

# LAWSON GOLD LIMITED

ACN 141 804 104

---

**NOTICE OF ANNUAL GENERAL MEETING**

**EXPLANATORY NOTES**

**PROXY FORM**

---

**Date of Meeting**

30 November 2010

**Time of Meeting**

11.00 am (CST)

**Place of Meeting**

Boardroom at Ground Floor 60 Hindmarsh Square,  
Adelaide, South Australia

60 Hindmarsh Square, Adelaide  
South Australia 5000

Telephone: **+61 8 8418 8541**  
Facsimile: +61 8 8215 0337  
Email: [enquire@lawsongold.com](mailto:enquire@lawsongold.com)  
Website: [www.lawsongold.com](http://www.lawsongold.com)

ACN: 141 804 104

29 October 2010

Dear Shareholder

**ANNUAL GENERAL MEETING**

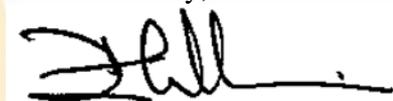
I am pleased to invite you to attend the first Annual General Meeting of Lawson Gold Ltd (“Company”) to be held in the Boardroom at Ground Floor, 60 Hindmarsh, Adelaide, South Australia on Tuesday 30 November 2010 at 11.00 am (CST).

In accordance with section 323D(1) of the Corporations Act 2001, the Board has determined that the first financial year of the Company is for the period from incorporation until 30 June 2011. Therefore, the Company was not required to prepare a financial report for the period ended 30 June 2010. Accordingly, the Company will not table a financial report or remuneration report at the first Annual General Meeting. The Company has lodged an interim financial report for the period ended 31 July 2010 with the Australian Securities Exchange which is available on the Company’s website at [www.lawsongold.com](http://www.lawsongold.com).

If you are unable to attend the meeting in person, I encourage you to return the enclosed Proxy Form or alternatively nominate a Proxy online at [www.investorvote.com.au](http://www.investorvote.com.au) by entering your Control Number, SRN/HIN and postcode, which are shown on the first page of the enclosed Proxy Form.

Please complete the online nomination or forward the manual Proxy Form by post or fax to the Company’s Share Registry, Computershare Investor Services, so that it is received by 11.00 am on Sunday 28 November 2010.

Yours sincerely,



**DAVID HILLIER**  
**CHAIRMAN**

Encl.

60 Hindmarsh Square, Adelaide  
South Australia 5000

Telephone: +61 8 8418 8541  
Facsimile: +61 8 8215 0337  
Email: [enquire@lawsongold.com](mailto:enquire@lawsongold.com)  
Website: [www.lawsongold.com](http://www.lawsongold.com)

ACN: 141 804 104

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the first Annual General Meeting of Shareholders of Lawson Gold Ltd (“Company”) will be held in the Boardroom at Ground Floor, 60 Hindmarsh, Adelaide, South Australia on Tuesday 30 November 2010 at 11.00 am (CST).

You can vote online at [www.investorvote.com.au](http://www.investorvote.com.au) by entering your Control Number, SRN/HIN and postcode, which are shown on the first page of the enclosed Proxy Form. Overseas Shareholders are able to select their country of residence rather than entering a postcode.

### Ordinary Business

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

- 1] **Re-election of Mr David Hillier as a Director of the Company**  
“That Mr David Hillier, having retired automatically as a Director in accordance with ASX Listing Rule 14.4 and clause 2.4(2) of the Constitution of the Company, being eligible, and having offered himself for re-election, is re-elected as a Director with effect immediately following the conclusion of the meeting.”
- 2] **Re-election of Mr Peter Watson as a Director of the Company**  
“That Mr Peter Watson, having retired automatically as a Director in accordance with ASX Listing Rule 14.4 and clause 2.4(2) of the Constitution of the Company, being eligible, and having offered himself for re-election, is re-elected as a Director with effect immediately following the conclusion of the meeting.”
- 3] **Re-election of Mr David Turvey as a Director of the Company**  
“That Mr David Turvey, having retired automatically as a Director in accordance with ASX Listing Rule 14.4 and clause 2.4(2) of the Constitution of the Company, being eligible, and having offered himself for re-election, is re-elected as a Director with effect immediately following the conclusion of the meeting.”
- 4] **Appointment of Auditor**  
“That Grant Thornton Audit Pty Ltd, of Level 1, 67 Greenhill Road, Wayville South Australia having been duly nominated by a shareholder of the Company and having consented in writing to act, be appointed as auditor of the Company.”

### Explanatory Notes

The Explanatory Notes accompanying this Notice of Annual General Meeting are incorporated in and comprise part of this Notice of Annual General Meeting, and should be read in conjunction with this Notice of Annual General Meeting.

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

### Proxies

Please note that:

- (a) a shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and

- (c) a shareholder of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Please read carefully the instructions on the enclosed Proxy Form and consider how you wish to direct the proxy to vote on your behalf. You may direct the proxy to vote “for” or “against” or to “abstain” from voting or you may leave the decision to the appointed proxy after discussion at the meeting.

To record a valid vote Shareholders will need to complete and lodge the Proxy Form (and the power of attorney or other authority (if any) under which it is signed, or a certified copy of it) at the share register of the Company, Computershare Investor Services. Please complete the online nomination or forward the manual Proxy Form by post or fax to Computershare Investor Services, so that it is received by 11.00 am on Sunday 28 November 2010.

#### **“Snap-shot” Time**

The Company may specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the meeting. The Company’s Directors have determined that all Shares of the Company that are quoted on ASX as at 11.00am CST on 28 November 2010 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

#### **Corporate Representative**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with 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 meeting or handed in at the meeting when registering as a corporate representative.

**Dated 29 October 2010**

**BY ORDER OF THE BOARD  
LAWSON GOLD LTD**



**DONALD STEPHENS  
COMPANY SECRETARY**

#### **Voting**

A Proxy Form is enclosed with this Notice.

#### **Glossary**

“**ASIC**” means Australian Securities and Investments Commission;

“**ASX**” means ASX Limited ACN 008 624 691;

“**ASX Listing Rules**” means the official listing rules of ASX;

“**Board**” means the board of Directors;

“**Company**” means Lawson Gold Ltd ACN 141 804 104

“**Constitution**” means the constitution of the Company;

“**Corporations Act**” means the *Corporations Act 2001* (Cth);

“**Director**” means a director of the Company;

“**Share**” means a fully paid ordinary share in the capital of the Company;

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

---

## **EXPLANATORY NOTES**

### **Introduction**

These Explanatory Notes set out information in connection with the business to be considered at the first Annual General Meeting of Shareholders of Lawson Gold Ltd (“Company”) which will be held in the Boardroom at Ground Floor, 60 Hindmarsh, Adelaide, South Australia on Tuesday 30 November 2010 at 11.00 am (CST).

Other than the information set out in these Explanatory Notes, the Directors believe that there is no other information that could reasonably be required by Shareholders to consider Resolutions 1, 2, 3 and 4. All resolutions are ordinary resolutions. They are separate resolutions and in no way dependent on each other.

Terms defined in the Notice of Annual General Meeting have the same meaning in these Explanatory Notes.

### **Resolution 1: Re-election of Mr David Hillier as a Director of the Company**

In accordance with ASX Listing Rule 14.4 and clause 2.4(2) of the Constitution, a director appointed under clause 2.4(1) of the Constitution will hold office until the end of the next annual general meeting of the Company at which the director may be re-elected. Accordingly Mr David Hillier retires automatically as a director of the Company and being eligible, offers himself for re-election.

A resume of Mr Hillier follows:-

**Mr David Hillier**, FCA, AMP (Harvard), MAICD (Chairman, Non-Executive Director)

David Hillier is a chartered accountant and has more than 30 years experience in commercial aspects of the resources industry. Until recently Mr Hillier was Chairman of Buka Gold Limited which successfully identified a number of gold anomalies in the Maryborough Basin in Queensland, an area not previously considered prospective for gold. In addition, throughout 2008 he worked as Chief Financial Officer and subsequently as an executive director of Buka’s major shareholder based in London. Between 1989 and 2002, Mr Hillier held a range of senior executive positions in the Normandy Mining Limited Group of companies and was Chief Financial Officer of Normandy for six of these years. He has served as Chairman and as a director of a number of public companies in the gold mining and exploration field.

The Directors (other than Mr Hillier) recommend that Shareholders vote in favour of Resolution 1.

### **Resolution 2: Re-election of Mr Peter Watson as a Director of the Company**

In accordance with ASX Listing Rule 14.4 and clause 2.4(2) of the Constitution, a director appointed under clause 2.4(1) of the Constitution will hold office until the end of the next annual general meeting of the Company at which the director may be re-elected. Accordingly Mr Peter Watson retires automatically as a director of the Company and being eligible, offers himself for re-election.

A resume of Mr Watson follows:-

**Mr Peter Watson, LLB(Hons) (Non-Executive Director)**

Educated in Perth and Melbourne and holding a Bachelor of Laws (with honours) degree from Melbourne University, Mr Watson has 40 years experience in legal practice. He has been a Partner (and Managing Partner in both Perth and Melbourne) of a national law firm. In 1999, Mr Watson joined Normandy Mining Limited (then Australia's largest gold mining company) as a Group Executive and Group Legal Counsel. Following the 2002 takeover of Normandy Mining by Newmont Mining Corporation of the US, Mr Watson established Watsons Lawyers. Over Mr Watson's lengthy career he has acted for major players in the automotive, mining (particularly gold mining) and construction industries as well as a wide range of clients in many other industries. He has worked extensively in the mergers and acquisitions field, in takeovers, schemes of arrangement, trade sales and commercial joint ventures and has represented bidders for and owners/developers of numerous major projects.

Mr Watson also has extensive experience in all aspects of the resources industries (acting for explorers, mine developers and producers) and in corporate, project, multicurrency and commodity based financing.

Mr Watson is a Non-Executive Director of Phoenix Copper Limited.

The Directors (other than Mr Watson) recommend that Shareholders vote in favour of Resolution 2.

**Resolution 3: Re-election of Mr David Turvey as a Director of the Company**

In accordance with ASX Listing Rule 14.4 and clause 2.4(2) of the Constitution, a director appointed under clause 2.4(1) of the Constitution will hold office until the end of the next annual general meeting of the Company at which the director may be re-elected. Accordingly Mr David Turvey retires automatically as a director of the Company and being eligible, offers himself for re-election.

A resume of Mr Turvey follows:-

**Mr David Turvey, BSc (Hons) (Executive Director)**

Mr Turvey is a geologist and founding director of Equant Resources Pty Limited, a resource consulting company that provides technical evaluation and business development studies of global mineral projects. Mr Turvey is also a director of Sterling Mining Partners Pty Ltd, a consulting company that provides corporate advisory services. Mr Turvey was Managing Director of FerrAus Limited from 7 December 2005 to 31 May 2009 and Non-Executive Director thereafter until he retired from the FerrAus Board on 15 December 2009. Prior to 1998, Mr Turvey worked with companies including Normandy Mining, Chevron Corporation and CSR Limited managing successful mineral exploration programs and business development teams. His 28 years experience in the mineral industry has included seven years in expatriate management roles in South East Asia

The Directors (other than Mr Turvey) recommend that Shareholders vote in favour of Resolution 3.

**Resolution 4: Appointment of Auditor**

Grant Thornton Audit Pty Ltd was appointed as auditor in accordance with section 327A(1) of the Corporations Act. That appointment will lapse in accordance with section 327A(2) of the Corporations Act at the Company's Annual General Meeting. Section 327B(1) requires the appointment of an auditor at the Company's Annual General Meeting.

Grant Thornton Audit Pty Ltd of Level 1, 67 Greenhill Road, Wayville South Australia has been duly nominated for appointment as the Company's auditor, as required by section 328B of the Corporations Act. A copy of the nomination appears below. Grant Thornton Audit Pty Ltd has consented to the firm's appointment.

The directors recommend that shareholders vote in favour of the appointment of Grant Thornton Audit Pty Ltd as auditor.

14 October 2010

Mr Donald Stephens  
Company Secretary  
Lawson Gold Ltd  
Ground Floor  
60 Hindmarsh Square  
ADELAIDE SA 5000

Dear Sir,

**LAWSON GOLD LTD – NOMINATION OF AUDITOR**

In accordance with section 328B(1) of the Corporations Act 2001, I Sarah Clarke, being a shareholder of Lawson Gold Ltd (“Company”), hereby nominate Grant Thornton Audit Pty Ltd of Level 1, 67 Greenhill Road, Wayville South Australia as auditor of the Company.

Yours Faithfully



**SARAH CLARKE**

**Interpretation**

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.



## Lodge your vote:

 **Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 084 160  
(outside Australia) +61 3 9415 4655

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

[www.investorvote.com.au](http://www.investorvote.com.au)

- Cast your proxy vote
- Access the annual report
- Review and update your securityholding

Your secure access information is:

Control Number:

SRN/HIN:

 **PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

 For your vote to be effective it must be received by 11:00am (Adelaide time) Sunday 28 November 2010

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged 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, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

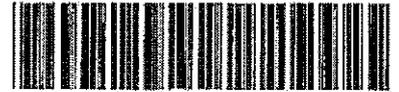
### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,**  
or turn over to complete the form →

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Lawson Gold Ltd hereby appoint

the Chairman of the meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 directions have been given, as the proxy sees fit) at the Annual General Meeting of Lawson Gold Ltd to be held in the Boardroom at Ground Floor, 60 Hindmarsh Square, Adelaide, South Australia on Tuesday, 30 November 2010 at 11:00am (Adelaide time) and at any adjournment of that meeting.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

### Ordinary Business

	For	Against	Abstain
1 Re-election of Mr David Hillier as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Peter Watson as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr David Turvey as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / /