



SOVEREIGN GOLD COMPANY LIMITED

Sovereign Gold Company Limited
ACN 145 184 667

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Contact

Rocco Tassone, Managing Director

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Latest News

www.sovereigngold.com.au

Directors / Officers

Charles Thomas (Chairman)
Rocco Tassone (MD)
Patrick Glovac

ASX: SOC

ASX Release
07 November 2016

General Meeting

- Reduction of number of shares
- Change of Name

Sovereign Gold Company Limited (ASX: SOC) (**Sovereign** or the **Company**) advises that the Board has resolved to seek shareholder approval for a consolidation of the Company's shares and a Change of Company Name.

The meeting is to be held on 8 December 2016.

Consolidation

It is proposed to consolidate Sovereign share capital through the conversion of every eight (8) Sovereign ordinary shares into one (1) Sovereign ordinary share.

The aim of the share consolidation is to ensure that the number of shares on issue and trading price of Sovereign shares is at a level broadly comparable to Sovereign's peer group of companies.

The proposed share consolidation will reduce the number of Sovereign ordinary shares on issue as follows (subject to rounding):

	Current Number of Shares on Issue	Number of Shares on Issue Post Consolidation
No Shares on issue	1,416,260,992	177,032,624

Having regard to the ASX Listing Rules, all convertible securities on issue will either be consolidated on the same basis as the Company's ordinary shares or the terms adjusted, so that the number of ordinary shares to be provided if the share rights vest will reflect the impact of share consolidation, with the necessary adjustments to be made to any applicable exercise or conversion price or number of securities issued on exercise or conversion.

Change of Name and ASX Code

It is proposed to change the name of the Company to **Force Commodities Limited**, as the Board believes that this name better reflects the nature and strategic value of the operations of the Company.

If shareholders approve the change of name the Company's ASX code will change to "4CE".

Attached is the Notice of Meeting and Explanatory Statement.

For further information please contact:

Rocco Tassone,
Managing Director
Sovereign Gold Company Limited

Telephone: +61 8 6500 6872



SOVEREIGN GOLD
COMPANY LIMITED

**NOTICE OF THE
GENERAL MEETING
AND EXPLANATORY STATEMENT**

For the Meeting of Members to be held at

BDO - The Hay Room

38 Station Street

Subiaco, WA 6008

AUSTRALIA

at 11:00 am on 8 December 2016.

NOTICE OF THE GENERAL MEETING

Sovereign Gold Company Limited

ACN 145 184 667

Notice is hereby given that a General Meeting of members of Sovereign Gold Company Limited (the **Company**) will be held at BDO - The Hay Room, 38 Station Street, Subiaco, WA AUSTRALIA at 11:00 am on 8 December 2016.

Ordinary Business

1. Resolution 1: Consolidation Resolution

Resolution 11: Ordinary Resolution to Consolidate Shares

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

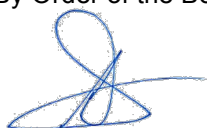
"That, in accordance with section 254H of the Corporations Act and for all other purposes, the Shares be consolidated on 14 December 2016 or another date determined by the Board on the basis of 1 share for every 8 shares held, on the terms and conditions outlined in the Explanatory Statement".

2. Resolutions 2: Special resolution to change the Company's name

To consider, and if thought fit, pass the following resolution **as a special resolution**.

"That for the purposes of s157 (1) of the Corporations Act and all other purposes, that the name of the Company be changed from Sovereign Gold Company Limited to Force Commodities Limited and the Constitution of the Company be amended to reflect the change of name of the Company."

By Order of the Board



Henry Kinstlinger
Company Secretary

7 November 2016

This Notice of Meeting is accompanied by an Explanatory Statement that explains the purpose of the Meeting and the resolutions to be considered at the Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders of Sovereign Gold Company Limited (**the Company** or **Sovereign**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

The directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact the Company or your professional advisor.

1. Resolution 1: Consolidation Resolution

1.1 The Proposal

Sovereign proposes to consolidate Sovereign share capital through the conversion of every eight (8) Sovereign ordinary shares into one (1) Sovereign ordinary share.

Under section 254H of the Corporations Act, a company may consolidate its shares if the consolidation is approved by an ordinary resolution of shareholders at a general meeting.

If the consolidation is approved, the consolidation will take effect on and from 14 December 2016.

1.2 Treatment of Fractions

Where the consolidation of a shareholder's holding results in an entitlement to a fraction of a share, the fraction will be rounded up to the next whole number of shares.

Where the Directors form the opinion that shareholdings have been split or aggregated to obtain the benefit of rounding, transfers of shares and aggregated parcels of shares may be disregarded for the purpose of rounding.

1.3 Reasons for Consolidation

The aim of the share consolidation is to ensure that the number of shares on issue and trading price of Sovereign shares is at a level broadly comparable to Sovereign's peer group of companies.

1.4 Effect of Consolidation - Summary

The proposed share consolidation will reduce the number of Sovereign ordinary shares on issue as follows (subject to rounding):

	Current Number of Shares on Issue	Number of Shares on Issue Post Consolidation
No Shares on issue at the date of this Notice of Meeting	1,416,260,992	177,032,624

As the share consolidation applies equally to all Sovereign shareholders, individual shareholdings will be reduced in the same ratio as the total number of Sovereign shares (subject only to the rounding of fractions). It follows that the consolidation will have no material effect on the percentage interest of each individual Sovereign shareholder in Sovereign.

Similarly, the aggregate value of each Sovereign shareholder's holding (and the Company's market capitalisation) should not change other than minor changes as a result of rounding - as

a result of the share consolidation alone (that is, assuming no other market movements or impacts occur).

Shareholders should note that the reduction of share capital, if approved, would also have an effect on Sovereign share price. The price per share can be expected to increase to reflect the reduced number of shares on issue.

If the Consolidation Resolution is passed and the conditions to its implementation are satisfied, then the Consolidation will be implemented and binding upon all Sovereign Shareholders, regardless of how (or if) they vote on the resolution.

1.5 Treatment of Convertible Securities

Having regard to the ASX Listing Rules, all convertible securities on issue will either be consolidated on the same basis as the Company's ordinary shares or the terms adjusted, so that the number of ordinary shares to be provided if the share rights vest will reflect the impact of share consolidation, with the necessary adjustments to be made to any applicable exercise or conversion price or number of securities issued on exercise or conversion.

1.6 Timetable for Consolidation

Set out below is an indicative timetable for the consolidation. These indicative dates are subject to change at the Board's discretion (subject to the Listing Rules).

Event	Business Day
General Meeting	Thursday, 8 December 2016
Notification to ASX that Share Consolidation is approved	Thursday, 8 December 2016
Last day for trading in pre-consolidated securities	Friday, 9 December 2016
Trading in the consolidated securities on a deferred settlement basis commences	Monday, 12 December 2016
Last day to register transfers on a pre-consolidated basis	Tuesday, 13 December 2016
Registration of securities on a post-consolidated basis	Wednesday, 14 December 2016
Issue Date and new holding statements to be sent to security holders Deferred settlement trading ends	Tuesday, 20 December 2016

1.7 Tax implications for Shareholders

The summary in this section is general in nature. In addition, particular taxation implications will depend on the circumstances of each shareholder. Accordingly, shareholders are encouraged to seek their own professional advice in relation to their tax position.

Neither Sovereign nor any of its officers, employees or advisers assumes any liability or responsibility for advising shareholders members about the tax consequences for them from the proposed share consolidation.

The share consolidation will be undertaken in accordance with section 254H of the Corporations Act. Subject only to rounding, there will be no change to the proportionate interests held by each Sovereign shareholder in SOC as a result of the consolidation.

1.8 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

2. Resolution 2: Change of Name

2.1. The Proposal

Section 157 of the Corporations Act enables a company to change its name by special resolution passed at a general meeting. In accordance with section 157, Resolution 4 seeks the approval of the Shareholders to a change of the Company's name from "Sovereign Gold Company" to "Force Commodities Limited".

This change of name has been proposed, as the Board believes that this name better reflects the nature and strategic value of the operations of the Company.

If Resolution 2 is approved the ASX code of the Company will change from "SOC" to "4CE".

2.2. Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2.

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**SOVEREIGN GOLD COMPANY LIMITED
(ACN 145 184 667)**

GENERAL MEETING OF SHAREHOLDERS PROXY FORM

Please complete, sign and return this document to:

To: The Secretary
Sovereign Gold Company Limited
Suite 7,
234 Churchill Avenue,
Subiaco, WA, 6008, Australia

*Email executed form to: corporate@sovereigngold.com.au
fax executed form to: +61 8 6102 1799
By 11am on 6 December 2016 (Perth Time)*

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 8 December 2016 and at any adjournment of or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions:

Where I / we have appointed the Chairman of the Meeting as my / our proxy (or the Chairman becomes my / our proxy by default), I / we expressly authorise the Chairman to exercise my / our proxy on Resolution 1 (except where I / we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box below.

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 (Cth)*.

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 – Consolidation of Securities	☐	☐	☐
Resolution 2 – Change of Name	☐	☐	☐

The Chairman of the meeting intends to vote all available proxies in favour of each item of business.

SIGNATURE OF MEMBER (S)

Individual or Member 1	Member 2	Member 3
Sole Director/ Company Secretary	Director	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 11am on 6 December 2016 (Perth Time).

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

My new address is:
