



**ASX ANNOUNCEMENT
23 SEPTEMBER 2010**

NOTICE OF GENERAL MEETING

Company Announcements Office
Australian Stock Exchange Limited
4TH Floor, 20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam

Attached is a copy of the Notice of General Meeting for the shareholders of Sihayo Gold Limited to be convened at 10.00am on Monday 25 October 2010 at 25 Charles St, South Perth.

The Notice of General Meeting, Proxy Form and Explanatory Memorandum are being dispatched today to the Company's shareholders.

Yours faithfully
SIHAYO GOLD LIMITED

A handwritten signature in black ink, appearing to read "Paul Willis", with a horizontal line underneath it.

PAUL WILLIS
Chief Executive Officer

For personal use only

SIHAYO GOLD LIMITED

ABN 77 009 241 374

NOTICE OF GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

DATE OF MEETING

25 October 2010

TIME OF MEETING

10:00am

PLACE OF MEETING

25 Charles Street
SOUTH PERTH WA 6151

For personal use only

SIHAYO GOLD LIMITED
ABN 77 009 241 374

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the shareholders of Sihayo Gold Limited ("**Company**") will be held at the office of the company at 25 Charles Street, South Perth on 25 October 2010 at 10:00 am for the purpose of transacting the following business.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice of General Meeting.

AGENDA

BUSINESS

Resolution 1 – Ratification of Previous Placement of 38,450,000 ordinary shares at \$0.14 per share

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, pursuant to Listing Rule 7.4 of the Listing Rules of the Australian Securities Exchange Limited and for all other purposes, the Company approves and ratifies the issue of 38,450,000 fully paid ordinary shares in the capital of the Company at a price of \$0.14 each on 6 August 2010 and 14 September 2010, to Summit Investments Pty Ltd (BVI) and other professional investors as set out in the Explanatory Memorandum accompanying this Notice of General Meeting".

The Company will disregard any votes cast on this Resolution by Summit Investments Pty Ltd and any associate/s of the company. However, the entity need not disregard a vote if; it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 2 – Approval for IndoAust Mining Limited (BVI) to take up an allocation of 10,000,000 shares in the third and final tranche of the placement to Summit Investments Pty Ltd (BVI) and other investors on 26 October 2010 pursuant to the Underwriting Agreement.

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, pursuant to Listing Rule 10.11 of the Listing Rules of the Australian Securities Exchange Limited and section 208 of the Corporations Act and for all other purposes, the Company approves the issue to IndoAust Mining Limited (BVI), a related party of Mr Paul Willis, a director of the Company, of 10,000,000 ordinary shares in the Company at the price of \$0.14 per share pursuant to the third and final tranche of the placement to Summit Investments Pty Ltd (BVI) and other investors on 26 October 2010 pursuant to the Underwriting Agreement."

The Company will disregard any votes cast on this Resolution by IndoAust Mining Limited (BVI), Paul Willis and any other associate/s of Mr Willis. However, the entity need not disregard a vote if; it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

By order of the Board



Mr Dean Calder
Company Secretary
Dated: 17 September 2010

For personal use only

PROXIES

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
2. 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.
3. A copy of the power of attorney must be lodged for any proxy appointed under power of attorney together with evidence of non-revocation of the power of attorney.
4. A proxy for a corporation must be appointed under the common seal of the corporation or signed in accordance with the requirements of Section 127 of the Corporations Act.
5. To be effective, the proxy form (and any power of attorney) must be lodged with the Company's share registry – Security Transfer Registrars Pty Ltd not less than 48 hours before the time of holding the meeting. The proxy may be lodged by facsimile transmission, post or email. The Company's share registry details are:

Postal:

Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953

Street:

Security Transfer Registrars Pty Ltd
Alexandrea House, Suite 1
770 Canning Highway
APPLECROSS WA 6153

Telephone: +61 8 9315 2333

Facsimile: +61 89315 2233

Email: registrar@securitytransfer.com.au

6. For the purposes of Regulation 7.11.37 of the Corporations Regulations, the directors have set a snap-shot date to determine the identity of those entitled to attend and vote at the meeting. The snap-shot date is 5.00pm (WST) on 22 October 2010.

SIHAYO GOLD LIMITED
ABN 77 009 241 374

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders in Sihayo Gold Limited ("**Company**") with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice of General Meeting:

Resolution 1 – Ratification of Previous Placement of 38,450,000 ordinary shares at \$0.14 per share

Resolution 1 has been included so that shareholders may approve and ratify pursuant to Listing Rule 7.4 the issue of 38,450,000 fully paid ordinary shares in the capital of the Company at an issue price of \$0.14 each on 6 August 2010 and 14 September 2010. This issue was made to Summit Investments Pty Ltd (BVI) and other professional investors pursuant to the arrangements referred to below.

On 28 July 2010 the Company announced the raising of \$10,766,000 via a fully underwritten placement of 76,900,000 shares at the price of \$0.14 per share. The placement was underwritten by Summit. The terms of the underwriting and placement were set out in an agreement dated 27 July 2010 between Summit and the Company ("the **Underwriting Agreement**"). The Underwriting Agreement provided that the placement would occur in three tranches over a period of no longer than 65 business days from the date of the Underwriting Agreement. The Underwriting Agreement provided that Summit would subscribe for shares so that with effect from closing of the placement it would hold up to 19.9% of the shares of the Company. The first and second tranches of the placement have been completed. The third and final tranche of the placement is scheduled to take place on 26 October 2010.

The \$5,383,000 raised in tranches 1 and 2 is being used by the Company to continue the infill drilling program associated with the definitive feasibility study on the Sihayo Gold Project in North Sumatra, Indonesia and for working capital.

Listing Rule 7.1 provides a formula which effectively limits the number of equity securities the Company may issue in a 12 month period without shareholder approval to 15% of the ordinary shares on issue in the Company. Whilst the 38,450,000 shares issued above are within this 15% limit, the purpose of this resolution is to ratify this issue within the 15% limit to provide the Company with the flexibility to issue further securities in accordance with the Listing Rules should the company decide to accelerate its exploration activities in the surrounding areas to Sihayo.

Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with shareholder approval for the purpose of Listing Rule 7.1 if the shareholders subsequently approve it.

The terms of the fully paid ordinary shares issued are the same as the existing ordinary shares on issue and, accordingly, rank equally in all respects with the existing ordinary shares on issue.

The following information is disclosed regarding the shares as required by Listing Rule 7.4:

- a) the number of Shares issued was 38,450,000;
- b) the issue price was \$0.14 per Share;
- c) the shares issued under the first and second tranches of the placement have been allotted to the following parties:
 - a. Summit Investments Pte Ltd (BVI) 16,725,000
 - b. Mr Chee Siew Yaw 16,725,000
 - c. Shane Investment Kendall Limited (BVI) 5,000,000
- d) the Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- e) the funds raised by the ordinary shares issue are being used to continue work on the Sihayo Gold Project in North Sumatra, Indonesia and for working capital.

The places mentioned above are not related parties to the Company.

Resolution 2 – Approval for IndoAust Mining Limited (BVI) to take up an allocation of 10,000,000 shares in the third and final tranche of the placement to Summit Investments Pty Ltd (BVI) and other investors on 26 October 2010 pursuant to the Underwriting Agreement.

At the time of negotiating the placement details with Summit Investments Pty Ltd (BVI), Paul Willis indicated to the board that he (through his company IndoAust Mining Limited (BVI)) would like to participate in the fund raising, however was unable to commit because of personal finances and the uncertainty around the sale and settlement of an investment property. For this reason, shareholder approval under Listing Rule 10.11 was not sought even though Summit had agreed in principle to allocate a parcel of shares to IndoAust. The sale and settlement of Mr Willis' investment property has subsequently occurred and therefore IndoAust is able to participate in the placement.

Related Party Transactions

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provision; or
- (b) shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E, IndoAust is a related party to Paul Willis who is a director of the Company.

In accordance with section 219 of the Corporations Act, the following information is provided to shareholders:

- (a) IndoAust is the related party to whom the proposed resolution would permit the financial benefit.

- (b) The nature of the financial benefit proposed to be given is the issue of the Shares for a consideration of \$0.14 per share.
- (c) the Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares, and will be issued within one month of shareholder approval.
- (d) the funds raised by this share placement will be used to continue work on the Sihayo Gold Project in North Sumatra, Indonesia and for working capital
- (e) Directors' recommendation:

All the Directors were available to consider Resolution 2.

Messrs Misha Collins, Gavin Caudle, Peter Bilbe and John Blake recommend that the shareholders approve IndoAust's participation in the placement as they see the CEO's willingness to participate in fundraising as a positive sign to the market of his commitment to the Sihayo Project. The directors wish to emphasise that at the time of the placement being announced to Mr Willis he indicated that he would like to participate in the placement subject to funds being available. The placement price at this stage was at a premium as detailed on the following page.

Paul Willis declined to make a recommendation to shareholders in respect of Resolution 2 as he may have a material personal interest in the outcome of the resolution.

Apart from Mr Willis none of the other directors has an interest in the outcome of the proposed resolution. Mr Gavin Caudle discloses that he is a director of Summit but is not a shareholder.

As at the date of this Notice, IndoAust has the relevant interest in securities in the Company as follows:

Name	Number of Shares	% of Holding	Number of Options
IndoAust Mining Limited (BVI)	46,221,409	8.37%	4,000,000

Post participation in the final tranche of the placement, IndoAust will have a relevant interest in securities in the Company as follows:

Name	Number of Shares	% of Holding	Number of Options
IndoAust Mining Limited (BVI)	56,221,409	9.51%	4,000,000

IndoAust's total financial benefit to be received in this current period as a result of participating in the placement is as follows:

Name	Base salary/fees p.a. (\$)	Consultancy Fees (\$)	Shares (\$)	Total Financial Benefit (\$)
IndoAust Mining Limited (BVI)	-	-	\$450,000	\$450,000

The value of the financial benefit calculated above represents the difference between the placement price of \$0.14c and the last traded price of the shares as at close of trade on 9 September 2010 of \$0.185c. It should be noted that at the time the placement was announced, the placement price of \$0.14c represented a significant premium of 39% to the 90 day Volume Weighted Average Price and 8% premium to the last traded price.

Technical information required for Resolution 2

Other information that is reasonably required by shareholders to make a decision whether it is in the best interests of the Company to pass Resolution 2 that is known to the Company or any of its Directors:

- i. The Company presently has 552,517,808 shares on issue and quoted on the ASX.
- ii. The Company also has the following Options on issue:

Number of Options	Exercise Price	Expiry Date
7,500,000	\$0.05	26 August 2011
13,280,376	\$0.20	31 January 2011
10,609,116	\$0.05	31 August 2011
3,000,000	\$0.05	31 August 2011
8,500,000	\$0.15	31 May 2013
2,000,000	\$0.075	30 June 2012
2,000,000	\$0.10	30 June 2013
2,000,000	\$0.10	30 June 2012
2,000,000	\$0.12	30 June 2013
3,000,000	\$0.10	31 May 2012

- iv. The following table gives details of the highest, lowest and latest price of the shares trading on the ASX over the past 12 months ending on 6 September 2010:

Security	Highest Price	Date of highest price	Lowest Price	Date of lowest price	Latest Price On 9 September 2010
Shares	19.0 cents	09/09/2010	3.3 cents	09/09/2009	18.5 cents

v. Mr Willis' remuneration for the year ended 30 June 2010 is as follows:

2010	Short-term		Post Employment		Long Term		Equity		Perform ance related %
	Cash Salary & Fees	Non Monetary Benefits	Super- annuation	Retire- ment Benefits	Ince ntive Plans	Long service leave	Share based	Total	
P Willis ^(d)	98,751	1,589	-	-	-	-	-	100,340	-

Other Material Information

There is no information material to the making of a decision by a shareholder whether or not to approve the Resolutions being information that is known to any of the Directors and which has not been previously disclosed to Shareholders, other than as disclosed in this Explanatory Statement.

GLOSSARY

The following terms have the following meanings in this Explanatory Memorandum:

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**Board**" means the board of Directors;

"**Business Day**" has the meaning given to it in the Listing Rules;

"**Company**" or "**Sihayo Gold**" means Sihayo Gold Ltd ABN **77 009 241 374**;

"**Constitution**" means the constitution of the Company;

"**Corporations Act**" means the Corporations Act 2001 (Cth);

"**Director**" means a director of the Company;

"**Listing Rules**" means the Listing Rules of the Australian Securities Exchange;

"**Notice**" or "**Notice of Meeting**" means the notice of annual general meeting accompanying this Explanatory Memorandum;

"**Option**" means an option to acquire one Share;

"**Shares**" means ordinary fully paid shares in the capital of the Company; and

"**Underwriting Agreement**" has the meaning defined in this Explanatory Memorandum;

"**WST**" means Australian Western Standard Time.

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

SIHAYO GOLD LIMITED

ABN: 77 009 241 374

REGISTERED OFFICE:
25 CHARLES STREET
SOUTH PERTH WA 6151

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA
770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

Holder Number:

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

OR

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The meeting Chairperson
(mark with an "X")

The name of the person you are appointing
(if this person is someone other than the Chairperson of the meeting).

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of the Company to be held at 10.00am WST on 25 October 2010 at 25 Charles Street, South Perth WA 6151 and at any adjournment of that meeting.

SECTION B: Voting Directions to your Proxy

Please mark "X" in the box to indicate your voting directions to your Proxy.

Resolution

For Against Abstain*

1. Ratification of Previous Placement of 38,450,000 ordinary shares at \$0.14 per share

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2. Approval for IndoAust Mining Limited (BVI) to take up an allocation of 10,000,000 shares

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

* If you mark the Abstain box for a particular item, you are directing your Proxy not 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.

If you wish to appoint the Chairperson as your proxy and you do not wish to direct the Chairperson how to vote, please mark "X" in the box.

By marking this box, you acknowledge that the Chairperson may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him/her other than as a 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 the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution. The Chairperson of the Meeting intends to vote undirected proxies in favour of the resolution.

SECTION C: Please Sign Below

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

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

1590172308 Reference Number:

1

SIH

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My/Our contact details in case of enquiries are:

NAME

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TELEPHONE NUMBER

(

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NOTES

1. Name and Address

This is the name and address on the Share Register of Sihayo Gold Limited. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark "X" in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of Sihayo Gold Limited.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. Appointment of a Second Proxy

You are entitled to appoint up to two (2) 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 +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the Proxy forms, 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 of your votes; and
- (b) Return both forms in the same envelope.

5. Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held 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 lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than 10.00am WST on 23 October 2010, being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

Security Transfer Registrars Pty Ltd
PO BOX 535
Applecross, Western Australia 6953

Street Address:
Alexandrea House, Suite 1
770 Canning Highway
Applecross, Western Australia 6153

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.