

Mintails Limited

ABN 45 008 740 672

All correspondence to: Mintails Limited
PO Box 8694
Armadale VIC 3143
Enquiries: +61 3 9824 5254
Facsimile: +61 3 9822 7735

PROXY FORM Annual General Meeting 22 November 2012

SHAREHOLDER NAME
SHAREHOLDER ADDRESS
SHAREHOLDER ADDRESS
SHAREHOLDER ADDRESS

Appointment of Proxy

I/We being a shareholder/shareholders of the Company pursuant to my/our right to appoint

The Chairman of the Meeting
(mark with an "X")

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing him/her, (or if no proxy is specified above), the Chairman of the meeting, as my/our proxy to act generally at the meeting and to vote for me/us and on my/our behalf at the Annual General Meeting to be held at **The Function Room, Giorgios Restaurant, 1235 High Street, Armadale VIC 3143 on Thursday, 22 November 2012, at 3.00pm** and at any adjournment of that meeting.

If the Chairman of the Meeting is my/our proxy or is appointed my/our proxy by default and I/we do not direct my/our proxy how to vote in respect of resolutions 1 to 2, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

If you do not wish for your vote to be voted in this way, you should direct your proxy how to vote.

The Chairman intends to vote all undirected proxies in favour of all resolutions.

Voting directions to your proxy – please mark to indicate your directions

RESOLUTION	For	Against	Abstain*
1. Non-Binding Adoption of 2012 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director, Dr. Howard Carr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*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.

PLEASE SIGN HERE

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

Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

Sole Director & Sole Company Secretary

Director

Director / Company Secretary

Dated this _____ day of _____ 2012

Contact Name

Contact Business Telephone / Mobile

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of the Company. If you are Issuer Sponsored and this information is incorrect, make the correction on the form, sign it and return it to us. Securityholders sponsored by a broker on the CHES subregister should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.
2. 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.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company prior to the meeting or produced for admission to the Meeting.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

8. **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:** If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
- 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.

9. **Lodgment of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 3.00 pm on 20 November 2012 (48 hours before the commencement of the meeting).

Any Proxy Form received after that time will not be valid for the scheduled meeting.

Hand deliveries

**Suite 1
1233 High Street
Armadale VIC 3143**

Postal address:

**PO Box 8694
Armadale VIC 3143**

Fax number:

+61 3 9822 7735

NOTICE OF 2012 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is given that the 2012 Annual General Meeting of Mintails Limited ("the Company" or "Mintails") will be held at 3:00 pm (Melbourne, Victoria time) on Thursday, 22 November 2012, at:

The Function Room,
Giorgios Restaurant,
1235 High Street,
Armadale, Victoria, Australia, 3143

IMPORTANT INFORMATION

This is an important document and should be read in its entirety.

This Notice of Annual General Meeting should be read in conjunction with the Explanatory Memorandum, which forms part of this Notice of Annual General Meeting. The Explanatory Memorandum contains further information regarding each resolution proposed and has been prepared to assist Shareholders in determining whether or not to vote in favour of the resolutions set out in this Notice of Meeting.

You are encouraged to attend the meeting, but if you cannot, you are requested to complete and return the enclosed proxy form without delay.

Hand deliveries

**Suite 1
1233 High Street
Armadale VIC 3143**

Postal address:

**PO Box 8694
Armadale VIC 3143**

Fax number:

+61 3 9822 7735

BUSINESS

2012 ANNUAL FINANCIAL REPORTS

To receive and consider the Annual Financial Reports of the Company comprising the Annual Financial Report, the Directors Report and the Audit Report for the year ended 30 June 2012.

RESOLUTIONS - ORDINARY BUSINESS

To consider and, if thought fit, pass the following as ordinary resolutions:

Resolution 1 - Non-Binding Adoption of 2012 Remuneration Report

"THAT shareholders hereby adopt the 2012 Remuneration Report as published in the Directors Report section of the Company's 2012 Annual Report."

Voting Exclusion: A voting exclusion statement applies to this Resolution. Refer below.

Resolution 2 - Re-election of Director, Dr Howard Carr

"THAT Dr Howard Carr, who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company"

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 1 by:

- *all Directors of the Company and all persons who have been named by the Company as Key Management Personnel as detailed in the 2012 Remuneration Report; or*
- *an associate of those persons.*

However, the Company need not disregard a vote on Resolution 1 if:

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

Although the Chairman is considered a Director/Key Management Personnel, he intends to vote all available and undirected proxies in favour of this resolution. If you do not wish for the Chairman to vote in favour of this resolution, please mark your proxy form 'against' or 'abstain' for this resolution.

Dated: 15 October 2012

By the order of the Board



Ms Terri Bakos
Company Secretary

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice of Meeting.

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; and
- (b) one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged at the registered office of the Company or sent by facsimile transmission to the Company's registered office on +61 3 9822 7735 not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by

the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 5:00 pm (Melbourne, Victoria time) on Tuesday, 20 November 2012 are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

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ABN 45 008 740 672
("the Company")

ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This accompanying Explanatory Memorandum ("this Memorandum") is dated 15 October 2012 and forms part of the Company's Notice of the Annual General Meeting to be held at 3:00 pm (Melbourne, Victoria time) on Thursday, 22 November 2012, at:

The Function Room,
Giorgios Restaurant,
1235 High Street,
Armadale, Victoria, Australia, 3143

The Notice of Annual General Meeting incorporates, and should be read together with, this Memorandum.

Resolutions 1 to 2 of the Notice of Meeting are submitted as ordinary business of the Company.

BUSINESS

Resolution 1- Non-Binding Adoption of 2012 Remuneration Report

Pursuant to the Corporations Act 2001, the Annual General Meeting of a listed company must propose a resolution that the Remuneration Report be adopted. Also pursuant to the Corporations Act 2001, the vote on Resolution 1 is advisory only and does not bind either the Directors or the Company. The Board will consider the outcome of the vote made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies.

The Remuneration Report is included in the Annual Report distributed to shareholders and the financial statements laid before the Annual General Meeting. Shareholders will be given the opportunity to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

In accordance with Section 250R(4) of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by:

- (a) a member of the Key Management Personnel (KMP) as disclosed in the Remuneration Report; and
- (b) a closely related party (such as close family members and any controlled entities) of those persons;

However, key management personnel may cast a vote on the resolution if the key management personnel does so as a proxy appointed and the vote is not cast on behalf of a key management personnel whose remuneration details are included in the remuneration report.

*If you have appointed the Chairperson (who is a key management person) or the Chairperson is appointed your proxy by default, you are deemed to have directed the Chairperson to vote in accordance with the Chairpersons voting intention. **The Chairperson's voting intention in relation to Resolution 1, is to vote 'for' the resolution.***

If you do not wish for the Chairman to vote in favour of this resolution, please mark your proxy form 'against' or 'abstain' for this resolution.

Resolution 2 - Re-election of Director, Dr Howard Carr

At each Annual General Meeting of the Company, one third of the Directors of the Company (except a Managing Director) must retire from office by rotation, in accordance with the Company's Constitution. No Director (except a Managing Director) shall retain office for a period in excess of three years without submitting himself or herself for re-election. A Director who retires from office by rotation and is eligible for re-election may offer himself or herself for re-election.

Resolution 2 relates to the re-election of Dr Howard Carr. Dr Carr's professional background is in mineral exploration and resource project analysis, fund raising and development. He has experience in gold, PGE's, nickel, iron ore, phosphate and tungsten projects in diverse geographies including Australia, Canada, South Africa, China and Burkina Faso. He is CEO and President of TSVX listed explorer Maudore Minerals (MAO) and previously was Senior Resource Analyst at Macquarie Banking, Managing Director of ASX listed explorer Vital Metals Ltd (VML) and private explorer Agaton Phosphate.

Dr Carr combines a deep understanding of mineral formation, processing and exploitation sciences with the practical business skills to analyse, value, develop and direct strategies for resource enterprises.

The Directors, other than Dr Carr, recommend that shareholders vote in favour of this Resolution 2. Dr Carr, because of his interest, makes no recommendation in relation to this Resolution 2.