

# **Global Gold Holdings Ltd**

ACN 123 879 416

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## **NOTICE OF 2017 ANNUAL GENERAL MEETING**

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## ACTIONS TO BE TAKEN BY SHAREHOLDERS

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The 2017 Annual General Meeting of Global Gold Holdings Ltd to which this Notice of Meeting relates will be held at

Time	4.00pm (AEDST) 1.00pm (AWST)
Date	Thursday, 30 November 2017
Location	Level 35, 140 William Street, Melbourne, VIC 3000; and Level 2 Spectrum, 100 Railway Road, Subiaco WA 6008

### Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

### Eligibility to attend and vote

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5.00pm (AEDST) on Wednesday, 29 November 2017.

### Last date to submit Proxy Form

Your completed Proxy Form must be received by the Company Secretary no later than 4.00pm (AEDST) and 1.00pm (AWST) on **Tuesday, 28 November 2017**. Please complete and sign the enclosed Proxy Form, returning:

**By mail** PO Box 1592, Booragoon WA 6954

**By email** [eryn@kestelcorp8.com.au](mailto:eryn@kestelcorp8.com.au)

**In person** 1 Alfred Place, South Melbourne, VIC

### Appointing a proxy

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the meeting in person or casting a direct vote.

To appoint a proxy, please write the name of the appointed proxy in the box on the proxy form denoted by Ω. You can direct your proxy how to vote on Items 1 to 4 by marking "For", "Against" or "Abstain".

A proxy does not need to be a shareholder of the Company. A proxy may be an individual or a company. You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Forms and specify the percentage or number of votes each proxy is appointed to exercise. If you do not specify a percentage or number, each proxy may exercise half of the votes. You must return both Proxy Forms together. If you require additional Proxy Forms, please contact the Company Secretary on +61 (0) 435 905 770.

If you sign the enclosed Proxy Form, and mark the box against the Chairman, the Chairman will be appointed as your proxy. The Chairman currently intends to vote undirected proxies on, and in favour of, all proposed resolutions.

If you appoint a proxy, you may still attend the meeting. However, your proxy's right to vote and speak will be suspended while you are present.

### Attending the meeting in person

Eligible shareholders may attend the meeting and vote in person.

If you intend to attend the meeting in person, you do not need to submit a Proxy Form.

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will suspend your proxy appointment while you are present at the meeting.

Please bring your Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but the Company will need to verify your identity. Please arrive 20 minutes prior to the start of the Annual General Meeting on the date and at the venue set out above.

### **Voting by Corporate Representative**

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act 2001 (Cth) (Corporations Act). The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the meeting. This form may be obtained from the Company's share registry.

### **Impact of your proxy appointment on your voting instructions**

If you appoint the Chairman as your proxy and have not directed him how to vote, you are authorising the Chairman to cast your undirected vote on all proposed resolutions in accordance with his intentions set out below.

If you appoint any other member of the Board of directors, a member of senior management who is named in the remuneration report (KMP) or their closely related parties as your proxy, they will not be able to vote your proxy on the Remuneration report unless you have directed them how to vote.

"Closely related party" is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a KMP.

If you intend to appoint a KMP or the Chairman as your proxy, you are encouraged to direct them how to vote by marking "For", "Against" or "Abstain" for each of those items of business.

### **The Chairman's voting intentions**

The Chairman intends to vote undirected proxies on, and in favour of, all the proposed resolutions. If there is a change to how the Chairman intends to vote undirected proxies, WSG will make an announcement to the market.

The Chairman's decision on the validity of a vote cast by a proxy or vote cast in person, is conclusive.

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## NOTICE OF 2017 ANNUAL GENERAL MEETING

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Notice is given that the 2017 Annual General Meeting of Global Gold Holdings Ltd will be held at 4.00pm (AEDST) and 1.00pm (AWST) on Thursday, 30 November 2017 at Level 35, 140 William Street, Melbourne, VIC, 3000 and Level 2 Spectrum, 100 Railway Road, Subiaco WA 6008 for the purpose of transacting the business set out in this Notice.

The business of the Annual General Meeting is to consider the five (5) Resolutions set out below. Full details on the nature of the matters to be considered are set out in the Explanatory Notes.

Capitalised terms are defined in the Glossary to this Notice of Annual General Meeting and Explanatory Notes.

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## AGENDA

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- **Adoption of 2017 Annual Financial Report**

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2017 which includes the Financial Report, the Directors' and Auditor's Reports.

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## NON-BINDING Resolution

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### 1. Adoption of 2017 Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual report for the financial year ended 30 June 2017."*

#### **Voting Exclusion Statement**

In accordance with Section 250R of the Corporations Act, the Company will disregard any vote cast on Resolution 1 by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution **or** the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- (b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 1; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. In exceptional circumstances, the Chair of the Meeting may change their voting intention on Resolution 1, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting. If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

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## **ORDINARY Resolutions**

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### **2. Election of New Directors**

#### **2.1 Election of Mr Robert PERTICH**

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

*"That, Mr Robert Pertich, who having been appointed as an additional Director of the Company on 8 September 2017 in accordance with clause 12.8 of the Company's Constitution, and being eligible for election, be elected as a Director of the Company."*

#### **2.2 Election of Mr Campbell MCLEOD**

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

*"That, Mr Campbell McLeod, who having been appointed as an additional Director of the Company on 9 June 2017 in accordance with clause 12.8 of the Company's Constitution, and being eligible for election, be elected as a Director of the Company."*

#### **2.3 Election of Mr Harry FUNG**

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

*"That, Mr Harry Fung, who having been appointed as an additional Director of the Company on 19 May 2017 in accordance with clause 12.8 of the Company's Constitution, and being eligible for election, be elected as a Director of the Company."*

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### **3. Ratification of Past Issue of Shares under Listing Rule 7.1**

#### **3.1 Ratification of the past issue of 3,133,333 Shares**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the past issue of 3,133,333 Shares in the Company to 3<sup>rd</sup> party consultants at a deemed issue price of \$0.03 on the terms and conditions set out in the Explanatory Notes"*

##### **Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution by any person who received the securities in the issue and any associates of such a person and any person who might obtain a benefit if the Resolution is passed, except a benefit solely in the capacity of a holder of ordinary securities and any associates of those persons. However, the Company will not disregard a vote if it is cast by (a) by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### **3.2 Ratification of the past issue of 4,400,000 Shares**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the past issue of 4,400,000 Shares in the Company to 3<sup>rd</sup> party consultants at a deemed issue price of \$0.03 on the terms and conditions set out in the Explanatory Notes"*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution by any person who received the securities in the issue and any associates of such a person and any person who might obtain a benefit if the Resolution is passed, except a benefit solely in the capacity of a holder of ordinary securities and any associates of those persons. However, the Company will not disregard a vote if it is cast by (a) by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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### **SPECIAL Resolutions**

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#### **4. Approval to Issue additional 10% of the Issued Capital pursuant to Listing Rule 7.1A**

To consider, and if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, the Company is authorised to issue Equity Securities up to 10% of the issued capital of the Company calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Notes."*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution by any person (and any associates of such a person) who may participate in the 10% Placement Capacity and any person who may obtain a benefit if the Resolution is passed, except a benefit solely in the capacity of a holder of ordinary securities and any associates of those persons. However, the Company need not disregard a vote if it is cast by (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### **5. Change of Company Name**

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

*"That, for the purposes of section 157(1)(a) of the Corporations Act 2001 and for all other purposes, the name of the Company be changed to "PLC Financial Solutions Limited" with effect from the date that ASIC alters the details of the Company's registration."*

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### **General Business**

To consider any other business that may be brought forward in accordance with the Constitution of the Company or the Corporation Act.

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**By Order of the Board**



**Eryn Kestel**  
**Company Secretary**  
16 October 2017

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## EXPLANATORY NOTES

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The Explanatory Notes have been prepared for the information of Shareholders relating to the 2017 Annual General Meeting of Longford Resources Limited.

The Explanatory Notes that follow, contains explanations and information to provide Shareholders with sufficient information to assess the merits of the Resolutions to be considered at the Annual General Meeting.

The Explanatory Notes should be read by Shareholders in conjunction with the accompanying Notice and is a brief explanation of the matters for which Shareholder approval is sought in each Resolution.

The Explanatory Notes do not take into account the individual investment objectives, financial situation and needs of individual shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions.

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## 2017 ANNUAL FINANCIAL REPORT

The first agenda item is to receive the 2017 Annual Report of the Company for the financial year ended 30 June 2017.

Section 317 of the Corporations Act requires the Directors to lay before the Annual General Meeting the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year that ended 30 June 2017. Those Shareholders that elected to receive a printed copy of the Annual Report will have received a copy with this Notice.

In accordance with sections 250S and 250T of the Corporations Act, Shareholders present at the Annual General Meeting will be provided with a reasonable opportunity to

- (a) ask questions of the Directors' present and make comment on the management of the Company and the content of the Remuneration Report; and
- (b) ask questions of the Auditor, or their representatives and make comment about the conduct of the audit and the preparation and content of the Auditor's Report.

No formal resolution to adopt the annual report will be put to the shareholders at the Annual General Meeting.

Shareholders who are unable to attend the Annual General Meeting can submit written questions under Section 250PA of the Corporations Act in relation to:

- (a) The preparation and the content of the 2017 Auditor's Report;
- (b) The conduct of the 2017 audit;
- (c) Accounting policies adopted by the Company in relation to the preparation of the 2017 financial statements; and
- (d) The independence of the Auditor in relation to the conduct of the 2017 audit

The questions will need to be submitted no later than five (5) business days before the Annual General Meeting (no later than Monday, 20 November 2017) to the Company Secretary.

**The Annual Report is now available on the Company's website via the following link:**

[www.globalgold.com.au](http://www.globalgold.com.au)

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## **RESOLUTION 1**

### **ADOPTION OF 2017 REMUNERATION REPORT**

In accordance with Section 250R(2) of the Corporations Act at a listed company's Annual General Meeting, the Board is required to table the Company's Remuneration Report to Shareholders for consideration and adoption.

The Remuneration Report is incorporated into the Directors' Report contained in the 2017 Annual Report and in accordance with Section 300A of the Corporations Act sets out the remuneration policy of the Company and reports the current remuneration arrangements for the Directors and senior management of the Company.

The Remuneration Report:

- sets out the remuneration arrangements for each Director and any service agreements;
- explains the Board's policies in relation to the objectives and structure of remuneration paid to Directors; and
- provides details of any equity-based compensation.

The Directors believe that the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate for the size of the Company, its business and objectives.

In accordance with Section 250SA of the Corporations Act, Shareholders will be given an opportunity by the Chairman at the Meeting to ask questions of the Directors or make comment on the 2017 Remuneration Report.

The Remuneration Report is for consideration and adoption by way of a non-binding resolution. The vote on this Resolution is advisory only and does not bind the Directors of the Company to the outcome passed.

A failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report. However, the Board will consider the outcomes of the votes when considering the future remuneration arrangements of the Company.

Your Directors would like to point out the following matters in the 2017 Remuneration Report which they believe are relevant to Shareholders in considering their vote on the 2017 Remuneration Report.

These matters are:

- (a) The Remuneration Policy of the Company and its subsidiaries (Group) has been designed to align executive objectives with shareholder and business objectives by providing a fixed remuneration component. Your Board believe the Remuneration Policy to be appropriate; and
- (b) The structure of the executive remuneration package remains a key focus of the Board to ensure alignment with the nature of Global Gold's business as Global Gold optimises operations and continues to reduce costs.

These matters are part of the Company's strategy to ensure the remuneration of Directors, executives and all other employees is in line with best practice for a company its size and in keeping with the wishes of the Shareholders.

The Director and Executive Remuneration Act which came into effect on 1 July 2011 provides Shareholders with the opportunity to remove the Board under the two strike rules.

If at least 25% of the votes cast on the Adoption of the Remuneration Report Resolution vote against the Resolution for two (2) years consecutively, the Board Spill provisions will be triggered.

The 2016 Remuneration Report did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held on 21 November 2016. Accordingly, if at least 25% of the votes



cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

Pursuant to the Corporations Act, if the Chairman, a Key Management Personnel or any Closely Related Party is appointed as a proxy to vote on Resolution 1, ***express instructions/directions must be given so that the proxy knows how to vote*** - if no directions on how to vote on Resolution 1 is provided, the Chairman, a Key Management Personnel or any Closely Related Party is prevented by the Corporations Act from exercising the undirected vote and the vote will not be counted in relation to Resolution 1.

**The Chairman intends to exercise all undirected proxies in favour of Resolution 1.**

***Recommendation of Board***

*The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 1.*

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**Resolution 2**

**Election of New Directors**

The Board's policy on board composition is to ensure that at all times there will be an appropriate mix of skills and experience in order to provide the necessary knowledge required to meet the Company's objectives.

Mr Robert Pertich, Mr Campbell McLeod and Mr Harry Fung who having been appointed as Directors of the Company on 8 September, 9 June and 19 May 2017 respectively are offering themselves for election as Directors of the Company with effect at the conclusion of the Annual General Meeting.

Pursuant to section 201H(3) of the Corporations Act, if a person is appointed by the other Directors as a Director of the Company, the Company must confirm the appointment by resolution at the Company's next Annual General Meeting. If the appointment is not confirmed, the person ceases to be a director of the Company at the end of the Annual General Meeting.

In accordance with the Company's Constitution, a person appointed by other Directors holds office only until the next following annual general meeting and is then eligible for re-election.

Mr Pertich joined the Board on 8 September 2017, Mr McLeod on 9 June 2017 and Mr Fung on 19 May 2017 as additional Directors.

In accordance with Listing Rule 14.4 and clause 12.8 of the Company's Constitution, Messrs Pertich, McLeod and Fung retire from the Board and being eligible offer themselves for election.

The expertise and experience of each of the new Directors is set out below.

**2.1 Election of Mr Robert PERTICH**

*Non-Executive Director*

*Appointed on 8 September 2017*

***Qualifications***

*Bachelor of Economics (Accounting) - B.Ec.*

*Certified Practising Accountant - CPA*

***Experience and expertise***

Mr Pertich has over sixteen (16) years practical experience in various business advisory and commercial roles including audit work, due diligence, forensic and corporate accounting and dealing with multinational companies and their specific requirements.

Mr Pertich undertakes a variety of roles within the company due to his broad knowledge and skill base. Mr Pertich is a Certified Practising Accountant, and holds a Bachelor of Economics (Accounting).

In the three years immediately before the end of the financial year, Mr Pertich served as a Director of CFT Holdings Limited.

**Independence**

If elected, the Board does consider Mr Pertich to be an independent Director.

**Recommendation of Board**

The Directors of the Company (with Mr Pertich abstaining) recommend that Shareholders vote **in favour** of the Resolution.

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**2.2 Election of Mr Campbell McLEOD**

*Non-Executive Director*

*Appointed 9 June 2017*

**Qualifications**

*Bachelor of Biomedical Science*

*Diploma of Project Management*

**Experience, expertise and directors**

Encompassing over a decade in property development sector with experience gained in private investment, Mr McLeod is an industry forerunner in complex property transactions. Along with qualifications in project management and finance, Mr McLeod undertakes a number of roles in the company encompassing corporate governance and compliance.

**Independence**

If elected, the Board does consider Mr McLeod to be an independent Director.

**Recommendation of Board**

The Directors of the Company (with Mr McLeod abstaining) recommend that Shareholders vote **in favour** of the Resolution.

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**2.3 Election of Mr Harry FUNG**

*Non-Executive Director*

*Appointed 19 May 2017*

**Qualifications**

*Diploma of Financial Markets*

**Experience, expertise and directors**

Mr Fung has over sixteen (16) years of experience in commercial business transactions specialising in the financial services market. Mr Fung has successfully completed a Diploma in Financial Markets.

Mr Fung was previously the CEO of a boutique fund management company in Melbourne for 3 years. In his role he was responsible for the management of all operational areas of the business and has acquired a strong interpersonal skill set encompassing leadership, negotiation, communication and diplomacy, making him ideal for his role in the Company.

In the three years immediately before the end of the financial year, Mr Fung served as a Director of FE Investments Group Limited (formerly Wolfstrike Rentals Group Limited).

**Independence**

If elected, the Board does not consider Mr Fung to be an independent Director as he is a current Substantial Shareholder.

**Recommendation of Board**

The Directors of the Company (with Mr Fung abstaining) recommend that Shareholders vote **in favour** of the Resolution.

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## **Resolution 3**

### **Reset of 15% Placement Capacity by ratifying the prior issue of Shares**

#### **3(a) General**

Resolutions 3.1 and 3.2 seek Shareholder approval pursuant to ASX Listing Rule 7.4 for the issue of 7,533,333 Shares in the capital of the Company that have already been issued.

The Board is allowed to issue up to 15% of its issued capital without Shareholder approval each 12 months in accordance with Listing Rule 7.1.

In accordance with ASX Listing Rule 7.4, if the Shares the subject of Resolutions 3.1 and 3.2 are approved, the effect of the approval is to deem that the Shares were issued with Shareholder approval, meaning that, from the date of the approval, the Board is again able to issue up to a further 15% of the issued capital without Shareholder approval.

ASX Listing Rule 7.4 enables the Company to ratify an issue of securities made without prior Shareholder approval under Listing Rule 7.1 if:

- (a) the issue of Shares did not breach Listing Rule 7.1; and
- (b) Shareholders subsequently approve the issue of those securities by the Company.

The Company confirms the issue of the 7,533,333 Shares the subject of Resolutions 3.1 and 3.2 did not at any time breach ASX Listing Rule 7.1, they were issued without Shareholder approval in October 2017, from the Company's 15% placement capacity under ASX Listing Rule 7.1 and now at the November 2017 Annual General Meeting, Shareholder approval is being obtained to approve the issue of these Shares.

If Resolutions 3.1 and 3.2 are not approved by Shareholders, the issues will remain valid and effective, however, the number of securities the Company may issue over the next 12 months without prior shareholder approval will be fewer, which in turn reduces the Company's flexibility in managing its future capital requirements.

Global Globe is likely to issue further Securities within the next 12 months so the Company seeks ratification of the 7,533,333 Share issues in order to provide future flexibility to place Shares.

## **Resolution 3.1**

### **Ratification of the past issue of 3,133,333 Shares**

On 3 October 2017, the Company issued Shares in consideration for consulting services provided by three (3) non-related third party consultants. 3,133,333 fully paid Ordinary Shares were issued without Shareholder approval within the Company's 15% annual placement capacity permitted under Listing Rule 7.1

Resolution 3.1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for these Shares that have already been issued.

A summary of Listing Rules 7.1 and 7.4 is set out in Section 3(a) above.

#### Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 3.1:

1. 3,133,333 Shares were issued;
2. The Shares were issued for nil cash consideration in lieu of consulting services. In order to determine the number of Shares to be issued for the value of the services provided, a deemed issue price per Share of \$0.03 cents was used;
3. The Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

4. The Shares were issued to the following consultants; Pickle Pants Pty Ltd, MABE Nominees Pty Ltd and Mont Securities, who are not related parties of the Company;
  5. No funds were raised from the issue as the Shares were issued in lieu of a cash payment for consulting fees; and
  6. A voting exclusion statement is included in the Notice.
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### **Resolution 3.2**

#### **Ratification of the past issue of 4,400,000 Shares**

On 13 October 2017, the Company issued Shares in consideration for consulting services provided by three (3) non-related third party consultants. 4,400,000 fully paid Ordinary Shares were without Shareholder approval within the Company's 15% annual placement capacity permitted under Listing Rule 7.1

Resolution 3.2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for these Shares that have already been issued.

A summary of Listing Rules 7.1 and 7.4 is set out in Section 3(a) above.

#### **Information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation Resolution 3.1:

1. 4,400,000 Shares were issued;
2. The Shares were issued for nil cash consideration in lieu of consulting services. In order to determine the number of Shares to be issued for the value of the services provided, a deemed issue price per Share was \$0.03 cents was used;
3. The Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
4. The Shares were issued to the following consultants; Pickle Pants Pty Ltd, MABE Nominees Pty Ltd and North East Development Group, who are not related parties of the Company;
5. No funds were raised from the issue as the Shares were issued in lieu of a cash payment for consulting fees; and
6. A voting exclusion statement is included in the Notice.

#### ***Recommendation of Board***

The Directors recommend that Shareholders vote in favour of Resolutions 3.1 and 3.2 as it provides flexibility with future Share issues and the Company is able to retain its current cash reserves.

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### **Resolution 4**

#### **Approval to Issue an Additional 10% of the Issued Capital pursuant to Listing Rule 7.1A**

##### **General**

The Company is seeking Shareholder approval to issue an additional 10% of its issued capital over a 12 month period pursuant to Listing Rule 7.1A.

Pursuant to Listing Rule 7.1A, small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by special resolution at the annual general meeting, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the annual general meeting (**Additional 10% Placement**). The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without shareholder approval over a

12 month period pursuant to Listing Rule 7.1. The Company may issue the Equity Securities to raise funds for the Company and as non-cash consideration (further details of which are set out below).

## **Listing Rule 7.1A**

### **Eligibility**

An entity is eligible to undertake an Additional 10% Placement if at the time of its annual general meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

For illustrative purposes only, on 13 October 2017, the Company's market capitalisation was approximately \$1.3 million based on the last trading price on that date. The calculation of market capitalisation will be based on the last trading price of the shares, on the last trading day on which trades in the shares were recorded before the date of the Annual General Meeting, multiplied by the number of Shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is also not included in the S&P/ASX300 Index as at the time of this Annual General Meeting, however, it should be noted that the S&P/ASX300 Index is rebalanced twice a year in March and September. The Company is therefore an Eligible Entity and able to undertake an Additional 10% Placement under Listing Rule 7.1A.

If the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholder approval pursuant to this Resolution, the approval obtained will not lapse and the Company will still be entitled to issue the Equity Securities during the 12 month period following this Annual General Meeting.

### **Special Resolution**

Listing Rule 7.1A requires this Resolution to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to Listing Rule 7.1A, no Equity Securities will be issued until and unless this Special Resolution is passed at the Meeting.

### **Shareholder Approval**

The ability to issue the Equity Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

### **Listing Rules 7.1 and 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% capacity under Listing Rule 7.1.

At the date of this Notice of Meeting, the Company has on issue 60,210,436 Shares. The Company will have the capacity to issue the below Equity Securities immediately following the Meeting:

- 9,031,565 Equity Securities under its 15% Placement Capacity (Listing Rule 7.1); and
- Subject to Shareholder approval being obtained under this Resolution, a further 6,021,044 Equity Securities under its 10% Additional Capacity (Listing Rule 7.1A)

The actual number of Equity Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described following).

### **Formula for calculating the 10% Placement Capacity under Listing Rule 7.1A.2**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may issue or agree to issue, during the 10% Placement Period, a number of Equity Securities calculated in accordance with the following formula:

#### **(A x D) – E**

**A** is the number of fully paid shares on issue 12 months before the date of issue or agreement:

- plus, the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

- plus, the number of partly paid shares that became fully paid in the 12 months;
- plus, the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4 (which does not include the 10% Placement Capacity);
- less the number of fully paid shares cancelled in the 12 months.

*Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% Placement Capacity.*

**D** is 10%;

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

### **Specific information required by Listing Rule 7.3A.**

#### **Minimum price of securities issued under Listing Rule 7.1A-Listing Rule 7.3A.1**

Pursuant to and in accordance with Listing Rule 7.1A.3, the Equity Securities issued pursuant to approval under Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 trading days immediately before:

- (1) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (2) if the Equity Securities are not issued within five (5) trading days of the date in paragraph (1) above, the date on which the Equity Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the Equity Securities

#### **Risk of economic and voting dilution - Listing Rule 7.3A.2**

As provided by Listing Rule 7.3A.2, if Resolution 4 is passed and the Company issues the Equity Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 60,210,436 Shares and could issue 6,021,044 Shares immediately following the Meeting (however, it is important to note that the exact number of Equity Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2, details of which are set out above). Any issue of Equity Securities will have a dilutive effect on existing Shareholders.

Shareholders should note that there is a risk that:

- the market price for the Company's Equity Securities may be significantly lower on the issue date than it is on the date of the Annual General Meeting; and
- the Company's Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue

which may have an **effect** on the amount of funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity.

As required by Listing Rule 7.3A.2, the table below shows the dilution effect for existing Shareholders upon the issue of the maximum number of Equity Securities under the Additional 10% Placement Capacity, using different variables such as:

- the issued share capital has increased by both 50% and 100%; and
- the market price of the Shares as at the close of trade on 11 October 2017 has halved and then doubled.

Dilution Table				
<b>Variable A in Listing Rule 7.1A.2</b>	<b>Number of Shares issued and funds raised with a 10% dilution effect</b>	<b>\$0.0105 Issue Price at half the current market price</b>	<b>\$0.021 Issue Price as at close of trade on 08 September 2017</b>	<b>\$0.042 Issue Price at double the current market price</b>
<b>Currently on issue 60,210,436 Shares</b>	<b>Shares issued</b>	6,021,044	6,021,044	6,021,044
	<b>Funds raised</b>	\$63,221	\$126,442	\$252,884
	<b>Dilution</b>	10%	10%	10%
<b>50% increase in Issued Shares 90,315,654 Shares</b>	<b>Shares issued</b>	9,031,465	9,031,465	9,031,465
	<b>Funds raised</b>	\$94,831	\$189,661	\$379,321
	<b>Dilution</b>	10%	10%	10%
<b>100% increase in Issued Shares 120,420,872 Shares*</b>	<b>Shares issued</b>	12,042,087	12,042,087	12,042,087
	<b>Funds raised</b>	\$126,442	\$252,884	505,768
	<b>Dilution</b>	10%	10%	10%

\* The number of Shares on issue could increase because of the issue of Shares that do not require Shareholder approval (such as under a pro rata rights issue or shares issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The following assumptions were made when preparing the dilution table:

1. There are currently **60,210,436** Shares on issue as at the date of this Notice of Meeting;
2. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares;
3. The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity;
4. No Options are exercised into Shares before the date of the issue of the Equity Securities;
5. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. Therefore, the voting dilution is shown in each example as 10%;
6. The table does not show the dilution affect that may be caused to a Shareholder;
7. The table only shows the effect of issues of Equity Securities under Listing Rule 7.1A not under the 15% Placement Capacity under Listing Rule 7.1; and
8. The issue price of \$0.021 is the closing price of the Shares on the ASX as at 13 October 2017.

#### **Final Date for Issue - Listing Rule 7.3A.3**

As required by Listing Rule 7.3A.3, the Company will only issue the Equity Securities during the 12 months after the date of this Meeting which the Company anticipates will end on 30 November 2018.

The approval under this Resolution for the issue of the Equity Securities will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the Annual General Meeting.

#### **Purpose - Listing Rule 7.3A.4**

As noted above, the purpose for which the Equity Securities may be issued include to raise funds for the Company and as non-cash consideration (further details of which are set out below).

Funds raised from the issue of Equity Securities, if undertaken, would be applied towards:

1. Development costs associated with any new product line acquired by the Company during the year ahead;
2. Repayment of debt;
3. For ongoing future working capital purposes
4. Potential acquisition of new resource assets and investments by either or both of the following:

- (a) Cash consideration; and
- (b) Non-cash consideration, if this was the purpose; the Company would provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3

#### **Shares Issued for Non-Cash Consideration - Listing Rule 7.3A.4**

The Company may issue Equity Securities for non-cash consideration, such as the acquisition of new assets or investments. If the Company issues Equity Securities for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Equity Securities complies with Listing Rule 7.1A.3.

#### **Company's Allocation Policy - Listing Rule 7.3A.5**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Equity Securities. The identity of the potential investors of Equity Securities will be determined on a case – by - case basis having regard to several factors including but not limited to the following:

- (1) the methods of raising funds that are available to the Company including, but not limited to, rights issue; or
- (2) other issue in which existing shareholders can participate;
- (3) the effect of the issue of the Equity Securities on the control of the Company;
- (4) the financial situation and solvency of the Company; and
- (5) Advice from corporate, financial and broking advisers (if applicable).

The potential investors of the Equity Securities have not been determined as at the date of this Notice but may include existing substantial Shareholders and new Shareholders who are not related parties or associates of a related party of the Company.

Furthermore, if the Company is successful in acquiring new assets or investments for which Equity Securities are issued as consideration, it is likely that the potential investors of some of the Equity Securities will be the vendors of the new assets or investments.

#### **Previous Approval – Listing Rule 7.3A.6A**

This is the first time the Company is seeking approval for the 10% Placement Capacity.

#### **Voting Exclusion Statement**

A voting exclusion statement is included for this Resolution in the Notice of Meeting accompanying the Explanatory Memorandum.

At the date of the Notice, the Company has not approached any existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities utilising this 10% Placement Facility following the 2017 Annual General Meeting. No existing Shareholder's votes will therefore be excluded under the voting at the Meeting.

#### **Recommendation of the Board**

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

The ability of the Company to issue Shares under the 10% Placement Capacity will enable the Company to issue Shares at a discount to the then market price in circumstances where it might otherwise be subjected to the cost, delay and uncertainty of having to go back to Shareholders for approval. The additional flexibility and speed to conduct capital raising will better position the Company to pursue its interests in the prevailing difficult market conditions.



## **Resolution 5**

### **Change of Company Name**

The Directors have determined to change the Company name to “PLC Financial Solutions Limited” to better reflect the nature of the Company’s operations and aspirations.

PLC Financial Solutions Limited more accurately reflects the Company’s proposed activities and better aligns its brand. Section 157(1)(a) of the Corporations Act provides that a company may change its name if it passes a special resolution adopting a new name.

Resolution 5 is a special resolution requiring a 75% majority vote and seeks the approval of Shareholders for the Company to change its name to PLC Financial Solutions Limited, which is endorsed by the Board.

If Resolution 5 is passed, the Company will lodge a copy of the special resolution with ASIC post the Annual General Meeting in order to effect the change.

There will be a change in the Company’s ASX listing code after the change of name takes effect.

#### ***Recommendation of the Board***

The Board has approved this change of name subject to the approval by shareholders and believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote **in favour** of this Resolution.

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## GLOSSARY

**\$** means Australian dollars

**Additional 10% Placement Capacity** has the meaning set out on page 16

**AEDST** means Australian Eastern Daylight Standard Time as observed in Melbourne, Victoria

**Annual General Meeting or Meeting** means the meeting convened by the Notice of Meeting.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited or the ASX, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**AWST** means Western Standard Time as observed in Perth, Western Australia.

**Board** means the current board of directors of the Company.

**Business Days** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

**Company** means Global Gold Holdings Ltd.

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means Non-Executive Directors.

**Eligible Entity** has the meaning given to that term in the ASX Listing Rules

**Explanatory Memorandum** means the Explanatory Memorandum accompanying the Notice of Meeting.

**Key Management Personnel** is defined by AASB 124 Related Party disclosures as all directors and those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Notice of Meeting or Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Memorandum.

**Equity Securities** has the same meaning as equity securities as per the ASX Listing Rules.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017.

**Resolutions** means the resolutions set out in the Notice of Meeting or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**APPOINTMENT OF PROXY  
GLOBAL GOLD HOLDINGS LIMITED  
ACN 123 879 416**

**Member Details**

Name: .....

Contact Telephone No: .....

**Appointment of Proxy**

I/We being a Member/s of Global Gold Holdings Ltd and entitled to attend and vote hereby appoint

☐

Chairman of the Meeting **OR**

Insert Name of Appointed Proxy Below

Or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the Annual General Meeting 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) at the Annual General Meeting of Global Gold Holdings Ltd to be held at Level 35, 140 William Street, Melbourne VIC, 3000 and Level 2 Spectrum, 100 Railway Road, Subiaco WA 6008 on Thursday, 30 November 2017, at 4.00pm (AEDST) and 1.00pm (AWST) respectively and at any adjournment of that meeting.

**CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES**

**The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.**

**Voting on business of the Meeting**

**FOR AGAINST ABSTAIN**

**Non-Binding Resolution**

Resolution 1 Adoption of 2017 Remuneration Report

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☐

**Ordinary Resolutions – 2 to 3**

Resolution 2 Re-election of New Directors

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Resolution 2.1 - Re-election of Mr Robert Pertich

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Resolution 2.2 – Re-election of Mr Campbell McLeod

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Resolution 2.3 – Re-election of Mr Harry Fung

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Resolution 3 Ratification of Past Issue of Shares under Listing Rule 7.1

Resolution 3.1 - Ratification of past issue of 3,133,333 Shares

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Resolution 3.2 - Ratification of past issue of 4,400,000 Shares

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**Special Resolutions 4 to 5**

Resolution 4 Approval of 10% Placement Capacity

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Resolution 5 Change of Company Name

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Please Note: By marking the Abstain box for any of the Resolution 1 to 5, Shareholders are directing the proxy not to vote on that Resolution on a show Of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is -----%

PLEASE SIGN HERE  
Individual or Member 1

Sole Director and  
Sole Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

1.