
PANTERRA GOLD LIMITED

ABN 48 008 031 034

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of Shareholders
will be held on Friday, 31 May 2019 at 10.30 am (AEST)**

at

**The Edwin Flack Room, Sofitel Wentworth Sydney, 61-101 Phillip Street,
Sydney NSW**

If you are unable to attend the meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

PANTERRA GOLD LIMITED
ABN 48 008 031 034

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of PanTerra Gold Limited (the **Company** or **PanTerra Gold**) will be held on Friday, 31 May 2019 commencing at 10.30am (AEST) at the Edwin Flack Room, Sofitel Wentworth Sydney, 61-101 Phillip Street, Sydney, N.S.W.

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more details the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

AGENDA

ORDINARY BUSINESS

Receipt of Financial Statements and Reports

To receive and consider the Financial Statements, Directors' Report and the Independent Auditor's Report for PanTerra Gold and its controlled entities for the year ended 31 December 2018.

Resolution 1: Adoption of Remuneration Report

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

"That for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 31 December 2018 be adopted."

Please note that the vote on this Resolution is advisory only, and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of:

- (a) any member of the Company's Key Management Personnel (**KMP**), details of whose remuneration is disclosed in the Remuneration Report; or
- (b) any closely related parties of those KMP; or
- (c) as a proxy by any other person who is a member of the KMP at the time of the AGM, or their closely related parties,

unless the vote is cast as proxy for a person who is entitled to vote on Resolution 1 and:

- (d) the vote is cast in accordance with a direction on the proxy form specifying how the proxy is to vote on Resolution 1, or
- (e) the vote is cast by the Chairman of the meeting and the proxy form expressly authorizes the Chairman to vote as the Chairman sees fit on Resolution 1, even though the resolution is connected to the remuneration of members of the Company's KMP.

Resolution 2: Re-Election of Mr Ugo Cario as a Director of the Company

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

“That Mr Ugo Cario, being a Director who retires by rotation pursuant to the Constitution of the Company and being eligible, be re-elected as a Director of the Company.”

Resolution 3: Re-Approval of Employee Performance Rights Plan

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

“That, for the purposes of Exception 9(b) in ASX Listing Rule 7.2 and for all other purposes, Shareholder re-approve the:

- (a) Company’s Employee Performance Rights Plan (“Plan”) as described in the Explanatory Statement;*
- (b) grant of Rights to ordinary fully paid shares in the Company under the Plan; and*
- (c) issue or transfer of ordinary fully paid shares upon the vesting of Rights under the Plan.”*

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 3 by or on behalf of any Director (except one who is ineligible to participate in any employee incentive scheme in relation to the entity).

However, the Company need not disregard a vote if:

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

Resolution 4: Appointment of Auditor

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

“That,

subject to the consent of the Australian Securities and Investments Commission to the resignation of the current auditor, BDO East Coast Partnership at the conclusion of the 2019 Annual General Meeting, HLB Mann Judd, having consented to do so, be appointed as the auditor of the Company in accordance with the provisions of the Corporations Act, effective at the conclusion of the 2019 Annual General Meeting, and that the Directors be authorised to fix the remuneration of the Auditor.”

CONTINGENT BUSINESS

Resolution 5: Contingent Spill Resolution

If required, to consider and if thought fit to pass as an **ordinary resolution**:

That, subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Remuneration Report:

- (a) an extraordinary general meeting of the Company (the **Spill Meeting**) be held within 90 days of the passing of this resolution;
- (b) all the Directors in office when the resolution to adopt the Directors' Report for the financial year ended 31 December 2018 was passed (excluding the Managing Director, Mr Brian Johnson) (being Angela Pankhurst, Ugo Cario* and James Tyers) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.

*This assumes the Director is re-elected at the Annual General Meeting

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 (in any capacity) by or on behalf of:

- (a) any member of the Company's KMP, details of whose remuneration is disclosed in the Remuneration Report; or
- (b) any closely related parties of those KMP; or
- (c) as a proxy by any other person who is a member of the KMP at the time of the AGM, or their closely related parties,

unless the vote is cast as proxy for a person who is entitled to vote on Resolution 5 and:

- (d) the vote is cast in accordance with a direction on the proxy form specifying how the proxy is to vote on Resolution 5, or
- (e) the vote is cast by the Chairman of the meeting and the proxy form expressly authorizes the Chairman to vote as the Chairman sees fit on Resolution 5, even though the resolution is connected to the remuneration of members of the Company's KMP.

By Order of the Board

Angela Pankhurst
Company Secretary
29 April 2019

PROXY AND SHAREHOLDER INFORMATION

Attendance and Voting

The Company has determined for the purposes of determining voting entitlements at this Annual General Meeting (**AGM**), that all the Shares of the Company recorded in the Company's register at 10.30 am (AEST) on 29 May 2019, shall be taken to be held by the persons registered as holding the Shares at that time. Only those persons will be entitled to vote at the AGM and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Shareholders may vote by attending the AGM in person or by proxy (see below).

Ordinary resolutions require the support of more than 50% of those Shareholders voting in person, by proxy, by representative or by attorney. Special resolutions require the support of at least 75% of those Shareholders voting in person, by proxy, by representative or by attorney.

Every question arising at this AGM will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution. On a show of hands, every Shareholder who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every person who is present in person or by proxy, representative or attorney, will have one vote for each Share held by that person.

Proxies

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has the right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- send the Proxy Form by facsimile to Computershare Investor Services Pty Ltd on fax number (within Australia) 1800 783 447 (outside Australia) 61 3 9473 2555; or
- post the Proxy Form to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001; or
- lodge your proxy electronically by going to www.investorvote.com.au using the details printed on the personalized proxy form.
- Relevant custodians may lodge their Proxy Forms online at www.intermediaryonline.com.

Proxy Forms must be received by the Company not later than 10.30 am on 29 May 2019.

Corporate Representatives

A corporate Shareholder or corporate proxy wishing to appoint a person to act as its representative at the meeting may do so by providing that person with the following information which the representative should bring to the meeting:

1. a letter executed in accordance with the Shareholder's or proxy's constitution and the Corporations Act authorizing that person as the corporate Shareholder's or proxy's representative at the meeting; or
2. a copy of the resolution appointing the person as the corporate Shareholder's or proxy's representative at the meeting, certified by the company secretary or a director of the corporate Shareholder or proxy.

EXPLANATORY STATEMENT TO SHAREHOLDERS

Financial Statements and Reports

The Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 31 December 2018 will be laid before the meeting. The Financial Statements and Reports are contained in the Company's 2018 Annual Report, which is available on the Company's website [www.panterragold.com/Newsroom/ Annual Report 2018](http://www.panterragold.com/Newsroom/Annual%20Report%202018).

There is no requirement for Shareholders to approve these Reports. However, the Chairman of the meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor or the auditor's representative, questions relevant to the conduct of the audit and the content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and Reports and the independence of the auditor in relation to the conduct of the audit.

Written questions to the Company's auditor about the content of the Auditor's Report and the conduct of the audit of the Annual Financial Report to be considered at the meeting may be submitted up to five business days before the meeting to:

The Chairman, PanTerra Gold Limited, PO Box 846, Bowral 2576 NSW Australia

RESOLUTION 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to put a non-binding resolution to its members that the Remuneration Report as contained in the Directors' Report in the 2018 Annual Report, be adopted.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report at the meeting.

Under the Corporations Act, if at least 25% of votes cast on the resolution are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Executive Chairman) must go up for re-election. The Company encourages all Shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

Proxy Voting Restrictions in Respect of Resolution 1

The Company will disregard any votes cast in favour of Resolution 1 by KMP or closely related parties of KMP.

The KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of KMP include Directors (both executive and non-executive) and certain senior executives named in the Company's Remuneration Report.

A 'closely related party' is defined in the Corporations Act 2001 (Cth) and includes a KMP's spouse, dependent and certain other close family members, as well as companies controlled by the KMP.

Recommendation: The Board recommends that Shareholders vote in favour of Resolution 1. The Chairman intends to vote all available proxies given to him "For" the adoption of the Remuneration Report.

RESOLUTION 2 - Re-Election of Director – Ugo Cario

In accordance with ASX Listing Rule 14.4 and Article 54.1 of the Company's Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Accordingly, pursuant to Article 54.1 of the Company's Constitution, Mr Ugo Cario, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election. Details of the qualifications and experience of Mr Cario are set out in the 2018 Annual Report.

Recommendation: The Board (excluding Mr Cario) recommends that Shareholders vote in favour of adopting Resolution 2.

RESOLUTION 3 - Re-Approval of Employee Performance Rights Plan

Background

Shareholder approval is sought in accordance with listing Rule 7.2 for the issue of Rights pursuant to the Company's Employee Performance Rights Plan ("Plan"). The Plan contemplates the issue to eligible employees of Performance Rights, each of which upon vesting entitle the eligible employee to a fully-paid ordinary share in the Company.

Reasons for the Plan

In line with the Company's remuneration policy, the Board believes that appropriately designed equity-based plans are an important component of the Company's remuneration arrangements.

The Board believes that in order to attract and retain talented employees and to provide a long-term incentive which continues to align the interests of employees with the Company's strategies, a flexible equity-based plan should be established to allow the Board to grant different types of performance-based awards depending on the prevailing circumstances.

The objectives of the Plan are to:

- (i) Reward the achievement of excellent results by providing the opportunity to talented employees to accumulate equity in the Company;
- (ii) Attract and retain talented employees in the Company; and
- (iii) Increase Shareholder value by motivating key employees.

Listing Rules

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

Certain issues falling within an exception to Listing Rule 7.1 include an issue of securities to persons participating in an employee rights scheme where Shareholders at a general meeting held not more than 3 years before the date of issue have approved the issue of securities under the scheme pursuant to Listing Rule 7.2 Exception 9. The Plan was originally approved by Shareholders at the Company's 2010 Annual General Meeting and re-approved at the 2013 and 2016 Annual General Meetings. In accordance with Listing Rule 7.2 Exception 9 re-approval of the Plan is again required.

In order to take advantage of the exception from Listing Rule 7.1 and allow the Company greater flexibility to issue securities, Shareholders are requested to approve the Plan under Listing Rule 7.2 Exception 9. This approval will be effective for a period of 3 years from the date of the passing by Shareholders of Resolution 3.

The Plan was and will be offered to employees under ASIC Class Order 03/184 Employee Share Schemes. At such time, the Board may determine the number of shares and issue price (if any), subject to the Corporations Act and Listing Rules. The number of shares which may be issued under the Plan is subject to an effective limit of 5% of the Company's total issued share capital, subject to certain excluded offers under section 708 of the Corporations Act.

Summary of the Plan

Under the Plan, the Board may grant rights to an employee or executive director of the Company or any wholly owned subsidiary or controlled entity of the Company whom the Board decides in its absolute discretion is eligible to be invited to receive a grant of Rights in the Plan from time-to-time and who is not prohibited from participating in the Plan under the terms and conditions of the Plan (**Eligible Employees**).

An invitation to an Eligible Employee may be in such form and content as the Board determines and may include information relating to:

- 1) the ratio in which the Right may convert to ordinary shares in the Company; and
- 2) the date on which Rights will be allotted.

Holders of Rights must not grant any security over any Right of the shares for which the Right may convert.

Mandatory vesting of Rights will occur when the specified conditions and performance measures are satisfied. Each Right, when vested, will automatically convert to one fully paid ordinary share in the Company. The Rights are generally granted to vest in equal instalments over a period of three years.

Rights will expire or lapse on the earlier of:

- 1) the Vesting Date if any performance conditions contained in the Plan Rules are not satisfied by the Vesting Date; or
- 2) the termination of employment of an Eligible Employee (subject to Board determination).

The Company will not apply for ASX quotation of any Rights issued under the Plan. The Rights are not assignable.

Any shares issued or transferred as a result of the vesting of Rights issued under the Plan will rank equally with existing fully paid ordinary shares in the Company, in all respects including voting rights, entitlements to dividends and future entitlement issues.

The number of Rights issued under the Plan since the last approval are:

Number of Rights issued since the last approval	NIL Rights (Note: 100,000 shares issued direct to employee pursuant to the Plan Rules)
Number of Rights that did not vest	NIL
Number of Rights that did vest	3,140,000
Balance of Rights issued and not currently vested	NIL

Recommendation: Each Director not eligible to participate in the Plan (being each non-executive Director) recommends that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – Appointment of Auditor

BDO East Coast Partnership (**BDO**), the Company's current auditor, has sought consent from ASIC to resign as auditor of the Company, in accordance with section 329 (5) of the Corporations Act. Upon receipt of ASIC's consent to their resignation, BDO will resign as auditor of the Company, with effect from the conclusion of this Annual General Meeting. The Board thanks BDO for its services provided as auditor of the Company over the past 5 years.

Following a rigorous process which took into consideration the relative expertise, fee structures and independence of candidates, and in accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination in writing from a shareholder for HLB Mann Judd to be appointed as the Company's auditor. A copy of this notice is attached to this Notice of Meeting as Attachment 1.

HLB Mann Judd has given its consent to act as the auditor of the Company, subject to shareholder approval and ASIC's consent to the resignation of BDO. A copy of this consent is attached to this Notice of Meeting as Attachment 2.

If Resolution 4 is passed, the appointment of HLB Mann Judd as the Company's auditor will take effect from the close of this Annual General Meeting.

Recommendation: The Board recommends that Shareholders vote in favour of adopting Resolution 4.

RESOLUTION 5 – Conditional Spill Resolution

Resolution 5 is required to be included in this Notice of Meeting because at least 25% of the votes cast on the adoption of the Remuneration Report contained in the Company's 2017 Annual Report were against the adoption of the report, i.e. at the 2018 AGM, the Company received a "first strike".

This resolution is a "conditional resolution". Under the Corporations Act "two-strike rule", it will only be put to the meeting if 25% or more of the votes cast on Resolution 1 are against the resolution to adopt the Remuneration Report, i.e. if the Company receives a "second strike".

If this resolution is put to the meeting and is passed, then it will be necessary for the Board to convene a special general meeting (**Spill Meeting**) within 90 days of the date of the 2019 Annual General Meeting in order to consider the composition of the Board. If a Spill Meeting is required, the date of the meeting will be notified to shareholders in due course.

If a Spill Meeting is held, the following Directors will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting:

- James Tyers;
- Ugo Cario; and
- Angela Pankhurst.

Even if Mr Cario is re-elected at the 2019 Annual General Meeting, he will still need to be re-elected at the Spill Meeting to remain in office following the Spill Meeting.

The Corporations Act requires the Company to have a minimum of three Directors (including at least two Directors who ordinarily reside in Australia). If, following the Spill Meeting, the Company has fewer than three Directors (including the Managing Director), then the persons with the highest percentage of votes in favour of their election at the Spill Meeting are taken to be appointed, even if less than half the votes cast on the Resolution were in favour of their appointment. If two or more persons have the same percentage of votes in favour of their appointment, the other Directors will choose one of those persons as the appointed Director.

Consequences of voting “for” the Spill Resolution

The impact of the Spill Resolution on the composition of the Board should be considered carefully by Shareholders. If the Spill Resolution is put to the Annual General Meeting and passes:

- (a) The Company will need to incur expenses (including legal, printing, mail out and registry costs);
- (b) The Spill Meeting is likely to disrupt the Board and the Company’s focus away from core business operations due to the necessary diversion of resources and time toward organizing the Spill Meeting;
- (c) There will be uncertainty as to the composition and continuity of the Board until the Spill Meeting is held. Such uncertainty may create instability within the Company and may have a negative effect on the Company’s share price, and potentially on its operations; and
- (d) It is possible that the Directors will be re-elected at the Spill Meeting. Shareholders are urged not to vote “for” the Spill Resolution as a mere protest, with no intention of voting against the re-election of the Directors at the Spill Meeting, given the negative consequences of voting “for” the Spill Resolution set out above.

Recommendation: The Board recommends that Shareholders vote **against** Resolution 5 if it is put to the meeting.