

## **Republic Gold Limited**

ABN 86 106 399 311

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

to be held at 2:00 pm AEDT on  
Wednesday 19 November 2014 at  
Republic Gold Limited's office  
3 Spring Street  
Shang Room Mezzanine Level  
SYDNEY NSW 2000

Shareholders who have elected not to receive a printed copy of the Company's 2014 Annual Report may obtain a copy from the Company's website [www.republicgold.com.au](http://www.republicgold.com.au) under "Investor Centre".

Registered Office:  
C/- Australian Company Secretaries Pty Ltd  
GPO Box 4231  
Level 3  
70 Pitt Street  
SYDNEY NSW 2001

Telephone +61 2 9239 0277  
Facsimile +61 2 9233 4497

Notice is hereby given that the Annual General Meeting (“the Meeting”) of Republic Gold Limited (“the Company”) will be held at 2:00 pm AEDT on Wednesday 19 November 2014 at Republic Gold Limited’s office, 3 Spring Street, Shang Room Mezzanine Level, Sydney NSW 2000.

## **ORDINARY BUSINESS**

### **Consideration of Financial Report**

To consider the Financial Report and the reports of the Directors and Auditors for the year ended 30 June 2014.

*Neither the Corporations Act 2001 nor the Company’s Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given the opportunity to ask questions or make comments on the reports and statements at the meeting.*

### **Resolution 1 Adoption of Remuneration Report**

To consider and, if thought fit, pass the following non-binding resolution:

“That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors’ Report of the Company, for the year ended 30 June 2014 be adopted, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting.”

- *This resolution is advisory only and does not bind the Company or the directors.*
- *When reviewing the Company’s remuneration policies the directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting.*
- *If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s directors (other than the Managing Director / CEO) must stand for re-election.*

### **Resolution 2 Election of Mr David Hannon**

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

“That Mr David Hannon, who was appointed a Director during the year, retires in accordance with the Constitution and being eligible, offers himself for election, be elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting.”

### **Resolution 3 Re-election of Mr Mark Gillie**

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

“That Mr Mark Gillie, being a Director of the Company, retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 3 in the notice of meeting.”

**Resolution 4      Re-election of Mr Peter Wicks**

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

“That Mr Peter Wicks, being a Director of the Company, retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 4 in the notice of meeting.”

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'N J V Geddes', with a horizontal line underneath.

N J V Geddes  
Company Secretary

## VOTING EXCLUSION IN RELATION TO THE REMUNERATION REPORT

The Company will disregard any votes cast on:

### Resolution 1: Adoption of Remuneration Report

By:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) A closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution;
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
- The vote is cast by the Chairman, as the nominated proxy for a person who is permitted to vote, with express authorisation given to the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel of the Company.

## EXPLANATORY NOTES

This Explanatory Memorandum has been prepared for the shareholders of Republic Gold Limited to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Wednesday, 19 November 2014.

With the exception of Resolution 1, all of the resolutions to be voted on are ordinary resolutions. Resolution 1 is a non-binding resolution. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

If appropriate, and if time permits, the Chairman will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other matters that shareholders would like to raise at the Meeting.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask the Company's auditor, PKF Lawler Melbourne, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor. If you would like to submit a written question to PKF Lawler Melbourne before the meeting on any of the foregoing matters, please send your question to the Company Secretary, Nick Geddes, at [ngeddes@austcosec.com.au](mailto:ngeddes@austcosec.com.au) before 11 November 2014.

If you have a more general issue or question that you would like discussed at the Meeting please write to the Company Secretary, Nick Geddes, at the above address.

### How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?

The Chairman intends to vote in favour of all Resolutions. If a Shareholder appoints the Chairman of the Annual General Meeting as proxy and does not direct the Chairman how to vote on a Resolution then, if that Shareholder is entitled to vote on that Resolution, the Chairman will vote in favour of that Resolution.

### Resolution 1 - Adoption of the Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 30 June 2014.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's Annual Report.

The resolution is advisory only and does not bind the Company or its directors. However, the Board will consider the outcome of the vote and comments made by shareholders at the meeting on the remuneration report when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election. The Company encourages all shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the meeting is appointed as your proxy and you have not directed the Chairman how to vote on Resolution 1 by signing and returning the Proxy Form, the Shareholder is considered to have provided an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

### **Resolution 2 - Election of Mr David Hannon**

Pursuant to Clause 14.8 of the Constitution Mr David Hannon will retire and seek election.

Mr Hannon was appointed to the Board as a Director in December 2013.

Mr Hannon is currently a director of Atlas Iron Ltd, an ASX listed iron ore production company that is listed on the ASX. David commenced his commercial career as a stockbroker in 1985 working with several firms, including Jackson Securities and BT Securities. He later became a joint partner of a private investment bank specialising in venture capital with a focus on the mining sector.

In 2001 David became a director of PSG Afro Pacific Limited, a subsidiary of a listed South African Bank which also concentrated on the mining sector. Since leaving PSG Afro Pacific Limited, David has operated a private investment bank, Chifley Investor Group Pty Limited and over the last decade has been a director of many private investment companies specialising in venture capital, property investments and public company investments.

The Board supports the election of Mr Hannon.

### **Resolution 3 – Re-election of Mr Mark Gillie**

Pursuant to the Clause 14.4 of the Constitution and ASX Listing Rules, Mr Gillie will retire by rotation and seeks re-election.

Mr Mark Gillie is an experienced mining executive with over 25 years experience in the mining and exploration industries including over 20 years in Africa. He has extensive experience in all aspects of the industry including operational management, technical planning, production, geological modeling, mineral exploration and commercial optimisation. He has held executive positions in listed and unlisted gold miners and consulted to numerous others. Mark also has a solid understanding of corporate and mining law and is committed to sound corporate governance and investor transparency.

Mark's recent positions include Chief Executive Officer of Signature Metals Ltd (ASX:SBL), Managing Director of Owere Mines Limited and Director of African Operations for Liongold Corp (SGX:A78). Mark is a founding shareholder and Director of African Stellar Holdings which is an exploration and resource development and advisory group.

The Board supports the re-election of Mr Gillie.

#### **Resolution 4 – Re-election of Mr Peter Wicks**

Pursuant to the Clause 14.4 of the Constitution and ASX Listing Rules, Mr Wicks will retire by rotation and seeks re-election.

Mr Peter Wicks is a Chartered Accountant and a Fellow of the Australian Institute of Chartered Accountants. Mr Wicks has had extensive experience in the natural resources sector and more recently as a property developer. Mr Wicks was a long-term finance director for a large ASX listed company operating in the oil and gas sector during the 1980's and more recently was the independent director of Drillsearch until September 2009. He was also a director of several oil & gas companies listed on the Toronto Stock Exchange during the 1990's. He has been both an executive and non-executive director of Australian domiciled mineral companies, including Perseverance Corporation Limited where he was a non-executive director from 1994 to 1998.

The Board supports the re-election of Mr Wicks.

## **NOTES**

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery, or fax to:

### **Advanced Share Registry**

**Street address:** 110 Stirling Highway, Nedlands WA 6009

**Mailing address:** PO Box 1156, Nedlands WA 6909

**Fax:** (within Australia) 08 9262 3723

(outside Australia) +61 8 9262 3723

provided that members who forward their proxy forms by fax or email are required to make available the original executed form of the proxy for production, if called upon so to do at the Meeting.

6. A corporate shareholder entitled to attend and vote at the Meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

Republic Gold Limited will accept the original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment as satisfactory evidence of the appointment.

You can lodge your body corporate representative appointment document before the AGM or present the document at the registration desk at the Meeting.

7. For the purposes of the Annual General Meeting, persons on the register of members as at 7:00pm AEDT on Monday, 17 November 2014 will be treated as members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY





REPUBLICGold

ABN 86 102 399 311

### Lodge your vote:



**By Mail:**

Advanced Share Registry Limited  
PO Box 1156  
Nedlands WA 6909

Alternatively you can fax your form to  
(Within Australia) (08) 9262 3723  
(Outside Australia) +618 9262 3723

**For Online Vote**

[www.advancedshare.com.au/investors.aspx](http://www.advancedshare.com.au/investors.aspx)

### For all enquiries call:

**Telephone:**

(Within Australia) (08) 9389 8033  
(Outside Australia) +618 9389 8033

Email: [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

## Proxy Form

### Instructions

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name that appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
6. To be effective, proxies must be delivered by shareholders as follows:  
Shareholders must deliver their proxies prior to 17 November 2014 at 2:00pm AEDT by mail to PO Box 1156, Nedlands, 6909, Western Australia or by facsimile at (08) 9262 3723 or deliver to the Share Registry of the Company at 110 Stirling Hwy, Nedlands, Western Australia, 6009.  
For those wishing to lodge their vote online, this facility will close at 2:00pm AEDT on 17 November 2014.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 7:00pm AEDT on 17 November 2014 be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.
9. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
10. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

**Turn over to complete the form →**



**CHECK OUT OUR WEBSITE at**  
[www.advancedshare.com.au](http://www.advancedshare.com.au)

- Check all holdings by using HIN/SRN
- Update your holding details
- Reprint various documents online



# REPUBLICGold

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'x') should advise your broker of any changes.

## Form of Proxy

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

**PLEASE NOTE:** This proxy is solicited on behalf of the management of Republic Gold Limited ABN 86 106 399 311 (the "Company") for use at the meeting of the shareholders of the Company to be held at Mezzanine Level, 3 Spring Street, Sydney NSW 2000 on 19 November 2014 at 2:00pm AEDT or any adjournment thereof (the "Meeting").

I/We being a member/s of Republic Gold Limited hereby appoint

the Chairman of the meeting

**OR**



**PLEASE NOTE:** If you leave the section blank, the Chairman of the Meeting will be your proxy.

If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent \_\_\_\_\_% of my voting right and Proxy 2 is appointed to represent \_\_\_\_\_% of my total votes. My total voting right is \_\_\_\_\_ shares.

**PLEASE NOTE:** If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit. At the time of printing this Form of Proxy, management knows of no such amendment, variation or other matter.

### STEP 2 Items of Business



**PLEASE NOTE:** If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and your votes will not be counted in computing the required majority on that item.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

**FOR**      **AGAINST**      **ABSTAIN**

	FOR	AGAINST	ABSTAIN
Resolution 1: To adopt the Remuneration Report for year ended 30 June 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Elect Mr David Hannon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Re-elect Mr Mark Gillie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Re-elect Mr Peter Wicks as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. However, the Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

**Individual or Member 1**

Sole Director and Sole Secretary

**Member 2 (if joint holding)**

Director/Company Secretary

**Member 3 (if joint holding)**

Director

/ /

Date