



Gold Anomaly Limited ABN 75 067 519 779

Registered Office and Postal Address

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7 June 2013

Australian Securities Exchange

Shareholder Meeting

A meeting of the Company's shareholders will be held on 9 July 2013.

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

NOTICE OF GENERAL MEETING

Date of Meeting: Tuesday, 9 July 2013

Time of Meeting: 10.00am (New South Wales Time)

Place of Meeting: The Boardroom
Offices of Herbert Geer Lawyers
Level 12
77 King 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.

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, offices of Herbert Geer Lawyers, Level 12, 77 King Street, Sydney, New South Wales, Australia on Tuesday, 9 July 2013 at 10.00 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 9 of the Explanatory Memorandum.

AGENDA

1. RESOLUTION 1 - CONSOLIDATION OF SHARE CAPITAL

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

"That for the purposes of Section 254H of the Corporations Act 2001 (Cth), clause 30 of the Company's constitution and ASX Listing Rule 7.22, and for all other purposes:

- 1. the consolidation of every one hundred (100) Shares into one (1) Share; and*
- 2. the adjustment of the Company's options on issue in accordance with the ASX Listing Rules, with any fractional entitlements being rounded down to the nearest whole number, is approved."*

2. RESOLUTION 2 – CHANGE OF NAME

To consider and, if thought appropriate, pass the following resolution as a **special resolution**:

"That the name of the Company be changed to "Crater Gold Mining Limited" with effect from the date on which the Australian Securities & Investments Commission records the change of name in its records."

3. RESOLUTION 3 – ISSUE OF OPTIONS TO DIRECTOR S W CHAN

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes the Company is authorised to issue 500,000 options to subscribe for ordinary shares in the Company exercisable at 25 cents (\$0.25) per option to Director Samuel Wing Chan or his nominee under the Company's Employee Share Option Plan, and otherwise on the terms and conditions contained in the Notice of Meeting."

4. RESOLUTION 4 – ISSUE OF OPTIONS TO DIRECTOR G B STARR

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes the Company is authorised to issue 800,000 options to subscribe for ordinary shares in the Company exercisable at 25 cents (\$0.25) per option to Director Gregory Barry Starr or his nominee under the Company's Employee Share Option Plan, and otherwise on the terms and conditions contained in the Notice of Meeting."

5. RESOLUTION 5 – ISSUE OF OPTIONS TO DIRECTOR R P MACNAB

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes the Company is authorised to issue 800,000 options to subscribe for ordinary shares in the Company exercisable at 25 cents (\$0.25) per option to Director Robert Peter Macnab or his nominee under the Company's

Employee Share Option Plan, and otherwise on the terms and conditions contained in the Notice of Meeting.”

6. RESOLUTION 6 – ISSUE OF OPTIONS TO DIRECTOR T M FERMANIS

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes the Company is authorised to issue 500,000 options to subscribe for ordinary shares in the Company exercisable at 25 cents (\$0.25) per option to Director Thomas Mark Fermanis or his nominee under the Company’s Employee Share Option Plan, and otherwise on the terms and conditions contained in the Notice of Meeting.”

7. RESOLUTION 7 – ISSUE OF OPTIONS TO DIRECTOR D SUN

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes the Company is authorised to issue 500,000 options to subscribe for ordinary shares in the Company exercisable at 25 cents (\$0.25) per option to Director Desmond Sun or his nominee under the Company’s Employee Share Option Plan, and otherwise on the terms and conditions contained in the Notice of Meeting.”

8. RESOLUTION 8 – ISSUE OF OPTIONS TO DIRECTOR R D PARKER

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes the Company is authorised to issue 500,000 options to subscribe for ordinary shares in the Company exercisable at 25 cents (\$0.25) per option to Director Russell David Parker or his nominee under the Company’s Employee Share Option Plan, and otherwise on the terms and conditions contained in the Notice of Meeting.”

9. RESOLUTION 9 – ISSUE OF OPTIONS TO FORMER DIRECTOR J D COLLINS-TAYLOR

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes the Company is authorised to issue 500,000 options to subscribe for ordinary shares in the Company exercisable at 25 cents (\$0.25) per option to James Desmond Collins-Taylor or his nominee under the Company’s Employee Share Option Plan, and otherwise on the terms and conditions contained in the Notice of Meeting.”

10. RESOLUTION 10 – ISSUE OF OPTIONS TO FORMER DIRECTOR J S SPENCE

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes the Company is authorised to issue 500,000 options to subscribe for ordinary shares in the Company exercisable at 25 cents (\$0.25) per option to James Desmond Collins-Taylor or his nominee under the Company’s Employee Share Option Plan, and otherwise on the terms and conditions contained in the Notice of Meeting.”

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



John Lemon
Company Secretary

6 June 2013

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 10.00 am on Tuesday, 9 July 2013. Terms used in this Explanatory Memorandum are defined in Section 9.

1. AGENDA ITEM 1 (RESOLUTION 1) – CONSOLIDATION OF SHARE CAPITAL

- 1.1 Section 254H of the Corporations Act enables a company to convert all or any of its shares into a smaller number of shares by a resolution passed at a general meeting. Clause 30 of the Company’s constitution provides that for the purpose of giving effect to any consolidation of Shares the Company’s directors may, subject to the CS Facility Rules, settle any difficulty which arises with respect to fractions of Shares in any manner that they think expedient. ASX Listing Rule 7.22 provides that in a consolidation of shares the number of the company’s options on issue must be consolidated in the same ratio as the ordinary shares and the exercise price of the options must be amended in inverse proportion to that ratio.
- 1.2 Resolution 1 provides for the consolidation of the Company’s share capital in a ratio of one (1) new share for every one hundred (100) shares held, with fractional entitlements being rounded down to the nearest whole number. If passed, it will result in the Company’s issued capital being reduced from 10,865,563,016 shares to approximately 108.655 million shares with individual holdings being reduced in accordance with the 100 to 1 consolidation ratio. The Company has an abnormally high number of shares on issue for a company of its size and market capitalisation, and the Company’s directors believe that the share consolidation will help to establish a share price that is more appropriate for a listed entity of its size.
- 1.3 As the consolidation applies equally to all Shareholders (subject only to the rounding of fractions) it will have no material effect on the percentage interest of each Shareholder of the Company. Furthermore, the aggregate value of each Shareholder’s proportionate interest in the Company should not materially change solely as a result of the consolidation. Theoretically the market price per share following the consolidation should be 100 times the market price per share before the consolidation. In reality the actual effect on the per share market price will depend on a number of factors outside the control of the Company and may be higher or lower than the theoretic post-consolidation price.
- 1.4 The Directors believe that the consolidation is fair and reasonable to the Company’s shareholders as a whole. The consolidation will have no tax implications for Shareholders whose shares are consolidated.
- 1.5 If Resolution 1 is passed the Company’s options on issue will be treated in the following manner:

Pre-Consolidation	Post-Consolidation
700,935 options exercisable @ 3.0 cents per share on or before 29 July 2013	7,009 options exercisable @ \$3.00 per share on or before 29 July 2013
837,989 options exercisable @ 2.51 cents per share on or before 30 August 2013	8,379 options exercisable @ \$2.51 per share on or before 30 August 2013
568,182 options exercisable @ 2.46 cents per share on or before 22 September 2013	5,681 options exercisable @ \$2.46 per share on or before 22 September 2013
810,811 options exercisable @ 2.59 cents per share on or before 29 September 2013	8,108 options exercisable @ \$2.59 per share on or before 29 September 2013

Pre-Consolidation (continued)	Post-Consolidation (continued)
505,051 options exercisable @ 2.77 cents per share on or before 19 October 2013	5,050 options exercisable @ \$2.77 per share on or before 19 October 2013
728,155 options exercisable @ 2.88 cents per share on or before 31 October 2013	7,281 options exercisable @ \$2.88 per share on or before 31 October 2013
738,916 options exercisable @ 2.84 cents per share on or before 1 November 2013	7,389 options exercisable @ \$2.84 per share on or before 1 November 2013
655,022 options exercisable @ 3.21 cents per share on or before 22 November 2013	6,550 options exercisable @ \$3.21 per share on or before 22 November 2013
490,196 options exercisable @ 4.28 cents per share on or before 30 November 2013	4,901 options exercisable @ \$4.28 per share on or before 30 November 2013
757,576 options exercisable @ 4.62 cents per share on or before 20 December 2013	7,575 options exercisable @ \$4.62 per share on or before 20 December 2013
788,644 options exercisable @ 4.44 cents per share on or before 20 January 2014	7,886 options exercisable @ \$4.44 per share on or before 20 January 2014
932,836 options exercisable @ 3.75 cents per share on or before 23 February 2014	9,328 options exercisable @ \$3.75 per share on or before 23 February 2014
889,680 options exercisable @ 3.93 cents per share on or before 30 March 2014	8,896 options exercisable @ \$3.93 per share on or before 30 March 2014
880,282 options exercisable @ 3.98 cents per share on or before 3 May 2014	8,802 options exercisable @ \$3.98 per share on or before 3 May 2014
690,608 options exercisable @ 5.07 cents per share on or before 2 June 2014	6,906 options exercisable @ \$5.07 per share on or before 2 June 2014
503,356 options exercisable @ 4.17 cents per share on or before 4 July 2014	5,033 options exercisable @ \$4.17 per share on or before 4 July 2014
449,102 options exercisable @ 4.68 cents per share on or before 4 August 2014	4,491 options exercisable @ \$4.68 per share on or before 4 August 2014
496,689 options exercisable @ 4.23 cents per share on or before 5 September 2014	4,966 options exercisable @ \$4.23 per share on or before 5 September 2014
622,407 options exercisable @ 3.37 cents per share on or before 5 October 2014	6,224 options exercisable @ \$3.37 per share on or before 5 October 2014
4,250,000 options exercisable @ 3.50 cents per share on or before 30 June 2015	42,500 options exercisable @ \$3.50 per share on or before 30 June 2015
8,500,000 options exercisable @ 4.50 cents per share on or before 30 June 2015	85,000 options exercisable @ \$4.50 per share on or before 30 June 2015
13,000,000 options exercisable @ 1.81 cents per share on or before 8 May 2015	130,000 options exercisable @ \$1.81 per share on or before 8 May 2015

1.6 If Resolution 1 is passed the following timetable will apply:

9 July 2013	Shareholders approve 100 for 1 share consolidation & ASX is advised
10 July 2013	Last day for trading in pre-reorganised securities
11 July 2013	Trading in the re-organised securities on a deferred settlement basis under code "GOADA" starts
17 July 2013	Last day for Company to register transfers on a pre-reorganisation basis
18 July 2013	Company sends notices to each security holder and: a) in the case of uncertificated holdings, first day for the Company to register securities on a post-reorganisation basis and first day for issue of holding statements. b) in the case of certificated holdings, first day for issue of new certificates.
24 July 2013	a) despatch date b) Last date for securities to be entered into the holders' security holdings. If securities are certificated, last day for the Company to issue them and send the certificates to the holders. c) Last day for the Company to send notice to each security holder.

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

2. AGENDA ITEM 2 (RESOLUTION 2) – CHANGE OF NAME

2.1 The new name of the Company proposed to be adopted under Resolution 2 is "Crater Gold Mining Limited". The Directors believe that this new name is appropriate because it better reflects the Company's prioritisation of and focus on its flagship Crater Mountain Project in PNG, particularly as the Company moves to production at the Crater Mountain Project.

2.2 Pursuant to the Corporations Act the Company's name may only be changed by special resolution, i.e. by a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

2.3 If Resolution 2 is passed the change of name will take effect when ASIC records the change of the Company's name in its records.

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

3. AGENDA ITEMS 3 - 8 (RESOLUTIONS 3 - 8) – ISSUE OF OPTIONS TO DIRECTORS S CHAN, G STARR, P MACNAB, T FERMANIS, D SUN AND R PARKER

3.1 The Company's board of directors adopted the Company's Employee Share Option Plan ("the Plan") on 10 May 2007 to help attract and retain the services of persons who are viewed as important to the future success of the Company and as a means of rewarding and incentivising the Company's directors, employees and contractors in a cost-effective way which helps to align Directors', employees' and contractors' interests with those of the Company's shareholders. Issues of securities under the Plan were subsequently approved by Shareholders at the Company's general meeting held on 22 June 2007 and annual general meeting held on 23 November 2010. (Under the ASX Listing Rules shareholder approval for the issue of securities under an employee incentive scheme lasts for three years). Pursuant to the Shareholder approval received on 23 November 2010 the Company may issue options under the Plan as approved by the Company's board of directors, however under the ASX Listing Rules separate Shareholder approval must be obtained for the issue of options to directors of the Company.

3.2 The Company's board of directors recently approved the issue of a new tranche of incentive options to the Company's directors (subject to Shareholder approval), employees and certain

contractors to better reflect the current environment in which the Company is operating. Resolutions 3 – 8 seek Shareholder approval for the issue of options under the Plan to each of the Company's directors. (Higher allocations of options have been made to Managing Director Greg Starr and Exploration Director Peter Macnab to reflect, in Mr Starr's case, his greater responsibility for the overall management and performance of the Company and, in Mr Macnab's case, his greater involvement in and responsibility for the Company's critical exploration and production activities). The proposed exercise price of the options selected by the Board (\$0.25 (25 cents) per option on a post-consolidation basis) represents a 150% premium to the Company's share price (on a post-consolidation basis) at the time the Board resolved to propose the issue of the options. This premium reflects the Board's desire to align the objectives of the option recipients (Directors and management) with those of the Board despite the prevailing very difficult market conditions. Please note that all references to options being issued as proposed in Resolutions 3 – 8 are on a post-consolidation basis on the assumption that Resolution 1 ("Consolidation of Share Capital") (see above) is passed and the consolidation is effected prior to the issue of the options.

3.3 ASX Listing Rule Requirements

ASX Listing Rule 10.14 provides that an ASX-listed company must not permit a director of the company to acquire securities under an employee incentive scheme without the approval of the company's shareholders. The notice of the meeting to obtain shareholders' approval must comply with Listing Rule 10.15. Therefore, as required by Listing Rule 10.15 the following information is provided:

- (i) The maximum numbers of options that may be issued to Messrs Chan, Starr, Macnab, Fermanis, Sun and Parker are as follows:

Sam Chan	500,000
Greg Starr	800,000
Peter Macnab	800,000
Tom Fermanis	500,000
Desmond Sun	500,000
Russ Parker	500,000

- (ii) The options will be issued for no cash consideration.
 (iii) The following are details of securities issued under the Plan to directors of the Company since issues were last approved under the Plan by Shareholders (at the Company's annual general meeting on 23 November 2010):

Name of Recipient	No. of Options Received*	Acquisition Price for the Options
Greg Starr	8,000,000	Nil
Ken Chapple	8,000,000	"
James Collins-Taylor	3,000,000	"
Sinton Spence	1,500,000	"
Tom Fermanis	1,500,000	"

* Issued prior to the consolidation for which approval is sought in agenda item 1

All of the abovementioned options which were issued to current directors of the Company were subsequently cancelled by the Company with the consent of the relevant option holders and there are currently no options on issue to any of the directors of the Company.

- (iv) The Directors entitled to participate in the Plan are Sam Chan, Greg Starr, Peter Macnab, Tom Fermanis, Desmond Sun and Russ Parker.
 (v) No loan will be provided in relation to the issue of the options.
 (vi) The Company will issue the options as soon as practical after the Meeting following the consolidation the subject of Resolution 1, but in any event not later than 12 months after the date of the Meeting.
 (vii) **Voting Exclusion Statement**
 As required by the ASX Listing Rules the Company will disregard any votes cast by a Director and an associate (as defined in the ASX Listing Rules) of a Director in respect of Resolutions 3 - 8.

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.

As required by the Corporations Act a vote must not be cast on any of Resolutions 3 - 8 by a member of the Group's Key Management Personnel, or a Closely Related Party of such a person, acting as proxy, if their appointment does not specify the way the proxy is to vote on the Resolution. However, the Company will not disregard any proxy votes cast on any of Resolutions 3 - 8 by a member of the Group's Key Management Personnel if that person is the chair of the Meeting acting as proxy and their appointment as proxy expressly authorised the chair to exercise the proxy even though the Resolution is connected with the remuneration of a member of the Group's Key Management Personnel.

3.4 Option Terms

The following is a summary of the material terms of the options proposed to be issued to Messrs Chan, Starr, Macnab, Fermanis, Sun and Parker:

- (i) The options are options to subscribe for ordinary shares in the capital of the Company.
- (ii) The options are to be issued for no cash consideration.
- (iii) Shares issued on exercise of the options will rank *pari passu* with all existing ordinary shares of the Company from the date of issue.
- (iv) The options are exercisable at \$0.25 (25 cents) (on a post-consolidation basis – please refer to Section 3.2 (above)) per option. There are otherwise no performance or vesting conditions for the exercise of the options.
- (v) The options may be exercised wholly or in part by notice in writing to the Company received at any time after the occurrence of an exercise condition in respect of the options, together with a cheque for the exercise price multiplied by the number of shares in respect of which options are being exercised.
- (vi) The options will expire either (i) thirty (30) days after the option holder ceases to be an eligible person under the Plan (a director, employee, contractor, etc.) for any reason other than retirement, permanent disability, redundancy or death, or the option holder ceasing to be beneficially entitled to the majority of the voting shares in the option holder's permitted nominee company; or (ii) at 5.00pm on 30 June 2017, whichever is the earlier.
- (vii) The options will not be quoted on ASX.
- (viii) Upon allotment of shares pursuant to the exercise of options the Company will apply at its cost to have those shares quoted on the official list of ASX.
- (ix) Option holders do not participate in dividends unless the options are exercised.
- (x) Whilst an option holder does not have any participating rights in new issues of securities in the Company during the term of any options held, the option holder shall be afforded a period of at least 14 days before the record date to determine entitlements to the issue, to exercise the options.
- (xi) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
 - (a) 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 holders of the options which are not conferred on shareholders; and
 - (b) 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.
- (xii) If there is a pro rata issue (except a bonus issue), the exercise price of an option may be reduced according to the following formula:

$$O^n = O - E \frac{[P - (S + D)]}{N + 1}$$

Where:

- O^n = the new exercise price of the option;
- O = the old exercise price of the option;
- E = the number of underlying securities into which one option is exercisable;

- P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex right date or the ex entitlements date;
- S = the subscription price for a security under the pro rata issue;
- D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

- (xiii) If there is a bonus issue to the holders of shares in the Company 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.
- (xiv) If a takeover bid is made in relation to the Company, a scheme of arrangement proposed in relation to the Company, or a change of shareholding occurs which results in a person or persons being able to alter the majority composition of the Company's board of directors, options on issue under the Plan may be exercised without restriction, subject to compliance with procedural requirements.

Chapter 2E Corporations Act 2001 (Cwth)

- 3.5 Under Chapter 2E *Corporations Act 2001* (Cth) a public company must not give a "financial benefit" to a "related party" without shareholder approval unless an exception applies. ("Related party" includes a director of the public company. The expression "financial benefit" is widely defined and includes the issue of securities in the company.) One of the exceptions is where the benefit is remuneration to a related party as an officer or employee of the company and to give the remuneration would be reasonable given the circumstances of the company and the related party's circumstances (including the responsibilities involved in the office or employment).
- 3.6 In the present case the Company commissioned a valuation of the options proposed to be issued. That valuation is attached as **Annexure A** to this Notice of Meeting. The valuation concludes that the current values of the options proposed to be issued are as follows:

Director	No. of Options	Total Value of Options (\$)
Sam Chan	500,000	25,077.47
Greg Starr	800,000	40,123.95
Peter Macnab	800,000	40,123.95
Tom Fermanis	500,000	25,077.47
Desmond Sun	500,000	25,077.47
Russ Parker	500,000	25,077.47

- 3.7 Accordingly the Company's directors consider that the issue of options as remuneration as proposed to each of the Directors would be reasonable given the Company's circumstances and the circumstances of each of the Directors. Accordingly the Directors consider that the issue of options to each of the Directors as proposed would represent reasonable remuneration for the purposes of Chapter 2E Corporations Act and therefore Shareholder approval is not required for the purpose of Chapter 2E Corporations Act.

3.8 Other Information

(i) Directors' Interests

Each of Messrs Chan, Starr, Macnab, Fermanis, Sun and Parker has a material personal interest in the outcome of agenda items 3 – 8 (Resolutions 3 – 8) respectively as it is proposed that options be granted to them (or their respective nominees) as set out in those agenda items. Messrs Chan, Starr, Macnab and Fermanis have an interest in equity securities (specifically shares) in the Company as detailed in the table below (on a post-consolidation basis). If all of the options proposed to be granted are exercised and result in the issue of Shares to the Directors the following will be the effect on their holdings in the Company:

Director	No. of Company's Shares in which Director holds Interest ⁽¹⁾	% of Total Shares on Issue ⁽²⁾	No. of Shares in which Director holds interest if options convert to Shares	% of Total Shares on Issue following issue of Shares upon exercise of options ⁽³⁾
S Chan	64,531,868	59.39	65,031,868	57.42
G Starr	301,000	0.27	1,101,000	0.97
P Macnab	8	---	808,000	0.71
T Fermanis	571,140	0.52	1,071,140	0.94
D Sun	---	---	500,000	0.44
R Parker	---	---	500,000	0.44
Total	65,404,016	60.18	69,012,008	60.92

- (1) The 64,531,868 shares are held by Freefire Technology Ltd. Mr Chan is the controller of Freefire Technology Ltd.
- (2) "Total Shares on Issue" is estimated to be 108,655,630 on the assumption the consolidation the subject of Resolution 1 (agenda item 1) is approved. The calculation is also based on the assumption that none of the Company's options on issue as at the date of this Notice of Meeting are exercised.
- (3) Calculated based on the assumption that all options are issued in accordance with Resolutions 3 – 10 and exercised but no other options on issue are exercised, i.e. the total number of Shares increases from 108,655,630 to 113,255,630

As at the date of this Notice of Meeting none of the Directors has an interest in options over shares in the Company.

(ii) **Current Remuneration**

Managing Director Greg Starr receives an annual salary of \$300,000 plus statutory superannuation guarantee payments. Non-Executive directors Sam Chan, Peter Macnab, Tom Fermanis, Desmond Sun and Russ Parker each receives director's fees of \$35,000 per annum as well (in the case of Mr Fermanis) as Superannuation Guarantee ("SG") payments of 9% of that amount.

Details of remuneration paid by the Company to Messrs Starr, Macnab and Fermanis in the year ended 30 June 2012 are as follows⁽¹⁾:

	Short-term	Other ⁽²⁾	Post-employment	Share-based payments	Total
	Base Fees/Salary (\$)		Superannuation (\$)	Options ⁽³⁾	(\$)
G B Starr	300,000		22,500	52,556	375,056
T M Fermanis	35,000	81,400		19,708	136,108
R P Macnab	35,000	80,858		-	115,858

- (1) Messrs Chan and Sun were appointed Directors in January, 2013 and Mr Parker was appointed a Director in March, 2013.
- (2) Consultancy fees in addition to director's fees
- (3) The figures represent monetary valuations. The options were subsequently cancelled and Messrs Starr and Fermanis received no value from the options.

(iii) **Dilution**

If Shareholders approve the issue of options as proposed in Resolutions 3 – 8 and all of those options are subsequently exercised and converted to Shares the effect will be to dilute the shareholding of existing Shareholders by approximately 0.74% based on the number of shares on issue as at the date of this Notice (see the capital structure table in Section 3.8(i) (above)). To the extent that upon the issue of Shares under the Plan the dilutionary impact caused by the issue of Shares will be detrimental to the Company, the Company's Directors consider that this is more than offset by the advantages accruing to the Company through

the retention of the services of experienced and skilled directors on appropriate incentive terms.

(iv) **Valuation of the Options**

As mentioned in Section 3.6 (above) the Company commissioned a valuation of the options proposed to be issued. That valuation is attached as **Annexure A** to this Notice of Meeting and sets out the valuation methodology and the assumptions upon which the valuation is based.

The valuations do not necessarily represent the market values of the options or the tax values for taxation purposes to the option holder. The future value of the options may be up or down on the values noted in the valuation as it will primarily depend on the future value of a Share, and the time to expiry of the options.

(v) **ASX Best Practice Recommendations**

The Board recognises that the grant of options to non-executive directors Messrs Chan, Macnab, Fermanis, Sun and Parker is arguably contrary to Recommendation 8.3 of the ASX Corporate Governance Council Corporate Governance Principles and Recommendations. However, each Director recommends in relation to those of the resolutions proposed in agenda Items 3 - 8 in which the Director does not have a material personal interest that Shareholders vote in favour of the resolutions for the reasons set out in Sections 3.1 and 3.2 (above). In addition, the Directors note that the issue of equity-linked incentives as part of the remuneration packages of executive and non-executive directors is an established practice of junior public listed companies and provides those companies with a means of conserving cash whilst properly incentivising and rewarding directors. It should be also noted that due to the size of the Company the non-executive Directors play a far more hands on role in the day to day operations of the Company than what is normally expected of non-executive directors. With this in mind the Plan is specifically designed to incentivise and remunerate non-executive Directors as well as executives.

(vi) **Taxation Consequences**

The options will be exercisable immediately such that under Australian tax law any discount to the market value of the options provided to recipients will be assessable to the recipient in the income year of grant. However, to the extent that the options have a nil monetary value, whether under general valuation principles or the special valuation methodology available under Australian tax law, there will be no discount provided to recipients and no amount to be included in their assessable income in this regard. The granting of the options or any Shares upon exercise of the options does not have any tax impact to the Company.

(vii) **Market Price of the Company's Shares on the ASX**

The highest, lowest and last trading prices of the Company's shares on ASX during the last 12 months are set out below:

	Date	Price(\$)
Highest	8, 12, 14, 15, 18 - 20 June 2012	0.0058
Lowest	18 March 2013	0.0007
Last	5 June 2013	0.001

3.9 The Company's directors (excepting each individual Director in the case of the Resolution proposing the issue of options to him) recommend that Shareholders vote in favour of Resolutions 3 - 8.

4. AGENDA ITEMS 9, 10 (RESOLUTIONS 9, 10) – ISSUE OF OPTIONS TO FORMER DIRECTORS J COLLINS-TAYLOR AND S SPENCE

4.1 Shareholder approval is sought in agenda items 9 and 10 (concerning Resolutions 9 and 10 respectively) for the issue of 500,000 options to each of former Directors James Collins-Taylor and Sinton Spence respectively under the Company's Employee Share Option Plan. Please note that all references to options being issued as proposed in Resolutions 9 and 10 are on a post-consolidation basis on the assumption that Resolution 1 ("Consolidation of Share Capital") (see above) is passed and the consolidation is effected prior to the issue of the options.

- 4.2 Mr Collins-Taylor was a director of the Company from 2005 until his resignation from the Board in March 2013. Mr Spence was a founding director of Anomaly Limited which merged with the Company in 2009 and subsequently a director of the Company until his resignation from the Board in March 2013. Both men resigned from the Board to free up positions for new directors proposed by new major Shareholder Freefire Technology Ltd. Notwithstanding their resignations as Directors Mr Collins-Taylor continues to serve as an alternate director for Director Tom Fermanis and as the chair of the Company's Audit Committee and Remuneration and Nomination Committee and Mr Spence continues to serve as a director of Anomaly Limited, the Company's PNG subsidiary which operates the Company's flagship Crater Mountain Gold Project in PNG.

ASX Listing Rule Requirements

- 4.3 ASX Listing Rule 10.11 provides that, subject to certain exceptions, an ASX-listed company must not issue equity securities (shares, options, etc) to a "related party" of the Company without the approval of the company's shareholders. Each of Messrs Collins-Taylor and Spence comes within the definition of a related party of the Company because he was a director of the Company during part of the six month period preceding the date of the Meeting.
- 4.4 The notice of the meeting to obtain shareholders' approval must comply with ASX Listing Rule 10.13. Therefore, as required by Listing Rule 10.13 the following information is provided:
- (i) The names of the persons to whom it is proposed the options be issued are James Desmond Collins-Taylor and James Sinton Spence.
- (ii) The maximum numbers of options that may be issued to Messrs Collins-Taylor and Spence are as follows:

James Collins-Taylor	500,000
Sinton Spence	500,000

- (iii) The Company will issue the options as soon as practical after the Meeting following the consolidation the subject of Resolution 1, but in any event not later than one month after the date of the Meeting.
- (iv) Each of Messrs Collins-Taylor and Spence is a related party of the Company for the reason set out in Section 4.3 (above).
- (v) The options will be issued for no cash consideration. They will be issued as incentive options under the Company's Employee Share Option Plan.
- (vi) No funds will be raised from the issue of the options. A summary of the material terms of the options is set out in Section 3.4 (above).
- (vii) **Voting Exclusion Statement**
As required by the ASX Listing Rules the Company will disregard any votes cast by Mr Collins-Taylor and an associate (as defined in the ASX Listing Rules) of Mr Collins-Taylor in respect of Resolution 9 and by Mr Spence and an associate (as defined in the ASX Listing Rules) of Mr Spence in respect of Resolution 10 .
- 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 If approval is given under ASX Listing Rule 10.11 approval is not required under ASX Listing Rule 7.1. (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.)
- Chapter 2E Corporations Act 2001 (Cwth)**
- 4.6 Please see Section 3.5 (above) for information about Chapter 2E *Corporations Act 2001* (Cwth) and the giving by a company of a "financial benefit" to a "related party" of the company. Each of Messrs Collins-Taylor and Spence comes within the definition of a related party of the Company because he was a director of the Company during part of the six month period preceding the date of the Meeting.

- 4.7 In the present case the Company commissioned a valuation of the options proposed to be issued. That valuation is attached as **Annexure A** to this Notice of Meeting. The valuation concludes that the current value of the options proposed to be issued is as follows:

Option Recipient	No. of Options	Total Value of Options (\$)
James Collins-Taylor	500,000	25,077.47
Sinton Spence	500,000	25,077.47

- 4.8 Accordingly the Company's directors consider that the issue of options as remuneration as proposed to each of Messrs Collins-Taylor and Spence would be reasonable given the Company's circumstances and the circumstances of each of Messrs Collins-Taylor and Spence. Accordingly the Company's Directors consider that the issue of options to each of Messrs Collins-Taylor and Spence as proposed would represent reasonable remuneration for the purposes of Chapter 2E Corporations Act and therefore Shareholder approval is not required for the purpose of Chapter 2E Corporations Act.

4.9 Other Information

(i) Interests

Each of Messrs Collins-Taylor and Spence has a material personal interest in the outcome of agenda items 9 and 10 (Resolutions 9 and 10) respectively as it is proposed that options be granted to them (or their respective nominees) as set out in those agenda items. Messrs Collins-Taylor and Spence have an interest in equity securities (specifically shares) in the Company as detailed in the table below (on a post-consolidation basis). If all of the options proposed to be granted are exercised and result in the issue of Shares to Messrs Collins-Taylor and Spence the following will be the effect on their holdings in the Company:

Name	No. of Company's Shares in which person holds Interest	% of Total Shares on Issue ⁽¹⁾	No. of Shares in which person holds interest if options convert to Shares	% of Total Shares on issue following issue of Shares upon exercise of options ⁽²⁾
J Collins-Taylor	134,864	0.12	634,864	0.56
S Spence	767,100	0.70	1,101,000	0.97
Total	901,964	0.82	1,735,864	1.53

(1) "Total Shares on Issue" is estimated to be 108,655,630 on the assumption the consolidation the subject of agenda item 1 is approved. The calculation is also based on the assumption that none of the Company's options on issue as at the date of this Notice of Meeting are exercised.

(2) Calculated based on the assumption that all options are issued in accordance with Resolutions 3 – 10 and exercised but no other options on issue are exercised, i.e. the total number of Shares increases from 108,655,630 to 113,255,630

As at the date of this Notice of Meeting neither of Messrs Collins-Taylor and Spence has an interest in options over shares in the Company.

(ii) Current Remuneration

Mr Collins-Taylor receives annual fees from the Company of \$35,000 for performing the services of alternate director and chair of the Company's Audit Committee and Remuneration and Nomination Committee. Mr Spence receives annual fees of \$35,000 per annum from the Company's PNG subsidiary company Anomaly Limited as a director of Anomaly Limited and for performing various services to Anomaly Limited.

Details of remuneration paid by the Company to Messrs Collins-Taylor and Spence in the year ended 30 June 2012 are as follows:

	Short-term		Post-employment	Share-based payments	Total (\$)
	Base Fees/Salary (\$)	Other (\$)	Superannuation (\$)	Options ⁽¹⁾ (\$)	
J D Collins-Taylor	35,000			39,314	74,314
S Spence	35,000			5,873	48,163

(1) The figures represent monetary valuations. The options were subsequently cancelled and Messrs Collins-Taylor and Spence received no value from the options.

(iii) **Dilution**

If Shareholders approve the issue of options to Messrs Collins-Taylor and Spence as proposed and all of those options are subsequently exercised and converted to Shares the effect will be to dilute the shareholding of existing Shareholders by approximately 0.71% based on the number of shares on issue as at the date of this Notice (see the capital structure table in Section 4.9(i) (above)). To the extent that upon the issue of Shares under the Plan the dilutionary impact caused by the issue of Shares will be detrimental to the Company, the Company's Directors consider that this is more than offset by the advantages accruing to the Company through the retention of the services of Messrs Collins-Taylor and Spence on appropriate incentive terms.

(iv) **Valuation of the Options**

As mentioned in Section 4.7 (above) the Company commissioned a valuation of the options proposed to be issued to Messrs Collins-Taylor and Spence. That valuation is attached as **Annexure A** to this Notice of Meeting and sets out the valuation methodology and the assumptions upon which the valuation is based.

The valuation does not necessarily represent the market values of the options or the tax values for taxation purposes to the option holder. The future value of the options may be up or down on the values noted in the valuation as it will primarily depend on the future value of a Share, and the time to expiry of the options.

(v) **Taxation Consequences**

The options will be exercisable immediately such that under Australian tax law any discount to the market value of the options provided to recipients will be assessable to the recipient in the income year of grant. However, to the extent that the options have a nil monetary value, whether under general valuation principles or the special valuation methodology available under Australian tax law, there will be no discount provided to recipients and no amount to be included in their assessable income in this regard. The granting of the options or any Shares upon exercise of the options does not have any tax impact to the Company.

(vi) **Market Price of the Company's Shares on the ASX**

The highest, lowest and last trading prices of the Company's shares on ASX during the last 12 months are set out below:

	Date	Price(\$)
Highest	8, 12, 14, 15, 18 - 20 June 2012	0.0058
Lowest	18 March 2013	0.0007
Last	5 June 2013	0.001

4.10 The Company's directors recommend that Shareholders vote in favour of Resolutions 9 and 10.

5. 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 Sunday, 7 July 2013 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.

6. PROXIES

- 6.1 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.
- 6.2 A Shareholder may appoint an individual person or a body corporate as the Shareholder's proxy.
- 6.3 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.
- 6.4 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.
- 6.5 A proxy need not be a shareholder of the Company.
- 6.6 Section 250BB(i) Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and **if it does**:
- (i) the proxy need not vote on a show of hands but if the proxy does so the proxy must vote that way (i.e. as directed); and
 - (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands; and
 - (iii) if the proxy is the chair of the meeting at which the resolution is voted on the proxy must vote on a poll and must vote that way (i.e. as directed); and
 - (iv) if the proxy is not the chair the proxy need not vote on the poll but if the proxy does so the proxy must vote that way (i.e. as directed).
- 6.7 Section 250BC Corporations Act provides that if:
- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
 - (ii) the appointed proxy is not the chair of the meeting; and
 - (iii) at the meeting, if a poll is duly demanded on the question that the resolution be passed; and
 - (iv) either of the following apply:
 - (a) if a record of attendance is made for the meeting – the proxy is not recorded as attending;
 - (b) the proxy does not vote on the resolution;
- the chair of the meeting is taken, before voting on the resolution closes, to have been appointed the proxy for the purposes of voting on the resolution at that meeting.
- 6.8 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 10.00 am (NSW time) on 8 July 2013**:
- (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)

7. 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.

8. 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).

9. INTERPRETATION

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

"ASIC" means the Australian Securities & Investments Commission.

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

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

"Board" means the Company's board of directors.

"Closely Related Party" of a member of the Key Management Personnel of the Group has the meaning ascribed to it in the Corporations Act. (The expression includes, for example, certain of Key Management Personnel's family members, dependants and companies they control).

"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.

"Group" means the Gold Anomaly Limited group of companies comprising the consolidated entity referred to in the Company's 2012 Annual Report.

"Key Management Personnel" means those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.

"Meeting" means the General Meeting of Shareholders convened for 9 July 2013 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: 9 July 2013)

ANNEXURE A

Gold Anomaly Limited

Option Valuation

Valuation of Gold Anomaly Limited options
May 2013

1 Brief

I, Mark Christensen, have been requested to value call options in Gold Anomaly Limited (ASX: GOA). I was asked on 15 May 2013 to provide a valuation to be provided to a shareholder meeting on 9 July 2013. As in May the share price in July is unknown, the current share price has been used for valuation purposes.

The following discussion details the valuation process and the estimated variables used in the valuation. The process resulted in the following valuation:

Gold Anomaly Limited 15 May 2013					
Recipients	No of Options	Exercise Price	Expiry Date	Option Value	Fair Value
Greg Starr	800,000	\$0.25	30/06/2017	\$0.05015	\$40,123.95
Peter Macnab	800,000	\$0.25	30/06/2017	\$0.05015	\$40,123.95
Sam Chan	500,000	\$0.25	30/06/2017	\$0.05015	\$25,077.47
Tom Fermanis	500,000	\$0.25	30/06/2017	\$0.05015	\$25,077.47
Desmond Sun	500,000	\$0.25	30/06/2017	\$0.05015	\$25,077.47
Russ Parker	500,000	\$0.25	30/06/2017	\$0.05015	\$25,077.47
James Collins-Taylor	500,000	\$0.25	30/06/2017	\$0.05015	\$25,077.47
Sinton Spence	500,000	\$0.25	30/06/2017	\$0.05015	\$25,077.47

2 Option Valuation

The variables that need to be estimated in valuing share options are:

- the current market price at the time of the valuation,
- the strike price or exercise price to be paid in the future (at maturity) for the European type options or for American type options,

- the time to the maturity of the options,
- the risk free rate of return,
- the dividend yield or expected dividends, and
- the volatility of the underlying security.

The estimated variables can be used in either a binomial or Black Scholes model. The Black Scholes model was used in this case to value the European type options. This approach is also appropriate for valuing non dividend paying American type options.

3 Valuation Estimates

The required inputs were calculated for Gold Anomaly Limited.

3.1 Expected Volatility

The expected volatility is normally estimated using historic daily rates of return over a one month, two months and out to six month period, and then annualised. The appropriate period is generally the longest period that is still representative of current volatility.

The volatility varies, in part, due to the thin trading of shares and in particular with Gold Anomaly Limited, the low share price of \$.001 pre consolidation. For example a day of non-trading means that the share price is stable at \$.001 and then a small movement in price to say \$.002 is effectively a fifty per cent price change. Now the change in price is 0% for one day and then 100% for the next day. This annualised will result in a massive volatility. The weakness in this means that while share price hovers around \$.001 and \$.002, a massive annualised volatility assumes that there was a wide range in price which is clearly not the case.

To overcome the thin trading and small share price problems, volatility was estimated using the average and median for the firms listed in the Precious Metals sector. The estimated share price volatility for the industry was 100.12% and the median volatility was 92.2%. The difference in volatilities indicates skewness in the data. When skewness is present, the median is the preferred indicator.

The range in price over the previous twelve months was from \$.001 to \$.0069. Using a volatility of 92.2% would mean that the share price would have remained within this range.

The high volatility has a major effect upon the value of the options.

3.2 Market Price

The market price at time of valuation being 15 May 2013 was \$.001 pre consolidation.

3.3 Risk Free Rate

A Commonwealth Government bond is the best proxy for a risk free security. The probability of default on AAA rated Australian Government bonds is exceedingly small therefore the yield on Australian Government bonds was used as the risk free rate.

The risk free rate used in the calculation for the options exercisable 30 June 2017 was based on an Australian Government bond maturing 21 July 2017. The relevant rate was 2.665%.

3.4 Dividends

The company has not paid dividends nor is it expected to pay dividends in the near future. The strike price was not adjusted for the payment of dividends.

3.5 Maturity

The maturity date for the options is 30 June 2017.

3.6 Strike Price

The last valuation issue is the strike price. The strike price or exercise price is \$.0025 as a pre-consolidation figure or \$.25 post (100:1) consolidation resulting in out-of-the-money options.

3.7 Share Consolidation

There is a proposed 100:1 share consolidation. This has been taken into consideration in the valuation. It is assumed that both the exercise price and the number of options granted are post consolidation figures.

3.8 Option Valuation

The recommended option value is as follows:

Gold Anomaly Limited 15 May 2013					
Recipients	No of Options	Exercise Price	Expiry Date	Option Value	Fair Value
Greg Starr	800,000	\$0.25	30/06/2017	\$0.05015	\$40,123.95
Peter Macnab	800,000	\$0.25	30/06/2017	\$0.05015	\$40,123.95
Sam Chan	500,000	\$0.25	30/06/2017	\$0.05015	\$25,077.47
Tom Fermanis	500,000	\$0.25	30/06/2017	\$0.05015	\$25,077.47
Desmond Sun	500,000	\$0.25	30/06/2017	\$0.05015	\$25,077.47
Russ Parker	500,000	\$0.25	30/06/2017	\$0.05015	\$25,077.47
James Collins-Taylor	500,000	\$0.25	30/06/2017	\$0.05015	\$25,077.47
Sinton Spence	500,000	\$0.25	30/06/2017	\$0.05015	\$25,077.47

Mark Christensen

BBus, MFM, CPA, Senior Fellow FINSIA, MAICD

GOLD ANOMALY LIMITED

ABN 75 067 519 779

Level 4, 15-17 Young Street,
Sydney, NSW
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, offices of Herbert Geer Lawyers, Level 12, 77 King Street, Sydney, New South Wales on 9 July 2013 at 10.00 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 over the page.

Subject to the comments 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 (Chairman of Directors, Mr Sam Chan) intends to vote undirected proxies in favour of all proposed resolutions, including Resolution 3 – 8 dealing with the issue of options to directors of the Company.

If the chairman of the meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of Resolutions 3 - 8 (issue of options to current Directors) please place a mark in the box to the right. By marking this box you acknowledge that the chairman of the meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 3 – 8 and that votes cast by the chairman of the meeting for those resolutions other than as 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 chairman will not cast your votes on Resolutions 3 - 8 and your votes will not be counted in calculating the required majority if a poll is called on any of Resolutions 3 - 8.

Resolutions 3 - 8 are connected directly or indirectly with the remuneration of a member or members of the Company's Key Management Personnel. By placing a mark in the above box you will also be authorising the chairman of the meeting to vote in accordance with his voting intentions on Resolutions 3 - 8 even though those Resolutions are connected directly or indirectly with the remuneration of a member or members of the Company's Key Management Personnel.

[Continued on reverse side]

