



All Correspondence to:

✉ **By Mail** Golden Cross Resources Ltd
304/66 Berry Street, North Sydney 2060

📠 **By Fax:** +61 2 9922 1288

💻 **Online:** carolyn@goldencross.com.au

☎ **By Phone:** +61 2 9922 1266

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (AEDT) on Wednesday 28 November 2018**

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:

- (a) 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.
- (b) 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, 26 November 2018 (48hrs prior to the meeting)**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

- | | |
|--------------------|--|
| ✉ By Fax | + 61 2 9922 1288 |
| ✉ By Mail | Golden Cross Resources Ltd 304/66 Berry Street North Sydney 2060 |
| 👤 In Person | Golden Cross Resources Ltd Suite 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 **Golden Cross Resources Ltd's office 304/66 Berry Street, North Sydney NSW 2060 on Wednesday, 28 November 2018 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 2 to 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolution 4 is 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 2 to 4). If you wish to appoint the Chair of the Meeting as your proxy 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* |
|---|--------------------------|--------------------------|--------------------------|
| Item 2 Re-election of Mr Yuanheng Wang as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3 Adoption of the 30 June 2018 Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 4 Appointment of Auditor | <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 / / 2018

GOLDEN CROSS RESOURCES LTD

ABN 65 063 075 178

**304/66 Berry Street
North Sydney NSW 2060
Phone (02) 9922 1266
Fax (02) 9922 1288**

NOTICE OF 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 Annual General Meeting of the members of Golden Cross Resources Ltd (the **Company**) will be held at 304/66 Berry Street, North Sydney, NSW 2060 at 2.00 pm on Wednesday 28 November 2018.

1. Financial Report

To receive and consider the Financial Report of the Company and the reports of the Directors and Auditor for the year ended 30 June 2018.

2. Re-election of Mr Yuanheng Wang as a Director

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

“To re-elect as a Director of the Company Mr Yuanheng Wang, being a Director retiring by rotation in accordance with Rule 17.2 of the Company’s Constitution who offers himself for re-election.”

3. Remuneration Report

To consider and, if thought fit, pass as a non-binding resolution:

“To adopt the Remuneration Report for the year ended 30 June 2018.”

4. Appointment of Auditor

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Rothsay Audit & Assurance Pty Ltd be appointed as auditor of the Company upon the resignation of Ernst & Young as auditor of the Company taking effect”.

EXPLANATORY NOTES

Shareholders who elected to receive printed copies of the 2018 Annual Report of the Company (including the Financial Report of the Company and the reports of the Directors and Auditor for the year ended 30 June 2018) will do so simultaneously or will have done so before their receipt of this notice. Those reports are also available on the Company’s website www.goldencross.com.au.

Included in the 2018 Annual Report of the Company are the Directors’ Report, which includes details of the qualifications, experience, and special responsibilities of Mr Yuanheng Wang and the Remuneration Report of the Company, which contains remuneration details of the Directors and Key Management Personnel.

Shareholders will have a reasonable opportunity for discussion of the Remuneration Report at the meeting. While there is a requirement for a formal resolution on this item under section 250R(2) of the *Corporations Act 2001*, the resolution is advisory only. It does not bind the Company or Directors, although Directors will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

PROPOSED CHANGE OF AUDITOR

Ernst & Young have been the auditors of the Company since 2005. The Board has been satisfied with the services of Ernst & Young as Company auditors and thanks them for their services provided as auditors of the Company. However, the Audit Committee has reviewed the role of auditor and considers that at this stage of the Company's development a smaller firm would be more appropriate to discharge this role.

Therefore, the Company requested Ernst & Young apply to ASIC under subsection 329(5) of the Corporations Act for consent to resign as auditors of the Company with effect from the end of the AGM. Once ASIC notifies Ernst & Young and the Company that it consents to Ernst & Young's resignation, Ernst & Young will give its notice of resignation of the Company with effect from the end of the AGM.

The Company has received a notice from Carl Hoyer, being a member of the Company, nominating Rothsay Audit & Assurance Pty Ltd as the new auditor of the Company. In accordance with section 328B of the Corporations Act, a copy of the notice of nomination of Rothsay Audit & Assurance Pty Ltd received by the Company from Carl Hoyer is attached as Annexure A.

The Corporations Act requires that shareholders approve the appointment of the new auditor.

Rothsay Audit & Assurance Pty Ltd has consented in writing to act as auditor of the Company.

The Audit Committee has also noted that Rothsay Audit & Assurance Pty Ltd is registered as an auditor under section 1280 of the Corporations Act and is a well-established firm with the necessary expertise and resources to meet the Company's requirements. Consequently, subject to the Company receiving all the necessary approvals from ASIC and shareholder approval at the AGM, Rothsay Audit & Assurance Pty Ltd will become the new auditor of the Company.

If ASIC consents the Ernst & Young's resignation as the Company's auditor, the Directors unanimously recommend that shareholders vote in favour of the appointment of Rothsay Audit & Assurance Pty Ltd as the Company's auditor. If ASIC does not consent to Ernst & Young's resignation as the Company's auditor, Ernst & Young will continue as the Company's auditor.

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 at 2.00 pm Sydney time on Monday 26 November 2018 (48 hours prior to the meeting). 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.

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.



GOLDEN CROSS RESOURCES LTD
ABN 65 063 075 178

304/66 Berry Street
North Sydney NSW 2060
Phone (02) 9922 1266

Annexure A

15 October 2018

The Directors
Golden Cross Resources Limited
Suite 304/66 Berry Street
NORTH SYDNEY NSW 2060

Appointment of New Company Auditor

I, being a member of Golden Cross Resources Limited and in accordance with section 328B of the Corporations Act 2001 (Cth), hereby nominate Rothsay Audit & Assurance Pty Ltd of Level 1, 12 O'Connell Street Sydney NSW for appointment as auditor of Golden Cross Resources Limited and its Controlled entities at the Annual General Meeting.

Yours faithfully,

Carl Hoyer
Company Secretary