

# **Republic Gold Limited**

ABN 86 106 399 311

## **NOTICE OF ANNUAL GENERAL MEETING**

to be held at 3.00 pm on  
Tuesday 29 November 2011 at  
Level 4  
60 Carrington Street  
Sydney NSW 2000

Shareholders who have elected not to receive a printed copy of the Company's 2011 Annual Report may obtain a copy from the Company's website [www.republicgold.com.au](http://www.republicgold.com.au) under Investor Centre.

Registered Office:  
**C/- Australian Company Secretaries Pty Ltd**  
**GPO Box 4231**  
**Level 3**  
**70 Pitt Street**  
**SYDNEY NSW 2001**

**Telephone +61 1300 134 875**  
**Facsimile +61 (02) 9233 4497**

Notice is hereby given that the Annual General Meeting ("the Meeting") of Republic Gold Limited ("the Company") will be held at 3.00pm on Tuesday 29 November 2011 at Level 4, 60 Carrington Street, Sydney, NSW 2000.

**ORDINARY BUSINESS**

**Consideration of Financial Report**

To consider the Financial Report and the reports of the Directors and Auditors for the year ended 30 June 2011.

*Neither the Corporations Act 2001 nor the Company's Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given the opportunity to ask questions or make comments on the reports and statements at the meeting.*

**Resolution 1 Adoption of Remuneration Report**

To consider and if thought fit pass the following non-binding resolution:

"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors' Report of the Company, for the year ended 30 June 2011 be adopted, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting."

- *This resolution is advisory only and does not bind the Company or the directors.*
- *When reviewing the Company's remuneration policies the directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting.*
- *If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election.*

**Resolution 2 Re-election of Mr Peter Wicks**

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

"That Mr Peter Wicks, being a Director of the Company, retires by rotation in accordance with the Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting."

**BY ORDER OF THE BOARD**



N J V Geddes  
Company Secretary

## VOTING EXCLUSION IN RELATION TO THE REMUNERATION REPORT

The Company will disregard any votes cast on:

### Resolution 1:

By:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) A closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

## EXPLANATORY NOTES

This Explanatory Memorandum had been prepared for the shareholders of Republic Gold Limited to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Tuesday 29 November 2011.

If appropriate, and if time permits, the Chairman will discuss key issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other matters that shareholders would like to raise at the Meeting.

Shareholders will also be able to ask questions of Lawler Draper Dillon, Republic Gold Limited's external auditor.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor.

If you have an issue or question that you would like discussed at the Meeting, or would like to submit a written question to Lawler Draper Dillon before the Meeting, please send your issue or question to the Company Secretary Nick Geddes at [ngeddes@austcosec.com.au](mailto:ngeddes@austcosec.com.au).

### Resolution 1 - Adoption of the Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 30 June 2011.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's Annual Report on pages 14 to 15.

The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election. The Company encourages all shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

Any undirected proxies held by the chairman of the meeting, other directors or other Key Management Personnel or any of their closely related parties (as that term is defined in the Corporations Act 2001, which include certain of their family members, dependents and companies they control) will not be voted in respect of Resolution 1 (Adoption of Remuneration Report) unless you direct the chairman of the meeting (only) to vote your proxy on the proxy form.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Adoption of Remuneration Report) by marking either "For", "Against" or "Abstain" on the proxy form for that item of business.

#### **Resolution 2 – Re-election of Mr Peter Wicks**

Pursuant to the Clause 14.4 of the Constitution and ASX Listing Rules, Mr Wicks will retire by rotation and seeks re-election.

Mr Wicks is a Chartered Accountant and a Fellow of the Australian Institute of Chartered Accountants. He has had extensive experience in the natural resources sector and more recently as a property developer. Mr Wicks was a long-term finance director for a large company operating in the oil and gas sector. He was also a director of a number of oil and gas companies listed on the Toronto Stock exchange. Mr Wicks has been both an executive and non-executive director of a number of mineral companies, including Perseverance Corporation Pty Ltd where he was a non-executive director from 1994 to 1998 and Drillsearch Energy Limited where he was non-executive director from 2007 to 2009.

The Board supports the re-election of Mr Wicks.

## NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery, or fax to:

**Advance Share Registry**

**Street address:** Unit 2, 150 Stirling Highway, Nedlands WA 6009

**Mailing address:** PO Box 1156, Nedlands WA 6909

**Fax:** (within Australia) 08 9389 7871

(outside Australia) +61 8 9389 7871

provided that members who forward their proxy forms by fax or email are required to make available the original executed form of the proxy for production, if called upon so to do at the Meeting.

6. A corporate shareholder entitled to attend and vote at the Meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

Republic Gold Limited will accept the original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment as satisfactory evidence of the appointment.

You can lodge your body corporate representative appointment document before the AGM or present the document at the registration desk at the Meeting.

7. For the purposes of the Annual General Meeting, persons on the register of members as at 7.00pm on Friday 25 November 2011 will be treated as members. This means that 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.



Republic Gold Limited

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'x') should advise your broker of any changes.

Form of Proxy

Please mark X to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

PLEASE NOTE: This proxy is solicited on behalf of the management of Republic Gold Limited ABN 86 106 399 311 (the "Company") for use at the meeting of the shareholders of the Company to be held at Level 4, 60 Carrington Street, Sydney, NSW on 29 November 2011 at 3:00pm (AEDT) or any adjournment thereof (the "Meeting").

I/We being a member/s of Republic Gold Limited hereby appoint

Form with input boxes for appointing a proxy, including 'the Chairman of the meeting' and 'OR'.

PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) 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 at the Meeting and at any adjournment of that meeting.

Form for appointing a second proxy with input fields for percentages and total votes.

With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit. At the time of printing this Form of Proxy, management knows of no such amendment, variation or other matter.

IMPORTANT VOTING EXCLUSION

Form with a checkbox for voting exclusion instructions.

STEP 2 Items of Business

PLEASE NOTE: If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and your votes will not be counted in computing the required majority on that item.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

FOR AGAINST ABSTAIN

Table with 3 columns (FOR, AGAINST, ABSTAIN) and 2 rows (Resolution 1, Resolution 2).

If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. If the Chairman of the Meeting is your proxy (or is elected by default), you permit the Chairman to exercise your proxy on Item2. You can direct the Chairman to vote For or Against or Abstain from voting on Item1 (Remuneration report) by marking the For, Against or Abstain box. If no direction is given, the Chairman will not vote any undirected proxies on Item 1.

SIGN Signing by member

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Form for signing by member with fields for Individual or Member 1, Member 2, Member 3, and Date.



REPUBLIC GOLD LIMITED  
ABN 86 102 399 311

### Lodge your vote:



**By Mail:**

Advanced Share Registry Limited  
PO Box 1156  
Nedlands WA 6909

Alternatively you can fax your form to  
(Within Australia) (08) 9389 7871  
(Outside Australia) +618 9389 7871

### For all enquiries call:

Telephone:

(Within Australia) (08) 9389 8033  
(Outside Australia) +618 9389 8033

Email: [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

## Proxy Form

### Instructions

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name that appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
6. To be effective, proxies must be delivered by shareholders as follows:  
Shareholders must deliver their proxies prior to 27 November 2011 at 3:00pm AEDT by mail to PO Box 1156, Nedlands, 6909, Western Australia or by facsimile at (08) 9389 7871 or deliver to the Share Registry of the Company at Unit 2, 150 Stirling Hwy, Nedlands, Western Australia, 6009.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 7:00pm on 25 November 2011 be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote in favour of resolution 2 set out in the Notice of Meeting. The Chairman of the Meeting will not vote any undirected proxies in relation to resolution 1 (Remuneration Report).
9. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
10. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

**Turn over to complete the form →**



**CHECK OUT OUR WEBSITE at**  
[www.advancedshare.com.au](http://www.advancedshare.com.au)

- Check all holdings by using HIN/SRN
- Update your holding details
- Reprint various documents online