

ARGENT MINERALS LIMITED
ACN 124 780 276

NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM

IMPORTANT INFORMATION

*This is an important document that should be read in its entirety.
If you do not understand it you should consult your professional advisers without delay.*

*If you wish to discuss any aspect of this document with the Company please contact
Ms Sarah Shipway on telephone (+61 8) 9322 6600.*

The Annual Report is available online at www.argentminerals.com.au

ARGENT MINERALS LIMITED
ACN 124 780 276

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Argent Minerals Limited will be held at Level 3, 66 Hunter Street, Sydney, New South Wales at 11am (AEDT) on 26 November 2015 to conduct the following business and to consider, and if thought fit, to pass the following Resolutions.

AGENDA

ORDINARY BUSINESS

FINANCIAL & OTHER REPORTS

To receive and consider the financial report for the year ended 30 June 2015 and the accompanying Directors' Report, Directors' Declaration, and Auditor's Report.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **advisory resolution**:

"That the Remuneration Report that forms part of the Directors' Report for the financial period ended 30 June 2015, be adopted."

The Remuneration Report is set out in the Directors' Report in the Annual Report. Please note that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion

In accordance with sections 250R and 250BD of the Corporations Act 2001, the Company will disregard any votes cast on this Resolution by any Key Management Personnel ("KMP") and a closely related party of a KMP. However, the Company need not disregard a vote if it is cast by a KMP or a closely related party of a KMP as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a chairperson of the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides, or it is cast by a chairperson of the Meeting as proxy for a person who is entitled to vote, the proxy is undirected and the proxy form expressly authorises the chairperson to vote the proxy on this Resolution.

KMPs and their closely related parties will commit an offence under the Corporations Act if they vote in relation to this Resolution in breach of the voting restrictions.

RESOLUTION 2 – RE-ELECTION OF MR STEPHEN GEMELL AS A DIRECTOR

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That Mr Stephen Gemell, having retired in accordance with the Company's Constitution and the Listing Rules, and being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect."

RESOLUTION 3 – RE-ELECTION OF MR PETER MICHAEL AS A DIRECTOR

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That Mr Peter Michael, having retired in accordance with the Company's Constitution and the Listing Rules, and being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.”

RESOLUTION 4 – RE-ELECTION OF MR PETER NIGHTINGALE AS A DIRECTOR

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That Mr Peter Nightingale, having retired in accordance with the Company's Constitution and the Listing Rules, and being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.”

SPECIAL BUSINESS

RESOLUTION 5 – APPROVAL FOR ISSUE OF SPP OPTIONS TO STEPHEN GEMELL

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purposes of Listing Rules 10.11 and for all other purposes, Shareholders approve the issue of up to 681,818 SPP Options to Mr Stephen Gemell (or his nominee) on the terms and condition set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who is to receive securities in relation to the Company, and any associate of these persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 6 - APPROVAL OF 10% PLACEMENT FACILITY

To consider, and if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed by Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person (and any associates of such person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares (and any associates of such person), if this Resolution is passed. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 7 – ADOPTION OF EMPLOYEE OPTION PLAN

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given for the Company to adopt the Employee Option Plan and for the issue of securities under the Employee Option Plan, in accordance with the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by the Directors of the Company, and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Company will also disregard any votes cast on this Resolution by any KMP and a closely related party of a KMP. However, the Company need not disregard a vote if it is cast by a KMP or a closely related party of a KMP as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a chairperson of the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

KMPs and their closely related parties will commit an offence under the Corporations Act if they vote in relation to this Resolution in breach of the voting restrictions.

DATED THIS 12th DAY OF OCTOBER 2015

BY ORDER OF THE BOARD

**SARAH SHIPWAY
COMPANY SECRETARY**

Notes:**Definitions**

Terms which are used in this Notice and which are defined in Section 9 of the Explanatory Memorandum have the meanings ascribed to them therein.

Note

If you have recently changed your address or if there is any error in the name and address used for this notice please notify the Company Secretary. In the case of a corporation, notification is to be signed by a director or company secretary.

Proxies

A Shareholder who is entitled to vote at this Meeting has a right to appoint a proxy and should use the proxy form enclosed with this notice. The proxy need not be a Shareholder of the Company and can be an individual or a body corporate.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of this appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, section 249X of the Corporations Act will take effect so that each proxy may exercise half of the votes (ignoring fractions).

A proxy's authority to speak and vote for a Shareholder at the meeting is suspended if the Shareholder is present at the meeting.

The proxy form must be signed and dated by the Shareholder or the Shareholder's attorney. Joint Shareholders must each sign.

Proxy forms and the original or a certified copy of the power of attorney (if the proxy form is signed by an attorney) must be received:

- at Level 1, 115 Cambridge Street, West Leederville, WA, 6007; or
- at PO Box 1305, West Leederville, WA, 6901; or
- on facsimile number +61 8 9 322 6610,

not later than 11am (AEDT) on 24 November 2015.

Pursuant to regulation 7.11.37 of the Corporations Regulations, the Board has determined that the shareholding of each Shareholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the share register at 4pm (AEDT) on 24 November 2015.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. The appointment may be a standing one.

Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

ARGENT MINERALS LIMITED
ACN 124 780 276

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening the Annual General Meeting of Shareholders of Argent Minerals Limited to be held at Level 3, 66 Hunter Street, Sydney, New South Wales at 11am (AEDT) on 26 November 2015. This Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed. Certain terms used in the Notice and Explanatory Memorandum are defined in Section 9.

1. FINANCIAL AND OTHER REPORTS

As required by section 317 of the Corporations Act, the financial report for the year ended 30 June 2015 and the accompanying Directors' Report, Directors' Declaration and Auditor's Report will be laid before the Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote on the reports. However, Shareholders will have an opportunity to ask questions about the report at the Annual General Meeting. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the auditor's report and audit conduct. Written questions may be submitted 5 business days prior to the Meeting addressed to the Chairman and sent to the Company's registered office, about the management of the Company, or addressed to the Company's auditor and sent to the Company's registered office about audit conduct, accounting policies used by the Company and auditor independence. General questions about the management of the Company will also be taken.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote. The Remuneration Report contains:

- information about Board Policy for determining the nature and amount of remuneration of the Company's Directors and senior executives;
- a description of the relationship between remuneration policy and the Company's performance;
- a summary of performance conditions, including a summary of why they were chosen and how performance is measured against them; and
- remuneration details for each executive and non-executive Director, and Key Management Personnel.

The Remuneration Report, which is part of the 2015 Annual Report, has been sent to Shareholders (except those who have made an election not to receive the Annual Report). Copies of the 2015 Annual Report are available by contacting the Company's Share Registry or visiting the Company's web site (www.argentminerals.com.au).

The Meeting presents an opportunity to discuss the Remuneration Report for Shareholders who are interested in doing so. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Shareholders are informed that under recent reforms to the Corporations Act, if 25% or more of the vote on this Resolution are against adopting the Remuneration Report, the Company will be required to consider and report to Shareholders in the next Remuneration Report on what action is proposed to be (if any) or has been taken in response to Shareholder concerns, and if no action is proposed to be taken, the Board's reasons for this.

Shareholders also need to be aware that as a result of the legislation which became effective on 1 July 2011 a "two strikes" process will apply to the results of voting in relation to this Resolution. This means that if the resolution proposing adoption of the Remuneration Report receives a "no" vote of over 25% of votes cast by those attending in person or by proxy and permitted to vote, at two successive annual general meetings, then at the Company's 2015 annual general meeting, an extra resolution must be put to the meeting proposing that another general

meeting should be held within 90 days of the second annual general meeting. A simple majority of over 50% of the votes cast at the 2015 annual general meeting is required to pass this extra resolution. If the resolution is passed, within 90 days another general meeting must be held at which all the Directors, except the Managing Director and any new Directors appointed since the date of the 2015 annual general meeting, will be required to resign and offer themselves for re-election. These provisions are colloquially referred to as the “two strikes rule” and the “spill resolution” to be put to the “spill meeting”.

If at the spill meeting, the resolutions are all passed against re-electing the relevant Directors, the legislation includes a mechanism to ensure the Board continues with the statutory required minimum of 3 Directors. After the Managing Director, the remaining two positions will be filled by the Directors whose re-election resolutions at the spill meeting received the highest percentage of votes in favour of re-election. If the number of votes is the same for two Directors, the Managing Director and any other Director whose re-election has been confirmed at this spill meeting, can choose who is to become the third Director, with such appointment to be confirmed by shareholders at the 2016 annual general meeting. The ramifications of this mechanism being invoked include that the Company would not be in compliance with its corporate governance policies as a result of not having three independent directors on the Company’s audit committee or any other committees requiring independent directors.

Furthermore, depending on the outcome of voting at the subsequent annual general meeting, Shareholders may be obliged to consider a resolution to requiring the full Board (excluding the Managing Director) to seek re-election.

The Chairman intends to vote all available proxies in favour of adopting the Remuneration Report. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the proxy form the Shareholder is considered to have provided the Chairman with express authorisation for the Chairman to vote the proxy in accordance with the Chairman’s intentions.

3. RESOLUTION 2 - RE-ELECTION OF MR STEPHEN GEMELL AS A DIRECTOR

Resolution 2 deals with the re-election of Mr Stephen Gemell who retires in accordance the Company’s Constitution and Listing Rule 14.4, and being eligible, has offered himself for re-election.

Details of Mr Gemell’s qualifications and experience are in the annual financial report of the Company.

All the Directors except for Mr Gemell recommend that Shareholders vote in favour of Resolution 2.

The Chairman intends to vote all available proxies in favour of Resolution 2.

4. RESOLUTION 3 - RE-ELECTION OF MR PETER MICHAEL AS A DIRECTOR

Resolution 3 deals with the re-election of Mr Peter Michael who retires as required by the Company’s Constitution and the Listing Rules and being eligible, has offered himself for re-election.

Details of Mr Michael’s qualifications and experience are in the annual financial report of the Company.

All the Directors except for Mr Peter Michael recommend that Shareholders vote in favour of Resolution 3.

The Chairman intends to vote all available proxies in favour of Resolution 3.

5. RESOLUTION 4 - RE-ELECTION OF MR PETER NIGHTINGALE AS A DIRECTOR

Resolution 4 deals with the re-election of Mr Peter Nightingale who retires as required by the Company’s Constitution and the Listing Rules and being eligible, has offered himself for re-election.

Details of Mr Nightingale’s qualifications and experience are in the annual financial report of the Company.

All the Directors except for Mr Peter Nightingale recommend that Shareholders vote in favour of Resolution 4.

The Chairman intends to vote all available proxies in favour of Resolution 4.

6. RESOLUTION 5 - APPROVAL FOR ISSUE OF SPP OPTIONS TO STEPHEN GEMELL

6.1 Background

The Company undertook a share purchase plan whereby eligible shareholders had the opportunity to participate to acquire up to \$15,000 worth of Shares at an issue price of \$0.022 ("**SPP**").

Under the SPP, eligible shareholders who subscribed for Shares were also offered one free attaching SPP Option for every Share subscribed for under the SPP.

Stephen Gemell (a Director) subscribed for Shares under the SPP. Shareholder approval had not been sought or obtained with respect to the issue of the attaching SPP Options to Mr Gemell, and as such, Mr Gemell was not issued any SPP Options despite his participation in the SPP.

6.2 Listing Rules Chapter 10

Listing Rule 10.11 requires a listed company to obtain Shareholder approval by ordinary resolution prior to the issue of securities to a related party except if an exception to Listing Rule 10.11 is applicable.

The issue of SPP Options to related parties (who were also eligible shareholders) under the SPP does not fall within any exception Listing Rule 10.11. As such, Shareholder approval is sought by Resolution 5 for the purposes of Listing Rule 10.11 for the proposed issue of the SPP Options to Mr Gemell as if they were issued at the same time as the other Options issue as part of the SPP.

Listing Rule 7.1 approval is not required for the issue of the SPP Options to Mr Gemell as approval is being obtained under Listing Rule 10.11 by Resolution 5. Accordingly, and pursuant to Exception 14 to Listing Rule 7.1, the issue of SPP Options to Mr Gemell will not reduce the Company's available placement capacity under Listing Rule 7.1 if shareholder approval is obtained for Resolution 5.

6.3 Information Required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of SPP Options the subject of Resolution 5:

- (a) The SPP Options the subject of Resolution 5 will be issued to Mr Stephen Gemell (or his nominee) and there may be up to 681,818 SPP Options issued to Mr Gemell (or his nominee).
- (b) The SPP Options the subject of Resolution 5 will be issued for nil cash consideration and are exercisable for \$0.175 on or before 31 March 2016 and otherwise on the terms and conditions set out in Schedule 1. Quotation of the SPP Options on ASX will be sought under the same class of Options as those currently quoted under the ASX Code ARDO.
- (c) The SPP Options the subject of Resolution 5 will be issued as soon as practicable after the Meeting, and in any event, no later than 1 month after the date of the Meeting (or such other later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that allotment will occur on the same date;
- (d) No funds will be raised from the issue because the SPP Options will be issued for nil cash consideration as they will be issued as free attaching options to Mr Gemell, who subscribed for Shares under the SPP.

The Chairman intends to vote all available proxies in favour of Resolution 5.

7. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT FACILITY

7.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (“**10% Placement Facility**”). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity and has a market capitalisation of approximately 7 million at the date of this Notice. (such amount calculated by multiplying the number of Shares on issue with the current Share price).

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

The primary purpose for the 10% Placement Facility is to enable the Company to raise additional capital without additional regulatory impediments and to pursue possible future investment opportunities that may arise.

The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

7.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue two classes of quoted Equity Securities, being Shares and Options (having the ASX codes ARD and ARDO respectively).

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;

- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

- D** is 10%
- E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 219,631,852 Shares and has a capacity to issue:

- (i) 32,944,777 Equity Securities under Listing Rule 7.1; and
- (ii) 21,963,185 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.1 (c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days in which trades in the relevant class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) ("**10% Placement Period**").

7.3 Listing Rule 7.1A

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

7.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days, on which trades in those securities were recorded, immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in Table A (below). There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset.

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

Table A shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

TABLE A

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.014 50% decrease in issue price	\$0.028 Issue price	\$0.056 100% increase in issue price
Current Variable "A" 219,631,852 Shares	10% voting dilution	21,963,185 Shares	21,963,185 Shares	21,963,185 Shares
	Funds raised	\$307,484	\$614,969	\$1,229,938
50% Increase in current Variable "A" 329,447,778 Shares	10% voting dilution	32,944,777 Shares	32,944,777 Shares	32,944,777 Shares
	Funds raised	\$461,226	\$922,453	\$1,844,907
100% Increase in current Variable "A" 439,263,704	10% voting dilution	43,926,370 Shares	43,926,370 Shares	43,926,370 Shares
	Funds raised	\$614,969	\$1,229,938	\$2,459,876

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No Options (including any Options under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example at 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of the issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes the issue of Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - (vii) The Issue Price is \$0.028, being the closing price of Shares on ASX on 12 October 2015.
 - (viii) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or without approval under Listing Rule 7.1.
 - (ix) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or without approval under Listing Rule 7.1, and the total number of Shares on issue and approved or deemed approved at the date hereof for the purpose of Listing Rule 7.1 is 219,631,852.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders

approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).

(d) The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration for the acquisition of the new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

(e) The Company has obtained Shareholder approval under Listing Rule 7.1A at its 2013 and 2014 Annual General Meetings.

The Company issued 33,112,276 Equity Securities under Listing Rule 7.1A during the preceding 12 months. During the preceding 12 month period a total of 162,469,534 Equity Securities were issued, which based on the number of Equity Securities on issue at the commencement of that period comprises 75% of the Company's Equity Securities. Information relating to the issue of Equity Securities in the preceding 12 months are as follows:

Date of Appendix 3B	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price ¹ on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds
					If issued for non-cash consideration – a description of the consideration and the current value of the consideration
12/12/2014	24,004,630	Shares	Those persons who participated in the placement the subject of the announcement dated 12/12/2014	Issue price was \$0.027 and the closing price on the previous trading day was \$0.03.	\$648,125 was raised and was used for the Kempfield deep diamond drilling program, a high resolution induced polarisation geophysics survey at the West Wyalong Project, and for general working capital purposes
27/2/2015	(a) 48,009,260 (b) 7,001,158	(a) & (b) – Options exercisable for \$0.175 on or before 31 March 2016	(a) Those persons who participated in the placement the subject of the announcement dated 12/12/2014 (b) Brokers and corporate advisors who assisted with the placement the subject of the announcement dated 12/12/2014	Nil issue price. Trading at \$0.012 on the day prior to issue.	No funds were raised from these issues.
10/04/2015	4	Shares	Upon exercise of Options exercisable for \$0.175 on or before 31 March 2016.	Issue price was \$0.175 and the closing price on the previous trading day was \$0.036.	Nominal funds were raised from the issue.
18/06/2015	23,886,364	Shares	Those persons who participated in the placement the subject of the announcement dated 18/06/2015	Issue price was \$0.022 and the closing price on the previous trading day was \$0.027.	\$525,500 was raised and is being used for to fund the 7 hole 3,200 metre extended reach Kempfield deep diamond drilling program announced on 29 April 2015 targeting high-grade base and precious metals, a downhole geophysics surveys for selected Kempfield diamond holes, a high

					resolution induced polarisation (IP) geophysics survey at the Company's West Wyalong Project and for general working capital purposes
10/08/2015	18,181,786	Shares	Shareholders who participated in the SPP	Issue price was \$0.022 and the closing price on the previous trading day was \$0.021.	\$400,000 was raised and is being used for to fund the 7 hole 3,200 metre extended reach Kempfield deep diamond drilling program announced on 29 April 2015 targeting high-grade base and precious metals, a downhole geophysics surveys for selected Kempfield diamond holes, a high resolution induced polarisation (IP) geophysics survey at the Company's West Wyalong Project and for general working capital purposes
10/08/2015	17,499,968	Options exercisable for \$0.175 on or before 31 March 2016	Those persons who participated in the placement the subject of the announcement dated 18/06/2015	Nil issue price. Trading at \$0.002 on the day prior to issue.	No funds were raised from these issues.
11/08/2015	23,886,364	Options exercisable for \$0.175 on or before 31 March 2016	Shareholders who participated in the SPP	Nil issue price. Trading at \$0.002 on the day prior to issue.	No funds were raised from these issues.

- (f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends that Shareholders approve Resolution 6.

The Chairman intends to vote all available proxies in favour of Resolution 6.

8. RESOLUTION 7 - ADOPTION OF EMPLOYEE OPTION PLAN

8.1 Background

Resolution 7 seeks Shareholder approval to adopt the Employee Option Plan to provide ongoing incentives to key employees and officers of the Company.

If Resolution 7 is passed, the Employee Option Plan will enable the Company to issue Options to employees and executive and non-executive Directors of the Company (**Plan Options**) and to issue Shares to those persons if they choose to exercise their Plan Options, without using the Company's placement capacity under ASX Listing Rule 7.1. In the case of a Director, no Plan Options may be issued to the Director without express Shareholder approval of the number and terms of the Plan Options.

8.2 Listing Rules Chapter 7

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.

An exception to Listing Rule 7.1 is set out in Listing Rule 7.2 (Exception 9(b)) which provides that Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the three years before the date of issue, shareholders have approved the issue as an exception to Listing Rule 7.1.

Shareholder approval is sought to adopt the Employee Option Plan in accordance with Exception 9(b) of Listing Rule 7.2 and to enable the Company to subsequently issue the Plan Options under the Employee Option Plan for 3 years after the Meeting, without having to obtain Shareholder approval each time the Company wishes to issue such securities which exceed the 15% limit contained in Listing Rule 7.1 and do not otherwise fall within one of the nominated Listing Rule exemptions.

The maximum number of Options that can be issued under the Employee Option Plan is not to be in excess of 10% of the total number of Shares on issue.

9.3 Information required by ASX Listing Rule 7.2 (Exception 9(b))

The Company has never before adopted any employee option plan in reliance on Listing Rule 7.2 Exception 9(b).

The full terms and conditions of the Employee Option Plan may be obtained free of charge by contacting the Company. A summary of the terms and conditions of the Employee Option Plan is set out in Schedule 2.

9. DEFINITIONS

In this Notice and Explanatory Memorandum:

"10% Placement Facility" has the meaning given to it in Section 7.1;

"10% Placement Period" has the meaning given to it in Section 7.2(f);

"ASIC" means the Australian Securities and Investments Commission;

"ASX" means ASX Limited ACN 008 624 691;

"Board" means the board of Directors;

"Business Day" has the meaning given to it in the Listing Rules;

"Chairman" means the chairman of the Board;

"Company" means Argent Minerals Limited (ACN 124 780 276);

"Constitution" means the constitution of the Company;

"Corporations Act" means the Corporations Act 2001 (Cth);

"Director" means a director of the Company;

"Employee Option Plan" means the Argent Minerals Limited Incentive Option Plan, the terms and conditions of which are summarised in Schedule 2;

"Equity Securities" has the same meaning as in the Listing Rules;

"Explanatory Memorandum" means this Explanatory Memorandum;

"Listing Rules" means the official listing rules of the ASX;

"Notice" and **"Notice of Meeting"** means the notice of meeting to which this Explanatory Memorandum is attached;

"Official List" means the official list of ASX;

"Option" means an option to acquire one Share and **"Optionholder"** has a corresponding meaning;

"Plan Options" means an Option issued pursuant to the Employee Option Plan;

"Resolution" means a resolution set out in this Notice;

"Schedule" means a schedule to this Notice and Explanatory Memorandum;

"Section" means a section of this Explanatory Memorandum;

"Share" means an ordinary fully paid ordinary share in the capital of the Company and **"Shareholder"** has a corresponding meaning;

"SPP" has the meaning contemplated by section 6.1;

“SPP Options” means the free attaching Options exercisable for \$0.175 on or before 31 March 2016 (and otherwise on the terms and conditions set out in Schedule 1) that were offered in connection with the SPP

“Trading Day” has the meaning ascribed to that term in the Listing Rules;

“VWAP” has the meaning ascribed to the term “volume weighted average market price” in the Listing Rules;

“WST” means Western Standard Time.

SCHEDULE 1 – TERMS AND CONDITIONS OF SPP OPTIONS

The SPP Options the subject of Resolution 5 (referred to in this Schedule as “**Options**”) entitle the holder to subscribe for Shares on the following terms and conditions:

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.175 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5.00pm (WST) on 31 March 2016 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

- (iii) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – SUMMARY OF TERMS AND CONDITIONS OF EMPLOYEE OPTION PLAN

The material terms of the Employee Option Plan can be summarised as follows:

(a) Eligible Employee

Means an Employee whom the Plan Committee determines is to receive an Offer under the Plan (**Eligible Employee**).

(b) Purpose of the Employee Option Plan

The objects of the Plan are to:

- (a) provide an incentive for Eligible Employees to remain in their employment in the long term;
- (b) recognise the ongoing ability of Eligible Employees and their expected efforts and contribution in the long term to the performance and success of the Group; and
- (c) provide Eligible Employees with the opportunity to acquire Options, and ultimately Shares, in the Company, in accordance with these Rules.

(c) Offer of Employee Option Plan Options

When an Eligible Employee satisfies specified criteria imposed by the Board (including performance criteria and specified periods of tenure) the Board may make a written offer (**Offer**) to the Eligible Employee of Plan Options. The Offer will specify the number of Plan Options being offered and the conditions that must be met by the Eligible Employee before the Plan Options will vest.

(d) Number of Employee Option Plan Options Offered

The number of Plan Options that will be offered to an Eligible Employee pursuant to an Offer is entirely within the discretion of the Directors. Each Plan Option will, upon vesting, entitle the holder to one (1) Share in the capital of the Company.

(e) Vesting Conditions

The Plan Options will not vest unless the vesting conditions imposed by the Plan Committee have been satisfied.

(f) Exercise Price

The exercise price of any Plan Option offered to an Eligible Employee shall be at the absolute discretion of the Plan Committee.

(g) Lapse of Employee Option Plan Options

Plan Options that have not vested will lapse on the fifth anniversary of the date of grant of the Option or such later date as agreed by the Plan Committee.

The Plan Options will immediately lapse where:

- (i) the Eligible Employee ceases to be an employee or director of, or to render services to, the Company or its Associated Body Corporate;
- (ii) the exercise conditions are unable to be met; or

(iii) the lapsing date has passed.

(h) Shares Allotted Upon Exercise of Plan Options

The Company will issue or transfer Shares to the Eligible Employee as soon as practicable after the exercise of any Plan Options. The Shares allotted under the Plan will be of the same class and will rank equally with Shares in the Company at the date of issue.

The Company will seek listing of the new Shares on ASX within the time required by the ASX Listing Rules.

(i) Transfer of Plan Options

Any Plan Option issued under the Employee Option Plan is not transferable without the consent of the Plan Committee.

(j) Bonus Issues, Rights Issues and Capital Reconstruction

In order to prevent a reduction of the rights of holders of the Plan Options, in the event of bonus issues or a capital reconstruction, there are provisions in the rules which provide a method of adjustment of the number or terms of Plan Options to prevent such a reduction in compliance with the Listing Rules.

(k) Participation in New Issues

There are no participating rights or entitlements inherent in the Plan Options and (subject to item (j)) the holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Plan Options. In addition holders of the Plan Options will not be entitled to vote or receive dividends as a result of their holding of Plan Options.

(l) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Plan Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

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«EFT_REFERENCE_NUMBER»

ARGENT MINERALS LIMITED

ACN: 124 780 276

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

«Company_code»«Sequence_number»«Address_unknown»

REGISTERED OFFICE:
LEVEL 1
115 CAMBRIDGE STREET
WEST LEEDERVILLE WA 6007

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPLECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

ARD

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐ The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 11:00am AEDT on Thursday 26 November 2015 at Level 3, 66 Hunter Street, Sydney NSW 2000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain
1. ADOPTION OF THE REMUNERATION REPORT	☐	☐	☐
2. RE-ELECTION OF MR STEPHEN GEMELL AS A DIRECTOR	☐	☐	☐
3. RE-ELECTION OF MR PETER MICHAEL AS A DIRECTOR	☐	☐	☐
4. RE-ELECTION OF MR PETER NIGHTINGALE AS A DIRECTOR	☐	☐	☐
5. APPROVAL FOR ISSUE OF SPP OPTIONS TO STEPHEN GEMELL	☐	☐	☐
6. APPROVAL OF 10% PLACEMENT FACILITY	☐	☐	☐
7. ADOPTION OF EMPLOYEE OPTION PLAN	☐	☐	☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 11:00am AEDT on Tuesday 24 November 2015.

Name:

()

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

Email registrar@securitytransfer.com.au

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.