

## Notice of Meeting of Shareholders

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NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Shareholders of REPUBLIC GOLD LIMITED ACN 106 399 311 (Company) will be held on Friday, 27 November 2009 commencing at 11.00am (Sydney time) at Christie Corporate Centre, Cnr Spring and Gresham Streets, Sydney in the State of New South Wales.

### AGENDA

#### ORDINARY BUSINESS

##### FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial statements of the Company and the reports of the Directors and Auditors for the year ended 30 June 2009.

#### RESOLUTIONS

##### 1. REMUNERATION REPORT

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

*"That the Remuneration Report as disclosed in the Annual Directors' Report for the year ended 30 June 2009 is approved for the purposes of the Corporations Act 2001."*

The remuneration report of Republic Gold limited is included in the Directors' Report within the Company's 2009 Annual Report. The Corporations Act 2001 requires that a resolution be put to shareholders to adopt the remuneration report. The vote on the resolution is advisory only and does not bind the Directors of the Company. A reasonable opportunity will be provided for discussion of the remuneration report at the meeting.

**Note:** This is a non-binding vote by shareholders

##### 2. RE-ELECTION OF DIRECTOR – DATO BENG KAI CHOO

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

*"That in accordance with the Constitution of the Company, Dato Beng Kai Choo who retires by rotation and being eligible, it is resolved that Dato Beng Kai Choo be re-elected as a Director of Republic Gold Limited."*

Dato Beng Kai (BK) Choo was appointed as a non-executive director on 28 May 2008. In accordance with the Company's Constitution, Dato Choo retires by rotation and, being eligible, offers himself for re-election as a Director of the Company.

Dato Choo is the Group Managing Director of Masmeyer Holdings Sdn Bhd which has 11 subsidiaries. He joined the family-owned property development company in 1996 and after that started up his own company, Masmeyer Holdings Sdn Bhd in 2002. Dato Choo has 12 years of business experience majoring in developing and implementing innovative business concepts to achieve greater aims and has successfully established 11 subsidiaries specialising in property development, real estate investment, building construction, timber "lodging" & outdoor advertising.

Dato Choo is also actively involved in NGOs such as Penang Choo's Association as Deputy Chairman and World Choo's Association on the Central Committee. In 2007, Dato Choo was conferred as AMK - "Order of the Crown of Kedah - Member" and DSAP - "Most Honourable Order of Sultan Ahmad Shah - Knight Commander" which carries the title "Dato". He was also appointed as a JP - Justice of Peace by the State Government of Kedah, Malaysia in 2008. BK is fluent in English, Bahasa Malaysia, Mandarin and three other local dialects and can write in English, Bahasa Malaysia & Mandarin.

This is an ordinary resolution requiring it to be passed by a simple majority of the votes cast by shareholders entitled to vote on it.

The Board (with Dato Choo abstaining) recommends that eligible Shareholders vote in favour of this Resolution.

By order of the Board  
Roslynn Shand  
Secretary  
27 October 2009

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## ATTENDANCE AND VOTING AT THE MEETING

For the purpose of voting at the meeting, the Directors have determined that all shares in the Company are taken to be held by the persons who are registered as holding them at 11.00am on 25 November 2009. The entitlement of members to vote at the meeting will be determined by reference to that time.

You may vote by attending the meeting in person or by proxy (see below).

Ordinary resolutions require the support of more than 50% of those Shareholders voting in person, by proxy, by representative or by attorney. Special resolutions require the support of at least 75% of those Shareholders voting in person, by proxy, by representative or by attorney.

Every question arising at this Annual General Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution.

On a show of hands, every Shareholder who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every person who is present in person or by proxy, representative or attorney will have one vote for each Share held by that person.

### PROXIES AND CORPORATE REPRESENTATIVES

A member who is entitled to attend and vote at the meeting may appoint a person, who need not be a member of the Company, as the member's proxy to attend and vote on behalf of the member.

A member who 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.

A proxy form accompanies this Notice of Meeting. Should you wish to appoint a proxy, please complete the proxy form and return it at least 48 hours before the meeting:

- by delivery or mail to the registered office of Republic Gold Limited, 144 Cobra Road, Mareeba Qld, 4880 (PO Box 2317 Mareeba Qld 4880); or
- by facsimile to facsimile number – +61 7 4092 3797.

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

If a representative of a corporate shareholder or a corporate proxy is to attend the Annual General Meeting pursuant to section 250D of the Corporations Act, a certificate of appointment of the representative must be produced prior to admission to the General Meeting. A form of certificate of appointment may be obtained from the Company's share registry.

### QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING ("AGM")

In accordance with the Corporations Act 2001, a reasonable opportunity will be given to shareholders, as a whole, to ask questions about or make comments on the management of the Company at the AGM. Similarly, a reasonable opportunity will be given to shareholders, as a whole, to ask the Company's auditors questions relevant to:

- (i) the conduct of the audit; and
- (ii) the preparation and content of the auditors report; and
- (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (iv) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the auditor if the question is relevant to:

- (a) the content of the auditors report to be considered at the AGM; or
- (b) the conduct of the audit of the annual financial report to be considered at the AGM

Relevant written questions to the auditor must be received no later than Friday 20 November 2009. A list of those relevant questions will be made available to shareholders attending the AGM. If written questions are tabled at the AGM, they will be made available to shareholders as soon as practicable after the AGM. Please send any written questions for the auditor to:

**The Company Secretary**  
**144 Cobra Road**  
**MAREEBA QLD 4880**

**OR**

by facsimile to **07 4092 3797** by no later than Friday 20 November 2009