D'AGUILAR GOLD LIMITED

ACN 052 354 837

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

Date of Meeting:	**Monday, 28 November 2005**
Time of Meeting:	**12.00pm (Brisbane time)**
Place of Meeting:	**Level 2, Naldham House, 1 Eagle Street, Brisbane, Queensland**

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their 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.

D'AGUILAR GOLD LIMITED
ACN 052 354 837

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of D'Aguilar Gold Limited (**Company**) will be held at Level 2, Naldham House, 1 Eagle Street, Brisbane, Queensland on Monday 28 November 2005 at 12.00pm (Brisbane time).

The Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting describes the various matters to be considered at the annual general meeting.

AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider:
(a) the financial report;
(b) the directors' report; and
(c) the auditor's report,

of the Company for the year ended 30 June 2005.

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions, with or without amendment, as ordinary resolutions of the Company:

1. REMUNERATION REPORT

"That the Remuneration Report as set out on pages 18 to 23 of the Company's 2005 Annual Report be considered and adopted".

Please note that the vote on this resolution is advisory only and does not bind the Company or its directors.

2. RE-ELECTION OF BRIAN MOLLER AS A DIRECTOR

"That Mr Brian Moller, who retires in accordance with Article 40 of the Company's constitution and being eligible, offers himself for re-election, be re-elected as a Director."

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the constitution of the Company.

BY ORDER OF THE BOARD
Duncan Cornish
Company Secretary
26 October 2005

D'AGUILAR GOLD LIMITED
ACN 052 354 837

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of members of D'Aguilar Gold Limited ACN 052 354 837 (**D'Aguilar** or **Company**) in connection with the business to be conducted at the Annual General Meeting of members to be held at Level 2, Naldham House, 1 Eagle Street, Brisbane, Queensland on Monday 28 November 2005 at 12.00pm (Brisbane time) (**Meeting**).

FINANCIAL STATEMENTS AND REPORTS

The *Corporations Act 2001* (**Act**) requires the financial report which includes the financial statements, directors' declaration, the directors' report and the auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Act or in the Constitution of the Company for shareholders to approve the financial report, the directors' report or the auditor's report.

Shareholders will have a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business and operations of the Company.

RESOLUTION 1 – REMUNERATION REPORT

The remuneration report of the Company for the period ended 30 June 2005 is set out in the Directors Report on pages 18 to 23 of the 2005 Annual Report to Shareholders (the Remuneration Report).

The Remuneration Report sets out the Company's remuneration arrangements for the Managing Director, executives and non-executive directors. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. In addition, the Corporations Act requires that Resolution 1, to adopt the Remuneration Report, be put to the vote. However, the vote on this resolution is only advisory and does not bind the Company or its directors.

RESOLUTION 2 – RE-APPOINTMENT OF BRIAN MOLLER AS A DIRECTOR

In accordance with Article 40 of the Company's constitution, Mr Moller retires as a director of the Company and offers himself for re-election.

Mr Moller was appointed on 2 August 2002. Mr Moller is a corporate partner in the Brisbane based law firm Hopgood Ganim. He was admitted as a solicitor in 1981 and has been a partner since 1983. He practices almost exclusively in the corporate area with an emphasis on capital raising, mergers and acquisitions.

He holds an LLB Hons from the University of Queensland and is a member of the Australian Mining and Petroleum Law Association.

Mr Moller acts for many public listed resource and industrial companies and brings a wealth of experience and expertise to the board particularly in the corporate regulatory and governance areas. He was previously the Chairman of Gold Aura Limited, a Queensland based ASX listed company.

Mr Moller is a member of the Company's Audit and Risk Management Committee and Remuneration and Nomination Committee.

ooOOoo

Save as set out in this Explanatory Memorandum, the Directors are not aware of any other information that will be reasonably required by shareholders to make a decision in relation to the benefits contemplated by the proposed resolutions.

Shareholders who are unable to attend the Annual General Meeting are urged to complete their proxies and return them as soon as possible and, in any event, no later than forty eight hours prior to the Meeting.

All Shareholders who are registered as holding Shares in the capital of the Company at 7:00pm EST on 25 November 2005 are entitled to vote at the Meeting in respect of the Resolutions.

By Order of the Board
D P Cornish
Company Secretary
26 October 2005

D'AGUILAR GOLD LIMITED

PROXY FORM

APPOINTMENT OF PROXY

being a member/s of D'Aguilar Gold Limited and entitled to attend and vote hereby appoint

☐ the Chairman of the Meeting **OR** (mark with an "X") ☐ 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 D'Aguilar Gold Limited to be held at Level 2 Naldham House, 1 Eagle Street Brisbane, Qld on 28 November 2005 at 12.00pm and at any adjournment of that meeting.

☐ If you do not wish to direct your proxy how to vote please place a mark in 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 the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chairman of the meeting intends to vote undirected proxies in favour of the resolutions.

Voting directions to your proxy – please mark ☒

		For	Against	Abstain*
Resolution 1	**Remuneration Report**	☐	☐	☐
Resolution 2	**Re-appointment of Mr Brian Moller**	☐	☐	☐

*** If you mark the Abstain box for a particular item, you are directing your proxy <u>not</u> 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.**

Execution

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

Individual or Security holder 1	Security holder 2	Security holder 3
Sole Director and Sole Company Secretary (If appointed)	Director	Director/Company Secretary

Contact Name ______________ **Contact Daytime Telephone** ______________ **Date** / /

Appointment of Multiple Proxies

A member may appoint more than one proxy. If two (or more) proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is [ ]%. (An additional proxy form will be supplied by the Company on request or you may copy this form.)

Exercising voting power over only part of your shares

If you wish to appoint the proxy to exercise voting power over only some of your shares, the number of shares in respect of which this proxy is to operate is ……………….. shares (Note: proxy will be over all shares if left blank)

How to Complete the Proxy Form

1. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. 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. 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 security holder of the Company.

2. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate section. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

3. 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 or you may copy this form.

To appoint on 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 your votes. Fractions of votes will be disregarded.

(b) Return both forms together in the same envelope.

4. Signing Instructions

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

Individual:	where the holding is in one name, the holder must sign.
Joint Holding:	where the holding is in more than one name, all of the security holders should 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 can also sign alone. ▪ Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing 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 produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 12.00pm on 26 November 2005, being 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged with the Company:

IN PERSON:- D'Aguilar Gold Ltd, Level 5, 60 Edward Street, Brisbane, Queensland

BY MAIL:- D'Aguilar Gold Ltd, GPO Box 5261, Brisbane, QLD, 4001

BY FAX:- (07) 3303 0681