



Kingsgate
Consolidated Limited

ABN 42 000 837 472

Kingsgate Consolidated Limited

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the members of Kingsgate Consolidated Limited ABN 42 000 837 472 ("the Company") will be held on **Monday, 9 November 2009** commencing at **2.00 pm** at the **Museum of Sydney, corner of Phillip and Bridge Streets, Sydney, NSW 2000**.

The business to be considered at the Annual General Meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum. A Proxy Form also accompanies this notice.

ORDINARY BUSINESS

Annual Reports and Accounts

To receive and consider the annual Financial Report, Director's Report and Auditor's Report to the Shareholders of the Company for the year ended 30 June 2009.

Resolution 1 – Re-election of Mr Peter McAleer

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

That Mr Peter McAleer, a director of the Company retiring by rotation in accordance with the Company's Constitution and the ASX Listing Rules, and being eligible and having signified his candidature for the office, be re-elected as a director of the Company.

Directors recommend that members vote in favour of the re-election of Mr McAleer.

Resolution 2 – Directors' Remuneration Report

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

That the Directors' Remuneration Report for the year ended 30 June 2009 is adopted for the purposes of the Corporations Act 2001.

Note: This is a non-binding vote by shareholders

Lodgement of Proxy

The proxy form (and any power of attorney under which it is signed) must be received no later than 2.00 pm on 5 November 2009, being 48 hours before the time for holding the meeting.

Any proxy form received after that time will not be valid for the scheduled meeting. Please lodge the proxy form with the Company's Share Registry. You are encouraged to submit your proxy by fax 08 9315 2233 or mail.

The address of Security Transfer Registrars Pty Limited are as follows:

- › PO Box 535, Applecross WA 6953; or
- › 770 Canning Highway, Applecross WA 6153

By order of the Board

Peter Warren
Company Secretary

6 October 2009

Notice of Annual General Meeting

Explanatory Memorandum

This Explanatory Memorandum is an important document. It should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

Annual Report and Accounts

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 require 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 30 June 2009.

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

- › The conduct of the audit, the preparation and 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 conduct of the audit. Members may submit written questions to the auditor in relation to the above items. Any written questions to the auditor must be submitted to the Company five (5) business days before the Annual General Meeting.

1 Re-election of Director Mr Peter McAleer (Resolution 1)

Rule 10.3 of the Company's Constitution provides for the retirement by rotation at each Annual General Meeting of one third of the Directors. ASX Listing Rule 14.4 provides that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. Mr P McAleer retires in accordance with these requirements and offers himself for re-election.

The following summary sets out Mr McAleer's biographical details:

- › Mr McAleer has been a director of the Company since 2000 and is a member of the Audit, Remuneration and Nomination Committee. Mr McAleer has extensive experience in the resources industry and has been previously involved with the successful discovery and development of base and precious metal deposits worldwide. Mr McAleer is currently Chairman of Latin Gold Limited and a director of Kenmare Resources Plc (Ireland).

Following the consideration of the Nomination Committee and their recommendation in favour of the re-election, the Board (other than Mr McAleer) recommends members vote in favour of the re-election of Mr McAleer as a Director.

2 Directors' Remuneration Report (Resolution 2)

The Directors' Remuneration Report is included in the Company's Annual Report 2009 on pages 34 to 43. The Corporations Act provides that at a listed company's AGM, a resolution that the remuneration report be adopted must be put to the vote. Shareholders will be given the opportunity to ask questions about or make comments on the remuneration report at the Meeting.

The vote on the resolution is advisory only and does not bind the directors or the Company.



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Annual General Meeting Proxy Form

SECTION A – Appointment of Proxy

I/We being a member(s) of Kingsgate Consolidated Limited and entitled to attend and vote hereby appoint:

the Chairman of the Meeting **OR**

(mark with "X" in box if you wish to appoint the Chairman) *(write here the name of the person you are appointing if this person is someone other than the Chairman of the meeting)*

or failing the person named, or if no person 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, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 2.00 pm on Monday, 9 November 2009 at the Museum of Sydney, corner of Phillip and Bridge Streets, Sydney, NSW 2000 and at any adjournment of that meeting.

SECTION B – IMPORTANT FOR ITEM 2 BELOW

If the Chairman of the Meeting is to be your Proxy and you have not directed your Proxy how to vote on item 2 below, please place a mark on 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 that item and that votes cast by him, other than as Proxy holder, would 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 of the Meeting will not cast your vote on item 2 and your vote will not be counted in computing the required majority if a poll is called on this item. The Chairman of the Meeting intends to vote undirected proxies in favour of item 2.

Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business

	FOR	AGAINST	ABSTAIN *
1 To re-elect Mr Peter McAleer Directors recommend that members vote in favour of this resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Acceptance of Directors' Remuneration Report This is a non-binding vote by shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SECTION C – Appointment of a Second Proxy

I / We wish to appoint a second Proxy

(mark with "X" in box if you appoint a second Proxy) **AND** % **OR** *State the percentage of your voting rights or the number of securities for this proxy form*

PLEASE SIGN BELOW

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security holder 1

Sole Director and sole Company Secretary

Security holder 2

Director

Security holder 3

Director/ Company Secretary

Contact name

Contact day time telephone

Date

NOTES

1 Name and Address

This is the name and address on the Share Register of Kingsgate Consolidated Limited. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your Proxy please mark 'X' in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairman as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairman of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairman of the Meeting will be your Proxy. A Proxy need not be a Shareholder of Kingsgate Consolidated Limited.

3 Directing your Proxy how to vote

To direct the Proxy how to vote place an 'X' in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy an additional proxy form may be obtained by telephoning the Company's Share Registry (08) 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the first Proxy form and the second proxy form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- (b) Return both forms in the same envelope.

5 Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Registry. If you have not previously lodged this document for notation, 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's Share Registry.

Lodgement of Proxy

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By mail:	Security Transfer Registrars Pty Ltd PO Box 535 Applecross WA 6953
By hand:	Suite 1, 770 Canning Highway Applecross WA 6153
By Fax:	+ 61 8 9315 2233
By email:	registrar@securitytransfer.com.au