GOLDEN CROSS RESOURCES LTD

ABN 65 063 075 178

22 Edgeworth David Ave
Hornsby NSW 2077
Phone (02) 9472 3500
Fax (02) 9482 8488

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the members of Golden Cross Resources Ltd (the **Company**) will be held at History House, 133 Macquarie Street, Sydney, NSW at 2.00 pm on Wednesday 27 August 2014 for the following business:

Consolidation of Shares

To consider and, if thought fit, to pass, with or without amendment, as an ordinary resolution:

"For the purpose of Section 254H(1) of the Corporations Act and for all other purposes, the share capital of the Company will be consolidated through the conversion of every twenty (20) ordinary shares in the Company into one (1) ordinary share in the Company, and that any resulting fractions of a share be rounded up to the next whole number of shares, to take effect in accordance with the timetable set out in the Explanatory Notes accompanying this Notice of Meeting."

Information in relation to the Motion is set out in the Explanatory Notes on the following pages.

The directors invite shareholders and guests to join them for afternoon tea after the meeting.

16 July 2014, by order of the Board.

SIMON LENNON, Company Secretary, General Counsel, and Chief Financial Officer

VOTING ENTITLEMENTS

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting, shares will be taken to be held by those persons recorded on the Company's share register 48 hours before the meeting, namely at 2.00 pm Sydney time on Monday 25 August 2014. This means that any person not the registered holder of a relevant share at that time will not be entitled to attend and vote at the meeting.

PROXIES

A member entitled to attend and vote is entitled to appoint not more than two persons as his or her proxy to attend and vote instead of the member. A proxy need not be a member of the Company. If more than one proxy is appointed, the proxy form may specify the proportion or number of the member's votes that each proxy may exercise. If the proxy form does not specify a proportion or number of votes then each proxy may exercise half of the member's votes.

Given the nature of the meeting, the Company will disregard any undirected proxies in favour of the Chairman, who has determined not to vote undirected proxies. All shareholders appointing proxies should direct their proxies whether to vote for a motion, against a motion, or abstain.

To be effective, proxy forms must be received by the Company at the address or fax number appearing on this notice at least 48 hours before the time for commencement of the meeting.

VOTING EXCLUSION STATEMENT

All members may vote on the Motion.

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EXPLANATORY NOTES

Background

Pursuant to Section 254H(1) of the Corporations Act, the Company may convert all or any of its Shares into a larger or smaller number of Shares by ordinary resolution passed at a general meeting. The Motion seeks Shareholder approval for the Company to consolidate its issued share capital through the conversion of every twenty (20) fully paid ordinary shares into one (1) fully paid ordinary share (***Share Consolidation***). This section of the Explanatory Statement provides the information required by ASX Listing Rule 7.20 to be provided to Shareholders in relation to the Share Consolidation.

Current drill status: The initial hole GCHD469 at Buckley Hill was completed on 8 July 2014 at 894 metres in tonalite porphyry having traversed highly altered and veined andesite country rock. Complete assay results will be reported in due course. The rig has moved to drill GCHD470 at central Copper Hill, adjacent to the historic open pit and underground workings to obtain confirmation of previous high grade intervals and assist in future resource estimate's compliance with JORC 2012.

Directors intend that the Company proceed to a non-renounceable rights issue to all shareholders raising approximately $2.5 million in September 2014, primarily to fund further drilling at Copper Hill. Details of this proposal will be provided in subsequent announcements.

Purpose of Proposed Resolution

The Directors propose the Share Consolidation for the following reasons:

(a) The Company currently has 1,889,299,391 Shares on issue which is a relatively large number compared to similar companies listed on the ASX; and

(b) They believe the Share Consolidation will result in a share price more appealing to a wider range of investors, particularly institutional investors.

Effect of the Share Consolidation

(a) Shares

If the Motion is approved, every twenty (20) Shares on issue will be consolidated into one (1) Share (subject to rounding). This will reduce the number of Shares on issue from 1,889,299,391 to approximately 94,464,970 (subject to rounding).

As the Share Consolidation applies equally to all Shareholders, individual Shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, the Share Consolidation of itself will have no effect on the percentage interest in the Company of each existing Shareholder. All the Shares of the Company on issue are fully paid. The Share Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

(b) Options

The Company currently has no listed or unlisted options on issue.

(c) Fractional entitlements

Where the Share Consolidation results in an entitlement to a fraction of a Share, that fraction will be rounded up to the nearest whole number of Shares.

(d) Holding statements

Taking effect from the date of the Share Consolidation, all existing holding statements will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post-Share Consolidation basis. New holding statements will be issued to shareholders, who should confirm their holdings after the Share Consolidation and contact the Company share registry, Boardroom Ltd (Phone: +61 2 9290 9600) if there is any discrepancy.

(e) Taxation

The Share Consolidation should not result in a capital gains tax event for Australian tax residents. The cost base of the Shares held after the Share Consolidation will be the sum of the cost bases of the original Shares before the Share Consolidation. The acquisition date of Shares held after the Share Consolidation will be the same as the date on which the original Shares were acquired.

This Explanatory Statement does not consider the tax implications in respect of Shares held on revenue account, as trading stock, or by non-Australian resident Shareholders. Shareholders should consider their own circumstances and seek their own professional advice in relation to their tax position. Neither the Company nor any of its officers or employees assumes any liability or responsibility for advising Shareholders about the tax consequences of the proposed Share Consolidation.

(f) Indicative timetable

If the Motion is approved by Shareholders, the Share Consolidation will take effect according to the following indicative timetable (subject to change and in accordance with Appendix 7A.5 of the ASX Listing Rules):

Share Consolidation Timetable (Indicative Dates Only)

General Meeting	27 August 2014
Notification to ASX that Share Consolidation is approved	27 August 2014
Last day for trading in pre-consolidated securities	28 August 2014
Trading in the consolidated securities on a deferred settlement basis commences	29 August 2014
Last day to register transfers on a pre-consolidation basis	2 September 2014
First day for registration of shares on a post-consolidation basis and issue of new holding statements	3 September 2014
Deferred settlement trading ends. Last day for registration of shares on a post-consolidation basis and issue of new holding statements.	9 September 2014
Normal t plus 3 trading commences	10 September 2014

Board Recommendation

The Board recommends that Shareholders vote in favour of the Motion for the reasons outlined in these Explanatory Notes.

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[SHAREHOLDER NAME]

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PROXY FORM FOR EXTRAORDINARY GENERAL MEETING ON WEDNESDAY 27 AUGUST 2014

I/We, the abovenamed, appoint (*) ……,

or in his/her absence (*) ……,

of (address)……,

or in his/her absence the Chairman of the meeting as my/our proxy to vote on my/our behalf in respect of ALL or …….. (*) of my/our shares at the Extraordinary General Meeting of the Company to be held at 2.00 pm on Wednesday 27 August 2014 and any adjournment of that meeting.

Notes:

1 A proxy need not be a member of the Company.

2 A member entitled to attend and vote may appoint not more than two proxies. Separate forms must be used for each proxy. Each proxy must be appointed to represent a specified proportion or number of the member rights by inserting the relevant proportion or number of shares each proxy may vote. If the proxy form does not specify a proportion or number of votes then each proxy may exercise half of the member's votes.

Directions to proxy holders: I/we direct my/our proxy to vote in respect of each motion to be considered as indicated with an "X" below and to vote or abstain in respect of a procedural motion as my/our proxy thinks fit. Except where my/our proxy is the Chairman of the meeting, if no direction is given I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of each motion to be considered by the meeting and any adjournment of the meeting.

Chairman will vote undirected proxies in favour of the motion: Where my/our proxy is the Chairman of the meeting, if no direction is given I/we understand that my/our proxy will vote in favour of the motion on my/our behalf in respect of each motion to be considered by the meeting and any adjournment of the meeting.

I/we acknowledge that the Chairman of the meeting may exercise my/our proxy even if he or she has an interest in the outcome of the motion and that votes cast by the Chairman of the meeting for those motions other than as proxy holder will be disregarded because of that interest.

	Motion	For	Against	Abstain
	Share Consolidation	☐	☐	☐

Dated ……2014 Signature ……..

To be valid, this proxy form, together with the power of attorney or other authority under which it is signed, or a notarially certified copy of that power or authority, must be deposited at Golden Cross Resource Ltd's head office or faxed to (02) 9482 8488 by 2.00 pm on Monday 25 August 2014. Replacement proxy forms may be obtained by telephoning Golden Cross Resource Ltd's head office.