

PMI GOLD

C O R P O R A T I O N

*408 - 837 West Hastings Street
Vancouver, British Columbia
V6C 3N6*

Telephone: 1 604 684 6264

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NOTICE OF SPECIAL MEETING

NOTICE IS HEREBY GIVEN THAT a special meeting of the shareholders of PMI Gold Corporation (the "Company") will be held at the CWA House, 1174 Hay Street, West Perth, Western Australia 6005, on November 9, 2012, at the hour of 10:00 a.m. (Perth time), for the following purposes:

1. To ratify the prior issue by the Company of incentive options.
2. To approve the issue by the Company of common shares.
3. To transact such further or other business as may properly come before the meeting and any adjournments or postponements thereof.

The accompanying information circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

If you are unable to attend the meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

DATED this 11th day of October, 2012.

BY ORDER OF THE BOARD



Collin Ellison
CEO & Managing Director

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INFORMATION CIRCULAR

In Respect of a Special Meeting to be held on November 9, 2012

(As at October 10, 2012 except as indicated)

THE MEETING

PMI Gold Corporation (the “**Company**”) a Company incorporated in British Columbia is providing this Information Circular and a form of proxy in connection with management’s solicitation of proxies for use at a special meeting (the “**Meeting**”) of the Company to be held on November 9, 2012 and at any adjournments or postponements thereof. The Meeting will be held at the CWA House, 1174 Hay Street West, Perth, Western Australia 6005, at 10:00 a.m. (Perth time). Unless the context otherwise requires, when we refer in this Information Circular to the Company, its subsidiaries are also included. All amounts in this information circular are recorded as Canadian dollars unless specified otherwise.

Record Date and Quorum for the Meeting

The board of directors (the “**Board**”) of the Company have fixed the record date for the Meeting at the close of business in Vancouver, British Columbia on September 10, 2012 (the “**Record Date**”). Only shareholders of the Company on record as at the Record Date are entitled to receive notice of the Meeting and to vote those common shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date.

Under the Company's articles, the quorum for the transaction of business at the Meeting consists of one person present in person or by proxy who is entitled to vote at the Meeting.

SOLICITATION OF PROXIES

This Circular is furnished in connection with the solicitation of proxies by the management of the Company for use at the Meeting to be held at the time and place and for the purposes set forth in the attached notice of meeting (the “**Notice**”). The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder’s behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or Directors of the Company (the “**Management Proxyholders**”).

A shareholder has the right to appoint a person other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.

VOTING BY PROXY

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Holders of CDIs are not registered holders and should refer to the section entitled “CDI Holders May Give Instruction to CHESSE”

Depository Nominees Pty. Ltd. (“CDN”). Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote on the matter as described under each Item of business in this Information Circular.

The enclosed form of proxy (“Proxy Form”) also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

Completion and Return of Proxies

Completed forms of proxy must be deposited at the office of the Company’s registrar and transfer agent, Computershare Trust Company of Canada (“**Computershare Canada**”), Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 not later than **10:00am Vancouver time on November 7, 2012** or forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of any adjourned or postponed Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

REVOCABILITY OF PROXY

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a registered shareholder, his attorney authorized in writing or, if the registered shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment or postponement thereof, or with the chairman of the Meeting on the day of the Meeting. **Only registered shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must, at least 7 days before the Meeting, arrange for their Nominees to revoke the proxy on their behalf.**

NON-REGISTERED HOLDERS

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSP’s, RRIF’s, RESP’s and similar plans; or clearing agency (each a “**Nominee**”) such as CDS Clearing and Depository Services Inc., or, in Australia, CDN. If you purchased your shares through a broker, you are likely an unregistered holder.

Non-Registered Holders other than CDI Holders

In accordance with Canadian securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the form of proxy, to Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxy holder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

In addition, Canadian securities legislation now permits the Company to forward meeting materials directly to “non objecting beneficial owners”. If the Company or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these materials

to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the “Completion and Return of Proxy” section above.

CDI HOLDERS MAY GIVE INSTRUCTION TO CDN

A “CDI” is a CHESS Depository Interest representing an uncertificated unit of beneficial ownership in the common shares of the Company registered in the name of CDN. One CDI represents one underlying common share of the Company. “CHESS” refers to the Clearing House Electronic Subregister System, which is the electronic system pursuant to which CDIs of the Company trade on the Australian Securities Exchange (the “ASX”).

Holders of CDIs are non-registered or beneficial owners of the underlying common shares, which underlying shares are registered in the name of CDN. As holders of CDIs are not the legal owners of the underlying common shares, CDN is entitled to vote at meetings of shareholders on the instruction of the registered holder of the CDIs.

As a result, registered holders of CDIs can expect to receive a voting instruction form (a “VIF”), together with the Meeting materials from Computershare Investor Services Pty Ltd (“**Computershare Australia**”), the CDI Registry in Australia. These VIFs are to be completed by holders of CDIs who wish to vote at the Meeting and returned to Computershare Australia in accordance with the instructions contained therein. Completed VIF forms must be returned to Computershare Australia by no later than **5:00pm Perth time on 7 November, 2012** or forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the cut-off time for the receipt of proxies before any adjourned or postponed Meeting.

CDN is required to follow the voting instructions properly received from registered holders of CDIs. If you hold your interest in CDIs through a broker, dealer or other intermediary, you will need to follow the instructions of your intermediary.

A registered holder of a CDI can request CDN to appoint the holder (or a person nominated by the registered holder) as proxy to exercise the votes attaching to the underlying common shares represented by the holders of CDIs. In such case, a holder the CDI may, as proxy, attend and vote in person at the Meeting.

If you hold your interest in CDIs through a broker, dealer or other intermediary, you will need to follow the instructions of your intermediary and request a form of legal proxy which will grant you the right to attend the Meeting and vote in person.

Registered holders of CDIs that wish to change their vote must in sufficient time in advance of the Meeting contact Computershare Australia to arrange to change their vote. If you hold your interest in CDIs through a broker, dealer or other intermediary, you must in sufficient time in advance of the Meeting, arrange for your intermediary to change its vote through Computershare Australia in accordance with the revocation procedure set out above.

APPLICATION OF CANADIAN CORPORATE AND SECURITIES LAW - NOTICE TO HOLDERS OF CDIs

The Company is a gold exploration and development company trading on the TSX Venture Exchange (“**TSX-V**”) (under the symbol PMV), on the ASX (under the symbol PVM) and on the Frankfurt Stock Exchange (under the symbol A1C7LH). The Company was incorporated in Vancouver, British Columbia on March 31, 1978 under the previous *Company Act* (British Columbia) and currently exists under and is governed by the *Business Corporations Act* (British Columbia) (“**BCBCA**”) and the provisions of the Company’s Notice of Articles and Articles. The Company is registered as a foreign company in Australia pursuant to the Australian Corporations Act (2001) (Cth) (the “**Corporations Act**”). The Company’s ARBN is 146 885 609.

Chapters 6, 6A, 6B and 6C of the Australian Corporations Act

The Company is not subject to Chapters 6, 6A, 6B and 6C of the Corporations Act dealing with the acquisition of shares (i.e. substantial holdings and takeovers).

Summary of Canadian Legal Requirements Respecting the Acquisition of Securities of the Company

Applicable Canadian laws, like their Australian equivalent, are very technical. Accordingly, shareholders should consult their own Canadian legal advisors with respect to Canadian legal requirement matters, rather than relying upon this general summary.

In general, subject to compliance with applicable Canadian securities laws, a holder of shares in the capital of a corporation incorporated under the BCBCA is entitled to transfer his, her or its shares to anyone else upon compliance with the provisions of the BCBCA and the articles of the corporation.

Canadian securities laws impose certain limitations on the acquisition of securities. The issuance to the public and trading of securities in Canada is regulated at the provincial/territorial level by securities legislation administered by the relevant provincial or territorial securities commission.

Takeover bids are regulated primarily by provincial and territorial securities legislation and, to a limited extent, the corporate statutes under which the target company is incorporated. Under provincial or territorial securities regulations, an offer to acquire shares of an issuer by a “control person” of that issuer may constitute a formal take-over bid. Under the *Securities Act* (British Columbia), a “control person” is generally defined as any person, company or combination of persons or companies whose holdings represent a sufficient number of securities of the issuer to materially affect the control of that issuer. A holding of more than 20%, in the absence of evidence to the contrary, is deemed to materially affect control of the issuer. In addition, any offer to acquire voting or equity securities where such securities together with the offeror’s securities represent an aggregate of 20% or more of the outstanding securities of that class will constitute a take-over bid.

Unless an exemption from formal take-over bid requirements under applicable Canadian securities legislation can be obtained, persons or companies seeking to make a take-over bid must comply with detailed rules governing bids prescribed by applicable provincial or territorial securities laws. For example, under the applicable securities legislation, exempt bids include bids made over the facilities of the TSX-V and a bid for not more than 5% of the outstanding securities of a class of securities, so long as the aggregate number of securities of that class acquired by the offeror and any person acting jointly or in concert with the offeror in the previous twelve months is not greater than 5% of the class and the bid is for a price not in excess of the market price for those securities.

Reporting by Substantial Shareholders and Insiders

Under the insider reporting and trading rules of applicable Canadian securities legislation, reporting obligations and trading restrictions are placed on substantial shareholders. A reporting “insider” generally includes any person or company who beneficially owns, directly or indirectly, voting securities or who exercises control or direction over voting securities or a reporting issuer or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities.

Shareholders who become insiders must file an “Insider Profile” in the prescribed form under National Instrument 55-102 – System for Electronic Disclosure by Insiders (“SEDI”). Further insider reports must be filed within 5 calendar days of any change in the ownership or control or direction over securities of the Company of that insider. Insider reports must be filed electronically on SEDI at www.sedi.ca.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company has only one class of shares (“shares” or “common shares”).

The Company is authorized to issue an unlimited number of common shares without par value, of which 275,505,084 shares are issued and outstanding. Of such issued and outstanding shares, 76,345,455 were held by CDN on behalf of holders of CDIs. All references to outstanding shares (or common shares) in this Information Circular include the shares held by CDN and all references to holders of shares includes CDI holders. The Company’s common shares are listed and traded in Canada on the TSXV under the symbol “PMV”. The shares (CDIs) are also listed on the ASX under the symbol “PVM”.

To the knowledge of the directors and senior officers of the Company, and based on the Company’s review of the records maintained by Computershare Canada, electronic filings with System for Electronic Document Analysis and Retrieval (“SEDAR”) and insider reports filed with SEDI, the following persons owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company:

<i>Name</i>	<i>No. of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly*</i>	<i>Percentage of Outstanding Shares</i>
Waratah Investments Ltd.	29,929,459	10.86%
Macquarie Group Limited	36,371,603	13.20%

SCHEDULES AND APPENDICES

This Circular is important. Please review its contents carefully. This Circular also includes Schedules, which are included herein.

MATTERS TO BE ACTED UPON AT THE SPECIAL MEETING OF SHAREHOLDERS

Item 1 – Ratification of Prior Issue – Incentive Options

Shareholder approval will be sought to consider and, if thought fit, to pass, with or without amendment, the following resolution (the “**Ratification of Prior Issue of Incentive Options Resolution**”) as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 1.75 million Incentive Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion. The Company will disregard any votes cast on the Ratification of Prior Issue of Incentive Options Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

Explanatory Statement for Item 1.

Although the Company is a Canadian company with a TSXV listing in Canada which did not therefore require approval from shareholders for the issue of shares, the listing of the Company on the ASX in 2010 brought in a number of ASX rules including a rule limiting the Company’s ability to issue capital within 12 months to 15%, subject to certain exceptions (as calculated under detailed rules).

The Ratification of Prior Issue of Incentive Options Resolution seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of one million seven hundred fifty thousand (1,750,000) Incentive Options issued by the Company in the previous 12 months.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying these issues, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1, without the requirement to obtain prior shareholder approval.

Technical information required by ASX Listing Rule 7.4 – Incentive Options

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the 1.75m Incentive Options:

- (a) 1.75 million Incentive Options were allotted to Michael Gloyne on March 11, 2012 with an exercise price per common share of C\$2.00 (noting that 2m Incentive Options were initially issued but 250,000 have expired prior to the date of this notice);
- (b) the Incentive Options expire on March 11, 2016;
- (c) the Incentive Options were issued for nil consideration;
- (d) the Incentive Options were issued on the terms and conditions of the Stock Option Plan of the Company and were issued as part compensation pursuant to the terms of the employment of Michael Gloyne with the vesting conditions described in Schedule 1 to this notice; and
- (e) no funds were raised from the issue of the Incentive Options.

Unless such authority is withheld, the Management Proxyholders intend to vote for the Ratification of Prior Issue of Incentive Options Resolution.

Item 2 – Approval of Issue of Common Shares – Canadian Public Offering

Shareholder approval will be sought to consider and, if thought fit, to pass, with or without amendment, the following resolution (the “**Approval of Share Issue Resolution**”) as an ordinary resolution:

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to a total of 136,907,500 common shares (the “**Offered Shares**”) of the Company to be issued on or about 13 November 2012 pursuant to a Canadian short form prospectus, and to the persons and on the terms and conditions set out in the Explanatory Statement.”*

Voting Exclusion. The Company will disregard any votes cast on the Approval of Share Issue Resolution by any 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 of ordinary securities, if the Approval of Share Issue Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

Explanatory Statement for Item 2

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. The Company is seeking shareholder approval of the proposed issuance of the Offered Shares that is to be made under a final Canadian short form prospectus that will be filed and received by applicable Canadian securities regulatory authorities, as the number of Offered Shares exceeds this limit.

The following information is provided in relation to the proposed issue of the Offered Shares:

- (a) the maximum number of Offered Shares to be issued is 136,907,500 (and assuming the exercise in full of the over-allotment option described in (b) below);
- (b) a syndicate of underwriters, being RBC Dominion Securities Inc., Clarus Securities Inc., Canaccord Genuity Corp., Euroz Securities Limited, GMP Securities L.P. and Raymond James Ltd. agreed on October 10, 2012 to purchase as principal for resale, a total of 119,050,000 common shares and the Company has agreed (subject to conditions including this shareholder approval), to allot and issue such shares to the underwriters. The Company has also granted such underwriters an over-allotment option (greenshoe) exercisable for up to an additional 17,857,500 common shares. The proportionate liability of each underwriter to the Company to purchase underwritten common shares is 40% each to RBC Dominion Securities Inc. and Clarus Securities Inc., and 5% each to each of the other underwriters.
- (c) None of the underwriters are related parties of the Company;
- (d) the Offered Shares are expected to be issued on or about 13 November 2012, and in any event no later than 3 months after the date of the Meeting;
- (e) the issue price has been agreed at C\$0.84 per Offered Share;
- (f) the common shares issued will all be issued, if approved by shareholders, as fully paid common shares in the capital of the Company issued on the same terms and conditions as the Company’s existing common shares; and
- (g) the net proceeds raised pursuant to the issue of the Offered Shares will be used to partially fund the development of the Company’s Obotan Gold Project in Ghana, in accordance with the results of its definitive feasibility study that was announced to the ASX on 28 August 2012, for exploration and for general and administrative purposes.

Unless such authority is withheld, the Management Proxyholders intend to vote for the Approval of Shares Issue Resolution.

OTHER INFORMATION

MANAGEMENT CONTRACTS

Other than as disclosed in this Information Circular, no management functions of the Company or its subsidiaries are performed to any substantial degree by a person other than the directors or executive officers of the Company or its subsidiaries.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the Company's most recently completed financial year (30 June 2012).

<i>Plan Category</i>	<i>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</i>	<i>Weighted-average exercise price of outstanding options, warrants and rights (b)</i>	<i>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</i>
<i>Equity compensation plans approved by securityholders</i>	14,837,500	\$1.05	12,713,008
<i>Equity compensation plans not approved by securityholders</i>	n/a	n/a	n/a
TOTAL	14,837,500	n/a	12,713,008

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at October 10, 2012, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company or its subsidiaries which is owing to the Company or its subsidiaries or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or its subsidiaries; or
- (ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries, in relation to a securities purchase program or other program.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than as disclosed under Item 1 – Ratification of Prior Issue – Incentive Options.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

To the knowledge of the Company, except as disclosed in this Information Circular, none of the directors, executive officers or shareholders that beneficially own, control or direct, directly or indirectly, more than 10% of the Company's shares, nor any associate or affiliate of the foregoing, has any material interest, direct or indirect, in any transactions in which the Company has participated within the three most recently completed financial years or in the current financial year prior to the date of this Information Circular, which has materially affected or is reasonably expected to materially affect the Company.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company at 408 - 837 West Hastings Street, Vancouver BC, V6C 3N6, Telephone No. (604) 684 6264, Facsimile No. (604) 684 6242 to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year which are filed on SEDAR.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

DATED this 11th day of October, 2012.

APPROVED BY THE BOARD OF DIRECTORS



Collin Ellison
CEO & Managing Director

SCHEDULE 1 - EXECUTIVE COMPENSATION DISCLOSURE

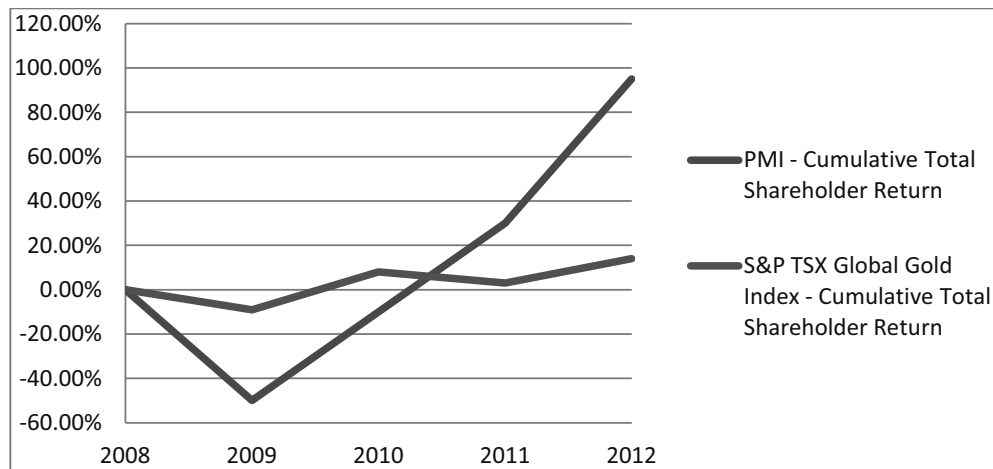
Compensation Discussion and Analysis

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for performance philosophy. Compensation for this financial year and prior financial years have historically been based upon a negotiated salary, with stock options and bonuses potentially being issued and paid as an incentive for performance.

The Board has established a Nomination and Compensation Committee, the members of which are Ross Ashton (Chair), Peter Buck and John Clarke. The function of the Nomination and Compensation Committee is to review, on an annual basis, the compensation paid to the Company's executive officers and to the directors, to review the performance and compensation paid to the Company's executive officers and to make recommendations on compensation to the Board. In addition, the committee reviews annually the compensation plans for the Company's non-executive staff.

Performance Graph

The following chart compares the yearly percentage change in the cumulative total shareholder return on the Common shares of the Company against the cumulative total shareholder return of the S&P/TSX Global Gold Index (Total Return Index Value) for the fiscal years 2008 through 2012.



Option-based awards

The Nomination and Compensation Committee, together with the Board, has the responsibility to administer compensation policies related to executive management of the Company, including option-based awards.

Shareholders have approved a stock option plan pursuant to which the Board has granted stock options to executive officers. The stock option plan provides compensation to participants and an additional incentive to work toward long-term Company performance.

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. The stock option plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact and/or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSX-V, and closely align the interests of the executive officers with the interests of the Company's shareholders.

Shareholders have also approved a performance rights plan or "PRP." The Company is now moving into mine development and operations, as it advances its Obotan Project in Ghana. In that regard, the Company is in the process of building up its management team and key operational staff to lead this transition. To support the Company's recruitment and retention strategy, and in the light of adverse taxation consequences with respect to stock option grant for Australian based employees, the Board has decided to implement the PRP, a performance based competitive long term incentive plan. A PRP structure is also recognised as being an effective means of attracting and retaining staff by providing them with the opportunity to

participate in the creation of a valuable personal asset – a financial stake in the company on a performance tensioned ‘at risk’ basis. No performance rights have yet been issued.

Summary Compensation Table

The following table (presented in accordance with National Instrument Form 51-102F6 - *Statement of Executive Compensation*, which came into force on December 31, 2008 (“**Form 51-102F6**”)) sets forth all annual and long term compensation for services in all capacities to the Company for the most recently completed financial years of the Company ending after December 31, 2008 (to the extent required by Form 51-102F6) in respect of each of the individuals comprised of each Chief Executive Officer and the Chief Financial Officer who acted in such capacity for all or any portion of such recently completed financial years, and each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, (other than the Chief Executive Officer and the Chief Financial Officer), as at June 30, 2012 whose total compensation was, individually, more than \$150,000 for the most recently completed financial year and any individual who would have satisfied these criteria but for the fact that individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year (collectively the “**Named Executive Officers**” or “**NEOs**”).

NEO Name and Principal Position	Year	Salary (\$) ⁽¹⁾	Share-Based Awards (\$)	Option-Based Awards ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Collin Ellison ⁽³⁾ CEO	2012	373,192	Nil	1,150,008	Nil	Nil	40,670	46,617	1,610,487
	2011	136,769	Nil	986,208	Nil	Nil	Nil	Nil	1,122,977
Michael Allen ⁽⁴⁾ CFO	2012	301,831	Nil	674,135	Nil	Nil	27,165	20,231	1,023,362
	2011	25,119	Nil	184,559	Nil	Nil	2,261	Nil	221,939
Michael Gloyne ⁽⁵⁾ COO	2012	126,295	Nil	127,056	Nil	Nil	11,367	13,758	278,476

- (1) The value of perquisites and benefits, if any, for each Named Executive Officer was less than the lesser of \$50,000 and 10% of the total annual salary and bonus.
- (2) The value of the option-based award was determined using the Black-Scholes option-pricing model. All options shown were granted with an exercise price equal to, or greater than, the market price of the Company’s common shares on the date of grant. Accordingly, the values shown for these options are not the “in-the-money” value at the time of grant, but the theoretical value of the options at that time based on the Black-Scholes-option pricing formula. Please see the table under “outstanding option based awards” for the in-the-money value of these options.
- (3) Collin Ellison was appointed Chief Executive Officer of the Company on January 20, 2011. Mr. Ellison also serves a director of the Company but does not receive additional compensation as such.
- (4) Michael Allen was appointed Chief Financial Officer of the Company on June 17, 2011.
- (5) Michael Gloyne was appointed as Chief Operating Officer of the Company on February 3, 2012.

Incentive Plan Awards

The Company does have an incentive plan, pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to the Named Executive Officers as set out below. Of the options issued to the CEO, CFO and COO, 2,000,000, 800,000 and 1,750,000, respectively, remain unvested with vesting subject to meeting certain conditions:

	Collin Ellison	Michael Allen	Michael Gloyne
A decision being made by the Company to proceed to production before 31 December 2012.	1,000,000	400,000	n/a
The discovery or acquisition by the Company of at least 1 million ounces of gold resources (reported in accordance with the JORC Code) in the area beyond a 20 kilometre radius of the resources (as defined in accordance with JORC Code) in existence at the date of this Agreement at Obotan and Kubi.	1,000,000	400,000	n/a
Commencement of wet commissioning of the Obotan process facility within 18 months of award of the construction contract	n/a	n/a	1,000,000
The first full 12-months gold production being equal to or greater than that stated in the Feasibility Study and at a 'cash cost' equal to or no greater than the corresponding Feasibility Study cost per Au ounce	n/a	n/a	750,000

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all awards outstanding in relation to each of the Named Executive Officers, as at the end of the most recently completed financial year and including awards granted before the most recently completed financial year, under share-based incentive plans of the Company pursuant to which compensation depends on achieving certain performance goals or similar conditions within a specified period:

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options ⁽¹⁾ (\$)	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)
Collin Ellison CEO	5,000,000	0.90	Jan. 20, 2016	Nil	N/A	N/A
Michael Allen CFO	2,000,000	0.80	Jun. 1, 2015	Nil	N/A	N/A
Michael Gloyne COO	1,750,000	2.00	March 11, 2016	Nil	N/A	N/A

- (1) Value is calculated by multiplying the number of securities which may be acquired on exercise of the option by the difference, if any, between the market value of the securities underlying the options as at the closing price on the date of the current financial year end, or, if no trades on date of the current financial year end, closing price on the previous trading day. The closing price of the Company's shares was \$0.78 on June 29, 2012.

Value Vested or Earned During the Year

The value vested or earned during the most recently completed financial year of incentive plan awards granted to Named Executive Officers are as follows:

NEO Name	Option-Based Awards - Value Vested During The Year (\$)	Share-Based Awards - Value Vested During The Year (\$)	Non-Equity Incentive Plan Compensation - Value Earned During The Year (\$)
Collin Ellison CEO	1,428,433 ⁽¹⁾	N/A	N/A

<i>NEO Name</i>	<i>Option-Based Awards - Value Vested During The Year (\$)</i>	<i>Share-Based Awards - Value Vested During The Year (\$)</i>	<i>Non-Equity Incentive Plan Compensation - Value Earned During The Year (\$)</i>
Michael Allen CFO	584,496 ²	N/A	N/A
Michael Gloyne COO	Nil	Nil	Nil

- (1) Of the 5,000,000 stock options held by Mr. Ellison at the 2012 fiscal year end, 2,500,000 options vested during fiscal 2012, of which 500,000 vested on July 19, 2011, 1,000,000 vested on October 13, 2011 and 1,000,000 vested on December 31, 2011. The total value of the vested option was \$1,428,433.
- (2) Of the 2,000,000 stock options held by Mr. Allen at the 2012 fiscal year end, 1,000,000 options vested during fiscal 2012, of which 400,000 vested on October 13, 2011, 200,000 vested on November 30, 2011 and 400,000 vested on December 31, 2011. The total value of the vested options was \$583,496.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

Termination and Change of Control Benefits

The Company entered into: (i) an executive services agreement dated January 20, 2011 (the “**CEO Agreement**”) to employ Mr. Ellison as Chief Executive Officer, (ii) an executive services agreement dated May 19, 2011 (the “**CFO Agreement**”) to employ Mr. Allen as Chief Financial Officer, and (iii) an executive services agreement dated December 22, 2011 (the “**COO Agreement**”) to employ Mr. Gloyne as Chief Operating Officer. Both the CEO Agreement and the CFO Agreement have an initial term of three years, and may be extended for an additional three year period if requested by the Company at least three months before the end of the initial term, and agreed to by the Named Executive Officer (NEO) prior to the end of the initial term. The COO Agreement has an indefinite term.

Pursuant to the CEO Agreement, Mr. Ellison’s salary is C\$525,000 per annum, plus benefits including a AUD\$65,000 vehicle allowance and reimbursement of all reasonable travel and other business expenses. The CEO Agreement also provides for the grant of 5,000,000 stock options under the Company’s stock option plan, the New Plan, to Mr. Ellison. These stock options have an exercise price of \$0.90 per common share which was a 50% premium to the 30 day volume weighted average price of the Company’s common shares on the TSX-V and ASX at the time of grant.

Pursuant to the CFO Agreement, Mr. Allen’s salary is AUD\$290,000 per annum, plus benefits including reimbursement of all reasonable travel and other business expenses. The CFO Agreement also provides for the grant of 2,000,000 stock options under the Company’s stock option plan, the New Plan, to Mr. Allen. These stock options have an exercise price of \$0.80 per common share which was a 50% premium to the 30 day volume weighted average price of the Company’s common shares on the TSX-V and ASX at the time of grant.

Pursuant to the COO Agreement, Mr. Gloyne’s salary is AUD\$400,000 per annum, plus benefits including reimbursement of all reasonable travel and other business expenses. The COO Agreement also provides for the grant of 2,000,000 stock options under the Company’s stock option plan, the New Plan, to Mr. Gloyne. These stock options have an exercise price of C\$2.00 which was a 50% premium to the 30 day volume weighted average price of the Company’s shares on the TSX-V and ASX on the day immediately prior to the date of commencement of employment.

Each of the CEO Agreement, the CFO Agreement, and the COO Agreement may be terminated by either party to the agreement by providing three (3) month’s written notice in the case of the CEO Agreement and the COO Agreement, and twelve (12) months’ written notice in the case of the CFO Agreement. The Company may also terminate Mr. Ellison’s employment, Mr. Allen’s employment, or Mr. Gloyne’s employment for just cause either summarily or by providing one months’ written notice (depending on the cause for termination). Each of the CEO Agreement, the CFO Agreement, and the COO Agreement provides that the Company may dispose with the written notice period that must be given to the executive and immediately terminate their employment by making a payment to the executive equal to the salary payable for the relevant period of notice.

If the Company materially diminishes the duties assigned to Mr. Ellison or reduces his salary under the CEO Agreement (any such event referred to as a “**CEO Change in Services**”) and, within three months thereof, Mr. Ellison resigns from his office with the Company, he is entitled to receive from the Company a payment equal to twelve (12) months’ salary as in effect at the date of his resignation (less applicable taxes), payable in a lump sum within thirty (30) days of his resignation. The CEO Agreement also provides that if a CEO Change in Services occurs at any time after six months following the date of the agreement, 3,000,000 options (or such lesser number as is equal to the number of options that have been granted to Mr. Ellison but remain unvested) will automatically become vested. Pursuant to the Company’s stock option plan, if a change of control occurs, all outstanding options will become vested, whereupon all option holders, including Mr. Ellison, will be entitled to exercise their options in whole or in part. The acceleration of vesting of Mr. Ellison’s options is subject to the prior written approval of the TSX-V and ASX.

If the Company materially diminishes the duties assigned to Mr. Allen or reduces his salary under the CFO Agreement (any such event referred to as a "**CFO Change in Services**") and, within three months thereof, Mr. Allen resigns from his office with the Company, he is entitled to receive from the Company a payment equal to twelve (12) months' salary as in effect at the date of his resignation (less applicable taxes), payable in a lump sum within 30 days of his resignation. The CFO Agreement also provides that if a CFO Change in Services occurs at any time after six months following the date of the CFO Agreement, 1,200,000 options (or such lesser number as is equal to the number of options that have been granted to Mr. Allen but remain unvested) will automatically become vested. Pursuant to the Company's stock option plan, if a change of control occurs, all outstanding options will become vested, whereupon all option holders, including Mr. Allen, will be entitled to exercise his options in whole or in part. The acceleration of vesting of Mr. Allen's options is subject to the prior written approval of the TSX-V and ASX.

If the Company materially diminishes the duties assigned to Mr. Gloyne or reduces his salary under the COO Agreement and, within three months thereof, Mr. Gloyne resigns from his office with the Company, he is entitled to receive from the Company a payment equal to twelve (12) months' salary as in effect at the date of his resignation (less applicable taxes), payable in a lump sum within 30 days of his resignation. Pursuant to the Company's stock option plan, if a change of control occurs, all outstanding options will become vested, whereupon all option holders, including Mr. Gloyne, will be entitled to exercise his options in whole or in part. The acceleration of vesting of Mr. Gloyne's options is subject to the prior written approval of the TSX-V and ASX.

Both the CEO Agreement and the CFO Agreement provide that upon termination of employment for any reason, Mr. Ellison and Mr. Allen will also resign as directors of the Company at the request of the Board.

Each of the CEO Agreement, the CFO Agreement, and the COO Agreement contains non-competition clauses that remain in force for the duration of the executive's employment with the Company and for between six (6) to twelve (12) months thereafter depending on the cause of termination. Each of the agreements also contains customary confidentiality clauses.

Other than as disclosed in this section, as at the end of the most recently completed financial year, neither the Company, nor its subsidiaries, has a contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or its subsidiaries, or a change in responsibilities of the NEO.

The following table sets out an estimate of the compensation entitlements that would be payable to a Named Executive Officer as a result of their resignation from the Company within three months of a change in services assuming the event took place on June 30, 2012:

Name	Estimated Lump-Sum Severance Payment ⁽¹⁾
Collin Ellison CEO	C\$525,000
Michael Allen CFO	AUD\$290,000
Michael Gloyne COO	AUD\$100,000

⁽¹⁾ Assumes a June 30, 2012 resignation.

Director Compensation

The following table sets forth all amounts of compensation provided to the Directors, who are each not also a Named Executive Officer, for the Company's most recently completed financial year:

Director Name	Fees Earned (\$) ⁽¹⁾	Share-Based Awards (\$)	Option-Based Awards ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Thomas Ennison	Nil	Nil	Nil	Nil	Nil	154,732 ⁽³⁾	154,732
The Honourable Joseph H. Mensah	35,310	Nil	Nil	Nil	Nil	Nil	35,310
Dr. John Clarke	41,875	Nil	Nil	Nil	Nil	Nil	41,875
Peter Buck	71,605	Nil	Nil	Nil	Nil	Nil	71,605
Ross Ashton	44,380	Nil	625,405	Nil	Nil	Nil	44,380

<i>Director Name</i>	<i>Fees Earned (\$)⁽¹⁾</i>	<i>Share-Based Awards (\$)</i>	<i>Option-Based Awards⁽²⁾ (\$)</i>	<i>Non-Equity Incentive Plan Compensation (\$)</i>	<i>Pension Value (\$)</i>	<i>All Other Compensation (\$)</i>	<i>Total (\$)</i>
Dr. Michael Price ⁽⁴⁾	Nil	Nil	149,640	Nil	Nil	Nil	149,640

(1) Represents directors fees.

(2) The value of the option-based award was determined using the Black-Scholes option-pricing model. All options shown were granted with an exercise price equal to, or greater than, the market price of the Company's common shares on the date of grant. Accordingly, the values shown for these options are not the "in-the-money" value at the time of grant, but the theoretical value of the options at that time based on the Black-Scholes-option pricing formula. Please see the table under "outstanding option based awards" for the in-the-money value of these options.

(3) Mr. Ennison received fees as an executive Director through an arrangement with Tennison Chambers law firm ("Tennison"), a law firm of which Mr. Ennison is a principal, and under which Mr. Ennison acted as legal counsel to the Company's operations in Ghana. For the year ended June 30, 2011, the base monthly fee was \$10,000 per month, plus out of pocket expenses. Full details of the agreement is disclosed in the AIF dated September 20, 2011 and available on SEDAR.

(4) Dr. Price was appointed as a Director on June 13, 2012.

Other than the foregoing, the Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

The Company has a stock option plan and a PRP for the granting of incentive stock options and performance rights to the officers, employees and directors. The purpose of granting such options and rights is to assist the Company in compensating, attracting, retaining and motivating the directors and to closely align the personal interests of such persons to that of the shareholders.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all awards outstanding in relation to each of the directors who are not Named Executive Officers, as at the end of the most recently completed financial year and including awards granted before the most recently completed financial year, under incentive plans of the Company pursuant to which compensation depends on achieving certain performance goals or similar conditions within a specified period:

<i>Director Name</i>	<i>Option-Based Awards</i>				<i>Share-Based Awards</i>	
	<i>Number of Securities Underlying Unexercised Options (#)</i>	<i>Option Exercise Price (\$)</i>	<i>Option Expiration Date</i>	<i>Value of Unexercised In-The-Money Options⁽¹⁾ (\$)</i>	<i>Number of Shares or Units of Shares That Have Not Vested (#)</i>	<i>Market or Payout Value of Share-Based Awards That Have Not Vested (\$)</i>
Thomas Ennison	Nil	N/A	N/A	N/A	N/A	N/A
The Honourable Joseph H. Mensah	125,000	0.30	Sept. 9, 2014	27,500	N/A	N/A
Peter Buck	1,000,000	1.05	Dec.15, 2015	Nil	N/A	N/A
Ross Ashton	1,000,000	1.05	Dec.15, 2015	Nil	N/A	N/A
John Clarke	500,000	0.40	Oct. 28, 2014	60,000	N/A	N/A
	500,000	0.90	Feb. 18, 2016	Nil	N/A	N/A
Dr. Michael Price	300,000	0.86	June 12, 2017	Nil	N/A	N/A

(1) This amount is calculated based on the difference between the market value of the shares underlying the options at the end of the most recently completed financial year, being 29 June 2012, which was \$0.78 on the TSX-V.

Incentive Plan Awards - Value Vested or Earned During the Year

The value vested or earned during the most recently completed financial year of incentive plan awards granted to directors who are not Named Executive Officers are as follows:

<i>Director Name</i>	<i>Option-Based Awards - Value Vested During The Year (\$)</i>	<i>Share-Based Awards - Value Vested During The Year (\$)</i>	<i>Non-Equity Incentive Plan Compensation - Value Earned During The Year (\$)</i>
Thomas Ennison	N/A	N/A	N/A
The Honourable Joseph H. Mensah	N/A	N/A	N/A
Peter Buck	N/A	N/A	N/A
Ross Ashton	N/A	N/A	N/A
John Clarke	N/A	N/A	N/A
Dr. Michael Price	149,640	N/A	N/A

PMI Gold Corporation

ARBN 146 885 609

Lodge your vote:



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000001 000 PVM
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123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

CDI Voting Instruction Form

For your vote to be effective it must be received by 10.00am (Perth time) Wednesday 7 November 2012

How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI that you own on the record date of September 10, 2012 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

Signing Instructions

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

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

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

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

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

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

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PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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



I 9999999999

I ND

CDI Voting Instruction Form

Please mark



to indicate your directions

STEP 1

CHES Depositary Nominees will vote as directed

XX

Voting Instructions to CHES Depositary Nominees Pty Ltd

I/We being a holder of CHES Depositary Interests of PMI Gold Corporation hereby direct CHES Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Special Meeting of PMI Gold Corporation to be held at CWA House, 1174 Hay Street, West Perth, Western Australia on Friday, 9 November 2012 at 10.00am (Perth time) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHES Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

STEP 2

Items of Business



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

For

Against

Resolution 1	Ratification of Prior Issue - Incentive Options To consider and, if thought fit, to pass, with or without amendment, the Ratification of Prior Issue of Incentive Options Resolution as an ordinary resolution.	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Issue of Common Shares - Canadian Public Offering To consider, and, if thought fit, to pass with or without amendment, the Approval of Share Issue Resolution as an ordinary resolution.	<input type="checkbox"/>	<input type="checkbox"/>

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date

/ /

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