

PanTerra Gold Limited

Prospectus

PanTerra Gold Limited

ABN 48 008 031 034

For:

- A non-renounceable pro rata Offer to Eligible Shareholders of up to 53,749,405 New Shares at an issue price of \$0.10 per New Share on the basis of 3 New Shares for every 5 Existing Shares held with one free attaching New Option for every New Share issued exercisable at \$0.15 on or before 31 December 2018 to raise up to approximately \$5.37 million before issue costs (**Offer**).
- An offer of Shortfall Securities to Eligible Shareholders and others on the terms set out in section 9.8 (**Shortfall Offer**).

The Offer is subject to a minimum subscription of \$3.0 million, and is partially underwritten for \$2.5 million. See section 9.4 for details of the Underwriting Agreements.

Patersons Securities Limited is acting as Lead Manager to the Offer.

ASX Code: PGI

This Prospectus provides important information about the Company. You should read the entire document including the Entitlement and Acceptance Form. If you have any questions about the securities being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser. An investment in the New Shares offered under this Prospectus is highly speculative.

This Prospectus is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This Prospectus is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Important Notice

This Prospectus is dated 31 August 2015 and was lodged with ASIC on that date. Application will be made to ASX for quotation of the New Shares offered under this Prospectus within 7 days of this date.

Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Nature of this Prospectus

The New Shares which are offered under this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the 3 months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus contains information only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all of the information that would be included in a prospectus for an initial public offer.

Prospectus availability

Eligible Shareholders can obtain a copy of this Prospectus during the Offer period on the Company's website at <http://www.panterragold.com> or by contacting the Company. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus.

The electronic copy of this Prospectus available from the Company's website will not include a personalised Entitlement and Acceptance Form. Eligible Shareholders will only be able to accept the Offer by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus or by making payment using BPAY® (refer to section 8.5 of this Prospectus for further information).

Foreign jurisdictions

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are residents in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

Disclaimer of representations

No person is authorised to provide any information or make any representation in connection with the Offer which is not contained in this Prospectus.

Forward looking statements

This Prospectus contains forward looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Prospectus. These risks, uncertainties and assumptions include, but are not limited to, the risks outlined in section 7 of this Prospectus. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'believe', 'should', 'will', 'may' and similar expressions.

Privacy

Please read the privacy information located in section 9.17 of this Prospectus. By submitting an Entitlement and Acceptance Form, you consent to the matters outlined in that section.

Definitions and currency

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary. References to currency are to Australian dollars unless otherwise expressed.

Enquiries

If you have any questions please call the Company Secretary on +61 2 4861 1740 or Computershare Investor Services Pty Limited (**Share Registry**) on 1300 365 161 at any time between 8.00am and 5.00pm (AEST) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional adviser.

Risk Factors

The below and other risks set out in section 7 may affect the value of the new securities in the future, and investing in the Company should be considered speculative. Investors should consider consulting their professional advisers before deciding whether to apply for new securities under this Prospectus.

Key risk	Description	Section
Debt servicing and going concern	<p>As at 30 June 2015 the Company had current liabilities of US\$35.6 million, consisting mainly of borrowings from Macquarie Bank Limited (MBL) (US\$16.0 million), BanReservas (US\$5.4 million) and shareholders (US\$2.6 million), and Preference Share dividends and redemptions (US\$3.95 million).</p> <p>Since that date the total MBL loan has been reduced from US\$23.0 million to US\$14.9 million all of which is a current liability. The MBL loan is to be further reduced by monthly payments from 30 September 2015 to 31 May 2016 totalling US\$5.1 million, followed by a balloon payment of US\$9.8 million and approximately US\$2.8 million in capitalised royalties on 30 June 2016, to close out the loan. The Company is currently working on the consolidation or conversion to Shares, of the majority of its loans.</p> <p>There is a risk that the Company will not generate sufficient positive cash flow from its Las Lagunas project, consolidate its borrowings, or raise additional capital to repay these loans, or that a consolidation or conversion is not agreed.</p>	7.1(a)
Importing concentrate to increase production	<p>A formal proposal has been submitted to the Director General of Mines (DGM) in the Dominican Republic to establish a 20 year lease over the Company's current Project Area. The Company has also sought in-principle approval to import refractory concentrates for processing at Las Lagunas, subject to environmental approvals. There is a risk that the DGM will not approve the Company's application for a lease and/or its application for the importation of arsenopyrite refractory concentrates.</p>	7.1(b)
Acquiring supply of high grade arsenopyrite	<p>In the near term, the Company is focusing on negotiating supply contracts for up to 100,000 tpa of high grade arsenopyrite concentrate from third parties. While discussions are progressing with these parties, there is a risk that acceptable terms may not be agreed.</p>	7.1(c)
Gold and silver prices	<p>As a producer of gold and silver, any earnings of the Company depend on their sale price. Risks to revenue as a consequence of falling gold prices is mitigated for 2015 and 2016 production due to an existing hedge program for 6,000 oz Au per quarter (approximately 50% to 60% of targeted production) at US\$1,090 per oz. However, precious metal prices fluctuate and are affected by numerous factors beyond the Company's control.</p>	7.1(g)

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Corporate Directory

Directors

Mr Brian Johnson	(Executive Chairman)
Mr James Tyers	(Executive Director)
Mr Ugo Cario	(Non Exec. Director)
Ms Angela Pankhurst	(Non Exec. Director)
Mr Craig Ricato	(Non Exec. Director)

Website

<http://www.panterragold.com>

Share Registry

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne VIC 3001
Tel: 1300 365 161

Lead Manager

Patersons Securities Limited
Level 23, Exchange Plaza,
2 The Esplanade, Perth, WA 6000

Registered and Business Office

55 Kirkham Road
Bowral NSW 2576
Tel: +61 2 4861 1740
Fax: +61 2 4861 7665
Email: admin@panterragold.com

Company Secretary

Ms Pamela Bardsley

Auditor*

BDO East Coast Partnership
Level 11, 1 Margaret Street
Sydney NSW 2000

Solicitors to the Offer

Kings Park Corporate Lawyers
Level 2, 45 Richardson Street
West Perth WA 6005

*This party is named for informational purposes only and was not involved in the preparation of this Prospectus

1 TIMETABLE TO THE OFFER

Lodgement Date	31 August 2015
Ex Date - Shares trade ex Entitlement	3 September 2015
Record date to determine Entitlement	7 September 2015
Prospectus with Entitlement and Acceptance Form dispatched	10 September 2015
Offer opens for receipt of Applications	10 September 2015
Closing date for acceptances	21 September 2015
Deferred settlement trading	22 September 2015
Notify ASX of under-subscriptions	22 September 2015
Issue of New Shares	24 September 2015
Dispatch of shareholding statements	25 September 2015
Normal trading of New Shares expected to commence	25 September 2015

Note: The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date, subject to such date being no later than 3 months after the date of this Prospectus. As such the date the New Shares are expected to commence trading on ASX may vary.

2 KEY OFFER TERMS AND CAPITAL STRUCTURE

Shares currently on issue ¹	89,582,342
Options currently on issue	4,450,000
Performance Share Rights	280,000
Convertible Redeemable Preference Shares	5,000,000
New Shares offered under this Prospectus at \$0.10 per New Share ¹	53,749,405
Amount raised under this Prospectus (before costs)	\$5.37 million

¹ This assumes no further Shares are issued prior to the Record Date.

3 CHAIRMAN'S LETTER

Dear Shareholder

On behalf of PanTerra Gold, I am pleased to invite your participation in a partially underwritten 3 for 5 non-renounceable pro-rata entitlement offer for up to 53,749,405 New Shares at an issue price of \$0.10 each to raise up to approximately \$5.37 million (before costs) (Rights Issue or Offer). The issue price represents a 7% discount to the VWAP of the closing price on the ASX over the 5 trading days prior to the date of this Prospectus.

A free Option will be attached to each New Share issued under the Offer. The Options will be exercisable on or before 31 December 2018 at \$0.15 each.

The Rights Issue is subject to a minimum subscription of \$3.0 million, and is partially underwritten for \$2.5 million.

The primary purpose of this Offer is to meet the costs of a current upgrade of the Company's Las Lagunas process plant in the Dominican Republic, which includes replacing agitator gearboxes with a more robust design to increase plant availability, additional dewatering equipment for processed tailings disposal, and increased working capital.

Part of the proceeds will be utilised in sourcing and negotiating supply contracts for potential feed for the Las Lagunas plant, and for progressing testwork and relevant approvals, as described in the following Business Plan.

PanTerra Gold's Business Plan

The Directors of PanTerra Gold believe the Company has reached a stage where it can reliably plan for future growth based on the intellectual property and experience gained in the application of the patented Albion oxidation process in conjunction with standard Carbon in Leach (CIL) technology, for extracting precious metals from refractory ore. As a consequence, the Company is actively pursuing opportunities in China, Cuba and Canada, to source suitable refractory concentrate for processing through its Albion/CIL plant in the Dominican Republic.

The Company is focussed on sourcing concentrates containing high gold, arsenic, and sulphide sulphur levels (typically 40g/t Au to 60g/t Au, up to 20% As and 25% S). The competition for acquiring these concentrates (derived from arsenopyrite) is relatively low due to increasing worldwide environmental standards restricting or prohibiting the processing of concentrates with high arsenic levels. Concentrates derived from pyrite ore with low arsenic content are readily processed through roasters installed in numerous countries including the US, Canada and China.

The Las Lagunas Albion/CIL process plant converts arsenic (As) to ferric arsenate (FeAsO_4), which has extremely low mobility and is non-soluble when disposed of as tailings, and will comply with World Bank standards for Toxicity Characteristic Leaching Procedure (TCLP) limits.

A formal proposal has been submitted to the Director General of Mines (DGM) in the Dominican Republic to establish a 20 year lease over the Company's current Project Area covering its plant site, tailings dam (which has a 20 year surplus storage capacity), and limestone quarry. The Company has also sought in-principle approval to import refractory concentrates for processing at Las Lagunas, subject to environmental approvals.

The Company is confident of obtaining the necessary environmental approvals by mid-2017.

Prior to receipt of the Dominican approvals, the Company intends to negotiate supply contracts for up to 100,000tpa of high grade arsenopyrite concentrate that could be available from existing mines

in China, and possibly from a mine expected to be recommissioned in Cuba, together with relevant metallurgical test work and resolution of logistics issues.

None of the identified sources would require capital investment by the Company and potential economic benefits look encouraging with the prospect of producing over 130,000 oz Au from 100,000 tonnes of 50g/t Au concentrate utilising less than 60% of the Las Lagunas plant capacity.

Whereas the Company has only been recovering 60% to 65% of gold contained in the low grade concentrate (11g/t Au) produced from the metallurgically complex Las Lagunas tailings, it is confident, based on pilot plant test work, that recoveries from clean high grade arsenopyrite concentrate produced from a mining operation, will be in the order of 85%.

Strategic Investors

The Company has established a relationship with a well-connected group of investors from China to spearhead the identification of sources of high-grade arsenopyrite concentrate, and prospects for joint ventures with mining companies controlling suitable refractory ore bodies. The Chinese group's subsidiary, Hong Kong Benevolent Water Investment Co. Limited (HKBWI), has underwritten and committed to subscribe for 20.0 million of the New Shares to be issued under this Offer.

A member of the group is one of China's most senior gold exploration specialists, who has nominated specific regional areas hosting numerous active gold mines operating in refractory ore, where the application of the Albion/CIL process may be appropriate. As a consequence of this connection, and as announced on 26 August 2015, the Company has received a non-binding offer from an established Government controlled mining and gold trading company to supply approximately 50,000tpa of concentrate from their own and clients' mines in the Tianzhu region of SE China from mid-2017, with a minimum gold grade of 50g/t, and at an acceptable indicative price.

PanTerra Gold is aware of a number of opportunities for application of the Albion/CIL process in China, where it has been granted exclusivity for Albion technology licencing for five years.

Company Finances

The Company has incurred considerable costs over the past few years in overcoming problems associated with its 'first user' status for the extraction of precious metals from refractory ore, utilising the Albion/CIL process.

Since extensive modifications to the Company's Las Lagunas process plant were completed in late 2014, the operations have been generating positive cash flows but they have not always been sufficient to make scheduled reductions to loan facilities originally entered into with lenders based on Feasibility Study results that have not been replicated in practice.

PanTerra Gold recently closed out part of its existing gold hedging program and applied the US\$9.3 million proceeds to reducing Macquarie Bank Limited's (MBL) project loan to US\$14.9 million. A hedging program remains in place for 12 months with deliveries of 6,000 oz Au per quarter (approximately 50% to 60% of targeted production) at US\$1,090 per oz Au to mitigate against further falls in the gold price. The Company may hedge additional forward gold deliveries in the event of prices increasing.

MBL have agreed to monthly loan repayments totalling approximately US\$5.1 million between 30 September 2015 and 31 May 2016 followed by a balloon payment on 30 June 2016 of US\$9.8 million plus capitalised royalty payments of approximately US\$2.8 million, to close out the loan.

Agreement on the loan repayment schedule is subject to the Company raising an additional \$3.0 million of equity by 16 October 2015 by any means chosen by the Company. The Minimum Subscription

under this Offer would satisfy this obligation. None of the funds to be raised by this Rights Issue will be used to repay loans.

The following unsecured financial commitments of the PanTerra Gold Group are subordinated to MBL and cannot be paid out until MBL is repaid in full (refer Section 5.4 for details):

Redeemable Preference Shares issued to CAMIF	US\$10,000,000
Loans from Dominican Government State Bank, BanReservas	US\$7,500,000
Shareholder Loans	A\$3,400,000

CAMIF are to receive dividends and redemptions in the form of Share issues until MBL is repaid (refer section 5.4(e) for details). Shareholders loans totalling A\$1.6 million have been extended to 30 June 2016 subject to a right to convert to Shares with a free attaching Option prior to 31 March 2016, with the same price and terms as this Offer.

The Company is currently working on the consolidation of the majority of its project funding based on a three year repayment schedule, and has offered to repay Shareholders loans of A\$1.8 million within 90 days of the MBL project loan being fully repaid.

Funds from this Offer will improve the Company's financial position and permit senior management to focus on organic growth for the PanTerra Gold Group.

It is disappointing for all long term Shareholders to have to face the dilution of this Issue, but with additional capital, reduced debt and achievable loan repayments, the Company should now be able to move forward on new prospects and begin to realise its potential.

The opportunity for the Company to substantially increase gold production and operating profits within 2 to 3 years, based on purchasing and importing concentrates for processing at its Las Lagunas plant, is set out in a Corporate Presentation lodged with the ASX on 17 August 2015 (www.panterragold.com). Realisation of the Company's potential is the challenge ahead for Management and Directors.

This Prospectus and personalised Entitlement and Acceptance Form should be read carefully and in their entirety before deciding whether to participate in this Offer. Eligible Shareholders should consider the key risk factors outlined in section 7 of this Prospectus including risks relating to cash flow, solvency, future funding, and Dominican Government approvals for importation of gold concentrates.

As a director of the Company, I have personally underwritten 5,000,000 New Shares (\$500,000) of the Rights Issue, and am confident that a further \$500,000 will be raised from existing Shareholders and new investors to ensure a minimum of \$3,000,000 is raised by this Offer.

On behalf of the Board of Directors, I invite you to consider this investment opportunity and thank you for your ongoing support of the Company.

Yours faithfully,



Brian Johnson
Chairman & CEO

4 INVESTMENT OVERVIEW

This information is a selective overview only. Prospective investors should read the Prospectus in full before deciding to invest in New Shares.

Question	Response	Where to find more information
What is the Offer?	<p>3 New Shares for every 5 Existing Shares held on the Record Date at an issue price of \$0.10 per New Share with one free attaching New Option for every New Share issued exercisable at \$0.15 on or before 31 December 2018.</p> <p>The Offer seeks to issue up to 53,749,405 New Shares to raise up to \$5.37 million (before costs).</p>	Section 5
Why is the Offer being made?	The Offer is being made to provide funds to complete upgrades at the Company's Las Lagunas project and for general working capital.	Section 6.1
What are the key investment highlights?	<p>The Company has reached a stage where it can reliably plan for future growth based on the intellectual property and experience gained in the application of the patented Albion oxidation process in conjunction with standard Carbon in Leach (CIL) technology, for extracting precious metals from refractory ore.</p> <p>As a consequence, the Company is actively pursuing opportunities in China, Cuba and Canada, to purchase suitable refractory concentrate for processing through its Albion/CIL plant in the Dominican Republic.</p>	
Can I apply for Shortfall Shares?	Any New Shares under the Offer that are not applied for will become Shortfall Shares. Shareholders can apply for Shortfall Shares in excess of their Entitlement.	Section 9.8
Am I an Eligible Shareholder?	<p>The Offer is made to Eligible Shareholders only. Eligible Shareholders are those Shareholders who:</p> <ul style="list-style-type: none">(a) are the registered holder of Shares as at 5pm (AEST) on the Record Date; and(b) have a registered address in Australia or New Zealand.	

Question	Response	Where to find more information															
How will the proceeds of the Offer be used?	<p>The Company intends to use the funds raised from the Offer broadly as follows:</p> <table border="1"> <thead> <tr> <th></th> <th>Minimum Subscription Amount</th> <th>Full subscription</th> </tr> </thead> <tbody> <tr> <td>Completion of Las Lagunas plant upgrade</td> <td>\$1,200,000</td> <td>\$1,200,000</td> </tr> <tr> <td>Working capital</td> <td>\$1,550,000</td> <td>\$3,924,941</td> </tr> <tr> <td>Expenses of the Offer</td> <td>\$250,000</td> <td>\$250,000</td> </tr> <tr> <td>Total</td> <td>\$3,000,000</td> <td>\$5,374,941</td> </tr> </tbody> </table> <p>Assumes an A\$:US\$ exchange rate of 73 cents.</p>		Minimum Subscription Amount	Full subscription	Completion of Las Lagunas plant upgrade	\$1,200,000	\$1,200,000	Working capital	\$1,550,000	\$3,924,941	Expenses of the Offer	\$250,000	\$250,000	Total	\$3,000,000	\$5,374,941	Section 6.1
	Minimum Subscription Amount	Full subscription															
Completion of Las Lagunas plant upgrade	\$1,200,000	\$1,200,000															
Working capital	\$1,550,000	\$3,924,941															
Expenses of the Offer	\$250,000	\$250,000															
Total	\$3,000,000	\$5,374,941															
Is there a Minimum Subscription Amount?	Yes. The Minimum Subscription Amount is \$3 million. If the Company raises less than \$3 million, then the Company will return the subscription money paid by Eligible Shareholders who have accepted the Offer to those Shareholders in accordance with the Corporations Act.	Section 9.2															
Is the Offer underwritten?	<p>The Offer is partially underwritten up to \$2.5 million (Underwritten Amount).</p> <p>The underwriting is subject to the terms and conditions set out in section 9.5. The Underwriters will receive a fee of 5.0% of the amount underwritten.</p>	Section 9.5															
Are any Directors underwriting the Offer?	Brian Johnson, who is a Director, has agreed to underwrite the Offer up to \$500,000.	Section 9.5															
What will be the effect of the Offer on control of the Company?	<p>The effect of the Offer on control of the Company will vary with the level of Entitlements taken up by Eligible Shareholders and the number of Shortfall Shares taken up by Underwriters.</p> <p>HKBWI currently holds no Shares. In the event HKBWI is issued 20.0 million New Shares as a consequence of its underwriting agreement, its relevant interest in the Company would be 16.72% if only the Minimum Subscription Amount is raised.</p> <p>Mr Brian Johnson currently holds a relevant interest in 4.75% of the Shares. In the event Mr Brian Johnson is issued 5.0</p>	Section 6.4															

Question	Response	Where to find more information
	million New Shares as a consequence of his underwriting agreement, and the trustee of his superannuation fund, Hawthorne Pty Ltd, takes up its entitlement to the Rights Issue, Mr Johnson's relevant interest in the Company could increase to 8.24% based on all entitlements being taken up under the Offer. In the event only the Minimum Subscription Amount is taken up under the Offer, Mr Johnson's relevant interest could rise to 9.88%.	
Is there a fee payable to the Lead Manager?	Yes. The Lead Manager will be paid a fee of \$70,000.	Section 9.4
How do I apply for New Shares under the Offer?	Applications for New Shares can be made by Eligible Shareholders completing the relevant sections of the personalised Entitlement and Acceptance Form and sending it to the Share Registry together with payment by cheque or BPAY in the amount of Entitlement applied for.	Section 8.2
Can I sell my Entitlements under the Offer?	No. The Offer is non-renounceable meaning your Entitlement is not transferable and there will be no trading of rights on ASX.	Section 9.7
How will the Shortfall Shares be allocated?	<p>Shortfall Securities will be allocated as follows:</p> <ul style="list-style-type: none"> (a) firstly, to HKBWI ; (b) secondly, to Eligible Shareholders who apply for Shortfall Securities under the Prospectus in addition to their Entitlement; (c) thirdly, at the Directors' discretion, to other investors who apply for Shortfall Securities under the Prospectus prior to the Closing Date; (d) fourthly, to Mr Brian Johnson; and (e) fifthly, at the Director's discretion within 3 months of the date of this Prospectus. 	Section 9.8
How can I obtain further advice?	Contact the Company Secretary on +61 2 4861 1740 at any time between 8.00am and 5.00pm (AEST time) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional adviser.	

5 COMPANY UPDATE

5.1 Introduction

The Company is seeking to raise up to \$5.37 million before issue costs under this Offer to Eligible Shareholders to subscribe for 3 New Shares for every 5 Existing Shares at an issue price of \$0.10 per New Share with one free attaching New Option for every New Share issued exercisable at \$0.15 on or before 31 December 2018. Mr Brian Johnson and HKBWI have agreed to partially and severally underwrite the Offer up to \$2.5 million.

The Company has entered into an agreement with MBL, subject to a minimum of \$3,000,000 being raised by this Offer, for the Project Loan to be progressively reduced from US\$14.9 million to US\$9.8 million by an initial payment of US\$300,000 on 30 September 2015 and then eight monthly payments of US\$600,000 to 31 May 2016, with a balloon payment of US\$9.8 million to be made on 30 June 2016 to extinguish the loan. Under the agreement, approximately US\$2.8 million of royalty payments which will fall due before 30 June 2016 will be capitalised and paid on this date, MBL's provision of a performance bond of US\$1,030,000 in relation to a power supply contract, will also continue until 30 June 2016.

On 17 August 2015, PanTerra Gold Limited lodged a Corporate Presentation with ASX introducing the Company, its current activities and near term objectives (Corporate Presentation) (refer website www.panterragold.com or www.asx.com.au).

5.2 Las Lagunas Gold Silver Project, Dominican Republic

The Corporate Presentation highlights the potential for the Company to utilize its Albion/CIL process plant at Las Lagunas in the Dominican Republic to extract gold from high-grade arsenopyrite concentrates that may be able to be purchased from operating mines in China and elsewhere.

This could occur from around mid-2017, subject to outstanding Dominican Government approvals, after which the current processing of low-grade concentrate produced from tailings at Las Lagunas could be wound down to accommodate the high-grade imported concentrate, and substantially increase gold production.

The plant has the capacity to treat approximately 180,000tpa of imported arsenopyrite concentrate (current throughput 200,000tpa) which, at a gold grade of 50g/t and an 85% recovery, could produce over 200,000oz Au per year, if this volume of concentrate can be acquired from mining operations of third parties.

Concentrates produced from arsenopyrite ore will normally have gold grades in excess of 40g/t Au and often in excess of 100g/t Au, with arsenic contents that may range from 5% to 25%, making the material difficult for miners to sell or process due to increasing worldwide environmental standards.

Processing arsenopyrite concentrates in PanTerra Gold's Albion/CIL plant will meet applicable World Bank standards.

The Chairman's Letter in this Prospectus sets out the Company's Business Plan for the future.

5.3 New Polaris gold mine, British Columbia

Stage 1 of a Pre-Development and Earn-In Agreement for the development of the New Polaris underground gold mine in British Columbia, in a proposed joint venture between PanTerra Gold (British Columbia) Ltd (PGBC) and Canarc Resource Corp (Canarc), is nearing completion (refer section 5.4(f)).

Stage 1 pre-development activity, which cost PGBC C\$500,000, has demonstrated that the proposed mine could produce 40,000tpa of high grade concentrate with grades of 90g/t Au to 100g/t Au.

The Company has recently advised Canarc that it wishes to extend the date by which PGBC may exercise its option to move to the second Stage of pre-development activity from 22 September 2015 to 31 August 2016, to permit in-principle approvals for the importation and processing of refractory concentrates to be obtained from the Dominican Government.

The parties are currently negotiating on this matter.

5.4 Financing and other material contracts

The Company is a party to several financing contracts, which are material. The contracts and their current status are summarised below:

(a) Macquarie Bank facility agreement

(i) Project Loan

The PanTerra Gold Group are parties to a Facility Agreement with Macquarie Bank Limited (MBL) dated 12 March 2010 (MBL Agreement) and its subsequent amendments. Under the MBL Agreement, MBL has provided a current project loan of US\$14.9 million to the Las Lagunas Project (Project Loan).

The Company has agreed with MBL, subject to a minimum of \$3,000,000 being raised by this Offer, for the Project Loan to be progressively reduced by an initial payment of US\$300,000 on 30 September 2015 and then eight monthly payments of US\$600,000 to 31 May 2016, followed by a balloon payment of US\$9.8 million to be made on 30 June 2016 to extinguish the loan. Under the agreement, approximately US\$2.8 million of royalty payments which will fall due before 30 June 2016 will be capitalised and paid on this date.

Agreement on the loan repayment schedule is subject to a minimum of \$3.0 million of additional equity being raised by the Company by 16 October 2015 by any means chosen by the Company. The Minimum Subscription under this Offer would meet this obligation.

(ii) A Gross Smelter Royalty Agreement with MBL (GSR) which provided for an advance of US\$7.5 million in December 2010 against a stream of royalties payable at 3% on all gold produced from the Las Lagunas Project.

(iii) A Price Participation Agreement (PP) under which the Consolidated Entity shall pay to MBL a PP during the life of the Las Lagunas Project which is to be calculated in accordance with a formula as set out in the Agreement, as follows:

$$\text{Price Participation Payment} = (A - B) \times G \times 5.5\%$$

where:

- (A) A is the average quarterly gold spot price on the calculation date
 - (B) B is the applicable base case gold price on the calculation date
 - (C) G is the number of ounces of gold product produced from the project during the 3 month period immediately preceding the calculation date
- (iv) A performance bond in the form of a letter of credit in favour of AES Andres, the electricity provider to the Las Lagunas project. The current value is US\$1,031,280. MBL's letter of credit is required to be replaced by 30 June 2016 by the Company providing cash backing to this value to AES Andres.
 - (v) MBL's rights under the MBL Agreement (including all amounts owed by the Company to MBL) are secured by first ranking security over the Group, including all of its interest in the Las Lagunas Project.
- (b) Hedging arrangements
- (i) Hedge contracts

The Group has a current hedge position of 21,529 oz of forward gold sale contracts at a fixed forward price of US\$1,090/oz, on the following schedule of maturity dates and gold volumes:

 - (A) 30 Sep 2015 - 1,529oz
 - (B) 31 Dec 2015 - 6,000oz
 - (C) 31 Mar 2016 - 6,000oz
 - (D) 30 Jun 2016 - 6,000oz
 - (E) 30 Sep 2016 - 2,000oz
 - (ii) Deliveries

The Group can deliver into these contracts during the calendar quarters in which they fall due.
 - (iii) Replacement of delivered contracts

If the achievable forward price is above the forward price of the delivered contracts then MBL may require that the Group replace delivered hedging with new forward sales maturing four quarters from the execution date.
 - (iv) Re-hedging

MBL can at any time at its discretion require that the Group re-hedge to bring its hedge book back up from 24 koz to a total of 55 koz in US\$ gold forward sales contracts, provided the gold spot price is above US\$1,175/oz.

MBL reserves the right to change the arrangements above if there is a Default or breach of any terms of the Transaction Documents.
- (c) BanReservas facilities
- BanReservas, the Dominican State-owned Bank, has provided the Company with the following two loan facilities:

- (i) a project loan for \$2.5 million at an interest rate of 8.49% per annum and a maturity date of February 2016; and
- (ii) an amortizing loan for US\$5.0 million at an interest rate of 8.49% per annum with repayments due in two equal instalments of US\$2.5 million each on 31 August 2015 and 31 August 2016.

BanReservas also provided a US\$850,000 guarantee for an Insurance Bond issued as security for the outcome of a dispute in the Dominican Republic Labor Court. The guarantee has subsequently been reduced to US\$290,000.

BanReservas has signed a subordination agreement with MBL under which the abovementioned loans are subordinated to the MBL Project Loan such that these loans cannot be repaid or serviced until the Project Loan has been repaid in full.

(d) Shareholder Loans

During 2012 and 2013 the Company entered into a series of unsecured Australian dollar denominated loans with a number of its shareholders totalling \$3.4 million at an interest rate of 10% per annum (**Shareholder Loans**). In December 2014 the repayment date for all Shareholder Loans was extended to 31 December 2015 and the interest rate was increased to 12% per annum.

Each lender under a Shareholder Loan has signed a subordination agreement with MBL under which the Shareholder Loans are subordinated to the MBL Project Loan so that the Shareholder Loans cannot be repaid until the MBL Project Loan has been fully repaid.

Shareholders who are owed a total of \$1.6 million have agreed to vary the terms of their Shareholder Loans as follows:

- (i) The repayment date is extended to 30 June 2016.
- (ii) Subject to ASX Listing Rules, all or part of their loan may, at the lender's election, be converted prior to 31 March 2016 to Shares with a free attaching Option with the same price and terms as this Offer.

The Company has offered to repay the remaining Shareholders' Loans totalling \$1.8 million within 90 days of the MBL Project Loan being fully repaid.

(e) CAMIF Redeemable Preference Shares

In August 2013 the Company entered into an agreement for the issue of 10.0 million Redeemable Preference Shares (**RPS**) at US\$0.20 each to Central American Mezzanine Infrastructure Fund (**CAMIF**), a private investment fund whose participants include a number of leading institutional investors (**CAMIF Agreement**). The key terms and conditions of the CAMIF Agreement are as follows:

- (i) Seven equal redemption payments of US\$1,428,571 each at six monthly intervals between 31 October 2015 and 31 October 2018.
- (ii) Bi-annual dividends payable from 31 October 2013 until the termination date (15 November 2018) based on a formula using $0.009 \times \text{Gold Sales}$ plus interest charged on the value of outstanding shares for the relevant six month period, calculated at a rate of 7% per annum plus LIBOR.

- (iii) CAMIF has signed a subordination agreement with MBL whereby until MBL's Project Loan is repaid in full, the Company must issue Shares as consideration for dividend and redemption payments calculated as the average of the daily volume weighted average sales price of all Shares sold on the ASX in the 10 trading days immediately prior to the calculation date discounted by 15%.
- (iv) The RPSs have certain voting rights, including a general right to vote if the Company is in default in paying bi-annual dividends.

As a result of the consolidation of the Company's Shares on a 10 for 1 basis (effective on 16 February 2015), on 29 May 2015 the number of RPS was consolidated to 5.0 million convertible at US\$2.00 each.

(f) **Canarc Agreement**

The Company is a party to a Pre-Development and Earn-In Agreement with Canarc Resource Corp. (**Canarc Agreement**) dated 24 February 2015, which provides for PGBC, to progressively spend at its option C\$10.0 million on three stages of pre-development activities to earn a 50% interest in the mine development.

Stage 1 costs equate to approximately C\$500,000 over a five month period from the date of the Canarc Agreement. Following completion of Stage 1, PGBC has 60 days in which to elect to proceed to Stage 2 at a cost of approximately C\$3.5 million (**First Option Notice**).

After completion of Stage 2 which is to be within 9 months of the First Option Notice, PGBC will have earned a 20% interest in the New Polaris claims and then has a further 60 days in which to commit to proceeding to Stage 3 which is the final stage of the pre-development phase of the New Polaris project.

At completion of the Stage 2 program, PGBC has the right to acquire an additional 30% interest in the New Polaris claims (**Second Option**), within 30 months of the date of the Canarc Agreement by either incurring not less than C\$6,000,000 in pre-development expenditures, or completion of a definitive feasibility study and funding the joint venture account with Canarc with sufficient cash such that C\$6,000,000 shall have been expended or contributed to the project (i.e. Stage 3).

Within 6 months of the later of the Second Option being exercised, completion of the Feasibility Study approved by the Management Committee, and the parties entering into a joint venture agreement, PGBC has the right to purchase 1% of Canarc's 50% interest in the New Polaris claims taking its holding in the New Polaris claims to 51%.

5.5 **The Company's debt going forward**

The Company is currently working on the replacement and consolidation of the MBL loan with other loans, into a three year term loan.

6 PURPOSE AND EFFECT OF THE OFFER

6.1 Purpose of the Offer

The Directors intend to apply the proceeds from the Offer as follows:

Use of funds (\$) ('000)	Minimum Subscription Amount	Full Subscription
Completion of Las Lagunas plant upgrade	1,200,000	1,200,000
Working capital ¹	1,550,000	3,924,941
Expenses of the Offer ²	250,000	250,000
Total use of funds	3,00,000	5,374,941

- 1 General working capital includes but is not limited to corporate administration and operating costs and may be applied to directors' fees, ASX and share registry fees, legal, tax and audit fees, insurance and travel costs. Further, general working capital may be applied to evaluating new project opportunities that may complement the existing projects of the Company.
- 2 See section 11.7 for further details relating to the estimated expenses of the Offer.

In the event that moneys are received beyond the Minimum Subscription Amount, the net funds are intended to be applied to general working capital.

The table is a statement of the proposed application of the funds raised as at the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect its' decisions and the Company reserves the right to vary the way the funds are applied

6.2 Statement of financial position

Set out in Schedule 1 is the Company's Reviewed Statement of Financial Position as at 30 June 2015 and the Consolidated Pro-Forma Statement of Financial Position as at 30 June 2015, prepared on the basis of the following adjustments:

- (a) a A\$:US\$ exchange rate of 73 cents;
- (b) the Offer of A\$5.37 million under this Rights Issue is fully subscribed, or alternatively only the Minimum Subscription Amount of A\$3 million is raised;
- (c) the closing out of the Company's hedging program as announced on 6 August 2015 resulting in a reduction of the Project Loan and accrued royalties by US\$9.34 million;
- (d) total transaction costs of \$250,000 with respect to the Offer; and
- (e) changes in repayments of the Project Loan as agreed with MBL.

The Company's Reviewed Statement of Financial Position as at 30 June 2015 has been prepared on a going concern basis as the consolidated entity's cash flow forecast indicates it will remain cash positive until the end of August 2016 based on certain assumptions, including the following which are yet to occur:

- (f) The Company raises A\$3.0 million from its A\$5.37 million Rights Issue (which will be satisfied through raising the Minimum Subscription) with any shortfall placed within a further three months.
- (g) Shareholder Loans to the value of A\$1.6 million are converted to Shares in the Company by March 2016.
- (h) The Company will reduce its US\$14.9 million project loan by US\$300,000 at the end of September 2015 followed by monthly instalments of US\$600,000 between October 2015 and May 2016, with a final balloon payment in June 2016 of US\$9.8 million plus capitalised royalties of approximately US\$2.8 million.
- (i) The amount due to be paid to MBL in June 2016 will be provided by a new three year loan from an alternative financier.

The Consolidated Pro-Forma Statement of Financial Position has not been audited or reviewed and is not intended to be indicative of the financial position that would have occurred, or the financial position expected in future periods, had events reflected herein occurred on the dates indicated.

6.3 Effect of the Offer on the Company's securities

Assuming that Entitlements are taken up in full and that no Options are exercised prior to the Record Date, at the close of the Offer, the capital structure of the Company will be:

Shares	Number	%
Existing Shares	89,582,342	60%
New Shares offered under this Prospectus	53,749,405	40%
Total Shares	143,331,747	100

Unlisted Options

Exercise Price	Expiry Date	Number
\$0.15	31 December 2018	53,749,405
\$1.05 ¹	30 September 2015	1,750,000
\$1.05 ¹	31 December 2015	1,200,000
\$0.65 ¹	31 December 2017	1,500,000
Total Options		58,199,405

- ¹ The terms of these Options allow for their exercise price to be adjusted as a result of the Offer. The Company will announce the adjusted exercise prices following the Offer.

Unlisted Performance Rights

The Company also has 280,000 Performance Rights on issue. Of these:

- (a) 140,000 Performance Rights vest at 31 December 2015; and
- (b) 140,000 Performance Rights vest at 31 December 2016.

Unlisted Redeemable Convertible Preference Shares

See section 5.4(e) for details.

6.4 Effect on control

There will be no effect on control of the Company if all Shareholders take up their Entitlement.

HKBWI and Mr Brian Johnson, a Director, as detailed in section 9.5 of this Prospectus, have agreed to partially and severally underwrite the Offer up to \$2.5 million.

HKBWI has underwritten and committed to subscribe to \$2.0 million of New Shares to be issued and Director, Brian Johnson, has underwritten and committed to subscribe for \$500,000 of New Shares to be issued.

None of these persons will have a voting power of 20% or more in the Company following the Offer.

As the Offer is non-renounceable, the Company has not appointed a nominee for the purposes of section 615 of the Corporations Act and Shareholders may not rely upon item 10 of section 611 of the Corporations Act to have a voting power of 20% or more.

No person's voting power in the Company may increase to 20% or more as a result of the issue of the New Shares.

6.5 Substantial shareholders

As at the date of the Prospectus, the Company has the following substantial Shareholder:

Substantial Shareholders	Number	%
Central American Mezzanine Infrastructure Fund LP ¹	11,745,036	13.11

¹ CAMIF also holds 5.0 million RPSs. RPSs carry certain voting rights, including a general right if the Company is in default of its obligation to pay bi-annual dividends.

6.6 Dilution

Given the Offer is partially underwritten, if no Shareholders participate in the Offer, the Minimum Subscription Amount is raised and the Underwriters are issued the full Underwritten Amount, existing Shareholders will have their holdings diluted by 33.5%.

7 RISK FACTORS

The New Shares offered under this Prospectus are considered speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors consider the risk factors described below together with information contained elsewhere in this Prospectus, and to consult with your professional advisers before deciding whether to apply for the New Shares pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the New Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

7.1 Company and industry risks

The risks outlined below are specific to the Company's operations and to the mining industry in which the Company operates.

(a) Future funding and ability to continue as a going concern

As at 30 June 2015 the Company had current liabilities of US\$35,566,259 and current assets of US\$10,096,642 (which included US\$753,976 in cash). Current liabilities consisted primarily of borrowings, which were 12 months of scheduled payments to the Group's principal lender, Macquarie Bank Limited (MBL) (US\$16.0 million), loans from BanReservas (US\$5.4 million) and Shareholders (US\$2.6 million), and Preference Share dividends and redemptions (US\$3.95 million).

On that date MBL was also owed US\$1.3 million of accrued royalty payments and non-current scheduled payments of US\$7.0 million. On 5 August 2015 the Company closed out its existing gold hedging program and applied the US\$9.3 million proceeds to paying the accrued royalties and reducing MBL's project loan to US\$14.9 million. Monthly loan repayments totalling approximately US\$5.1 million will be made between September 2015 and May 2016. On 30 June 2016, a balloon payment of US\$9.8 million plus capitalised royalty payments of approximately US\$2.8 million will be required to close out the loan.

The loan repayment schedule is subject to a minimum of \$3.0 million of additional equity being raised by the Company by 16 October 2015. The Minimum Subscription under this Offer would meet this obligation.

Other loan repayments and Preference Share dividends and redemptions are all subordinated to obligations owed to MBL. Redemptions and dividends payable to CAMIF will be paid in the form of Share issues until MBL is fully repaid. Shareholder Loans totalling A\$1,600,000 have been extended to 30 June 2016 subject to a right to convert prior to 31 March 2016, to Shares with free attaching Options with the same price and terms as this Offer.

The Company is currently working on replacement of the MBL facility with a three year loan term and the consolidation or conversion to Shares for the balance of its loans. There is a risk that the Company will not generate sufficient positive cash flow from its Las Lagunas project, consolidate its borrowings, or raise additional capital to repay these debts.

The Company is reliant on cash flow generated by the Las Lagunas project to meet amounts due to creditors and lenders, and there is a risk they may not always be sufficient for the Company to meet its obligations. Furthermore, the Company's financial statements have been prepared on a going concern basis and with certain assumptions as set out in section 6.2. There is a risk that these assumptions may not occur.

(b) Government approvals

A formal proposal has been submitted to the Director General of Mines in the Dominican Republic (DGM) to establish a 20 year lease over the Company's current Project Area covering its plant site, tailings dam (which has a 20 year surplus storage capacity) and limestone quarry.

The Company has also sought in-principle approval to import refractory concentrates for processing at Las Lagunas, subject to environmental approvals, in order to implement the Company's future business plan involving the purchase, for shipment to Las Lagunas, of concentrate containing high gold, arsenic and sulphide sulphur levels.

Whilst the Company is confident that all necessary approvals will be obtained, there is a risk that the DGM will not approve the Company's application for a lease and/or its application for the importation of refractory concentrates. Without imported concentrates the Company will not be able to extend the operating life of current Las Lagunas operations and will have to consider moving the plant to an appropriate location outside the Dominican Republic.

(c) Sourcing raw materials

In the near term, the Company is focusing on negotiating supply contracts for up to approximately 100,000tpa of high grade arsenopyrite concentrate that could be made available from existing mines in China, and possibly from a mine expected to be recommissioned in Cuba.

While discussions are progressing, there is a risk that the raw materials will not be made available to the Company on acceptable commercial terms.

(d) Canarc Agreement

It is possible that the Company's request to delay the decision date for commitment to Stage 2 of pre-development activity for the proposed New Polaris gold mine (refer section 5.4(f)), may not be able to be successfully negotiated and Canarc may seek to terminate the Agreement, in which case the Company will reserve its rights under the Canarc Agreement.

(e) Exchange rate fluctuations

A\$1,200,000 of the funds raised under the Offer will be applied to completion of the plant upgrade and associated capital works at Las Lagunas. Any unfavourable

variations in the AU\$ to US\$ exchange rate will result in more of the funds raised being required to be applied to the plant upgrade which will result in a corresponding decrease in the funds applied towards working capital.

Approximately 30% of the Las Lagunas project's operating costs are incurred in Dominican pesos which are reasonably steady in relation to the US Dollar but have been slowly depreciating. The balance of operating costs is incurred in US Dollars, as are financing costs and revenue.

Approximately A\$3.5 million per year is spent on Group overheads, 50% of which are allocated to Las Lagunas project costs.

Fluctuations in relevant exchange rates will impact on financial results.

(f) Future capital needs and additional funding

The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including prospectivity of projects (existing and future), the results of exploration, subsequent feasibility studies, development and mining, stock market and industry conditions, and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

(g) Gold and silver prices

As a producer of gold and silver, any earnings of the Company depend on their sale price. Risks to revenue as a consequence of falling gold prices is mitigated for 2015 and 2016 production due to an existing hedge program for 6,000 oz Au per quarter (approximately 50% to 60% of targeted production) at US\$1,090 per oz.

However, precious metal prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for these commodities, general world economic conditions and the outlook for interest rates, inflation and other economic and political factors on both a regional and global basis. These factors may have a positive or negative effect on the value of the Company's current and future production plans and activities, together with the ability to fund those plans and activities.

(h) Title and application risk

The Company's right and obligation to reprocess refractory tailings from the historical workings of the Pueblo Viejo mine stored in the Las Lagunas dam, and to extract precious metals for sale, is established in the Special Contract for the Evaluation, Exploitation and Profit from the Las Lagunas Tailings Dam with the Dominican Government dated 28 April 2004 (**Special Contract**).

The Special Contract sets out the terms and conditions applicable to the Company's Las Lagunas operations including concessions on taxation, import duty, value-added tax, municipal taxes, as well as profit sharing and royalties payable to the Government.

(i) Operating risks

The Company's operations may be affected by various factors including failure to achieve predicted grades in mining the Las Lagunas tailings; operational and technical difficulties encountered in mining or processing; mechanical failures or breakdowns; unanticipated metallurgical problems which may affect extraction costs; adverse weather conditions; industrial and environmental accidents; industrial disputes; and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

No assurances can be provided that the Company will maintain commercial viability of the Las Lagunas operations, or meet financial forecasts provided to the Market on 17 August 2015 (refer website www.panterragold.com).

(j) Resource estimates

JORC Indicated Resource of 5.14Mt of refractory tailings grading 3.8g/t Au and 38.6g/t Ag stored in the Las Lagunas dam prior to commencement of operations reconciled closely with historical mine records of deposition.

Subsequent to commencement, periodic independent surveys have been conducted to allow consultants to establish remaining resource tonnage based on densities established during drilling programs in 2005-6. The remaining tonnes are then compared with the balance of the resource estimated from daily plant records of tonnes of feed delivered to the plant.

As set out in the Company's announcement lodged with ASX on 26 August 2015, the balance of the Las Lagunas Indicated Resource at 30 June 2015 was 3.25 million tonnes at 3.6g/t gold and 35g/t silver.

Irrespective of this, actual grades of ore reclaimed from the tailings dam may vary from time to time, when compared with the average determined in the JORC estimate. Similarly, at any point of time, the remaining resource tonnage as surveyed may vary from that calculated from daily production reports.

(k) Environmental

The operational activities of the Company are subject to Dominican Government regulation concerning the environment.

The Company's activities are expected to have an impact on the environment due to the Albion process rendering toxic material in the existing tailings such as arsenic, antimony and sulphites, inert and non-soluble after processing. It is the Company's intention to continue to conduct its operations and activities to the highest standard of environmental obligation including but not limited to compliance with all environmental laws and regulations.

(l) Joint venture, acquisitions or other strategic investments

The Company is currently, and may in the future become a party to joint venture agreements governing the development of its projects. There is a risk that one of the Company's joint venture partners may default in their joint venture obligations or not act in the best interests of the joint venture. This may have an adverse effect on the interests and prospects of the Company.

The Company may enter into strategic investments in complementary businesses, or enter into strategic alliances or partnerships with third parties in order to enhance its business. Such arrangements involve a wide range of risks.

(m) Legal risk

The introduction of new legislation or amendments to existing legislation by governments, developments in existing common law, or the respective interpretation of the legal requirements in any of the legal jurisdictions which govern the Company's operations or contractual obligations could impact adversely on the assets, operations and financial performance of the Company and its securities. In addition, there is a commercial risk that legal action may be taken against the Company in relation to commercial matters.

The following ongoing litigation cases are being conducted on behalf of the Company in the Dominican Republic:

(i) Rene Fernandez Labor Claim against EnviroGold (Las Lagunas) Limited (EVGLL)

This matter concerned alleged wrongful dismissal by a former general manager of the Las Lagunas project. Formal court proceedings have concluded with the Supreme Court of Appeal in the Dominican Republic ruling in the Company's favor by upholding the decision of the lower Court of Appeal. Subsequently the Company paid Mr Fernandez US\$100,000 in shares and attempted to pay him a monetary sum totalling US\$42,828.19 as required by the Court. Mr Fernandez declined to accept the monetary sum claiming that he should have been paid a total of US\$44,353.76 and is also disputing the date on which the calculation for the number of shares to be issued was based (he has already been issued with 50,856 shares). All submissions relating to the share issue and monetary sum have been filed with the Labor Court of Las Vega. As at the date of this Prospectus the Court's decision is still pending.

(ii) EVGLL v Gruas Liriano

Gruas Liriano is a crane operator based in the Dominican Republic. In 2013 EVGLL filed a lawsuit against Gruas Liriano for damages caused to one of EVGLL's dredges. The amount claimed is approximately US\$1.9 million. Gruas Liriano has lodged several counter claims, including a claim for unpaid invoices totalling US\$38,000. The claims are still before the Courts, the Company does not expect a decision before the end of this year.

(n) Uninsured loss and liability

Production of precious metals at Las Lagunas involves hazards and risks that could result in the Company incurring losses and liabilities to third parties. There is a risk that the Company may not be sufficiently insured against potential losses or liabilities that could arise from its activities. If the Company incurs losses or liabilities that are not covered by its insurance policies, the funds available for production will be reduced and could create risk for the value of the Company's assets.

7.2 General investment risks

The risks outlined below are some of the general risks that may affect an investment in the Company.

(a) Securities investments and share market conditions

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for mining companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

(b) Liquidity risk

The market for the Company's Shares may be illiquid. As a consequence investors may be unable to readily exit or realise their investment.

(c) Economic risk

Changes in both Australian and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings. The Company's possible revenues and price of its securities can be affected by these factors which are beyond the control of the Company and its Directors.

8 ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS

8.1 What you may do

As an Eligible Shareholder, you may:

- (a) subscribe for all or part of your Entitlement (see section 8.2);
- (b) apply for Shortfall Securities (see section 8.3); and/or
- (c) allow all or part of your Entitlement to lapse (see section 8.4).

8.2 Subscribe for all or part of your Entitlement

Applicants should read this Prospectus in its entirety in order to make an informed decision on the prospects of the Company and the rights attaching to the New Shares offered by this Prospectus before deciding to apply for Shares. If you do not understand this Prospectus you should consult your stockbroker, accountant or other professional adviser in order to satisfy yourself as to the contents of this Prospectus.

If you wish to subscribe for all or part of your Entitlement, complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. The Entitlement and Acceptance Form sets out the number of New Shares you are entitled to subscribe for.

The Entitlement and Acceptance Form must be received by the Company by no later than 5.00 pm (AEST) on the Closing Date. Alternatively, if you are paying by BPAY, the payment must be received by no later than 5 pm AEST on the Closing Date.

Cash will not be accepted and no receipts will be issued.

8.3 To apply for Shortfall Securities

Eligible Shareholders may, in addition to their Entitlement, apply for Shortfall Securities (being any Entitlements not applied for) regardless of the size of their present holding by completing the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. See section 9.8 for details on how Shortfall Securities will be allocated.

Surplus application moneys will be returned to Applicants as soon as practicable following the close of the Offer.

8.4 Allow all or part of your Entitlement to lapse

If you are an Eligible Shareholder and do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

If you take no action, your Entitlement will lapse. You will receive no benefit or New Shares and your Entitlement will become Shortfall Shares.

If you wish to receive a benefit, you must take action to accept your Entitlement in accordance with the instructions above and on the accompanying personalised Entitlement and Acceptance Form.

The number of Existing Shares you hold as at the Record Date and the rights attached to those Existing Shares will not be affected if you choose not to accept any of your Entitlement.

8.5 Payment methods

Cheque, bank draft or money order

The completed Entitlement and Acceptance Form must be accompanied by a cheque, bank draft or money order made payable to 'PanTerra Gold Limited' and crossed 'Not Negotiable' for the appropriate application money in Australian dollars calculated at \$0.10 per New Share accepted. Your cheque, bank draft or money order must be paid in Australian currency and be drawn on an Australian branch of an Australian financial institution. The Company will present the cheque or bank draft on or around the day of receipt of the Entitlement and Acceptance Form. You must ensure that your cheque account has sufficient funds to cover your payment, as your cheque will be presented for payment on receipt. If your bank dishonours your cheque your application will be rejected. Dishonoured cheques will not be represented.

If the amount of your cheque(s), bank draft(s) or money order(s) for application money (or the amount for which those cheque(s) or bank draft(s) clear in time for allocation) is insufficient to pay for the number of New Shares you have applied for in your Entitlement and Acceptance Form, you may be taken to have applied for such lower number of New Shares as your cleared application money will pay for (and to have specified that number of New Shares in your Entitlement and Acceptance Form) or your Application may be rejected.

The Entitlement and Acceptance Form must be received by the Company at the following address by no later than 5.00 pm (AEST) on the Closing Date:

By Post To:	By Delivery To:
Computershare Investor Services Pty Limited	GPO Box 2975 Melbourne VIC 3001

BPAY

Alternatively, if you are paying by BPAY, refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders who wish to pay by BPAY must ensure that payment is received by no later than 5 pm AEST on the Closing Date.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY are received by 5 pm AEST on the Closing Date.

If you have more than one shareholding and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those shareholdings only use the Customer Reference Number specific to that shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same Customer Reference Number for more than one of your shareholdings. This can result in your application monies being applied to your Entitlement in respect of only one of your shareholdings (with the result that any application in respect of your remaining shareholdings will not be recognised as valid).

The Company shall not be responsible for any postal or delivery delays or delay in the receipt of the BPAY payment.

8.6 Entitlement and Acceptance Form is binding

Receipt of a completed and lodged Entitlement and Acceptance Form together with a cheque, bank draft or money order for the application monies, or by making a payment in respect of an Application by BPAY, constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn.

By completing and returning your Entitlement and Acceptance Form with the requisite application monies, or by making a payment in respect of an Application by BPAY, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

- (a) agree to be bound by the terms of the Offer;
- (b) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Company's share registry upon using the contact details set out in the Entitlement and Acceptance Form;
- (e) declare that you are the current registered holder of Shares and are an Australian or New Zealand resident, and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;
- (f) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the New Shares have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and New Zealand and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

The Entitlement and Acceptance Form does not need to be signed to be a valid application. An Application will be deemed to have been accepted by the Company upon allotment of the New Shares.

If the Entitlement and Acceptance Form is not completed correctly or if the accompanying payment of the application monies is for the wrong amount, it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the cheque for the application monies.

9 DETAILS OF THE OFFER

9.1 Shares offered for subscription

By this Prospectus the Company makes a non-renounceable pro rata Offer to Eligible Shareholders of up to 53,749,405 New Shares at an issue price of \$0.10 per New Share on the basis of 3 New Shares for every 5 Existing Shares held with one free attaching New Option for every New Share issued exercisable at \$0.15 on or before 31 December 2018 to raise up to \$5.37 million before issue costs. Fractional entitlements will be rounded up to the nearest whole number.

The Offer is only open to Eligible Shareholders. The Company reserves the right to reject any application that it believes comes from a person who is not an Eligible Shareholder.

Details of how to apply for New Shares are set out at section 8.

All New Shares offered under this Prospectus will rank equally with Existing Shares. The rights and liabilities of the New Shares offered under this Prospectus are summarised in section 10.

9.2 Minimum Subscription Amount

The Minimum Subscription under this Prospectus is \$3.0 million. If the Company raises less than \$3.0 million under the Offer or the Shortfall Offer, then the Company will return the subscription money paid by Eligible Shareholders who have accepted the Offer to those Shareholders in accordance with the Corporations Act.

9.3 Acceptances

This Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to extend the Offer period or close the Offer early.

Instructions for accepting your Entitlement are set out in section 8 and on the Entitlement and Acceptance Form which accompanies this Prospectus.

9.4 Lead Manager

Patersons is acting as Lead Manager to the Offer and will be paid \$70,000 under a mandate agreement dated 28 August 2015 which includes terms and conditions ordinarily found in such agreements.

9.5 Underwriting

The Underwriters have agreed to underwrite all Shortfall Shares in accordance with the Underwriting Agreements. The Underwriters will be paid a fee of 5% for amounts underwritten (**Underwriting Fee**).

The underwriting of the Offer is conditional only upon the Company not withdrawing the Offer, in which case the Underwriters will be relieved of their underwriting obligations.

9.6 Entitlement to Offer

The Offer is made to Eligible Shareholders, who are those Shareholders that:

- (a) are the registered holder of Shares as at 5pm (AEST) on the Record Date;

- (b) have a registered address in Australia or New Zealand;
- (c) subject to certain limited exceptions, are not in the United States or a US Person or acting for the account or benefit of a US Person (to that extent); and
- (d) are eligible under all applicable securities laws to receive an offer under this Prospectus,

or, in the Company's absolute discretion, they are persons resident in any other country who are reasonably able to demonstrate to the Company that they are otherwise eligible to participate in the Offer relying on a relevant exemption from, or are not otherwise subject to, the lodgement, filing, registration or other requirements of any applicable securities laws in the jurisdiction in which they are resident or have a registered address.

It is the responsibility of each Applicant to ensure compliance with the laws of any country relevant to their Application. The Company, in its absolute discretion, reserves the right to determine whether a person is an Eligible Shareholder and therefore able to participate in the Offer, or an Ineligible Shareholder and therefore unable to participate in the Offer. To the maximum extent permitted by law, the Company disclaims all liability in respect of any determination as to whether a person is an Eligible Shareholder.

By returning the accompanying Entitlement and Acceptance Form along with the application money, or by making a payment in respect of an Application by BPay, you will be taken to have represented and warranted that you satisfy the criteria above to be an Eligible Shareholder. The Company reserves the right to reject any Application that it believes comes from a person who is not an Eligible Shareholder.

However, in limited circumstances, and in the Company's absolute discretion, the Company may elect to treat as Eligible Shareholders certain institutional or sophisticated persons who would otherwise not be Eligible Shareholders because their registered addresses are not in Australia or New Zealand.

9.7 No Rights trading

The Offer is non-renounceable. This means that the rights of Eligible Shareholders to subscribe for New Shares under this Prospectus are not transferable and there will be no trading of rights on ASX. Eligible Shareholders who choose not to take up their rights will receive no benefit and their shareholding in the Company will be diluted as a result.

9.8 Shortfall

Any New Shares not applied for under the Offer will become Shortfall Shares. The Directors reserve the right to issue any Shortfall Shares at their discretion within 3 months after the Closing Date (Shortfall Offer).

The Shortfall Offer is, to the extent it is made in Australia, made under this Prospectus. To the extent the Shortfall Offer is made outside Australia, the Shortfall Offer is made without disclosure, a prospectus, lodgement, filing or registration, or other requirements of any applicable securities law, and only in circumstances where it is lawful to do so (such as to institutional or sophisticated investors).

Eligible Shareholders may apply for Shortfall Securities by completing the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. Other investors who are not Eligible Shareholders may apply for Shortfall Securities using the

Shortfall Application Form attached to this Prospectus. Persons outside Australia doing so represent to the Company that they can apply for Shortfall Securities in circumstances which do not require the offer for Shortfall Securities or this Prospectus to be registered.

It is possible that there may be no Shortfall Securities available for issue. The Company will allocate Shortfall Securities:

- (a) firstly, to HKBWI;
- (b) secondly, to Eligible Shareholders who apply for Shortfall Securities under the Prospectus in addition to their Entitlement;
- (c) thirdly, at the Directors' discretion, to other investors who apply for Shortfall Securities under the Prospectus prior to the Closing Date;
- (d) fourthly, to Mr Brian Johnson, a Director; and
- (e) fifthly, at the Directors' discretion within 3 months of the date of this Prospectus.

Subject to the above, the Directors reserve the right at their absolute discretion to reject any application for Shortfall Securities or to issue a lesser number of Shortfall Securities than that applied for, and it is an express term of the Shortfall Offer that applicants for Shortfall Securities will be bound to accept a lesser number of Shortfall Securities allocated to them than applied for. If a lesser number is allocated, excess application money will be refunded without interest as soon as practicable after the Closing Date

9.9 Offer outside Australia and New Zealand

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia or New Zealand.

9.10 Treatment of Ineligible Shareholders

Given the small number of Ineligible Shareholders and the cost of complying with applicable regulations in those jurisdictions, the Company has decided that it would be unreasonable to extend the Offer to Ineligible Shareholders. The Prospectus will not be sent to those Shareholders.

(a) New Zealand

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares. This Prospectus has not been registered, filed or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

(b) Offer outside of Australia or New Zealand

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the New Shares or the Offer

or otherwise to permit an offering of the New Shares in any jurisdiction other than as set out in this section.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).

9.11 Beneficial holders, nominees, trustees and custodians

The foreign selling restrictions under the Offer summarised in section 9.9 of this Prospectus apply to the underlying beneficial holder. Nominees, trustees and custodians must not apply on behalf of any beneficial holder that would not itself be an Eligible Shareholder. Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how they should proceed. Shareholders who hold Shares on behalf of persons whose registered address is not in Australia or New Zealand are responsible for ensuring that applying for New Shares does not breach securities laws in the relevant overseas jurisdictions.

Nominees and custodians that hold Shares should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

9.12 Allotment and application money

New Shares will be issued only after all application money has been received and ASX has granted permission for the New Shares to be quoted. It is expected that New Shares will be issued on 24 September 2015 and normal trading of the New Shares on ASX is expected to commence on 25 September 2015.

All application monies will be deposited into a separate bank account of the Company and held in trust for Applicants until the Shares are issued or application monies returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

9.13 Quotation

The Company will apply to ASX within 7 days after the date of this Prospectus for quotation of the New Shares offered by this Prospectus on ASX. If ASX does not grant permission for the quotation of the New Shares offered under this Prospectus within 3 months after the date of this Prospectus, or such longer period as modified by ASIC, none of the New Shares offered by this Prospectus will be allotted or issued. In these circumstances, all Applications will be dealt with in accordance with the Corporations Act including the return of all application

monies without interest.

A decision by ASX to grant official quotation of the New Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company or of the New Shares.

Quotation, if granted, of the New Shares offered by this Prospectus will commence as soon as practicable after statements of holdings of the New Shares are dispatched.

9.14 Market prices of Existing Shares on ASX

The highest and lowest market sale price of the Existing Shares, which are on the same terms and conditions as the New Shares being offered under this Prospectus, during the 3 months immediately preceding the lodgement of this Prospectus with the ASIC, and the last market sale price on the date before the lodgement date of this Prospectus, are set out below.

	3 month high	3 month low	Last market sale price
Price (\$)	\$0.175	\$0.10	\$0.105
Date	21 June 2015	10 August 2015	28 August 2015

9.15 CHESS

The Company participates in the Clearing House Electronic Subregister System (CHESS). CHESS is operated by ASX Settlement Pty Ltd (ASPL), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company, including New Shares issued under this Prospectus. If an investor is broker sponsored, ASPL will send a CHESS statement.

The CHESS statement will set out the number of New Shares issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company's share registrar and will contain the number of New Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

9.16 Taxation and duty implications

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Offer or Shareholders applying for New Shares under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders in the Offer. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Offer.

No brokerage or stamp duty is payable by Applicants in respect of Applications for New Shares

under this Prospectus.

9.17 Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related body corporates, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

The Corporations Act requires the Company to include information about the Shareholder (including name, address and details of the Shares held) in its public register. The information contained in the Company's public register must remain there even if that person ceases to be a Shareholder. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application. An Applicant has the right to gain access to the information that the Company holds about that person subject to certain exceptions under law. A fee may be charged for access. Such requests must be made in writing to the Company's registered office.

9.18 Enquiries

Any queries regarding the Offer should be directed to Ms Pamela Bardsley, Company Secretary on +61 2 4861 1740.

Any queries regarding the Entitlement and Acceptance Form should be directed to the Share Registry on 1300 365 161.

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

10 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

10.1 Rights and liability attaching to Shares

Full details of the rights and liabilities attaching to the Shares are:

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

(a) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.

(b) Dividends

Subject to the rights of holders of shares issued with any special rights, the profits of the Company which the Board may from time to time determine to distribute by way of dividend are divisible to each share of a class on which the Board resolves to pay a dividend in proportion to the amount for the time being paid on a share bears to the total issue price of the share. All Shares currently on issue and the shares to be issued under this Prospectus are fully paid Shares. The Board may determine that a dividend is payable, fix the amount and time for payment and authorise the payment or crediting by the Company to, or at the direction of, each Shareholder entitled to that dividend.

(c) Future issues of securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

(d) Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

(e) Meetings and notices

Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the Listing Rules.

Shareholders may requisition meetings in accordance with the Corporations Act.

(f) Liquidation rights

The Company has two classes of shares on issue, ordinary shares and redeemable preference shares. Each redeemable preference share ranks in priority to the ordinary Shares in the event of liquidation.

(g) Variation of rights

Subject to the Listing Rules, the rights attached to the Shares may be varied with the consent in writing of shareholders holding three-quarters of the Shares or by a special resolution passed at a separate meeting of the holders of the Shares in accordance with the Corporations Act

(h) Election of directors

There must be a minimum of 3 Directors. At every annual general meeting one third of the Directors (rounded up to the nearest whole number) must retire from office. Any Director who would have held office for more than 3 years if that Director remains in office until the next general meeting must retire. These retirement rules do not apply to certain appointments including the managing director.

(i) Indemnities

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(j) Winding up

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus must be divided among the shareholders of the Company.

(k) Shareholder liability

As the Shares under the Prospectus are fully paid Shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(l) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

(m) Listing Rules

As the Company is listed on the ASX, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the

Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

10.2 Rights and liability attaching to New Options

The New Options entitle the holder to be issued Shares on the following terms and conditions:

- (a) Each Option will entitle the holder to acquire one fully paid ordinary share (**Share**) in the Company.
- (b) The Options may be exercised at any time on or before 31 December 2018. The Options will lapse at 5.00pm AEST on 31 December 2018.
- (c) The Options may only be exercised by notice in writing received at the registered office of the Company (**Exercise Notice**).
- (d) The Options may be exercised in whole or in part. The Exercise Notice must specify the number of Options being exercised and the Option holder must pay to the Company the total applicable exercise price payable by the Option holder by electronic funds transfer.
- (e) The amount payable on the exercise of the Options will be \$0.15 for each Option exercised.
- (f) The Company will within 5 Business Days of the receipt by it of an Exercise Notice from the Option holder and payment of an amount equal to the Option exercise price multiplied by the number of Options being exercised:
 - (i) issue and allot one Share for each Option exercised by the Option holder,
 - (ii) (if applicable) issue a new holding statement for the balance of Options that remain unexercised and
 - (iii) provide the Option holder a holding statement for the relevant number of Shares.
- (g) The Company will immediately on the issue of the Shares arising from the exercise of the Options apply for official quotation on ASX of those Shares.
- (h) Any Shares issued to an Option holder as a result of the exercise of an Option will rank *pari passu* in all respects with all other Shares then on issue. Shares issued upon the exercise of Options will only carry an entitlement to receive a dividend if they were issued before the record date for that dividend.
- (i) The Options are transferable by an Option holder in accordance with the Listing Rules.
- (j) The Option holder will not be entitled to participate in new issues of Shares offered to shareholders during the currency of the Options without exercising the Options. However, the Company will ensure that for the purposes of the proposed issue, notice of the new issue will be given to the Option holder before the record date and in accordance with the Listing Rules. This will give the Option holder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

- (k) If the Company makes a pro rata issue of Shares the Exercise Price for each Option will not be adjusted in accordance with Listing Rule 6.22.2.
- (l) If there is a bonus issue to holders of Shares, the number of Shares over which an outstanding Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue and no change will be made to the exercise price.
- (m) In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the rights of the Option holder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation

11 ADDITIONAL INFORMATION

11.1 Competent person statement - Las Lagunas project

The information in this document that relates to Indicated Resources at the Las Lagunas project is based on information compiled by Rick Adams, BSc MAusIMM MAIG, Director Geological Resource Services for Cube Consulting, who is a consultant to PanTerra Gold Limited. Mr Adams is a Member of the Australasian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Adams consents to the inclusion in the document of the matters based on information in the form and context in which it appears.

This information was prepared and first disclosed under the JORC Code 2004 in the Company's prospectus dated 21 November 2005 and most recently disclosed in the Company's announcement lodged with ASX on 26 August 2015. It has not been updated to comply with the JORC 2012 on the basis that the information has not materially changed since it was last reported.

11.2 Cautionary statement - New Polaris project

The production targets in relation to the New Polaris project referred to in this Prospectus were first released to ASX on 26 February 2015 and clarified on 5 March 2015. They are preliminary and there is no certainty that the production targets or the forecast financial information derived from the production targets, will be realized. All material assumptions underpinning production targets or forecast financial information derived from production targets continue to apply and have not materially changed.

11.3 Continuous disclosure obligations

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the

information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the period from lodgement of the Company's annual financial statements of the Company for the financial year ended 31 December 2014 to the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial statements of the Company for the financial year ended 31 December 2014 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;
 - (ii) any half-year financial report lodged with ASIC by the Company after the lodgement of that annual report and before the lodgement of this Prospectus; and
 - (iii) any continuous disclosure notices given by the Company after the lodgement of the financial statements referred to in paragraph (i) and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours.

The Company has lodged the following announcements with ASX since 31 December 2014 audited financial statements:

Date	
26/08/2015	Progress on Las Lagunas Project Phase II
20/08/2015	Las Lagunas Gold Production
20/08/2015	Change in substantial holding

Date	
17/08/2015	Corporate Presentation
06/08/2015	PGI Closes Out Hedging Program and Reduces Project Debt
31/07/2015	Quarterly Report as at 30 June 2015
30/07/2015	Notice under s208A(5) and Appendix 3B
20/07/2015	New Polaris Metallurgical Test Work Results
25/06/2015	Change of Director's Interest Notice
01/06/2015	Appendix 3B
29/05/2015	Results of Meeting
27/05/2015	New Polaris Update
12/05/2015	PGI Agreements Project Loan Repayment Schedule
01/05/2015	Notice of Annual General Meeting/Proxy Form
30/04/2015	Quarterly Report to 31 March 2015
16/04/2015	Change of Director's Interest Notice
09/04/2015	Revised Forecasts - Investor Presentation
07/04/2015	Update on New Polaris Project
02/04/2015	Additional equity waived
05/03/2015	Investor Presentation March 2015
05/03/2015	Clarification
27/02/2015	Appendix 4G and Corporate Governance Statement
27/02/2015	Annual Financial Report

Date	
26/02/2015	Strategic Agreement Signed
16/02/2015	Completion of Share Consolidation
16/02/2015	Change of Director's Interest Notice
30/01/2015	Results of Meeting
29/01/2015	Quarterly Report to 31 December 2014
28/01/2015	S708A(5)(e) Notice and Appendix 3B
28/01/2015	Completion of Unmarketable Parcel Sale Facility
02/01/2015	Expiry Listed Options

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours or from www.asx.com.au.

11.4 Directors' interests

As at the date of this Prospectus the Directors have a relevant interest in securities of the Company and remuneration as set out below.

Director	Current relevant interest		Entitlement
	Shares	Options	New Shares
Brian Johnson ¹	4,260,000	Nil	2,556,000
Mr James Tyers	260,067	Nil	156,040
Mr Ugo Cario ²	38,304	Nil	22,982
Mr Craig Ricato	Nil	Nil	Nil
Ms Angela Pankhurst ³	101,721	Nil	61,033

1 Mr Brian Johnson holds his current Shares through an entity he controls, Hawthorne Pty Ltd <BGJ Super Fund A/C>.

2 Mr Ugo Cario holds his current Shares through an entity he controls, Ferndale Enterprises Pty Ltd <Cario Super Fund>

3 Ms Angela Pankhurst holds her current Shares through an entity she controls, <Dent Financial Pty Ltd <Angela Dent Super Fund A/C>

Director	2013	2014
Mr Brian Johnson	US\$451,556	US\$422,033
Mr James Tyers	US\$440,180	US\$316,120 ¹
Mr Ugo Cario	US\$47,964	US\$44,866
Mr Craig Ricato	-	US\$131,572 ²
Ms Angela Pankhurst	US\$140,850	US\$45,058

1 This figure includes US\$34,371 superannuation and US\$29,277 share based payments.

2 This figure includes US\$112,500 consultancy fees. Appointed 30 April 2014.

Between 1 January 2015 and 31 July 2015 the following remuneration was paid:

Director	1 January 2015 - 31 July 2015
Mr Brian Johnson	US\$211,085
Mr James Tyers	US\$159,186 ¹
Mr Ugo Cario	US\$19,442
Mr Craig Ricato	US\$22,756
Ms Angela Pankhurst	US\$19,404

1 This figure includes US\$13,811 superannuation.

A trading partnership in which the wife of Mr Brian Johnson, the Company's executive Chairman, indirectly holds a 50% interest has lent the Company A\$1,000,000 on the terms referred to in section 5.4. The Directors (other than Mr Johnson) consider the terms to be reasonable in the circumstances if the Company and the partnership were dealing at arm's length.

The Company has entered into indemnity, insurance and access deeds with each of the Directors (Deeds). Under the Deeds, the Company agrees to indemnify each of the Directors to the extent permitted by the Corporations Act against certain liabilities incurred by the Directors whilst acting as an officer of the Company, and to insure each Director against certain risks to which the Company is exposed as an officer of the Company. The Deeds also grant each Director a right of access to certain records of the Company for a period of up to 7 years after the Director ceases to be an officer of the Company.

The Deeds were entered into as part consideration for the Directors agreeing to hold office as directors of the Company.

The Constitution of the Company provides that the Directors may be paid for their services as Directors. Non-executive directors may only be paid a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the non-executive directors and in default of agreement then in equal shares.

The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct whilst acting in the capacity as a Director of the Company.

Other than as set out above or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last 2 years before the date of lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- (d) to a Director or proposed Director or to any firm which any such Director is a partner, to induce him or her to become, or to qualify as, a Director; or
- (e) for services provided by a Director or proposed Director or to any firm which any such Director is a partner, in connection with the formation or promotion of the Company or the Offer.

11.5 Interests of promoters and named persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

Kings Park Corporate Lawyers has acted as solicitors to the Offer. In respect of this work, the Company will pay approximately \$35,000 exclusive of GST. Kings Park Corporate Lawyers have not received fees for services to the Company in the 2 years prior to the date of this Prospectus.

Patersons Securities Limited is the Lead Manager to the Offer and will be paid such fees as are outlined in section 9.4. Patersons Securities Limited has not received fees for services to the Company in the 2 years prior to the date of this Prospectus.

The Underwriters will be paid a fee of 5% of the amount underwritten. HKBWI has not received fees for services to the Company in the 2 years prior to the date of this Prospectus. Mr Brian Johnson has received the directors' remuneration set out in section 11.4.

The Directors, other than Mr Johnson, consider the financial benefit given to Mr Johnson in the form of the underwriting fee to be reasonable in the circumstances as if the parties were acting on arm's length terms so that Shareholder approval is not required under Chapter 2E

of the Corporations Act.

11.6 Consents

Each of the persons referred to in this section:

- (a) has given and has not, before the date of lodgement of this Prospectus with ASIC withdrawn their written consent:
 - (i) to be named in the Prospectus in the form and context which it is named; and
 - (ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;
- (b) has not caused or authorised the issue of this Prospectus;
- (c) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below;
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role
Kings Park Corporate Lawyers	Lawyers
BDO East Coast Partnership	Auditors
Computershare Investor Services Pty Limited	Share Registry
Patersons Securities Limited	Lead Manager
Hong Kong Benevolent Water Investment Co., Ltd and Brian Johnson	Underwriters

11.7 Expenses of the Offer

The total expenses of the Offer are estimated to be approximately \$250,000, consisting of the following:

Cost	\$
Lead Manager's fees	\$70,000
Underwriters' fees	\$125,000
Legal fees	\$35,000
ASX, and other expenses	\$20,000

Total	\$250,000
--------------	------------------

These expenses have or will be paid by the Company.

11.8 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings of a material nature and the Directors are not aware of any other legal proceedings pending or threatened against the Company, other than as disclosed at section 7.1(m).

12 **DIRECTORS' RESPONSIBILITY AND CONSENT**

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 31 August 2015



.....
Signed for and on behalf of
PanTerra Gold Limited by
Angela Pankhurst

13 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

A\$ or Dollars	Australian dollars unless otherwise stated.
AEST	Eastern Standard Time, New South Wales.
Applicant	a person who submits a valid Entitlement and Acceptance Form pursuant to this Prospectus.
ASIC	the Australian Securities & Investments Commission.
ASX	the ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
Board	the board of Directors.
Business Day	Monday to Friday inclusive, except any day that ASX declares is not a business day.
Canarc Agreement	has the meaning given in section 5.4(f).
Chairman's Letter	means the Chairman's letter set out in section 3.
Closing Date	the date set out in section 1.
Company or PanTerra	PanTerra Gold Limited (ABN 48 008 031 034).
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Deeds	the indemnity, insurance and access deeds between the Company and each of the Directors.
DGM	means the Director General of Mines in the Dominican Republic.
Director	a director of the Company.
Eligible Shareholders	a Shareholder as at the Record Date with a registered address in Australia or New Zealand.
Entitlement	a Shareholder's entitlement to subscribe for New Shares offered by this Prospectus.
Entitlement and Acceptance Form	the personalised entitlement and acceptance form attached to this Prospectus.
EVGLL	has the meaning given in section 7.1(m)(i).

Ex Date	the date set out in section 1.
Existing Share	a Share issued as at 5pm (AEST) on the Record Date.
HKBWI	has the meaning given in the Chairman’s Letter.
Ineligible Shareholder	a Shareholder who is not an Eligible Shareholder.
Lead Manager	means Patersons Securities Limited (ABN 69 008 896 311).
Listing Rules	the listing rules of the ASX.
MBL	means Macquarie Bank Limited.
MBL Agreement	has the meaning given in section 5.4(a).
Minimum Subscription	has the meaning given in section 9.2.
New Shares	Shares issued pursuant to this Prospectus.
New Option	means an Option offered under this Prospectus and subject to the terms set out in section 10.2.
Non-eligible Foreign Shareholders	a Shareholder whose registered address is not situated in Australia or New Zealand.
Offer	an invitation made in this Prospectus to subscribe for New Shares.
Official List	the official list of the ASX.
Opening Date	the date set out in section 1.
Option	an option to purchase a Share.
PGBC	has the meaning given in section 5.3.
Placement	has the meaning given in the Chairman’s Letter.
Prospectus	this Prospectus and includes the electronic prospectus.
Record Date	the date set out in section 1.
Rights	the right of an Eligible Shareholder to take up New Share pursuant to this Prospectus.
Share	a fully paid ordinary share in the Company.
Share Registry	Computershare Investor Services Pty Limited (ACN 000 937 879).
Shareholder	the registered holder of Shares in the Company.

Shortfall	will occur if the Company does not hold successful valid Applications for all the New Shares offered by the Company under this Prospectus by the Closing Date.
Shortfall Shares	New Shares for which valid Applications have not been received by the Closing Date.
tpa	means tonnes per annum.
Underwriter	HKBWI and Mr Brian Johnson, a Director.
Underwritten Amount	has the meaning given in section 4.
US\$	United States dollars.
US person	has the meaning given to that term in Regulation S under the US Securities Act.
US Securities Act	the <i>United States Securities Act of 1933</i> , as amended.

14 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

All amounts are expressed in US\$

	30 June 2015 (reviewed)	Hedge close out/ loan reschedule	Offer (Full subscription)	Offer (minimum subscription only)	30 June 2015 Proforma (full subscription)	30 June 2015 Proforma (Minimum subscription amount)
CURRENT ASSETS						
Cash and cash equivalents	\$753,976		\$3,741,207	\$2,007,500	4,495,183	2,761,476
Trade and other receivables	\$747,640				747,640	747,640
Prepayments and deposits	\$1,443,401				1,443,401	1,443,401
Inventories	\$7,151,625				7,151,625	7,151,625
TOTAL CURRENT ASSETS	10,096,642				13,837,848	12,104,142
NON-CURRENT ASSETS						
Property, plant and equipment	\$30,638,397				30,638,397	30,638,397
Intangible assets	\$18,697,502				18,697,502	18,697,502
TOTAL NON-CURRENT ASSETS	49,335,899				49,335,899	49,335,899
TOTAL ASSETS	59,432,541				63,173,748	61,440,041
CURRENT LIABILITIES						
Trade and other payables	\$7,377,576	-1,263,666			6,113,911	6,113,911
Provisions	\$1,264,687				1,264,687	1,264,687
Borrowings	\$26,923,996	-1,080,124			25,843,872	25,843,872
TOTAL CURRENT LIABILITIES	35,566,259				33,222,469	33,222,469
NON-CURRENT LIABILITIES						
Provisions	\$339,167				339,167	339,167
Borrowings	\$22,801,369	-7,000,000			15,801,369	15,801,369
TOTAL NON-CURRENT LIABILITIES	23,140,536				16,140,536	16,140,536
TOTAL LIABILITIES	58,706,795				49,363,005	49,363,005
NET ASSETS	725,746				13,810,742	12,077,036
EQUITY						
Contributed equity	\$75,515,181		3,741,207	2,007,500	79,256,387	77,522,681
Reserves	(\$2,633,288)				(\$2,633,288)	(\$2,633,288)
Accumulated losses	(\$72,156,147)	9,343,790			(\$62,812,357)	(\$62,812,357)
TOTAL EQUITY	725,746				13,810,742	12,077,036

PanTerra Gold Limited

ABN 48 008 031 034

For all enquiries:

Phone:



(within Australia) 1300 XXX XXX
(outside Australia) 61 3 9415 xxxx

Web:



www.investorcentre.com/contact

000001 000 PGI

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:



See overleaf for details of the Offer and how to make your payment

Non-Renounceable Rights Issue — Entitlement and Acceptance Form

 **Your payment must be received by 5:00pm (AEST) Monday 21 September 2015**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Registration Name & Offer Details

Details of the shareholding and entitlements for this Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you can also apply for Additional New Shares. Enter the number of New Shares you wish to apply for and the amount of payment for those New Shares.

By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Prospectus dated 31 August 2015 and agree to be bound by the Company's Constitution.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**ATF PanTerra Gold Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Turn over for details of the Offer →

Entitlement and Acceptance Form with Additional Shares

X 9999999991

IND

STEP 1 Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Existing shares entitled to participate as at
7 September 2015:

Entitlement to New Shares
on a 3 for 5 basis:

Amount payable on full acceptance
at \$0.10 per New Share:

4,000
1
\$0.01

STEP 2 Make Your Payment

	Biller Code: 99999 Ref No: 1234 5678 9123 4567 89
--	--

Pay by Mail:

 Make your cheque, bank draft or money order payable to "ATF PanTerra Gold Limited" and cross "Not Negotiable".
Return your cheque with the below payment slip to:
Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Contact your financial institution to make your payment from your cheque or savings account.

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AEST) Monday 21 September 2015. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor PanTerra Gold Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AEST) Monday 21 September 2015. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor PanTerra Gold Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

[Detach here](#) - - -

PanTerra Gold Limited Acceptance Payment Details

Entitlement taken up:

Number of Additional New Shares applied for:

Amount enclosed at \$0.10 per New Share: **A\$**



Entitlement No: 12345678

Payment must be received by 5:00pm (AEST) Monday 21 September 2015

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Contact Details

Contact Name _____ Daytime Telephone _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>

123456789123456789+000000001-3051+14