

GOLDEN CROSS RESOURCES LTD

ABN 65 063 075 178

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10 February 2005

Dear Shareholder,

Invitation to participate in the Golden Cross Share Purchase Plan

I am pleased to invite you to participate in the Golden Cross Share Purchase Plan ("the Plan"). The Plan entitles shareholders in the Company with registered addresses in Australia or New Zealand to invest up to \$5,000 in Golden Cross shares at 5.5 cents per share, free from stamp duty and brokerage. The new capital to be raised under the Plan is limited to \$2.5 million.

As an incentive to shareholders, the purchase price of the new shares to be offered under the Plan has been set at 5.5 cents. This represents a discount of 13% to the average market price of shares in the Company over the five trading days prior to the announcement of the Plan on 9 February 2005.

Directors will use the funds raised to conduct drilling on the Company's 100%-owned mineral properties in NSW.

Exploration Activity

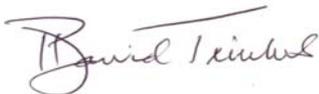
There continues to be a great deal of exploration activity on Golden Cross properties, particularly at Broken Hill, Canbelego, Copper Hill, Yellow Mountain and Cargo. For the latest developments please see our website at www.goldencross.com.au

How to participate

If you would like to participate in the Plan, please read carefully the attached terms and return your completed application form, together with your credit card details or cheque representing the purchase price for the number of shares applied for. A reply-paid envelope is enclosed for your convenience. If you are paying by credit card, you may fax your completed application form to Registries Ltd at (02) 9279 0664. Your form must be received or the envelope postmarked on or before the closing date of 25 February 2005. The shares subscribed for will be issued, and quotation of the shares on ASX applied for, by 7 March 2005.

We look forward to a successful 2005.

Yours sincerely,



DAVID TIMMS
Managing Director