



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the members of Golden Cross Resources Ltd (the **Company**) will be held at Golden Cross Resources Ltd, 304/66 Berry Street, North Sydney, NSW 2060 at 2.00 pm (AEST) on 13, July 2016. This Meeting is called by the Board, in accordance with Rule 12.1(b) of the Company's Constitution, to consider the business set out below.

The Explanatory Memorandum and Proxy Form which accompany this Notice provide additional information on the business to be considered at the Meeting and form part of this Notice of Meeting.

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Terms used in this Notice and Explanatory Memorandum are defined in SCHEDULE 1 of the Explanatory Memorandum.

1 Resolution – Removal of Ian Buchhorn as a Director

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

“That, Mr Ian Buchhorn be removed as a Director of the Company in accordance with Rule 16.7 of the Company's Constitution, with effect from the passing of this Resolution.”

ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolution.

VOTING ENTITLEMENTS

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting, Shares will be taken to be held by those persons recorded on the Company's Share register at 7.00pm (AEST) on Monday, 11 July 2016. This means that any person not the registered holder of a relevant Share at that time will not be entitled to attend and vote at the meeting.



CORPORATE REPRESENTATIVE

Shareholders who are bodies corporate may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

PROXIES

A member entitled to attend and vote is entitled to appoint not more than two persons as his proxy to attend and vote instead of the member. A proxy need not be a member of the Company.

If more than one proxy is appointed, the proxy form may specify the proportion or number of the member's votes that each proxy may exercise. If the proxy form does not specify a proportion or number of votes then each proxy may exercise half of the member's votes.

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

A Proxy Form may be lodged in the following ways:

By Mail	Golden Cross Resources Ltd Suite 304/66 Berry Street North Sydney NSW 2060
By Facsimile	(02) 9922 1288
By Hand	Golden Cross Resources Ltd Suite 304/66 Berry Street North Sydney NSW 2060
By Email	Scan and email to: carolyn.jacobs@goldencross.com.au

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 2.00 pm (AEST) on Wednesday, 13 July 2016 at Golden Cross Resources Ltd, 304/66 Berry Street, North Sydney NSW 2060. The purpose of this Explanatory Memorandum is to provide information to Shareholders to enable them to decide how to vote on the Resolution set out in the Notice.

A Proxy Form is located at the end of this Explanatory Memorandum.

The Meeting has been called by the Board in accordance with rule 12.1(b) of the Company's Constitution.

Please contact the Company Secretary, Carl Hoyer, on (02) 9922 1266 if you wish to discuss any matter concerning the Meeting.

2 Resolution – Removal of Ian Buchhorn as a Director

Rule 16.7 of the Company's Constitution provides that Shareholders may by ordinary resolution remove any Director from office.

Mr Ian Buchhorn was appointed as a Non-Executive Director on 3 March 2014. On 11 May 2016 the Board resolved to convene an extraordinary general meeting of the Company to consider a resolution to remove Mr Buchhorn as a Director. Four out of the six Directors voted in favour of the Board resolution to convene the Meeting to consider a resolution to remove Mr Buchhorn as a Director. Mr Buchhorn and Mr Mark Sykes voted against the resolution.

Included with this Notice of Meeting is a letter from Mr Ian Buchhorn to the shareholders of the Company, which the Company has included in good faith but not due to a legal requirement to do so. The Company disclaims all liability for this letter and does not endorse its content in any way.

3 Recommendations of the Directors

The Directors (other than Mr Buchhorn and Mr Mark Sykes) make no recommendation to Shareholders with respect to the Resolution.

Mr Buchhorn and Mr Sykes recommend that Shareholders vote AGAINST the Resolution.

4 Further information about the Meeting

Shareholders should contact the Company Secretary, Carl Hoyer, on (02) 9922 1266 if they have any queries in respect to the matters set out in this Explanatory Memorandum or the Notice of Meeting generally.

SCHEDULE 1 – DEFINITIONS

In this Notice of Meeting, unless the context otherwise requires:

ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
AEST	means Australian Eastern Standard Time.
Board	means the board of Directors.
Company	means Golden Cross Resources Limited ABN 65 063 075 178.
Constitution	means the constitution of the Company as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Explanatory Memorandum	means this explanatory memorandum.
Meeting	means the meeting convened by this Notice (as adjourned from time to time).
Proxy Form	means the proxy form attached to this Notice.
Resolution	means the resolution set out in this Notice.
Share	means an ordinary share in the Company.
Shareholder	means a holder of a Share.

GOLDEN CROSS RESOURCES LTD

ABN 65 063 075 178

304/66 Berry Street
North Sydney NSW 2060
Phone (02) 9922 1266
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PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

I/We, the abovenamed, appoint (*)
or in his absence (*)
of (address).....
or in his absence the Chairman of the meeting as my/our proxy to vote on my/our behalf in respect of ALL or (*) of my/our shares at the Extraordinary General Meeting of the Company to be held at 2.00 pm on Wednesday 13 July 2016 and any adjournment of that meeting.

Notes:

- 1 A proxy need not be a member of the Company.
- 2 The Chairman of the meeting intends to abstain from voting in respect of undirected proxies given to him.
- 3 A member entitled to attend and vote may appoint not more than two proxies. Separate forms must be used for each proxy. Each proxy must be appointed to represent a specified proportion or number of the member rights by inserting the relevant proportion or number of shares each proxy may vote. If the proxy form does not specify a proportion or number of votes then each proxy may exercise half of the member's votes.

I/we direct my/our proxy to vote in respect of the Resolution to be considered at the meeting as indicated with an "X" below and to vote or abstain in respect of a procedural motion as my/our proxy thinks fit.

	Resolution	For	Against	Abstain
1.	Mr Ian Buchhorn be removed as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no direction is given, I/we authorise my/our proxy (other than the Chairman) to vote or abstain as my/our proxy thinks fit in respect of the Resolution to be considered by the meeting and any adjournment of the meeting.

Dated2016 Signature

To be valid, this proxy form, together with the power of attorney or other authority under which it is signed, or a notarially certified copy of that power or authority, must be deposited at GCR's office or faxed to (02) 9922 1288 by 4.00 pm on Monday 11 July 2016.

Dear Golden Cross Shareholder

The controlling shareholder of Golden Cross Resources (**GCR**), HQ Mining Resources Holding Pty Ltd (**HQ Mining**), has long opposed the independence and technical focus I bring to GCR. Following their takeover offer for GCR in December 2015, HQ Mining has sought my resignation and to marginalise me as a Director by excluding me from company-related communication. As a shareholder, HQ Mining has itself been unwilling to call an Extraordinary General Meeting (**EGM**) to remove me.

Rather, the Board resolved at a meeting on 10 May 2016 to call an EGM to have me removed as a Director. The resolution was moved by director Mr Neil Fearis and supported by director Mr Rob Thomson along with the two HQ Mining nominee directors in Mr Yuanheng Wang and alternate director Mr Yan Li. No reasons were given to remove me. Chairman Mr Mark Sykes and myself voted against Mr Fearis' proposal.

As shareholders of GCR, you overwhelmingly supported my quest to bring independence and governance to the Board through the election of independent directors Messrs Fearis, Thomson and Sykes on 22 October 2015. HQ Mining strongly opposed the election of this newly independent board, and as a consequence, immediately after the successful appointment of the independent directors, HQ Mining advised of their intention to bid for GCR.

To provide shareholders with a path forward, I organised to include resolutions in the December 2015 GCR Annual General Meeting (**AGM**) to raise up to \$1.4 million through a share placement to various service providers and sophisticated investors, so as to expedite a pre-feasibility study at Copper Hill. HQ Mining included in their takeover offer that their offer was conditional on these resolutions being defeated.

The AGM funding resolutions were subsequently defeated and HQ Mining secured control of GCR through the takeover offer. GCR found itself financially distressed and so a loan in three tranches was organised with HQ Mining to maintain company solvency until HQ Mining were in a position to participate in a future capital raising. The last of these loan funds was provided to GCR on 31 May 2016, some two months late, which resulted in a critical funding situation for GCR (refer GCR announcement dated 27 May 2016).

It is clear I have unique skill-sets that are of benefit to all GCR shareholders, including:

- Independence.
- Technical skills, work ethic, industry contacts and knowledge of Copper Hill that will see the project move forward.
- Fervent commitment to GCR, shown by my previous on-market buying of GCR, unsecured \$150,000 loan to GCR, several trips to Copper Hill to log drill core, and supervising metallurgical programs.
- Market knowledge and contacts that secured \$240,000 for GCR through the sale of non-core asset earlier this year.

Hence, I am astounded that Messrs Fearis and Thomson and the HQ Nominees could view my dismissal as being a benefit for the minority shareholders in light of my knowledge of Copper Hill, HQ's track record with respect to minority shareholders and their rights (for example, HQ Mining's failure to pay the bid consideration in time), and the dire financial position GCR now finds itself in due to the inaction of HQ Mining.

I urge you to follow GCR Chairman Mark Sykes' advice for the 13 July 2016 EGM:

VOTE AGAINST REMOVING INDEPENDENT DIRECTOR IAN BUCHHORN

Ian Buchhorn