



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
Fax (02) 9252 2335

22 October 2012

Company Announcements Office
Australian Securities Exchange

2012 Annual General Meeting

The Company's 2012 Annual General Meeting will be held on 22 November 2012.

Please find attached the following documents which have been sent to the Company's shareholders:

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

Yours Faithfully

GOLD ANOMALY LIMITED

John Lemon
Company Secretary



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
Fax (02) 9252 2335

NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting: Thursday, 22 November 2012
Time of Meeting: 12.00 pm (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 Annual 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 ANNUAL GENERAL MEETING

The 2012 Annual General Meeting 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 Thursday, 22 November 2012 at 12.00 pm (New South Wales time).

The Company's 2012 Annual Report can be accessed via the Company's website at <http://www.goldanomaly.com.au/irm/content/annual-report.aspx?RID=226>.

AGENDA

1. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, Directors' Report and Independent Audit Report for the Company and its controlled entities for the financial year ended 30 June 2012.

2. QUESTIONS AND COMMENTS

Shareholders will be given a reasonable opportunity to:

- (i) ask questions about or comment on the management of the Company; and
- (ii) ask the Auditor's representative questions relevant to the Auditor's audit of the Financial Report.

The Auditor's representative will also be given a reasonable opportunity to answer any written questions submitted to the Auditor prior to the Meeting in accordance with the *Corporations Act 2001* (Cth).

3. RESOLUTION 1 - RE-ELECTION OF DIRECTOR – J COLLINS-TAYLOR

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

"That James Collins-Taylor, who retires in accordance with the Company's constitution and being eligible offers himself for re-election, is re-elected a director of the Company."

4. RESOLUTION 2 - RE-ELECTION OF DIRECTOR – T FERMANIS

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

"That Tom Fermanis, who retires in accordance with the Company's constitution and being eligible offers himself for re-election, is re-elected a director of the Company."

5. RESOLUTION 3 - RATIFICATION OF ISSUE OF SHARES TO FREEFIRE TECHNOLOGY LTD

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

"That the issue of 280,000,000 fully paid ordinary shares in the capital of the Company on 4 October 2012 to FreeFire Technology Ltd is hereby ratified for the purposes of ASX Listing Rule 7.4 and for all other purposes."

6. RESOLUTION 4 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

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

"That the Company has the additional capacity to issue equity securities up to 10% of the issued capital of the Company under ASX Listing Rule 7.1A calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the notice of meeting."

7. RESOLUTION 5 - RENEWAL OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS IN CONSTITUTION

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

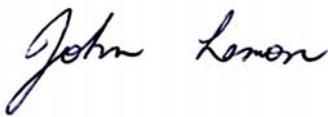
“That clause 25 of the Company’s constitution requiring prior shareholder approval for a proportional takeover of the Company be re-adopted for a further period of three years from the date of this meeting in accordance with Section 648G of the Corporations Act 2001 (Cth).”

8. RESOLUTION 6 – REMUNERATION REPORT ADOPTION

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

“That the Remuneration Report for the year ended 30 June 2012 be adopted.”

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



John Lemon
Company Secretary

19 October 2012

GOLD ANOMALY LIMITED
ABN 75 067 519 779

NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum forms part of the notice convening the Company's Annual General Meeting to be held on Thursday, 22 November 2012. This Explanatory Memorandum is to assist Shareholders in understanding the background to and implications of the resolutions proposed, and procedural matters concerning the Meeting. Terms used in this Explanatory Memorandum are defined in Section 13.

1. AGENDA ITEM 1 – CONSIDERATION OF REPORTS

- 1.1 The Financial Report, the Directors' Report and the Independent Audit Report for the year ended 30 June 2012 will be presented for consideration.
- 1.2 The abovementioned reports were released by the Company to ASX on 1 October 2012. They can be accessed via the Company's website at <http://www.goldanomaly.com.au/irm/content/annual-report.aspx?RID=226>. Shareholders are not required to vote on the reports, however Shareholders will be given a reasonable opportunity to ask questions concerning the reports.

2. AGENDA ITEM 2 – QUESTIONS AND COMMENTS

- 2.1 The chairman of the meeting ("the Chairman") will give Shareholders a reasonable opportunity to ask questions about or make comments on the management of the Company.
- 2.2 A representative of the Company's auditor will attend the Meeting. The Chairman will give Shareholders a reasonable opportunity to ask the Auditor's representative questions relevant to:
 - (i) the conduct of the audit; and
 - (ii) the preparation and content of the Auditor's report; and
 - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (iv) the independence of the Auditor in relation to the conduct of the audit.
- 2.3 The Chairman will also give the Auditor's representative a reasonable opportunity to answer written questions submitted to the Auditor in accordance with the *Corporations Act 2001* (Cth). A list of written questions, if any, submitted by Shareholders will be made available at the start of the meeting, and any written answer tabled by the Auditor's representative at the meeting will be made available to Shareholders as soon as practicable after the meeting.
- 2.4 Pursuant to section 250PA *Corporations Act 2001* (Cth) a Shareholder entitled to vote at the Meeting may submit a written question to the Company's auditor if the question is relevant to:
 - (a) the content of the Auditor's report to be considered at the Annual General Meeting; or
 - (b) the conduct of the audit of the annual financial report to be considered at the Annual General Meeting.

A shareholder must give the question to the Company (who will pass it on to the Auditor) **no later than 5.00 pm (AEDST) on Thursday, 15 November 2012**. If you wish to submit a question to the Company's auditor please deliver it, marked "Attention: The Company Secretary, Gold Anomaly Limited", to the Company either personally or by post, facsimile or email to the address, facsimile number or email address designated in Section 10.8 of this Explanatory Memorandum. Alternatively, if you are submitting a proxy form (see Section 10.8 of this Explanatory Memorandum) you may send it together with the proxy form, provided it is received **by 5.00 pm (AEDST) on Thursday, 15 November 2012**.

3. AGENDA ITEM 3 (RESOLUTION 1) – RE-ELECTION OF DIRECTOR – J COLLINS-TAYLOR

- 3.1 In accordance with the Company's constitution James Collins-Taylor retires by rotation at the end of the Annual General Meeting and, being eligible, offers himself for re-election as a director of the Company.
- 3.2 Mr Collins-Taylor is a non-executive director of the Company and has been a Director since 20 October 2005. He is a chartered accountant and was formerly with Deloitte Touché Tohmatsu for 12 years. He has worked in the private equity and venture capital fields in Asia since 1992. He has extensive corporate finance experience and has been involved in a number of major transactions involving companies listed on the London and Hong Kong Stock Exchanges. Mr Collins-Taylor is chairman of the Company's Audit Committee and a member of the Company's Remuneration and Nomination Committee.
- 3.3 The Company's directors (with Mr Collins-Taylor abstaining) recommend that Shareholders vote in favour of Resolution 1.

4. AGENDA ITEM 4 (RESOLUTION 2) – RE-ELECTION OF DIRECTOR – T FERMANIS

- 4.1 In accordance with the Company's constitution Tom Fermanis retires by rotation at the end of the Annual General Meeting and, being eligible, offers himself for re-election as a director of the Company.
- 4.2 Mr Fermanis is a non-executive director of the Company and has been a Director since 16 October 2009. He has 21 years' experience in the stockbroking industry and has been an investment advisor for 18 years. He is widely experienced in the equities market with particular emphasis on the resources sector. Mr Fermanis is a member of the Company's Remuneration and Nomination Committee.
- 4.3 The Company's directors (with Mr Fermanis abstaining) recommend that Shareholders vote in favour of Resolution 2.

5. AGENDA ITEM 5 (RESOLUTION 3) - RATIFICATION OF ISSUE OF SHARES TO FREEFIRE LTD

- 5.1 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.
- 5.2 On 4 October 2012 the Company issued 280,000,000 Shares to FreeFire Ltd under a private placement to raise \$700,000. 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.
- 5.3 As required by ASX Listing Rule 7.5 the following information is provided:
- (i) 280,000,000 shares were issued.
 - (ii) The shares were issued at \$0.0025 (0.25 cents) each.
 - (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 FreeFire Ltd.
 - (v) Funds raised from the issue of the shares (\$700,000) have been used for working capital.
 - (vi) **Voting Exclusion Statement**
As required by the ASX Listing Rules the Company will disregard any votes cast on this resolution by:
 - FreeFire Ltd; and

- an associate (as defined in the ASX Listing Rules) of FreeFire 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.

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

6. AGENDA ITEM 6 (RESOLUTION 4) - APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

6.1 Please see Section 5.1 (above) for details of ASX Listing Rule 7.1.

6.2 Recent changes to the ASX Listing Rules enable "eligible entities" to issue under Listing Rule 7.1A, in addition to the 15% issue capacity under Listing Rule 7.1, equity securities up to 10% of the company's issued share capital through placements over a 12 month period following the company's annual general meeting provided shareholder approval by way of a special resolution is received at that annual general meeting.

6.3 An "eligible entity" for the purposes of ASX Listing Rule 7.1A is an entity that, at the date the requisite special resolution is passed:

- (i) is not included in the S&P/ASX 300 Index; and
- (ii) has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) equal to less than \$300 million dollars.

The Company is an eligible entity.

6.4 The company is seeking Shareholder approval to have the additional capacity to issue equity securities under Listing Rule 7.1A. The additional capacity (i.e. additional number of equity securities that the Company may issue or agree to issue during the period of the approval) is calculated in accordance with the following formula:

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

A = The number of fully paid ordinary securities on issue 12 months before the date of issue or agreement,

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2,
- plus the number of partly paid ordinary securities that became fully paid in the 12 months,
- plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rule 7.1 or 7.4,
- less the number of fully paid ordinary securities cancelled in the last 12 months.

D = 10%

E = The number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are *not* issued with the approval of holders of ordinary securities under Listing Rule 7.1 or 7.4.

Any equity securities issued under Listing Rule 7.1A.2 must be in an existing quoted class of the Company's equity securities. (As at the date of this Notice the Company has on issue one quoted class of equity securities, namely fully paid ordinary shares).

6.5 As required by ASX Listing Rule 7.3A the following information is provided:

- (i) The minimum price at which the equity securities may be issued for the purposes of Listing Rule 7.1A.3 is 75% of the volume weighted average price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - (a) the date on which the price at which the securities are to be issued is agreed; or

(b) if the securities are not issued within 5 trading days of the date in paragraph (a), the date on which the securities are issued.

(Note: If equity securities are issued for non-cash consideration the Company will provide to the market in accordance with the ASX Listing Rules a valuation of the non-cash consideration that demonstrates that the issue price of the securities complies with Listing Rule 7.3A(i))

- (ii) If equity securities are issued by the Company under Listing Rule 7.1A there is a risk of economic and voting dilution of existing ordinary security holders, including the risk that:
- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
 - the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

The following table describes the potential dilution of existing ordinary security holders on the basis of three different issue prices and values for the variable “A” in the formula in Listing Rule 7.1A.2 (set out in Section 6.4 (above)), including an example that assumes that “A” is double the number of ordinary securities on issue at the time of the approval under Listing Rule 7.1A and that the price of equity securities has fallen by at least 50%:

Variable “A” in Listing Rule 7.1A.2		Dilution		
		Issue Price of \$0.002 (50% of the current market price of the Company’s shares)	Issue Price of \$0.004 (the current market price of the Company’s shares)	Issue Price of \$0.008 (100% increase in the current market price of the Company’s shares)
2,197,334,932 (current Variable A)	10% Voting Dilution	219,733,493 Shares	219,733,493 Shares	219,733,493 Shares
	Funds raised	\$439,466	\$878,933	\$1,757,867
3,296,002,398 (50% increase in current Variable A)	10% Voting Dilution	329,600,239 Shares	329,600,239 Shares	329,600,239 Shares
	Funds raised	\$659,200	\$1,318,400	\$2,636,801
4,394,669,864 (100% increase in current Variable A)	10% Voting Dilution	439,466,986 Shares	439,466,986 Shares	439,466,986 Shares
	Funds raised	\$878,933	\$1,757,867	\$3,515,735

The table has been prepared based on the following assumptions:

- The Company issues (as Shares) the maximum number of equity securities available under the 10% placement capacity.
- No unlisted options or the outstanding convertible note are exercised into fully paid ordinary shares before the date of the issue of securities under ASX Listing Rule 7.1A. The Company has 73,697,934 unquoted options and one convertible note having a face value of \$135,000 on issue at the date of this Notice of Meeting.
- The table does not take into account any shares which might be issued under the Company’s current 2 for 3 non-renounceable rights issue.
- The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The variable “A” number (2,197,334,932) includes the 280,000,000 shares the subject of Resolution 3 on the assumption that Resolution 3 is passed at the Meeting.
- The issue price of \$0.004 is the closing price of the Company’s shares on ASX on 18 October 2012.

- (iii) The date the equity securities may be issued by (assuming Resolution 4 is passed at the Meeting) is the earlier of the following:
- the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and
 - the date of the approval by holders of ordinary shares in the Company of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company’s activities) or Listing Rule 11.2 (disposal of the Company’s main undertaking).

(The Shareholder approval under Resolution 4 to issue the additional equity securities will cease to be valid in the event that holders of the Company's ordinary shares approve a transaction under Listing Rule 11.1.2 or 11.2).

- (iv) The equity securities may be issued by the Company as an alternative to or in addition to cash consideration for one or more of the following purposes (although the Company has no proposal to do so as at the date of this Notice):
 - (a) to raise capital to fund any one or more of the following:
 - (i) exploration activities;
 - (ii) development activities
 - (iii) working capital;
 - (iv) acquisition of new resource assets or investments; and
 - (b) as non-cash consideration (either wholly or partly) for any one or more of the following:
 - (i) the acquisition of goods and/or services;
 - (ii) the acquisition of new resource assets or investments.
- (v) The Company's allocation policy for issues of equity securities pursuant to approval under Resolution 4 will depend on prevailing market conditions and the Company's circumstances at the time of any proposed issue. The identity of the allottees of equity securities will be determined on a case by case basis having regard to any one or more of the following factors:
 - (a) the methods of raising funds available to the Company including, but not limited to; rights issue or other issue in which existing security holders can participate;
 - (b) the effect of the issue of the equity securities on the control of the Company;
 - (c) the financial situation of the Company; and
 - (d) advice from any one or more of the Company's professional advisers.

Allottees under the additional placement facility (should the Company elect to use the facility) have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or associates of a Related Party of the Company. In addition, if the Company is successful in acquiring new assets or investments it is possible that allottees under the additional placement facility will be or include vendors of the new assets or investments.

- (vi) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.
- (vii) **Voting Exclusion Statement**
As required by the ASX Listing Rules, the Company will disregard any votes cast on this resolution by:
 - a person or entity who may participate in the proposed issue of any additional equity securities and a person or entity who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 2 is passed; and
 - an associate (as defined in the ASX Listing Rules) of any such person or entity.

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.

6.6 Under the ASX Listing Rules Resolution 4 is required to be passed as a special resolution which means that it must be approved by at least 75% of the votes cast by members entitled to vote on the resolution.

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

7. AGENDA ITEM 7 (RESOLUTION 5) - RENEWAL OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS IN CONSTITUTION

7.1 The Company's constitution contains provisions (in clause 25 of the constitution) that prohibit the registration of any transfer of shares giving effect to an offer made under a proportional takeover bid (that is, an offer for some, but not all, of the holders' shares in the Company) unless and until the persons holding shares in a class which the offer under the takeover was made have passed an ordinary resolution approving the bid.

- 7.2 The bidder and its associates would not be permitted to vote on the matter at such a meeting and thereby influence the outcome.
- 7.3 To remain effective, these provisions must be renewed by Shareholders in a general meeting every 3 years. In accordance with section 648G Corporations Act these proportional takeover approval provisions cease to apply unless otherwise renewed. The following information is provided in accordance with subsection 648G(5) Corporations Act.

Effect of proposed proportional takeover provisions in clause 25

- 7.4 The effect of the proposed provisions is that:
- (a) if a proportional takeover bid is made the Directors must convene a meeting of Shareholders to vote on a resolution to approve the offer. That meeting must be held at least 15 days before the close of the bid period;
 - (b) the vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the takeover bid was made held bid class shares, is entitled to vote. Neither the bidder nor an associate of the bidder may vote;
 - (c) if the resolution is not voted on at least 15 days before the close of the bid period a resolution approving the proportional bid is deemed to have been passed;
 - (d) if the resolution is rejected the registration of any transfer of shares resulting from the proportional bid will be prohibited and, under the Corporations Act, the offer will be deemed to be withdrawn; and
 - (e) if the resolution is approved the relevant transfers of shares will be registered provided they comply with the other provisions of the Company's constitution.
- 7.5 The provisions of clause 25 will not apply to full takeover bids. If the provisions are renewed, they will expire in accordance with the Corporations Act three (3) years after the date of their renewal unless renewed by a special resolution of Shareholders.

Reasons for proposing the resolution

- 7.6 The Company's directors consider that inclusion of the proposed provisions in clause 25 is in the best interests of Shareholders. The Board considers that Shareholders should have the opportunity to decide whether a proposed proportional takeover bid should proceed by voting upon it. If it does proceed, individual Shareholders can make a separate decision as to whether they wish to accept the offer.
- 7.7 A proportional takeover bid for the Company may enable control of the Company to be acquired by a party holding less than a majority interest and without Shareholders having the opportunity to dispose of all of their shares, with the result that Shareholders could be at risk of being left as part of a minority interest in the Company. It also means that the bidder may acquire control of the Company without paying an adequate premium for gaining control. If the Constitution includes these proportional takeover provisions it will minimise the risk to Shareholders.

Present acquisition proposals

- 7.8 As at the date of this Notice, none of the Company's directors are aware of any proposal by a person to acquire, or increase the extent of, a substantial interest in the Company, other than that under the Company's current 2 for 3 renounceable rights issue ("the Rights Issue"), details of which were announced to ASX on 12 October 2012, it is possible that the Company's shareholder FreeFire Limited may increase its substantial interest in the Company as a result of taking up its rights under the Rights Issue, and increase its substantial interest in the Company further by applying for and receiving additional shares under the Rights issue and/or by exercising its right as underwriter of a portion of the Rights issue to receive shortfall shares under the Rights Issue. Details of the potential change of FreeFire's interest in the Company are contained in the "cleansing notice" announcement released by the Company to ASX on 12 October 2012.

Potential advantages of the proportional takeover provisions for the Directors and Shareholders

7.9 The proposed provisions:

- (a) will enable the Board to formally ascertain the views of Shareholders in respect of a proportional takeover bid;
- (b) will ensure that Shareholders will have an opportunity to study a proportional takeover bid and vote on whether the bid should be permitted to proceed;
- (c) will enable Shareholders to prevent a proportional takeover bid from proceeding if they believe that control of the Company should not be permitted to pass under the bid; and
- (d) may encourage a proportional bid to be structured so as to be attractive to a majority of independent Shareholders.

Potential disadvantages of the proportional takeover provisions for the Directors and Shareholders

7.10 The proposed provisions may:

- (a) discourage proportional takeover bids for the Company;
- (b) as a result deny Shareholders the opportunity of selling some of their shares at a premium; and
- (c) restrict the ability of individual Shareholders to deal freely with their shares in some circumstances.

7.11 The Company's directors consider that it is in the interest of Shareholders to have a right to decide if any proportional takeover bid should proceed and recommend the renewal of the proportional takeover bid provisions in the Company's constitution.

7.12 Resolution 5 may only be passed by a 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.

7.13 The Company's directors recommend that shareholders vote in favour of Resolution 5.

8. AGENDA ITEM 8 (RESOLUTION 6) - REMUNERATION REPORT ADOPTION

8.1 The Remuneration Report is contained in the Company's 2012 Annual Report commencing on page 12. The Remuneration Report's contents include:

- (i) an explanation of the Board's policy for remuneration of Key Management Personnel; and
- (ii) details of remuneration paid to Key Management Personnel.

8.2 Under the *Corporations Act 2001* (Cth) a resolution that the Remuneration Report be adopted must be put to a vote of shareholders at the Company's Annual General Meeting.

8.3 The Chairman will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

8.4 The vote on the resolution is advisory only and does not bind the Company or the Company's directors. However the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

8.5 Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 3 are voted against adoption of the Remuneration Report, and then again at the Company's 2012 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to

consider the appointment of directors of the Company (**spill resolution**). If more than 50% of Shareholders vote in favour of the spill resolution the Company must convene the general meeting (**spill meeting**) within 90 days of the Company's 2012 annual general meeting. All of the Directors who were in office when the Company's 2012 Directors' Report was approved, other than the Company's Managing Director, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as Directors is approved will be the directors of the Company.

8.6 Voting Exclusion Statement

Section 250R(4) Corporations Act provides that a vote must not be cast (in any capacity) on Resolution 3 by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a person. However section 250R(5) Corporations Act provides that a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a person may cast a vote on Resolution 3 if:

- (i) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (ii) the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a person.

In accordance with section 250R(8) Corporations Act a vote cast in contravention of section 250R(4) Corporations Act will not be counted.

8.7 The Company's directors recommend that Shareholders vote in favour of Resolution 6.

9. 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 7.00 pm (AEDST) on 20 November 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.

10. PROXIES

10.1 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.

10.2 A Shareholder may appoint an individual person or a body corporate as the Shareholder's proxy.

10.3 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.

10.4 A Shareholder who appoints two proxies may state on the Proxy Form what proportion or number of the Shareholder's votes the proxy may exercise. If a Shareholder appoints two proxies and does not specify the number or proportion of votes each proxy may exercise, each of the proxies may exercise half of the Shareholder's votes.

10.5 A proxy need not be a shareholder of the Company.

10.6 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).

10.7 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.

10.8 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 12.00 pm (New South Wales time) on Tuesday, 20 November 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)
- (iv) **by email:**
info@goldanomaly.com.au

11. 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.

12. OTHER INFORMATION

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

13. INTERPRETATION

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

"ASX" means Australian Securities Exchange.

"Board" means the Directors of the Company from time to time acting as a board.

“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 the *Corporations Act 2001* (Cth).

"Directors" means the Directors of the Company.

“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 Annual General Meeting of Shareholders convened for 22 November 2012 and any adjournment thereof.

“Section” means a section of this Explanatory Memorandum.

"Shares" means ordinary fully paid shares in the capital of the Company.

"Shareholder" means a shareholder of the Company.

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 annual 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 22 November 2012 at 12.00 pm (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.

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 Greg Starr) intends to vote undirected proxies in favour of all proposed resolutions, including Resolution 6 ("Remuneration Report - Adoption"). If you appoint the chairman of the meeting as your proxy or the chairman of the meeting is by default taken to have been appointed as your proxy (refer to Section 10.7 in the Notice of Annual General Meeting) unless you indicate otherwise by ticking the "For", "Against" or "Abstain" box for each of Resolutions 1 – 6 (see over page) you will be authorising the chairman of the meeting to vote in accordance with the Chairman's voting intentions on each Resolution, even if the Resolution (as is the case for Resolution 6 ("Remuneration Report Adoption")) is connected directly or indirectly with the remuneration of a member or members of the Company's Key Management Personnel.

[Continued on reverse side]

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

RESOLUTION	FOR	AGAINST	ABSTAIN
1. Re-election of Director – J Collins-Taylor (Agenda item 3)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director – T Fermanis (Agenda item 4)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of issue of shares to FreeFire Ltd (Agenda item 5)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of additional 10% placement capacity (Agenda item 6)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Renewal of proportional takeover approval provisions in constitution (Agenda Item 7)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Remuneration Report adoption (Agenda item 8)	<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/Sole 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 registered office in accordance with Section 10.8 of the Explanatory Memorandum in the accompanying Notice of Annual General Meeting]