
ARGENTINA MINING LIMITED

ACN 141 940 230

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00am (WST)

DATE: 8 July 2011

PLACE: The Celtic Club
48 Ord Street
West Perth, 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 +61 8 6140 2261.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Argentina Mining Limited to which this Notice of Meeting relates will be held at 10.00am (WST) on Friday, 8 July 2011 at The Celtic Club, 48 Ord Street, West Perth, Western Australia.

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

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

so that it is received not later than 10.00am (WST) on Wednesday, 6 July 2011.

Proxy forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Argentina Mining Limited will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia at 10.00am (WST) on Friday, 8 July 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 5.00pm (WST) on 6 July 2011.

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

AGENDA

ORDINARY BUSINESS

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 and for all other purposes, Mr Stephen Hugh Shedden, a Director who retires by rotation, and being eligible, is re-elected as a Director."

Resolution 2 - 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 11.10 of the Constitution and for all other purposes, Mr Timothy Paul Kennedy, a Director who was appointed on 18 May 2011, retires, and being eligible, is re-elected as a Director."

Resolution 3 - Approval of Non-Executive Directors' Fees

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

"That, approval be and is given to the amount payable by the Company by way of Non-Executive Director's Fees be set at \$300,000 per annum with immediate effect."

Voting exclusion: The Company will disregard any votes cast on this Resolution by the Directors of the Company and any of their associates.


Resolution 4 - Appointment of Auditor

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

"That, Deloitte Touche Tohmatsu, having been nominated by a member of the Company and consented in writing to act, be appointed as auditors of the Company."

DATED: 26 May 2011

BY ORDER OF THE BOARD



John Arbuckle
Company Secretary
Argentina Mining Limited

Voting Exclusion Note:

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY STATEMENT

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 Celtic Club, 48 Ord Street, West Perth, Western Australia on Friday, 8 July 2011 at 10.00am (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.

1. RESOLUTION 1 - RE-ELECTION OF DIRECTOR - STEPHEN HUGH SHEDDEN

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.

Mr Stephen Hugh Shedden was elected to the board on 9 February 2010, retires by rotation and seeks re-election.

All Directors, with the exception of Stephen Hugh Shedden, recommend that Mr Shedden be re-elected as a Director.

2. RESOLUTION 2 - RE-ELECTION OF DIRECTOR - TIMOTHY PAUL KENNEDY

Clause 11.10 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following Annual General Meeting and is then eligible for re-election.

Under the terms of the Subscription and Alliance Agreement dated 24 January 2011 between Independence Group NL (**Independence**) and Argentina Mining Limited, Independence is entitled to appoint a director to the board of the Company providing it continues to hold more than 10% of the ordinary issued share capital. Independence nominated its Exploration Manager, Mr Timothy Paul Kennedy, as its board representative.

Mr Timothy Paul Kennedy was elected to the board on 18 May 2011, retires in accordance with clause 11.11 of the Constitution and being eligible, seeks re-election.

All Directors, with the exception of Timothy Paul Kennedy, recommend that Mr Kennedy be re-elected as a Director.

3. RESOLUTION 3 - APPROVAL OF NON-EXECUTIVE DIRECTORS' FEES

At present Non-Executive Directors are paid \$40,000 (plus statutory superannuation) each per year. At this time the Board has no intention of increasing the remuneration of the Directors.

However, in preparation for the growth of the Company and the need to expand the Board in the future, the Directors are seeking to set the Non-Executive Directors' fee limit at \$300,000 per annum in recognition of the need to attract directors with appropriate experience and skills. This limit will provide the Board with sufficient flexibility to be able to attract suitable candidates in the future.

Clause 11.14 of the Constitution provides that, "The Directors will be paid out of the funds of the Company, by way of remuneration for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Directors prior to the first Annual General Meeting of the Company, to be divided among themselves and in default of agreement then in equal shares. The remuneration of the Directors shall not be increased except pursuant to a resolution passed at a General Meeting of the Company where notice of the suggested increase has been given to Members in the notice convening the meeting."

ASX Listing Rule 10.17 provides that the Company "must not increase the total amount of directors' fees payable by it or any of its child entities without the approval of holders of its securities."

4. RESOLUTION 4 - APPOINTMENT OF AUDITOR

Resolution 4 seeks Shareholder approval to the appointment of Deloitte Touche Tohmatsu, Woodside Plaza, Level 14, 240 St Georges Terrace, Perth, Western Australia to the office of auditors of the Company.

Pursuant to section 327 of the Corporations Act, the Company seeks approval of Shareholders by ordinary resolution to appoint Deloitte Touche Tohmatsu to be appointed as auditor with effect from the end of this Annual General Meeting, and a copy of this nomination is contained in Annexure A to this Explanatory Statement. Deloitte Touche Tohmatsu has consented in writing to this appointment.

GLOSSARY

\$ means Australian dollars.

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

ASIC means the Australian Securities and Investment Commission.

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.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that the ASX declares is not a business day.

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.

ANNEXURE A
AUDITOR NOMINATION

19 May 2011

The Directors
Argentina Mining Limited
Unit 9, 44 Belmont Avenue
BELMONT WA 6104

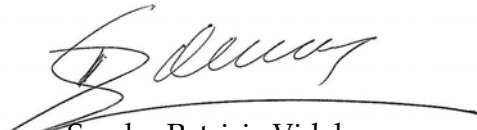
Dear Sirs

NOMINATION OF DELOITTE TOUCHE TOHMATSU AS AUDITOR OF ARGENTINA MINING LIMITED

I, Mrs Sandra Patricia Videla, being a shareholder of Argentina Mining Limited, hereby nominate Deloitte Touche Tohmatsu of Woodside Plaza, Level 14, 240 St Georges Terrace, Perth, Western Australia 6000 for appointment as auditor of Argentina Mining Limited at the Annual General Meeting convened for 10.00 am (WST) on 8 July 2011 (or any adjournment thereof).

I consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Meeting and Explanatory Statement for the Annual General Meeting of Argentina Mining Limited as required by section 328B(3) of the Corporations Act 2001.

Yours faithfully,


Sandra Patricia Videla
Shareholder

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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 Chair 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 10.00am (WST) on Friday, 8 July 2011 at the Celtic Club, 48 Ord Street, West Perth, 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 Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Re-election of Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Non-Executive Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you do **not** wish to direct your proxy how to vote, please place a mark in this box

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.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

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.auso that it is received not later than 10.00am (WST) on 6 July 2011.

Proxy forms received later than this time will be invalid.