



EUROGOLD

L I M I T E D

(ACN 009 070 384)

26 October 2012

NOTICE OF ANNUAL GENERAL MEETING

The Company advises that the attached Notice of Annual General Meeting was despatched to Shareholders on Thursday, 25 October 2012.

Pauline Collinson
Company Secretary

EUROGOLD LIMITED

ACN 009 070 384

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting: **Monday, 26 November 2012**
Time of Meeting: **10.30am (WST)**
Place of Meeting: **Offices of Eurogold Limited
Level 1, The Old Brewery
173 Mounts Bay Road
Perth WA**

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, Level 1, The Old Brewery, 173 Mounts Bay Road, Perth WA on Monday 26 November 2012 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.

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 Saturday 24 November 2012 at 10.30am (WST).

AGENDA

Financial Statements, Directors' and Auditor's Report

To receive and consider the Directors' Report, the Financial Statements, the Directors' Declaration and the Independent Audit Report for the year ended 30 June 2012.

1. Resolution 1 - Adoption of the 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".

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

- (a) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a persons who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above.

2. Resolution - Re-election of Mr Arthur Dew as a Director of the Company

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

"That Mr Arthur Dew, 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."

BY ORDER OF THE BOARD


Pauline Collinson
Company Secretary
20 October 2012

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders 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 Western Australia on Monday 26 November 2012 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 set out in the Notice.

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

2. Action to be taken by Shareholders

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

2.1 Proxies

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 thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Voting Prohibition by Proxy Holders

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (d) the person is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and

- (ii) expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of the Key Management Personnel.

3. Financial, Directors' and Auditor's Report

Shareholders will be offered the opportunity to discuss the Financial Report, Directors' Report and Auditor's Report at the Meeting. Copies of these reports can be found on the Eurogold Limited website www.eurogold.com.au or by contacting the Company on (08) 94810572.

There is no requirement for Shareholders to approve the Financial Report, Directors' Report and Auditor's Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2012;
- (b) ask questions or make comment on the management of the Company;
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (d) the preparation and the content of the Auditor's Report;
- (e) the conduct of the audit;
- (f) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (g) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for the executive and non-executive directors.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company. 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 Corporations Act has been amended by the Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act (**Director and Executive Remuneration Act**) which received the Royal Assent on 27 June 2011 and came into effect on 1 July 2011.

The Director and Executive Remuneration Act introduced new sections 250U and 250Y, among others, into the Corporations Act, giving Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

At the Company's 2011 Annual General Meeting the remuneration report was approved by over 75% of shareholders.

If the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that it may result in the re-election of the Board.

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

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

5. Resolution 2 – Re-election of Mr Arthur Dew 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 Arthur Dew will retire by rotation and seek re-election.

Mr Dew is a Barrister in New South Wales and holds a B.A, L.L.B from the University of New South Wales. He is currently a non-practising barrister with a broad range of corporate and business experience and has served as a Director, and in some instances as Chairman of the Board of Directors, of a number of public listed companies in Australia and Hong Kong.

Mr Dew is the Chairman of Allied Group Limited, a Hong Kong listed company which is indirectly Eurogold's largest shareholder. He is also Chairman and a Non-Executive Director of each of the Hong Kong listed companies, Allied Properties (HK) Limited and Allied Overseas Limited and a Non-Executive Director of SHK Hong Kong Industries Limited. Mr Dew is the Non-Executive Chairman of ASX listed Tanami Gold NL.

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

PROXY FORM
ANNUAL GENERAL MEETING

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

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

Appoint: **OR**

The Chairman of the Meeting (mark with an "X") **The name of the person you are appointing (If this person is someone other than the Chairperson of the Meeting)**

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 Monday, 26 November 2012 at Level 1, 173 Mounts Bay Road, Perth, Western Australia and at any adjournment thereof.

Important note for members who appoint the Chairperson as their Proxy

If a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of such a member is your Proxy you must direct your Proxy how to vote on Resolution 1 unless that person is also the Chair in which case you must, in the absence of a direction how to vote, expressly authorise the Chair to exercise the proxy by marking the box below. **If you do not mark this box, and you have not directed your Proxy how to vote, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1.**

Other Directors and Key Management Personnel of the Company and their closely related parties will not cast any votes in respect of Resolution 1 that arise from any undirected proxy that they may hold.

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

		For	Against	Abstain
Resolution 1	Approve Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Arthur Dew as a 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	Shareholder 2	Shareholder 3
<input style="width: 200px; height: 25px;" type="text"/>	<input style="width: 200px; height: 25px;" type="text"/>	<input style="width: 200px; height: 25px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Daytime Telephone Date

¹Insert name and address of Shareholder ² Insert name and address of proxy *Omit if not applicable

PROXY FORM
ANNUAL GENERAL MEETING

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 its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

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) 94813586 if faxed from within Australia or +618 94813586 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (WST).