing Rule 7.1 is provided above in relation to Resolution 2 and a summary of Listing Rule 7.1A is provided below in relation to Resolution 6.

In issuing the Convertible Notes, the Company did not breach Listing Rule 7.1 or 7.1A as conversion into shares is subject to prior shareholder approval. As such, the Convertible Notes are not considered equity securities until such time as this approval is obtained.

As the Convertible Notes have been issued and may not be converted into shares without shareholder approval, Resolution 4 seeks shareholder approval under the terms of the Convertible Notes, Listing Rule 7.1 and for all other purposes, in respect of the ability for the Convertible Notes to be convertible into shares. It will ensure the Company does not need to call a further general meeting in the event a holder of a Convertible Note exercises its right of conversion.

For the purpose of Listing Rule 7.3 information regarding the Convertible Notes is provided as follows:

- Six Convertible Notes have been issued. A maximum of 6,000,000 ordinary shares will be issued on conversion of the Convertible Notes.
- The Convertible Notes were issued at an issue price of \$25,000 each.
- Each Convertible Note has an interest rate of 8% per annum (with interest being paid quarterly in arrears), a maturity date of 10 June 2015 and may be redeemable in cash or converted into ordinary shares at \$0.025 per share. The Convertible Notes are unsecured and will not be listed.

The terms and conditions of ordinary shares issued on conversion of the Convertible Notes will be the same as the terms and conditions of already issued fully paid ordinary shares in the Company.

- Four Convertible Notes were issued to Mr Hardie. Two Convertible Notes were issued to Octopi Enterprises Pty Ltd.
- Funds raised from the issue of the Convertible Notes will be used to assist the 25% investment in Goldsmith Resources SAC (the operator of the Mollehuaca-Santa Rosa Project in Peru), to fund final capital expenditure and initial operating expenditure to enable gold production at the Mollehuaca Plant in Peru, to fund development of trial mining at the gold project Saulito and Eladium, and for general working capital.

No funds will be raised from the issue of ordinary shares on conversion of the Convertible Notes.

The Directors recommend that shareholders vote in favour of Resolution 4.

The chair intends to vote undirected proxies in favour of Resolution 4.

5. **RESOLUTION 5: APPROVAL OF THE ISSUE AND CONVERSION OF SIXTEEN CONVERTIBLE NOTES**

As referred to above in relation to Resolution 4, on 29 July 2013 the Company announced a Convertible Note Offer. The Company may issue up to 18 Convertible Notes pursuant to the Convertible Note Offer. Also as referred to above in relation to Resolution 4, the Company has issued two Convertible Notes to Octopi Enterprises Pty Ltd pursuant to the Convertible Note Offer. The Company therefore has the ability to issue up to 16 further Convertible Notes pursuant to the Convertible Note Offer.

Conversion of the Convertible Notes is subject to shareholder approval at a general meeting.

A summary of Listing Rule 7.1 is provided above in relation to Resolution 2 and a summary of Listing Rule 7.1A is provided below in relation to Resolution 6.

In issuing the Convertible Notes, the Company will not breach Listing Rule 7.1 or 7.1A as conversion into shares is subject to prior shareholder approval. As such, the Convertible Notes are not considered equity securities until such time as this approval is obtained.

As the Convertible Notes may not be converted into shares without shareholder approval, Resolution 5 seeks shareholder approval under the terms of the Convertible Notes, Listing Rule 7.1 and for all other purposes, in respect of the issue of the Convertible Notes as well as the ability for the Convertible Notes to be convertible into shares. It will ensure the Company does not need to call a further general meeting in the event a holder of a Convertible Note exercises its right of conversion.

For the purpose of Listing Rule 7.3 information regarding the Convertible Notes is provided as follows:

- A maximum of sixteen Convertible Notes will be issued. A maximum of 16,000,000 ordinary shares will be issued on conversion of the Convertible Notes.
- The Convertible Notes will be issued no later than three months after the date of the Meeting.
- The Convertible Notes will be issued at an issue price of \$25,000 each.
- The Convertible Notes will be issued to professional and/or sophisticated investors as determined by the Board.

- Each Convertible Note will have an interest rate of 8% per annum (with interest being paid quarterly in arrears), a maturity date of 10 June 2015 and may be redeemable in cash or converted into ordinary shares at \$0.025 per share. The Convertible Notes are unsecured and will not be listed.

The terms and conditions of ordinary shares issued on conversion of the Convertible Notes will be the same as the terms and conditions of already issued fully paid ordinary shares in the Company.

- Funds raised from the issue of the Convertible Notes will be used to assist the 25% investment in Goldsmith Resources SAC (the operator of the Mollehuaca-Santa Rosa Project in Peru), to fund final capital expenditure and initial operating expenditure to enable gold production at the Mollehuaca Plant in Peru, to fund development of trial mining at the gold project Saulito and Eladium, and for general working capital.

No funds will be raised from the issue of ordinary shares on conversion of the Convertible Notes.

- The issue of the Convertible Notes will occur progressively.

The Directors recommend that shareholders vote in favour of Resolution 5.

The chair intends to vote undirected proxies in favour of Resolution 5.

6. **RESOLUTION 6: APPROVAL OF 10% PLACEMENT FACILITY**

6.1 **General**

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued ordinary share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the eligible entity's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities which may be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 6.2(c)).

6.2 **Description of Listing Rule 7.1A**

(a) **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) **Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue the following classes of Equity Securities (including the ordinary shares the subject of Resolutions 2 and 3 and excluding the Convertible Notes the subject of Resolutions 4 and 5 and the ordinary shares the subject of Resolutions 7, 8 and 9):

- 52,466,913 ordinary shares quoted on ASX
- 750,000 options not quoted on ASX with an exercise price of \$0.25 and an exercise period expiry date of 31 December 2013
- 500,000 options not quoted on ASX with an exercise price of \$0.18 and an exercise period expiry date of 31 December 2014
- 750,000 options not quoted on ASX with an exercise price of \$0.30 and an exercise period expiry date of 31 December 2015
- 500,000 options not quoted on ASX with an exercise price of \$0.07 and an exercise period expiry date of 31 December 2016.

(c) **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period (refer to section 6.2(f)), a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:
- plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
 - plus the number of partly paid ordinary shares that became fully paid in the 12 months;
 - plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of ordinary shares under Listing Rules 7.1 and 7.4;
 - less the number of fully paid ordinary shares cancelled in the 12 months.

(Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.)

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue

that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 52,466,913 ordinary shares and therefore has a capacity to issue:

- (i) 7,870,036 Equity Securities under Listing Rule 7.1; and
- (ii) subject to shareholder approval being obtained under Resolution 6, 5,246,691 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 6.2(c)).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within five Trading Days of the date referred to in section 6.2(e)(i), the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and
- (ii) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

6.3 **Listing Rule 7.1A**

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period in addition to using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires approval of at least 75% of the votes cast by shareholders entitled to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) on the Resolution.

6.4 **Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows to the extent that such information is not disclosed elsewhere in this Explanatory Memorandum:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within five Trading Days of the date in section 6.4(a)(i), the date on which the Equity Securities are issued.
- (b) There is a risk that:
 - (i) the market price for the Company's Equity Securities in the same class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities in the same class on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the risk of voting dilution of existing shareholders on the basis of the current market price of shares and the current number of ordinary shares for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary shares the Company has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, a pro rata entitlements issue) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in formula in Listing Rule 7.1A.2		Issue Price		
		\$0.0125 50% decrease in issue price	\$0.025 issue price	\$0.05 100% increase in issue price
Current Variable 'A' 52,466,913 shares	10% voting dilution	5,246,691 shares	5,246,691 shares	5,246,691 shares
	Funds raised	\$65,583	\$131,167	\$262,334
50% increase in current Variable 'A' 78,700,369 shares	10% voting dilution	7,870,036 shares	7,870,036 shares	7,870,036 shares
	Funds raised	\$98,375	\$196,750	\$393,501
100% increase in current Variable 'A' 104,933,826 shares	10% voting dilution	10,493,382 shares	10,493,382 shares	10,493,382 shares
	Funds raised	\$131,167	\$262,334	\$524,669

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - No options or Convertible Notes are exercised or converted into shares before the date of the issue of the Equity Securities.
 - The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements pursuant to the 10% Placement Facility, based on that shareholder's holding at the date of the Meeting.
 - The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A and no other issues of Equity Securities.
 - The issue of Equity Securities under the 10% Placement Facility consists only of shares.
 - The issue price is \$0.025, being the closing price of the shares on ASX on 25 September 2013.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as referred to in the Note to Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.
- (e) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.
- (f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities and the number of Equity Securities allotted to each will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
 - (i) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which the existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments or the nominee of such vendors.

- (g) The Company previously obtained shareholder approval under Listing Rule 7.1A at its 2012 Annual General Meeting.
 - (i) The Company has issued 13,411,110 Equity Securities in the 12 months preceding the date of this Meeting, representing 32.3% of the total number of Equity Securities on issue at the commencement of that 12 month period.
 - (ii) Details of the Equity Securities referred to in section 6.4(g)(i) is as follows:

Date of issue:	28 November 2012
Number issued:	5,173,318
Class/Type of equity security:	Ordinary shares
Summary of terms:	Same as the terms and conditions of already issued fully paid ordinary shares in the Company
Names of persons who received securities or basis on which those persons was determined:	Applicants under the Company's Share Purchase Plan
Price:	\$0.045 per share
Discount to market price (if any):	7%
Total cash consideration received:	\$232,799.31
Amount of cash consideration spent:	\$232,799.31
Use of cash consideration:	Assist the 25% investment in Goldsmith Resources SAC, the operation of the Mollehuaca-Santa Rosa Project in Peru, and general working capital.

Date of issue:	28 November 2012
Number issued:	500,000
Class/Type of equity security:	Options
Summary of terms:	Options to each acquire one fully paid ordinary share with an exercise price of \$0.07 and an exercise period expiry date of 31 December 2016
Names of persons who received securities or basis on which those persons was determined:	Double Felix Pty Ltd
Price:	Nil
Discount to market price (if any):	N/A
Non-cash consideration paid:	Nil
Current value of that non-cash consideration:	N/A

Date of issue:	21 February 2013
Number issued:	6,626,681
Class/Type of equity security:	Ordinary shares
Summary of terms:	Same as the terms and conditions of already issued fully paid ordinary shares in the Company
Names of persons who received securities or basis on which those persons was determined:	Sophisticated investor applicants as determined by the Board
Price:	\$0.045 per share
Discount to market price (if any):	Nil
Total cash consideration received:	\$298,200
Amount of cash consideration spent:	\$298,200

Use of cash consideration:	Fund the Company's project development and exploration programmes in Peru and Australia, to pay administration expenses and for general working capital.
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Date of issue:	22 May 2013
Number issued:	1,111,111
Class/Type of equity security:	Ordinary shares
Summary of terms:	Same as the terms and conditions of already issued fully paid ordinary shares in the Company
Names of persons who received securities or basis on which those persons was determined:	HardieNZ Limited
Price:	\$0.045 per share
Discount to market price (if any):	Nil
Total cash consideration received:	\$50,000
Amount of cash consideration spent:	\$50,000
Use of cash consideration:	Fund the Company's project development and exploration programmes in Peru and Australia, to pay administration expenses and for general working capital.

- (h) A voting exclusion statement is included in the Notice. At the date of this Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing shareholder's votes will therefore be excluded under the voting exclusion statement in this Notice.

Resolution 6 is a **special resolution**.

The Directors recommend that shareholders vote in favour of Resolution 6.

The chair intends to vote undirected proxies in favour of Resolution 6.

7. RESOLUTIONS 7, 8 AND 9 – APPROVAL OF ISSUE OF SHARES TO DIRECTORS

7.1 General

Resolutions 7, 8 and 9 seek shareholder approval pursuant to Listing Rule 10.11 for the issue of a total of 3,240,754 ordinary shares to Messrs Christopher Battye, Wesley Harder and Robert Waring (or their nominees) in lieu of directors' fees payable to Messrs Battye, Harder and Waring for the period:

- (a) in the case of Messrs Battye and Harder, commencing on 2 September 2011 and ending on 30 June 2013; and
- (b) in the case of Mr Waring, for the period commencing on 1 January 2013 and ending on 30 June 2013,

(together the **Directors Shares**).

Subject to shareholder approval of Resolutions 7, 8 and 9, the number of Directors Shares to be issued to each of Messrs Battye, Harder and Waring (or their nominees) is set out in the below table:

Director (or nominee)	No of Shares
Mr Christopher Battye	No. of Shares = $\frac{\$64,167}{\$0.045} = 1,425,933$
Mr Wesley Harder	No. of Shares = $\frac{\$64,167}{\$0.045} = 1,425,933$
Mr Robert Waring	No. of Shares = $\frac{\$17,500}{\$0.045} = 388,888$

The issue price of each Director Share will be \$0.045, which is the same as the price at which the shares the subject of Resolutions 2 and 3 were issued. No funds will be raised from the issue of the Directors Shares as they are being issued for no cash consideration but as part of the consideration for the services provided by the Directors during the periods referred to above.

7.2 **Section 208 of Corporations Act**

Section 208 of the Corporations Act provides that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Board has formed the view that shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Directors Shares as the exception in section 211 of the Corporations Act applies. The Directors Shares are being issued in lieu of directors' fees payable to Messrs Battye, Harder and Waring and is considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

7.3 **Listing Rule 10.11**

Listing Rule 10.11 restricts the Company from issuing securities to a related party of the Company, unless approval is obtained from shareholders.

A 'related party' for the purposes of the Corporations Act is defined widely and includes a director of a public company. Messrs Battye, Harder and Waring are Directors of the Company and as such are related parties of the Company.

The effect of passing Resolutions 7, 8 and 9 will be to allow the Company to issue a total of 3,240,754 ordinary shares to Messrs Battye, Harder and Waring (or their nominees) without using up the Company's 15% placement capacity under Listing Rule 7.1. If shareholder approval is given under Listing Rule 10.11, shareholder approval is not required under Listing Rule 7.1.

If shareholders do not approve Resolutions 7, 8 or 9, the Company will not issue the Directors Shares to Messrs Battye, Harder and Waring (or their nominees) (as the case may be).

7.4 **Specific information required by Listing Rule 10.13**

Listing Rule 10.13 requires that information be provided to shareholders for the purposes of obtaining shareholder approval pursuant to Listing Rule 10.11 as follows:

- (a) The Directors Shares will be issued to Messrs Battye, Harder and Waring (and/or their nominees).
- (b) The maximum number of ordinary shares to be issued to each of Messrs Battye, Harder and Waring (and/or their nominees) is set out in the table below:

Director (or nominee)	No of Shares
Mr Christopher Battye	No. of Shares = $\frac{\$64,167}{\$0.045} = 1,425,933$
Mr Wesley Harder	No. of Shares = $\frac{\$64,167}{\$0.045} = 1,425,933$
Mr Robert Waring	No. of Shares = $\frac{\$17,500}{\$0.045} = 388,888$

- (c) The Directors Shares will be issued no later than one month after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).
- (d) The Directors Shares will be issued at an issue price of \$0.045 each.
- (e) The Director Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing shares on issue.
- (f) No funds will be raised from the issue of the Director Shares as they are being issued for no cash consideration but as part of the consideration for the services provided by the Directors during the respective periods referred to in section 7.1.

As the Directors have an interest in Resolutions 7, 8 and 9, they do not wish to make a recommendation as to how shareholders ought on vote on these Resolutions.

The chair intends to vote undirected proxies in favour of each of Resolutions 7, 8 and 9.

8. **RESOLUTION 10: SECTION 195 APPROVAL**

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a 'material personal interest' are being considered.

The Directors may have a material personal interest in the outcome of Resolutions 7, 8 and 9.

In the absence of this Resolution 10, the Directors may not be able to form a quorum at directors' meetings necessary to carry out the terms of Resolutions 7, 8 and 9.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to shareholders to resolve.

The chair intends to vote undirected proxies in favour of Resolution 10.

9. **RESOLUTION 11: ADOPTION OF REMUNERATION REPORT**

The Annual Report for the year ended 30 June 2013 contains a Remuneration Report which sets out the remuneration policy of the Company.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders should note that the vote on Resolution 11 is advisory only and, subject to the matters outlined below, will not bind the Company or the Directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy.

Please also note that under sections 250U and 250V of the Corporations Act, if at two consecutive annual general meetings of a listed company at least 25% of votes cast on a resolution that the remuneration report be adopted are against adoption of the report, at the second of these annual general meetings there must be put to the vote a resolution that another meeting be held within 90 days at which all directors (except the managing director) who were directors at the date the remuneration report was approved at the second annual general meeting must stand for re-election. So, in summary, shareholders will be entitled to vote in favour of holding a general meeting to re-elect the Board if the Remuneration Report receives 'two strikes'. The Remuneration Report received a 'first strike' at the Company's 2012 annual general meeting.

The chair intends to vote undirected proxies in favour of Resolution 11.

10. **RESOLUTION 12: SPILL RESOLUTION (IF REQUIRED)**

Note – this Resolution will only be voted on if the outcome of Resolution 11 is such that at least 25% of the votes cast are against the adoption of the Remuneration Report.

As set out above in the explanatory statement relating to Resolution 11, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report, the Company is required to put this Resolution 12 to the 2013 AGM.

If more than 50% of votes that are cast on this Resolution 12 are voted in favour of the spill resolution, the Company must convene an extraordinary general meeting (**Spill Meeting**) within 90 days after the 2013 AGM. All of the Directors who were in office when the 2013 Directors' Report was approved will need to stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company. If a Director is re-appointed at the Spill Meeting, the appointment continues as if the cessation and re-appointment had not happened.

The Corporations Act includes a mechanism to ensure that the Company will have at least three directors after the Spill Meeting, as is required for a public company. If at the Spill Meeting at least three non-executive directors are not appointed by ordinary resolution, those persons with the highest percentage of votes favouring their appointment will be taken to be appointed (even if less than half of the votes cast on the resolution were in favour of their appointment).

The Directors unanimously recommend that shareholders vote **against** Resolution 12.

The chair intends to vote undirected proxies **against** Resolution 12.

11. GLOSSARY

In this Explanatory Memorandum and Notice of Annual General Meeting the following expressions have the following meanings unless stated otherwise or unless the context otherwise requires:

10% Placement Facility has the meaning given in section 6.1;

10% Placement Period has the meaning given in section 6.2(f);

AEDT means Australian Eastern Daylight Time;

ASX means ASX Limited ACN 008 624 691;

Board means the board of directors of the Company;

Closely Related Party of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed as such by the *Corporations Regulations 2001* (Cth);

Company means Commissioners Gold Limited ACN 115 845 942;

Constitution means the existing constitution of the Company;

Corporations Act means *Corporations Act 2001* (Cth);

Director means a director of the Company;

Equity Securities has the same meaning as in the Listing Rules;

Key Management Personnel has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company);

Listing Rules means the listing rules of ASX;

Meeting means the meeting of shareholders convened by the Notice;

Notice means the notice of meeting to which this Explanatory Memorandum is attached;

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

VWAP means volume weighted average price.

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YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am AEDT on Tuesday 26 November 2013.**

📠 TO VOTE ONLINE

STEP 1: VISIT www.boardroomlimited.com.au/vote/cguagm2013

STEP 2: Enter your holding/investment type:

STEP 3: Enter your Reference Number:

STEP 4: Enter your Voting Access Code:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. 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 security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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 your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am AEDT on Tuesday 26 November 2013.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 Online www.boardroomlimited.com.au/vote/cguagm2013

📠 By Fax + 61 2 9290 9655

✉ By Mail Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 In Person Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Commissioners Gold Limited** and entitled to attend and vote hereby appoint

Appoint 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 below

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 at the Annual General Meeting of Commissioners Gold Limited to be held at the **ISC Room, Royal Automobile Club, 89 Macquarie St, Sydney NSW, 2000 on Thursday, 28 November, 2013 at 11:00am AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chairman authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution/s 8,9,11 and 12. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of these resolution/s even though resolution/s 8,9,11 and 12 are connected with the remuneration of a member of key management personnel for Commissioners Gold Limited.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of resolution 7, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of resolution 7 and that votes cast by the Chair of the meeting for this resolution other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on resolution 7 and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

The Chairman of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution/s 7, 8,9 and 11) except Resolution 12. If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on, an item (except Resolution 12), you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution. If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote for, or to abstain from voting on, Resolution 12, you must provide a direction by marking the 'For' or 'Abstain' box opposite that resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution except Resolution 12. The Chairman of the Meeting intends to vote undirected proxies against Resolution 12.

STEP 2 VOTING DIRECTIONS
 * 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 vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN	
Res 1	Re-election of Robert Waring as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 7	Approval of the Issue of 1,425,933 Shares to Christopher Battye	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Subsequent Approval of the Issue of 6,626,681 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8	Approval of the Issue of 1,425,933 Shares to Wesley Harder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Subsequent Approval of the Issue of 1,111,111 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9	Approval of the Issue of 388,888 Shares to Robert Waring	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Approval of Conversion of Six Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10	Section 195 Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Approval of the Issue and Conversion of Sixteen Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A vote FOR Resolution 12 is a vote to support the spill motion. The Directors unanimously recommend that Shareholders vote AGAINST Resolution 12.				
					Res 12	Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2013