



**SOVEREIGN GOLD
COMPANY LIMITED**

Sovereign Gold Company Limited
ACN 145 184 667

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Sydney NSW 2000
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Contact

Simon Bird MD

email: corporate@sovereigngold.com.au

Latest News

www.sovereigngold.com.au

Directors / Officers

John Dawkins AO
Non-Executive Chairman

Simon Bird
Managing Director

Michael Leu
Executive Director

Charles Thomas
Non-Executive Director

Rocco Tassone
Non-Executive Director

ASX Symbol: SOC

Mount Adrah Mineral Resource estimate:

770,000 oz of gold, at various cut-off grades:
Indicated: 440,000 oz
from 12.1 Mt at 1.1 g/t gold and Inferred:
330,000 oz from 8.4 Mt at
1.1 g/t gold*

* The information regarding the Mineral Resource is extracted from the report entitled "Hobbs Pipe Mineral Resource Update Additional Information" created 27th December 2013 and is available to view on sovereigngold.com.au/investors.htm. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and, in the case of estimates of Mineral Resources or Ore Reserves, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

Sovereign Gold Company Limited General Meeting 7 December 2015

Following is a copy of the Notice of Meeting despatched to Shareholders today, 3 November 2015, with respect to the General Meeting to be held on Monday, 7 December 2015 at 11:00AM at Level 2, 131 Macquarie Street, Sydney.

For further information please contact:

Henry Kinstlinger, Company Secretary

Sovereign Gold Company Limited
Telephone: +61 2 9251 7177



SOVEREIGN GOLD
COMPANY LIMITED

ACN 145 184 667

Level 2, 131 Macquarie Street Sydney NSW 2000

T +612 9251 7177 F +612 9251 7500

30 October 2015

[Address Line 1]
[Address Line 2]
[Address Line 3]
[Address Line 4]

Dear Shareholder,

SOVEREIGN GOLD COMPANY LIMITED GENERAL MEETING 7 DECEMBER 2015

I am pleased to invite you to a General Meeting of Sovereign Gold Company Limited shareholders to be held on Monday, 7 December 2015 at 11:00am at level 2, 131 Macquarie Street, Sydney.

The purpose of the meeting is to put to shareholders a number of resolutions that will, in the view of your Board, assist the future development of the Company.

Information about each of the resolutions is set out in the Explanatory Statement to the Notice of Meeting and I ask you to read this carefully. The Board fully supports all of the resolutions to be put to Shareholders at the General Meeting.

If you are unable to attend the meeting, you may appoint a proxy to attend and vote at the meeting on your behalf. Instructions for the lodgement of the proxy form are included with the Notice of Meeting.

Should you have any questions regarding the meeting, please contact the Company Secretary on (02) 9251 7177.

Yours sincerely

Simon Bird
Managing Director



SOVEREIGN GOLD
COMPANY LIMITED

ACN 145 184 667

Notice of General Meeting and Explanatory Statement

for the Meeting of Members to be held at
Level 2 Hudson House, 131 Macquarie St Sydney NSW 2000 on Monday, 7 December 2015 at 11am

This is an important document. Please read it carefully.

Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.

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Sovereign Gold Company Limited
ACN 145 184 667

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Sovereign Gold Company Limited
ACN 145 184 667

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of members of Sovereign Gold Company Limited (the **Company**) will be held at the registered office of the Company, Hudson House, Level 2, 131 Macquarie Street, Sydney NSW 2000 at **11am on Monday, 7 December 2015**.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the meeting. The Explanatory Statement and the Proxy Form are included in this Notice.

Terms and abbreviations used in this Notice and Explanatory Statement are defined on page 9 of this Notice.

The directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at **11am on Saturday, 5 December 2015**.

Business of the Meeting

1. Resolution 1 - Ordinary Resolution to Ratify Previous Shares Issue

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

“That for the purposes of ASX Listing Rule 7.4, and for all other purposes, the shareholders of the Company approve and ratify the allotment and issue of 159,657,036 fully paid ordinary shares issued on 10 July 2015 at an issue price of \$0.002 each, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by any person who has participated in the share issue under this Resolution 1 or a person who has obtained a benefit, except a benefit solely in the capacity of a security holder, if Resolution 1 is passed or an associate of any of those persons. However, the Company will not disregard the vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

2. Resolution 2 - Issue of Shares to Director Simon Bird

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

“That, for the purposes of ASX Listing Rules 10.11 and all other purposes, approval is given for Mr Simon Bird (or his nominee), a director of the Company, to be issued 10,000,000 ordinary shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2 by any person who has participated in the share issue under this Resolution 2 or a person who has obtained a benefit, except a benefit solely in the capacity of a security holder, if Resolution 2 is passed or an associate of any of those persons. However, the Company will not disregard the vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.



3. Resolution 3 - Issue of Shares to Director Michael Leu

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

“That, for the purposes of ASX Listing Rules 10.11 and all other purposes, approval is given for Mr. Michael Leu (or his Nominee), a director of the Company to be issued 5,000,000 ordinary shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3 by any person who has participated in the share issue under this Resolution 3 or a person who has obtained a benefit, except a benefit solely in the capacity of a security holder, if Resolution 3 is passed or an associate of any of those persons. However, the Company will not disregard the vote if:

- (a). it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b). it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

4. Resolution 4 – Issue of Unlisted Options to Director John Sydney Dawkins AO

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

“That, for the purposes of section 195 (4), section 208 of the Corporations Act, ASX Listing Rules 10.11 and any other purposes, approval is given to grant John Sydney Dawkins AO (or his nominee), a director of the Company, 10,000,000 Unlisted Options each at \$0.006 per option and exercisable within 3 years from the date of issue and any ordinary shares arising from the exercise of any options and otherwise on the terms described in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by any person who has participated in the unlisted options/security issue under this Resolution 4 or a person who has obtained a benefit, except a benefit solely in the capacity of a security holder, if Resolution 4 is passed or an associate of any of those persons. However, the Company will not disregard the vote if:

- (a). it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b). it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

5. Resolution 5 – Issue of Unlisted Options to Director Michael Leu

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

“That, for the purposes of section 195 (4), section 208 of the Corporations Act, ASX Listing Rules 10.11 and any other purposes, approval is given to grant Michael Leu (or his nominee), a director of the Company, 10,000,000 Unlisted Options each at \$0.006 per option and exercisable within 3 years from the date of issue and any ordinary shares arising from the exercise of any options and otherwise on the terms described in the Explanatory Memorandum.”



Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by any person who has participated in the unlisted options/security issue under this Resolution 5 or a person who has obtained a benefit, except a benefit solely in the capacity of a security holder, if Resolution 5 is passed or an associate of any of those persons. However, the Company will not disregard the vote if:

- (a). it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b). it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

6. Resolution 6 – Issue of Unlisted Options to Director Simon Bird

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

“That, for the purposes of section 195 (4), section 208 of the Corporations Act, ASX Listing Rules 10.11 and any other purposes, approval is given to grant Simon Bird (or his nominee), a director of the Company, 10,000,000 Unlisted Options each at \$0.006 per option and exercisable within 3 years from the date of issue and any ordinary shares arising from the exercise of any options and otherwise on the terms described in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 6 by any person who has participated in the unlisted options/security issue under this Resolution 6 or a person who has obtained a benefit, except a benefit solely in the capacity of a security holder, if Resolution 6 is passed or an associate of any of those persons. However, the Company will not disregard the vote if:

- (a). it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b). it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

7. Resolution 7 – Issue of Unlisted Options to Director Rocco Tassone

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

“That, for the purposes of section 195 (4), section 208 of the Corporations Act, ASX Listing Rules 10.11 and any other purposes, approval is given to grant Rocco Tassone (or his nominee), a director of the Company, 10,000,000 Unlisted Options each at \$0.006 per option and exercisable within 3 years from the date of issue and any ordinary shares arising from the exercise of any options and otherwise on the terms described in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 7 by any person who has participated in the unlisted options/security issue under this Resolution 7 or a person who has obtained a benefit, except a benefit solely in the capacity of a security holder, if Resolution 7 is passed or an associate of any of those persons. However, the Company will not disregard the vote if:

- (a). it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b). it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.



8. Resolution 8– Issue of Unlisted Options to Director Charles Thomas

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

“That, for the purposes of section 195 (4), section 208 of the Corporations Act, ASX Listing Rules 10.11 and any other purposes, approval is given to grant Charles Thomas (or his nominee), a director of the Company, 10,000,000 Unlisted Options each at \$0.006 per option and exercisable within 3 years from the date of issue and any ordinary shares arising from the exercise of any options and otherwise on the terms described in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 8 by any person who has participated in the unlisted options/security issue under this Resolution 8 or a person who has obtained a benefit, except a benefit solely in the capacity of a security holder, if Resolution 8 is passed or an associate of any of those persons. However, the Company will not disregard the vote if:

- (a). it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b). it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

9. Resolution 9 – Issue of Unlisted Options to Julian Richard Rockett

To consider and it thought fit then pass the following resolution as **an ordinary resolution**:

“For the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given to grant Julian Richard Rockett (or his nominee) a joint Company Secretary, 10,000,000 Unlisted Options each at \$0.006 per option and exercisable within 3 years from the date of issue and any ordinary shares arising from the exercise of any options and otherwise on the terms described in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 9 by any person who has participated in the unlisted options/security issue under this Resolution 9 or a person who has obtained a benefit, except a benefit solely in the capacity of a security holder, if Resolution 9 is passed or an associate of any of those persons. However, the Company will not disregard the vote if:

- (a). it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b). it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

10. Resolution 10 – Issue of Unlisted Options to Henry Kinstlinger

To consider and it thought fit then pass the following resolution as **an ordinary resolution**:

“For the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given to grant Henry Kinstlinger (or his nominee) a joint Company Secretary, 10,000,000 Unlisted Options each at \$0.006 per option and exercisable within 3 years from the date of issue and any ordinary shares arising from the exercise of any options and otherwise on the terms described in the Explanatory Memorandum.”



Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 10 by any person who has participated in the unlisted options/security issue under this Resolution 10 or a person who has obtained a benefit, except a benefit solely in the capacity of a security holder, if Resolution 10 is passed or an associate of any of those persons. However, the Company will not disregard the vote if:

- (a). it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b). it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

11. Resolution 11 – Issue of Securities to Sophisticated and Professional Investors

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

“That for the purpose of ASX Listing Rule 7.1 and for all other purposes, the directors are authorized to issue up to \$500,000 worth of shares in the Company, by way of placements to sophisticated, eligible and professional investors (being persons to whom a disclosure document is not required to be provided by virtue of s708(8), s708(10) or s708(11) of the Act), with:

- a) *The initial \$250,000 worth of shares issued at an issue price of the lesser of \$0.002 per share and eighty percent (80%) of the average market price of the shares of the Company calculated over the last five (5) days on which sales in the shares were recorded before the day on which the issue is to be made; and*
- b) *The balance \$250,000 worth of shares issued at an issue price that is eighty percent (80%) of the average market price of the shares of the Company calculated over the last five (5) days on which sales in the shares were recorded before the day on which the issue is to be made*

and otherwise on the terms and conditions set out in the Explanatory Statement.”

Note: The shares will be issued no later than three (3) months from the date of the meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 11 by any person who has participated in the share issue under this Resolution 11 or a person who has obtained a benefit, except a benefit solely in the capacity of a security holder, if Resolution 11 is passed or an associate of any of those persons. However, the Company will not disregard the vote if:

- (a). it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b). it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

By Order of the Board.

Henry Kinstlinger
Joint Company Secretary

30 October 2015



Sovereign Gold Company Limited
ACN 145 184 667

DEFINITIONS

In this Notice, words importing the singular include the plural and vice versa. In this Notice:

\$ means Australian dollars;

Act means the Corporations Act;

Chairman means the chairman of the Meeting;

Company or **SOC** means Sovereign Gold Company Limited ACN 145 184 667 of Level 2 Hudson House, 131 Macquarie Street, Sydney NSW 2000;

Company Officers mean the directors and company secretaries of the Company at the date of the notice as listed below:

John Dawkins AO	Non-Executive Chairman
Simon Bird	Managing Director
Michael Leu	Executive Director
Charles Thomas	Non-Executive Director
Rocco Tassone	Non-Executive Director
Henry Kinstlinger	Company Secretary
Julian Rockett	Company Secretary

Corporations Act means the Corporations Act 2001 (Cth);

Explanatory Statement means the explanatory statement that accompanies this Notice located on page 10;

FPO means fully paid ordinary shares in SOC;

Meeting means the general meeting that is the subject of this Notice;

Member means a shareholder of the Company;

Notice means this notice of meeting dated 30 October 2015;

Option Holder means the holder of Unlisted Options;

Unlisted Options mean options issued for nil consideration within 1 month of the meeting and exercisable at \$0.006 on or before 1 November 2018 for each option being convertible into one (1) fully paid ordinary share on the option terms annexed as Schedule 1 to this Notice;

Resolution means the resolutions set out in this Notice;

Share means an ordinary fully paid share in the Company;



Sovereign Gold Company Limited

ACN 145 184 667

EXPLANATORY STATEMENT

Introduction

This Explanatory Statement is intended to provide shareholders of Sovereign Gold Company Limited ACN 145 184 667 (**the Company or SOC**) to explain the resolutions to be put to Shareholders at the General Meeting to be held at Hudson House, Level 2, 131 Macquarie St, Sydney NSW 2000 at 11am on Monday 7 December 2015.

Please speak to your professional advisers if you have any questions about this document or how to vote at the General Meeting.

Voting and Proxy Instructions

- (a) Shareholders, who are unable to attend and vote at the General Meeting or any adjournment thereof, are entitled to appoint a proxy. Shareholders can appoint a body corporate or an individual as their proxy.
- (b) A Shareholder who is entitled to cast at least two or more votes at the General Meeting is entitled to appoint one or more proxies.
- (c) Where a Shareholder is entitled to, and does appoint more than one proxy, each proxy must be appointed to represent a specified portion of the Shareholder's voting rights. If a Shareholder appoints two proxies but does not specify how many votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
- (d) Should a Shareholder desire to direct the proxy how to vote, the Shareholder should place a mark in the appropriate box, otherwise the proxy form will be deemed to constitute a direction to vote as the proxy decides.
- (e) Proxies will only be valid and accepted by the Company by email to jrockett@hpgl.com.au or faxing a completed Proxy Forms to +61 2 9251 7500 so as to be received not later than 48 hours before the General Meeting.
- (f) Instructions in regard to lodging your proxy vote are provided on the enclosed proxy form.
- (g) If the proxy form is signed by an attorney, the original power of attorney under which the proxy was signed (or a certified copy) must also be received by the Company not less than 48 hours before the time of the General Meeting.
- (h) If you appoint a proxy, you may still attend the General Meeting. However, your proxy's right to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the General Meeting.
- (i) If a representative of a corporation is to attend the General Meeting, an appropriate document appointing the representative should be produced to the Chairman prior to the General Meeting.

Directors Associations

Charles Thomas and Rocco Tassone (Non-executive Directors) are also directors of GTT Ventures Pty Ltd (**GTT**). GTT acted as broker for the placement of securities the subject of Resolution 1.

GTT will also act as lead manager and corporate advisor on the capital raise contemplated by Resolution 11. GTT will be paid a fee being 6% of the value of any shares under the placement that are taken up by the parties introduced or provided by GTT. Additionally, for their role and counsel, GTT will be paid a monthly fee of \$5,000 (plus GST) for a period of 6 months ending 15 April 2016.

The remaining directors have no associations that are material for the purpose of this Notice of Meeting, other than as disclosed in this Notice of Meeting.



1. Resolution 1: Ratify previous Share Issue

1.1. Background

The Company placed 159,657,036 new shares on 10 July 2015. 119,053,650 of the placed shares were issued under the Company's ASX Listing Rule 7.1 capacity. 40,603,386 of the placed shares were issued under the Company's ASX Listing rule 7.1A capacity.

Resolution 1 seeks shareholder approval to "refresh" its capacity under ASX Listing Rule 7.1 & 7.1A for the issue of 119,053,036 FPO shares at an issue price of \$0.002 per share and 40,603,386 FPO shares at an issue price of \$0.002225 per share as advised to the ASX on 3 July 2015 and on 8 July 2015.

1.2. Regulatory Framework

Subject to certain exceptions, ASX Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 months period which amount to more than 15% of the Company's ordinary securities on issue at the commencement of that period without shareholder approval.

The ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not break the 15% threshold pursuant to ASX Listing Rule 7.1. If subsequent approval to the private placement is provided by shareholders, it will "refresh" the Company's ability to issue shares up to the 15% limit without further shareholder approval. Issue made with approval under ASX Listing Rule 7.1A can also be ratified under ASX Listing Rule 7.4.

The Company seeks shareholder ratification of the issue of shares under the private placement so that the Company will have flexibility to issue further securities should the directors consider the need.

1.3. ASX Listing Rule Disclosures

The following information is provided in accordance with ASX Listing Rule 7.5:

- (a) 159,657,036 shares were issued on 10 July 2015;
- (b) 119,053,036 FPOs at an issue price of \$0.002 per share and 40,603,386 FPOs at an issue price of \$0.002225 per share;
- (c) The shares issued were fully paid ordinary shares and rank equally in all respects with the existing fully paid ordinary shares at the time of issue.
- (d) The private placement was an "excluded offer" to sophisticated investors determined in accordance with s708 of the Corporations Act. The shares were placed through GTT Ventures Pty Ltd to clients that are not related parties of the Company;
- (e) The funds raised were used to retire debt and provide working capital;

1.4. A voting exclusion statement has been supplied.

1.5. Directors' recommendation

Charles Thomas and Rocco Tassone have chosen not to make a recommendation on Resolution 1 given their concurrent directorship with GTT Ventures Pty Ltd that acted as broker to the issue. The non-associated directors of the Company recommend shareholders vote in favor of Resolution 1.

2. Resolutions 2 - 8: Issue of Shares and Unlisted Options to Directors

2.1. Background

The Company believes its remuneration practices should align the interest of SOC Shareholders with that of Directors to promote the long-term growth and prosperity of the business.



2.2. Resolutions 2-3: Issue of Shares to Directors

Resolutions 2-3 approves the issue of 10,000,000 Shares to Simon Bird, Managing Director (or his nominee), and 5,000,000 Shares to Michael Leu, Chief Geologist, (or his nominee).

2.3. Resolutions 4-8: Issue of Unlisted Options to Directors and Officers

Resolutions 4-8 approves the issue of 10,000,000 unlisted options each to the five Directors (or their nominee) of the Company.

2.4. Regulatory Framework

Chapter 2E – Related Party Transactions

Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

ASX Listing Rules 10.11

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues or agrees to issue securities to a related party or a person whose relationship with the entity or a related party is in ASX's opinion such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

ASX Listing Rules 7.1

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares or Unlisted Options to the related parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Shares to the related parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

s195(4) Directors Restrictions on Voting

As the Directors have a material personal interest in the issue of the Shares, the Company seeks approval under section 195 of the Corporations Act so that the Shareholders may pass a resolution to deal with this matter.

Resolutions 2-3

Approval under Chapter 2E of the Corporations Act is not required for Resolutions 2-3. Directors rely on s211 and confirm the grant of securities under Resolutions 2-3 is reasonable remuneration for services rendered as a Director by Michael Leu and Simon Bird. Shareholder approval is sought for the purposes of Listing Rule 10.11.

Resolutions 4-8

It is the view of the Company that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not to apply Resolutions 4-8. Accordingly, the grant of the Unlisted Options requires shareholder approval.

2.5. ASX Listing Rule and Corporations Act Disclosures

The following information is provided in accordance with ASX Listing Rule 10.13 and s219 of the Corporations Act:

(a) The Following persons will be given securities under Resolutions 2-3:

- i. Simon Bird – 10,000,000 Fully Paid Ordinary Shares
- ii. Michael Leu – 5,000,000 Fully Paid Ordinary Shares

(b) The Following persons will be issued 10,000,000 Unlisted Options each under Resolutions 4-8:

- i. John Dawkins AO
- ii. Simon Bird
- iii. Michael Leu



- iv. Rocco Tassone
 - v. Charles Thomas
- (c) Within 1 month of the Meeting, all securities under Resolutions 2 - 8 will be issued.
 - (d) All persons receiving Securities under Resolutions 2 - 8 are directors of SOC.
 - (e) Securities issued under Resolutions 2-3 are issued for nil consideration and rank pari pasu with the Company's existing fully paid ordinary shares on issue.
 - (f) No funds will be raised from the issue of securities under Resolution 2-3.
 - (g) Unlisted Options issued under Resolutions 4-8 are issued for nil consideration and are exercisable at \$0.006 per option and are convertible into one (1) FPO share for every option held on or before 1 November 2018.
 - (h) A voting exclusion statement has been supplied.
 - (i) No funds will be raised from the issue of securities under Resolution 4-10. Subject to approval of Resolutions 4-10, funds will only be raised upon exercise of the Unlisted Options. In such event, funds will be used for investment and working capital purposes.
 - (j) The relevant interests of the Directors in securities of the Company following Resolutions 2 - 8 as follows:

Related Party	Shares	Options
John Dawkins AO	3,582,356 FPO (Direct) 14,142,275 FPO (Indirect)	10,000,000 Unlisted Options
Simon Bird	10,000,000 FPO (Direct)	10,000,000 Unlisted Options
Michael Leu	5,000,000 FPO (Direct) 15,350,000 FPO (Indirect)	10,000,000 Unlisted Options
Charles Thomas	Nil	10,000,000 Unlisted Options
Rocco Tassone	Nil	10,000,000 Unlisted Options

2.6. Directors' recommendation

As all Directors have a material personal interest in the issue of the securities the subject of Resolutions 2 - 8, the Company seeks approval as required under section 195 of the Corporations Act so that the Shareholders may pass a resolution to deal with this matter.

3. Resolutions 9-10: Issue of Unlisted Options to Company Secretaries

3.1. Background

The Company believes its remuneration practices should align the interest of SOC Shareholders with that of Officers to promote the long-term growth and prosperity of the business.

3.2. Resolutions 9-10

Resolutions 9-10 seeks shareholders' approval, for the purposes of ASX Listing Rule 7.1 and for all other purposes to authorise the directors to issue to the Company Secretaries Julian Richard Rockett and Henry Kinstlinger (or their nominees) 10,000,000 options each on the same terms as proposed to be issued (in Resolutions 4-8) to directors.

Company Secretaries are not considered related parties & related party approvals are not required.

3.3. Regulatory Framework

As 1.2 above.

3.4. ASX Listing Rule Disclosures

The following information is provided in accordance with ASX Listing Rule 7.3:



- (a) The maximum number of securities that may be issued is 20,000,000 options;
- (b) Within three (3) month of the Meeting, all securities pursuant to Resolutions 9-10 will be issued;
- (c) Unlisted Options issued under Resolutions 9-10 are issued for nil consideration and are exercisable at \$0.006 per option and are convertible into one (1) FPO share for every option held on or before 1 November 2018;
- (d) A voting exclusion statement has been supplied; and
- (e) No funds will be raised from the issue of securities under Resolutions 9-10.

3.5. Directors' recommendation

The directors recommend shareholders vote in favor of Resolutions 9-10.

4. Resolution 11 – Issue of Securities to Sophisticated and Professional Investors

4.1. Background

Resolution 11 seeks shareholders' approval, for the purposes of ASX Listing Rule 7.1 and for all other purposes, to authorize the directors to issue, by way of placements, up to \$500,000 worth of shares to sophisticated, eligible and/or professional investors (being persons to whom a disclosure documents is not required to be provided by virtue of s708(8), s708(10) or s708(11) of the Corporations Act), with:

- a) The initial \$250,000 worth of shares be issued at an issue price of the lesser of \$0.002 per share and eighty percent (80%) of the average market price of the shares of the Company calculated over the last five (5) days on which sales in the shares were recorded before the day on which the issue is to be made; and
- b) The balance \$250,000 worth of shares issued at an issue price that is eighty percent (80%) of the average market price of the shares of the Company calculated over the last five (5) days on which sales in the shares were recorded before the day on which the issue is to be made

For example, if the five day average market price of the shares at the time at which the issue is to be made is \$0.003 per share, the initial \$250,000 worth of share would be issued for \$0.002 per share and the balance \$250,000 worth of shares would be issued at not less than \$0.0024 per share.

ASX Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities in any 12-month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities. Further, equity securities issued with approval of holders of a company's ordinary securities in accordance with ASX Listing Rule 7.1 are not then required to be included in the 15% limit imposed by ASX Listing Rule 7.1.

As at the date of the Meeting, the issued share capital of the Company before and after the issue of the shares the subject of this Resolution 11 will be as follows:

Current Issued Share Capital	953,348,053 FPO
Should Resolutions 1-10 be approved	1,038,348,053 FPO
Issue of shares to Sophisticated, Eligible and/or Professional Investors	250,000,000 FPO
Total New Issued Share Capital	1,288,348,053 FPO

Assumptions: All resolutions are passed
All Unlisted Options are converted in full
Issue to Professional Investors is at \$0.002 per share



4.2. ASX Listing Rule Disclosures

The following information is provided in accordance with ASX Listing Rule 7.3:

- (a) The Company will issue \$500,000 worth of FPO shares.
- (b) The shares will be issued within three months of the date of this Meeting;
- (c) The issue price(s) for the shares will be:
 - i. the lesser of \$0.002 and eighty (80%) of the average market price of the shares calculated over the last 5 days on which sales in the shares were recorded before the day on which the issue(s) are to be made for the initial \$250,000; and
 - ii. eighty (80%) of the average market price of the shares calculated over the last 5 days on which sales in the shares were recorded before the day on which the issue(s) are to be made for the balance \$250,000.
- (d) The names of the allottees of the shares are not known at this time: the shares will be issued to sophisticated, eligible and/or professional investors (being persons to whom a disclosure document is not required to be provided by virtue of s708(8), s708(10) or s708(11) of the Corporations Act), none of whom will be related parties;
- (e) The shares will be issued on the same terms as, and rank *pari passu* with, the existing issued shares of the Company and application will be made for quotation of these shares on the Australian Securities Exchange;
- (f) The purpose of the proposed share issue is to raise funds that will be used for providing ongoing working capital for the further development of the projects of the Company and its subsidiaries;
- (g) The Company anticipates issuing the shares progressively as and when investors desiring to invest in the Company are identified (but in any event within three months of the date of this general meeting).



Sovereign Gold Company Limited

ACN 145 184 667

Schedule 1 - Option Terms

The options (**Options**) entitle the holder to subscribe for fully paid ordinary shares of the Company (**Shares**) on the following terms and conditions:

1. Each Option gives the Option holder the right to subscribe for one Share. To obtain the right given by each Option, the Option holder must exercise the Options in accordance with these terms and conditions.
2. The Options will expire at 5:00pm (Sydney Time) on 1 November 2018 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. The amount payable upon exercise of each Option will be \$0.006 (**Exercise Price**).
4. The Options may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
5. Option holders may exercise their Options by lodging with the Company, before the Expiry Date:
 - (a) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (b) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;
6. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
7. Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
8. The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
9. All Shares allotted upon the exercise of Options will upon allotment rank *pari passu* in all respects with other Shares.
10. If at any time the issued capital of the Company is reconstructed, all rights of the Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
11. There are no participating rights or entitlements inherent in the Options and the Option holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least six (6) Business Days after the issue is announced. This will give the Option holder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.
12. An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

Shares issued upon the exercise of Unlisted Options will be fully paid ordinary shares and will have the same voting and other rights as the existing shares of the Company.

Shares issued upon the exercise of Unlisted Options

The Shares issued upon the exercise of Unlisted Options (if validly exercised) will be fully paid ordinary shares in the capital of the Company, which will rank equally with, and will have the same voting and other rights as the existing issued shares of the Company. The rights attaching to the Company's shares are set out in the Company's Constitution, the Listing Rules of ASX and the Corporations Act. The Company's Constitution has been lodged with ASIC. The Constitution contains provisions of the kind common for public companies in Australia.



Sovereign Gold Company Limited
ACN 145 184 667

PROXY FORM

Please complete, sign and return this document to:

To: The Secretary
Sovereign Gold Company Limited
Level 2, Hudson House
131 Macquarie Street
SYDNEY NSW 2000

Email executed form to: jrockett@hpgl.com.au
fax executed form to: 02 9251 7500
By 11.00 am on 5 December 2015

I/We
being a member of Sovereign Gold Company Limited (the **Company**) appoint:

Name of proxy:

Address of proxy:

Or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my / our proxy to act generally at the Meeting on my / our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of the Company on 7 December 2015 and at any adjournment of or postponement of that Meeting.

The Chairman intends to vote all undirected proxies that he receives in favour of each resolution to be brought before the Meeting, except where the Chairman is expressly forbidden to do so, under the *Corporations Act 2001*.

Items of Business

Please mark to indicate your directions

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

RESOLUTIONS	FOR	AGAINST	ABSTAIN
Resolution 1 – Ratify Previous Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Issue Shares to Director Simon Bird	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Issue Shares to Director Michael Leu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Issue Unlisted Options to Director John Sydney Dawkins AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Issue Unlisted Options to Director Michael Leu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Issue Unlisted Options to Director Simon Bird	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Issue Unlisted Options to Director Rocco Tassone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 – Issue Unlisted Options to Director Charles Thomas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 – Issue Unlisted Options to Company Secretary Julian Richard Rockett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 – Issue Unlisted Options to Company Secretary Henry Kinstlinger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 - Issue Securities to Professional Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



SIGNATURE OF MEMBER (S)

Individual or Member 1

Sole Director/ Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Date: _____

Contact Name: _____ Contact Phone (daytime): _____

Notes on Proxies

1. Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box, your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.
2. A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead pursuant to the Constitution.
3. If a member appoints one proxy only, that proxy shall be entitled to vote on a show of hands, but if a member appoints two proxies neither shall be entitled to vote on a show of hands.
4. Where more than one proxy is appointed, each proxy must be appointed to represent a specific portion of the member's voting rights. Otherwise each proxy may exercise half of your votes.
5. A proxy need not be a security holder of the Company.
6. Signing instructions:

Individual: Where the holding is in one name, the security holder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry or the Company, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to Section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

For your vote to be effective, the completed proxy form must be received by 11.00 am on 5 December 2015.

Please advise of any change of address by completion of the section below:

My new address is:



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SOVEREIGN GOLD
COMPANY LIMITED

ACN 145 184 667

Level 2 Hudson House, 131 Macquarie St Sydney NSW 2000