

GOLDEN DEEPS LTD
A.B.N. 12 054 570 777
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Members of Golden Deeps Ltd will be held at the Celtic Club Inc, 48 Ord Street, West Perth, Western Australia on Thursday, 24th November 2005 at 9:45am.

BUSINESS OF THE MEETING

1. Accounts and reports

To receive and consider the financial statements and the reports of the directors and the auditors for the year ended June 30, 2005.

2. To adopt the remuneration report for the financial year ended 30 June 2005.

This is an opportunity for shareholders to comment and ask questions about the remuneration report detailed on page 5 of the Annual Report. The vote on the proposed resolution is advisory only, and will not bind the directors or the Company however the Board will take the outcome of the votes into consideration, when reviewing future practices of the Company.

Ordinary Business:

To consider, and if thought fit, to pass the following ordinary resolutions:

3. Re-election of a Director

That Alex Clemen, who retires by rotation in accordance with the company's constitution, be re-elected a director of the company.

4. Approval for a proposed Share Issue.

"That in accordance with the requirements of Listing Rule 7.1 of the Listing Rules of the Australian Stock Exchange Limited and for all other purposes, the Company approves and authorises the Directors to allot and issue up to 10,000,000 ordinary fully paid shares. The shares are to be issued at a minimum issue price equal to not less than 80% of the average market price of ordinary shares in the capital of the Company trading on the Australian Stock Exchange Limited over the last 5 days on which sales were recorded before the day on which the issue was made, or if there is a prospectus, Product Disclosure Statement, or offer information statement relating to the issue, over the last five days on which sales in the securities were recorded, before the date of the prospectus, Product Disclosure Statement, or other information statement is signed."

NOTES

For the purposes of Resolution 4:

- a) the maximum number of shares which may be issued pursuant to this resolution is 10,000,000;
- b) the shares will be issued no later than 3 months after the date of the meeting;
- c) the proposed allottees are unknown at the date of the Notice of Meeting but Company will disclose the names of the allottees when shares are issued;
- d) the terms of the ordinary fully paid shares will be the same as the existing ordinary fully paid shares in the Company;
- e) the purpose of the issue is for ongoing mineral exploration, additional working capital and acquisition of assets;
- f) the Company will disregard any votes cast on Resolution 4 by a person who may participate in the proposed issue and any associate of those persons or any person who might obtain a benefit. However, the Company need not disregard a vote cast if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or if 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;

BY ORDER OF THE BOARD

B R McCullagh
COMPANY SECRETARY
30th September 2005

GOLDEN DEEPS LTD
A.B.N. 12 054 570 777
FORM OF PROXY

The Secretary, Golden Deeps Ltd
1st Floor, 8 Parliament Place, WEST PERTH WA 6005

I/We.....
of.....
being a holder of shares in the capital of Golden Deeps Ltd hereby appoint
.....
of.....

or failing him, the Chairman of the meeting as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 24th November 2005 and at any adjournment thereof, in the manner indicated below, or in the absence of indication as he or she thinks fit.

A statement of the Chairman's voting intentions in relation to undirected proxies.

*If you do **not** wish to direct your proxy how to vote, please place a mark in the box.*

By marking this box you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

The Chairman intends to vote for the resolution.

2. To adopt remuneration report For Against Abstain

Ordinary Business

3. To elect Alex Clemen as a Director For Against Abstain

4. Approval of Share issue For Against Abstain

(Shareholders to indicate by a tick in the box above how a proxy holder is to vote in respect of the above resolutions).

Signed by the said member this day of 2005.

.....

Shareholders Signature

or

.....
Director

.....
Director Secretary

Attendance and Voting Eligibility

For the purposes of the meeting, securities will be taken to be held by the persons who are registered holders at 9:00am on Wednesday, 23rd November 2005. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

A member of the Company entitled to attend and vote at the meeting shall be entitled to appoint not more than two other persons (whether members of the company or not) as the member's proxy or proxies, to attend and vote on the member's behalf. Where two proxies are appointed the appointments shall be of no effect unless each proxy is appointed to represent a specified proportion of the member's voting rights. Forms of proxy must be deposited at the registered office of the company in Perth not less than forty-eight (48) hours before the time appointed for the holding of the meeting.