



CHALICE GOLD MINES LIMITED

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NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

The General Meeting of the Company will be held at Level 2, 1292 Hay Street, West Perth, Western Australia on Thursday, 9 June 2016 at 10.00am (WST).

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9322 3960.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

TIME AND PLACE OF MEETING

The General Meeting of the Shareholders of Chalice Gold Mines Limited (**Chalice**) to which this Notice of Meeting relates will be held at 10.00 am (WST) on Thursday, 9 June 2016 at Level 2, 1292 Hay Street, West Perth, Western Australia.

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the 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 enclosed Proxy Form and either send it:

- (a) by post to Chalice Gold Mines Limited, GPO Box 2890, Perth, WA, 6001; or
- (b) by facsimile to the Company on + 61 8 9322 5800,

so that it is received no later than **10.00 am (WST) on Tuesday, 7 June 2016**, 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.

Any corporate Shareholder who has appointed a person to act as its corporate representative at the General Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

An Appointment of Corporate Representative is enclosed with this Notice of Meeting.

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 5.00pm (WST) on Tuesday, 7 June 2016.

ENQUIRIES

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

Leanne Stevens

Company Secretary

Phone: (+61 8) 9322 3960

Fax: (+61 8) 9322 5800

Email: lstevens@chalicegold.com

NOTICE OF GENERAL MEETING

NOTICE IS GIVEN that a general meeting (**Meeting**) of the shareholders of Chalice Gold Mines Limited (**Chalice** or the **Company**) will be held at Level 2, 1292 Hay Street, West Perth, Western Australia on Thursday, 9 June 2016 at 10.00am (WST).

The Explanatory Statement to this Notice of General Meeting provides additional information on the matters to be considered at the Meeting. The Explanatory Statement and Proxy Form are part of this Notice of Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice of Meeting and the Explanatory Statement.

AGENDA

RESOLUTION – DISPOSAL OF CAMERON GOLD PROJECT

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

“That, for the purposes of Listing Rule 11.2 and all other purposes, approval is given for the Company to dispose of its main undertaking, being the Cameron Gold Project, to First Mining Finance Corp. by way of a sale of all of the issued and outstanding share capital of Cameron Gold Operations Limited (a wholly owned subsidiary of the Company), in consideration for the issue of 32,260,836 First Mining Shares to the Company and otherwise on the terms set out in the Cameron Sale Agreement as described in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on the Resolution by a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed.

However the Company need not disregard a vote if:

- (a) it is cast by that 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 chairperson of 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.

BY ORDER OF THE BOARD



Leanne Stevens
Company Secretary
Chalice Gold Mines Limited
6 May 2016

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting of Chalice Gold Mines Limited (**Chalice** or the **Company**) to be held at Level 2, 1292 Hay Street, West Perth, Western Australia on Thursday, 9 June 2016 at 10.00 am (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 Resolution.

This Explanatory Statement should be read in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

RESOLUTION – DISPOSAL OF CAMERON GOLD PROJECT

1. Background

On 2 May 2016, the Company and First Mining entered into a share purchase agreement (**Cameron Sale Agreement**) pursuant to which First Mining is to purchase the Cameron Gold Project (**Project**) located in Ontario, Canada, on the terms and conditions set out in the Cameron Sale Agreement (**Transaction**).

The Transaction will be effected by First Mining acquiring all the shares in the Company's wholly owned subsidiary, Cameron Gold Operations Limited (**Subsidiary**), which holds the Project.

The Project is the Company's main undertaking.

Listing Rule 11.2 requires an entity to obtain shareholder approval for a significant change to the nature or scale of its activities where the significant change involves the entity disposing of its main undertaking. Accordingly, the Resolution seeks Shareholder approval for the Transaction under Listing Rule 11.2.

2. Key terms

The key terms of the Cameron Sale Agreement are as follows:

- (a) (**Consideration**) The consideration payable by First Mining to the Company is 32,260,836 First Mining Shares (**Consideration Shares**).
- (b) (**Royalty**) In addition to the Consideration Shares, the Company will be granted a net smelter return royalty of 1% on those portions of the Project which are not currently subject to a third party royalty, which royalty may be reduced to 0.5% at any time after Completion upon payment by First Mining to the Company of C\$1,000,000 (i.e. by First Mining buying back half of the royalty).
- (c) (**Conditions Precedent**) Completion of the Transaction is subject to and conditional on (amongst other conditions) the following being satisfied (or waived by mutual consent) by the Closing Date for completion of the Transaction:
 - (i) the Company obtaining all necessary Shareholder and regulatory approvals;
 - (ii) the Company obtaining all necessary TSX, ASX and other relevant regulatory approvals;
 - (iii) First Mining obtaining all necessary TSX-V approvals, including authorisation for listing of the Consideration Shares (being the shares the Company is to receive for the sale) on the TSX-V;
 - (iv) all other necessary governmental consents, waivers, permits, orders and approvals being obtained on terms that will not have a material adverse effect on the Company or First Mining;
 - (v) First Mining receiving satisfactory evidence that there are no outstanding actual or contingent liabilities of the Subsidiary;
 - (vi) no material adverse change having occurred with respect to the Subsidiary or First Mining's financial position;
 - (vii) there being no pending or threatened suit, action or proceeding by any governmental entity seeking to restrain, prohibit or limit the Transaction or which is otherwise reasonably likely to have a material adverse effect on the Subsidiary or First Mining; and

- (viii) all other necessary consents, approvals, authorisations and waivers being obtained on terms which are acceptable to the relevant parties (acting reasonably),

(together, the **Conditions Precedent**).

Either party may by notice in writing terminate the Transaction if the Closing Date does not occur on or before 15 July 2016 provided that the party seeking to terminate has not caused the delay or breached the Cameron Sale Agreement.

- (d) **(Completion)** Completion will occur after the Conditions Precedent have been satisfied or waived and all required documents have been delivered by the relevant parties, or any other time agreed between the Company and First Mining.
- (e) **(Restrictions on transfer of Consideration Shares)** The Consideration Shares are subject to the following restrictions:
- (i) The Company may not dispose of any Consideration Shares prior to the date four months after Completion.
 - (ii) The Company may not dispose of more than one eighth of the total number of Consideration Shares in any particular month during the period from four months after Completion to 12 months after Completion, except that the Company may dispose of Consideration Shares in excess of this amount as a single block to a purchaser which is acceptable to First Mining (acting reasonably).

3. About the Cameron Gold Project

The Project is located in the southern part of western Ontario in Canada, approximately 80km south-east of the town of Kenora. Since acquiring the project in early 2014, Chalice has initiated an active exploration and regional consolidation strategy. In November 2015 Chalice announced an updated mineral resource for the Project (including the Cameron deposit (cut-off 0.5g/t) and the satellite Dubenski (cut-off 1.0g/t) and Dogpaw deposits (cut-off 0.5g/t)) as follows:

Category	Tonnes	Grade	Gold Ounces
Measured and Indicated	8.88 Mt	2.29 g/t gold	652,000
Inferred	14.92 Mt	1.91 g/t gold	917,000

The information relating to the Project mineral resource estimate is extracted from the NI 43-101 Technical Report dated December 21, 2015 and is available to view at www.chalicegold.com or www.sedar.com. The Company confirms that it is not aware of any new information or data that materially affects the information included in the Technical Report and, in the case of estimates of mineral resources, that all material assumptions and technical parameters underpinning the estimates in relation to these deposits in the relevant the Technical Report continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's and Qualified Persons findings are presented have not materially modified from the original Technical Report.

4. Transaction Rationale

Since acquiring the Project, Chalice's market capitalisation has rarely exceeded its cash and cash equivalents position, suggesting that the market is assigning a modest value to the Project. This situation continued following the release of the updated mineral resource in November 2015. On 2 May 2016, immediately prior to executing the Cameron Sale Agreement, Chalice's enterprise value was approximately A\$4.9 million i.e. the implied value of the Project (defined as Chalice's market capitalisation of A\$41.4 million the using 20 day VWAP on the ASX of A\$0.146 per share less cash at 31 March 2016 of A\$36.5 million).

As at the date of this Notice, and based on the 20 day VWAP of First Mining Shares on TSX-V up until 2 May 2016 of C\$0.625, the 32,260,836 First Mining Shares to be received by Chalice have a value of C\$20.2 million (approximately A\$21.1 million). Based on the closing price on 2 May 2016 of C\$0.81, the value of the First Mining Shares would be C\$26.1 million (approximately A\$27.3 million), noting however the sale restrictions outlined in section 2(e) above.

Accordingly, the primary rationale for the Transaction, and the Directors' unanimous recommendation to approve the Transaction, is that the value of consideration to be paid by First Mining (in the form of Consideration Shares) is at a considerable premium to Chalice's current enterprise value.

Additionally, the Directors believe that First Mining, which is accumulating a significant bank of quality mineral assets in North America and Mexico, would be better placed to unlock the value of the Project given its domicile in North America and the experience of its board and management. Further information on First Mining is contained in section 6 below.

Effectively, Chalice is trading its illiquid ownership position of the Project for a more liquid and transparent position in a company with a larger diversified asset base.

5. Indicative timetable

Subject to the Listing Rules and Corporations Act requirements, the Company anticipates completion of the Transaction will be in accordance with the following timetable:

Event	Date
ASX announcement of Transaction	Wednesday, 4 May 2016
General Meeting to approve Transaction	Thursday, 9 June 2016
Completion of Transaction	Monday, 13 June 2016

6. Overview of First Mining

The information contained in this section 6 of the Notice in relation to First Mining has been prepared by the management of First Mining and is the sole responsibility of First Mining. As such, the Company and its directors, officers, representatives and agents assume no responsibility for the accuracy or completeness of such information.

First Mining is a Canadian company listed on the TSX-V, which operates as a new “mineral bank” business concept. The business model is to acquire mineral assets and holding or banking these assets until the capital markets for commodities and mining improves. At that point First Mining would look to add value to its shareholders by entering into agreements with other parties which would move the projects forward through development or exploration while First Mining holds a residual interest in the project in question. The residual interest may be in the form of royalties, metal streams, minority interests or equity positions in the counterparty that is moving the project forward.

Through recent acquisitions, First Mining now holds a portfolio of 26 mineral assets in Canada, United States, and Mexico. First Mining currently has four material mining properties:

- The Hope Brook Gold Project, which consists of 1,005 mineral and exploration claims that cover 26,650 hectares located in Newfoundland and Labrador on the southwest coast of Newfoundland, Canada.
- The Springpole Gold Project, which is one of Canada’s largest undeveloped gold projects and the project’s land position covers a total of 32,448 hectares (over 80,000 acres). The project is located in northwestern Ontario, approximately 110 kilometres northeast of the Town of Red Lake and is situated within the Birch-Uchi Greenstone Belt.
- The Pickle Crow Gold Project, which is located in northwestern Ontario, Canada.
- The Duquesne Gold Project, which is located in the mineral rich Abitibi Greenstone Belt in the Abitibi Region of Quebec and is comprised of 115 semi-contiguous mining claims and one mining concession, totalling approximately 2,323 hectares (over 5,700 acres).

First Mining intends to continue to aggressively acquire additional projects in geopolitically safe areas of the Americas. Ultimately, First Mining’s goal is to have numerous projects generating cash flow.

Further information on First Mining, its material projects, its directors and its officers can be found on First Mining’s issuer profile on SEDAR at www.sedar.com and on First Mining’s website at www.firstminingfinance.com.

7. Financial effect of the Transaction on the Company

An unaudited pro forma Statement of financial position for the Company as at 31 March 2016 showing the effect of the Transaction is contained in Schedule 1.

If the Transaction is approved and completed, the capital structure of the Company will remain the same.

8. Reasons for the Transaction

(a) Advantages

The Directors consider that the Transaction offers the following non-exhaustive list of advantages:

- (i) As noted in section 4 above (Transaction Rationale), the market capitalisation of the Company does not effectively reflect value for the Project, and the consideration to be received is at a considerable premium to the Company’s enterprise value.

- (ii) Although the Company will no longer directly own the Project, the Company is still able to participate (indirectly through its shareholding in First Mining) in the Project upside, for as long as it retains its shareholding in First Mining. As noted above, First Mining is accumulating a significant bank of mineral assets in Canada, North America and Mexico. As a result of this and its domicile in North America, the Directors of Chalice consider First Mining is better placed to unlock the value of the Project.
 - (iii) Shareholders will gain exposure to other assets owned by First Mining, as described in section 6 above (Overview of First Mining).
 - (iv) The Company's cash reserves will be able to be used for other activities as the Company will have no further obligations to expend funds on the Project but will potentially still benefit from any developments in relation to the Cameron for as long as it retains its shareholding in First Mining.
 - (v) The Transaction will enable the Company to consider alternative acquisitions of other suitable assets that the Directors believe will add value for Shareholders, consistent with the Company's stated strategy.
- (b) Disadvantages

The Directors consider that the Transaction includes the following non-exhaustive list of disadvantages:

- (i) The Company will relinquish full ownership and benefit of the Project (other than indirectly through its shareholding in First Mining, for as long as it retains that shareholding).
- (ii) The Transaction involves the Company selling its current main undertaking, which may not be consistent with the investment objectives of all Shareholders, however as noted in section 9 below (Future Activities of Chalice) the Company will continue to pursue opportunities in other mineral assets.
- (iii) There is a risk that the Company may not be able to locate and complete the acquisition of other suitable investment opportunities within a reasonable time.
- (iv) There is no guarantee that the shareholding in First Mining will ultimately be able to be sold or realised at or above the current market value.

9. Future activities and direction of the Company on completion of the Transaction

Consistent with its stated objectives, Chalice continues to assess greenfield, brownfield and other advanced mineral resource projects and projects where the Company's strong cash position may assist in funding their development. To this end, the Company has already commenced a new phase of target generation in the Western Australian goldfields, with applications lodged for seven Exploration Licences and three Prospecting Licences covering areas with indications of gold anomalism in surface sampling.

10. Director recommendations and interests in the Company

After reflecting on the advantages and disadvantages of the Transaction (see section 8 above), the Directors **unanimously recommend** Shareholders to vote in favour of the Resolution and intend to vote all their respective Shares they own or control in favour of the Resolution.

The Directors do not have any material interest in the outcome of the Resolution other than as a result of their interest arising solely in their capacity as Shareholders.

As at the date of this Notice, the Directors' relevant interests in the securities of the Company are set out in the following table:

Director	Shares	Options	Performance Rights
Mr Timothy Goyder	41,733,533	0	1,664,707
Mr Anthony Kiernan	1,662,041	750,000	0
Mr Stephen Quin	26,321	300,000	0

GLOSSARY

The following is a glossary of terms and abbreviations used frequently throughout this Explanatory Memorandum 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 Memorandum.

"A\$" means Australian dollars.

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

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

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

"C\$" means Canadian dollars.

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

"Cameron Sale Agreement" has the meaning given in section 1 of the Notice.

"Closing Date" means the date on which all of the Conditions Precedent have been satisfied or waived (by mutual consent) and all documents required to be delivered have been so delivered;

"Completion" means the completion of the Transaction.

"Conditions Precedent" the conditions precedent under the Cameron Sale Agreement, including the key conditions precedent set out in section 2(c) of the Notice.

"Consideration Shares" means 32,260,836 First Mining Shares.

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

"Director" means a director of the Company.

"First Mining" means First Mining Finance Corp., a company incorporated in Canada.

"First Mining Share" means a fully paid common share in First Mining.

"General Meeting" or **"Meeting"** means the general meeting of the Company referred to in the Notice.

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

"Notice" or **"Notice of Meeting"** means this notice of meeting including the Explanatory Memorandum, Schedule 1 and the Proxy Form.

"Project" has the meaning given in section 1 of the Notice.

"Proxy Form" means the proxy form accompanying the Notice.

"Resolution" means the resolution contained in the Notice.

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

"Shareholder" means a holder of Shares.

"Subsidiary" means Cameron Gold Operations Ltd, a wholly owned subsidiary of the Company.

"Transaction" has the meaning given in section 1 of the Notice, being the acquisition of the Project (by the acquisition of all of the shares in the Subsidiary) by First Mining on the terms and conditions set out in the Cameron Sale Agreement.

"TSX" means the Toronto Stock Exchange.

"TSX-V" means the TSX Venture Exchange.

"VWAP" means the volume weighted average price.

"WST" means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1

PRO FORMA STATEMENT OF FINANCIAL POSITION FOR THE COMPANY AS AT 31 MARCH 2016

NB: THIS PRO FORMA IS UNAUDITED AND HAS BEEN TAKEN FROM MANAGEMENT ACCOUNTS OF THE COMPANY AS AT 31 MARCH 2016 AND HAS BEEN ADJUSTED TO REFLECT COMPLETION OF THE TRANSACTION THE SUBJECT OF THIS NOTICE OF MEETING AS IF THE SAME WAS COMPLETED ON 31 MARCH 2016.

	Consolidated 31 March 2016 ‘\$000 \$A ^{(1),(2)}	Effect of Transaction ‘\$000 \$A	Consolidated Post Completion 31 March 2016 ‘\$000 \$A
Current assets			
Cash at bank	36,513	-	36,513
Trade and other receivables	392	-	392
Other current financial assets	-	21,070 ⁽³⁾	21,070
Total current assets	36,905	21,070	57,975
Non-current assets			
Investments in associates	1,673	-	1,673
Financial assets	186	-	186
Exploration and evaluation assets	16,776	(14,076) ⁽²⁾	2,700
Property, plant and equipment	470	(169) ⁽²⁾	301
Total non-current assets	19,105	(14,245)	4,860
Total assets	56,010	6,825	62,835
Current liabilities			
Trade and other payables	212	-	212
Employee benefits	42	-	42
Income tax payable	234	-	234
Total current liabilities	488	-	488
Non-current liabilities			
Other	45	-	45
Total non-current liabilities	45	-	45
Total liabilities	533	-	533
Net assets	55,477	6,825	62,302
Equity			
Issued capital	43,623	-	43,623
Reserves	(3,630)	-	(3,630)
Retained earnings	15,484	6,825	22,309
Total equity	55,477	6,825	62,302

Assumptions:

1. The exchange rate applied to US balances is the closing rate at 31 March 2016 of US\$1:A\$0.7670.
2. The exchange rate applied to CAD balances is the closing rate at 31 March 2016 of C\$1:A\$1.005.
3. The value assigned to the First Mining Consideration Shares is based on the 20 day volume weighted average closing price of C\$0.625 (A\$0.653) prior to 3 May 2016 and using an exchange rate of C\$1:A\$1.046 at 2 May 2016.

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CHALICE GOLD MINES LIMITED
ACN 116 648 956

PROXY FORM

APPOINTMENT OF PROXY

I/We

being a Shareholder of Chalice Gold Mines Limited entitled to attend and vote at the General Meeting hereby appoint

the Chairman of the Meeting OR

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 directors have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Chalice Gold Mines Limited to be held at 10.00 am (WST) on Thursday, 9 June 2016 at the offices of Chalice Gold Mines Limited, Level 2, 1292 Hay Street, West Perth, Western Australia and at any adjournment or postponement of that meeting.

Chairman's voting intentions in relation to undirected proxies

The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intentions on any Resolution. In the event this occurs an ASX Announcement will be made immediately disclosing the reasons for the change.

Voting on Business of the General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Disposal of Cameron Gold Project	☐	☐	☐

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

Signed this day of 2016

By:

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director and Sole Company Secretary

Instructions for Completing 'Appointment of Proxy' Form

1. A Shareholder entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a Shareholder of the Company.

3. **Signing Instructions**

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate is either included in the Notice of General Meeting or may be obtained from the Company's share registry.

4. Completion of a proxy form will not prevent individual Shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the meeting.
5. Please complete and sign the proxy form enclosed and either:
 - (a) send the proxy form by post to Chalice Gold Mines Limited, GPO Box 2890, Perth, Western Australia, 6001; or
 - (b) send the proxy form by facsimile to the Company on facsimile number (+61 8) 9322 5800,

so that it is received **no later than 10.00 am (WST) on Tuesday, 7 June 2016**, being not less than 48 hours prior to the commencement of the meeting. **Proxy forms received later than this time will be invalid.**

Appointment of Corporate Representative**Section 250D of the Corporations Act 2001 (Cwlth)**

This is to certify that by a resolution of the directors of:

..... (Insert name of company)

(Company), the Company has appointed:

....., (Insert name of corporate representative),

in accordance with the provisions of section 250D of the Corporations Act 2001 (Cwlth), to act as the body corporate representative of that company at the General Meeting of Chalice Gold Mines Limited to be held at 10.00 am (WST) on Thursday 9 June 2016 and at any adjournment of that meeting.

DATED 2016

Executed by the Company)
)
in accordance with its constituent documents

.....

Signed by authorised representative

.....

Name of authorised representative (print)

.....

Position of authorised representative (print)

.....

Signed by authorised representative

.....

Name of authorised representative (print)

.....

Position of authorised representative (print)

INSTRUCTIONS FOR COMPLETION

Under Australian law, an appointment of a body corporate representative will only be valid if the Certificate of Appointment is completed precisely and accurately.

Please follow the following instructions to complete the Certificate of Appointment:

1. Execute the certificate following the procedure required by your company's constitution or other constituent documents.
2. Print the name and position (eg director) of each company officer who signs this certificate on behalf of the company.
3. Insert the date of execution where indicated.
4. Send or deliver the certificate to the registered office of Chalice Gold Mines Limited or fax the certificate to the registered office at (+61 8) 9322 5800.