

CENTRAL WEST GOLD NL
(ABN 95 003 078 591)

Notice of 2013 Annual General Meeting

NOTICE is hereby given that the 2013 Annual General Meeting of Central West Gold NL ABN 95 003 078 591 ("the Company") will be held at the offices of Investorlink Corporate Limited, Level 26, 56 Pitt Street, Sydney on Wednesday, 27 November 2013 at 9.30am.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours before the commencement of the meeting.

ORDINARY BUSINESS

1. 2013 Financial Statements

To receive and consider the Financial Report of the Company including the balance sheet and profit and loss account and statements of cash flows of the Company, the consolidated financial statement, the directors' declaration and the Reports of the directors and auditor for the year ended 30 June 2013, copies of which accompany this notice.

No resolution is required by law in respect of this agenda item. However it will provide shareholders with the opportunity to ask questions of the directors and auditor of the Company in relation to the financial report.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That the Remuneration Report that forms part of the Directors' Report of the Company as required under section 300A of the Corporations Act for the financial year ended 30 June 2013 be adopted by the Company."

In accordance with section 250R(3) of the Corporations Act the vote on this resolution is advisory only and does not bind the directors and the Company.

Voting Exclusion Statement

The Corporations Act prohibits any votes being cast on resolution 1 by or on behalf of a person who is disclosed in the Remuneration Report as a member of the key management personnel of the Company (including the directors and the Chairman) or a closely related party of that key management personnel. However, such a person may cast a vote on resolution 1 as a proxy for a person who is permitted to vote and the appointment of the proxy specifies the way the proxy is to vote on the resolution.

3. Resolution 2- Re-election of director

"That Maxwell James Davis, a non – executive director, retires as a director in accordance with Rule 56 of the Company's Constitution, and, being eligible, is hereby re-elected as a director of the Company."

4. Resolution 3 - Election of director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Jun Feng Liao, a non – executive director appointed on 15 May 2013 in accordance with Rule 54 of the Company's Constitution, retires as a director in accordance with Rule 54 of the Company's Constitution and, being eligible, is hereby elected as a director of the Company."

CENTRAL WEST GOLD NL

(ABN 95 003 078 591)

SPECIAL BUSINESS

5. Resolution 4- Ratify past issue of Shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, in accordance with ASX Listing Rule 7.4, shareholders ratify the past issue of a total of 9,350,000 Shares to the allottees, and on the terms, set out in the Explanatory Statement."

Voting Exclusion Statement

In accordance with the notice requirements of ASX Listing Rule 7.5.6 for approval under ASX Listing Rule 7.4, and ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 4 by:

- (a) a person who participated in the issue of Shares referred to in Resolution 4; and
- (b) any Associate of that person(s).

However, the Company will not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) 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.

Associate has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.

6. Resolution 5 – Approval of the 10% placement facility

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, shareholders approve the issue of Equity Securities (as defined below) up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

For the purposes of this resolution:

Equity Securities has the meaning given to that term in ASX Listing Rule 19.12; and

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Voting Exclusion Statement

In accordance with the notice requirements of ASX Listing Rule 7.3A.7 for approval under ASX Listing Rule 7.1A, and ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 5 by:

- (a) a person who may participate in the issue;
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and

CENTRAL WEST GOLD NL

(ABN 95 003 078 591)

- (c) any Associate of such persons mentioned in paragraphs (a) and (b) above.

However, the Company will not disregard a vote if:

- (d) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (e) 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.

Associate has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.

NOTES

(i) Voting entitlements

The directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting will be taken to be held by the persons who are registered as members at 3:00pm on 25 November 2013. Accordingly transfers registered after that time will be disregarded in determining members entitled to attend and vote at the meeting.

(ii) Proxies

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. The Proxy Form must be deposited, mailed or facsimiled as detailed below:

* The Company Office
Central West Gold NL
C/- Investorlink Corporate Limited
Level 26, 56 Pitt Street, Sydney, NSW
Mail to: GPO Box 4569, Sydney 2001
Fax to: (02) 9247 9977
Email to: yisa@investorlink.com.au

and received by the Company at least 48 hours before the meeting.

Dated: 25 October 2013

By order of the Board

Max Davis
Company Secretary

CENTRAL WEST GOLD NL

(ABN 95 003 078 591)

Explanatory Statement

This explanatory statement accompanies the Notice of Annual General Meeting of Central West Gold NL ("the Company") to be held on Wednesday, **27 November 2013 at 9.30am at** the offices of Investorlink Corporate Limited, Level 26, 56 Pitt Street, Sydney.

Resolution 1 - Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that a resolution be put to the members to adopt the Remuneration Report as disclosed in the Directors' Report and contained in the Annual Report of the Company.

The Annual Report may be accessed at **www.centralwestgold.com.au** or on the ASX company announcements platform using the ASX code: CWG. A copy may also be obtained by contacting the Company at + 612 9247 9555. Shareholders will be given ample opportunity to raise questions of the directors on the Remuneration Report prior to the resolution being put to shareholders.

The vote on this resolution is advisory only and does not bind the directors and the Company.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, shareholders will then vote to determine whether the directors will need to stand for re-election. If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

The board recommends that shareholders vote in favour of adopting the Remuneration Report. The resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the meeting.

Resolution 2 -Re-election of director

Resolution 2 relates to the re-election of Maxwell James Davis as a director of the Company. Under Rule 56 of the Company's Constitution, one-third of the Company's directors must resign and, if eligible, may be re-elected.

Maxwell James Davis has vacated his office as director in accordance with Rule 56 and, being eligible, offers himself for re-election. The directors recommend that shareholders vote in favour of this resolution.

A summary of Maxwell James Davis' experience and special responsibilities is set out below.

Non-Executive Director and Company Secretary. Mr Davis was appointed a Director on 16 February 2011, and has been Company Secretary since 17 April 1986. Mr Davis was formerly a senior partner with Davis & Benson, a Sydney firm of Chartered Accountants, until his retirement from public practice in 2010. Mr Davis has not held any other listed company directorships.

CENTRAL WEST GOLD NL

(ABN 95 003 078 591)

Resolution 3 - Election of director

Resolution 3 relates to the election of Jun Feng Liao as a director of the Company. Under Rule 54 of the Company's Constitution, a director appointed to fill a casual vacancy or as an addition to the existing directors, holds office until the next annual general meeting of the Company when the director may be elected. A director who retires in accordance with these requirements is eligible for election. Jun Feng Liao was appointed as a director on 15 May 2013.

Jun Feng Liao has vacated his office as director in accordance with Rule 54 and, being eligible, offers himself for election. The directors recommend that shareholders vote in favour of this resolution.

A summary of Jun Feng Liao's experience and special responsibilities is set out below.

Non-Executive Director. Mr Liao was appointed a director on 15 May 2013, and he also became a substantial shareholder on that day. Mr Liao is 46 years of age and a citizen of Hong Kong. He has extensive business interests in China and Hong Kong. Mr Liao has not held any other listed company directorships.

Resolution 4- Ratify past issue of Shares

Pursuant to ASX Listing Rule 7.5, the following information is provided regarding ASX Listing Rule 7.4 approval.

ASX Listing Rule 7.1 provides that a company must not issue equity securities, or agree to issue equity securities (which includes shares and options) without the approval of shareholders if the number of equity securities to be issued in any 12-month period (including equity securities issued on the exercise of any convertible securities) exceeds 15% of the issued capital of the company preceding the issue. ASX Listing Rule 7.4 allows for subsequent shareholder approval if the company did not breach ASX Listing Rule 7.1 at the time of issue and the holders of ordinary shares subsequently approve it.

On 19 December 2012, the Company issued a total of 2,200,000 Shares to various allottees and on 15 May 2013, the Company issued a total of 7,150,000 Shares to Jun Feng Liao under a placement, amounting to an aggregate of 9,350,000 Shares issued under both placements.

In relation to the Shares issued to Jun Feng Liao, at the time of the issue of the Shares, Jun Feng Liao was not a director of the Company. He was invited to be appointed as a director following the placement.

As at 17 October 2013, the 9,350,000 Shares represented 13.02% of the then issued capital of the Company. Accordingly, the Company is seeking approval of the issue of the 9,350,000 Shares in the manner provided by ASX Listing Rule 7.4. Details of these issues are set out in the schedule that is included immediately below (Schedule of Past Issues of Shares).

At the time of issue, none of the allottees was related to the Company. Since the issue of the Shares under the two placements, Jun Feng Liao has been appointed as a director of the Company.

The Company was not required to provide any of the allottees with a disclosure document.

Although shareholder approval was not required for the issue of the Shares referred to in the Schedule of Past Issues of Shares, the Company now seeks shareholder approval for these issues in the manner provided by ASX Listing Rule 7.4, because this will enable the Company to issue, pursuant to ASX Listing Rule 7.1, further equity securities up to the 15% limit from time to time as required by the Company, to capitalise on future expansion and acquisition opportunities without needing to obtain prior shareholder approval. These Shares rank equally with all the other Shares on issue.

The amount raised by the issue of Shares for which shareholder approval is sought is set out in the Schedule of Past Issues of Shares below.

A voting exclusion statement is included in the Notice of Annual General Meeting.

CENTRAL WEST GOLD NL

(ABN 95 003 078 591)

Resolution 4 – Schedule of Past Issues of Shares

No .	Date of Issue	Number of Shares	Issue Price Per Share \$	Total Amount Paid \$	Name of Allottee	Purpose of Issue
1	19/12/2012	200,000	0.05	10,000	Mr David Hillhouse & Mrs Jennifer Hillhouse	To fund ongoing working capital
2	19/12/2012	500,000	0.05	25,000	BRC Super Pty Ltd	To fund ongoing working capital
3	19/12/2012	200,000	0.05	10,000	Mr Noel Edward Webber & Mrs Judith Webber	To fund ongoing working capital
4	19/12/2012	200,000	0.05	10,000	Mr Iain Maxwell Dunstan & Mrs Caroline Julia Dunstan	To fund ongoing working capital
5	19/12/2012	400,000	0.05	20,000	Tuska Pty Ltd	To fund ongoing working capital
6	19/12/2012	100,000	0.05	5,000	Mr Malcolm Bird	To fund ongoing working capital
7	19/12/2012	200,000	0.05	10,000	Jalco Pty Ltd	To fund ongoing working capital
8	19/12/2012	200,000	0.05	10,000	Deventer Pty Ltd	To fund ongoing working capital
9	19/12/2012	200,000	0.05	10,000	Mr Timothy Phillip Coleman	To fund ongoing working capital
10	15/05/2013	7,150,000	0.05	357,500	Jun Feng Liao	To fund ongoing working capital
Total		9,350,000		467,500		

CENTRAL WEST GOLD NL

(ABN 95 003 078 591)

Resolution 5 – Approval of 10% placement facility

General

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued capital, through placements over a 12 month period, after the Annual General Meeting (**10% Placement**). The 10% Placement is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

For the purposes of ASX Listing Rule 7.1A, an eligible entity 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 seeking to obtain shareholder approval by way of a special resolution, to enable the Company to issue Equity Securities under the 10% Placement.

The exact number of Equity Securities to be issued under the 10% Placement will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and set out in detail in paragraph (c), below.

Description of ASX Listing Rule 7.1A

(a) *Shareholder approval*

The ability to issue Equity Securities under the 10% Placement 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 must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of the Notice of Annual General Meeting, the Company has one quoted class of Equity Securities on issue, being Shares.

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

ASX 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 12 month period after the date of the Annual General Meeting, the number of Equity Securities calculated in accordance with the following formula:

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

A is the number of Shares on issue 12 months before the date of issue or agreement:

plus the number of fully paid Shares issued in the 12 months under an exception in ASX Listing Rule 7.2;

plus the number of partly paid Shares that became fully paid in the 12 months;

plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under ASX Listing Rules 7.1 and 7.4; and

less the number of fully paid Shares cancelled in the 12 months.

CENTRAL WEST GOLD NL

(ABN 95 003 078 591)

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Shares under ASX Listing Rules 7.1 or 7.4.

(d) *ASX Listing Rules 7.1 and 7.1A*

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

At the date of this Notice of Annual General Meeting, the Company has on issue 71,776,497 Shares and therefore, has capacity to issue:

- (i) 10,766,474 Equity Securities under ASX Listing Rule 7.1; and
- (ii) subject to shareholder approval being sought under Resolution 5, 7,177,649 Equity Securities at an issue price calculated in accordance with paragraph (e) below under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated on the date of issue of Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (see paragraph (c) above).

(e) *Minimum issue price*

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must not be less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days 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 5 Trading Days of the date in paragraph (e)(i), the date on which the Equity Securities are issued.

(f) *10% Placement Period*

Shareholder approval of the 10% Placement under ASX 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 ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of a main undertaking),

ASX Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Company to issue Equity Securities in any existing quoted class, under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1. As at the date of the Notice of Annual General Meeting, the Company has one quoted class of Equity Securities on issue, being Shares.

CENTRAL WEST GOLD NL

(ABN 95 003 078 591)

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

Specific Information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement under ASX Listing Rule 7.1A:

(a) **ASX Listing Rule 7.3A.1:** *Minimum price at which the equity securities may be issued*

The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days 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 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) **ASX Listing Rule 7.3A.2:** *Statement of the risk of economic and voting dilution of existing ordinary security holders*

If Resolution 5 is approved by shareholders and the Company issues Equity Securities under the 10% Placement, the existing shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General 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 on the issue date.,

The table below sets out the potential dilution of existing shareholders on the basis of the current market price of Shares and the current number of Shares on issue, being variable "A" in the table, which is calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice of Annual General Meeting.

The table also shows:

- (iii) in addition to the current variable "A", two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at future shareholders' meetings; and
- (iv) two examples, one where the issue price of ordinary securities has decreased by 50% and the other where the issue price of ordinary securities has increased by 100%, as against the current market price.

CENTRAL WEST GOLD NL
(ABN 95 003 078 591)

		Dilution		
Variable "A" in ASX Listing Rule 7.1A.2 (subject to the assumptions below)		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
		\$0.0345	\$0.069	\$0.138
Current Variable A 71,776,497 Shares	10% voting dilution	7,177,649 Shares	7,177,649 Shares	7,177,649 Shares
	Funds raised	\$247,628	\$495,257	\$990,515
50% increase in current Variable A 107,664,745 Shares	10% voting dilution	10,766,474 Shares	10,766,474 Shares	10,766,474 Shares
	Funds raised	\$371,443	\$742,886	\$1,485,773
100% increase in current Variable A 143,552,994 Shares	10% voting dilution	14,355,299 Shares	14,355,299 Shares	14,355,299 Shares
	Funds raised	\$495,257	\$990,515	\$1,981,031

The table has been prepared on the following assumptions:

- The Current Variable A has been calculated on the basis that approval for the Shares the subject of Resolution 4 (9,350,000 Shares) has been granted and those Shares are taken into account for the purposes of determining the Current Variable A. If shareholder approval for Resolution 4 is not obtained, the number of Shares comprising the Current Variable A will be less than the number set out in the table above.
- The Company issues the maximum number of Equity Securities available under the 10% Placement.
- 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 under the 10% Placement, based on that shareholder's holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- The assumed issue price is \$0.069, being the closing price of Shares on ASX on 17 October 2013.

(c) **ASX Listing Rule 7.3A.3: Date by which securities may be issued**

The Company will only issue the Equity Securities during the 10% Placement Period.

The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking) during the 10% Placement Period.

(d) **ASX Listing Rule 7.3A.4: Purposes of the issue**

The Company may seek to issue Equity Securities under the 10% Placement for the following purposes:

CENTRAL WEST GOLD NL

(ABN 95 003 078 591)

(i) non-cash consideration for the acquisition of services, new resources, assets, businesses or investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or

(ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards the acquisition of services, new resources, assets, businesses or investments (including expenses associated with such acquisition), debt repayment and general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon the issue of any Equity Securities.

(e) **ASX Listing Rule 7.3A.5:** *Details of the allocation policy for issues under the approval*

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the 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, a share placement, rights issue or other issue in which an existing shareholder(s) can subscribe for Shares;
- (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 have not been determined as at the date of this Notice of Annual General Meeting but may include existing substantial shareholders and/or new shareholders who are not related parties or Associates of a related party of the Company.

(f) **ASX Listing Rule 7.3A.6:** *Previous approval under ASX Listing Rule 7.1A*

The Company has not previously obtained shareholder approval under ASX Listing Rule 7.1A.

(g) **ASX Listing Rule 7.3A.7:** *A voting exclusion statement*

A voting exclusion statement is included in the Notice of Annual General Meeting.

Directors' Recommendation

The directors recommend that shareholders vote in favour of Resolution 5. The directors consider that the approval of the 10% Placement described above is beneficial for the Company as it provides the Company with the flexibility to issue up to the maximum number of securities permitted under ASX Listing Rule 7.1A in the next 12 months, without further shareholder approval.

CENTRAL WEST GOLD NL
(ABN 95 003 078 591)

Proxy Form
APPOINTMENT OF PROXY

I/We

being a member/members of Central West Gold NL ABN 95 003 078 591 and entitled to attend and vote hereby appoint

☐

the Chairman of the meeting
(Mark this box)

or if you are not appointing the Chairman of the meeting as your proxy, write the full name of the individual or body corporate (excluding the registered member) you are appointing as your proxy.

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, as the proxy sees fit) at the Annual General Meeting of Central West Gold NL ABN 95 003 078 591 to be held at the offices of Investorlink Corporate Limited, Level 26, 56 Pitt Street, Sydney on Wednesday, 27 November 2013 at 9.30am and at any adjournment of that meeting.

Voting directions to your proxy – please mark ☒ to indicate your directions

	For	Against	Abstain
<u>Ordinary resolutions</u>			
1. To approve the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Mr Maxwell James Davis as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Mr Jun Feng Liao as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To ratify past issues of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Special resolution</u>			
5. To approve the 10% placement facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the Chairman 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 proxy in respect of a resolution, please place a mark in the box.

☐

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution(s) and that votes cast by him 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 Chairman will not cast your votes on the resolution, and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

* 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 votes will not be counted in computing the required majority on a poll.

PLEASE SIGN OVERLEAF This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented

CENTRAL WEST GOLD NL
(ABN 95 003 078 591)

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

In addition to signing the Proxy Form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

____/____/____
Date

How to complete the Proxy Form

1 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. 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 security holder in the space.

2 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three 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 voting rights are to be voted on any item by inserting the percentage or number of securities 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 your vote on that item will be invalid.

3 Appointment of a Second Proxy

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

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

4 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual:	where the holding is in one name, the holder must sign.
Joint Holding:	where the holding is in more than one name, all of the security holders should sign.
Power of Attorney:	to sign under Power of Attorney, you must have already lodged this document with the Registered Office or Share Registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
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 indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's Registered Office.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting, being 9.30 am on Monday, 25 November 2013. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

IN PERSON	Company Office – C/- Investorlink Corporate Limited, Level 26, 56 Pitt Street, Sydney, NSW 2000
BY MAIL	C/- Investorlink Corporate Limited, GPO Box 4569, Sydney, NSW 2001
BY FAX	(02) 9247 9977
BY EMAIL	visa@investorlink.com.au