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 2011 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2011 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 17 November 2011 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 2011.

2. Re-election of Mr Li Xiaoming as a Director

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

"To re-elect as a Director of the Company Mr Li Xiaoming, 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. Re-election of Ms Xun (Suzanne) Qiu as a Director

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

"To re-elect as a Director of the Company Ms Xun Qiu, being a Director retiring by rotation in accordance with Rule 17.2 of the Company's Constitution, and who offers herself for re-election."

4. Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2011."

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

The Directors invite shareholders and guests to join them for afternoon tea at the end of the meeting.

EXPLANATORY NOTES

Shareholders who elected to receive printed copies of the 2011 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 2011) will do so shortly. Those reports will also be available on the Company's website at www.goldencross.com.au.

Included in the 2011 Annual Report of the Company is the Directors' Report, which includes:

1. Details of the qualifications, experience, and special responsibilities of Mr Li Xiaoming 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, although Directors will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

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 15 November 2011. 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.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Item 4 (Remuneration Report) by, or on behalf of, a director or member of the key management personnel as disclosed in the Remuneration Report or by a closely related party (such as close family members or any controlled companies) of those personnel, unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the Voting Form.

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 22 September 2011
by order of the Board.

SIMON LENNON
Company Secretary, General Counsel, and Chief Financial Officer