



**PAYNES FIND GOLD LIMITED**

Registered Office:  
Ground Floor, 1 Havelock Street  
WEST PERTH WA 6005  
Phone: +61 8 9488 5220  
Fax: + 61 8 9324 2400  
Principal Place of Business:  
Level 2, 41-43 Ord Street  
WEST PERTH WA 6005  
Phone: + 61 8 9481 3992  
Fax: + 61 8 9481 5665  
ABN: 45 141 450 624

21 November 2012

The Manager  
Company Announcements  
Australian Securities Exchange Limited  
Level 6, 20 Bridge Street  
Sydney NSW 2000

**By e-lodgement**

**Results of General Meeting of Shareholders and Shareholder Presentation.**

In accordance with Listing Rule 3.13.2, it is confirmed that the following resolution put to the Annual General Meeting of Paynes Find Gold Limited, held on 21 November 2012, was passed on a show of hands:

- Resolution 1: Adoption of Remuneration Report (Non-Binding)
- Resolution 3: Approval of Issue and Allotment of Options
- Resolution 4: Approval of Issue and Allotment of Securities
- Resolution 5: Ratification of Previous Issue and Allotment of Shares
- Resolution 6: Pre-approval of Share Placement

Resolution 2 was withdrawn as Resolution 1 was approved by more than 75% of shareholders.

In addition, information required to be disclosed by the Company in accordance with section 251AA of the Corporations Act is also attached.

Please see attached Presentation given at the Annual General Meeting.

Yours faithfully,

**Carl Popal**  
Director

For further information please contact:

Carl Popal  
Director  
T: + 61 8 9481 3992

Jane Flegg  
Company Secretary  
T: +61 8 9488 5220



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**PAYNES FIND GOLD LIMITED**  
**ANNUAL GENERAL MEETING – 21 NOVEMBER 2012**  
**Disclosure of Proxy Votes**

In accordance with section 251AA of the Corporations Act 2001, the following information is provided to Australian Securities Exchange Limited in relation to the resolution passed by members of Paynes Find Gold Limited at its General Meeting held on 21 November 2012.

| Resolution Number                                                                       | Resolution 1 | Resolution 2 | Resolution 3 | Resolution 4 | Resolution 5 | Resolution 6 | Resolution 7 | Resolution 8 |
|-----------------------------------------------------------------------------------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| Decided by a show of hands (S) or poll (P)                                              | S            | S            | S            | S            | S            | S            | S            | S            |
| <b>Total number of proxy votes exercisable by proxies validly appointed</b>             | 151,442,000  | 151,442,000  | 151,442,000  | 151,442,000  | 151,442,000  | 151,442,000  | 151,442,000  | 151,442,000  |
| <b>Total number of proxy votes in respect of which the appointments specified that:</b> |              |              |              |              |              |              |              |              |
| ▪ The proxy is to vote for the resolution                                               | 118,402,364  | 5,593,719    | 148,310,659  | 148,339,826  | 147,834,685  | 141,977,818  | 147,373,826  | 148,406,826  |
| ▪ The proxy is to vote against the resolution                                           | 2,399,320    | 115,487,965  | 621,026      | 566,859      | 1,072,000    | 6,928,867    | 1,482,859    | 449,859      |
| ▪ The proxy is to abstain on the resolution                                             | 15,100,618   | 0            | 0            | 0            | 0            | 0            | 0            | 0            |
| ▪ The proxy may vote at the proxy's discretion                                          | 2,815,315    | 17,635,933   | 2,510,315    | 2,535,315    | 2,535,315    | 2,535,315    | 2,585,315    | 2,585,315    |
| ▪ The proxy is excluded                                                                 | 12,724,383   | 12,724,383   | 0            | 0            | 0            | 0            | 0            | 0            |
| Total votes cast on a poll in favour of the resolution                                  | N/A          | N/A          | N/A          | N/A          | N/A          | N/A          | N/A          | N/A          |
| Total votes cast on a poll against the resolution                                       | N/A          | N/A          | N/A          | N/A          | N/A          | N/A          | N/A          | N/A          |
| Total votes cast on a poll abstaining on the resolution                                 | N/A          | N/A          | N/A          | N/A          | N/A          | N/A          | N/A          | N/A          |
| Total votes exercisable by proxies which were not cast                                  | N/A          | N/A          | N/A          | N/A          | N/A          | N/A          | N/A          | N/A          |

Yours faithfully,

**Carl Popal - Director**



PAYNES FIND GOLD LIMITED

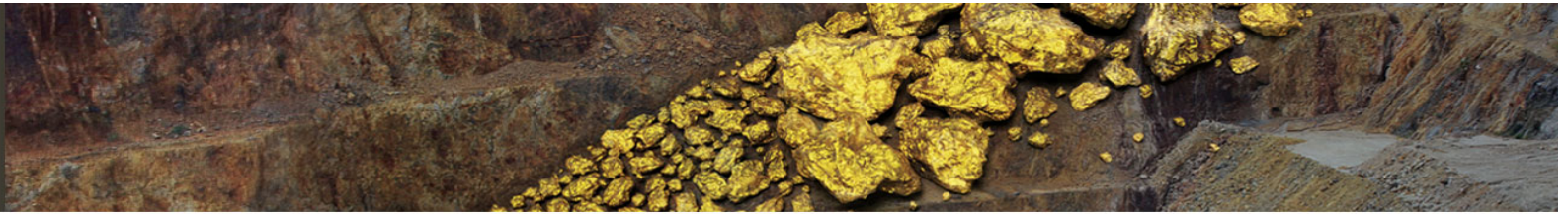


Annual General Meeting

21 November 2012



PAYNES FIND GOLD LIMITED



## Corporate Directory

### Directors

Peter Landau (Non-Executive Chairman)

Carl Popal (Chief-Executive Director)

Doug Taylor (Executive Director)

Malcolm Day (Non-Executive Director)

John Hatherley (Non-Executive Director)

Jane Flegg (Company Secretary)

### Office

Level 2, 41-43 Ord Street

West Perth WA 6005

Telephone: (08) 9481 3992

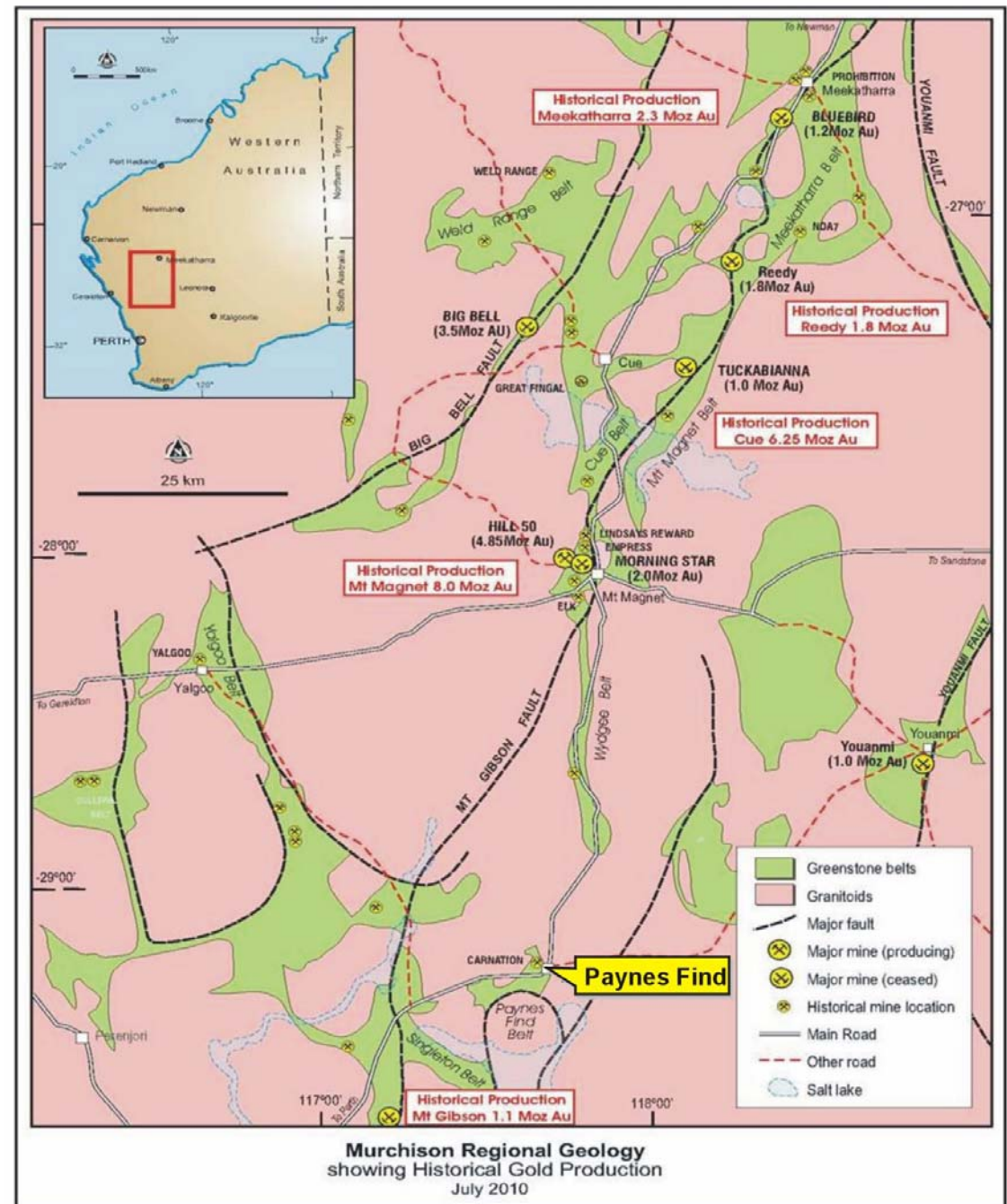
Facsimile: (08) 9481 5665

Website: [www.paynesfindgold.com](http://www.paynesfindgold.com)

Email: [info@paynesfindgold.com](mailto:info@paynesfindgold.com)

# History & Regional Setting

- The Paynes Find Gold Field was named after Thomas Payne, who in 1911 was the first prospector to register a lease for gold mining with the Mines Department.
- From 1911-1982 some 69,000t of ore produced 1,784kg (57,363 ounces) of gold at an average grade of 25 g/t Au
- Located approximately 420km northeast of Perth, Western Australia.
- Serviced by the sealed Great Northern Highway.
- Located in historically significant gold producing region:
  - Hill 50 4.85 Moz Au;
  - Morning Star 2.0 Moz Au;
  - Mt Gibson 1.1 Moz Au;
  - Big Bell 3.5 Moz Au;
  - Tuckabianna 1.0 Moz Au;
  - Reedy 1.8 Moz Au;
  - Bluebird 1.2 Moz Au;
  - Youanmi 1.0 Moz Au.

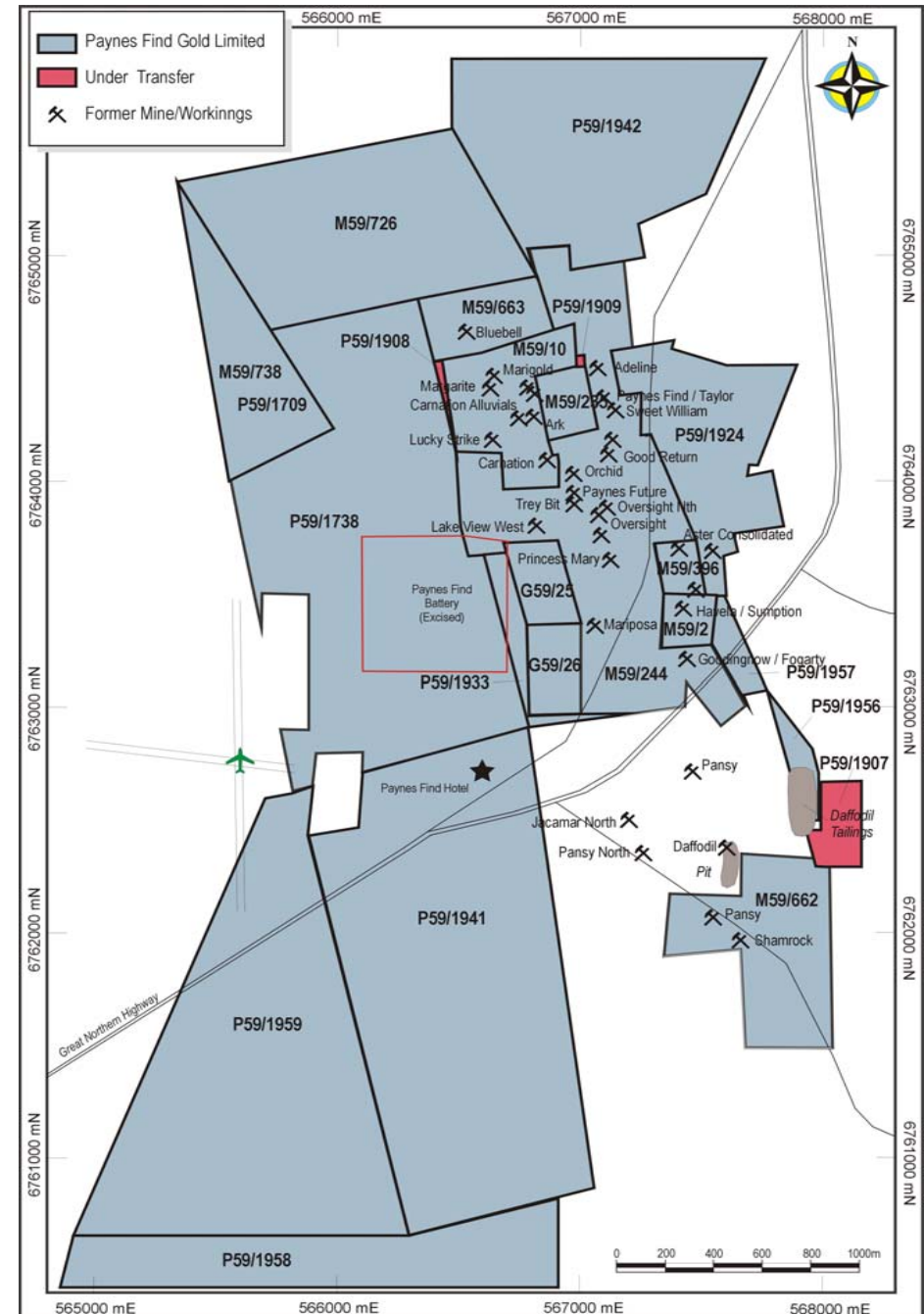


# Project Tenements

Within PFGL's tenement area, which is some 5.5km long by 2km wide:-

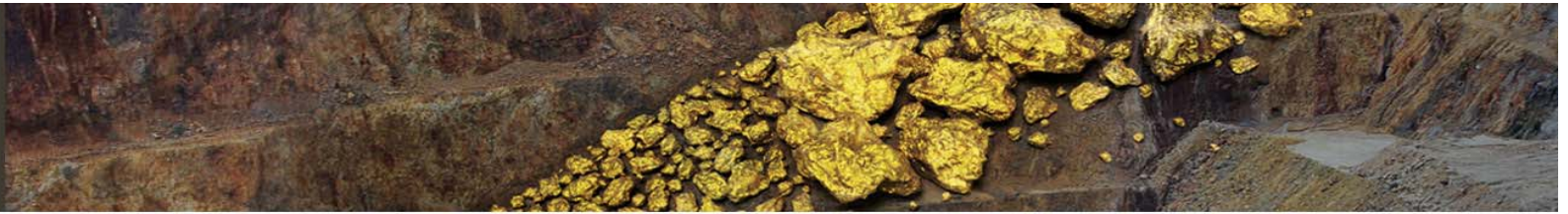
|          |          |
|----------|----------|
| M59/726  | M59/738  |
| P59/1709 | P59/1738 |
| M59/663  | M59/10   |
| M59/244  | M59/503  |
| M59/405  | M59/504  |
| M59/662  | M59/235  |
| P59/1924 | P59/1942 |
| G59/26   | P59/1941 |
| M59/2    | G59/25   |
| M59/396  | P59/1933 |
| P59/1956 | P59/1957 |

- Mining Leases M 59/405, M 59/503, M 59/504 are held under option agreements.





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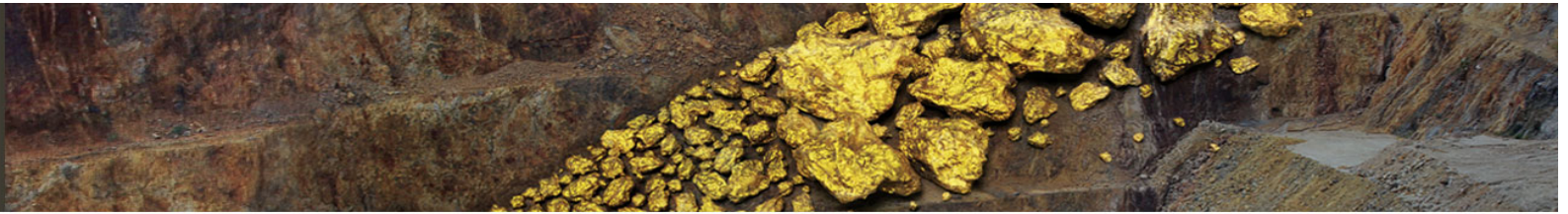
## Second Stage Drilling Program

- The Stage 2 diamond drilling and RC drilling program, completed in September 2012.
- Consisted 5,326 metres of RC drilling in 54 holes to a maximum depth of 250 metres.
- 6 diamond drill holes for a cumulative 1,540m to a maximum depth of up to 480 metres.
- Traces of visible gold were noted in some diamond core.





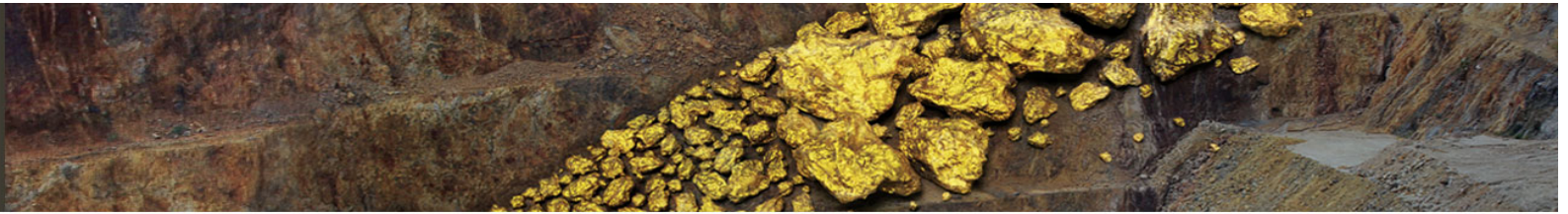
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## NEW HIGH-GRADE GOLD DISCOVERIES CONFIRM POTENTIAL

### HIGHLIGHTS:

- Multiple high-grade intersections returned in several holes, confirming multiple lodes and target geometries.
- Shallow high-grade gold results confirm the open pit potential of the area.
- Results confirm that gold mineralisation is not limited to the predominantly explored gneiss (as previously thought), with significant intersections occurring in the adjacent **greenstone schist**.
- Stage 2 results provide the economic and geological rationale to further advance exploration to capitalise on results to date.
- Further extensional and down-dip drilling required to test open high-grade structures to the west, and to potentially link high-grade zones along strike.

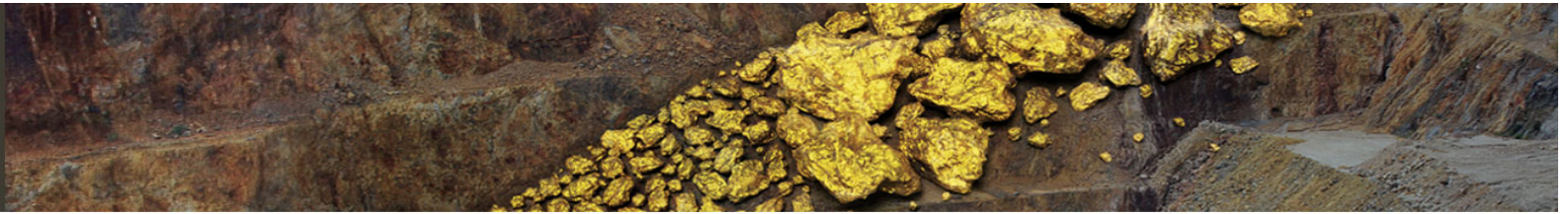


## Results from Stage 2 Drilling

- 3m at 92.1 g/t gold from 41m, including 1m at 271 g/t Au
- 12m at 6.61 g/t gold from 10m, including 3m at 17 g/t gold from 13m
- 2m at 33.02 g/t gold from 22m
- 3m at 16.07 g/t gold from 50m
- 2m at 24.5 g/t gold from 39m
- 3m at 15.96 g/t gold from 32m
- 7m at 4.83 g/t gold from 77m
- 3m at 8.04 g/t gold from 45m and 3m at 5.21 g/t gold from 140m
- 4m at 6.28 g/t gold from 79m and 6m at 3.56 g/t gold from 120m



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## Significant New Gold Intersections

The significant new gold intersections at Paynes Find include:

- 7m at 2.43 g/t gold (PFRC 115 from 26m)
- 12m at 6.61 g/t gold (PFRC 116 from 10m)
- 3m at 8.04 g/t gold (PFRC 134 from 45m)
- 3m at 5.21 g/t gold (PFRC 134 from 140m)
- 3m at 8.05 g/t gold (PFRC 135 from 77m)
- 4m at 6.28 g/t gold (PFRC 150 from 79m)
- 6m at 3.56 g/t gold (PFRC 150 from 120m)
- 3m at 92.1 g/t gold (PFRC 120 from 41m including 1m at 271 g/t)
- 3m at 3.21 g/t gold (PFRC from 30m)
- 4m at 2.64 g/t gold (PFRC 133 from 99m)
- 3m at 4.94 g/t gold (PFRC 112 from 114m)
- 2m at 4.94 g/t gold (PFRC 135 from 82m)



## PAYNES FIND GOLD LIMITED

Multiple high-grade intersections returned in several holes, confirming multiple lodes and target geometries.

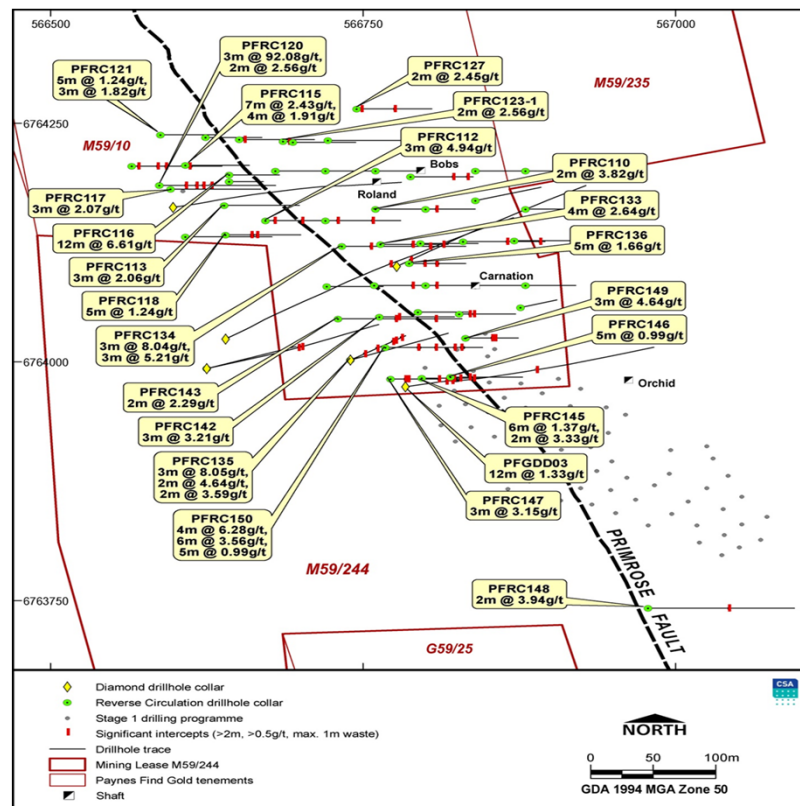


Figure 1: Paynes Find Gold Stage 2 drill hole locations and significant intersections

Results confirm that gold mineralisation is not limited to the predominantly explored gneiss with significant intersections occurring in the adjacent **greenstone schist**.

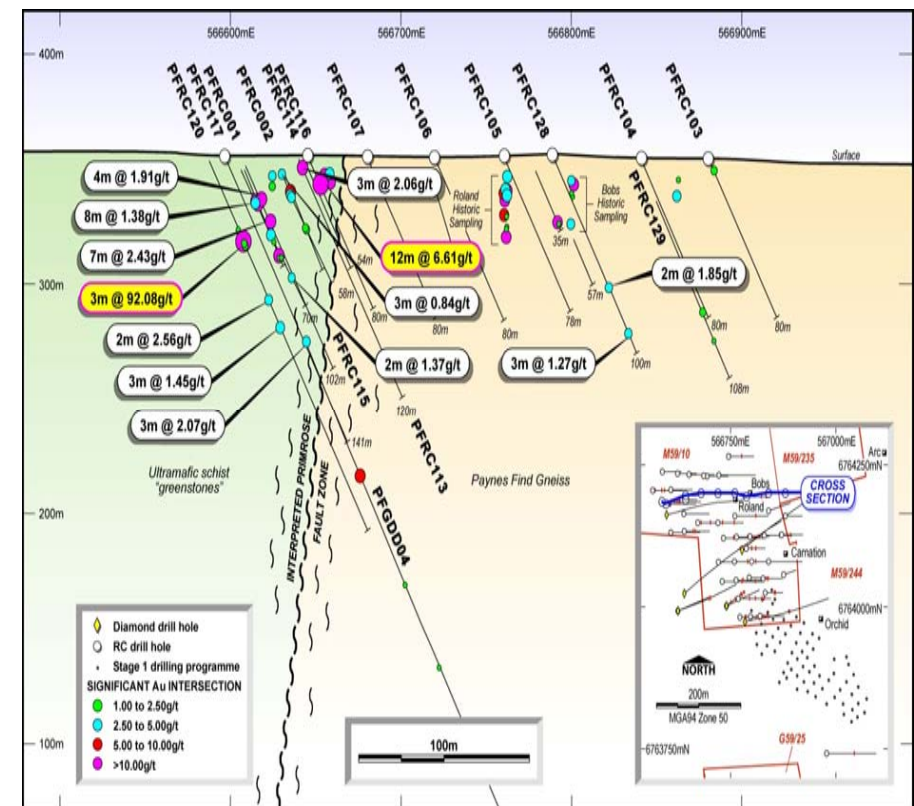
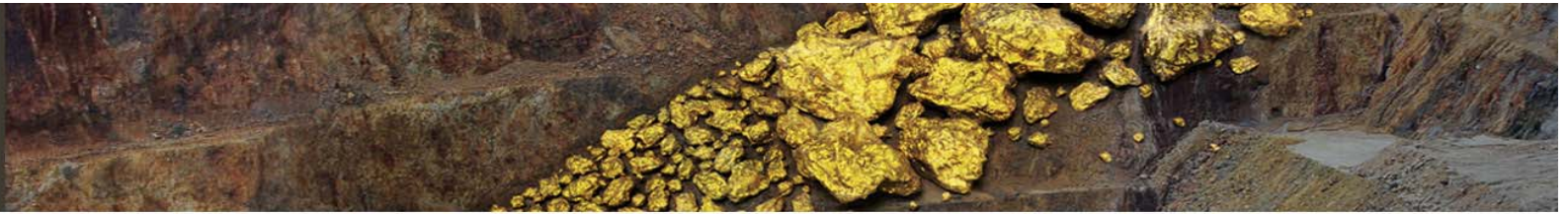


Figure 2: Paynes Find Gold Cross Section



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Shallow high-grade gold results confirm the open pit potential of the area

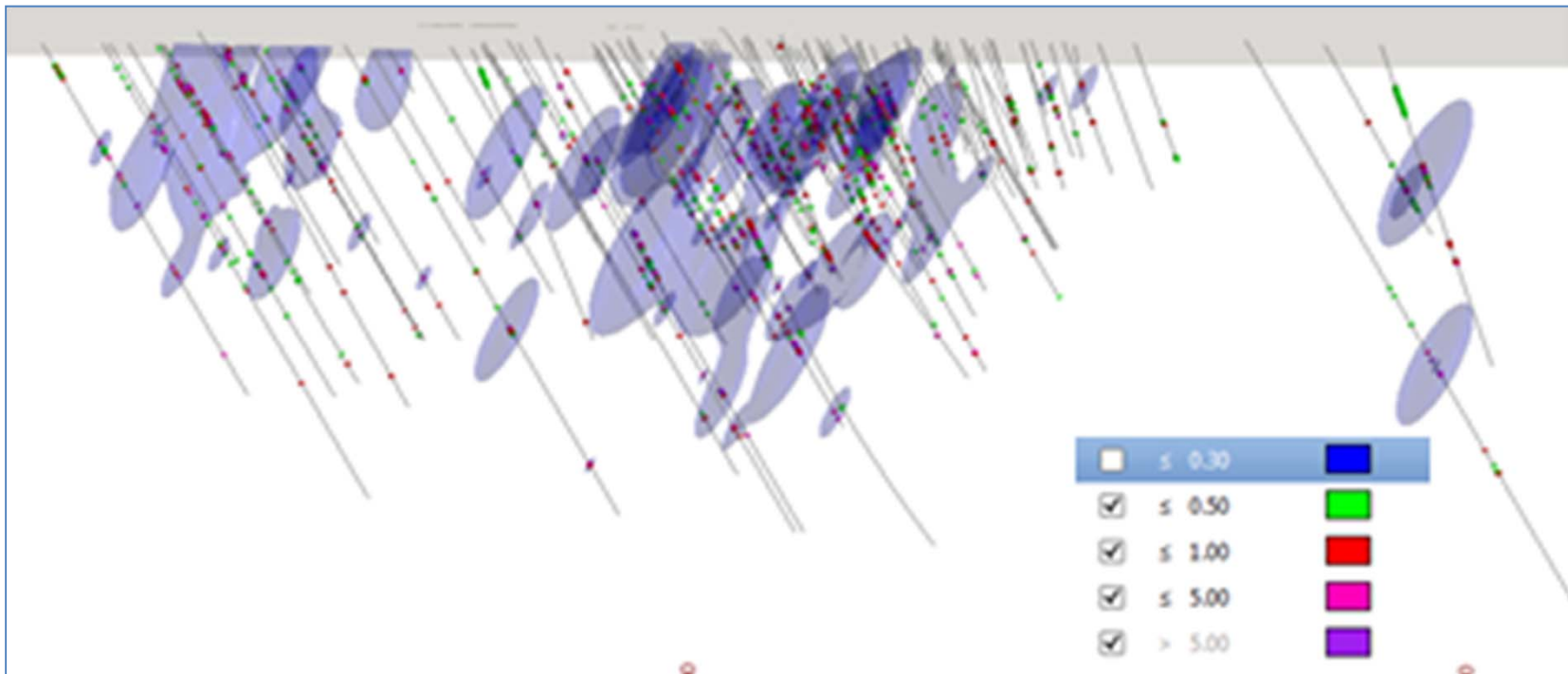


Figure 3: Sectional view, looking north, of preliminary Leapfrog™ low grade envelopes (+0.5g/t Au); Au filtered on drill holes above 0.3g/t



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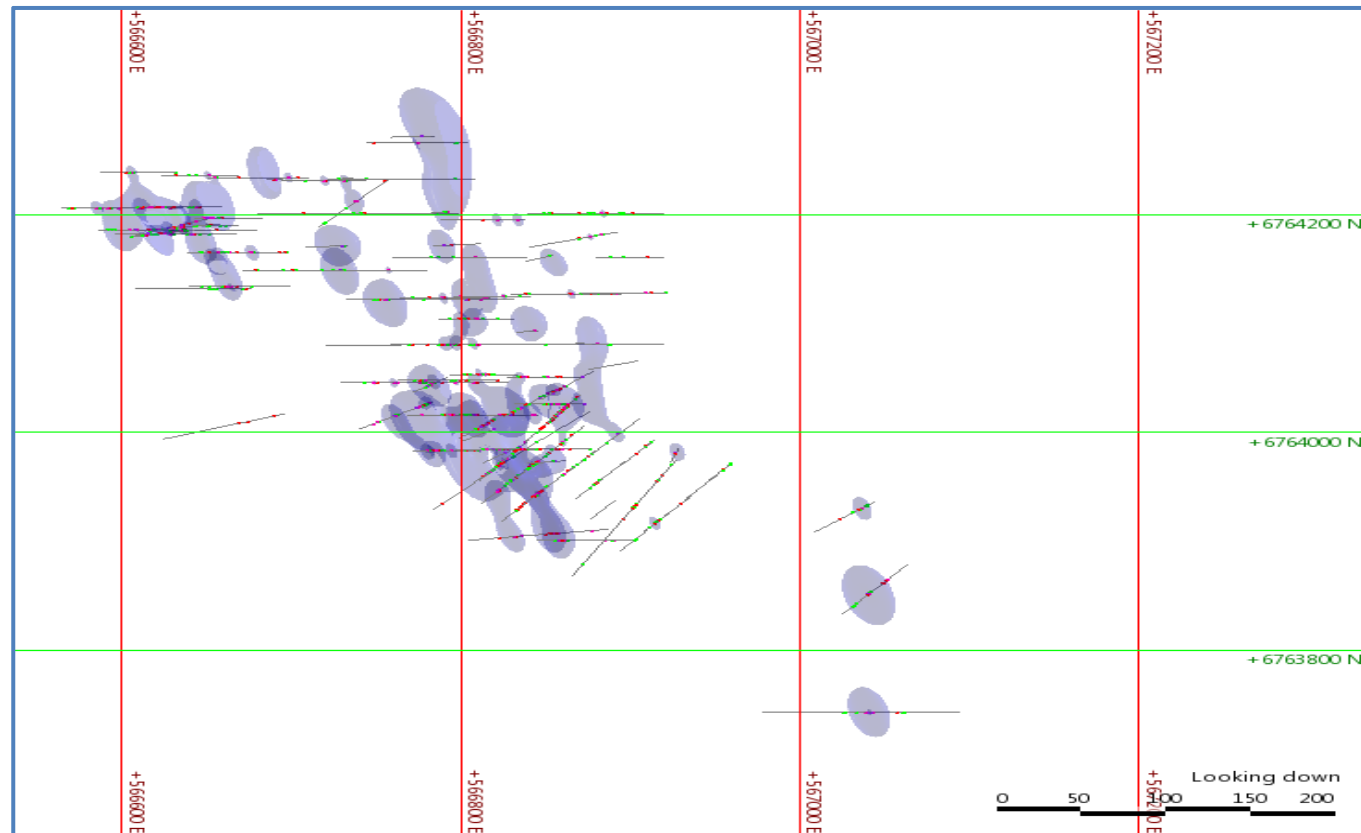
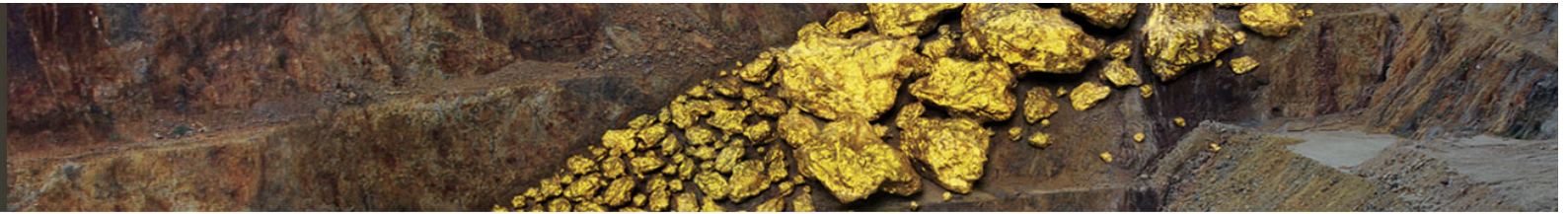
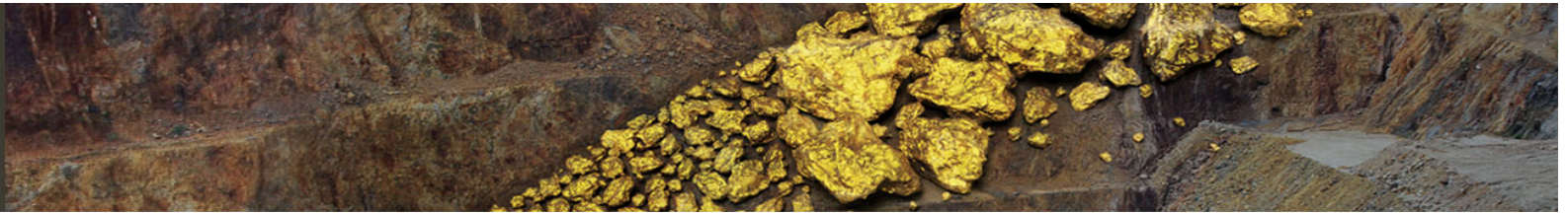


Figure 4: Plan of preliminary Leapfrog™ low grade envelopes (+0.5 g/t Au) based on Stage 1 and Stage 2 drilling



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Paynes Find Gold has explored only 5% of the total area available for gold mineralisation.

More work is clearly justified to adequately assess the potential of the Paynes Find field and to generate potentially economic grades and widths.

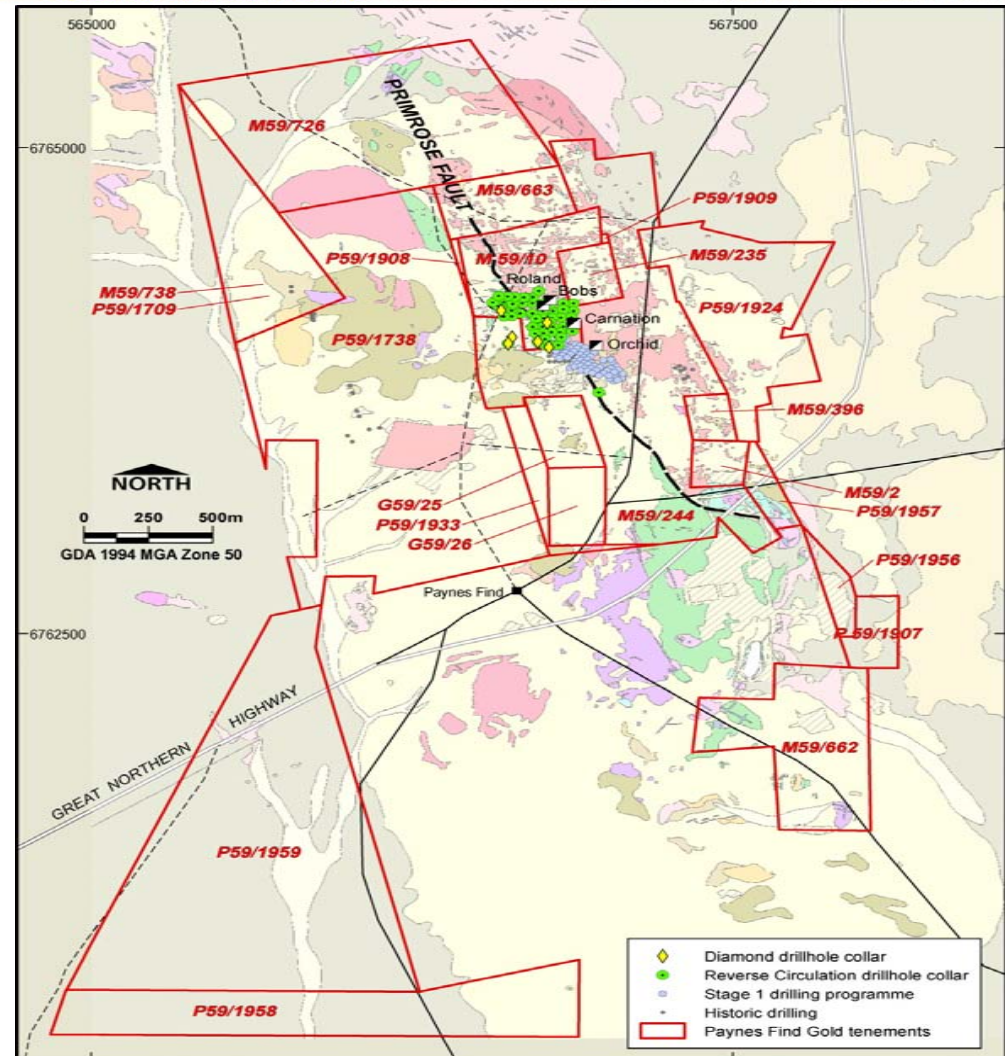


Figure 5: Paynes Find Tenement package with mapped geology, showing exploration activity and the Primrose Fault zone



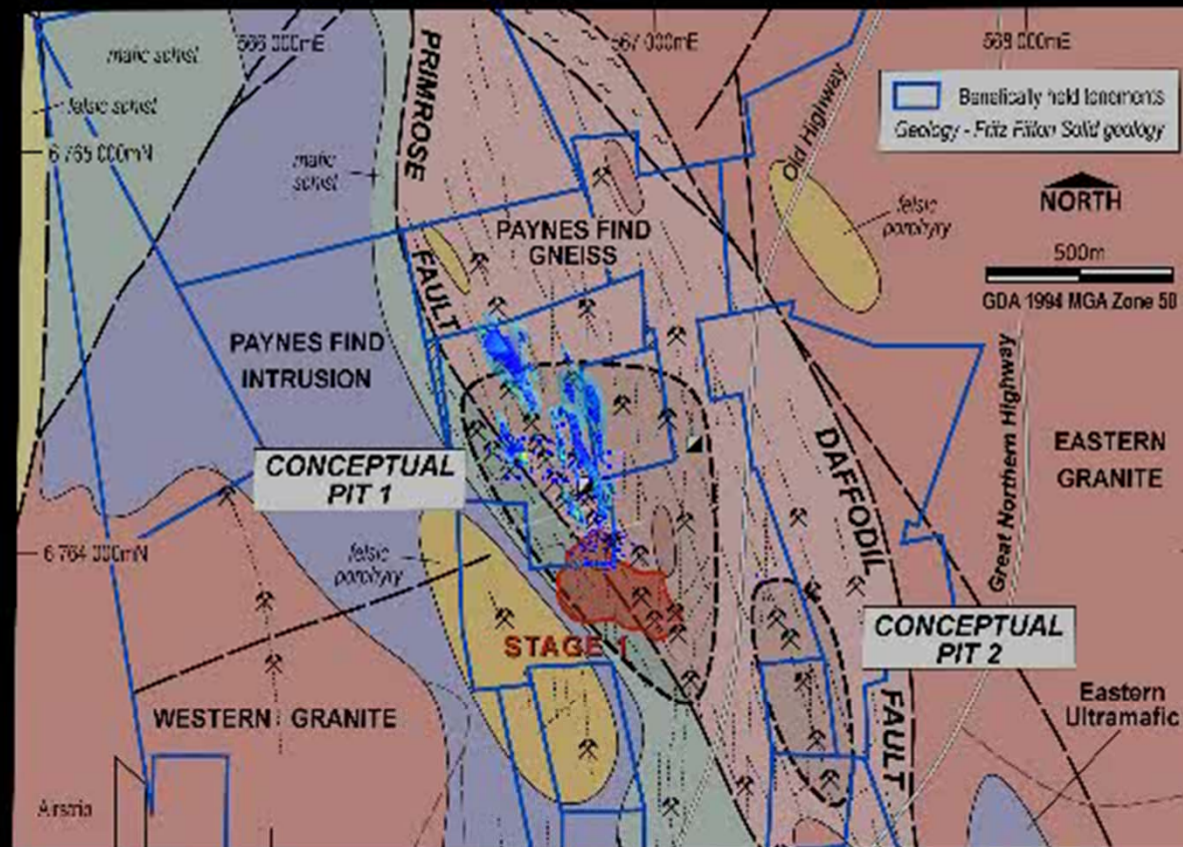
Table 1: Assay Results – 2012 Stage 2 Drilling Program

| Hole ID   | Easting (m) | Northing (m) | Max Depth (m) | Dip (°) | Azi (°) | From (m) | To (m) | Int. (m) | Au (g/t) | PFRC124 | 566651 | 6764233 | 120 | -60 | 90 | 7   | 9    | 2   | 1.11 | PFRC142 | 566763 | 6764047 | 120  | -60     | 90     | 30      | 33    | 3   | 3.21 |    |      |         |        |         |     |     |      |      |      |   |      |
|-----------|-------------|--------------|---------------|---------|---------|----------|--------|----------|----------|---------|--------|---------|-----|-----|----|-----|------|-----|------|---------|--------|---------|------|---------|--------|---------|-------|-----|------|----|------|---------|--------|---------|-----|-----|------|------|------|---|------|
| PFRC102   | 566800      | 6764080      | 80            | -60     | 90      | 16       | 19     | 3        | 0.84     | PFRC127 | 566745 | 6764265 | 120 | -60 | 90 | 6   | 8    | 2   | 0.88 | PFRC143 | 566730 | 6764045 | 198  | -60     | 90     | 91      | 93    | 2   | 0.94 |    |      |         |        |         |     |     |      |      |      |   |      |
|           |             |              |               |         |         | 59       | 61     | 2        | 2.45     |         |        |         |     |     |    | 155 | 157  | 2   | 2.29 |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
|           |             |              |               |         |         |          |        |          |          |         |        |         |     |     |    |     |      |     |      |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
|           |             |              |               |         |         |          |        |          |          |         |        |         |     |     |    |     |      |     |      |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
| PFRC110   | 566760      | 6764160      | 108           | -60     | 90      | 96       | 98     | 2        | 3.82     | PFRC128 | 566788 | 6764194 | 100 | -60 | 90 | 67  | 69   | 2   | 1.85 | PFRC145 | 566797 | 6763983 | 96   | -60     | 90     | 44      | 46    | 2   | 3.33 |    |      |         |        |         |     |     |      |      |      |   |      |
| 13        | 15          | 2            | 0.63          | 50      | 56      | 6        | 1.37   |          |          |         |        |         |     |     |    |     |      |     |      |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
| 57        | 59          | 2            | 0.71          | 60      | 62      | 2        | 0.6    |          |          |         |        |         |     |     |    |     |      |     |      |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
| 114       | 117         | 3            | 4.94          | 82      | 85      | 3        | 0.67   |          |          |         |        |         |     |     |    |     |      |     |      |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
| PFRC112   | 566672      | 6764148      | 192           | -60     | 90      | 170      | 172    | 2        | 1.11     | PFRC131 | 566830 | 6764126 | 131 | -60 | 90 | 69  | 71   | 2   | 1.45 | PFRC146 | 566820 | 6763984 | 115  | -60     | 90     | 29      | 34    | 5   | 0.99 |    |      |         |        |         |     |     |      |      |      |   |      |
|           |             |              |               |         |         |          |        |          |          |         |        |         |     |     |    | 122 | 124  | 2   | 1.02 |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
|           |             |              |               |         |         |          |        |          |          |         |        |         |     |     |    |     |      |     |      |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
|           |             |              |               |         |         |          |        |          |          |         |        |         |     |     |    |     |      |     |      |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
| PFRC115   | 566608      | 6764206      | 102           | -60     | 90      | 16       | 20     | 4        | 1.91     | PFRC133 | 566764 | 6764123 | 108 | -60 | 90 | 50  | 52   | 2   | 1.61 | PFRC147 | 566772 | 6763982 | 80   | -60     | 90     | 22      | 24    | 2   | 0.95 |    |      |         |        |         |     |     |      |      |      |   |      |
|           |             |              |               |         |         | 26       | 33     | 7        | 2.43     |         |        |         |     |     |    | 27  | 31   | 4   | 1.16 |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
|           |             |              |               |         |         | 44       | 47     | 3        | 0.6      |         |        |         |     |     |    | 76  | 79   | 3   | 3.15 |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
|           |             |              |               |         |         | 71       | 73     | 2        | 1.85     |         |        |         |     |     |    |     |      |     |      |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
| PFRC116   | 566643      | 6764196      | 80            | -60     | 90      | 10       | 22     | 12       | 6.61     | PFRC134 | 566733 | 6764121 | 198 | -60 | 90 | 45  | 48   | 3   | 8.04 | PFRC148 | 566978 | 6763742 | 234  | -60     | 90     | 128     | 130   | 2   | 3.94 |    |      |         |        |         |     |     |      |      |      |   |      |
|           |             |              |               | 140     | 143     | 3        | 5.21   |          |          |         |        |         |     |     |    |     |      |     |      |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
| PFRC117   | 566596      | 6764181      | 144           | -60     | 90      | 49       | 51     | 2        | 0.6      | PFRC135 | 566740 | 6764002 | 102 | -60 | 90 | 25  | 28   | 3   | 0.69 | PFRC149 | 566832 | 6764025 | 84   | -60     | 90     | 41      | 44    | 3   | 4.64 |    |      |         |        |         |     |     |      |      |      |   |      |
|           |             |              |               | 92      | 95      | 3        | 2.07   |          |          |         |        |         |     |     |    |     |      | 46  | 50   |         |        |         |      |         |        | 4       | 1.21  |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
| PFRC118   | 566640      | 6764133      | 120           | -60     | 90      | 40       | 45     | 5        | 1.24     |         |        |         |     |     |    |     |      |     |      |         |        |         |      |         |        |         |       | 48  | 50   | 2  | 3.59 | PFRC150 | 566768 | 6764015 | 155 | -60 | 90   | 51   | 56   | 5 | 0.99 |
|           |             |              |               |         |         |          |        |          |          |         |        |         |     |     |    | 49  | 51   | 2   | 1.45 |         |        |         |      |         |        |         |       |     |      | 77 | 84   |         |        |         |     |     |      | 7    | 4.83 |   |      |
|           |             |              |               |         |         |          |        |          |          |         |        |         |     | 93  | 97 | 4   | 0.89 |     |      |         |        | 109     | 111  | 2       | 0.81   |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
|           |             |              |               |         |         |          |        |          |          |         |        |         |     |     |    |     |      | 120 | 126  | 6       | 3.56   |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
| PFRC120   | 566587      | 6764185      | 186           | -60     | 90      | 41       | 44     | 3        | 92.08    | PFRC136 | 566787 | 6764103 | 90  | -60 | 90 | 23  | 27   | 4   | 1.13 | PFGDD01 | 566640 | 6764024 | 483  | -60     | 60     | 294     | 297   | 3   | 0.5  |    |      |         |        |         |     |     |      |      |      |   |      |
|           |             |              |               |         |         | 58       | 61     | 3        | 0.8      |         |        |         |     |     |    |     |      |     |      | 42      | 47     | 5       | 1.66 | PFGDD02 | 566777 | 6764100 | 327.2 | -62 | 58.7 | 36 | 37   | 1       | 3.95   |         |     |     |      |      |      |   |      |
|           |             |              |               |         |         | 69       | 71     | 2        | 2.56     |         |        |         |     |     |    |     |      |     |      |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
|           |             |              |               |         |         | 82       | 85     | 3        | 1.45     |         |        |         |     |     |    |     |      |     |      |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
| PFRC121   | 566565      | 6764205      | 144           | -60     | 90      | 9        | 12     | 3        | 0.63     | PFRC137 | 566759 | 6764080 | 84  | -60 | 90 | 60  | 62   | 2   | 1.43 | PFGDD03 | 566784 | 6763974 | 402  | -62.3   | 80     | 70      | 74    | 4   | 0.73 |    |      |         |        |         |     |     |      |      |      |   |      |
|           |             |              |               |         |         | 40       | 43     | 3        | 1.2      |         |        |         |     |     |    |     |      |     |      |         |        |         |      |         |        | 15      | 18    | 3   | 0.87 |    |      |         |        | 80      | 92  | 12  | 1.33 |      |      |   |      |
|           |             |              |               |         |         | 53       | 56     | 3        | 1.82     |         |        |         |     |     |    |     |      |     |      |         |        |         |      |         |        | 22      | 24    | 2   | 1.15 |    |      |         |        | 219     | 221 | 2   | 0.88 |      |      |   |      |
|           |             |              |               |         |         | 91       | 96     | 5        | 1.24     |         |        |         |     |     |    |     |      |     |      |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         |     |     |      |      |      |   |      |
| PFRC123-1 | 566686      | 6764231      | 18            | -60     | 90      | 8        | 10     | 2        | 2.56     | PFRC140 | 566827 | 6764050 | 90  | -60 | 90 |     |      |     |      | PFGDD06 | 566625 | 6763993 | 385  | -70     | 70     | 214     | 216   | 2   | 2.07 |    |      |         |        |         |     |     |      |      |      |   |      |
|           |             |              |               |         |         |          |        |          |          |         |        |         |     |     |    |     |      |     |      |         |        |         |      |         |        |         |       |     |      |    |      |         |        |         | 222 | 225 | 3    | 1.28 |      |   |      |



PAYNES FIND GOLD LIMITED

# Conceptual Pit - Solid Geology



Stage 1 Drill Area with Conceptual Pits 1 & 2

PFGL March 2011



PAYNES FIND GOLD LIMITED

# Northern Zone

Production details from some historical gold mines:



| Mine Name     | Production Period | Max. Inclined Depth (m) | Ounces Produced | Grams/Tonne Gold | Current Lease |
|---------------|-------------------|-------------------------|-----------------|------------------|---------------|
| Ark           | 1933-1982         | 240                     | 5,258           | 23               | M59/244       |
| Aster         | 1935-1951         | 180                     | 3,281           | 18               | M59/244       |
| Aster Cons    | 1913-1919         | 180                     | 1,092           | 23               | M59/244       |
| Big 5         | 1940-1954         | 190                     | N/A             | 45               | M59/10        |
| Blue Heaven   | 1939-1945         | 105                     | *               | 93               | M59/10        |
| Bob's         | 1943-1945         | 108                     | *               | 150              | M59/10        |
| Carnation     | 1912-1951         | 280                     | *               | 31               | M59/10        |
| Centre        | 1980-1985         | 69                      | 300+            | 31               | M59/10        |
| Cracker       | 194-N/A           | 105                     | *               | 62               | M59/10        |
| Daphne        | 1915-1917         | 90                      | 376             | 33               | M59/10        |
| Goat          | 1943-N/A          | 45                      | 80              | 31               | M59/10        |
| Green Heaven  | 1940-1949         | 36                      | 200             | 31               | M59/10        |
| Horseshoe     | 1943-1956         | 270                     | *               | 32               | M59/10        |
| Lake View     | 1912-1925         | 210                     | 10,559          | 31               | M59/244       |
| Lake View     | 1926-1937         | 210                     | 5,222           | 28               | M59/244       |
| League        | 1930-N/A          | 108                     | *               | 50               | M59/10        |
| Marigold      | 1940-N/A          | 150                     | 1,780           | 15               | M59/10        |
| Mariposa      | 1912-1940         | 140                     | 968             | 26               | M59/244       |
| Orchid        | 1911-1942         | 210                     | 13,839          | 31               | M59/244       |
| Oversight     | 1912-N/A          | 120                     | 2,700           | 15               | M59/244       |
| Princess Mary | 1916-1931         | 118                     | 528             | 28               | M59/244       |
| Rolands       | 1964-N/A          | 50                      | 300             | 23               | M59/10        |
| Scadden       | 1951-N/A          | 51                      | *               | 18               | M59/10        |
| Sweet William | 1911-1981         | 210                     | 4,600           | 35               | M59/235       |
| Blue Bell     | 1912-1981         | 75                      | 392             | 34               | M57/663       |

