

GOLDEN CROSS RESOURCES LTD

ABN 65 063 075 178

304/66 Berry Street
North Sydney NSW 2060
Phone (02) 9472 3500
Fax (02) 9482 8488

SUPPLEMENTARY NOTICE OF 2015 ANNUAL GENERAL MEETING

This supplementary Notice of General Meeting and Explanatory Statement (**Supplementary Notice**) relates to the Annual General Meeting of the members of Golden Cross Resources Ltd (**Company**) to be held at History House, 133 Macquarie St, Sydney, NSW at 2.00 pm Sydney time on 16 December 2015 (**Meeting**).

You should read this document in conjunction with the Company's Notice of Meeting and Explanatory Statement dated 13 November 2015 (**Notice**).

Unless otherwise specified, definitions in this Supplementary Notice are as defined in the Notice.

This notice is supplementary to, and does not affect the validity of, the Notice.

Instructions as to proxies

A revised yellow coloured proxy form is enclosed for those Shareholders who wish to vote on this additional Resolution.

If you have not already submitted a proxy form, you should use the enclosed new yellow coloured proxy form.

If you have already submitted a previous version of the proxy form, then unless you submit a new proxy form, you will be deemed to have abstained from voting on Resolution 18.

If you submit a new yellow coloured proxy form, then your earlier proxy form will be substituted with the new yellow coloured proxy form.

If you have not submitted a previous version of the proxy form, or you wish to substitute your earlier proxy form with a new yellow coloured proxy form, please ensure that you complete the voting directions for all of the Resolutions.

RESOLUTION

18. Re-election of Mr Ian Buchhorn as a Director

To consider and, if thought fit, pass as an Ordinary Resolution:

“To re-elect as a Director of the Company Mr Ian Buchhorn, being a Director retiring by rotation in accordance with Rule 17.1 of the Constitution, and who offers himself for re-election.”

SUPPLEMENTARY EXPLANATORY MEMORANDUM

1 Resolution 18 – Re-election as Director

In broad terms, rule 17.1 of the Constitution requires that, as long as there are at least 3 Directors, one-third of the Directors must retire by rotation at each annual general meeting or if their number is not divisible by three, one-third of the next lowest whole number divisible by three. Therefore, two Directors must retire at the upcoming 2015 annual general meeting of the Company. Those Directors are eligible for re-election.

In order to comply with rule 17.1 of the Constitution, this Supplementary Notice includes an additional Resolution 18 to the Notice so that Mr Ian Buchhorn, who, being the second longest Director in office and therefore automatically retires at the Annual General Meeting, offers himself for re-election.

Included in the 2015 Annual Report of the Company is the Directors' Report, which includes details of the qualifications, experience, and special responsibilities of Mr Buchhorn.

By order of the Board

Carl Hoyer
Company Secretary

25 November 2015

For personal use only



All Correspondence to:

- ✉ **By Mail** Golden Cross Resources Ltd
304/66 Berry Street
North Sydney 2060
- 📠 **By Fax:** +61 2 9482 8488
- 💻 **Online:** carolyn@goldencross.com.au
- ☎ **By Phone:** +61 2 9472 3500

REPLACEMENT PROXY FORM

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (AEDT) on Monday, 14 December 2015**

This proxy form is a replacement proxy form in substitution for the original proxy form accompanying the Notice of Annual General Meeting dated 13 November 2015. If you have already lodged a proxy form and subsequently lodge this replacement proxy form, only votes cast on this replacement proxy form will be counted.

If you have already lodged a proxy form with regards to the resolutions set out in the Notice of Annual General Meeting dated 13 November 2015 and do not lodge this replacement proxy form, then you will be deemed to have abstained from voting on Resolution 18.

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered security holder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the security holder.

Joint Holding: where the holding is in more than one name, all the security holders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00pm (AEDT) on Monday, 14 December 2015**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

- 📠 **By Fax** + 61 2 9482 8488
- ✉ **By Mail** Golden Cross Resources Ltd
304/66 Berry Street
North Sydney 2060
- 👤 **In Person** Golden Cross Resources Ltd
304/66 Berry Street
North Sydney 2060
- 💻 **By email** carolyn.jacobs@goldencross.com.au

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Golden Cross Resources Ltd

ABN 65 063 075 178

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Golden Cross Resources Ltd** and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **History House, 133 Macquarie Street, Sydney, NSW on Wednesday, 16 December 2015 at 2:00pm (AEDT)** and at any adjournment of that meeting, to act 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 3, 11 to 13, 14 & 16 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 3 & 11 to 13, 14 and 16 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 3, 11 to 13, 14 & 16). If you wish to appoint the Chair of the Meeting as your proxy (or the Chair is appointed as your proxy by default) with a direction to vote against, or to abstain from voting on, an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN*		FOR	AGAINST	ABSTAIN*	
Res 2	Re-election of Ms Jingmin Qian as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10	Issue of securities to Mr Ian Buchhorn upon conversion of a loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Issue of securities to Mr Neil Fearis in lieu of Director's fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Issue of securities to Simulus Group Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 12	Issue of securities to Mr Mark Sykes in lieu of Director's fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Issue of securities to Service Providers and others	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 13	Issue of securities to Mr Buchhorn in lieu of Director's fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Issue of securities to Unrelated Third Parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 14	Issue of securities to Mr Ken Hellsten	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 7	Issue of securities to HQ Mining Resources Holding Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 15	Ratification of prior securities issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 8	Pro rata issue of Bonus Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 16	Increase in Remuneration Pool for Non-executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 9	Issue of securities to HQ Mining Resources Holding Pty Ltd upon conversion of a loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 17	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
					Res 18	Re-election of Mr Ian Buchhorn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015