

**A1 CONSOLIDATED GOLD LIMITED  
ACN 149 308 921**

**NOTICE OF ANNUAL GENERAL MEETING**

**AND**

**EXPLANATORY STATEMENT**

**AND**

**PROXY FORM**

**Date of Meeting**

19 November 2013

**Time of Meeting**

11:00am WST

**Place of Meeting**

The Terrace Lounge,  
185 St Georges Terrace,  
Perth, Western Australia

*This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

*The **2013 Annual Report** may be viewed on the Company's website at [www.a1consolidated.com.au](http://www.a1consolidated.com.au)*

**A1 CONSOLIDATED GOLD LIMITED**  
**ACN 149 308 921**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Shareholders of A1 Consolidated Gold Limited (**Company**) will be held at The Terrace Lounge, 185 St Georges Terrace, Perth, Western Australia on 19 November 2013 at 11:00am WST (**Meeting**) for the purpose of transacting the following business.

**Financial Statements and Reports**

To receive and consider the annual financial report, together with the Directors' and Auditor's reports for the financial year ended 2013.

**RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, to pass, with or without amendment, the following **advisory only resolution**:

*"That, for the purpose of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report forming part of the Company's 2013 Annual Report be adopted."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition:** A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (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 (**the voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

**RESOLUTION 2 – RE-ELECTION OF MR ASHOK PAREKH AS A DIRECTOR**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purpose of clause 6.3 of the Constitution and for all other purposes, Mr Ashok Parekh, retires by rotation as a Director, and being eligible, having offered himself for re-election, is re-elected as a Director."*

**RESOLUTION 3 – RE-ELECTION OF MR MORRIE GOODZ AS A DIRECTOR**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purpose of clause 6.3 of the Constitution and for all other purposes, Mr Morrie Goodz, retires by rotation as a Director, and being eligible, having offered himself for re-election, is re-elected as a Director."*

**RESOLUTION 4 – RE-ELECTION OF MR PETER CHEN HING WOON AS A DIRECTOR**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purpose of clause 6.3(j) of the Constitution and for all other purposes, Mr Peter Chen Hing Woon, who was appointed to the Board since the previous annual general meeting of the Company, retires as a Director, and being eligible, having offered himself for re-election, is re-elected as a Director."*

## RESOLUTION 5 – APPROVAL OF 10% PLACEMENT FACILITY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

*“That in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by any person who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of the holder of ordinary securities, if this Resolution is passed, and any of their Associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

## RESOLUTION 6 – RATIFICATION OF ISSUE OF SHARES

To consider and, if thought fit, to pass, with or without amendment, 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 issue of 24,137,931 fully paid ordinary shares to LionGold Corp Ltd on the terms set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** For the purposes of Listing Rule 7.5, the Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

## RESOLUTION 7 - APPROVAL FOR PLACEMENT OF SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorize the Company to issue 10,344,828 Shares at an issue price of \$0.116 each to LionGold Corp Ltd, for the purposes and on the terms set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** For the purposes of Listing Rule 7.3, the Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any of their associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

## RESOLUTION 8 - ISSUE OF SHARES TO MR DENNIS CLARK IN LIEU OF DIRECTORS' FEES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That for the purpose of Listing Rule 10.11 and for all other purposes, approval is given to issue 4,864,003 Shares at \$0.116 each to an entity controlled by Mr Dennis Clark, on the terms and conditions set out in the Explanatory Statement”.*

**Voting Exclusion:** The Company will, in accordance with the Listing Rules, disregard any votes cast on this Resolution by Mr Dennis Clark and any of his Associates. However, subject to the voting prohibition below, the Company will not disregard a vote cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

**Voting Prohibition:** The Company will, in accordance with the Corporations Act, disregard any votes cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member. However, the Company will not disregard a vote if it is cast by such a person if:

- (a) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

#### RESOLUTION 9 - ISSUE OF SHARES TO MR JEFFREY WILLIAMS IN LIEU OF DIRECTORS' FEES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purpose of Listing Rule 10.11 and for all other purposes, approval is given to issue 293,777 Shares at \$0.116 each to an entity controlled by Mr Jeffrey Williams, on the terms and conditions set out in the Explanatory Statement".

**Voting Exclusion:** The Company will, in accordance with the Listing Rules, disregard any votes cast on this Resolution by Mr Jeffrey Williams and any of his Associates. However, subject to the voting prohibition below, the Company will not disregard a vote cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

**Voting Prohibition:** The Company will, in accordance with the Corporations Act, disregard any votes cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member. However, the Company will not disregard a vote if it is cast by such a person if:

- (a) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

#### RESOLUTION 10 - ISSUE OF SHARES TO MR MORRIE GOODZ IN LIEU OF DIRECTORS' FEES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purpose of Listing Rule 10.11 and for all other purposes, approval is given to issue 151,895 Shares at \$0.116 each to an entity controlled by Mr Morrie Goodz, on the terms and conditions set out in the Explanatory Statement".

**Voting Exclusion:** The Company will, in accordance with the Listing Rules, disregard any votes cast on this Resolution by Mr Morrie Goodz and any of his Associates. However, subject to the voting prohibition below, the Company will not disregard a vote cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

**Voting Prohibition:** The Company will, in accordance with the Corporations Act, disregard any votes cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member. However, the Company will not disregard a vote if it is cast by such a person if:

- (a) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

#### RESOLUTION 11 - ISSUE OF SHARES TO MR ASHOK PAREKH IN LIEU OF DIRECTORS' FEES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purpose of Listing Rule 10.11 and for all other purposes, approval is given to issue 881,331 Shares at \$0.116 each to an entity controlled by Mr Ashok Parekh, on the terms and conditions set out in the Explanatory Statement".

**Voting Exclusion:** The Company will, in accordance with the Listing Rules, disregard any votes cast on this Resolution by Mr Ashok Parekh and any of his Associates. However, subject to the voting prohibition below, the Company will not disregard a vote cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

**Voting Prohibition:** The Company will, in accordance with the Corporations Act, disregard any votes cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member. However, the Company will not disregard a vote if it is cast by such a person if:

- (a) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of Key Management Personnel.

## OTHER BUSINESS

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

## EXPLANATORY STATEMENT

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of Annual General Meeting and the Explanatory Statement.

## PROXIES

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions on the form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company;
- a member may appoint a body corporate or an individual as its proxy; and
- a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please date and execute the accompanying Proxy Form and return it in accordance with its instructions prior to 11am WST on 17 November 2013 by:

1. post to Security Transfer Registrars Pty Ltd, PO Box 535, Applecross, Western Australia 6953; or
2. facsimile to Security Transfer Registrars Pty Ltd at (08) 9315 2233 (International: +61 8 9315 2233).

If you are a beneficial Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

## ENTITLEMENT TO VOTE

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding Shares at 4:00pm WST on 18 November 2013 will be entitled to attend and vote at the AGM.

## CORPORATIONS

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company, before the Meeting.

## REVOCATION OF PROXIES

A Shareholder executing and delivering a proxy has the power to revoke it in accordance with the provisions of the Corporations Act, which provides that every proxy may be revoked by an instrument in writing executed by the

Shareholder or by his or her attorney authorised in writing and delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

### **VOTING OF PROXIES**

The Proxy Form accompanying this Explanatory Statement confers discretionary authority upon the proxy with respect to any amendments or variations to the matters identified in the Notice of Meeting and any other matters that may properly come before the Meeting.

Shareholders must mark the boxes directing its proxy how to vote. If no voting instructions are indicated on the appointment of proxy form, the proxy will be voted as recommended by management or as the proxyholder sees fit (in the latter case, if management is not appointed as proxy).

### **By Order of the Board of Directors**



Emma Walczak

Company Secretary

Date: 11 October 2013

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the Shareholders of A1 Consolidated Gold Limited (the **Company**) in connection with the business to be conducted at the Annual General Meeting of the Company to be held at The Terrace Lounge, 185 St Georges Terrace, Perth, Western Australia, on 19 November 2013 commencing at 11:00am WST and any adjournment thereof.

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

The purpose of the Explanatory Statement is to provide shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Statement.

At the AGM, Shareholders will be asked to consider the following Resolutions:

- adopting the Remuneration Report;
- re-electing Mr Ashok Parekh and Mr Morrie Goodz as Directors, who retire by rotation in accordance with the Constitution;
- re-electing Mr Peter Chen Hing Woon as a Director, who was appointed by the Directors and as a result retires in accordance with the Constitution;
- approving the 10% Placement Facility;
- Ratification of Issue of Shares to LionGold Corp Ltd;
- Approval of the Issue of Shares to LionGold Corp Ltd; and
- Approval of the Issue of Shares to Mr Dennis Clark, Mr Jeffrey Williams, Mr Morrie Goodz and Mr Ashok Parekh in lieu of Directors' fees and payments outstanding.

### 2013 Financial Statements

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2013.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered a reasonable opportunity to:

- (a) discuss the Annual Report which is available online from the Company's website [www.a1consolidated.com.au](http://www.a1consolidated.com.au);
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

## RESOLUTION 1 – REMUNERATION REPORT

### 1.1 General

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* which came into effect on 1 July 2011, amended the Corporations Act to provide that Shareholders will have the opportunity to remove the whole Board except the managing director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution (**Spill Resolution**) on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2012 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2014 annual general meeting, this may result in the re-election of the Board.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

### 1.2 Voting on the Remuneration Report

In accordance with the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either the following persons:

- (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 (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies how the proxy is to vote on this Resolution; or
- (b) the voter is the Chairman and the appointment of the Chairman as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

## RESOLUTION 2 – RE-ELECTION OF MR ASHOK PAREKH AS A DIRECTOR

### 2.1 General

Mr Ashok Parekh was appointed as a Non-Executive Director on 14 February 2011.

In accordance with ASX Listing Rule 14.4, no director of the Company (except a managing director) may hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever period is longer. Article 6.3 of the Constitution also requires that one third of the Directors (other than the managing director) retire from office at each AGM. The Constitution provides that a Director who retires under article 6.3 of the Constitution is eligible for re-election. Accordingly, Mr Ashok Parekh retires by rotation and, being eligible, offers himself for re-election.



Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

## **2.2 Director's Biography**

Mr Ashok Parekh is a chartered accountant who owns a large Accounting Practice in Kalgoorlie, which he has operated for 26 years. He was awarded the Centenary Medal in 2003 by the Governor General of Australia, and was recently awarded the Meritorious Service Award by the Institute of Chartered Accountants, the highest award granted by the Institute in Australia.

Mr Parekh has over 26 years' experience in providing advice to mining companies and service providers to the mining industry. He has spent many years negotiating with public listed companies and prospectors on mining deals which have resulted in new IPO's and the commencement of new gold mining operations. He has also been involved in the management of gold mining and milling companies in the Kalgoorlie region, and has been the Managing Director of some of these companies. Mr Parekh is the Executive Chairman for West Australian-based listed Company, MacPhersons Resources Ltd (ASX: MRP). He is well known in the West Australian mining industry and has a very successful background in the ownership of numerous businesses in the Goldfields.

## **2.3 Directors' Recommendation**

All the Directors except Mr Ashok Parekh who has an interest in this Resolution recommend that Shareholders vote in favour of Resolution 2.

## **RESOLUTION 3 – RE-ELECTION OF MR MORRIE GOODZ AS A DIRECTOR**

### **3.1 General**

Mr Morrie Goodz was appointed as a Non-Executive Director on 18 March 2011.

In accordance with ASX Listing Rule 14.4, no director of the Company (except a managing director) may hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever period is longer. Article 6.3 of the Constitution also requires that one third of the Directors (other than the managing director) retire from office at each AGM. The Constitution provides that a Director who retires under article 6.3 of the Constitution is eligible for re-election. Accordingly, Mr Morrie Goodz retires by rotation and, being eligible, offers himself for re-election.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

### **3.2 Director's Biography**

Mr Morrie Goodz is a mining geologist and a Fellow of the Australasian Institute of Mining and Metallurgy. He has 33 years industry experience including nine years' experience in international mineral exploration in North America and Africa. Since 1985, he has been based in Australia with operational and strategic management roles at the A1, Morning Star, Daisy Milano and Kalgoorlie Consolidated Gold Mines. Since 1987, Mr Goodz has been the Principal Consultant of Goodz GMC, providing geological and mine planning services.

Mr Goodz was responsible for the project conception and discovery of the Daisy Milano shear zone extension where, amongst other operations, he designed and constructed the current decline and underground operations to the number 12 Level at the Daisy Milano gold mine. Since 2009, Mr Goodz has been the Managing Director for Western Australian-based ASX-listed Company, MacPhersons Resources Ltd (ASX: MRP).

Mr Goodz is actively involved in promoting mining education with various professional bodies and the WA School of Mines. Mr Goodz is an active public speaker at conferences and workshops on mine design, business improvement and strategic planning.

### **3.3 Directors' Recommendation**

All the Directors except Mr Morrie Goodz who has an interest in this Resolution recommend that Shareholders vote in favour of Resolution 3.

## RESOLUTION 4 – RE-ELECTION OF MR PETER CHEN WING HOON AS A DIRECTOR

### 4.1 General

Mr Peter Chen Wing Hoon was appointed as a Non-Executive Director on 30 September 2013.

In accordance with ASX Listing Rule 14.4, a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the Company. The Company's Constitution also requires that any director appointed during the year to fill a casual vacancy automatically retires at the next AGM, but is eligible for re-election at that meeting.

Accordingly, Mr Peter Chen Wing Hoon who was appointed by the Directors now retires, and, being eligible, offers himself for election as a director.

Resolution 4 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

### 4.2 Director's Biography

Mr Peter Chen Wing Hoon was a corporate lawyer with over 16 years of experience in private legal practice before joining LionGold Corp Ltd in 2012. He had previously served as Independent Non-Executive Director and General Legal Counsel for publicly-listed companies in Malaysia. Since 2007, he has been actively involved in the setting-up of several iron ore and gold mining operations around the world from Mali to Mongolia.

Mr Peter Chen Wing Hoon developed an extensive network of geologists, mine engineers and mining consultants specialised in gold geology and extraction with access to the latest development and production technologies. He graduated with a Bachelor of Commerce and a Bachelor of Laws conferred from the Australian National University. He is also an Executive Director for Signature Metals Ltd and the Chairman of Owere Mines Limited.

### 4.3 Directors' Recommendation

All the Directors except Mr Peter Chen Wing Hoon recommend that Shareholders vote in favour of Resolution 4.

## RESOLUTION 5 – APPROVAL OF 10% PLACEMENT FACILITY

### 5.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the AGM (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 5.2(c) below).

The Directors believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

### 5.2 Description of Listing Rule 7.1A

#### (a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an AGM.

#### (b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue three classes of Equity Securities, being listed Shares and two classes of unlisted Options.

(c) *Formula for calculating 10% Placement Facility*

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may issue or agree to issue, during the 12 month period after the date of the AGM, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is the number of shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;
- (iv) less the number of fully paid shares cancelled in the 12 months.

**D** is 10%;

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) *Listing Rule 7.1 and Listing Rule 7.1A*

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 162,346,852 Shares and has a capacity to issue:

- (i) Nil Equity Securities under Listing Rule 7.1; and
- (ii) 10,414,299 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 5.2(c) above).

(e) *Minimum Issue Price*

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days (on which trades in that class were recorded) immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) *10% Placement Period*

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

### 5.3 Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

#### 5.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days (on which trades in that class were recorded) immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Convertible Securities, only if the Convertible Securities are converted into Shares). There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer), or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

| Variable "A" in Listing Rule 7.1A.2                              |                            | Dilution                               |                       |  |
|--|----------------------------|--|-----------------------|--|
|  |                            | \$0.095<br>50% decrease in Issue Price | \$0.19<br>Issue Price | \$0.38<br>100% increase in Issue Price |
| <b>Current Variable A</b><br>162,346,852 Shares                  | <b>10% voting dilution</b> | 16,234,685 Shares                      |                       |  |
|  | <b>Funds raised</b>        | \$1,542,295                            | \$3,084,590           | \$6,169,180                            |
| <b>50% increase in current Variable A</b><br>243,520,278 Shares  | <b>10% voting dilution</b> | 24,352,027 Shares                      |                       |  |
|  | <b>Funds raised</b>        | \$2,313,443                            | \$4,626,885           | \$9,253,770                            |
| <b>100% increase in current Variable A</b><br>324,693,704 Shares | <b>10% voting dilution</b> | 32,469,370 Shares                      |                       |  |
|  | <b>Funds raised</b>        | \$3,084,590                            | \$6,169,180           | \$12,338,361                           |

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Convertible Securities (including any Convertible Securities issued under the 10% Placement Facility) are converted into Shares before the date of the issue of the Equity Securities.

- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of this Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Convertible Securities, it is assumed that those Convertible Securities are converted into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The issue price is \$0.19, being the closing price of Shares on the ASX on 4 October 2013.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) cash consideration. In which case the Company may use the funds raised towards furthering its existing A1 Gold Project and towards its working capital requirements; or
  - (ii) non-cash consideration for the acquisition of (or securing the right to make acquisitions of) new projects and investment or to further its existing projects. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A3.
- (e) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
  - (ii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from corporate, financial and broking advisers (if applicable).
- (g) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an Associate of a related party of the Company.
- Further, if the Company is successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.
- (h) The Company has previously obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 12 November 2012.

In accordance with Listing Rule 7.3A.6 the total number of Equity Securities issued in the 12 months preceding the date of this Notice of Meeting is 26,137,931 representing 15.85% of the Equity Securities on issue at the commencement of the 12 month period. The Company has issued the following equity securities in the 12 months preceding the date of this Notice of Meeting:

| Date of Issue | Number of Securities | Class   | Issue Price  | Discount to Market price (\$0.19) | Total Consideration | Black & Scholes Valuation | Basis of allotment   |
|---------------|----------------------|---|--|-----------------------------------|---------------------|---------------------------|--|
| 15/11/2012    | 2,000,000            | Unlisted Options<br>Exercise Price \$0.42<br>Expiry Date 31/12/2014 | Nil  | N/A                               | Nil                 | \$0.11                    | Issue of Options to Mr Glenn Wardle as approved by shareholders on 12 November 2012          |
| 27/09/2013    | 24,137,931           | Fully Paid Ordinary Shares  | (1) 20,731,338 at 11.58 cents each; and<br>(2) 3,406,593 at 11.72 cents each | (1) 39.0%; and<br>(2) 39.1%.      | \$2.8 million       | N/A                       | Pursuant to a Placement Agreement entered into by the Company and LionGold Australia Pty Ltd |

- (i) In the 12 months preceding the date of this Notice of Meeting, the Company has spent \$500,000 of the funds it has raised on advancing the decline to the 1400 Stockwork ore zone, conducting in-fill and resource definition and delineation diamond drilling and accessing and producing a 5,000 tonne representative sample of Stockwork ore for trial through the Ballarat gold processing plant within the next 5 months (**A1 Development Plan**) and the remaining \$2.3 million has been added to working capital and furthering the A1 Development Plan.
- (j) A voting exclusion statement is included in the Notice.
- (k) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

## 5.5 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

## RESOLUTION 6 – RATIFICATION OF ISSUE OF SHARES

### 6.1 General

As announced by the Company on 24 September 2013, the Company entered into a placement agreement with LionGold Australia Pty Ltd (a wholly owned subsidiary of LionGold Corp Ltd (SGX Code: A78) (**LionGold**) for an investment of \$4 million to fund the A1 Gold Mine through to production (**Placement Agreement**).

The placement to LionGold will be undertaken in two tranches. The first tranche of 24,137,931 shares was issued on 27 September 2013 with 20,731,338 of the first tranche shares being issued under Listing Rule 7.1 at \$0.1158 each and the remaining 3,406,593 first tranche shares issued under Listing Rule 7.1A at \$0.1172 each.

The Company now seeks, pursuant to Resolution 6 of the Notice, to ratify the allotment and issue of the 24,137,931 Shares issued under the Company's 15% placement capacity under Listing Rule 7.1 and the Company's further 10% placement capacity under Listing Rule 7.1A.

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the respective thresholds set by Listing Rule 7.1. The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further shares under its 15% capacity under Listing Rule 7.1 and further 10% capacity under Listing Rule 7.1A without requiring shareholder approval.

The Company proposes Resolution 6 to ratify a previous issue of Shares in accordance with ASX Listing Rule 7.4. The Company confirms that the issue and allotment of the Shares the subject of Resolution 5 did not breach ASX Listing Rule 7.1.

## 6.2 Information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 24,137,931 Shares were allotted and issued by the Company;
- (b) 20,731,338 shares issued under the Company's Listing Rule 7.1 placement capacity were issued at \$0.1158 each and the remaining 3,406,593 shares issued under the Company's Listing Rule 7.1A placement capacity were issued at \$0.1172 each;
- (c) the Shares allotted were fully paid ordinary shares which rank equally with all other fully paid ordinary shares on issue;
- (d) the Shares were allotted pursuant to the Placement Agreement (further details are provided in Section 6.1 above) as a private placement to LionGold Australia Pty Ltd, a professional investor under Section 708(11) of the Corporations Act who is not a related party of the Company;
- (e) the funds raised have been (or are in the process of being) applied towards advancing the decline to the 1400 stockwork zone, conducting in-fill and resource definition and delineation diamond drilling and assessing and producing a 5,000 tonne representative sample of stockwork ore for trial through the Ballarat gold processing plant within the next 6 months; and
- (f) a voting exclusion statement is included in the Notice.

## 6.3 Directors' Recommendation

The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

## RESOLUTION 7 - APPROVAL FOR PLACEMENT OF SECOND TRANCHE SHARES TO LIONGOLD

### 7.1 General

Resolution 7 seeks the approval of Shareholders for the placement of 10,344,828 ordinary fully paid Shares at \$0.116 each to LionGold pursuant to the Placement Agreement (**Second Tranche Shares**).

ASX Listing Rule 7.1 prohibits a company from issuing shares representing more than 15% of its issued capital in any 12 month period, without the prior approval of its shareholders (subject to certain exceptions). Accordingly, Shareholder approval is being sought under Listing Rule 7.1 for the issue of the Second Tranche Shares.

### 7.2 Information required by Listing Rule 7.3

The following information is provided in accordance with Listing Rule 7.3:

- (a) the maximum number of securities that will be issued under the Second Tranche placement is 10,344,828 Shares;
- (b) any Shares issued in accordance with Resolution 7 will be issued and allotted within 3 months from the date of the AGM;
- (c) the Shares will be issued at \$0.116 each;
- (d) the Shares will be issued to LionGold, a professional investor under Section 708(11) of the Corporations Act who is not a related party of the Company;
- (e) the Shares will rank equally in all respects with the Company's existing Shares on issue;
- (f) funds raised by the issue of any Shares will be used towards advancing the decline to the 1400 stockwork zone, conducting in-fill and resource definition and delineation diamond drilling and assessing and producing a 5,000 tonne representative sample of stockwork ore for trial through the Ballarat gold processing plant within the next 6 months;
- (g) The issue of the Second Tranche Shares will occur as a single allotment; and
- (h) a voting exclusion statement is included in the Notice.

### 7.3 Directors' Recommendation

The Board believes that the proposed placement of the Second Tranche Shares is beneficial to the Company to provide the funds necessary to advance the Company towards production and recommends Shareholders vote in favour of Resolution 7. If Shareholders approve this Resolution, the Company will retain the flexibility to issue further securities representing up to 15% of the Company's Share capital during the next 12 months.

### RESOLUTIONS 8 TO 11 - APPROVAL OF ISSUE OF SHARES TO DIRECTORS

#### 8.1 General

Managing Director, Mr Dennis Clark, previous director Mr Jeffrey Williams and Non-Executive Directors Messrs Goodz and Parekh have elected to receive part of their outstanding directors' fees and payments in shares to conserve the cash position of the Company.

Under section 208 of the Corporations Act, for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company (such as a director of the company), the public company or entity must:

- obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act. Section 210 of the Corporations Act provides that shareholder approval for the purposes of section 208 of the Corporations Act is not needed to give a financial benefit on the terms that would be unreasonable in the circumstances if the public company and the related party were dealing at arms' length.

It is the view of the Directors that the issue of the Shares to Directors under Resolutions 8 to 11 falls under the arms' length exception in Section 210 of the Corporations Act as the issue of the shares in lieu of directors' fees was made at the same issue price as a recent placement to LionGold, an un-related investor and accordingly Shareholder approval is only being sought under Listing Rule 10.11.

#### 8.2 Listing Rule Notice Requirements

Listing Rule 10.13 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 10.11 and the following information is included in this Explanatory Statement for that purpose:

- the Shares will be issued to the following parties:

| Director            | Number of Shares to be issued under the Resolutions | Issue Price | Amount in directors' fees and other payments owing to Directors | Amount remaining in directors' fees and other payments owing to Director if Resolutions 8-11 are passed |
|---------------------|---|-------------|---|---|
| Mr Dennis Clark     | 4,864,003   | 11.6 cents  | \$1,053,109.32*   | \$540,847.98**  |
| Mr Jeffrey Williams | 293,777   | 11.6 cents  | \$74,971.88   | \$40,893.75   |
| Mr Morrie Goodz     | 151,895   | 11.6 cents  | \$38,763.53   | \$21,143.74   |
| Mr Ashok Parekh     | 881,331   | 11.6 cents  | \$224,915.63  | \$122,681.25  |

**Table 1: Issue of Shares to Directors**

\*\$286,470 of this amount is owed to Mr Dennis Clark in unpaid Directors fees for the previous 12 months. The remaining \$818,602.32 of the total outstanding amount is owed to A1 Consolidated Mining Pty Ltd (**A1 Mining**), an entity associated with Mr Dennis Clark for development work performed on the A1 Mine from June 2013 to July 2013 and the purchase of plant and equipment pursuant to the Plant and Equipment Sale Agreement, where the Company purchased plant and equipment from A1 Mining. The terms of the Plant and Equipment Agreement were summarised in the Company's IPO Prospectus dated 3 April 2012. Related party approval was not sought by the Company to enter into this agreement as the value of the Plant and Equipment was sold at the same price as a valuation undertaken by an independent party and therefore considered to be on arms' length terms.



**\*\*This amount is made up of outstanding Directors' fees and payments owed to A1 Mining (further details provided above).**

- (b) the maximum number of Shares to be issued pursuant to Resolutions 8 to 11 is described in Table 1 above;
- (c) the Shares will be allotted on a date which will be no later than 1 month after the date of the Annual General Meeting;
- (d) the issue price is \$0.116 per Share;
- (e) a voting exclusion statement is included in this Notice; and
- (f) no funds will be raised from the issue of Shares to Directors pursuant to Resolutions 8 to 11.

#### **OTHER BUSINESS**

Management is not aware of any other business to come before the Meeting other than as set forth in the accompanying Notice. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Shares represented thereby in accordance with their best judgement on such matter.

## GLOSSARY

In this Explanatory Statement and the Notice, the following terms have the following meanings unless the context otherwise requires:

"**10% Placement Facility**" has the meaning given in Section 5.1;

"**10% Placement Period**" has the meaning given in Section 5.2(f);

"**AGM**" means an annual general meeting;

"**Annual Report**" means the Directors' Report, the Financial Report and Auditor's Report, in respect of the financial year ended 30 June 2013;

"**Associate**" has the same meaning as defined in section 11 and sections 13 to 17 of the Corporations Act;

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**Auditor's Report**" means the auditor's report on the Financial Report;

"**Board**" means the board of Directors;

"**Closely Related Party**" of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Cth);

"**Company**" means A1 Consolidated Gold Limited (ACN 149 308 921);

"**Convertible Security**" means a security of the Company which is convertible into Shares;

"**Constitution**" means the Company's constitution, as amended from time to time;

"**Corporations Act**" means Corporations Act 2001 (Cth);

"**Director**" means a director of the Company;

"**Directors' Report**" means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company;

"**Equity Securities**" has the same meaning as in the Listing Rules;

"**Explanatory Statement**" means the explanatory statement accompanying this Notice;

"**Financial Report**" means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company;

"**Key Management Personnel**" has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company;

"**Listing Rules**" means the Listing Rules of the ASX;

"**Meeting**" has the meaning in the introductory paragraph of the Notice;

"**Notice**" means this Notice of annual general meeting;

"**Proxy Form**" means the proxy form attached to this Notice;

"**Remuneration Report**" means the remuneration report of the Company contained in the Directors' Report;

"**Resolution**" means a resolution contained in this Notice;

"**Share**" means a fully paid ordinary share in the capital of the Company;

**"Shareholder"** means the holder of a Share;

**"Trading Day"** means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

**"WST"** means Australian Western Standard Time.

Capitalised terms referred to in this Notice are defined in the Explanatory Statement.

Shareholders are referred to the Explanatory Statement for more information with respect to these matters to be considered at the Meeting.

For personal use only

# PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

## A1 CONSOLIDATED GOLD LIMITED

ABN: 50 149 308 921

**REGISTERED OFFICE:**  
C/- HERRIES DAVIDSON & CO  
32 CLIFFORD STREET  
GOULBURN NSW 2580

**SHARE REGISTRY:**  
Security Transfer Registrars Pty Ltd  
**All Correspondence to:**  
PO BOX 535,  
APPLECROSS WA 6953 AUSTRALIA  
770 Canning Highway,  
APPLECROSS WA 6153 AUSTRALIA  
T: +61 8 9315 2333 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

Code:

Holder Number:

### SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐

OR

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|

The meeting Chairperson  
(mark with an "X")

The name of the person you are appointing  
(if this person is someone other than the Chairperson of the meeting).

or failing the person named, or if no person is named, the Chairperson 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 at 11.00am (WST) on Tuesday, 19 November 2013 at The Terrace Lounge, 185 St Georges Terrace, Perth, Western Australia and at any adjournment of that meeting.

### SECTION B: Voting Directions to your Proxy

Please mark "X" in the box to indicate your voting directions to your Proxy.

#### RESOLUTIONS

For Against Abstain\*

For Against Abstain\*

|   |                          |                          |                          |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| 1. ADOPTION OF REMUNERATION REPORT                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 7. APPROVAL FOR PLACEMENT OF SHARES   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. RE-ELECTION OF MR ASHOK PAREKH AS A DIRECTOR         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8. ISSUE OF SHARES TO A DIRECTOR IN LIEU OF DIRECTORS' FEES - MR DENNIS CLARK | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. RE-ELECTION OF MR MORRIE GOODZ AS A DIRECTOR         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9. ISSUE OF SHARES TO MR JEFFREY WILLIAMS IN LIEU OF DIRECTORS' FEES          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. RE-ELECTION OF MR PETER CHEN HING WOON AS A DIRECTOR | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10. ISSUE OF SHARES TO MR MORRIE GOODZ IN LIEU OF DIRECTORS' FEES             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. APPROVAL OF 10% PLACEMENT FACILITY                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11. ISSUE OF SHARES TO MR ASHOK PAREKH IN LIEU OF DIRECTORS' FEES             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. RATIFICATION OF ISSUE OF SHARES                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |   |                          |                          |                          |

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

\* If you mark the Abstain box for a particular item, you are directing your Proxy not 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.

Resolutions 1 and 8 - 11 are connected directly or indirectly with the remuneration of a member of key management personnel.

☐

If you wish to appoint the Chairperson as your proxy and you do not wish to direct the Chairperson how to vote, please mark "X" in the box.

By marking this box, you acknowledge that the Chairperson may exercise your proxy even if the Resolutions are connected directly or indirectly with the remuneration of a member of key management personnel and votes cast by him/her other than as a 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 Chair will not cast your votes on the resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolutions. The Chairperson of the Meeting intends to vote undirected proxies in favour of the resolutions.

### SECTION C: Please Sign Below

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

Individual or Security Holder

Security Holder 2

Security Holder 3




Sole Director and Sole Company Secretary

Director

Director / Company Secretary

5541258000

Reference Number:

1

AYC

1

NAME

[illegible]

(    )

### 1. Name and Address

## 2. Appointment of a Proxy

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of A1 CONSOLIDATED GOLD LIMITED.

### 3. Directing your Proxy how to vote

#### 4. Appointment of a Second Proxy

You are entitled to appoint up to two (2) persons as 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 +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the Proxy forms, 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 of your votes; and
- (b) Return both forms in the same envelope.

## 5. Signing Instructions

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

**Power of Attorney:** to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

## 6. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than 11.00am (WST) on Sunday, 17 November 2013, being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

**Security Transfer Registrars Pty Ltd**  
**PO BOX 535**  
**Applecross, Western Australia 6953**

**Street Address:**  
Alexandrea House, Suite 1  
770 Canning Highway  
Applecross, Western Australia 6153

**Telephone**      **+61 8 9315 2333**

**Facsimile** +61 8 9315 2233

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## PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

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