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**EUROGOLD LIMITED**

**ACN 009 070 384**

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**NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held at  
Level 1, The Old Brewery, 173 Mounts Bay Road, Perth,  
Western Australia on Monday, 8 November 2010  
at 10:30am (WST)**

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*This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

*Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 9481 0572.*

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# EUROGOLD LIMITED

ACN 009 070 384

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of Eurogold Limited ("**Company**") will be held at Level 1, The Old Brewery, 173 Mounts Bay Road, Perth on Monday, 8 November 2010 at 10:30am (WST) ("**Meeting**").

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice. The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 6 November 2010 at 5pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Section 5.

If you requested not to receive a hard copy of the Company's Annual Report you can access it on the Company's website: [www.eurogold.com.au](http://www.eurogold.com.au)

## AGENDA

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### Financial Statements, Directors' and Auditor's Report

To receive the Financial Statements, Directors' Report and Auditor's Report of the Company and its controlled entities for the financial year ended 30 June 2010.

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#### 1. Resolution 1 – Approve Remuneration Report

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

*"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."*

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#### 2. Resolution 2 – Re-election of Mr Neil MacLachlan as Director

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

*"That Mr Neil MacLachlan, who retires in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."*

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**By Order of the Board**  
Pauline Collinson  
Company Secretary  
4 October 2010

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# EUROGOLD LIMITED

ACN 009 070 384

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## EXPLANATORY MEMORANDUM

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### Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at Level 1, The Old Brewery, 173 Mounts Bay Road, Perth on 8 November 2010 at 10:30am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions.

A Proxy Form is located at the end of the Explanatory Memorandum.

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### 1. Action to be taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

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### 2. Financial Statements, Directors' and Auditors Report

The Corporations Act requires the Financial Statements the Directors' report and auditor's report to be laid before the Company's Annual General Meeting. There is no requirement in either in the Corporations Act or the Constitution for Shareholders to approve the Financial Statements, the Directors' report or the auditor's report.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports.

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### 3. Resolution 1 – Approve Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Financial Statements for the year ended 30 June 2010 contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

The provisions of the Corporations Act provide that Resolution 1 need only be an advisory vote of Shareholders.

Accordingly, Resolution 1 is advisory only and does not bind the Directors. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report, however the Board will take the outcome of the vote into consideration when considering the remuneration policy.

The Chairman of the Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

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### 4. Resolution 2 – Re-election of Mr Neil MacLachlan as Director

Article 6.3(c) of the Constitution requires that one third of the Directors (rounded down to the nearest whole number) must retire at each annual general meeting. Article 6.3(f) provides that a Director who retires under Article 6.3(c) is eligible for re-election.

Pursuant to these articles, Mr Neil MacLachlan will retire by rotation and seek re-election.

Mr MacLachlan was appointed as a Director on 13 July 2004. He has over 30 years experience in investment banking in Europe, South East Asia and Australia and in the management of listed resource companies.

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### 5. Definitions

In this Explanatory Memorandum and Notice:

"**Board**" means the board of Directors.

"**Constitution**" means the Constitution of the Company.

"**Corporations Act**" means the *Corporations Act 2001* (Cth).

"**Director**" means a director of the Company.

"**Directors' Report**" means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

"**Explanatory Memorandum**" means the explanatory memorandum attached to the Notice.

"**Financial Report**" means the 2009 Financial Report of the Company, a copy of which was lodged with the ASX on 30 September 2009.

"**Meeting**" has the meaning given in the introductory paragraph of the Notice.

**"Notice"** means this notice of meeting.

**"Proxy Form"** means the proxy form attached to the Notice.

**"Remuneration Report"** means the remuneration report of the Company contained in the Financial Report.

**"Resolution"** means a resolution contained in this Notice.

**"Shareholder"** means a shareholder of the Company.

**"WST"** means Western Standard Time, being the time in Perth, Western Australia.

**PROXY FORM**

The Company Secretary  
 Eurogold Limited

**By delivery:**  
 1st Floor  
 The Old Brewery  
 173 Mounts Bay Road  
 PERTH WA 6000

**By post:**  
 PO Box 7493  
 Cloisters Square  
 Perth WA 6850

**By facsimile:**  
 +61 8 9481 3586

I/We <sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being a Shareholder/Shareholders of the Company and entitled to \_\_\_\_\_

votes in the Company, hereby appoint <sup>2</sup> \_\_\_\_\_

or failing such appointment the Chairman of the Annual General Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Level 1, The Old Brewery, 173 Mounts Bay Road, Perth on 8 November 2010 at 10:30am (WST) and at any adjournment thereof in the manner indicated below or, in the absence of indication, as he thinks fit. If 2 proxies are appointed, the proportion or number of votes of this proxy is authorised to exercise is \* [ ]% of the Shareholder's votes\*. (An additional Proxy Form will be supplied by the Company, on request).

**INSTRUCTIONS AS TO VOTING ON RESOLUTIONS**

**IMPORTANT:**

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of the Resolutions.

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		<b>For</b>	<b>Against</b>	<b>Abstain</b>
Resolution 1	Approve Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Neil MacLachlan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Authorised signature/s** This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1

\_\_\_\_\_

Sole Director and Sole Company Secretary

Shareholder 2

\_\_\_\_\_

Director

Shareholder 3

\_\_\_\_\_

Director/Company Secretary

\_\_\_\_\_

Contact Name

\_\_\_\_\_

Contact Daytime Telephone

\_\_\_\_\_

Date

<sup>1</sup>Insert name and address of Shareholder

<sup>2</sup>Insert name and address of proxy

\*Omit if not applicable

**Proxy Notes:**

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at the Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at the Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

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

Power of Attorney:           If signed under a power of attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the power of attorney to this Proxy Form when you return it.

Companies:                    A director can sign jointly with another director or a company secretary. A sole director who is also a sole company secretary can also sign. Please indicate the office held by signing in the appropriate space.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office of the Company (Level 1, 173 Mounts Bay Road, Perth, WA, 6000, or by post to PO Box 7493, Cloisters Square, Perth, WA, 6850 or facsimile (08) 9481 3586 if faxed from within Australia or +618 9481 3586 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (WST).