



SOVEREIGN GOLD
COMPANY LIMITED

ACN 145 184 667

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NOTICE OF THE ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

The Annual General Meeting of
Sovereign Gold Company Limited
ACN 145 184 667
will be held at Hudson House, Level 2
131 Macquarie Street, Sydney NSW 2000
at 11.00 am on Wednesday 28 May 2014.

NOTICE OF THE ANNUAL GENERAL MEETING

Sovereign Gold Company Limited ACN 145 184 667

Notice is hereby given that the Annual General Meeting of members of Sovereign Gold Company Limited (the **Company**) will be held at the registered office of the Company, Hudson House, Level 2, 131 Macquarie Street, Sydney NSW 2000 at 11.00 am on Wednesday 28 May 2014.

Ordinary Business

1. Financial Statements and Reports

To receive the Company's financial statements and the reports of the Directors and the Auditors for the financial year ended 31 December 2013.

2. Resolution 1: Ordinary resolution to adopt the Remuneration Report

To consider, and if thought fit, pass the following resolution **as a non-binding resolution**.

"That the Directors' Remuneration Report for the year ended 31 December 2013 be and is hereby adopted for the purposes of the Corporations Act 2001".

NOTE: this Remuneration Report is set out on pages 23 to 26 of the Directors' Report contained in the 2013 Annual Report in accordance with Section 250R(3) of the Corporations Act 2001.

Voting Exclusion Statement

The company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholder) by any of the following:

- (a) Key Management Personnel; and
- (b) Closely Related Parties of Key Management Personnel.

However, the Company need not disregard a vote if it is:

- (c) Cast by a person as a proxy appointed in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- (d) Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

3. Election of directors

a) Resolution 2: Ordinary resolution to elect Mr Julian Malnic as a director

To consider, and if thought fit, pass the following resolution **as an ordinary resolution**.

"That Julian Malnic, retiring in accordance with Article 49.1.1 of the Company's Constitution, be elected as a director of the Company".

Note: The qualifications and experience of Julian Malnic is provided in the 2013 Annual Report tabled at this Annual General Meeting.

b) Resolution 3: Ordinary resolution to re-elect Mr Peter Meers as a director

To consider, and if thought fit, pass the following resolution **as an ordinary resolution**.

"That Peter Meers, retiring by rotation in accordance with Article 49.1.3 of the Company's Constitution, be re-elected as a director of the Company".

Note: The qualifications and experience of Peter Meers is provided in the 2013 Annual Report tabled at this Annual General Meeting.

4. Ratification of Previous Share Issue

a) **Resolution 4: Ordinary resolution to ratify previous share issue**

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

“That for the purposes of ASX Listing Rule 7.4, and for all other purposes, the shareholders of the Company approve and ratify the allotment and issue of 8,151,750 fully paid ordinary shares, at an issue price of \$0.20 each, on the terms and conditions set out in the explanatory statement.”

b) **Resolution 5: Ordinary resolution to ratify previous share issue**

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

“That for the purposes of ASX Listing Rule 7.4, and for all other purposes, the shareholders of the Company approve and ratify the allotment and issue of 1,416,134 fully paid ordinary shares, at an issue price of \$0.15 each, on the terms and conditions set out in the explanatory statement.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolutions 4 and 5 by any person who has participated in the share issue under these Resolutions 4 and 5 or a person who has obtained a benefit, except a benefit solely in the capacity of a security holder, if Resolutions 4 and 5 are passed or an associate of any of those persons. However, the Company will not disregard the vote if:

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

5. Other Business

To transact any other business which may be legally brought before an Annual General Meeting, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

By Order of the Board



Julian Rockett
Joint Company Secretary

DATED: 11 April 2014

This Notice of Meeting is accompanied by an Explanatory Statement that explains the purpose of the Meeting and the resolutions to be considered at the Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders of Sovereign Gold Company Limited (**the Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact the Company or your professional advisor.

1. Financial Statements and Reports

The *Corporations Act 2001* requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the *Corporations Act 2001* nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 31 December 2013.

In addition, shareholders may, at the meeting, ask questions of the auditor in relation to the following matters;

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's Annual Financial Report on the Company's website www.sovereigngold.com.au

2. Resolution 1 – Adoption of Directors' Remuneration Report

In accordance with section 250R(2) of the *Corporations Act 2001*, a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the directors or the Company. The Remuneration Report is set out in the Company's year 2013 Annual Report and is also available from the Company's website www.sovereigngold.com.au

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives, including Chief Executive Officer.

If the Company's Remuneration Report resolution receives 'NO' votes of 25% or more of the votes cast at the meeting, the Company's subsequent remuneration report will include a report on actions taken by the Board in the Company's next annual report.

The Board will take the outcome of the vote, even if it received a less than 25% 'NO' vote into consideration when reviewing the Company's remuneration policy. A 'NO' vote of 25% or more was not received at the Company's 2013 Annual General Meeting.

3. Election of directors

Resolution 2 - Election of Mr Julian Malnic as a director of the Company

Article 49.1.1 of the Company's Constitution states that the directors may at any time appoint a person to be a director and directors so appointed hold their office until the conclusion of the next Annual General Meeting of the Company whereby they are eligible for election.

Mr Julian Malnic was appointed on 17 February 2014. In accordance with Article 49.1.1 Mr Julian Malnic offers himself for election. The qualifications and experience of Mr Julian Malnic is provided in the 2013 Annual Report tabled at this Annual General Meeting.

Resolution 3 – Re-Election of Mr Peter Meers as a director of the Company

Mr Peter Meers retires as a director of the Company by rotation in accordance with Article 49.1.3 of the Company's Constitution which provides that one third of other directors (not counting the managing director) must automatically retire at the end of each Annual General Meeting. The directors to retire under Article 49.1.3 are those directors who have been longest in office since their appointment on registration or their last election.

Being eligible, Mr Peter Meers offers himself for re-election. The qualifications and experience of Mr Peter Meers is provided in the 2013 Annual Report tabled at this Annual General Meeting.

4. Ratification of Previous Share Issues

a) Resolution 4: approve the August 2013 issue of 8,151,750 shares

Resolution 4 seeks shareholder ratification of the 26 August 2013 issue of 8,151,750 fully paid ordinary shares at an issue price of \$0.20 per share pursuant to a private placement to sophisticated and professional investors.

The purpose of the private placement was to raise funds primarily to accelerate drilling and development programs and to provide additional working capital.

Subject to certain exceptions, ASX Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 months period which amount to more than 15% of the Company's ordinary securities on issue at the commencement of that period without shareholder approval.

Provided the issue did not breach the 15% threshold in ASX Listing Rule 7.1, the ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval. Subsequent approval to the private placement by shareholders will "refresh" the Company's ability to issue shares up to the 15% limit without further shareholder approval.

The Company seeks shareholder ratification of the issue of shares under the private placement so that the Company will have flexibility to issue further securities should the need or opportunity arise.

In accordance with the requirements of ASX Listing Rule 7.5, the following information is provided to shareholders to allow them to assess Resolution 4:

- a) A total number of 8,151,750 shares were allotted and issued.
- b) The shares were issued at an issue price of \$0.20 per share.
- c) The private placement was an "excluded offer" to sophisticated investors determined in accordance with Section 708 of the *Corporation Act*. The shares were placed with clients of Paradigm Securities Pty Ltd and Blue Ocean Equities Pty Ltd, licensed securities dealers and for relevant services.
- d) None of the allottees are related parties of the Company.
- e) The shares issued were fully paid ordinary shares and rank equally in all respects with the existing fully paid ordinary shares on issue.
- f) Funds raised by the issue of shares pursuant to the private placement have been and will be primarily used to accelerate drilling and development programs and to provide working capital.
- g) A Voting Exclusion Statement has been included for the purpose of Resolution 4.

b) Resolution 5: approve the December 2013 issue of 1,416,134 shares

Resolution 5 seeks shareholder ratification of the issue of 1,416,134 fully paid ordinary shares at an issue price of \$0.15 per share pursuant to a convertible securities agreement with US based institutional investor Bergen Global Opportunity Fund II LLC.

The purpose of the issue of the convertible security was to raise capital for general corporate and working capital purposes.

Subject to certain exceptions, ASX Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 months period which amount to more than 15% of the Company's ordinary securities on issue at the commencement of that period without shareholder approval.

Provided the issue did not breach the 15% threshold in Listing Rule 7.1, ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval. If subsequent approval by shareholders of the share issue, this will "refresh" the Company's ability to issue shares up to the 15% limit without the need for shareholder approval.

The Company seeks shareholder ratification of the issue of shares under the personal offer so that the Company will have flexibility to issue further securities should the need or opportunity arise.

In accordance with the requirements of Listing Rule 7.5, the following information is provided to shareholders to allow them to assess Resolution 5:

- a) A total number of 1,416,134 shares were allotted and issued.
- b) The shares were issued at an issue price of \$0.15 per share.
- c) The placement was a "excluded offer" to Bergen Global Opportunity Fund II LLC pursuant to a convertible securities agreement.
- d) The shares were fully paid ordinary shares and rank equally in all respects with the existing fully paid ordinary shares on issue.
- e) Funds raised by the issue of shares pursuant to the convertible securities agreement have been used for working capital requirements.
- f) A Voting Exclusion Statement has been included for the purpose of Resolution 5.

Voting Information:

Voting Entitlement at the Annual General Meeting in accordance with Regulation 7.11.37 of the Corporations Regulations 2001.

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of shares if that person is registered as a holder of those shares at 5.00 pm Sydney time on Monday 26 May 2014, being within 48 hours prior to the date of the Annual General Meeting.

Votes of Members

On a show of hands, each member present in person or by proxy (or, in the case of a body corporate, by a representative) at the Annual General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) shall have one vote for each share held provided that all shares are fully paid.

Voting

Please note that for a resolution to be passed, except where otherwise indicated, a simple majority of votes from shareholders attending in person or voting by proxy is required.

Amendments to proxy voting

Shareholders are advised that the Federal government has introduced the *Corporations Amendment (improving Accountability on Director and Executive Remuneration) Act 2011 (Cth)* (the **CA Act**), which came into effect on 1 July 2011. The CA Act introduced new prohibitions on Key Management

Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**).

In light of these legislative requirements, the Company recommends that shareholders consider the following options to ensure the validity of their votes:

- a) that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- b) that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- c) that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.

**SOVEREIGN GOLD COMPANY LIMITED
(ACN 145 184 667)**

ANNUAL GENERAL MEETING OF SHAREHOLDERS PROXY FORM

Please complete, sign and return this document to:

To: The Secretary
Sovereign Gold Company Limited
Level 2, Hudson House
131 Macquarie Street
SYDNEY NSW 2000

Email executed form to: jrockett@higl.com.au

fax executed form to: 02 9251 7500

By 5.00 pm on 26 May 2014

I/We

being a member of Sovereign Gold Company Limited (the **Company**) appoint:

Name of proxy:

Address of proxy:

Or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my / our proxy to act generally at the Meeting on my / our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of the Company on 28 May 2014 and at any adjournment of or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions:

Where I / we have appointed the Chairman of the Meeting as my / our proxy (or the Chairman becomes my / our proxy by default), I / we expressly authorise the Chairman to exercise my / our proxy on Resolution 1 (except where I / we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box below.

The Chairman intends to vote all undirected proxies that he receives in favour of each resolution to be brought before the meeting, except where the Chairman is expressly forbidden to do so, under the *Corporations Act 2001*.

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 a resolution, please place a mark in this box:

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 the resolution/s 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 the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Items of Business

Please mark to indicate your directions

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

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
Resolution 1 – Ordinary Resolution to adopt the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Ordinary Resolution to elect Mr Julian Malnic as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Ordinary Resolution to re-elect Mr Peter Meers as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 4 – Ordinary Resolution to ratify 8,151,750 share issue

Resolution 5 – Ordinary Resolution to ratify 1,416,134 share issue

The Chairman of the meeting intends to vote all available proxies in favour of each item of business.

SIGNATURE OF MEMBER (S)

Individual or Member 1

Member 2

Member 3

**Sole Director/
Company Secretary**

Director

Director/Company Secretary

Date: _____

Contact Name: _____ Contact Phone (daytime): _____

Notes on Proxies

1. Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box, your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.
2. A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead pursuant to the Constitution.
3. If a member appoints one proxy only, that proxy shall be entitled to vote on a show of hands, but if a member appoints two proxies neither shall be entitled to vote on a show of hands.
4. Where more than one proxy is appointed, each proxy must be appointed to represent a specific portion of the member's voting rights. Otherwise each proxy may exercise half of your votes.
5. A proxy need not be a security holder of the Company.
6. Signing instructions:

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry or the Company, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to Section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

For your vote to be effective, the completed proxy form must be received by 5.00 pm on 26 May 2014.

Please advise of any change of address by completion of the section below:

My new address is:
