

**NOTICE OF GENERAL MEETING
ENVIROGOLD LIMITED
ACN 008 031 034**

Notice is hereby given that a General Meeting of the Shareholders of EnviroGold Limited ("EnviroGold" or "the Company") will be held on the date and at the location and time specified below:

DATE: Tuesday, 20 October 2009
LOCATION: 2nd Floor, 12 O'Connell Street, Sydney NSW 2000
TIME: 10.30am

BUSINESS

The business to be transacted at the General Meeting is the proposal of Resolution 1 as set out below.

RESOLUTION 1: Ratification of Issue of Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 40,000,000 Ordinary Shares in the capital of the Company at an issue price of \$0.05 cents each, details of which are set out in the Explanatory Statement accompanying this Notice."

The Company will disregard any votes cast on this resolution by the persons who participated in the issue of Shares, and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed, and any associate of them. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or 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.

PROXIES

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has the right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is 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.

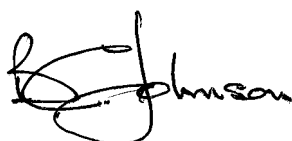
To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of the General Meeting as soon as possible and either:

- send the Proxy Form by facsimile to Computershare Investor Services Pty Ltd on fax number (within Australia) 1800 783 447 (outside Australia) 61 3 9473 2555; or
- post the Proxy Form to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001; or
- deliver the Proxy Form to the registered office of the Company at Suite 4, Level 2, 7 Havelock Street, West Perth WA 6005.

Proxy Forms must be received by the Company not later than 48 hours before the time specified for the commencement of the General Meeting.

Dated this 17 September 2009

On behalf of the Board



**Brian Johnson
Executive Chairman**

**EXPLANATORY STATEMENT TO SHAREHOLDERS
ENVIROGOLD LIMITED
ACN 008 031 034**

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held on Tuesday, 20 October 2009 at 2nd Floor, 12 O'Connell Street, Sydney NSW 2000 at 10.30am.

The purpose of this Explanatory Memorandum is to provide information the Board of Directors believes is material to Shareholders in relation to the resolutions set out in the Notice of General Meeting. The Explanatory Memorandum explains the Resolutions and identifies the Directors' reasons for putting them to Shareholders.

RESOLUTION 1 - Ratification of Issue of Shares

As announced to ASX on 22 July 2009, the Company placed 40.0 million shares with clients of Stockbrokers Lodge Partners, at 5 cents per share in accordance with Australian Securities Exchange Listing Rule 7.1.

Regulatory Requirements - ASX Listing Rule 7.4

Pursuant to Listing Rule 7.4, where a Company in general meeting ratifies a previous issue of securities which was made without approval under Listing Rule 7.1 and the previous issue did not breach Listing Rule 7.1, those securities shall be deemed to have been made with Shareholder approval for the purposes of ASX Listing Rule 7.1.

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

- a) The number of securities issued was 40,000,000 Shares;
- b) The Shares were issued for \$0.05 cents per Share;
- c) The Shares allotted and issued rank equally in all respects with all of the existing Shares on issue;
- d) The Shares were allotted and issued to clients of stockbrokers Lodge Partners, none of whom are Related Parties;
- e) The \$2.0 million raised together with cash in hand was applied to the Company's outstanding equity requirement for the Las Lagunas Gold Tailings Project in the Dominican Republic;
- f) An appropriate voting exclusion statement is included in the Notice

If you wish to discuss any aspects of this document with the Company, contact the Company Secretary, Ingrid Laudzevics on telephone +61 8 9486 4511.

000001 000 EVG
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

 **For your vote to be effective it must be received by 10.30am (AEST) Sunday 18 October 2009**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Envirogold Limited hereby appoint

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the Chairman
of the meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate 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 General Meeting of Envirogold Limited to be held at the 2nd Floor, 12 O'Connell Street, Sydney NSW 2000 on Tuesday, 20 October 2009 at 10.30am (AEST) and at any adjournment of that meeting.

STEP 2 Items of Business



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

Resolution 1 Ratification of Issue of Shares

For

Against

Abstain

☐☐☐

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date ____/____/____

EVG

999999A

Computershare +