

GOLDSEARCH LIMITED

ACN 006 645 754

Registered Office - Level 6, 77 Castlereagh Street, Sydney NSW 2000
Telephone: 02-9241 5999 Facsimile: 02-9241 5599

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2007 annual general meeting of the shareholders of Goldsearch Limited will be held in the Sir James Fairfax Room, Radisson Plaza Hotel, 27 O'Connell Street, Sydney NSW 2000 on Thursday 22 November 2007 at 11.00 am.

Ordinary business

1. To receive and consider the financial report for the year ended 30 June 2007 and to consider passing a non-binding resolution to adopt the remuneration report set out in the directors' report.
2. To elect directors:-
 - (a) Mr J. Landerer CBE AM, retires as a director by rotation in accordance with rule 75 of the constitution of the Company and being eligible offers himself for re-election.
 - (b) Mr T.V. Willsteed retires as a director by rotation in accordance with rule 75 of the constitution of the Company and being eligible offers himself for re-election.

Information on these candidates is set out in the accompanying directors' report.

3. To consider and if thought fit to pass the following resolution as an ordinary resolution:
"That, in accordance with ASX Listing Rule 10.17 and for the purposes of Rules 90.1 and 90.5 of the Constitution of the Company, the maximum aggregate per annum amount payable to non-executive directors by way of directors' fees be increased by \$150,000 from \$100,000 to \$250,000 per annum."

In accordance with the ASX Listing Rules, no director or associate of a director may vote on this resolution. Particulars in relation to this proposed resolution and the voting exclusion applicable to the directors and their associates are set out in the explanatory notes overleaf.

4. Other business

By order of the Board.

P.S. HEWSON
Secretary

Sydney
19 October 2007

Proxies

- A member is entitled to appoint not more than two other persons (whether members or not) as his proxy or proxies to attend the meeting and vote on his behalf.
- Where two proxies are appointed each proxy must be appointed to represent a specified proportion of the member's voting rights, failing which each proxy may exercise half the member's voting rights.
- A proxy shall be signed by the member or by his attorney or if a corporation under its common seal or under the hand of its attorney or in any other manner permitted by the Corporations Act 2001.
- The proxy, together with any power of attorney under which it is signed, shall be deposited at the registered office of the Company, or transmitted by facsimile to 02-9241 5599, not less than forty-eight (48) hours before the time set down for the holding of the meeting.

Voting entitlements

The directors have determined that voting entitlements at the meeting will be based on holdings registered at the close of business on Tuesday 20 November 2007.

EXPLANATORY NOTES

Item 1 – Remuneration Report

The Corporations Act requires that the Remuneration Report be adopted by shareholders (by a non-binding resolution). The Remuneration Report is set out in the directors' report on pages 20 and 21 of the Company's 2007 Annual Report. The Report sets out remuneration details for directors and other executives. At the meeting the chairman will give shareholders a reasonable opportunity to ask questions in relation to the matters set out in the Remuneration Report.

Item 2 – Re-election of directors

The constitution of the Company provides for the regular retirement of directors by rotation.

In accordance with Rule 75 of the constitution of the Company current directors, Messrs J Landerer and T V Willsteed retire as directors at the conclusion of this meeting and, being eligible, offer ourselves for re-election. Particulars of the background and experience of both Mr Landere and Mr Willsteed are set out in the directors report on pages 17 and 18 of the 2007 annual report.

Item 3 – Increase in maximum aggregate annual directors' fees

Rule 90 of the constitution of the Company provides 'inter alia' that:

- 90.1 The Directors, other than a Managing Director or an Executive Director, shall be paid for their services as Directors such fees (not exceeding in aggregate the maximum sum that is from time to time approved by the Company in general meeting) as the Directors determine.
- 90.2 The remuneration payable to Directors, other than a Managing Director and an Executive Director, under this clause shall be a fixed sum and not by a commission on, or a percentage of, operating revenue or profits of the Company.
- 90.3 The sum so fixed shall be divided amongst the Directors in such proportion and manner as they shall agree or, failing agreement, equally.
- 90.4 The remuneration of each Director for his ordinary services as Director under this clause shall be regarded as accruing from day to day and shall be apportioned accordingly.
- 90.5 Unless and until otherwise determined in accordance with clause 90.1 the aggregate fees payable to the Directors other than a Managing Director and an Executive Director shall be a maximum of \$100,000 per annum.
- 90.6 The remuneration payable to the Directors under this clause shall be exclusive of any benefits which the Company is required to provide to the Directors by virtue of any legislative schemes including without limitation, superannuation and shall also be exclusive of any benefit to which a Director may be entitled to under the Law or this Constitution.

The maximum of \$100,000 per annum in clause 90.5 has not been increased since the Constitution was adopted in November 1999. Aggregate remuneration of the four non-executive directors during the year ended 30 June 2007, by way of directors fees and superannuation contributions, totalled \$96,000. Whilst the directors also receive options as part of their remuneration, independent advice obtained from remuneration consultants McDonald & Associates (Australasia) Pty Limited is that the overall level of remuneration of the Company's directors is well below that of comparable listed companies.

By increasing the maximum aggregate amount of non-executive directors' fees the board will be able to increase non-executive directors' fees over the next two to three years in line with remuneration paid by comparable listed companies.

If shareholders approve the increase, it is proposed that the aggregate annual cash payments to the current non-executive directors will initially be increased from \$96,000 to \$150,000 per annum in aggregate. This will be reviewed annually.

Voting exclusion statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast by the directors and their associates on the resolution in Item 3. However, the Company need not disregard a 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 direction on the proxy form to vote as the proxy decides.