



GOLDEN CROSS RESOURCES LTD

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PARTIAL UNDERWRITING OF ENTITLEMENTS OFFER

Golden Cross Resources is pleased to announce the underwriting of the final \$1.75 million of the \$3 million entitlements offer under the Company's prospectus dated 18 November 2005.

Westchester Financial Services Pty Limited has underwritten the final 50 million shares and 25 million options under the entitlements offer under the prospectus in consideration of an underwriting fee of 3%.

The underwriting is fully sub-underwritten by two institutional fund managers, and is conditional on the sub-underwriters performing their obligations under the sub-underwriting deeds.

The number of shares to be issued in the event that all shareholders take up their entitlement under the entitlements offer is approximately 87.1 million. Shareholders have also been offered the right to apply for shortfall shares, the allotment of which is subject to the discretion of the Directors. Under the terms of the underwriting agreement, if the total number of new shares applied for under the entitlements offer plus the number of new shares allotted under shareholder shortfall applications exceeds 37.1 million, the Company will, subject to shareholder approval, place additional shares (and accompanying options) with the sub-underwriters, in the amount equal to the excess, together with the remaining shortfall under the offers, if any.

In the event that the entitlements offer (including shares allotted under shareholder shortfall applications, but excluding any take-up by the underwriter) is fully subscribed in the amount of approximately \$3 million, the issue of the underwritten securities will result in an additional 50 million shares and 25 million options being issued, and an additional \$1.75 million being raised, for a total of approximately \$4.8 million.

The entitlements offer and shortfall offer are due to close on 16 January 2006. A Supplementary Prospectus is being finalised to provide details of the underwriting agreement and the new timetable for the offers. A Notice of General Meeting is also being prepared, to seek approval for the placement of the shortfall arising from the entitlements offer and of the underwritten securities to the sub-underwriters.

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Golden Cross is a gold and base metals explorer, searching in NSW and the Northern Territory for large deposits in highly prospective mineral belts, providing significant potential upside for the speculative investor.

The Company holds significant mineral tenement positions within the Lachlan Fold Belt of NSW, which contains Rio Tinto's Northparkes, Newcrest's Cadia-Ridgeway, and Barrick's Cowal Deposits. It holds a major land position in the Curnamona Province of western NSW, which contains the world class Broken Hill orebody. The Company also has an option over a significant tenure in the McArthur River District of the Northern Territory which hosts the McArthur River basemetal and Merlin diamond deposits.