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**2013  
NOTICE OF ANNUAL GENERAL MEETING,  
EXPLANATORY STATEMENT AND PROXY FORM**

The Annual General Meeting of the Company will be held at the office of K&L Gates, Level 32, 44 St Georges Terrace, Perth, Western Australia, on 28 November 2013 at 12.30 pm (WST)

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

### VENUE

The Annual General Meeting of the Shareholders of Chalice Gold Mines Limited ('Chalice') to which this Notice of Meeting relates will be held at 12.30 pm (WST) on Thursday 28 November 2013 at K&L Gates, Level 32, 44 St Georges Terrace, Perth, Western Australia.

### YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

### VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

### VOTING BY PROXY

All Shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a Shareholder. Shareholders holding two or more Shares can appoint either one or two proxies. If two proxies are appointed, the appointing Shareholder can specify what proportion of their votes they want each proxy to exercise.

To vote by proxy, please complete and sign the proxy form enclosed and either send it:

- (a) by post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC, 3001 (reply paid envelope enclosed); or
- (b) by facsimile (within Australia) 1800 783 447 and (outside Australia) +61 3 9473 2555,

so that it is received **no later than 12.30 pm (WST) on 26 November 2013**, being not less than 48 hours prior to the commencement of the meeting. Proxy forms received later than this time will be invalid. Where the proxy form is executed under power of attorney, the power of attorney must be lodged in the same way as the proxy form.

### BODIES CORPORATE – CORPORATE REPRESENTATION

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at the meeting of Shareholders. The appointment may be a standing one.

### VOTING ENTITLEMENTS

The Board has determined that, for the purpose of voting at the meeting, Shareholders are those persons who are the registered holders of the Company's shares at 4.00pm (WST) on 26 November 2013.

### ENQUIRIES

The Company welcomes enquiries in respect of matters covered in this Annual Notice of Meeting and Explanatory Memorandum and the attendance of Shareholders at the General Meeting. Should you require further information please contact:

The Company Secretary  
Richard Hacker  
Phone: (+61 8) 9322 3960  
Fax: (+61 8) 9322 5800  
Email: rhacker@chalicegold.com

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS GIVEN** that the Annual General Meeting (**Meeting**) of the Shareholders of Chalice Gold Mines Limited (the **Company**) will be held at K&L Gates, Level 32, 44 St Georges Terrace, Perth, Western Australia on Thursday 28 November 2013 at 12.30 pm (WST).

### AGENDA

#### FINANCIAL REPORT

To receive and consider the Company's Financial Report and the reports of the directors and auditor for the year ended 30 June 2013.

#### RESOLUTION 1 - REMUNERATION REPORT

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

*"To adopt the Remuneration Report for the financial year ended 30 June 2013."*

Note: The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

#### Voting Exclusion Statement

Votes cannot be cast and the Company will disregard any vote cast on Resolution 1 by, or on behalf of:

- (a) a member of the key management personnel as disclosed in the Remuneration Report ("**Key Management Personnel**"); and
- (b) a closely related party (such as close family members and any controlled companies) of those persons ("**closely related party of Key Management Personnel**"),

unless the vote is cast by a person as a proxy for a person entitled to vote in accordance with a direction on the Proxy Form, or by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit even if Resolution 1 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

The Chairman intends to vote all available proxies in favour of the Resolution.

#### RESOLUTION 2 - RE-ELECTION OF ANTHONY KIERNAN AS A DIRECTOR

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

*"To elect as a Director of the Company, Mr Anthony Kiernan, who retires by rotation in accordance with the Company's constitution and the ASX Listing Rules and, being eligible, offers himself for re-election."*

#### RESOLUTION 3 - RE-ELECTION OF DOUGLAS JONES AS A DIRECTOR

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

*"To elect as a Director of the Company, Dr Douglas Jones, who retires by rotation in accordance with the Company's constitution and the ASX Listing Rules and, being eligible, offers himself for re-election."*

#### RESOLUTION 4 – RENEWED APPROVAL OF THE EMPLOYEE SHARE OPTION PLAN

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

*"That for the purposes of ASX Listing Rule 7.2, exception 9 and for all other purposes, Shareholders approve the Employee Share Option Plan ("Plan"), the terms and conditions of which are summarised in the Explanatory Statement, and the issue of Options (and Shares on their exercise) under the Plan."*

**Voting Exclusion Statement**

The Company will disregard any vote cast on Resolution 4 by any Director (except one who is ineligible to participate in any employee incentive scheme of the Company) or any of their associates.

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.

Further, a member of Key Management Personnel and their closely related parties may not vote (and the Company will disregard any such votes) as a proxy on Resolution 4 if the appointment does not specify how the proxy is to vote, unless the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even if Resolution 4 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

The Chairman intends to vote all available proxies in favour of the Resolution.

**SPECIAL BUSINESS**

**RESOLUTION 5 – AMENDMENT TO THE CONSTITUTION**

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

*"That the Constitution of the Company be amended by amending clause 1.1 and inserting a new clause 3.9 in the manner set out in the Explanatory Statement."*

By order of the Board



RICHARD HACKER  
Company Secretary

15 October 2013

## **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting of Chalice Gold Mines Limited ('Chalice') to be held at K&L Gates, Level 32, 44 St Georges Terrace, Perth, Western Australia on Thursday 28 November 2013 at 12.30 pm (WST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolutions in the Notice of Meeting.

## **FINANCIAL STATEMENT AND REPORTS**

The Corporations Act requires the Company to lay before the Annual General Meeting the Financial Report, Directors' Report (including the remuneration report) and the Auditor's Report for the last financial year that ended before the Annual General Meeting.

No resolution is required for this item, but Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to these reports. The Company's auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the auditor.

## **RESOLUTION 1 – REMUNERATION REPORT**

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with the Corporations Act. The Remuneration Report details the Company's policy on the remuneration of the Company's Key Management Personnel, being its non-executive Directors, executive Directors, the Managing Director and senior executives and is set out in the Company's 2013 Annual Report. The vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders will be provided with a reasonable opportunity to ask questions and to make comments on the Remuneration Report at the Annual General Meeting.

### **Recommendation**

The Board unanimously recommends that Shareholders vote **in favour** of Resolution 1.

## **RESOLUTION 2 – RE-ELECTION OF ANTHONY KIERNAN AS A DIRECTOR**

Under the Company's Constitution, one-third (or the number closest to one-third) of the Directors (other than the Managing Director) are required to retire by rotation each year.

Mr Kiernan was elected as Director of the Company on 2 February 2006 and in accordance with the Company's Constitution and the ASX Listing Rules retires. Mr Kiernan, being eligible, has offered himself for re-election as a Director of the Company.

Mr Kiernan is a Non-executive Director of the Company. Mr Kiernan, previously a lawyer is a corporate advisor with extensive experience in the administration and operation of listed public companies. He is Chairman of BC Iron Limited, Uranium Equities Limited and Venturex Resources Limited and is a director of Liantown Resources Limited and South Boulder Mining Limited, all listed on the ASX.

### **Recommendation**

The Board (other than Mr Kiernan) unanimously recommends that Shareholders vote **in favour** of Resolution 2.

## **RESOLUTION 3 – RE-ELECTION OF DOUGLAS JONES AS A DIRECTOR**

Under the Company's Constitution, one-third (or the number closest to one-third) of the Directors (other than the Managing Director) are required to retire by rotation each year.

Dr Jones was elected as Director of the Company on 11 November 2008 and in accordance with the Company's Constitution and the ASX Listing Rules retires. Dr Jones, being eligible, has offered himself for re-election as a Director of the Company.

Dr Jones previously held the position as Managing Director and is now an Executive Director of the Company. Dr Jones is a Geologist with over 30 years experience in international mineral exploration, having worked extensively in Australia, Africa, South America and Europe. His career has covered exploration for volcanic and sediment-hosted zinc-copper lead, gold in a wide range of geological settings and IOCG style copper-gold. Dr Jones is also a director of TSX and AIM-listed Minera IRL Limited and Serabi Gold Plc.

### **Recommendation**

The Board (other than Dr Jones) unanimously recommends that Shareholders vote **in favour** of Resolution 3.

## **RESOLUTION 4 – RENEWED APPROVAL OF EMPLOYEE SHARE OPTION PLAN**

### **Background**

Resolution 4 seeks the renewed approval of Shareholders for the Company's Employee Share Option Plan (the "ESOP") and for the issue of Options (and Shares on their exercise) under the ESOP. The ESOP was approved by Shareholders at the Company's 2008 and 2010 Annual General Meetings. Under the ASX Listing Rules, a refreshed approval by Shareholders is required every 3 years.

ASX Listing Rule 7.1 provides that a listed company may not issue equity securities equal to more than 15% of that company's issued share capital in any 12 months without obtaining shareholder approval. An exception to ASX Listing Rule 7.1 is set out in ASX Listing Rule 7.2 (Exception 9) which provides that issues under an employee incentive plan (such as the ESOP) are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the plan as an exception to ASX Listing Rule 7.1.

The ESOP is available to both full-time and part-time employees, including directors and consultants. Since the ESOP was last approved by Shareholders on 25 November 2010, 4,400,000 options have been issued under the ESOP.

Any issue of Options to a Director under the ESOP would require separate Shareholder approval.

### **Summary of the ESOP**

#### *Participants*

Pursuant to the ESOP, the Board may offer free options to full-time and part-time employees, including directors and consultants based on a number of criteria, including contribution to the Company, period of employment, potential contribution to the Company in the future and other factors the Board may consider relevant.

#### *Shares upon exercise*

Each issued option entitles the holder upon exercise to one Share, which will rank equally with all other Shares. The maximum number of options that may be issued at any one time under this and any other employee incentive plan is 5% of the total number of Shares on issue.

#### *Exercise price*

The exercise price of the Options shall be such price as is determined by the Board in its discretion on or before the date of issue, provided that the exercise price shall not be less than the average sale price of Shares during the five business days prior to the date of issue, or such other period as determined by the Board at its discretion.

#### *Not transferable or quoted*

Options may not be transferred other than to an associate of the holder, and quotation of the Options on ASX and TSX will not be sought. However, the Company will apply to the ASX/TSX for official quotation of the Shares issued on the exercise of the Options.

#### *Vesting conditions*

An Option may only be exercised after that option has vested and any other conditions imposed by the Board on exercise are satisfied. The Board may determine the vesting period. An Option will lapse upon the first to occur of:

- (a) the expiry date;
- (b) the holder acting fraudulently or dishonestly in relation to the Company;
- (c) within three (3) months of the holder ceasing to be employed by the Company; or

- (d) on certain conditions associated with a party acquiring a 90% interest in Shares.

The Board may declare an Option to be free of any conditions of exercise if in the opinion of the Board, any of the following change of control event has occurred or is likely to occur:

- (a) the company entering into a scheme arrangement;  
 (b) the commencement of a takeover bid for the Shares; or  
 (c) a party acquiring a sufficient interest in the Company to enable that party to replace the Board.

Options which are so declared may, subject to the lapsing conditions set out above, be exercised at any time on or before their expiry date in any number.

*No participating rights*

There are no participating rights or entitlements inherent in the Options and optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that the record date for determining entitlements to any such issue will be at least 6 business days after the issue is announced. Optionholders will be afforded the opportunity to exercise all Options which they are entitled to exercise pursuant to the ESOP prior to the date for determining entitlements to participate in such issue.

*Bonus issues*

If the Company makes an issue of Shares to shareholders by way of capitalisation of profits or reserves ("Bonus issue"), each optionholder holding any Options which have not expired at the time of the record date for determining entitlements to the bonus issue, upon exercise of those Options, will be entitled to have be issued with the number of Shares which would have been issued under the bonus issue. The options must be exercised immediately before the record date in determining entitlements under the bonus issue (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise). The bonus shares will be paid by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue, rank pari passu in all respect with the other Shares issued.

*Reconstructions*

In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry of any Options, the number of options to which each optionholder is entitled or the exercise price of his or her Options or both or any other terms will be reconstructed in a manner determined by the Board which complies with the provision of the Listing Rules.

*Tax*

Under current taxation laws, any taxation liability in relation to the options, or the Shares issued on the exercise of the options will fall on the participants. The Company will not be liable to fringe benefits tax in relation to the Options or Shares issued under the Plan.

A copy of the complete rules of the Plan is available upon request by contacting the Company Secretary, Mr Richard Hacker on (08) 9322 3960.

**Recommendation**

The Board unanimously recommends that Shareholders vote **in favour** of Resolution 4.

**RESOLUTION 5 – AMENDMENT TO THE CONSTITUTION**

**Background**

Resolution 5 is a special resolution proposing amendments to the Company's constitution ("Constitution") in the manner set out below. A special resolution requires the approval of 75% of those Shareholders present and voting (in person, by proxy or representative) and entitled to vote on the resolution.

**Purpose of amendment**

The proposed changes to the Constitution would allow the Company to implement an Unmarketable Parcel sale facility.

The Company values all of its Shareholders; however, it incurs significant administrative costs in maintaining many small shareholdings, including the costs of preparing and mailing shareholder statements, annual reports and other forms of communications. The cost of maintaining small shareholder accounts can be disproportionately high. In addition, the Company recognises that small shareholders may find it difficult or expensive to dispose of their Shares. Under the proposed changes to the Constitution, the Company would have the ability, no more than once in any 12 month period, to establish an Unmarketable Parcel sale facility and notify shareholders who hold an Unmarketable Parcel (being shares in the Company valued at less than \$500) that it intends to sell their Shares unless they elect to retain them. All transaction costs in relation to the sale facility would be borne by the Company. Shareholders would not have to participate in the sale facility. Though, in order to retain their Shares, the Shareholder would have to confirm this to the Company, buy more Shares, or if relevant, amalgamate their holdings.

### **Proposed amendments**

The proposed changes to the Constitution are set out below. To assist shareholders, a marked-up version of the Constitution showing each of the proposed amendments will be made available on the Company's website at: [www.chalicegold.com](http://www.chalicegold.com). A copy can also be obtained from the Company's registered office.

Clause 1.1 of the Constitution is to be amended by inserting the following new definitions:

- (a) **"Minority Member"** means the holder of less than a Marketable Parcel of the relevant securities;
- (b) **"Purchaser"** means the person or persons (including a Member or Members) to whom the relevant securities are disposed or sold in accordance with clause 3.9.1;
- (c) **"Sale Consideration"** means the proceeds of any sale or other disposal of the relevant securities of a Minority Member pursuant to clause 3.9;
- (d) **"Sale Notice"** means the written notice given to Minority Members in accordance with clause 3.9.1; and
- (e) **"Sale Notice Date"** means the date of the Sale Notice sent by the Company to a Minority Member advising that the Company intends to sell that Minority Member's securities on that Member's behalf under clause 3.9.1.

The following new clause 3.9 is to be inserted into the Constitution:

### **"3.9 Unmarketable Parcels**

3.9.1 Subject to the Listing Rules, the Company is entitled to sell securities of a Minority Member on the following conditions:

- (a) the Company must give to the Minority Member a Sale Notice that the Company intends to invoke the power of sale contained in this clause 3.9;
- (b) the Minority Member must be given at least 6 weeks from the Sale Notice Date in which to advise the Company that the Minority Member wishes to retain the Minority Member's security holding;
- (c) if the Minority Member advises the Company under clause 3.9.1(b) that the Member wishes to retain the Member's security holding, the Company must not sell it; and
- (d) subject to clause 3.9.1(c), at the expiry of the 6 week period, the Company is entitled to sell any security holding of the Minority Member which is, at the date of sale, less than a Marketable Parcel.

3.9.2 For the purposes of the sale of securities under this clause 3.9 each Minority Member:

- (a) appoints the Company as the Minority Member's agent to sell, as soon as practicable after the expiry of the 6 week period after the Notice Date, all of the Minority Member's relevant securities at a price or for a consideration which in the opinion of the Directors, has a value not less than the market value and to receive the Sale Consideration on behalf of the Minority Member; and
- (b) appoints the Company and each of its Directors jointly and severally as the Minority Member's attorneys in that Minority Member's name and on that Minority Member's behalf to effect all transfer documents, deeds or other documents or instruments necessary to transfer the relevant securities from the Minority Member to the Purchaser.

- 3.9.3 *The Company must bear all costs of and incidental to the sale of security holdings under this clause 3.9.*
- 3.9.4 *The Purchaser is not bound to see to the regularity of the actions and proceedings of the Company under this clause 3.9 or to the application of the Sale Consideration in respect of a Minority Member's relevant securities. After the Purchaser's name is entered in the Register in respect of the relevant securities the validity of the sale or other disposal may not be impeached by any person and the remedy of any person aggrieved by the sale or other disposal is in damages only and against the Company exclusively. The title of the Purchaser is not affected by any irregularity or invalidity in connection with the sale or disposal of the relevant securities to the Purchaser.*
- 3.9.5 *Subject to clause 3.9.6, with respect to the receipt and payment of the Sale Consideration:*
- (a) *the Sale Consideration must be received by the Company and paid by the Company to the Minority Member or as that Minority Member may direct;*
  - (b) *the Sale Consideration received by the Company must be paid into a bank account opened and maintained by the Company for that purpose only;*
  - (c) *the Company must hold the Sale Consideration in trust for the Minority Members whose securities are sold under this clause 3 pending distribution of the Sale Consideration;*
  - (d) *the Company must as soon as practicable after the sale of securities of Minority Members, and to the extent that it may reasonably do so, distribute the Sale Consideration; and*
  - (e) *the provisions of the applicable legislation dealing with unclaimed moneys apply to any Sale Consideration unable to be distributed by the Company for any reason.*
- 3.9.6 *The Sale Consideration must not be sent to a Minority Member until the Company receives any certificate relating to the securities which have been sold (or is satisfied that the certificate has been lost or destroyed).*
- 3.9.7 *This rule 3.9 may be invoked only once in any 12 month period.*
- 3.9.8 *The power to sell in this clause 3 lapses following the announcement of a takeover offer or the making of a takeover announcement. However, despite clause 3.9.8, the procedure provided in this clause 3.9 may be started again after the close of the offers made under the takeover offer or takeover announcement."*

#### **Recommendation**

The Board unanimously recommends that Shareholders vote **in favour** of Resolution 5.

#### **WAIVER FROM TSX REQUIREMENTS FOR ANNUAL DIRECTOR ELECTIONS**

Effective 31 December 2012, TSX listed entities are required under Section 461.1 of the TSX Company Manual to permit security holders of each class or series of listed securities to vote at each annual general meeting of holders of listed securities on the election of all directors to be elected by such class or series (the 'Annual Election Requirement').

Since the Company's constitution does not require annual election of directors, the Company applied for and was granted a waiver by the TSX from the Annual Election Requirement. The waiver was granted for the following reasons:

- (i) the Company was incorporated under the Corporations Act and its securities are listed on the ASX;
- (ii) the Company has confirmed that at least 75 per cent of the Company's trading value and volume over the six-month period preceding the request for such waiver has occurred on the ASX; and
- (iii) the Company has confirmed that it is in compliance with director election standards and practices of Australia and the ASX.

The Company is required to apply for the aforementioned waiver annually in advance of its subsequent annual meeting.

## GLOSSARY

The following is a glossary of terms and abbreviations used frequently throughout this Explanatory Statement and in the Notice of Meeting and which such meanings shall apply unless the context requires otherwise. Additional terms used only occasionally are defined where used in their first instance in the body of this Explanatory Statement.

**"ASIC"** means the Australian Securities and Investments Commission.

**"ASX"** means ASX Limited or the Australian Securities Exchange, as appropriate.

**"ASX Listing Rules"** means the Listing Rules of ASX.

**"Board of Directors"** or **"Board"** means the board of Directors.

**"Business Day"** means a day, other than Saturdays, Sundays or any other public holiday in Perth, Western Australia.

**"Chairman"** means the chair appointed for the Annual General Meeting.

**"Chalice"** or **"Company"** means Chalice Gold Mines Limited (ABN 47 116 648 956).

**"Constitution"** means the constitution of the Company.

**"Corporations Act"** means the Corporations Act 2001 (Cwlth).

**"Director"** means a director of the Company.

**"ESOP"** means the Company's Employee Share Option Plan.

**"Key Management Personnel"** is as defined in the Remuneration Report.

**"LTIP"** means the Company's Long Term Incentive Plan.

**"Managing Director"** means the managing director of Chalice.

**"Notice"** or **"Notice of Meeting"** means this notice of meeting including the Explanatory Statement.

**"Office"** means Level 2, 1292 Hay Street, West Perth, WA 6005, Australia.

**"Option"** means an option to acquire a Share in the capital of the Company on the satisfaction of certain conditions.

**"Performance Right"** means a right granted under the LTIP to acquire a Share on the terms set out in the LTIP subject to the satisfaction of certain performance conditions.

**"Remuneration Report"** means the remuneration report of the Company for the financial year ended 30 June 2013 (unless otherwise stated) as set out in the Directors' Report contained in the annual 2013 Annual Report to Shareholders.

**"Share"** means a fully paid ordinary share in the capital of the Company.

**"Shareholder"** means a holder of a Share.

**"TSX"** means the Toronto Stock Exchange

**"WST"** means Western Standard Time



CHALICE GOLD MINES LIMITED  
Level 2/1292 Hay Street  
West Perth WA 6005

Tel: +618 9322 3960  
Fax: +61 8 9322 5800  
Web: [www.chalicegold.com](http://www.chalicegold.com)  
Email: [info@chalicegold.com](mailto:info@chalicegold.com)



Chalice Gold Mines Limited  
ABN 47 116 648 956

## Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 653 212  
(outside Australia) +61 3 9946 4402

┌ 000001 000 CHN  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

For your vote to be effective it must be received by 12.30 pm (WST) Tuesday 26 November 2013

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

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

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

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

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

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

**Turn over to complete the form** →



View the annual report, 24 hours a day, 7 days a week:

**[www.chalicegold.com](http://www.chalicegold.com)**

To view and update your securityholding:

**[www.investorcentre.com](http://www.investorcentre.com)**

#### Your secure access information is:

**SRN/HIN: I999999999**



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

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

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



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Chalice Gold Mines Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Chalice Gold Mines Limited to be held at the office of K&L Gates, Level 32, 44 St Georges Terrace, Perth, Western Australia on Thursday, 28 November 2013 at 12.30 pm (WST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of the key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 4 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Anthony Kiernan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Douglas Jones as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Renewed approval of the Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business		For	Against	Abstain
Resolution 5	Amendment to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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

<b>Individual or Securityholder 1</b>	<b>Securityholder 2</b>	<b>Securityholder 3</b>
<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>
<b>Sole Director and Sole Company Secretary</b>	<b>Director</b>	<b>Director/Company Secretary</b>

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_