
PANTERRA GOLD LIMITED
ABN 48 008 031 034

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of Shareholders
will be held at 10.30 am (AEST) on 29 May 2015**

at

**Level 2, 3 Spring 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 ("PanTerra Gold" or "the Company") will be held at 10.30am on 29 May 2015 (AEST) at Level 2, 3 Spring Street, Sydney, NSW.

AGENDA

ORDINARY BUSINESS

Item 1 - Financial Statements and Reports

To receive and consider the Financial Statements, Directors' Report and the Independent Audit Report for PanTerra Gold and its controlled entities for the financial year ended 31 December 2014.

Item 2 - Resolution 1: Adoption of Remuneration Report

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

"That the Remuneration Report contained in the Company's Annual Financial Report for the financial year ended 31 December 2014 be adopted."

NOTE: This resolution is advisory only and does not bind the Company or the Directors. Please refer to the Explanatory Statement for more details.

Voting Exclusion Statement

The Company will disregard any votes on Resolution 1 by or on behalf of the following persons:

- (a) A member of the Key Management Personnel ("KMP"), details of whose remuneration are included in the Remuneration Report; or
- (b) A closely related party of a KMP; or
- (c) A person appointed as proxy where the appointment does not specify the way the proxy is to vote on the resolution, and the person is:
 - (i) a KMP; or
 - (ii) a closely related party of a KMP,

however, the above persons may cast a vote on Resolution 1 if:

- (a) the person is acting as proxy and the proxy form specifies how the proxy is to vote and the vote is not cast on behalf of a person who is otherwise excluded from voting on Resolution 1 as described above; or
- (b) The person is the Chairman voting an undirected proxy which expressly authorizes the Chairman to vote the proxy on a resolution connected with the remuneration of a member of the KMP.

Item 3 - Resolution 2: Election of Director Craig Steven Ricato

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

"That Craig Steven Ricato, having been appointed a non-executive Director of the Company since notice of the last annual general meeting in accordance with Article 52.1 of the Company's Constitution, be elected as a Director of the Company."

Item 4 - Resolution 3: Re-Election of Director James Ronan Tyers

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

“That James Ronan Tyers who will retire by rotation at the close of the Annual General Meeting in accordance with Article 54.1 of the Company’s Constitution, and being eligible, be re-elected as a Director of the Company.”

Item 5 – Resolution 4: Increase Directors Remuneration

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

“That in accordance with ASX Listing Rule 10.17 and Article 57 of the Company’s Constitution, the total aggregate annual remuneration payable to non-executive Directors of the Company be increased by \$100,000 per annum from \$150,000 per annum to a maximum of \$250,000 per annum.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by or on behalf of:

- (a) a Director of the Company; and
- (b) any associate of a Director,

however, the Company need not disregard a vote on Resolution 4 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.

Item 6 - Resolution 5: Ratification of Previous Issue of Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior allotment and issue of 508,559 fully paid Ordinary Shares in the Company on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by or on behalf of Mr René Ramon Fernandez Santos and his associates.

However, the Company need not disregard a vote on Resolution 5 if:

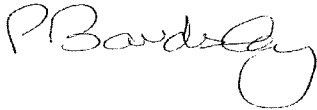
- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy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

Item 7 – Resolution 6 – Consolidation of Redeemable Preference Shares

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

“That, for the purposes of Section 254H(1) of the Corporations Act and for all other purposes, the 50 million Redeemable Preference Shares held by Central American Mezzanine Infrastructure Fund LP be consolidated through the conversion of every ten(10) Redeemable Preference Shares into one (1) Redeemable Preference Share in the Company, to take effect in accordance with the Explanatory Statement accompanying this Notice of Meeting.”

By Order of the Board

A handwritten signature in black ink, appearing to read 'P Bardsley', written in a cursive style.

**Pamela Bardsley
Company Secretary**

16 April 2015

PROXY AND SHAREHOLDER INFORMATION

Attendance and Voting

The Company has determined, that pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), 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 7.00pm (AEST), 27 May 2015, shall, be taken to be held by the persons registered as holding the Shares at that time.

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 48 hours before the time specified for the commencement of the AGM.

Corporate Representatives

A corporate Shareholder 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 constitution and the Corporations Act authorizing that person as the corporate Shareholder's representative at the meeting; or
2. a copy of the resolution appointing the person as the corporate Shareholder's representative at the meeting, certified by the company secretary or Director of the corporate Shareholder.

PANTERRA GOLD LIMITED
ABN 48 008 031 034

EXPLANATORY STATEMENT TO SHAREHOLDERS

This Statement sets out information about the items of business to be considered by the Shareholders at the Annual General Meeting. The Statement is set out in the order of the items in the Notice of Meeting and should be read with the Notice.

1. Financial Statements and Reports

The Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 31 December 2014 will be laid before the meeting. The Financial Statements and Reports are contained in the Company's 2014 Annual Financial Report, which is available on the Company's website <http://www.panterragold.com/2014 Annual Report.pdf>.

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 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

2. RESOLUTION 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to put a resolution to its members that the Remuneration Report as contained in the Directors' Report in the 2014 Annual Report, be adopted. Shareholders should also note that pursuant to section 250R(3) of the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

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 on 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 open proxies given to him "For" the adoption of the Remuneration Report.

3. RESOLUTION 2 – Election of Director – Craig Steven Ricato

Mr Ricato was appointed as an additional Director in April 2014 under Article 52.1 of the Company's Constitution.

Under ASX Listing Rule 14.4 and Article 52.2 of the Company's Constitution, a Director appointed as an addition to the existing Directors holds office until the next annual general meeting and then is eligible for re-election.

Mr Ricato offers himself for election as a Director of the Company. Details of Mr Ricato's qualifications and experience are set out in the Company's 2014 Annual Financial Report.

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

4. RESOLUTION 3 – Re-election of Director – James Ronan Tyers

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 James Tyers, 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 Tyers are set out in the 2014 Annual Financial Report of the Company.

Recommendation: The Board (excluding Mr Tyers) unanimously recommends that Shareholders vote in favour of adopting Resolution 3.

5. RESOLUTION 4 – Increase Directors Remuneration

Directors' remuneration was last increased 16 years ago at a General Meeting of Shareholders held on 7 April 1999. Shareholders are being asked to approve an increase in the total amount available for payment to non-executive Directors' fees from \$150,000 per annum (excluding statutory superannuation) to \$250,000 per annum (excluding statutory superannuation) with effect from the end of this meeting.

The Directors may determine the amount payable to each non-executive Director within the maximum aggregate amount being approved by Shareholders and, if the resolution is approved, will have the capacity to appoint additional non-executive Directors to the Board.

The proposed increase in remuneration takes into account:

- The aggregate remuneration that may be applied to pay to non-executive Directors has remained unchanged and has not increased since 1999;

- The need to set fees at a level that will assist in attracting and retaining the highest quality Directors; and
- The level of fees proposed represents an amount that can accommodate an additional Director or Directors if considered necessary

There have been no securities issued to any non-executive Director under ASX Listing Rule 10.11 or 10.14 with the approval of ordinary Shareholders at any time within the preceding three years.

6. RESOLUTION 5 - Ratification of Previous Share Issue

On 28 January 2015 the Company issued 508,559 Ordinary Shares for Nil consideration to Mr Rene Fernandez, a former general manager of the Las Lagunas project in the Dominican Republic in settlement of a labour dispute concerning Mr Fernandez's termination in October 2012. The Shares were issued prior to the consolidation of the Ordinary Share capital of the Company which was approved by Shareholders on 30 January 2015. The number of Ordinary Shares held by Mr Fernandez pursuant to the consolidation is now 50,856

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares the subject of the placement.

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.

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

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

Regulatory Requirements – ASX Listing Rule 7.4

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

- a) The number of Shares issued was 508,559 (since consolidation of the Company's Share capital, the number of Shares held is now 50,856)
- b) The Shares were issued for Nil consideration.
- c) The Shares allotted and issued rank equally in all respects with all of the existing Shares on issue.
- d) The Shares were issued to Mr Rene Ramon Fernandez Santos who is not a related party or associate of the Company.
- e) The placement was in settlement of a labour dispute concerning Mr Fernandez's termination by the Company in 2012.
- f) An appropriate voting exclusion statement is included in the Notice of Meeting.

7. RESOLUTION 6 – Consolidation of Redeemable Preference Shares

On 30 January 2015, Shareholders approved the consolidation of the Ordinary Share capital in the Company on a 1 for 10 basis, however Shareholder approval did not extend to the consolidation of the 50,000,000 Redeemable Preference Shares ("RPS") issued to Central American Mezzanine Infrastructure Fund LP ("CAMIF") on 16 August 2013.

Under Section 254H(1) of the Corporations Act, a company may consolidate its shares if the consolidation is approved by an ordinary resolution of shareholders at a general meeting.

CAMIF have consented to the proposed RPS Share Consolidation. If it is approved by

Shareholders, it is anticipated that consolidation will take effect from 1 June 2015 (or such other subsequent date as notified by the Company to the ASX).

Reasons for the consolidation

The Company wishes to align the number of RPS on issue with the number of Ordinary Shares and Options which were reduced on a 10 for 1 basis after Shareholders approved the consolidation of the Company's Ordinary Share capital on 30 January 2015.

Effect of the consolidation

If the proposed Share Consolidation is approved by Shareholders, the number of RPS on issue will be reduced from 50 million to 5 million.

As the Share Consolidation applies only to CAMIF the Company's Shareholders will not be affected by the proposed Share Consolidation nor will there be any material effect on the percentage interest of individual Shareholders in the Company.

Similarly, the aggregate value of each Shareholder's holding (and the Company's market capitalisation) should not materially change as a result of the Share Consolidation. However, the price per RPS can be expected to increase from US\$0.20 to US\$2.00 to reflect the reduced number of RPS on issue.

The Share Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 6. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 6.



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PanTerra Gold Limited

ABN 48 008 031 034

Lodge your vote:

  **Online:**
www.investorvote.com.au

 **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

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

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

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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



 **For your vote to be effective it must be received by 10.30 am (AEST) on Wednesday, 27 May 2015**

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 or abstain as they choose (to the extent permitted by law). 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 for Postal Forms

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 under the help tab, "Printable 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.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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 PanTerra Gold 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 PanTerra Gold Limited to be held at Level 2, 3 Spring Street, Sydney NSW on Friday, 29 May 2015 at 10.30 am (AEST) 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 Items 1 and 4 (except where I/we have indicated a different voting intention below) even though Items 1 and 4 are connected directly or indirectly with the remuneration of a member of 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 Items 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.

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director Craig Steven Ricato	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-Election of Director James Ronan Tyers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Increase Directors Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Previous Issue of Shares - 508,559 fully paid Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Consolidation of Redeemable Preference Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____


Contact Daytime Telephone _____

Date ____ / ____ / ____

PanTerra Gold Limited

ABN 48 008 031 034

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 855 080
(outside Australia) +61 3 9415 4000
Facsimile +61 3 9473 2500
www.computershare.com.au



┌ 000002 000 PGIRM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in PanTerra Gold Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

PanTerra Gold Limited