

7 June 2012

Market Announcements Platform  
Australian Securities Exchange

**General Meeting of Shareholders**

A General Meeting of the Company's shareholders will be held on Thursday, 5 July 2012. Please find attached the following documents which have been sent to the Company's shareholders:

1. Notice of General Meeting; and
2. Proxy Form.

Yours Faithfully  
**GOLD ANOMALY LIMITED**



John Lemon  
Company Secretary



**GOLD ANOMALY**

**Gold Anomaly Limited ABN 75 067 519 779**

Registered Office and Postal Address

Level 4, 15-17 Young St  
Sydney, NSW, 2000  
Australia  
Ph (02) 9241 4224  
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## **NOTICE OF GENERAL MEETING**

Date of Meeting: Thursday, 5 July 2012

Time of Meeting: 11.00am (New South Wales Time)

Place of Meeting: Boardroom  
Royal Automobile Club of Australia  
Level 5  
89 Macquarie Street  
Sydney, NSW  
Australia

This Notice of General Meeting should be read in its entirety. If you are in doubt as to how to vote at the meeting you should seek advice from your accountant, solicitor or other professional adviser before voting.

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**GOLD ANOMALY LIMITED**  
**ABN 75 067 519 779**

**NOTICE OF GENERAL MEETING**

A General Meeting of Shareholders of Gold Anomaly Limited ("the Company") will be held at the Boardroom, Royal Automobile Club of Australia, Level 5, 89 Macquarie Street, Sydney, New South Wales, Australia on Thursday, 5 July 2012 at 11.00 am (New South Wales time).

The accompanying Explanatory Memorandum provides additional information on the matters to be considered at the General Meeting, and forms part of this Notice of General Meeting.

Certain terms and abbreviations used in this Notice of General Meeting and the accompanying Explanatory Memorandum are defined in Section 10 of the Explanatory Memorandum.

**AGENDA**

**1. RESOLUTION 1 - RATIFICATION OF ISSUE OF SHARES TO NEW GUINEA GOLD CORPORATION**

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

*"That the issue of 31,250,000 fully paid ordinary shares in the capital of the Company to New Guinea Gold Corporation on 16 April 2012 is hereby ratified for the purposes of ASX Listing Rule 7.4 and for all other purposes."*

**2. RESOLUTION 2 - RATIFICATION OF ISSUE OF OPTIONS**

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

*"That the issue of a total of 1,000,000 options to subscribe for shares in the capital of the Company, exercisable at \$0.03 (3 cents) per option on or before 30 June 2012, to a total of 3 investors on 16 April 2012 is hereby ratified for the purposes of ASX Listing Rule 7.4 and for all other purposes."*

**3. RESOLUTION 3 - RATIFICATION OF ISSUE OF SHARES TO ALPHA SECURITIES PTY LTD**

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

*"That the issue of 2,188,329 fully paid ordinary shares in the capital of the Company to Alpha Securities Pty Ltd on 1 May 2012 is hereby ratified for the purposes of ASX Listing Rule 7.4 and for all other purposes."*

**4. RESOLUTION 4 - RATIFICATION OF ISSUE OF BERGEN SHARES, OPTIONS AND CONVERTIBLE SECURITY**

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

*"That the issue of:*

- (i) 25 million fully paid ordinary shares in the capital of the Company; and*
  - (ii) 13 million options to subscribe for shares in the capital of the Company, exercisable at \$0.0181 (1.81 cents) per option on or before 8 May 2015; and*
  - (iii) one convertible security,*
- to Bergen Global Opportunity Fund, LP on 9 May 2012 is hereby ratified for the purposes of ASX Listing Rule 7.4 and for all other purposes."*

**5. RESOLUTION 5 – APPROVAL OF FUTURE ISSUE OF BERGEN OPTIONS AND CONVERTIBLE SECURITY**

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

*“That in accordance with the provisions of ASX Listing Rule 7.1, and for all other purposes, the Company is authorised to issue to Bergen Global Opportunity Fund, LP or its nominee the number of options to subscribe for shares in the capital of the Company calculated in accordance with the formula in the Notice of Meeting and one convertible security on the terms and conditions contained in the Notice of Meeting.”*

**BY ORDER OF THE BOARD  
GOLD ANOMALY LIMITED**

A handwritten signature in black ink that reads "John Lemon". The signature is written in a cursive, flowing style.

John Lemon  
Company Secretary

6 June 2012

**GOLD ANOMALY LIMITED**  
**ABN 75 067 519 779**

**NOTICE OF GENERAL MEETING**

**EXPLANATORY MEMORANDUM**

**INTRODUCTION**

This Explanatory Memorandum is provided to shareholders of Gold Anomaly Limited ("the Company") to explain the background to and implications of the resolutions proposed to be passed at, and procedural matters concerning, the General Meeting of Shareholders of the Company to be held at 11.00 am on Thursday, 5 July 2012. Terms used in this Explanatory Memorandum are defined in Section 10.

**1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES TO NEW GUINEA GOLD CORPORATION**

1.1 Subject to a number of exceptions, ASX Listing Rule 7.1 provides that a company must not issue equity securities (shares, options, etc) without shareholder approval if the number of securities issued would, of itself or when added to the number of other equity securities issued by the company in the previous 12 months, exceed 15% of the number of ordinary shares of the company on issue at the commencement of the 12 month period. ASX Listing Rule 7.4.2 provides that shareholders may approve an issue of securities after the fact (provided the issue did not breach the 15% limit) so that the securities which were issued are regarded as having been issued with shareholder approval for the purpose of listing rule 7.1.

1.2 The Company issued 31,250,000 Shares to New Guinea Gold Corporation ("NGGC") on 16 April 2012. The issue of the shares was within the 15% limit permitted by ASX Listing Rule 7.1, nevertheless the Company is requesting that Shareholders ratify the issue of the shares for the purpose of ASX Listing Rule 7.4.2 so that the Company will have the flexibility to issue further securities under ASX Listing Rule 7.1 as the need or opportunity arises.

1.3 As required by ASX Listing Rule 7.5 the following information is provided:

- (i) 31,250,000 shares were issued.
- (ii) The shares were issued for nil cash consideration. The consideration for their issue was the transfer by NGGC's PNG subsidiary company New Guinea Gold Limited ("NGGL") of NGGL's 10% interest in the Crater Mountain Project in PNG to the Company's PNG subsidiary company, Anomaly Limited.
- (iii) The shares are fully paid ordinary shares and are subject to the same rights and obligations and rank equally with all other shares in the capital of the Company.
- (iv) The shares were issued to New Guinea Gold Corporation.
- (v) No funds were raised from the issue of the shares
- (vi) **Voting Exclusion Statement**

As required by the ASX Listing Rules, the Company will disregard any votes cast on this resolution by:

- New Guinea Gold Corporation; and
- an associate (as defined in the ASX Listing Rules) of New Guinea Gold Corporation.

However, 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 proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

1.4 The Company's directors recommend that Shareholders vote in favour of Resolution 1.

**2. RESOLUTION 2 – RATIFICATION OF ISSUE OF OPTIONS**

2.1 On 16 April 2012 the Company issued a total of 1,000,000 options to subscribe for shares in the Company to a total of three investors. The three investors had applied for shares under the Company's Share Purchase Plan offer dated 27 January 2012 but had failed to apply for the grant of options by the Company pursuant to the Company's prospectus dated 27 January 2012 which accompanied the Share Purchase Plan offer documentation. The three investors subsequently advised the Company that they had wished to apply for options pursuant to the Prospectus Offer

but had inadvertently failed to do so. The Company exercised its discretion to issue options to the three investors notwithstanding their failure to apply for options in accordance with the Prospectus. The Company issued to each of the three investors that number of options which the investor would have been entitled to had the investor applied in accordance with the Prospectus.

2.2 Please see Section 1.1 (above) for details of ASX Listing Rule 7.1. The issue of the 1,000,000 options was within the 15% limit permitted by the ASX Listing Rule 7.1, nevertheless the Company is requesting that Shareholders ratify the issue of the options for the purpose of ASX Listing Rule 7.4.2 so that the Company will have the flexibility to issue further securities under ASX Listing Rule 7.1 as the need or opportunity arises.

2.3 As required by ASX Listing Rule 7.5 the following information is provided:

- (i) 1,000,000 options were issued.
- (ii) The options were issued for nil cash or other consideration.
- (iii) The terms and conditions of the options (which are identical to the terms and conditions of the Company's options quoted on the Australian Securities Exchange under ASX code "GOAOA") are:
  - The options are options to subscribe for Shares and each option gives the option holder the right to subscribe for one Share.
  - The exercise price of the options is three cents (\$0.03) per option (**Exercise Price**).
  - Shares issued on exercise of the options will rank pari passu with all existing ordinary shares of the Company from the date of issue.
  - The options may be exercised wholly or in part by notice in writing to the Company received at any time on or before 5.00 pm (AEDST) on 30 June 2012 (**Expiry Date**) together with payment for the Exercise Price for the number of options being exercised and the options certificate (if any) for those options for cancellation by the Company. Any option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
  - The options held by each option holder may be exercised in whole or in part, and if exercised in part, multiples of 10,000 must be exercised on each occasion. In the event the option holder holds less than 10,000 options the options must be exercised in whole if exercised.
  - The Company will at its cost apply for quotation on ASX of the options.
  - The Company will allot the number of Shares the subject of any exercise notice and at its cost apply for quotation on ASX of the Shares so allotted.
  - The option holder will be permitted to participate in new issues of securities of the Company on the prior exercise of the options, in which case the option holder will be afforded the period of at least 6 business days' notice prior to and inclusive of the books record date (to determine entitlements to the issue) to exercise the options.
  - In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
    - the number of options, the exercise price of the options, or both will be reconstructed (as appropriate) in a manner consistent with the ASX Listing Rules, but with the intention that such reconstruction will not result in any benefits being conferred on the option holders which are not conferred on Shareholders; and
    - subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of Shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the options will remain unchanged.
  - In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the options, the exercise price of the options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
  - If there is a bonus issue to Shareholders, the number of Shares over which the option is exercisable may be increased by the number of Shares which the option holder would have received if the option had been exercised before the record date for the bonus issue.
  - The terms of the options shall only be changed if Shareholders (whose votes are not to be disregarded) approve of such a change. However, the terms of the options shall not be changed to reduce the exercise price, increase the number of options or change any period for exercise of the options.
- (iv) The options were issued to a total of 3 investors who had applied for shares under the Company's Share Purchase Plan offer dated 27 January 2012.

(v) No funds were raised from the issue of the option.

**(vi) Voting Exclusion Statement**

As required by the ASX Listing Rules, the Company will disregard any votes cast on this resolution by:

- any of the allottees of the options; and
- an associate (as defined in the ASX Listing Rules) of any of the allottees of the options.

However, 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 proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2.4 The Company's directors recommend that Shareholders vote in favour of Resolution 2.

### 3. RESOLUTION 3 - RATIFICATION OF ISSUE OF SHARES TO ALPHA SECURITIES PTY LTD

3.1 The Company issued 2,188,329 Shares to Alpha Securities Pty Ltd on 1 May 2012. Please see Section 1.1 (above) for details of ASX Listing Rule 7.1. The issue of the shares was within the 15% limit permitted by ASX Listing Rule 7.1, nevertheless the Company is requesting that Shareholders ratify the issue of the shares for the purpose of ASX Listing Rule 7.4.2 so that the Company will have the flexibility to issue further securities under ASX Listing Rule 7.1 as the need or opportunity arises.

3.2 As required by ASX Listing Rule 7.5 the following information is provided:

- (i) 2,188,329 shares were issued.
- (ii) The shares were issued for nil cash consideration. The consideration for their issue was the provision by Alpha Securities Pty Ltd of professional consulting services to the Company.
- (iii) The shares are fully paid ordinary shares and are subject to the same rights and obligations and rank equally with all other shares in the capital of the Company.
- (iv) The shares were issued to Alpha Securities Pty Ltd.
- (v) No funds were raised from the issue of the shares
- (vi) **Voting Exclusion Statement**

As required by the ASX Listing Rules, the Company will disregard any votes cast on this resolution by:

- Alpha Securities Pty Ltd; and
- an associate (as defined in the ASX Listing Rules) of Alpha Securities Pty Ltd.

However, 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 proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

3.3 The Company's directors recommend that Shareholders vote in favour of Resolution 3.

### 4. RESOLUTION 4 - RATIFICATION OF ISSUE OF BERGEN SHARES, OPTIONS and CONVERTIBLE SECURITY

4.1 As announced to ASX on 9 May 2012 the Company entered into a Convertible Security Agreement ("the Agreement") on that day with Bergen Global Opportunity Fund, LP ("Bergen"), a USA-based institutional investor. Under the Agreement Bergen will invest up to \$7.6 million in the Company with the funding to be used for progressing the Company's project exploration and for working capital generally.

4.2 The key terms of the Agreement are as follows:

- (i) Subject to the Company meeting certain conditions precedent Bergen will invest the funds under the Agreement in four lump sum payments as follows:
  - (1) the first secured Convertible Security with a face value of \$2,050,000 will be issued by the Company to Bergen in consideration of a payment of \$1,600,000 on execution of the Agreement. (The Company received \$1,600,000 from Bergen on 10 May 2012);
  - (2) the second secured Convertible Security with a face value equal to 122.5% of its purchase price will be issued by the Company to Bergen in consideration of a payment of

- \$1,500,000 to \$2,000,000 approximately 90 days after the date of investment of the first tranche;
- (3) the third secured Convertible Security with a face value equal to 122.5% of its purchase price will be issued by the Company to Bergen in consideration of a payment of \$1,000,000 to \$2,000,000 approximately 90 days after the date of investment of the second tranche; and
- (4) the fourth secured Convertible Security with a face value equal to 122.5% of its purchase price will be issued by the Company to Bergen in consideration of a payment of \$1,000,000 to \$2,000,000 approximately 90 days after the date of investment of the third tranche.
- (ii) Subject to ASX Listing Rule 7.1 (see further below) Bergen may convert some or all of each of the Convertible Securities into ordinary shares in the Company in full or in part at any time prior to the date that is 12 months from the date of issuance of the Convertible Security. To the extent to which the Convertible Securities have not been converted, the face value of the Convertible Securities outstanding as of the date that is fifteen months after the date of execution of the Agreement will be repayable by the Company in cash. Bergen will not convert an amount that is less than \$300,000 at any time (except where the balance of a Convertible Security outstanding is less than \$300,000). The Convertible Securities are interest-free (unless an event of default occurs) and secured, among other things, against 25,000,000 shares of the Company. The conversion price will be determined by dividing the relevant amount to be converted by 90% of the average of three daily volume weighted average prices ("VWAPs") during a specified period prior to the conversion notice date of the Convertible Security. Alternatively, the conversion price in respect of no more than \$2,500,000 of the Convertible Securities may be equal to 130% of the average of the VWAPs during the 20 trading days prior to the date of execution of the Agreement.
- (iii) The Company has retained the right to redeem for cash up to 100% of a Convertible Security that is outstanding and has not been converted, at any time prior to the date 120 days after the date of execution of the Agreement, at its face value (subject to Bergen's right to exclude up to 30% of the Convertible Security's amount from the redemption).
- (iv) At the time of issuance of each Convertible Security the Company will grant Bergen 13,000,000 three-year options exercisable at a price equal to 120% of the average of the VWAPs per Company's share for the 20 trading days prior to the date of the issuance of the Convertible Security. This maximises Bergen's interests in the Company's share price appreciation.
- (v) The Company has additional safeguards against dilution in that it can opt not to issue convertible securities to Bergen and to terminate the Agreement at no cost if the price of its shares is lower than the specified floor price of 1.2 cents. The Company has the right to terminate the agreement on payment of a fee of \$120,000 in all other circumstances. Further, Bergen has agreed to certain limitations on its ability to sell shares on the ASX on conversion of the Convertible Securities.
- (vi) Bergen's obligation to purchase the Convertible Securities is subject to certain conditions precedent, including obtaining shareholder approval where required under the ASX Listing Rules and there not having occurred an event of default under the Agreement. The terms of the Agreement do not permit shares to be issued, and there is no agreement to issue shares under the Agreement, if shareholder approval is first required under the ASX Listing Rules.

4.3 The Company issued the following securities to Bergen on 9 May 2012:

- (i) 25 million Shares;
- (ii) 13 million options; and
- (iii) one convertible security.

Please see Section 1.1 (above) for details of ASX Listing Rule 7.1. The issue of the securities was within the 15% limit permitted by ASX Listing Rule 7.1, nevertheless the Company is requesting that Shareholders ratify the issue of the shares for the purpose of ASX Listing Rule 7.4.2 so that the Company will have the flexibility to issue further securities under ASX Listing Rule 7.1 as the need or opportunity arises.

4.4 As required by ASX Listing Rule 7.5 the following information is provided:

- (i) The following securities were issued:
1. 25 million Shares;
  2. 13 million options; and
  3. one convertible security.

- (ii) The shares were issued for nil cash consideration. They were issued as security for the performance by the Company of its obligations under the Agreement. Assuming the Company is not in default under the Agreement the shares will be offset against the Company's liability to issue shares to Bergen upon conversion by Bergen of a convertible security at a future date. The options and convertible security were issued in consideration of the first tranche payment of \$1,600,000 by Bergen to the Company.
- (iii) The shares are fully paid ordinary shares and are subject to the same rights and obligations and rank equally with all other shares in the capital of the Company. The options are exercisable at \$0.0181 (1.81 cents) per option on or before 8 May 2015. The balance of the option terms are set out in annexure A. The convertible security has a face value of \$2,050,000. The terms of the convertible security are more particularly set out in section 4.2(ii) above.
- (iv) The securities were issued to Bergen Global Opportunity Fund, LP.
- (v) No funds were raised from the issue of the shares. The sum of \$1,600,000 was raised from the issue of the options and convertible security.
- (vi) **Voting Exclusion Statement**

As required by the ASX Listing Rules, the Company will disregard any votes cast on this resolution by:

- Bergen Global Opportunity Fund, LP; and
- an associate (as defined in the ASX Listing Rules) of Bergen Global Opportunity Fund, LP.

However, 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 proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

4.5 The Company's directors recommend that Shareholders vote in favour of Resolution 4.

## 5. RESOLUTION 5 – APPROVAL OF FUTURE ISSUE OF BERGEN OPTIONS AND CONVERTIBLE SECURITY

5.1 As referred to in Sections 4.2(i)(2) and 4.2(iv) (above) the Company is due to issue to Bergen a convertible security and 13 million options approximately 90 days after investment of the first tranche of \$1,600,000 by Bergen (which occurred on 10 May 2012), i.e. on or about 8 August 2012.

5.2 The convertible security will have a face value equal to 122.5% of its purchase price. The purchase price will be in the range \$1,500,000 to \$2,000,000 as determined by Bergen. If Bergen converts the full amount of the convertible security to shares then the number of shares to be issued to Bergen upon conversion of the convertible security will be determined by using one of the two formulae referred to in Section 4.2(ii) (above). Assuming that the maximum purchase price (\$2,000,000) applies then the convertible security's face value will be \$2,450,000. The number of shares to be issued to Bergen if it converted the full amount of the convertible security would be as follows:

(i) **Formula 1** (assuming the average of three daily volume weighted average prices ("VWAPs") during a specified period prior to the conversion notice date of the Convertible Security is \$0.01 (1 cent) (the trading price of the Company's shares on ASX as at the date of this Notice)) – 272,222,223 shares.

(ii) **Formula 2** (the average of the VWAPs during the 20 trading days prior to the date of execution of the Convertible Security Agreement between the Company and Bergen was 1.51261. 130% of that figure is 1.9663) – 1,245,995 shares.

5.3 Please see Section 1.1 (above) for details of ASX Listing Rule 7.1. For the purposes of Listing Rule 7.1 the Company seeks Shareholder approval for the issue of the options and the convertible security on the terms described in this Notice of Meeting so that the issue of the options and convertible security will not count towards the 15% issue limit. This will ensure that the Company will have greater flexibility to issue further securities under ASX Listing Rule 7.1 as the need or opportunity arises.

- 5.4 As required by ASX Listing Rule 7.3 the following information is provided:
- (i) The maximum number of options to be issued by the Company is 13,000,000. The maximum number of convertible securities to be issued by the Company is one.
  - (ii) It is the Company's intention to issue the options and convertible security on or about 8 August 2012. In any event the options and convertible security will be issued not later than 3 months after the date of the Meeting which is the time limit prescribed by the ASX Listing Rules.
  - (iii) There is no issue price for the options or convertible security. The consideration payable by Bergen for their issue will be from \$1,500,000 to \$2,000,000 in Bergen's discretion .
  - (iv) The allottee of the options and convertible note will be Bergen Global Opportunity Fund, LP or its nominee
  - (v) The options will be exercisable at the price calculated in accordance with the formula set out in Section 4.2(iv) (above) on or before the date which is three years after the date of issue of the allotments, i.e. on or before about 7 August 2015. The balance of the option terms will be as set out in annexure A. The convertible security will have a face value equal to 122.5% of its purchase price which will be from \$1,500,000 to \$2,000,000 in Bergen's discretion. The terms of the convertible security will be as more particularly set out in section 4.2(ii) above.
  - (vi) The maximum funds that will be raised from the issue of the options and convertible security will be \$2,000,000.
  - (vii) The date of allotment of the shares and options is proposed to be about 8 August 2012.
  - (viii) **Voting Exclusion Statement**  
As required by the ASX Listing Rules, the Company will disregard any votes cast on this resolution by:
    - Bergen Global Opportunity Fund, LP; and
    - an associate (as defined in the ASX Listing Rules) of Bergen Global Opportunity Fund, LP.
- However, 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 proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
- 5.4 The Company's directors recommend that shareholders vote in favour of Resolution 5.

## 6. VOTING RIGHTS

The Board has determined that all of the shares of the Company will be taken, for the purposes of determining the right of shareholders to attend and vote at the Meeting, to be held by the persons who are registered in the Company's register of shareholders at 7.00pm (AEST) on Tuesday, 3 July 2012 as the owners of those shares. Therefore transfers registered after that time will be disregarded in determining shareholders entitled to attend and vote at the Meeting.

## 7. PROXIES

- 7.1 A Shareholder entitled to attend and vote at the Meeting may appoint:
- (i) one proxy if the Shareholder is only entitled to one vote at the meeting; or
  - (ii) one or two proxies if the Shareholder is entitled to more than one vote at the meeting, to attend and vote at the meeting for the Shareholder.
- 7.2 A Shareholder may appoint an individual person or a body corporate as the Shareholder's proxy.
- 7.3 A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body corporate may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been provided to the Company.
- 7.4 If a Shareholder appoints two proxies and does not specify the number or proportion of votes each proxy may exercise, each proxy may exercise half the votes.
- 7.5 A proxy need not be a shareholder of the Company.

- 7.6 A Proxy Form is enclosed. If you wish to appoint a proxy or proxies you must complete the Proxy Form and deliver it to the Company, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy), by no later than 11.00 am (NSW time) on 3 July 2012:
- (i) **by post:**  
Gold Anomaly Limited  
Level 4, 15-17 Young St,  
Sydney, NSW 2000; or
  - (ii) **by delivery:**  
Gold Anomaly Limited  
Level 4, 15-17 Young St,  
Sydney, NSW 2000; or
  - (iii) **by facsimile:**  
(02) 9252 2335 (from within Australia)  
(+612) 9252 2335 (from outside Australia)

## 8. CORPORATE REPRESENTATIVE

A Shareholder which is a body corporate may appoint an individual as the Shareholder's representative to attend and vote at the Meeting. The representative must bring the formal notice of appointment to the meeting, unless it has previously been provided to the Company.

## 9. OTHER INFORMATION

Queries in relation to the lodgement of proxies or other matters concerning the Meeting may be directed to the Company Secretary (Telephone: (07) 3832 1329).

## 10. INTERPRETATION

In this notice of meeting the following expressions have the following meanings:

"ASX" means ASX Limited ABN 98 008 624 691.

"ASX Listing Rules" means the Official Listing Rules of ASX.

"Company" means Gold Anomaly Limited ABN 75 067 519 779.

"Corporations Act" means *Corporations Act 2001* (Cwth).

"Directors" means the Directors of the Company.

"Explanatory Memorandum" means the explanatory memorandum contained in this Notice of Meeting.

"Meeting" means the General Meeting of Shareholders convened for 5 July 2012 and any adjournment of that meeting.

"Section" means a section of this Explanatory Memorandum.

"Share" means a fully paid ordinary share in the capital of the Company and "Shares" has a corresponding meaning.

"Shareholder" means a shareholder of the Company.

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**GOLD ANOMALY LIMITED**  
**ABN 75 067 519 779**

**NOTICE OF GENERAL MEETING**  
**(Date of Meeting: 5 July 2012)**

**ANNEXURE A**

**1. Terms of the Options**

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**1.1 Nature of Options**

- (a) Each Option shall grant the holder of that Option the right but not the obligation to be issued by the Company one Share at the Option Exercise Price.
- (b) Each Option shall be exercisable, by the Option holder complying with its obligations under this clause 10, at any time after the time of its grant and prior to the date that is thirty-six (36) months after the date of its grant (the *Option Expiration Date*), after which time it will lapse.

**1.2 Exercise of Options**

- (a) Without limiting the generality of, and subject to, the other provisions of the Agreement, an Option holder may exercise any of its Options in minimum parcels of 20,000 or a lesser number if the Option holder has less than 20,000 Options at any time prior to their expiration, by delivery of:
  - (i) a copy, whether facsimile or otherwise, of a duly executed Option exercise form substantially in the form attached to this Agreement as Annexure A (the *Exercise Form*), to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder); and
  - (ii) payment of an amount equal to the Option Exercise Price multiplied by the number of Shares in respect of which the Options are being exercised at the time (the *Exercise Price*), by wire transfer to the account specified by the Company from time to time or by bank draft delivered to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder).
- (b) As soon as reasonably practicable, but in any event no later than one (1) Business Day after receipt of a duly completed Exercise Form and the payment referred to in clause 1.2(a)(ii), the Company shall cause its securities registrar to:
  - (i) issue and Electronically Deliver the Shares in respect of which the Options are so exercised by the Option holder; and
  - (ii) provide to the Option holder holding statements evidencing that such Shares have been recorded on the Share register.

### **1.3 Bonus Issues**

If prior to an exercise of an Option, the Company makes an issue of Shares by way of capitalisation of profits or out of its reserves (other than pursuant to a dividend reinvestment plan), pursuant to an offer of such Shares to at least all the holders of Shares resident in Australia, then on exercise of the Option, the number of Shares over which an Option is exercisable shall be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the date on which entitlements to the issue were calculated.

### **1.4 Reconstruction of Capital**

In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, and subject to such changes as are necessary to comply with the Listing Rules applying to a reconstruction of capital at the time of the reconstruction:

- (a) the number of the Shares to which each Option holder is entitled on exercise of the outstanding Options shall be reduced or increased in the same proportion as, and the nature of the Shares shall be modified to the same extent that, the issued capital of the Company is consolidated, subdivided or reconstructed (subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the consolidation, subdivision or reconstruction); and
- (b) an appropriate adjustment shall be made to the Option Exercise Price of the outstanding Options, with the intent that the total amount payable on exercise of the Options shall not alter.

### **1.5 Cumulative Adjustments**

Full effect shall be given to the provisions of clauses 1.3 to 1.4, as and when occasions of their application arise and in such manner that the effects of the successive applications of them are cumulative, the intention being that the adjustments they progressively effect will be such as to reflect, in relation to the Shares issuable on exercise of the Options outstanding, the adjustments which on the occasions in question are progressively effected in relation to Shares already on issue.

### **1.6 Notice of Adjustments**

Whenever the number of Shares over which an Option is exercisable, or the Option Exercise Price, is adjusted pursuant to this Agreement, the Company shall give notice of the adjustment to all the Option holders, within one (1) Business Day.

### **1.7 Rights Prior to Exercise**

Prior to its exercise, an Option does not confer a right on the Option holder to participate in a new issue of securities by the Company.

### **1.8 Redemption**

The Options shall not be redeemable by the Company.

### **1.9 Assignability and Transferability**

The Options shall be freely assignable and transferable, subject to the provisions of Chapter 6D of the Corporations Act and the applicable Law. For the avoidance of doubt however both

- (a) the Company represents and warrants to the Investor that the Options are not issued;  
and
- (b) the Investor represents and warrants to the Company that the Options are not  
acquired,

with the purpose of the Investor, within 12 months after issue of the Options, selling or transferring the Options, or granting, issuing or transferring interests in, or option over, them.

**1.10 Applicable Provisions of the Agreement Incorporated in Terms of Options**

Without limiting the generality or the applicability of any of the terms of this Agreement to the Options and all Shares issued or issuable on their exercise, the Parties acknowledge that, for clarity, provisions of clauses **Error! Reference source not found.** and **Error! Reference source not found.** constitute part of the terms of the Options.

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**GOLD ANOMALY LIMITED  
ABN 75 067 519 779**

Level 4, 15-17 Young Street  
Sydney, NSW, 2000  
Australia

Telephone: (02) 9241 4224  
Fax: (02) 9252 2335

**PROXY FORM**

I/We \_\_\_\_\_

\_\_\_\_\_

of \_\_\_\_\_

\_\_\_\_\_

being a shareholder(s) of Gold Anomaly Limited ("the Company") and entitled to

\_\_\_\_\_ shares in the Company hereby appoint \_\_\_\_\_

of \_\_\_\_\_

or failing him/her \_\_\_\_\_

of \_\_\_\_\_

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the general meeting of the Company to be held at the Boardroom, Royal Automobile Club of Australia, level 5, 89 Macquarie Street, Sydney, New South Wales on Thursday, 5 July 2012 at 11.00 am (New South Wales time) and at any adjournment thereof in respect of \_\_\_\_\_ of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is [     ] %.  
(The Company on request will supply an additional proxy form.)

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

If no directions are given, the Proxy may vote as the Proxy thinks fit or may abstain. By signing this appointment you acknowledge that the Proxy (whether voting in accordance with your directions or voting in their discretion under an undirected Proxy) may exercise your proxy even if he/she has an interest in the outcome of the resolution and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest. However, if the Proxy you appoint is excluded from voting on a resolution and you do not direct the Proxy how to vote on that resolution, your vote will also be excluded.

The chairman of the meeting intends to vote undirected proxies in favour of all proposed resolutions.

**[Continued on reverse side]**

I/we direct my/our proxy to vote as indicated below:

RESOLUTION	FOR	AGAINST	ABSTAIN
1. Ratification of issue of shares to New Guinea Gold Corporation (Agenda item 1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of issue of 1,000,000 options (Agenda item 2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of issue of shares to Alpha Securities Pty Ltd (Agenda item 3)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of issue of securities to Bergen Global Opportunity Fund, LP (Agenda item 4)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of issue of securities to Bergen Global Opportunity Fund, LP (Agenda item 5)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As witness my/our hand/s this \_\_\_\_\_ day of \_\_\_\_\_ 2012

If a **natural person**:

SIGNED by \_\_\_\_\_ )  
\_\_\_\_\_ )

\_\_\_\_\_  
in the presence of:

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Name (Printed)

If a **company**:

EXECUTED by \_\_\_\_\_ )  
\_\_\_\_\_ )  
in accordance with its \_\_\_\_\_ )  
Constitution \_\_\_\_\_ )

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director/Secretary

\_\_\_\_\_  
Name (Printed)

\_\_\_\_\_  
Name (Printed)

If by **power of attorney**:

SIGNED for and on behalf of \_\_\_\_\_ )  
\_\_\_\_\_ by \_\_\_\_\_ )  
\_\_\_\_\_ under a Power of Attorney \_\_\_\_\_ )  
dated \_\_\_\_\_ and who declares that he/she has \_\_\_\_\_ )  
not received any revocation of such Power of \_\_\_\_\_ )  
Attorney in the presence of : \_\_\_\_\_ )

\_\_\_\_\_  
Signature of Attorney

\_\_\_\_\_  
Signature of Witness

**[N.B. After completing this proxy form please deliver it to the Company's office in accordance with Section 7.6 of the Explanatory Memorandum in the accompanying Notice of General Meeting]**