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**AUSTRALIAN GOLD INVESTMENT LIMITED**

**ACN 124 873 507**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 11.30 am (EST)  
**DATE:** 26th November 2009  
**PLACE:** Level 34, 50 Bridge Street  
Sydney NSW 2000

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 2) 8216 0777.*

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**CONTENTS PAGE**

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Notice of Annual General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	5
Glossary	6
Proxy Form	7

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**TIME AND PLACE OF MEETING AND HOW TO VOTE**

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**VENUE**

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The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.30 am (EST) on 26th November 2009 at:

Level 34, 50 Bridge Street  
Sydney NSW 2000

**YOUR VOTE IS IMPORTANT**

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The business of the Annual General Meeting affects your shareholding and your vote is important.

**VOTING IN PERSON**

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To vote in person, attend the Annual General Meeting on the date and at the place set out above.

**VOTING BY PROXY**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Australian Gold Investments Limited, Level 34, 50 Bridge Street, Sydney New South Wales 2000; or
- (b) facsimile to the Company on facsimile number (+61 2) 8216 0788,

so that it is received not later than 11.30 am (EST) on 24th November 2009.

**Proxy Forms received later than this time will be invalid.**

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders will be held at 11.30 am (EST) on 26th November 2009 at Level 34, 50 Bridge Street, Sydney NSW 2000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 11.30am (EST) on 24th November 2009.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

### AGENDA

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#### ORDINARY BUSINESS

##### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2009 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

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#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2009.”*

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#### 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR PAUL STEPHENSON

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

*“That, for the purpose of clause 3.6 of the Constitution and for all other purposes Mr Paul Stephenson, a Director who retires by rotation, and being eligible, is re-elected as a Director.”*

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**3. RESOLUTION 3 – APPOINTMENT OF AUDITOR**

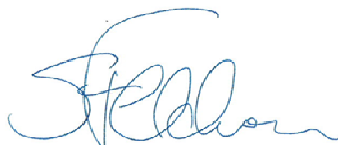
To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, Nexia Court & Co, having been nominated by a shareholder and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company”*

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**DATED: 15 OCTOBER 2009**

**BY ORDER OF THE BOARD**



**Mr Sholom Feldman  
COMPANY SECRETARY**

**Voting Exclusion Note:**

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a 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.

For personal use only

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11.30 am (EST) on 26th November 2009 at Level 34, 50 Bridge Street, Sydney 2000.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2009 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

In accordance with amendments to the Corporations Act the Company is no longer required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at [www.agil.com.au](http://www.agil.com.au).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2009.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

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### 3. RESOLUTIONS 2 – RE-ELECTION OF DIRECTORS

#### 3.1 General

Clause 3.6 of the Constitution requires that at the Company's Annual General Meeting each year, one third ( or if their number is not a multiple of three, then the number nearest to one third) who are not required to retire under clause 3.3 must retire. A Director who retires by rotation is eligible for re-election.

Paul Stephenson retires in accordance with clause 3.6 of the Constitution and being eligible seeks re-election.

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#### 4. RESOLUTIONS 3 – APPOINTMENT OF AUDITOR

Pursuant to Section 327A (1) of the Corporations Act, the directors of a public company must appoint an auditor within 1 month of its incorporation. In accordance with Section 327A (1) of the Corporations Act, the Company appointed Nexia Court & Co as its auditor.

Pursuant to Section 327A (2) of the Corporations Act, an auditor appointed under Section 327A (1) holds office until the ratified at the Company's AGM. Accordingly Nexia Court & Co must be re-appointed by shareholders at the AGM.

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#### GLOSSARY

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**\$** means Australian dollars.

**Annual General Meeting** means the meeting convened by the Notice of Meeting.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Days** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Company** or **AGV** means Australian Gold Investments Limited (ACN 124 873 507).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

**Share** or **Australian Gold Investments Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** or **Australian Gold Investments Shareholder** means a holder of a Share.

**EST** means Eastern Standard Time as observed in Sydney, New South Wales.

**PROXY FORM**

**APPOINTMENT OF PROXY  
AUSTRALIAN GOLD INVESTMENTS LIMITED  
ACN 124 873 507**

**ANNUAL GENERAL MEETING**

I/We

being a member of Australian Gold Investments Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR

Mark this box if you wish to appoint the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, 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 to be held at 11.00 am (EST), on 26<sup>th</sup> November 2009 at level 34, 50 Bridge Street Sydney N.S.W, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

**Voting on Business of the Annual General Meeting**

Resolution 1 – Adoption of remuneration report  
Resolution 2 – Re-election of Director – Paul Stephenson  
Resolution 3 – Re-appointment of Auditor

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of Resolutions 1 to 3 please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 to 3 and that votes cast by the Chair of the Annual General Meeting for Resolutions 1 to 3 other than as proxy holder will be disregarded because of that interest. 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 Resolutions 1 to 3 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 3.

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 to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2009 \_\_\_\_\_ %

**By:**

**Individuals and joint holders**

  
Signature  
Signature  
Signature

**Companies (affix common seal if appropriate)**

  
Director  
Director/Company Secretary  
Sole Director and Sole Company Secretary

For personal use only

**AUSTRALIAN GOLD INVESTMENTS LIMITED**  
**ACN 124 873 507**

**Instructions for Completing 'Appointment of Proxy' Form**

1. A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. Where a member's holding is in one name the holder must sign. Where the holding is in more than one name, all members should sign.
3. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under a power of attorney, the power of attorney must be lodged in like manner as this Proxy Form.
4. Corporate members should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - 2 directors of the company;
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

5. Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
6. To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Australian Gold Investments Limited, Level 34, 50 Bridge Street, Sydney, New South Wales 2000; or
  - (b) facsimile to the Company on facsimile number +61 2 8216 0788,

so that it is received not later than 11.30 am (EST) on 24<sup>th</sup> November 2009.

**Proxy forms received later than this time will be invalid.**