

ANTIPODES GOLD LIMITED

Suite 109 - 300 Richmond Road
Grey Lynn, Auckland 1021 New Zealand

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TAKE NOTICE that the 2015 Annual General and Special Meeting of Antipodes Gold Limited (the "**Company**") will be held at Suite 1750, 1185 West Georgia Street, Vancouver, B.C. on:

Tuesday, November 24, 2015

at the hour of 10:00 o'clock in the forenoon (Vancouver time) for the following purposes:

1. to receive the Report of the Directors;
2. to receive the financial statements of the Company for its fiscal year ended December 31, 2014 and the report of the Auditors thereon;
3. to appoint Auditors for the ensuing year and to authorize the Directors to fix their remuneration;
4. to determine the number of directors and to elect directors;
5. to consider and, if thought fit, to approve the Company's stock option plan, which makes a total of 10% of the issued and outstanding shares of the Company available for issuance thereunder, as described in the accompanying Information Circular dated October 23, 2015;
6. to consider, and if thought fit, to sell all its gold exploration assets, being its interests in the Hauraki and Waihi West Joint Ventures, held by its wholly owned subsidiary, Glass Earth (New Zealand) Ltd ("**GENZL**") , pursuant to pre-emptive rights held by Newmont Waihi Gold Limited and its wholly owned subsidiary Waihi Gold Company Limited (collectively referred to as the "**Newmont Entities**") as described in the accompanying Information Circular dated October 23, 2015 (the "**Waihi Gold Sale**");
7. In the alternative, should the Waihi Gold Sale not proceed, to consider, and if thought fit, to sell GENZL for cash and shares totaling NZ\$1m (C\$850,000) to Aorere Resources Limited ("**Aorere**") as described in the accompanying Information Circular dated October 23, 2015 (the "**Aorere Sale**");
8. the issued share capital of the Company be altered by consolidating all of the 10,566,578 issued common shares without par value into 1,056,657 issued common shares without par value, on the basis that every ten (10) common shares be consolidated into one (1) common share without par value, or on such lesser basis as may be approved by the Board of Directors and the TSX Venture Exchange;
9. to consider, and if thought fit to undertake a takeover by means of issuing Company shares for all of the capital in Chatham Rock Phosphate Limited, as described in the accompanying Information Circular dated October 23, 2015; and
10. to transact such other business as may properly come before the Meeting.

The board of directors has fixed the close of business on September 25, 2015 as the Record Date for determining holders of Shares who are entitled to vote at the Meeting.

Registered shareholders have the right to dissent in respect of the Sale Resolutions and, if the respective transaction to which they dissent is completed, to be paid the fair value of their Antipodes Gold Shares in accordance with the provisions of sections 237 to 247 of the **BCBCA**. To exercise this right, the Company must receive from a registered holder of Company shares who dissents (a “**Dissenting Shareholder**”), a written objection to the respective resolution delivered by registered mail addressed to the Company at Suite 1750, 1185 West Georgia Street, Vancouver, B.C V6E 4E6 at least two days (excluding Saturdays, Sundays and statutory holidays) before the date of the Meeting, and the Dissenting Shareholder must have otherwise complied with the provisions of sections 237 to 247 of the BCBCA (which is described in the Information Circular under the heading “Dissenting Registered Shareholders’ Rights” and in Schedule “E”). Failure to comply strictly with such dissent procedures may result in the loss or unavailability of any dissent rights. Please be advised that the exercise of a proxy does not constitute a written objection.

Accompanying this Notice are an Information Circular and Form of Proxy.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting, or any adjournment thereof in person, please read the Notes accompanying the Form of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes. The enclosed Form of Proxy is solicited by Management but, as set out in the Notes, you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED this 23rd day of October, 2015.

BY ORDER OF THE BOARD

(Signed) “Thomas Rabone”

President and Director