



ASX ANNOUNCEMENT

21 June 2010

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GENERAL MEETING – REPUBLIC GOLD LIMITED

Please find attached the following documentation as despatched to all Shareholders:

1. Notice of General Meeting and Explanatory Statement
2. Proxy Form

Yours faithfully
Roslynn Shand
Company Secretary
Republic Gold Limited

Republic Gold Limited
ACN 106 399 311
PO Box 2317 Mareeba Qld 4880 Australia
Phone + 61 7 4092 2594 Fax + 61 7 4092 3797 Mobile 0418 577 759
Registered Office: 144 Cobra Road Mareeba Qld 4880 Australia
E-mail: info@republicgold.com.au
www.republicgold.com.au



REPUBLIC GOLD LIMITED
ACN 106 399 311

NOTICE OF GENERAL MEETING

and

EXPLANATORY STATEMENT

DATE AND TIME OF MEETING

20 JULY 2010 at 10.30am

PLACE OF MEETING

**Christie Corporate Centre
Cnr Spring and Gresham Streets
Sydney NSW**

Notice of Meeting of Shareholders

NOTICE IS HEREBY GIVEN that a General Meeting of the Shareholders of REPUBLIC GOLD LIMITED ACN 106 399 311 will be held on **Tuesday 20 July 2010 commencing at 10.30am** at the Christie Corporate Centre, Cnr Spring and Gresham Streets, Sydney in the State of New South Wales.

AGENDA

RESOLUTIONS

ORDINARY

Resolution 1 Ratification of Prior Share Placement to Clients of Patersons

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior allotment and issue of a total of 146,666,667 fully paid ordinary shares in the capital of the Company at an issue price of \$0.015 (Placement Shares) as disclosed in the Explanatory Statement accompanying this Notice of Meeting".

Full details of the nature of the allotment of the Placement Shares are set out in the Explanatory Statement accompanying this Notice of Meeting.

Voting Exclusion

The Company will disregard any votes cast on this Resolution 1 by a person who participated in the issue or any associate of such person. The Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form; or it is cast by the person chairing the Meeting as a proxy for the person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Short Explanation: In accordance with the Listing Rules, if Shareholder approval is obtained with respect to a previous issue of securities, that issue is treated as having been made with approval for the purposes of Listing Rule 7.1, and this will enable Republic to give the Board flexibility to issue further securities up to the 15% limit over the following 12 month period.

Resolution 2 Approval to issue Republic Shares to raise capital

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 30,000,000 ordinary shares in the Company at any time during the period of 3 months after the date of the General Meeting at an issue price which is at least 80% of the average market price of the Company's shares over the last five trading days prior to the day on which the issue is made (Investor Shares), by way of a placement to investors that are identified by the Company as an investor who qualifies for one or more of the exemptions specified in Section 708 of the Corporations Act."

Voting Exclusion

The Company will disregard any votes cast on Resolution 2 by any person identified by the Company as a sophisticated investor who may participate in the issue of securities in this resolution or any person identified by the Company as a sophisticated investor who may obtain a benefit from the issue of securities in this resolution or any associate of such person. The Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as a proxy for the person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Short Explanation: In accordance with the Listing Rules, Shareholder approval is required to allow the Company to issue securities in excess of 15% of the total ordinary shares in any 12 month period.

By order of the Board
Roslynn Shand
Company Secretary
15 June 2010

See the following notes on Voting and Proxies

Attendance and Voting at the Meeting

In accordance with applicable law, the Directors have made a determination that all the Shares of the Company are taken, for the purposes of determining the right of members to attend and vote at the meeting, to be held by persons who held them at 7pm (AEDT) 18 July 2010. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

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. There are no special resolutions proposed at this General Meeting.

Every question arising at this 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

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 which is being held on 20 July 2010 at 10.30am:

- 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 (07) 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.

Explanatory Statement

IMPORTANT NOTICE

This Explanatory Statement contains an explanation of, and information about, the Resolutions to be considered at the General Meeting. Shareholders should read this Explanatory Statement in full. This Explanatory Statement forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Statement does not take into account the individual investment objectives, financial situation and needs of individual shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions.

If you are in doubt about what to do in relation to the resolution, you should consult your financial or other professional adviser.

Words or expressions used in the Notice of Meeting and in this Explanatory Statement are defined in the Glossary. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

This Explanatory Statement is dated 15 June 2010.

RESOLUTION 1 RATIFICATION OF PRIOR PLACEMENT OF REPUBLIC SHARES TO CLIENTS OF PATERSONS SECURITIES

1. Introduction

Resolution 1 seeks shareholder ratification pursuant to Listing Rule 7.4 for the issue of a total of 146,666,667 fully paid ordinary shares in the capital of the Company as detailed in Table 1 below.

2. The Resolution and Explanation

ASX Listing Rule 7.1 prohibits (subject to certain exceptions such as pro-rata issues and bonus issues Republic from issuing or agreeing to issue new securities representing more than 15% of its total issued ordinary shares during the following 12 month period, without shareholder approval.

ASX Listing Rule 7.4 permits an issue of securities to be approved retrospectively. It provides that an issue of securities is deemed to have been made with shareholder approval if Listing Rule 7.1 is not breached at the time the securities were issued and shareholders subsequently approve (ratify) the issue.

By shareholders approving the issue of the Placement Shares, it enables Republic to give the Board flexibility to issue further securities up to the 15% limit over the following 12 month period. Once the issue of the total number of 146,666,667 Placement Shares is approved, these securities will not be counted as a new issue for the purposes of the 15% limit in Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the information listed below be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4.

TABLE 1

Dates of Issue	Parties	Price per Share	Number of Shares Issued	Purpose
31 May 2010	Persons identified by Republic's Lead Broker, Patersons Securities Limited and who fall within the definition of "sophisticated" or "professional" investors under sections 708(8) or 708(11) of the Corporations Act (Placees)	1.5 cents	146,666,667	Funding to progress the development of the 1.3Moz Amayapampa Gold Project in Bolivia, exploration in Australia and working capital as determined by the Board

The shares allotted and issued rank equally in all respects with all existing issued shares. None of the Placees were related parties of Republic.

3. Recommendation

The Board unanimously recommends that eligible Shareholders vote in favour of this Resolution.

RESOLUTION 2 APPROVAL TO ISSUE 30,000,000 REPUBLIC SHARES TO RAISE CAPITAL

1. Introduction

For the purpose of listing Rule 7.1, we are seeking Shareholder approval for Resolution 2 referred to in the accompanying Notice of Meeting.

2. Explanation

2.1 Background – requirement for funding

Republic intends to continue with the development of the Amayapampa Gold Project (“Project”) once the Bankable Feasibility Study (which the Company currently has the funds to do) is finalised. To ensure that the Company has sufficient funds to continue the development of the Project further funding will be required after completion of the Bankable Feasibility Study. Consequently, Republic proposes to undertake the allotment and issue of up to 30,000,000 new fully paid ordinary shares no later than 3 months after the date of the General Meeting (Investor Shares), to further assist in meeting costs associated with this goal.

2.2 Use of funds

Republic proposes to use these additional funds to:

- (a) Continue development of the Amayapampa Gold Project following the completion of the Bankable Feasibility Study; and
- (b) working capital and administration costs for the Company.

The Directors reserve the right to vary the application of funds in the best interests of all Shareholders.

3. The Resolution

3.1 Approval of Placement of Shares

It is proposed to issue up to 30,000,000 Investor Shares no later than 3 months after the date of the General Meeting. The Investor Shares will be available to investors that are identified by Republic or its brokers that fall within one or more of the classes of exemptions specified in Section 708 of the Corporations Act (for which no disclosure is required). The Investor Shares will be issued at an issue price which is at least 80% of the average market price of Republic’s Shares over the last five trading days prior to the day on which the issue is made.

3.2 Listing Rule Requirements

In compliance with the requirements of Listing Rule 7.3, Shareholders are advised of the following information in relation to the proposed Investor Shares:

- (a) The Investor Shares may be issued as soon as practicable after the date of the General Meeting and in any event not later than three months after the date of the General Meeting.
- (b) The Investor Shares will be issued at an issue price which is at least 80% of the average market price of Republic’s Shares over the last five trading days prior to the day on which the issue is made.
- (c) The Investor Shares will be issued to investors that are identified by Republic or its brokers as an investor who qualifies for one or more of the exemptions specified in Section 708 of the Corporations Act.
- (d) Republic reserves the right to pay any broker a commission on all monies raised from allottees introduced by the broker.
- (e) Republic is not bound to issue the maximum number of Investor Shares for which authority has been granted and may, in its absolute discretion, issue such lesser number as it may determine from time to time so long as such issuance falls within the period specified in paragraph (a) above.
- (f) Investor Shares issued will rank equally in all respects with existing Republic Shares from the issue date, in accordance with the terms of the Constitution.
- (g) The intended use of the funds raised from the Investor Shares is described in paragraph 2 immediately above.

As Shareholder approval is only being sought under Listing Rule 7.1, Investor Shares cannot be issued to related parties of Republic as defined in Listing Rule 10.11, including (but not limited) to Directors and their spouses, entities controlled by Directors, and controlling Shareholders of the Company.

3.3 Effect of the Resolution

The Resolution, if passed, will allow Republic to issue up to 30,000,000 new shares to raise additional funds for the Amayapampa Project and provide working capital, generally. The Directors believe this can offer the following advantages to the Company and its current Shareholders:

- (a) provide the Company with working capital to ensure that the Company has the funds to continue developing the Amayapampa project ; and
- (b) provide working capital.

This issue of up to 30,000,000 Investor Shares will have a dilutive effect on the existing Shareholders. Accordingly, each existing Shareholder’s percentage ownership in Republic will be reduced upon the issuance of the additional shares, reducing the existing Shareholder’s percentage ownership and their control over the affairs of the Company.

4. Recommendation

The Board unanimously recommends that eligible Shareholders vote in favour of Resolution 2.

Glossary

In this Explanatory Statement and the Notice of Meeting:

ASX means ASX Limited ACN 008 624 691.

Board means the board of directors of the Company.

Company or **Republic** means Republic Gold Limited ACN 106 399 311.

Constitution means the constitution of the Company currently in force.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the Directors of the Company as at the date of this Explanatory Statement being Peter Wicks, John Kelly, Greg Barns, Neb Zurkic and Beng Kai Choo.

Explanatory Statement means this explanatory statement that accompanies and forms part of the Notice of Meeting.

General Meeting means the general meeting of Republic's Shareholders convened in accordance with the Notice of Meeting to be held on 20 July 2010.

Listing Rules means the Official Listing Rules of ASX.

Republic Shares means fully paid ordinary shares in Republic.

Notice of Meeting means the notice of general meeting dated 15 June 2010 which this Explanatory Statement accompanies.

Resolution means the resolution referred to in the Notice of Meeting.

Shareholder means a holder of Republic Shares.



PROXY FORM

SHAREHOLDER/S NAME/S AND ADDRESS - PLEASE COMPLETE IN BLACK INK

Name/s:

Address/es:

I/we appoint as my/our proxy the person named below at the General Meeting of Republic Gold Limited ("Company") to be held at 10.30am on Tuesday, 20 July 2010 at Christie Corporate Centre, Cnr Spring and Gresham Streets, Sydney in the State of New South Wales and at any adjournment thereof.

APPOINTMENT OF PROXY:

I/We being a member of Republic Gold Limited and entitled to vote and attend hereby appoint

The Chairman of the meeting (mark with an 'X') OR

If you are not appointing the Chairman of the meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered security holder) you are appointing as your 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, as the proxy sees fit) at the General Meeting of Republic Gold Limited to be held on Tuesday, 20 July 2010 at 10.30am at the Christie Corporate Centre, Cnr Spring and Gresham Streets, Sydney in the State of New South Wales and at any adjournment of that meeting.

VOTING DIRECTIONS TO YOUR PROXY - please mark to indicate your directions

No	RESOLUTION	FOR	AGAINST	ABSTAIN*
1	Ratification of prior placement of 146,666,667 Republic Shares to clients of Patersons Securities Limited			
2	Approval to issue 30,000,000 Republic Shares to raise capital			

If you leave your proxy undirected with respect to any resolution and in favour of the Chairman (or if your appointed proxy fails to attend), then the Chairman will vote such proxies in favour of those resolutions.

*If you mark the Abstain box for a particular item, you are directing your proxy note to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Appointing a second Proxy: We wish to appoint a second proxy

Mark with an "X" if you wish to appoint a second proxy AND % OR State the percentage of your voting rights or the number of securities for this Proxy

PLEASE SIGN HERE This section must be signed in accordance with the instruction overleaf to enable your directions to be implemented

Individual or Security holder 1

Individual/Sole Director and Sole Company Secretary

Security holder 2

Director

Security holder 3

Director/Company Secretary

IMPORTANT - This Proxy Form (and any power of attorney under which it is signed) MUST be received no less than 48 hours before the proposed time for the meeting. Any Proxy Form received after that time will not be valid.

NOTES FOR COMPLETION OF PROXY FORM

1. YOUR ADDRESS

This is the address that should appear on the Company's share register. Security holders sponsored by a broker (in which case your reference number will commence with an 'X') should advise their broker of any change of address. **Please note you cannot change ownership of your securities using this form.**

2. APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered security holder in the space.

3. VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (c) return both forms together in the same envelope.

5. SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the security holders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified copy of the Power of Attorney to this Proxy Form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this Proxy 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 indicate the office held by signing in the appropriate place.

If a representative of a corporate security holder or proxy is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry or at www.computershare.com.au

RECEIPT OF PROXIES

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 10.30am on 20 July 2010. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents must be lodged:

IN PERSON: By delivery to the registered office of Republic Gold Limited – 144 Cobra Road, Mareeba Queensland 4880

BY MAIL: By mailing your Proxy Form to the registered office of Republic Gold Limited, 144 Cobra Road, Mareeba Queensland 4880 OR
PO Box 2317, Mareeba Queensland 4880

BY FAX: By faxing your Proxy Form to +61 7 4092 3797