

Notice of General Meeting and Explanatory Memorandum

D'Aguilar Gold Limited

ABN 67 052 354 837

Date of Meeting: 30 September 2009

Time of Meeting: 11.00am (Brisbane time)

Place of Meeting: Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland,
4000



Notice is given that a General Meeting of shareholders of D'Aguilar Gold Limited ABN 67 052 354 837 (**Company**) will be held at Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland, 4000, on 30 September 2009 at 11.00am (Brisbane time).

Agenda

ORDINARY BUSINESS

1. Resolution One – Approval of Issue of Shares

To consider and, if thought fit, pass the following Ordinary Resolution with or without modification:

“That in accordance with the provisions of Listing Rule 10.11 of the Official Listing Rules of the ASX Limited (**Listing Rules**), and for all other purposes, the shareholders approve the issue of up to 40,000,000 fully paid ordinary shares in the Company at an issue price of 3.5 cents per share (**Placement Shares**) to Nicholas Mather and Judith Mather as trustees for the Mather Superannuation Fund (**Recipient**), being an entity associated with Mr Nicholas Mather, Managing Director of the Company.”

NOTES:

- The Company intends to issue the Placement Shares as soon as practicable after the Meeting and in any event within one (1) month from the date of the Meeting.
- The rights attaching to the Placement Shares will be identical in all respects to the existing ordinary shares on issue in the Company.
- The funds raised by the issue will be used by the Company to:
 - pay current creditors of the Company;
 - progress the Company's ongoing business plan to list its project based subsidiary companies;
 - progress the identification and initial exploration of new projects; and
 - pay other corporate and offer costs and to provide additional working capital.
- Further details of the Placement Shares are contained within the Explanatory Memorandum.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on this Resolution by:

- the Recipient; and
- any associate of the Recipient.

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 the direction on the proxy form to vote as the proxy decides.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company. Specific comments relating to the Resolution are set out in the Explanatory Memorandum.

By order of the Board

KM Schlobohm
Company Secretary
27 August 2009

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to shareholders of **D'Aguilar Gold Limited ABN 67 052 354 837 (Company)** to explain the resolution to be put to Shareholders at the General Meeting to be held at Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Qld, 4000 on 30 September 2009 commencing at 11.00am (Brisbane time).

The Directors recommend shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolution.

Terms used in this Explanatory Memorandum are defined in Section 3.

2. Resolution One – Approval of Issue of Shares

Resolution 1 seeks the approval of shareholders for the issue of up to 40,000,000 fully paid ordinary shares at an issue price of 3.5 cents per share (**Placement Shares**) to Nicolas Mather and Judith Mather as trustees for the Mather Superannuation Fund (**the Recipient**), being a party associated with the Managing Director of the Company, Mr Nicholas Mather. The issue of the Placement Shares will raise a total of \$1,400,000.00.

2.1 Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval for a company to issue equity securities to a related party.

A “related party” for the purposes of the Listing Rules is defined widely and includes a director of the public company or an entity controlled by a director of the public company.

The Recipient is considered to be controlled by Mr Nicholas Mather, a director of the Company.

Approval for the issue of the Placement Shares to the Recipient is sought in accordance with the provisions of Listing Rule 10.11. If approval is given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1.

The Company believes that all information required pursuant to Listing Rule 10.13 is contained in the Notice of Meeting and this Explanatory Memorandum.

2.2 Impact on Director's interest in the Company

As noted above, the Recipient is controlled by Mr Nicholas Mather, a Director of the Company. Details of the interest of Mr Nicholas Mather, together with the interests of his associated entities (including the Recipient), in the Company are set out below.

Shareholder	Current Share Holding ¹		Share Holding upon issue of Placement Shares ¹	
	No.	%	No.	%
Nicholas Mather ²	9,859,253	4.19%	49,859,253	18.11%
Other	225,521,513	95.81%	225,521,513	81.89%
Total Shares on Issue	235,380,766	100.00%	275,380,766	100.00%

¹ Assuming none of the Existing Options are exercised.

² Nicholas Mather (or entities associated with him) currently hold 2,000,000 of the Existing Options. This assumes none of those Existing Options are exercised.

2.3 Impact on Capital of the Company

The Company currently has on issue 235,380,766 Shares.

Upon issue, the Placement Shares will represent a total of 14.52% of the share capital of the Company.

The Company also has on issue the Existing Options.

3. Interpretation

ASX means the ASX Limited ACN 008 624 691.

Board means the board of directors of the Company.

Company means D'Aguilar Gold Limited ACN 111 019 857.

Corporations Act means the *Corporations Act 2001* (Commonwealth).

Director means a director of the Company.

Existing Options means the 6,800,000 options to subscribe for Shares which are on issue and have not been exercised as at the date of this Explanatory Memorandum with exercise prices ranging from 9 cents to 27.5 cents, vesting on various dates and expiring on various dates between 30 April 2011 and 30 June 2011.

Listing Rules means the listing rules of the ASX.

Meeting means the General Meeting of the Company to be held on 30 September 2009.

Resolution means a resolution to be proposed at the Meeting.

Shares means ordinary fully paid shares in the issued capital of the Company.

Shareholder means a shareholder of the Company.

Any inquiries in relation to the Resolution or the Explanatory Memorandum should be directed to Mr Karl Schlobohm (Company Secretary):

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