

EUROGOLD LIMITED

ACN 009 070 384

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting: **Wednesday, 20 November 2013**
Time of Meeting: **10.30am (WST)**
Place of Meeting: **Offices of Eurogold Limited
Suite B1, Tempo Building
431 Roberts Road
Subiaco WA 6008**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of shareholders of Eurogold Limited ABN 58 009 070 384 will be held at the Offices of Eurogold Limited, Suite B1, Tempo Building, 431 Roberts Road, Subiaco WA on Wednesday 20 November 2013 at 10.30am (WST).

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.

Voting Entitlement

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the Meeting will be on the entitlement of that person set out in the register of Shareholders as at 5.00pm on Monday, 18 November 2013. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Meeting.

How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 1.00pm WST.

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- send the Proxy Form by facsimile to the Company on facsimile number (61 8) 9388 7559; or
- deliver or post the Proxy Form to the principal office of the Company at Suite 1, Tempo Building, 431 Roberts Road, Subiaco WA 6008 or PO Box 7493 Cloisters Square, WA 6850

so that it is received by no later than 10.30am WST on Monday, 18 November 2013, being 48 hours before the Meeting.

Your Proxy Form is enclosed.

AGENDA

Financial Statements, Directors' and Auditor's Report

To receive and consider the Annual Financial Statements of the Company including the Directors' Report and the Auditor's Report for the year ended 30 June 2013.

Resolution 1 –Non-Binding Resolution to adopt Remuneration Report

To consider, and if thought fit, to pass the following as an **advisory only resolution**:

"To adopt the Remuneration Report for the year ended 30 June 2013".

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion

The Company will disregard any votes cast (in any capacity) on this Resolution by or on behalf of either of the following persons (the "voter"):

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report;
- (b) a closely related party of such a member.

However, the voter may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in paragraphs (a) or (b) and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the voter is the Chair of the Meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Resolution 2 - Re-election of Mr Carlisle Procter as a Director of the Company

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

"That Mr Carlisle Procter, a Director of the Company who was appointed as a Director in accordance with Section 6.2(b) of the Companies Constitution retires in accordance with Rule 6.3(i) and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Other Business

To transact any other business which may be properly brought before the Meeting in accordance with the Company's Constitution and the Corporations Act.

BY ORDER OF THE BOARD



Pauline Collinson
Company Secretary
15 October 2013

NOTES

1. Completion of a proxy form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
2. A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the Shareholder. A proxy need not be a Shareholder of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (eg "the Company Secretary").
3. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If no such proportion is specified, each proxy may exercise half of the Shareholder's votes.
4. A proxy form is enclosed. A separate form must be used for each proxy. An additional form can be obtained by writing to the Company at Suite 1B, Tempo Building, 431 Roberts Road, Subiaco Western Australia, 6008 or PO Box 7493 Cloisters Square, Perth WA 6850 or by fax to (61 8) 9388 7559. Alternatively, you may photocopy the enclosed form.
5. A duly completed proxy form and (where applicable) any power of attorney or a certified copy of the power of attorney must be received by the Company at its registered office or the address or fax number set out below, **not less than 48 hours before** the time for commencement of the Meeting. Please send by post to Suite B1, Tempo Building, 431 Roberts Road, Subiaco Western Australia, 6008 or PO Box 7493 Cloisters Square WA 6850 or by fax to (61 8) 9388 7559.
6. The Chairman of the Meeting will vote undirected proxies on, and in favour of, all of the proposed Resolutions, including Resolution 1 (Remuneration Report). In relation to Resolution 1, the Chair is expressly authorised to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel. Any undirected proxies held by a Director, any member of the key management personnel or any of their closely related parties (who are not the Chair of the Meeting) will not be voted on Resolution 1. Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year 30 June 2013. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.
7. The Company will accept proxy appointments by a corporate Shareholder executed in accordance with either section 127(1) (not under seal) or section 127(2) (under seal) of the Corporations Act.
8. The time nominated by the Board for the purpose of determining the voting entitlements at the Meeting is 5.00pm WST on 18 November 2013.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

"**Annual General Meeting**" or "**Meeting**" means the annual general meeting the subject of the Notice.

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

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

"**Company**" means Eurogold ABN 58 009 070 384

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

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

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

"**Explanatory Statement**" means this explanatory statement accompanying the Notice.

"**Listing Rules**" means the Listing Rules of the ASX.

"**Notice**" means the notice of annual general meeting accompanying this Explanatory Statement.

"**Resolution**" means a resolution proposed pursuant to the Notice.

"**Share**" means a fully paid ordinary share in the capital of the Company.

"**Shareholder**" means the holder of a Share.

"**WST**" means western standard time in Australia.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the 2013 Annual General Meeting of Eurogold Limited (“**Company**”).

The Explanatory Statement and all attachments are important documents. They should be read carefully. The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

1. FINANCIAL STATEMENTS

The first item of the Notice of Annual General Meeting deals with the annual financial report of the Company for the financial year ended 30 June 2013 together with the Directors’ Declaration and Report in relation to that financial year and the Auditor’s Report on those Financial Statements being laid before the Annual General Meeting. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered. The reports are available on the Company’s website at www.eurogold.com.au.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman will also provide Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent Audit Report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the Auditor in relation to the conduct of the audit.

2. RESOLUTION 1 – NON BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

The Directors’ Report for the year ended 30 June 2013 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and executives of the Company. Section 250R(3) of the Corporations Act expressly provides that the vote on the Resolution is advisory only and does not bind the Directors or the Company.

However, pursuant to the *Corporations Amendment (Improving Accountability for Director and Executive Remuneration) Bill 2010* which amended the Corporations Act from 1 July 2011, if the remuneration report for a company receives a “no” vote of 25% or more at two consecutive annual general meetings of the company, a resolution must be put to the Shareholders of that company at the second annual general meeting as to whether a further general meeting should be held within 90 days at which all directors (other than the managing director) in office at the date of the second approved remuneration report must stand for re-election.

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the proxy form for this item of business.

If you appoint a member of the key management personnel whose remuneration details are included in the Remuneration Report or a closely related party of that member as your proxy, and you do not direct that person on how to vote on this Resolution 1, the proxy cannot exercise your vote and your vote will not be counted in relation to this Resolution 1.

If you appoint the Chair as your proxy, and you do not direct the Chair on how to vote on this Resolution 1, then by signing and returning the proxy form you are giving express authorisation for

the Chair to vote in accordance with his or her intentions. The Chair intends to vote all undirected proxies **FOR Resolution 1** even though the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

3. RESOLUTION 2 – RE-ELECTION OF MR CARLISLE PROCTER AS A DIRECTOR

Article 6.2 (b) of the Constitution states that the Directors may appoint any person as a Director.

Article 6.3 (c) requires that one third of the Directors must retire at each annual general meeting (rounded down to the nearest whole number).

Article 6.3(i) requires that Director appointed under Article 6.2(b) may retire at the next general meeting of the Company and is eligible for re-election at that meeting.

Pursuant to these Articles, Mr Carlisle Procter will retire by rotation and seek re-election.

Mr Carlisle Procter graduated from the University of Sydney with a Bachelor's Degree and a Master's Degree in Economics. He is a fellow of the Financial Services Institute of Australasia (FFin.). Based in Australia, Mr Procter worked in the Reserve Bank of Australia for over 30 years, holding various senior management positions. Since leaving the Reserve Bank, he has worked as a consultant to the International Monetary Fund and the Asian Development Bank and has also undertaken private consulting work in the Philippines, Indonesia and Papua New Guinea in the areas of bank supervision, anti-money laundering and corporate governance respectively. Mr Procter is currently a Non-Executive Director of Bank South Pacific Limited, a company listed on the Port Moresby Stock Exchange, and an independent Non-Executive Director of Sun Hung Kai & Co Limited and Allied Overseas Limited. Mr Procter is a Non-Executive Director of ASX listed Tanami Gold NL.

The Board unanimously supports the re-election of Mr Procter.

EUROGOLD LIMITED
ABN 58 009 070 384
PROXY FORM

By delivery:
 Suite B1
 Tempo Building
 431 Roberts Road
 Subiaco WA 6000

By post:
 PO Box 7493
 Cloisters Square
 Perth WA 6850

By facsimile:
 (61 8) 93887559

Inquiries:
 (61 8) 93819550

I/We

being a member/members of Eurogold Limited entitled to attend and vote at the annual general meeting, hereby::

Appoint:

Name of Proxy

or if the person named does not attend the Meeting, or if no person is named, the Chairperson 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 10.30am (WST) on Wednesday, 20 November 2013 at Suite 1, 431 Roberts Road, Subiaco, Western Australia and at any adjournment thereof. Please return this Proxy Form to the Company Secretary by no later than 10.30am on Monday, 18 November 2013.

Important note for Resolution 1

If you appoint a member of the Company's key management personnel (other than the Chairman of the Meeting) or a closely related party of a member of the Company's key management personnel as your proxy, and you do not direct your proxy how to vote in respect of Resolution 1 your proxy will **NOT** cast your vote on this Resolution and your votes will not be counted.

If you appoint the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default) and you do not direct your proxy how to vote in respect of Resolution 1 your vote will be cast **FOR** this Resolution and you hereby expressly authorise the Chairman of the Meeting to exercise your proxy even though Resolution 1 is connected directly or indirectly with the remuneration of the members of the Company's key management personnel.

		For	Against	Abstain
Resolution 1	Adoption Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Carlisle Procter as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if your proxy has an interest in the outcome of the Resolutions and that the votes cast by the Chair of the meeting for those Resolutions other than as proxy holder will be disregarded because of that interest. **The Chair intends to vote any such undirected proxies in favour of all Resolutions.** If you do not mark this box and you have no directed your proxy how to vote, the Chair will not cast your votes on the Resolutions and your votes will not be counted in calculating the required majority if a poll is called on a Resolution.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority of a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %.

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

Securityholder 1

Or Sole Director and Sole Company Secretary

Securityholder 2

Or Director

Securityholder 3

Or Director/Company Secretary

 Contact Name

 Contact Daytime Telephone

 Date

PROXY FORM
ANNUAL GENERAL MEETING

Instructions for Completing Proxy Form

1. 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.
2. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act which provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary.
3. For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Sections 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.
4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a proxy form, or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.

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 (Suite B1, Tempo Building 431 Roberts Road, Subiaco, WA, 6008, or by post to PO Box 7493, Cloisters Square, Perth, WA, 6850 or facsimile (08) 93887559 if faxed from within Australia or +618 93887559 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (WST).