

Golden Deeps Ltd

ABN 12 054 570 777

Notice of Annual General Meeting

Explanatory Statement

and

Proxy Form

**11:30 am (WST) on Tuesday 30 November 2010
Celtic Club, 48 Ord Street, West Perth, Western Australia**

GOLDEN DEEPS LTD

ABN 12 054 570 777

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Members of Golden Deeps Ltd (**GED** or the **Company**) will be held on Tuesday, 30 November 2010 commencing at 11:30am (Australian Western Standard Time) at the Celtic Club, 48 Ord Street, West Perth, Western Australia.

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting describes in more detail the matters to be considered. Terms used in this Notice of Annual General Meeting have the meaning given to them in the "Definitions" section contained in the Explanatory Statement.

AGENDA

BUSINESS OF THE MEETING

A. Accounts and reports

To receive and consider the Financial Statements and the Reports of the Directors and the Auditors for the year ended 30 June 2010.

B. Resolution 1 – Non Binding Resolution to adopt the Remuneration Report

To consider and, if thought fit, pass the following ordinary resolution:

"That the Remuneration Report as set out in the Company's Annual Report for the year ended 30 June 2010 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors of the Company.

This is an opportunity for shareholders to comment and ask questions about the remuneration report detailed on pages 5 and 6 of the Annual Report. The vote on the proposed resolution is advisory only, and will not bind the Directors or the Company however the Board will take the outcome of the votes into consideration, when reviewing future practices of the Company.

C. Resolution 2 - Re-election of a Director

To consider and, if thought fit, pass the following ordinary resolution:

"That Alex Clemen, who retires by rotation in accordance with the Company's Constitution, be re-elected a Director of the Company."

D. Resolution 3 - Approval for a proposed Share and Option issue

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

"That in accordance with the requirements of Listing Rule 7.1 of the Listing Rules of the ASX and for all other purposes, the Company approves and authorises the Directors to allot and issue up to 15,000,000 ordinary fully paid shares, together with 15,000,000 free attached options to subscribe for ordinary fully paid shares in the capital of the Company exercisable at \$0.20 (20 cents) each on or before 30 April 2012. The shares are to be issued at a minimum issue price equal to not less than 80% of the volume weighted average market price of ordinary shares in the capital of the Company trading on the ASX over the last 5 days on which sales were recorded before the day on which the issue was made, or if there is a prospectus, Product Disclosure Statement, or offer information statement relating to the issue, over the last five days on which sales in the securities were recorded, before the date of the prospectus, Product Disclosure Statement, or offer information statement is signed."

NOTE

For the purposes of Resolution 3:

The Company will disregard any votes cast on Resolution 3 by a person who may participate in the proposed issue and any associate of those persons or any person who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. Also associates of persons who may obtain a benefit except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, will also be excluded. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Voting Entitlements

For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by persons who are registered as holding Shares at 11.30 am on 28 November 2010. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of General Meeting.

BY ORDER OF THE BOARD

Norman Grafton
Company Secretary

25 October 2010

Your annual report is available online, simply visit: www.goldendeeps.com

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of members of GOLDEN DEEPS LTD in connection with the business to be conducted at the Annual General Meeting of Members to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia, on 30 November 2010 at 11:30 am (Australian Western Standard Time).

This Explanatory Statement forms part of, and should be read in conjunction with, the accompanying Notice of Annual General Meeting.

Shareholders should note that all the Directors approved the proposal to put the resolutions to shareholders as outlined in the Notice of General Meeting and to prepare this Explanatory Statement.

FINANCIAL REPORTS

Shareholders will be given an opportunity to ask questions in relation to the accounts of the Company at the Annual General Meeting.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act the Company is required to present to its shareholders the Remuneration Report as disclosed in the Company's Annual Report 2010. The vote on the resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors of Golden Deeps Ltd, sets out remuneration details for each Director and any service agreements and sets out the details of any share based compensation.

RESOLUTION 2 – RE-ELECTION OF A DIRECTOR

Pursuant the Company's Constitution, Alex Clemen, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company.

Mr Clemen is a qualified geologist with over thirty years experience in this field. He has worked for several large, international mining companies in various parts of the world and has experience in exploring for gold, base metals, industrial minerals and diamonds. During the past three years he has also served as a Director of Sabre Resources Ltd and Metals Australia Ltd.

RESOLUTION 3 – APPROVAL FOR A PROPOSED SHARE AND OPTION ISSUE

Subject to shareholder approval, pursuant to Listing Rule 7.1, the Company proposes to issue 15,000,000 shares with one free attached option per share, exercisable at 20 cents on or before 30 April 2012.

Listing Rule 7.1 broadly provides, subject to certain exceptions, that shareholder approval is required for any issue of securities where the securities proposed to be issued represent more than 15% of the Company's shares then on issue.

For the purposes of Listing Rule 7.3, the following information is provided to shareholders:

- a) the maximum number of shares which may be issued pursuant to this resolution is 15,000,000;
- b) the maximum number of options which may be issued pursuant to this resolution is 15,000,000;
- c) the shares and options will be issued and allotted no later than 3 months after the date of the meeting;
- d) the proposed allottees are unknown at the date of the Notice of Meeting but will not be related parties of the Company;
- e) the terms of the ordinary fully paid shares will be the same as the existing ordinary fully paid shares in the Company;
- f) the purpose of the issue is for ongoing mineral exploration, additional working capital and acquisition of assets;
- g) the options being and granted will be on the terms and conditions as outlined in the attached Annexure "A" of the Notice of Meeting.

The Board of Directors unanimously recommends Shareholders vote in favour of the resolution.

DEFINITIONS

ASX	means ASX Limited (formerly Australian Stock Exchange Limited and now operating under the name, Australian Securities Exchange).
Board	means the Board of Directors.
Company	means Golden Deeps Ltd ABN 12 054 570 777.
Corporations Act	means Corporations Act 2001 (Cth).
Director	means a director of the Company.
Listing Rules	means the official listing rules of ASX.
Notice	means the Notice of Annual General Meeting accompanying this Explanatory Statement.
Option	means an option to acquire a Share on the terms and conditions as outlined in Annexure "A".
Share	means a fully paid ordinary share in the capital of the Company and Shares has a corresponding meaning.

ANNEXURE "A"

Terms and Conditions of Options

The Options granted will entitle the holder to subscribe for and be allotted Shares as follows:

- (a) A certificate will be issued for the Options.
- (b) The Options shall expire at 5.00pm Australian Western Standard Time on 30 April 2012 ("**Expiry Date**").
- (c) Subject to condition (n) the Option is a right in favour of the option holder to subscribe for one fully paid ordinary share in the capital of the Company ("**Share**").
- (d) Shares allotted to option holders on exercise of Options shall be issued at a price of 20 cents each ("**Exercise Price**").
- (e) The Exercise Price of Shares the subject of the Options shall be payable in full on exercise of the Options.
- (f) Options shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the option holder to:
 - (i) exercise all or a specified number of Options; and
 - (ii) pay the subscription monies in full for the exercise of each Option.
- (g) The notice must be accompanied by an Option certificate and a cheque made payable to the Company for the subscription monies for the Shares. An exercise of only some Options shall not affect the rights of the option holder to the balance of the Options held by him.
- (h) The Company shall allot the resultant Shares and deliver the share certificate or holding statement within five business days of the exercise of the Option.
- (i) Options may, if the Company so decides (in its sole discretion), be listed for official quotation on the ASX.
- (j) The Options shall be freely transferable.
- (k) Shares allotted pursuant to an exercise of Options shall rank, from the date of the allotment, equally with existing ordinary fully paid Shares of the Company in all respects.
- (l) The Company shall in accordance with the Listing Rules make application to have Shares allotted pursuant to an exercise of Options listed for official quotation.
- (m) In case of any entitlements issue (other than bonus issue) the Exercise Price of an Option may be reduced according to the following formula:

$$O' = \frac{O - \frac{E[P - (S + D)]}{N + 1}}$$

- O' = the new exercise price of the Option.
- O = the old exercise price of the Option.
- E = the number of underlying securities into which one Option is exercisable.
- P = the average market price per share (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlement date.
- S = the subscription price for a security under the pro rata issue.
- D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue).
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

In the case of a bonus issue the number of Shares over which the Option is exercisable may be increased by the number of Shares which the option holder would have received if the Option had been exercised before the record date for the bonus issue. The Company shall notify the ASX of the adjustments in accordance with the Listing Rules.

- (n) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, the number of the Options or the exercise price of the Options or both shall be reconstructed (as appropriate) in accordance with the Listing Rules.
- (o) The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.
- (p) The Options do not give any right to participate in new issues unless the option holder exercises the Option.

GOLDEN DEEPS LTD
ABN 12 054 570 777
FORM OF PROXY

The Secretary
Golden Deeps Ltd
1st Floor, 8 Parliament Place
West Perth, WA, 6005

Facsimile: (08) 9481 7835

I/We.....
of.....

being a shareholder of Golden Deeps Ltd hereby appoint as my/our proxy

☐ **the Chairman** **OR**
Of the Meeting

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, as the proxy sees fit) at the Annual General Meeting of the Company to be held on Tuesday, 30 November 2010 at 11:30am (WST) and at any adjournment thereof.

The Chairman intends to vote in favour of each resolution.

INSTRUCTIONS AS TO VOTING ON THE RESOLUTIONS

If the Chairman of the Meeting is your proxy and you have not directed him how to vote please mark the box in this section.

☐

By marking this box you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him 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 resolutions and your votes will not be counted in computing the required majority if a poll is called on any resolution.

OR

Should you desire to direct the proxy how to vote, then please tick the appropriate box below:

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1. Non Binding resolution to adopt Remuneration Report	☐	☐	☐
2. To re-elect Alex Clemen as a Director	☐	☐	☐
3. To approve proposed Share and Option issue	☐	☐	☐

If the member is an individual or joint holder:

.....
Usual Signature

.....
Usual Signature

Dated this day of 2010.

If the member is a Company:

Signed in accordance with the
Constitution of the company in
the presence of:

.....
Director/Sole Director/Secretary

.....
Director/Secretary

Dated this day of 2010.

GOLDEN DEEPS LTD
ABN 12 054 570 777

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy. A member that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company (1st Floor, 8 Parliament Place, West Perth, Western Australia, 6005) or sent by facsimile to that office on Fax: 08 94817835 to be received not less than 48 hours prior to the time of the meeting.
5. The proxy form must be signed personally by the member or his attorney duly authorised in writing. If the member is a company it must execute under its Common Seal or otherwise in accordance with its Constitution and s.127 of the Corporations Act, or its duly authorised attorney. In the case of joint members, the proxy must be signed by at least one of the joint members, personally or by a duly authorised attorney.
6. The Chairman intends to vote all undirected proxies in favour of the resolutions.
7. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands; and
 - (c) if the proxy is Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in anyway that the proxy sees fit.

Attendance and Voting Eligibility

For the purposes of the meeting, securities will be taken to be held by the persons who are registered holders at 11:30 am on 28 November 2010. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

A member of the Company entitled to attend and vote at the meeting shall be entitled to appoint not more than two other persons (whether members of the company or not) as the member's proxy or proxies, to attend and vote on the member's behalf. Where two proxies are appointed the appointments shall be of no effect unless each proxy is appointed to represent a specified proportion of the member's voting rights. Forms of proxy must be deposited at the registered office of the company in West Perth not less than forty-eight (48) hours before the time appointed for the holding of the meeting.