

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

21 October 2011

Dear Shareholder

**ANNUAL GENERAL MEETING**

I am pleased to invite you to attend the Annual General Meeting of Lawson Gold Ltd ("Company") to be held in the Boardroom at Ground Floor, 60 Hindmarsh Square, Adelaide, South Australia on Thursday 24 November 2011 at 10.00 am (Adelaide time).

An electronic copy of the 2011 Annual Report is available to download or view on the Company's website at [www.lawsongold.com](http://www.lawsongold.com). The 2011 Annual Report has also been sent by post to those shareholders who have previously elected to receive a hard copy.

If you are unable to attend the meeting in person, I encourage you to return the enclosed Proxy Form by 10.00am on Tuesday 22 November 2011.

Yours sincerely,



**DAVID HILLIER**  
**CHAIRMAN**  
Encl.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Lawson Gold Limited ("Company") will be held in the Boardroom at Ground Floor, 60 Hindmarsh Square, Adelaide, South Australia on Thursday 24 November 2011 at 10.00 am (Adelaide time).

### Ordinary Business

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

- 1] **Adoption of the remuneration report**  
"That the Company adopt the Remuneration Report for the period ended 30 June 2011 as set out in the Company's Annual Report."
- 2] **Re-election of Mr Peter Watson as a Director of the Company**  
"That Peter Watson, having voluntarily retired by rotation in accordance with ASX Listing Rule 14.4 and clause 2.5 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."

### Voting Exclusion Statement - Resolution 1

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) the vote is not cast on behalf of a person described in paragraphs (a) or (b) above.

### 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 carefully read 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 Pty Ltd. Please complete and forward the Proxy Form by post or fax to Computershare Investor Services, so that it is received by 10.00 am (Adelaide time) on Tuesday 22 November 2011.

New sections 250BB and 250BC of the Corporations Act took effect on 1 August 2011 and apply to voting by proxy on or after 1 August 2011 (whether or not the proxy was appointed before, 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 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.

#### **"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 7.00pm Adelaide time on 22 November 2011 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 21 October 2011**

**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;

**"Closely Related Party"** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealings with the Company; or
- (e) a company the member controls;

**"Company"** means Lawson Gold Limited 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;

**"Key Management Personnel"** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any Director (whether executive or otherwise);

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

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

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## **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 Limited ("Company") which will be held in the Boardroom at Ground Floor, 60 Hindmarsh Square, Adelaide, South Australia on Thursday 24 November 2011 at 10.00 am (Adelaide time).

The Directors believe that there is no information (other than the information in these Explanatory Notes) that could reasonably be required by Shareholders to consider Resolutions 1 and 2. Both 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 : Adoption of Remuneration Report**

The Annual Report for the period ended 30 June 2011 contains a Remuneration Report which sets out the remuneration policy of the Company.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders should note that the vote on Resolution 1 is advisory only and, subject to the matters outlined below, will not bind the Company or the Directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy.

With effect from 1 August 2011 the Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011 (Cth) amended the Corporations Act to:

- (a) Prohibit a vote on this resolution being cast (in any capacity) by or on behalf of any of the following persons:
  - (i) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
  - (ii) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 if:

- (iii) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (iv) the vote is not cast on behalf of a person described in paragraphs (i) or (ii) above

**Please Note:** In accordance with sections 250R(4) and 250R(5) of the Corporations Act, the Chair will not vote any undirected proxies in relation to Resolution 1 unless the shareholder specifically authorises the Chair to vote in accordance with the Chair's stated voting intentions. **If a shareholder wishes to nominate the Chair as their proxy for the purpose of Resolution 1 the shareholder must either tick the 'for' or 'against' box directing the Chair how to vote, or tick the box authorising the Chair to vote in accordance with his or her stated voting intentions in Step 1, on the enclosed Proxy Form in order for their proxy vote to be counted.** Alternatively, shareholders can nominate as their proxy for the purpose of Resolution 1 a proxy who is not a member of the Company's Key Management Personnel or Closely Related Party. That person would be permitted to vote undirected proxies.

**The Chair intends to vote all available proxies in favour of Resolution 1.**

- (b) Introduce a 'two-strike' process in relation to the advisory and non-binding vote on the remuneration report, whereby if at two consecutive AGMs of a listed company at least 25% of votes cast on a resolution that the remuneration report be adopted are against adoption of the report, at the second of these AGMs there must be put to the vote a resolution that another meeting be held within 90 days at which all directors (except the managing director) who were directors at the date the remuneration report was approved at the second AGM must stand for re-election. So, in summary, shareholders will be entitled to vote in favour of holding a general meeting to re-elect the Board if the Remuneration Report receives 'two strikes'.

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

In accordance with ASX Listing Rule 14.4 and clause 2.5(1) of the Constitution, at every Annual General Meeting one third of the Directors for the time must retire from office and are eligible for re-election. However, no Director may retain office for a period longer than three years and must stand for re-election even though this results in more than one third of Directors retiring from office. Accordingly Mr Peter Watson retires 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.

The Chairman intends to vote undirected proxies in favour of Resolution 2.

#### **Interpretation**

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

# LAWSON

G O L D L I M I T E D

ACN 141 804 104

## Lodge your vote:



### 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

000001 000 LSN  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

For your vote to be effective it must be received by 10:00 am (Adelaide time) Tuesday 22 November 2011

### 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

**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.

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I9999999999**



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

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**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.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

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

XX

I/We being a member/s of Lawson Gold Limited 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 Limited to be held in the Boardroom at Ground Floor, 60 Hindmarsh Square, Adelaide, South Australia on Thursday 24 November 2011 at 10:00 am (Adelaide time) and at any adjournment of that meeting.

#### Important for Item 1 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 1 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 1, the Chairman of the Meeting will not cast your votes on Item 1 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 1).

The Chairman of the Meeting intends to vote all available proxies in favour of Item 1 of business.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 1 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel.

### 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
Item 1 Adoption of the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of Mr Peter Watson as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available 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

\_\_\_\_\_

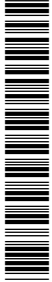
Date / /

LSN

999999A

Computershare +





000001 000 LSN  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Lawson Gold Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Donald Stephens**  
Company Secretary

