

EUROGOLD LIMITED

ABN 58 009 070 384

PROSPECTUS

For a non-renounceable pro rata offer to Shareholders on the basis of one (1) new Share for every one (1) Share held at the Record Date at an issue price of \$0.0175 per Share to raise up to \$1,519,094.

THE OFFER CLOSSES AT 5.00PM WST ON 11 DECEMBER 2014

VALID ACCEPTANCES MUST BE RECEIVED BEFORE THAT TIME.

Please read the instructions in this Prospectus and on the accompanying Acceptance Form regarding the acceptance of the Offer or Shortfall Offer.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

THE SHARES OFFERED BY THIS PROSPECTUS ARE OF A HIGHLY SPECULATIVE NATURE.

CORPORATE DIRECTORY

Directors

Peter Gunzburg – Executive Chairman
Brett Montgomery - Non-Executive Director
Pauline Collinson - Non-Executive Director

Company Secretary

Pauline Collinson

Registered and Corporate Office

Unit B1
Tempo Building
431 Roberts Road
Subiaco Western Australia 6008

Telephone: +61 8 9381 9550
Facsimile: +61 8 9388 7559

Share Registry

Computershare Investor Services Pty Ltd
GPO Box 3224
Melbourne VIC 3001

Telephone: +61 3 9415 5000
Facsimile: +61 8 9473 2500

Stock Exchange Listing

Australian Securities Exchange
ASX Code for Shares: **EUG**

Solicitors to the Company

Hardy Bowen Lawyers
Level 1, 28 Ord Street
Perth Western Australia 6000

CONTENTS

Section	Description	Page No
	Important Notices	1
	Proposed Timetable	3
1	Details of the Offer	4
2	Action Required by Shareholders	9
3	Risk Factors	12
4	Effect of the Offer	16
5	Additional Information	18
6	Authorisation	26
7	Glossary of Terms	27

Important Information

This Prospectus is dated 24 November 2104 and was lodged with ASIC on that date. ASIC and ASX take no responsibility for the contents of this Prospectus.

No Shares will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus.

A copy of this Prospectus is available for inspection at the registered office of the Company at Unit B1, Tempo Building, 431 Roberts Road, Subiaco, Western Australia, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 5.3).

The Prospectus will be made available in electronic form. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) from the Company's principal place of business by contacting the Company. The Offer contemplated by this Prospectus is only available in electronic form to persons receiving an electronic version of this Prospectus within Australia, New Zealand and Hong Kong.

The Company will apply to ASX within 7 days of the date of this Prospectus for Official Quotation by ASX of the Shares offered by this Prospectus.

The Shares offered by this Prospectus should be considered highly speculative. Please refer to Section 3 for details relating to investment risks.

Applications for Shares by Shareholders can only be made on an original Entitlement and Acceptance Form sent with this Prospectus. The Entitlement and Acceptance Form sets out a Shareholders' Entitlement to participate in the Offer. If acceptance is by BPAY®¹ there is no need to return the original Entitlement and Acceptance Form.

Applications for Shortfall Shares by parties (other than Shareholders) to whom the Company makes a Shortfall Offer can only be made on the appropriate Shortfall Acceptance Form sent with this Prospectus. Shareholders who wish to apply for Shortfall Shares may complete the relevant section of the Entitlement and Acceptance Form.

Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed.

No person is authorised to give any information or to make any representation in connection with the Offer and Shortfall Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer and Shortfall Offer.

No action has been taken to permit the offer of Shares under this Prospectus in any jurisdiction other than Australia, New Zealand and Hong Kong.

The distribution of this Prospectus in jurisdictions outside Australia, New Zealand and Hong Kong may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

Hong Kong investors

¹ ® Registered to BPAY Pty Ltd ABN 69 079 137 518

This document has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong (the "Companies Ordinance"), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the new Shares and Options have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the new Shares and Options has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to new Shares and Options that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted new Shares or Options may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

PROPOSED TIMETABLE

Announcement of Offer	24 November 2014
Lodgement of Prospectus with ASIC and ASX	24 November 2014
Notice of Offer sent to Shareholders	26 November 2014
Shares quoted on an "EX" basis	27 November 2014
Record Date for determining Entitlements	1 December 2014
Prospectus and Entitlement and Acceptance Form despatched to Shareholders	2 December 2014
Opening Date of Offer	2 December 2014
Closing Date of Offer	11 December 2014
Notification of Shortfall	15 December 2014
Anticipated date for issue of the Shares	16 December 2014

This timetable is indicative only and subject to change.

* Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the Shares.

1. Details of the Offer

1.1 The Offer

The Company is making a non-renounceable pro rata offer of Shares at an issue price of \$0.0175 per Share to Shareholders on the basis of one (1) new Share for every one (1) Share held at 5:00 pm (WST) on the Record Date, to raise up to \$1,519,094 (before costs) (**Offer**).

The Company has on issue as at the date of this Prospectus 86,805,402 Shares. Up to 86,805,402 new Shares could be issued under the Offer.

Where the determination of the Entitlement of Shareholders results in a fraction of a Share, such fraction will be rounded down to the nearest whole Share.

Refer to Section 5.1 for a summary of the rights attaching to the Shares.

1.2 Purpose of the Offer

Completion of the issue of Shares offered by this Prospectus will result in an increase in the cash on hand of up to approximately \$1,519,094 (before payment of associated costs).

The Company's Shares are currently suspended from quotation on ASX due to the Company having insufficient activities to warrant quotation. The Company is actively pursuing numerous opportunities to identify a suitable project or investment opportunity to deliver value to Shareholders and enable the Company's Shares to recommence trading on ASX. In order to re-commence trading on ASX, the Company will have to demonstrate to ASX that it has sufficient activities and re-comply with Chapters 1 and 2 of the Listing Rules.

The funds raised pursuant to the Offer will allow the Company to continue to conduct due diligence activities on the acquisition of potential projects and investment opportunities.

The funds raised under the Offer are proposed to be expended as follows:

Description of Cash Outflows	Offer (A\$)
Due diligence activities to identify new potential projects and investment opportunities	\$1,200,000
Corporate and administrative costs	\$270,594
Costs of the Offer	\$48,500
Total funds raised under the Offer	\$1,519,094

Actual expenditure may differ significantly from the above estimates due to a number of factors including market conditions, due diligence activities and other factors (including the risk factors outlined in Section 3).

1.3 Opening and Closing Dates

The Offer will be open from the Opening Date, being 2 December 2014, until 5.00pm WST on the Closing Date, being 11 December 2014 or such other date as the Directors

in their absolute discretion shall determine, subject to the requirements of the Listing Rules.

1.4 Minimum subscription

There is no minimum subscription for the Offer.

1.5 Shortfall Shares

In the event that not all Shareholders accept their full entitlement pursuant to the Offer, the Directors reserve the right, subject to any restrictions imposed by the Corporations Act and the Listing Rules to issue the Shortfall Shares at their sole discretion. Shareholders may apply for Shortfall Shares under the Shortfall Offer by completing the relevant section of the Entitlement and Acceptance Form. The Directors in the first instance intend that any Shortfall Shares will be allocated to Shareholders who apply for Shortfall Shares under the Shortfall Offer.

See Section 5.9 for further details of the Shortfall Offer.

1.6 No rights trading

The Entitlement is non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your rights to subscribe for Shares to any other party. If you do not take up your Entitlement by the Closing Date, the Offer to you will lapse.

1.7 Acceptance Form

Acceptance of a completed Acceptance Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Shares accepted. The Acceptance Form does not need to be signed to be a binding acceptance of Shares.

If an Acceptance Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat an Acceptance Form as valid and how to construe, amend or complete the Acceptance Form, is final.

An Applicant who submits an Acceptance Form which is treated as valid by the Company agrees to irrevocably authorise and appoint the Company as its agent and attorney for the purposes of completing any escrow agreement or other ancillary documents necessary or required by ASX in connection with the Company's re-compliance with Chapters 1 and 2 of the Listing Rules to facilitate the Company's Shares re-commencing trading on ASX. See Section 3.1(a) for a description of the risk of Shares issued pursuant to this Prospectus being subject to a period of escrow imposed by ASX.

1.8 Issue and dispatch

All Shares offered by this Prospectus are expected to be issued, and security holder statements dispatched, on or before the date specified in the Timetable.

It is the responsibility of Applicants to determine their allocation prior to trading in the Shares. Applicants who sell Shares before they receive their holding statements will do so at their own risk.

1.9 Application Monies held on trust

All Application Monies received for the Shares will be held in trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the Shares are issued. All Application Monies will be returned (without interest) if the Shares are not issued.

1.10 ASX quotation

Application will be made to ASX no later than 7 days after the date of this Prospectus for Official Quotation of the Shares. If permission is not granted for Official Quotation of the Shares within 3 months after the date of this Prospectus (or such period as ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

The Company's Shares are currently suspended from quotation on ASX. Accordingly, until the Company's Shares recommencing trading on ASX the Shares issued under this Prospectus will not be immediately tradable on ASX. In order to re-commence trading on ASX, the Company will have to demonstrate to ASX that it has sufficient activities and re-comply with Chapters 1 and 2 of the Listing Rules. Shares issued pursuant to this Prospectus may be classified by ASX as restricted securities and may be required to be held in escrow. See Section 3.1(a) for a description of this risk.

1.11 CHESS

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and Securities Clearing House Business Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares.

If you are broker sponsored, ASX Settlement will send you a CHESS statement.

The CHESS statement will set out the number of Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Shares.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by Computershare Investor Services Pty Limited and will contain the number of Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

1.12 Overseas Shareholders

The Offer is not being extended to any Shareholders whose registered address is outside Australia, New Zealand or Hong Kong. The Company is of the view that it is unreasonable to make the Offer to shareholders outside Australia, New Zealand and Hong Kong, having regard to:

- (a) the number of those Shareholders;
- (b) the number and value of Shares to be offered to those persons; and
- (c) the cost of complying with overseas legal requirements.

The Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer other than for Shareholders in Australia, New Zealand and Hong Kong. The Company is not required to make offers under the Prospectus to Shareholders other than in Australia, New Zealand and Hong

Kong. Where the Prospectus has been despatched to Shareholders domiciled outside Australia, New Zealand and Hong Kong and where the country's legislation prohibits or restricts in any way the making of the offer contemplated by the Prospectus, the Prospectus is provided for information purposes only.

Shareholders resident in Australia, New Zealand or Hong Kong holding shares on behalf of persons who are resident overseas are responsible for ensuring that taking up Entitlements under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

1.13 Risk factors

An investment in Shares should be regarded as highly speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are in Section 3.

1.14 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for Shares under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders. As a result, Shareholders should consult their professional tax adviser in connection with subscribing for Shares under this Prospectus.

1.15 Major activities and financial information

A summary of the major activities and financial information relating to the Company for the financial year ended 30 June 2014 is in the Annual Report which was lodged with ASX on 30 October 2014.

The Company's continuous disclosure notices (i.e. ASX announcements) since 30 October 2014, being the date the Annual Financial Report was lodged with ASX, are listed in Section 5.3.

Copies of these documents are available free of charge from the Company. Directors strongly recommend that Shareholders review these and all other announcements prior to deciding whether or not to participate in the Offer.

1.16 Privacy

The Company collects information about each Applicant provided on an Acceptance Form for the purposes of processing the Acceptance and, if the Acceptance is successful, to administer the Applicant's security holding in the Company.

By submitting an Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Acceptance Form the Company may not be able to accept or process your Acceptance.

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

1.17 Effect on control

As a result of the Offer and Shortfall Offer, no Shareholder will increase their Voting Power to above 20% or further increase their Voting Power above 20%.

1.18 Withdrawal

The Directors may, at any time, decide to withdraw this Prospectus and the Offer, in which case the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

1.19 Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on (08) 9381 9550.

2. Action required by Shareholders

2.1 Acceptance of Shares under this Prospectus

Should you wish to accept all of your Entitlement, then applications under this Prospectus must be made on the Entitlement and Acceptance Form which accompanies this Prospectus or by completing a BPAY payment, in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Please read the instructions carefully.

Please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided and attach a cheque, bank draft or money order for the Application Monies indicated on the Entitlement and Acceptance Form.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque, bank draft or money order in Australian dollars drawn on an Australian branch of a financial institution, crossed "Not Negotiable" and made payable to **"Eurogold Limited"** and lodged and received at any time after the Opening Date and on or before the Closing Date at the Company's share registry at:

Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001
Australia

If you wish to pay via BPAY you must follow the instructions in the Entitlement and Acceptance Form. You will be deemed to have accepted your Entitlements upon receipt of the BPAY payment by the Company. Shareholders who elect to pay via BPAY do not need to return their completed Entitlement and Acceptance Form.

If you elect to pay via BPAY you should be aware that your financial institution may implement earlier cut off times with regards to electronic payment, and you should therefore take this into consideration when making your payment. It is your responsibility to ensure that funds submitted through BPAY are received before the close of the Offer.

The Company shall not be responsible for any postal or delivery delays or delay in the receipt of the BPAY payment.

2.2 If you wish to take up part of your Entitlement only

Should you wish to only take up part of your Entitlement, then applications under this Prospectus must be made on the Entitlement and Acceptance Form which accompanies this Prospectus or by completing a BPAY payment in respect of the portion of your Entitlement you wish to take up, in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Please read the instructions carefully.

Please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided, including the number of Shares you wish to accept and the Application Monies (calculated at \$0.0175 per Share accepted), and attach a cheque, bank draft or money order for the appropriate Application Monies.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque, bank draft or money order in Australian dollars drawn on an Australian branch of a financial institution, crossed "Not Negotiable" and made payable to **"Eurogold Limited"** and lodged and received at any time after the Opening Date and on or before the Closing Date at the Company's share registry at:

Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001
Australia

If you wish to pay via BPAY you must follow the instructions in the Entitlement and Acceptance Form. You will be deemed to have accepted your Entitlements upon receipt of the BPAY payment by the Company. Shareholders who elect to pay via BPAY do not need to return their completed Entitlement and Acceptance Form.

If you elect to pay via BPAY you should be aware that your financial institution may implement earlier cut off times with regards to electronic payment, and you should therefore take this into consideration when making your payment. It is your responsibility to ensure that funds submitted through BPAY are received before the close of the Offer.

The Company shall not be responsible for any postal or delivery delays or delay in the receipt of the BPAY payment.

2.3 Application for Shortfall Shares

If you are an Shareholder and wish to apply for Shares in excess of your Entitlement by applying for Shortfall Shares you may do so by completing the relevant sections of the Entitlement and Acceptance Form, in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Any Shares applied for in excess of your entitlement will be applied for under the Shortfall Offer and allocations will be determined by the Company in its absolute discretion. Please read the instructions carefully.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to **"Eurogold Limited"** and lodged and received at any time after the Opening Date and on or before the Closing Date at the Company's share registry at:

Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001
Australia

If you wish to pay via BPAY you must follow the instructions in the Entitlement and Acceptance Form. You will be deemed to have applied for Shortfall Shares if the number of Shares applied for is greater than your Entitlements. Shareholders who elect to pay via BPAY do not need to return a completed Entitlement and Acceptance Form.

If you elect to pay via BPAY you should be aware that your financial institution may implement earlier cut off times with regards to electronic payment, and you should therefore take this into consideration when making your payment. It is your responsibility to ensure that funds submitted through BPAY are received before the date and time mentioned above.

The Company shall not be responsible for any postal or delivery delays or delay in the receipt of the BPAY payment.

2.4 Entitlements not taken up

If you do not wish to accept any of your Entitlement, you are not obliged to do anything.

The number of Shares you hold and the rights attached to those Shares will not be affected should you choose not to accept any of your Entitlement.

2.5 Enquiries concerning your Entitlement

If you have any queries concerning your Entitlement please contact the Company Secretary by telephone on (08) 9381 9550.

3. Risk Factors

The Company and its controlled entities, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entities have implemented appropriate strategies, actions, systems and safeguards for known risks, however, some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which Shareholders need to be aware of in evaluating the Company and risks of increasing your investment in the Company. Shareholders should carefully consider the following factors in addition to the other information presented in this Prospectus.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

3.1 Specific Risks associated with the Company and the Offer

(a) Resumption of trading on ASX

The Company's Shares have been suspended from quotation on ASX since 5 June 2013 due to the Company having insufficient activities to warrant quotation. The Company is actively pursuing a number of opportunities to acquire a suitable project or investment for the Company to enable the Company to have sufficient activities to warrant re-quotation. ASX has advised that the Company will have to re-comply with Chapters 1 and 2 of the Listing Rules prior to completing any acquisition and the Company's Shares recommencing trading on ASX.

There is the risk that the Company may not be able to satisfy all of the conditions required by Chapters 1 and 2 of the Listing Rules to the satisfaction of ASX. Re-compliance with Chapters 1 and 2 of the Listing Rules may require the Company to conduct a capital raising at 20 cents per Share.

Further, subject to re-compliance with Chapters 1 and 2 of the Listing Rules, certain Shares on issue prior to the Company's re-compliance, including Shares issued under the Offer and Shortfall Offer, may be classified by ASX as restricted securities and may be required to be held in escrow. The ASX may, in its sole discretion, impose an escrow period of up to 24 months commencing from the date on which quotation of Shares recommences trading or the date on which the Shares were issued. Details of restricted securities (including the number and period of restriction) are subject to confirmation by ASX. Any restricted securities information will be made available by the Company by an announced to ASX. As described in Section 1.7, Applicants agree to appoint the Company as its agent and attorney for the purpose of completing any escrow agreement required by ASX in connection with the Company's re-compliance with Chapters 1 and 2 of the Listing Rules.

If compliance with Chapters 1 and 2 of the Listing Rules cannot be achieved the Shares will remain suspended from trading and there will not be a public market in which the Shares will trade.

(b) New Projects and Acquisitions

The Company has to date and will continue to actively pursue and assess other new projects and investment opportunities. These new projects and investment opportunities may take the form of direct project acquisitions, joint ventures,

farm-ins, acquisition of interest in assets, or direct equity participation. The Company's success in its acquisition of new projects or investment opportunities depends on its ability to identify suitable projects or investments and acquire or invest in them on acceptable terms. There can be no guarantee that the Company will successfully acquire a new project or identify a new investment opportunity. If the Company does not successfully acquire a new project or new investment opportunity it may have a material adverse effect on the Company.

The acquisition of projects (whether completed or not) or identification of new investment opportunities may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence and prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition or investment will be completed or be successful. If the proposed acquisition or investment is not completed, monies already advanced may not be recoverable, which may have a material adverse effect on the Company.

If an acquisition or investment is completed, the Directors will need to assess, at that time, the funding allocated to the project or investment. Notwithstanding that an acquisition or investment may proceed upon the completion of due diligence, the usual risks associated with the new project/business activities will remain.

Furthermore, if a new investment or acquisition by the Company is completed, ASX may require the Company to seek Shareholder approval and to meet the admission requirements under Chapters 1 and 2 of the Listing Rules as if the Company were a new listing. There would be costs associated in re-complying with the admission requirements. The Company may be required to incur these costs in any event, were it to proceed to seek to acquire a new project which is considered to result in a significant change to the nature or scale of its existing operations.

Any new project, business acquisition or investment may change the risk profile of the Company, particularly if the new project or investment is located in another jurisdiction, involving a new commodity and/or changes the Company's capital/funding requirements. Should the Company propose or complete the acquisition of a new project or business activity, investors should re-assess their investment in the Company in light of the new project/business activity.

(c) Additional Requirements for Funding

The Company's funding requirements depend on numerous factors including the Company's ability to generate income from projects, the results of joint venture operations, future work programs and the acquisition of new projects.

The Company may require further funding in addition to current cash reserves and proceeds from the Offer to conduct further due diligence activities on potential projects and investments.

Additional equity financing, if available, may be dilutive to Shareholders and at lower prices than the current market price. Debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

3.2 General Risks

(a) Securities investments

There are risks associated with any securities investment. The prices at which the Shares trade may fluctuate in response to a number of factors.

Furthermore, the stock market has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. There can be no guarantee that these trading prices will be sustained. These factors may materially affect the market price of the Shares regardless of the Company's operational performance.

(b) Share market conditions

Share market conditions may affect the value of Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) changes in investor sentiment toward particular market sectors;
- (iv) the demand for, and supply of, capital; and
- (v) terrorism or other hostilities.

The market price of the Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company, or any return on an investment in the Company.

(c) Economic Risk

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption, the rate of growth of gross domestic product in Australia, or any other country in which the Company operates, interest rates and the rate of inflation.

(d) Changes In Government Policies and Legislation

Any material adverse changes in government policies or legislation of Australia or any other country where the Company may acquire economic interests may affect the viability and profitability of the Company.

(e) Competition

The Company will compete with other companies. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. There

can be no assurance that the Company can compete effectively with these companies.

3.3 Investment Highly Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus. Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares. Potential investors should consider that the investment in the Company is highly speculative and should consult their professional adviser before deciding whether to apply for Shares pursuant to this Prospectus.

4. Effect of the Offer

4.1 Capital structure on completion of the Offer

On the basis that the Offer is fully subscribed, the capital structure of the Company at the completion of the Offer would be as follows:

	Number of Shares
Balance at the date of this Prospectus	86,805,402
To be issued under the Offer ⁽¹⁾	86,805,402
Balance after the Offer (if fully subscribed)	173,610,084

(1) The number of Shares to be issued under the Offer assumes that the Offer is fully subscribed.

4.2 Pro forma statement of financial position

	Audited 30 June 2014 \$	Pro-forma Adjustments \$	Pro-forma Statement of Financial Position \$
Current assets			
Cash and cash equivalents	29,906	1,952,478	1,982,384
Held for trading investments	3,890		3,890
Trade and other receivables	24,791		24,791
Total current assets	58,587	1,952,478	2,011,065
Non-current assets			
Investment in associate	2,594,845	(2,594,845)	-
Held for sale investments	169,379		169,379
Property, plant and equipment	1,443		1,443
Total non-current assets	2,765,667	(2,594,845)	170,822
Total Assets	2,824,254	(642,367)	2,181,887
Current liabilities			
Trade and other payables	86,489		86,489
Borrowings	1,821,074	(1,821,074)	-
Employee entitlements	28,563		28,563
Total current liabilities	1,936,126	(1,821,074)	115,052
Total liabilities	1,936,126	(1,821,074)	115,052
Net assets	888,128	1,178,707	2,066,835
Equity			
Contributed equity	60,039,582	1,470,594	61,510,176
Reserves	(2,309,315)	2,399,934	90,619
Accumulated losses	(56,842,139)	(2,691,821)	(59,533,960)
Total equity	888,128	1,178,707	2,066,835

Basis of Preparation

The pro forma statement of financial position is based on the audited statement of financial position as at 30 June 2014 that has been adjusted to reflect the following transactions and events:

- (a) the issue of 86,805,402 Shares at an issue price of \$0.0175 per Share pursuant to this Prospectus to raise \$1,519,094 of new equity;
- (b) the application of proceeds of the Offer to the costs associated with the Offer of approximately \$48,500. These costs are described in Section 5.11; and
- (c) net cash outflows from operating activities of approximately \$130,000 as a result of normal operations of the Company from 1 July 2014;
- (d) the receipt of \$194,175 from AP Finance Limited from a further drawdown on the loan facility; and
- (e) the sale of the Company's entire holding in Dragon Mining Limited and the resultant repayment of its outstanding debt facility with AP Finance Limited resulting in the receipt of \$417,078 in net proceeds.

Investors should also note that the statement of financial position that will arise following the Offer will be based on the actual assets and liabilities as at the conclusion of the Offer. Accordingly the actual balance sheet will differ to the indicative position set out above.

4.3 Market price of Shares

The Company's Shares on ASX have been suspended from quotation since 5 June 2014. Accordingly, there has been no market sales of the Company's Shares in the 3 months prior to the date of lodgement of this Prospectus.

4.4 Dividend policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

5. Additional information

5.1 Rights attaching to Shares

(a) General

The Shares to be issued pursuant to this Prospectus are ordinary shares and will, as from their allotment, rank equally in all respects with all ordinary shares in the Company.

The rights attaching to the Shares arise from a combination of the Constitution, statute and general law. Copies of the Constitution are available for inspection during business hours at its registered office. The Constitution has been lodged with ASIC.

A summary of the more significant rights is set out below and assumes that the Company is admitted to the Official List. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of Shareholders.

(b) Reports and Notices

Shareholders are entitled to receive all notices, reports, accounts and other documents required to be furnished to shareholders under the Constitution, the Corporations Act and Listing Rules.

(c) General Meetings

Directors may call a meeting of members whenever they think fit. Shareholders may call a meeting as provided by the Corporations Act. All Shareholders are entitled to a notice of meeting. A meeting may be held in two or more places linked together by audio-visual communication devices. A quorum for a meeting of members is 2 eligible voters.

The Company will hold annual general meetings in accordance with the Corporations Act and Listing Rules.

Shareholders are entitled to be present in person, or by proxy, attorney or representative (in the case of a company) to speak and to vote at general meetings of the Company.

(d) Voting

Subject to any rights or restrictions at the time being attached to any class or classes of shares, at a general meeting of the Company on a show of hands, every ordinary Shareholder present in person, or by proxy, attorney or representative (in the case of a company) has one vote and upon a poll, every Shareholder present in person, or by proxy, attorney or representative (in the case of a company) has one vote for any Share held by the Shareholder.

A poll may be demanded by the chairperson of the meeting, any 5 Shareholders entitled to vote in person or by proxy, attorney or representative or by any one or more Shareholders holding not less than 5% of the total voting rights of all Shareholders having the right to vote.

(e) Dividends

The Directors may declare and authorise the distribution from the profits of the Company, dividends to be distributed to shareholders according to their rights and interests. The Directors may determine the property to constitute the dividend and fix the time for distribution. Except to the extent that the terms of issue of shares provide otherwise, each dividend must be distributed according to the amount paid up on the share in a manner calculated in accordance with the Constitution.

(f) Winding Up

Subject to any rights or restrictions attached to a class of shares, on a winding up of the Company, any surplus must be divided among the Shareholders in the proportions which the amount paid (including amounts credited) on the Shares of a Shareholder is of the total amounts paid and payable (including amounts credited) on the Shares of all Shareholders.

Subject to any rights or restrictions attached to a class of Shares, on a winding up of the Company, the liquidator may, with the sanction of a special resolution of the Shareholders:

- (i) distribute among Shareholders the whole or any part of the property of the Company; and
- (ii) decide how to distribute the property as between the Shareholders or different classes of Shareholders.

The liquidator of the Company may settle any problem concerning a distribution.

(g) Transfer of Shares

Generally, Shares are freely transferable, subject to formal requirements, and to the registration of the transfer not resulting in a contravention of, or failure to observe, the provisions of a law of Australia.

(h) Issue of Further Shares

The Directors may, subject to any restrictions imposed by the Constitution and the Corporations Act, allot, issue, grant options over, or otherwise dispose of, further Shares with or without preferential rights, on such terms and conditions as they see fit.

(i) Directors

The business of the Company is to be managed by or under the direction of the Directors.

Directors are not required under the Constitution to hold any Shares.

Unless changed by the Company in general meeting, the minimum number of Directors is 3 and the maximum is 10. The existing Directors may appoint a new Director to fill a casual vacancy or as an addition to the Board. Any such Director must retire at the next following annual general meeting of the Company (at which meeting he or she may be eligible for election as a Director).

The Constitution contains provisions relating to the rotation and election of directors. No Director other than the Managing Director may hold office later

than the third annual general meeting after his or her appointment or election without submitting himself or herself for re-election.

For a person to be eligible for election as a Director, a nomination for the office of Director and the written consent of the proposed director must be received at the Company's registered office:

- (i) 30 business days prior to the meeting, in the case of a meeting of members that the Directors have been requested by members to call; and
- (ii) 35 business days prior to the meeting, in any other case.

(j) Offer of Shares

Subject to the requirements of the Corporations Act and if applicable, the Listing Rules, the issue of Shares by the Company is under the control of the Directors. Under the Constitution, the Company is empowered, without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, to issue shares with preferred, deferred or other rights.

(k) Variation of Shares and Rights Attaching to Shares

Shares may be converted or cancelled with member approval and the Company's share capital may be reduced in accordance with the requirements of the Corporations Act.

Class rights attaching to a particular class of shares may be varied or cancelled with the consent in writing of holders of 75% of the shares in that class or by a special resolution of the holders of shares in that class.

(l) Unmarketable Parcels

The Company may procure the disposal of Shares where the member holds less than a marketable parcel of Shares within the meaning of the Listing Rules (being a parcel of shares with a market value of less than \$500). To invoke this procedure, the Directors must first give notice to the relevant member holding less than a marketable parcel of Shares, who may then elect not to have his or her Shares sold by notifying the Directors.

(m) Share Buy-Backs

The Company may buy-back Shares in itself in accordance with the provisions of the Corporations Act.

(n) Indemnity and Insurance of Officers

Under the Constitution the Company is obliged, to the extent permitted by law, to indemnify an officer (including Directors) of the Company against liabilities incurred by the officer in that capacity, against costs and expenses incurred by the officer in successfully defending civil or criminal proceedings, and against any liability which arises out of conduct not involving a lack of good faith.

To the extent permitted by law the Company may also pay the premium on any insurance policy for any person who is or has been an officer against a liability incurred by that person in his or her capacity as an officer of the Company provided that the liability does not arise out of conduct involving a wilful breach of duty.

(o) Changes to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of the members present and voting at a general meeting of the Company. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

(p) Listing Rules

Provided the Company remains admitted to the Official List, then despite anything in the Constitution, no act may be done that is prohibited by the Listing Rules, and authority is given for acts required to be done by the Listing Rules. The Constitution will be deemed to comply with the Listing Rules as amended from time to time.

5.2 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the stock market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes, aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit review or report.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 5.3 below).

5.3 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC.

The Company will provide free of charge to any person who requests it during the period of the Offer, a copy of the Annual Financial Report for the year ended 30 June 2014 which was lodged with ASX on 1 October 2014.

The following continuous disclosure notices have been given by the Company to notify ASX of information relating to the Company during the period from the date of the lodgement of the Annual Financial Report on 1 October 2014 to the date of this Prospectus:

Date Lodged	Subject of Announcement
21/11/2014	Substantial Shareholders Notice - Montgomery
20/11/2014	Becoming a Substantial Shareholder - Cheung
20/11/2014	Ceasing to be a substantial holder
19/11/2014	Change of Director's Interest - Gunzburg
19/11/2014	Initial Director's Interest - Collinson
19/11/2014	Initial Director's Interest - Montgomery
17/11/2014	Final Directors' Interests - Dew-Procter-Wong
17/11/2014	Company Update

The following documents are available for inspection throughout the application period of this Prospectus during normal business hours at the registered office of the Company at Unit B1, Tempo Building, 431 Roberts Road, Subiaco, Western Australia:

- (a) this Prospectus;
- (b) Constitution; and
- (c) the consents referred to in Section 5.12 and the consents provided by the Directors to the issue of this Prospectus.

5.4 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be set out in this Prospectus.

5.5 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Shares under this Prospectus.

5.6 Directors' interests

Except as disclosed in this Prospectus, no Director holds or has held within the two years preceding the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer or Shortfall Offer; or
- (c) the Offer or Shortfall Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director:

- (d) as an inducement to become or qualify as a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offer or Shortfall Offer.

5.7 Directors' interests in Company's Securities

The Directors or their nominees currently hold at the date of this Prospectus Shares in the Company as follows:

	Shares Held	Entitlement to subscribe for Shares ¹	Intention to subscribe for Shares ²
Peter Gunzburg	9,130,648	9,130,648	9,130,648

	Shares Held	Entitlement to subscribe for Shares ¹	Intention to subscribe for Shares ²
Brett Montgomery	4,700,000	4,700,000	4,700,000
Pauline Collinson	-	-	-

Notes:

- ¹ Entitlement to subscribe for Shares pursuant to the Offer.
- ² Based on the intentions of the Directors as at the date of this Prospectus to subscribe for Shares pursuant to the Offer.
- ³ None of the Directors hold any Options.

5.8 Remuneration of Directors

The Constitution provides that the Company may remunerate the Directors. The remuneration shall, subject to any resolution of a general meeting, be fixed by the Directors.

A Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Directors received the following remuneration for the preceding two financial years:

Directors	Year	Salary & Fees \$	Super-annuation \$	Total \$
Peter Gunzburg	2014	50,000	4,625	54,625
	2013	139,423	12,458	151,971
Brett Montgomery	2014	-	-	-
	2013	16,667	-	16,667
Pauline Collinson	2014	100,480	9,294	109,294
	2013	92,307	9,984	102,291

There has been no change in Directors remuneration levels since 1 July 2014.

Mr Montgomery, who was re-appointed a director on 17 November 2014, will receive an annual director's fee of \$36,000 per annum.

5.9 Shortfall Offer

In the event that the Offer is not fully subscribed, the Directors reserve the right, subject to any restrictions imposed by the Corporations Act and Listing Rules to issue the Shortfall Shares at their sole discretion (**Shortfall Offer**).

The Shortfall Offer is a separate offer made pursuant to this Prospectus and may remain open after the Closing Date. Shortfall Shares offered under the Shortfall Offer will be at

a price of \$0.0175 per Share. The Shortfall Shares will have the same rights as the Shares set out in Section 5.1.

Applications for Shortfall Shares can be made by Shareholders by completing and returning the relevant part of the Entitlement and Acceptance Form. The Shortfall Offer will open following the Closing Date and remain open until it is closed by the Directors. Shortfall Shares will not be issued more than 3 months after the Closing Date.

The Directors intend to fully satisfy any application by an Shareholder for Shortfall Shares, subject only to the limitation that Shortfall Shares will not be allocated so as to increase a Shareholder's relevant interest in the Company above 20% or if the Shortfall Offer is oversubscribed by Shareholders, the Company intends to pro-rata scale back Shareholder applications for the Shortfall Shares.

The Company reserves the right to issue to an Applicant for Shortfall Shares a lesser number of Shortfall Shares than the number applied for, reject an application or not proceed with the issuing of the Shortfall Shares or part thereof. If the number of Shortfall Shares issued is less than the number applied for in an Entitlement and Acceptance Form surplus Application Monies will be refunded in full. Interest will not be paid on any Application Monies refunded.

Refer to Section 2.3 for instruction as to how to apply for Shortfall Shares.

5.10 Interests of other persons

Except as disclosed in this Prospectus, no

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus; or
- (b) promoter of the Company,

holds, or has held within the two years preceding the date of this Prospectus, any interest in:

- (c) the formation or promotion of the Company;
- (d) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer or Shortfall Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (e) the formation or promotion of the Company; or
- (f) the Offer or Shortfall Offer.

Hardy Bowen will be paid fees of approximately 20,000 (plus GST) in relation to the preparation of this Prospectus. In the past two years Hardy Bowen has provided legal services to the Company to a total value of approximately \$79,851

Computershare Investor Services Pty Limited has been appointed to conduct the Company's share registry functions and to provide administrative services in respect to the processing of Applications received pursuant to this Prospectus, and will be paid for these services on standard industry terms and conditions.

5.11 Expenses of issue

The estimated expenses of the issue are as follows:

ASIC lodgement fee	\$2,290
ASX quotation fee	\$6,110
Legal and preparation expenses	\$25,000
Printing, mailing and other expenses	<u>\$15,000</u>
Total	<u>\$48,500</u>

5.12 Consents

The following consents have been given in accordance with the Corporations Act and have not been withdrawn as at the date of lodgement of this Prospectus with ASIC:

Hardy Bowen has given, and has not withdrawn, their written consent to being named in this Prospectus as solicitors to the Company. Hardy Bowen have not authorised or caused the issue of this Prospectus or the making of offers under this Prospectus. Hardy Bowen make no representation regarding, and to the extent permitted by law exclude any responsibility for, any statements in or omissions from any part of this Prospectus.

Computershare Investor Services Pty Limited has given and, as at the date hereof, has not withdrawn, its written consent to be named as share registry in the form and context in which it is named. Computershare Investor Services Pty Limited has had no involvement in the preparation of any part of this Prospectus other than being named as share registrar of the Company. Computershare Investor Services Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Prospectus.

6. Authorisation

This Prospectus is authorised by each of the Directors of the Company and lodged with ASIC pursuant to section 718 of the Corporations Act.

Each of the Directors of the Company has consent to the lodgement of this Prospectus with ASIC, in accordance with section 720 of the Corporations Act, and has not withdrawn that consent.

This Prospectus is signed for and on behalf of Company by:

A handwritten signature in black ink, appearing to be 'P. Gunzburg', written over a horizontal line.

Peter Gunzburg
Director

Dated: 24 November 2014

7. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus. Words denoting the singular include the plural and vice versa.

\$ means Australian dollars.

Acceptance means a valid application for Shares made pursuant to this Prospectus on an Entitlement and Acceptance Form.

Acceptance Form means an Entitlement and Acceptance Form or Shortfall Acceptance Form accompanying this Prospectus or all of them, as the case requires.

Applicant means a person who submits an Acceptance Form.

Application Monies means application monies for Shares received by the Company.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691.

ASX Settlement means ASX Settlement Pty Ltd ACN 008 504 532.

Board means the Directors meeting as a board.

Business Day means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

CHESS means ASX Clearing House Electronic Subregister System.

Closing Date means the closing date indicated in the Timetable or such later date as the Directors may determine.

Company means Eurogold Limited ABN 58 009 070 384.

Constitution means the constitution of the Company as at the date of this Prospectus.

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

Director means a director of the Company as at the date of this Prospectus.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Offer.

Entitlement and Acceptance Form or **Form** means the Entitlement and Acceptance Form attached to this Prospectus that sets out the entitlement of Shareholders to subscribe for Shares pursuant to the Offer.

Issuer Sponsored means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

Listing Rules means the listing rules of ASX.

Offer has the meaning given in Section 1.1.

Official List means the official list of ASX.

Official Quotation means quotation of Shares on the Official List.

Opening Date means the opening date indicated in the Timetable.

Option means the right to acquire one Share in the capital of the Company.

Prospectus means this prospectus dated 24 November 2014.

Record Date means the record date indicated in the Timetable.

Section means a section of this Prospectus.

Shareholder means a holder of Shares.

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

Shortfall Acceptance Form means a shortfall acceptance form accompanying this Prospectus in respect of the Shortfall Offer.

Shortfall Offer has the meaning given in Section 5.9.

Shortfall Shares means the number of Shares that have not been subscribed for under the Offer.

Timetable means the proposed timetable on page 2 of this Prospectus.

Voting Power has the meaning given in section 610 of the Corporations Act.

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