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**ARGENTINA MINING LIMITED**

**ACN 141 940 230**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 9.30 am (WST)

**DATE:** 30 November 2011

**PLACE:** The State Tennis Centre  
Victoria Park Drive  
Burswood, Western Australia

*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 (08) 6140 2261.*



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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### VENUE

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The Annual General Meeting of the Shareholders of Argentina Mining Limited to which this Notice of Meeting relates will be held at 9.30am (WST) on Wednesday, 30 November 2011 at The State Tennis Centre, Victoria Park Drive, Burswood, Western Australia.

### YOUR VOTE IS IMPORTANT

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

### VOTING IN PERSON

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To vote in person, attend the Annual General Meeting on the date and at the place set out above.

### VOTING BY PROXY

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New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

#### *Proxy vote if appointment specifies way to vote*

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

*Transfer of non-chair proxy to chair in certain circumstances*

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

*Voting by Proxy*

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Argentina Mining Limited, Unit 9, 44 Belmont Avenue, Belmont, Western Australia 6104; or
- (b) facsimile to the Company on facsimile number (08) 6316 3311 (International: +61 8 6316 3311); or
- (c) email to [info@argentinamining.com.au](mailto:info@argentinamining.com.au)

so that it is received not later than 9.30am (WST) on Monday, 28 November 2011.

**Proxy forms received later than this time will be invalid.**

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Argentina Mining Limited will be held at the The State Tennis Centre, Victoria Park Drive, Burswood, Western Australia at 9.30am (WST) on Wednesday, 30 November 2011.

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at the close of business on 28 November 2011.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

### AGENDA

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#### ORDINARY BUSINESS

##### Financial Statements and Reports

To receive and consider the financial report of the Company for the period 9 February 2010 to 30 June 2011 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

##### Resolution 1 - Re-election of Director

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

*"That, for the purposes of clause 11.3 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Douglas Vincent Bright, a Director who retires by rotation, and being eligible, is re-elected as a Director."*

##### Resolution 2 - Remuneration Report

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

*"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the period 9 February 2010 to 30 June 2011."*

**Voting Note:** The Directors' Report is included in the Company's Annual Report for the period 9 February 2010 to 30 June 2011. The Remuneration Report is included in the Directors' Report. While the Corporations Act requires this report to be put to the vote, the vote on this resolution is advisory only and does not bind the Directors of the Company.

Voting Exclusion Statement: Pursuant to section 250R(4) of the Corporations Act, the Company is required to disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of either a member of key management personnel of the Company (KMP), details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member (together "prohibited persons").

However, the Company will not disregard a vote if:

- the prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- the vote is not cast on behalf of a prohibited person.

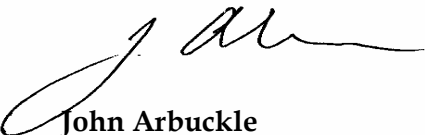
If you are a KMP or a closely related party of KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act 2001.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of KMP include Directors and certain senior executives.

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**DATED: 13 OCTOBER 2011**

**BY ORDER OF THE BOARD  
ARGENTINA MINING LIMITED**



**John Arbuckle  
Company Secretary**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at The State Tennis Centre, Victoria Park Drive, Burswood, Western Australia on Wednesday, 30 November 2011 at 9.30am (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 Resolutions in the Notice of Meeting.

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### 1. FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Company to lay its Financial Report, Directors' Report and Auditor's Report for the period 9 February 2010 to 30 June 2011 before the Annual General Meeting.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's Auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

Shareholders may also submit a written question to the Company's Auditor if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2011.

Relevant written questions for the Company's Auditor must be received no later than 5.00pm (WST) on Wednesday, 23 November 2011. A list of those relevant questions will be made available to Shareholders attending the meeting. The Company's Auditor will either answer questions at the meeting or table written answers to them at the meeting. If written answers are to be tabled at the meeting, they will be announced on ASX no later than the start of the meeting.

Please send any written questions for the Company's Auditor:

- post to Argentina Mining Limited, Unit 9, 44 Belmont Avenue, Belmont, Western Australia 6104; or
- by facsimile to the Company on facsimile number + 61 8 6316-3311; or
- email to [info@argentinamining.com.au](mailto:info@argentinamining.com.au).

The Company's Annual Report for the period 9 February 2010 to 30 June 2011 is available on the Company's website at [www.argentinamining.com.au/investors/asx-announcements/](http://www.argentinamining.com.au/investors/asx-announcements/).

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### 2. RESOLUTION 1 - RE-ELECTION OF DIRECTOR

Clause 11.3 of the Constitution requires that at the Annual General Meeting in every year one-third of the Directors for the time being, or, if their number is not 3 nor a multiple of 3, then the number nearest one-third, and any other Director not

in such one-third who has held office for 3 years or more (except the Managing Director), must retire from office.

A Director who retires by rotation under clause 11.3 of the Constitution is eligible for re-election.

Pursuant to Listing Rule 14.5 there must be an election of Directors each year.

Mr Douglas Vincent Bright was elected to the board on 9 February 2010, retires by rotation and seeks re-election.

### **Board recommendation**

The Board (other than Mr Bright because of his interest in this resolution) unanimously recommends that Shareholders vote in favour of Resolution 1

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## **3. RESOLUTION 2 - REMUNERATION REPORT**

### **3.1 Introduction**

Under the Corporations Act, the Company is required to include in the Directors' Report a detailed Remuneration Report setting out certain prescribed information relating to directors' and executives' remuneration, and submit this for adoption by resolution of Shareholders at the Annual General Meeting.

The Directors' Report for the period 9 February 2010 to 30 June 2011 contains such a Remuneration Report. A copy of the Report is set out in pages 14 to 16 of the Annual Report for the period 9 February 2010 to 30 June 2011, which is available on the Company's website at [www.argentinamining.com.au/investors/asx-announcements/](http://www.argentinamining.com.au/investors/asx-announcements/).

The Remuneration Report sets out matters including (but not limited to):

- (a) Company policies for determining the remuneration of directors and executives;
- (b) the Remuneration arrangements for directors and Executives;
- (c) If the remuneration of directors and executives is performance based, details of these performance conditions; and
- (d) Certain 'prescribed details' of specified directors and executives of the Company.

Shareholders are asked to adopt the Remuneration Report.

The Shareholder vote is advisory only and does not bind the Directors of the Company.

Under recent changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 2 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2012 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company ("Spill Resolution").



If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (“Spill Meeting”) within 90 days of the Company's 2012 annual general meeting. All of the Directors who were in office when the Company's 2012 Directors’ report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The remuneration report sets out the Company’s remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors’ report contained in the annual financial report of the Company for the period 9 February 2010 to 30 June 2011.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

### **3.2 Voting on the Remuneration Report**

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution 2, you must direct the proxy how they are to vote. Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on this Resolution 2, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 2.

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## GLOSSARY

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**\$** means Australian dollars.

**Annual General Meeting** means the meeting convened by the Notice of Meeting.

**ASX** means Australian Securities Exchange Limited.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Company** means Argentina Mining Limited (ACN 141 940 230).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**Meeting** means the meeting convened by the Notice of Meeting.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company, unless specified to the contrary.

**Shareholder** means a holder of a Share.

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

PROXY FORM

APPOINTMENT OF PROXY  
ARGENTINA MINING LIMITED  
ACN 141 940 230

I/We

(Name of shareholder)

Of

(Address)

being a Member/Members of Argentina Mining Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

(Name of proxy)

or failing the person so named or, if no person is named, the Chairman of the Annual General Meeting, or the Chairman's nominee, 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 to be held at 9.30am (WST) on Wednesday, 30 November 2011 at The State Tennis Centre, Victoria Park Drive, Burswood, Western Australia and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

**Voting on Business of the General Meeting**

		FOR	AGAINST	ABSTAIN
Resolution 1	Re-election of Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of the interest. The Chairman will vote in favour of the resolution if no directions are given. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Resolution 2 and your votes will not be counted in computing the required majority if a poll is called on this Resolution.

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.

Signed this                      day of                      2011

**By:**

**Individuals and joint holders**

Signature

Signature

Signature

**Companies (affix common seal if appropriate)**

Sole Director/Company Secretary

Director

Director/Company Secretary

**ARGENTINA MINING LIMITED**  
**ACN 141 940 230**

**Instructions for Completing 'Appointment of Proxy' Form**

1. **(Appointing a Proxy):** A shareholder entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the shareholder's voting rights. If a shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a shareholder of the Company.
2. **(Direction to Vote):** A shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
  - **(Individual):** Where the holding is in one name, the member must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the shareholders must sign.
  - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual shareholders from attending the Annual General Meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Argentina Mining Limited, Unit 9, 44 Belmont Avenue, Belmont, Western Australia 6104; or
  - (b) facsimile to the Company on facsimile number (08) 6316 3311 (International: +61 8 6316 3311); or
  - (c) email to [info@argentinamining.com.au](mailto:info@argentinamining.com.au)so that it is received not later than 9.30am (WST) on 28 November 2011.

**Proxy forms received later than this time will be invalid.**