

GOLDEN CROSS RESOURCES LTD

ABN 65 063 075 178

22 Edgeworth David Ave
Hornsby NSW 2077
Phone (02) 9472 3500
Fax (02) 9482 8488

NOTICE OF 2009 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2009 Annual General Meeting of the members of Golden Cross Resources Ltd (the **Company**) will be held at History House, 133 Macquarie St, Sydney, NSW at 4.00 pm on Thursday 19 November 2008 for the following business:

1. Financial Report

To receive and consider the Financial Report of the Company and the reports of the Directors and Auditor for the year ended 30 June 2009.

2. Re-election of Mr David Timms as a Director

To consider and, if thought fit, pass as an Ordinary Resolution:

“To re-elect as a Director of the Company Mr David Timms, being a Director retiring by rotation in accordance with Rule 17.2 of the Company’s Constitution, and who offers himself for re-election.”

3. Election of Mr Xiaoming Li as a Director

To consider and, if thought fit, pass as an Ordinary Resolution:

“To elect as a Director of the Company Mr Xiaoming Li, being a Director appointed by Directors since the last annual general meeting of the Company and retiring in accordance with Rule 16.4 of the Company’s Constitution, and who offers himself for election.”

4. Election of Dr Hui (Steven) Xiao as a Director

To consider and, if thought fit, pass as an Ordinary Resolution:

“To elect as a Director of the Company Dr Hui (Steven) Xiao, being a Director appointed by Directors since the last annual general meeting of the Company and retiring in accordance with Rule 16.4 of the Company’s Constitution, and who offers himself for election.”

5. Election of Ms Xun (Suzanne) Qiu as a Director

To consider and, if thought fit, pass as an Ordinary Resolution:

“To elect as a Director of the Company Ms Xun (Suzanne) Qiu, being a Director appointed by Directors since the last annual general meeting of the Company and retiring in accordance with Rule 16.4 of the Company’s Constitution, and who offers herself for election.”

6. Remuneration Report

To consider and, if thought fit, pass as a non-binding resolution:

“To adopt the Remuneration Report.”

Further information in relation to the Resolutions is set out in the Explanatory Notes overleaf.

EXPLANATORY NOTES

Shareholders who elected to receive printed copies of the 2009 Annual Report of the Company (including the Financial Report of the Company and the reports of the Directors and Auditor for the year ended 30 June 2009) will do so simultaneously or will have done so before their receipt of this notice. Those reports are also available on the Company's website at www.goldencross.com.au.

Included in the 2009 Annual Report of the Company is the Directors' Report, which includes:

1. Details of the qualifications, experience, and special responsibilities of Mr David Timms, Mr Xiaoming Li, Dr Hui (Steven) Xiao, and Ms Xun (Suzanne) Qiu.
2. The Remuneration Report of the Company, including remuneration details of Directors and Key Management Personnel.

Shareholders will have a reasonable opportunity for discussion of the Remuneration Report at the meeting. While there is a requirement for a formal resolution on this item under section 250R(2) of the *Corporations Act 2001*, the resolution is advisory only. It does not bind the Company or Directors.

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 4.00 pm Sydney time on Tuesday 17 November 2009. 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.

PROXIES

A member entitled to attend and vote is entitled to appoint not more than two persons as his or her 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 above address or fax number at least 48 hours before the time for commencement of the meeting.

Dated 8 October 2009 by order of the Board.

SIMON LENNON

**Company Secretary, General Counsel, and
Chief Financial Officer**

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[SHAREHOLDER NAME AND BARCODE]

PROXY FORM FOR ANNUAL GENERAL MEETING ON THURSDAY 19 NOVEMBER 2009

I/We, the abovenamed, appoint (*)
or in his/her absence (*)
of (address).....

or in his/her 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 General Meeting of the Company to be held at 4.00 pm on Thursday 19 November 2009 and any adjournment of that meeting.

Notes:

- 1 A proxy need not be a member of the Company.
- 2 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.
- 3 The Chairman of the meeting intends to vote in favour of all motions in respect of undirected proxies given to him or her.

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

	Motion	For	Against	Abstain
2	Re-election of Mr David Timms as a Director	☐	☐	☐
3	Election of Mr Xiaoming Li as a Director	☐	☐	☐
4	Election of Dr Hui (Steven) Xiao as a Director	☐	☐	☐
5	Election of Ms Xun (Suzanne) Qiu as a Director	☐	☐	☐
6	Adoption of the Remuneration Report	☐	☐	☐

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

If you appoint the Chairman of the meeting as your proxy, or the Chairman is appointed your proxy by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of a motion, please place an "X" in the box below.

☐

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he or she has an interest in the outcome of the motion and that votes cast by the Chairman of the meeting for those motions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the motion and your votes will not be counted in calculating the required majority if a poll is called on the motion.

Dated2009 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 Golden Cross Resource Ltd's head office or faxed to (02) 9482 8488 by 4.00 pm on Tuesday 17 November 2009.

Replacement barcoded proxy forms may be obtained by telephoning Golden Cross Resource Ltd's head office on (02) 9472 3500.