

# DOURADO RESOURCES LIMITED

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DOURADO RESOURCES LIMITED

ACN 131 090 947

NOTICE OF GENERAL MEETING

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TIME: 10:00am (WST)

DATE: Wednesday, 6 October 2010

PLACE: The Boardroom  
Lavan Legal  
The Quadrant  
Level 20  
1 William Street  
PERTH WA 6000

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

Should Shareholders wish to discuss the matters set out in this Notice of Meeting the Company Secretary may be contacted on 61 8 9367 8133.

# NOTICE OF GENERAL MEETING

## DOURADO RESOURCES LIMITED

ACN 131 090 947

Notice is hereby given that a General Meeting of Dourado Resources Limited (the Company) will be held at:

Venue: The Boardroom  
Lavan Legal  
The Quadrant  
Level 20  
1 William Street  
PERTH WA 6000

Date: Wednesday, 6 October 2010

Time: 10.00am (WST)

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum.

## AGENDA

### SPECIAL BUSINESS

#### RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF SHARES

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

*That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 13,000,000 Shares as part of the consideration for the acquisition of 27.5% of the shares on issue in Abbotts Exploration Pty Ltd ACN 142 902 038 on the terms and conditions set out in the Explanatory Statement accompanying this Notice of General Meeting.*

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by a person who participated in the issue and any of their associates.

However, the Company need not disregard a vote if:

- (a) 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
- (b) 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 OF ISSUE OF SHARES AND OPTIONS

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

*That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 43,500,000 Shares and 30,000,000 Options in consideration for the acquisition of 62.5% of the shares and all of the options on issue in Abbotts Exploration Pty Ltd ACN 142 902 038 on the terms and conditions set out in the Explanatory Statement accompanying this Notice of General Meeting.*

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) 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
- (b) 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 3: APPROVAL OF ISSUE OF OPTIONS**

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

*That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 5,000,000 Options on the terms and conditions set out in the Explanatory Statement accompanying this Notice of General Meeting.*

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons.

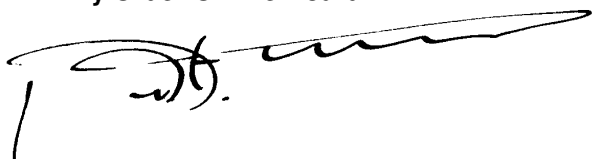
However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

### **General Business**

To consider any other business that may be brought forward in accordance with the Constitution of the Company or the Corporation Act.

**By Order Of The Board**



**ROBERT MARUSCO**  
Company Secretary  
31 August 2010

## **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of members of Dourado Resources Limited in connection with the business to be conducted at the General Meeting of Shareholders to be held at Lavan Legal The Quadrant, Level 20, 1 William Street Perth Western Australia on Wednesday 6<sup>th</sup> October 2010 at 10.00 am (WST).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of General Meeting.

### **RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF SHARES**

As announced to ASX on 7 July 2010, the Company acquired 27.5% of the shares in Abbots in consideration for the issue of 13,000,000 Shares and \$700,000.

Abbots is the holder of a number of applications for exploration licenses in Western Australia and has a 40% interest in Anuman Holdings Pty Ltd, which also has an interest in exploration licenses in Western Australia. The Abbots and Anuman tenements are in close proximity to Dourado's Sabbath-Garden Gully & Mooloogool-Diamond Well Projects.

Abbots owns a series of tenements totaling four in number comprising of:

- 1) ELA 51/1427 (all minerals)
- 2) ELA 51/1428 (all minerals)
- 3) ELA 51/1429 (all minerals)
- 4) ELA 51/1433 (all minerals).

Anuman, which Abbots has a 40% interest in, has a total of six tenements comprising of:

- 1) EL 51/1340 (all minerals except Mn & Fe)
- 2) EL 51/1341 (all minerals except Mn & Fe)
- 3) EL 51/1342 (all minerals except Mn & Fe)
- 4) EL 51/1367 (all minerals except Mn & Fe)
- 5) ELA 51/1435 (all minerals except Mn & Fe)
- 6) ELA 51/1436 (all minerals except Mn & Fe).

The Abbots tenements are in an area which contains a number of gold prospects discovered by Western Mining Corporation Holdings Ltd in the mid to late 1990's but which has seen little systematic gold exploration since this time. Historic gold production of about 40,000 ounces is recorded from the Abbots greenstone belt, derived principally from the Mt Vranizan (12,200 Oz) and New Murchison King (24,460 Oz) mines. Several of the tenements are contiguous with some of the highly regarded Doray Minerals Ltd (Doray) Projects and this includes Doray's Andy Well Project that released spectacular gold intersections in late March 2010.

The Anuman tenements are situated approximately 100kms north east of Meekatharra and located east of the Great Northern Highway. The Anuman tenements are well positioned in relation to Dourado's Mooloogool-Diamond Well Project.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the allotment and issue of the 13,000,000 Shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying the issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

In compliance with the information requirements of ASX Listing Rule 7.5 members are advised of the following particulars in relation to the issue of Shares pursuant to resolution 1:

(a) Number of securities allotted:

13,000,000 Shares

(b) Price at which the securities were issued:

The Shares were issued at an issue price of 16 Cents per share.

(c) Terms of issue:

The Shares rank equally in all respects with the existing Shares on issue.

(d) Name of Allottees:

Allottee	Total Shares
Geographe Mining Pty Ltd ACN 144 652 200	1,244,286
Raptor Mining Pty Ltd ACN 144 652 406	1,244,286
Greek Mining Pty Ltd ACN 144 638 488	1,244,286
Luke Connor	3,333,333
Othna Holdings Pty Ltd ACN 144 814 684	1,977,930
Ulnor Minerals Pty Ltd ACN 144 814 611	1,977,930
Tockan Investments Pty Ltd ACN 144 814 773	1,977,949

(e) Intended use of funds raised:

No funds were raised from the issue.

## **RESOLUTION 2: ISSUE OF SHARES AND OPTIONS**

As announced to ASX on 14 July 2010, the Company has entered into an agreement with the shareholders and optionholders of Abbots, pursuant to which the Company agreed to acquire the balance of the shares in Abbots and all options in Abbots in consideration for the issue of 43,500,000 Shares and 30,000,000 Options.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

In compliance with the information requirements of ASX Listing Rule 7.3 members are advised of the following particulars in relation to the proposed issue of Shares and Options pursuant to Resolution 2:

- (a) Maximum number of securities proposed for issue:  
43,500,000 Shares and 30,000,000 Options
- (b) Date by which DUO will issue and allot securities:  
Upon settlement of the Abbots acquisition which is scheduled to occur five (5) business days after Shareholder approval, but in any event no later than 3 months after Shareholder approval.
- (c) Price at which the securities proposed for issue:  
The Shares and Options will be issued in consideration of the acquisition of 72.5% of the shares in Abbots and all options in Abbots. The issue price of Shares and Options will be based on the market price at the time of issue.
- (d) Allottees:  
The proposed Allottees of the securities are the shareholders and optionholders of Abbots as detailed below:

<b>Proposed Allottees</b>	<b>Shares</b>	<b>Options</b>
Geographe Mining Pty Ltd ACN 144 652 200	1,087,381	1,333,334
Raptor Mining Pty Ltd ACN 144 652 406	1,087,381	1,333,334
Greek Mining Pty Ltd ACN 144 638 488	1,087,381	1,333,334
Hochian Investments Pty Ltd ACN 144 693 989	2,616,667	1,308,333
Georgiamia Pty Ltd ACN 144 692 811	2,616,667	1,308,333
James Brae & Brodrick Management Services Pty Ltd ACN 111 717 518	4,315,000	2,157,500
Nirranda Pty Ltd ACN 079 482 063	7,320,000	3,660,000
Luke Connor	-	1,666,667
Biagio Scibilia and Susanne Lee Scibilia	250,000	125,000
Esteem Pty Ltd ACN 009 030 111	500,000	250,000
Carol Ann Spencer	400,000	200,000
McInerney Holdings Pty Ltd ACN 008 890 060	500,000	-
Selcam Investments Pty Ltd ACN 114 193 761	500,000	-
Leeway Group Pty Ltd ACN 086 601 425	1,111,111	555,555
Sally Anne Jane Baker	150,000	75,000
Lisa Stott	400,000	200,000
Othna Holdings Pty Ltd ACN 144 814 684	2,404,648	2,607,122

<b>Proposed Allottees</b>	<b>Shares</b>	<b>Options</b>
Tockan Investments Pty Ltd ACN 144 814 773	2,404,625	2,607,122
Vito Resources Pty Ltd ACN 144 795 791	6,359,518	3,679,759
Listam Enterprises Pty Ltd ACN 144 914 250	4,357,266	2,178,632
Ulnor Minerals Pty Ltd ACN 144 814 611	4,032,355	3,420,975

(e) Terms of issue:

The Shares will rank equally in all respects with the existing Shares on issue. The Options will rank equally in all respects with the existing Options on issue. The terms and conditions of the Options are set out in full in Annexure A.

(f) Intended use of funds raised:

No funds are to be raised from the proposed issue. Any funds raised from the exercise of the Options will be used by the Company to meet its objectives at that time.

### **RESOLUTION 3: ISSUE OF OPTIONS**

Resolution 3 seeks Shareholder approval for an issue of up to 5,000,000 Options, by way of incentive to DJ Carmichaels being corporate advisors to the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

In compliance with the information requirements of ASX Listing Rule 7.3 members are advised of the following particulars in relation to the proposed issue of Shares and Options pursuant to Resolution 3:

(a) Maximum number of securities proposed for issue:

5,000,000 Options

(b) Date by which DUO will issue and allot securities:

It is anticipated the Options will be issued and allotted immediately after Shareholder approval but, in any event, no later than 3 months after Shareholder approval.

(c) Price at which the securities to be issued:

The Options will be issued for no monetary consideration by way of incentive to the recipients. The issue price will be based on the market price at the time of issue.

(d) Allottees:

Up to 5,000,000 Options will be issued to DJ Carmichaels. No Options will be issued to related parties or their associates.

(e) Terms of issue:

The Options will rank equally in all respects with the existing Options on issue. The terms and conditions of the Options are set out in full in Annexure A.

(f) Intended use of funds raised:

No funds are to be raised from the proposed issue. Any funds raised from the exercise of the Options will be used by the Company to meet its objectives at that time.

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## DEFINITIONS

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Abbotts	means Abbotts Exploration Pty Ltd A.C.N. 142 902 038.
Anuman	means Anuman Holdings Pty Ltd A.C.N. 139 082 885.
ASX	means ASX Limited.
ASX Listing Rules	means the official listing rules of ASX.
Directors	means the current directors of the Company.
Company	means Dourado Resources Ltd A.C.N. 131 090 947.
DUO Option or Option	means an option to acquire a DUO Share at 20 cents each on or before the 30 November 2014 and otherwise on the terms set out in Annexure A of this Explanatory Statement.
DUO Share or Share	means a fully paid ordinary share in the capital of the Company and Shares or DUO Shares has a corresponding meaning.
Explanatory Statement	means this Explanatory Statement.
Notice	means the notice of general meeting which forms part of this Explanatory Statement.
Shareholder	means a holder of a Share.

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## Annexure A

### Terms and Conditions of Listed Options

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Each option entitles the holder to subscribe for and be allotted one ordinary fully paid share in Dourado Resources Limited.

- (a) The options are exercisable at 20 cents each.
- (b) The options will expire at 5.00pm WST on 30 November 2014 (the "Expiry Date").
- (c) The options are exercisable at any time on or prior to the Expiry Date by notice in writing to the directors of Dourado Resources Limited accompanied by payment of the exercise price.
- (d) The options are freely transferable.
- (e) All shares issued upon exercise of the options will rank pari passu in all respects with Dourado Resources Limited then existing ordinary fully paid shares. Dourado Resources Limited will apply for Official Quotation by the ASX of all shares issued upon exercise of the options.
- (f) There are no participating rights or entitlements inherent in the options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the options. However, if from time to time on or prior to the Expiry Date Dourado Resources Limited makes an issue of new shares to the holders of ordinary fully paid shares, Dourado Resources Limited will send a notice to each holder of options at least nine (9) Business Days before the record date referable to that issue. This will give Option holders the opportunity to exercise their options prior to the date for determining entitlements to participate in any such issue.
- (g) If from time to time on or prior to the Expiry Date Dourado Resources Limited makes an issue of shares to the holders of ordinary fully paid shares in Dourado Resources Limited by way of capitalisation of profits or reserves (a bonus issue), then upon exercise of their options, Option holders will be entitled to have issued to them (in addition to the shares which would otherwise be issued to the member upon such exercise) the number of shares of the class which would have been issued to them under that bonus issue (bonus shares) if on the record date for the bonus issue they had been registered as the holder of the number of shares of which they would have been registered as holder if, immediately prior to that date, they had duly exercised their options and the shares the subject of such exercise had been duly allotted and issued to them. The bonus shares will be paid up by Dourado Resources Limited out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank pari passu in all respects with the other shares allotted upon exercise of the options.
- (h) There is no right to a change in the exercise price of the options or to the number of shares over which the options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the options.
- (i) In the event of any reorganisation of the issued capital of Dourado Resources Limited on or prior to the Expiry Date, the rights of an Option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

**Dourado Resources Limited**  
ACN 131 090 647

**Proxy Form**

Please return this Proxy Form to the Company Secretary's Office:

Nissen Kestel Harford

Level 2, Spectrum, 100 Railway Road SUBIACO WA

or

PO Box 8281 SUBIACO WA 6008

or

Facsimile on +61 8 9 367 8812

**Member Details**

Name: .....

Address: .....

Contact Telephone No: .....

Appointment of Proxy

I/We being a Member/s of Dourado Resources Limited and entitled to attend and vote hereby appoint

A

Mark the above with an "X" if the Chairman of the Meeting is to be your Proxy

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

Or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and 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 Dourado Resources Limited to be held at Lavan Legal Boardroom, The Quadrant, Level 20, 1 William Street, Perth WA 6000 on Wednesday, 6 October 2010 at 10.00am (WST) and at any adjournment of that meeting.

**AND**

**If the Chairman of the Meeting is your Proxy and you ARE NOT directing him how to vote on Resolutions 1 to 3;**

Mark the below box with an "X"

B

**IMPORTANT: FOR RESOLUTIONS 1 to 3 as VOTING EXCLUSIONS APPLY**

By marking the box on the left hand side, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he may have an interest in the outcome of these Resolutions and that votes cast by him for these Resolutions, other than as proxy holder, would be disregarded because of that interest.

If you do not mark the box AND you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your vote on Resolutions 1 to 3 and your vote will not be counted in calculating the required majority if a poll is called on these Resolutions.

**The Chairman of the Meeting intends to vote undirected proxies in favour of the resolution.**

		For	Against	Abstain*
Resolution 1.	Ratification of Previous Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Issue of Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*If you mark the Abstain box for resolutions 1 to 3 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 a second proxy, state the % of your voting rights applicable to the proxy appointed by this form.

PLEASE SIGN HERE

Individual or Member 1

Sole Director and  
Sole Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

# Voting

## **Voting entitlements**

In accordance with the Corporations Act, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the General Meeting will be the entitlement of that person set out in the Company's share register as at 10:00am (WST) on Monday, 4 October 2010. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting exclusions apply to Resolutions 1 – 3 (inclusive) of this Notice as set out under the relevant heading "Voting Exclusions" under the Resolutions.

## **Voting in person**

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the attached Proxy Form to the Meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the Meeting to facilitate this registration process.

A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the Certificate is enclosed with this Notice of Meeting.

## **Voting by proxy**

Shareholders should complete the Proxy Form if they do not wish to attend the Meeting and wish to appoint a proxy to attend and vote on their behalf. If you intend to attend the Meeting, you do not need to complete the Proxy Form. However, please bring the Proxy Form with you to the Meeting to assist with your registration.

You may still attend the Meeting even if you have appointed a proxy. However, your proxy's authority is suspended in relation to any Resolutions on which you choose to vote personally.

## **Appointing a second proxy**

You may appoint up to 2 persons to act as your proxy to attend and vote on your behalf. If you wish to do this you must use a separate proxy form in respect of each proxy and indicate the percentage of your voting rights or the number of Shares that each proxy is appointed in respect of each Proxy Form. You should photocopy the enclosed Proxy Form or request an additional Proxy Form to be sent to you.

## **Directing your proxy how to vote**

If you wish to direct your proxy how to vote on any or all of the Resolutions, place a mark "X" in the "For", "Against" or "Abstain" box. If you do not direct your proxy how to vote, your proxy may vote as he, she or it sees fit. If you mark the abstain box, you are directing your proxy not to vote on your behalf in respect of that Resolution and your votes will not be included on a show of hands or on a poll.

If you appoint the Chairman of the Meeting as your proxy, but do not give directions on how to vote on a particular Resolution, the Chairman will vote in favour of that Resolution even if he has an interest in the outcome of the Resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

## Signing instructions

Individuals	The individual, who is the Shareholder, or his or her attorney, must sign the form.
Joint holding	Each person who is a joint Shareholder, or their attorneys, must sign the form.
Companies	The company that is the Shareholder must sign the form in accordance with section 127 of the Corporations Act either by a director jointly with either another director or a company secretary, or where the company has a sole director who is also the sole company secretary (or there is no company secretary), by that director.
Power of attorney	Any Shareholder signing under a power of attorney must attach a certified photocopy of the power of attorney document to this form.

## Lodging your proxy form

To be valid, your Proxy Form (and any power of attorney under which it is signed) must be received at the address given below no later than **10:00am (WST) on Monday, 4 October 2010**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

In person	Nissen Kestel Harford Level 2, Spectrum 100 Railway Road SUBIACO WA 6008
By mail	Nissen Kestel Harford PO Box 8281 SUBIACO WA 6904
By fax	+61 8 9367 8812

**Dourado Resources Limited**

ACN 131 090 647

**Corporate Representative Form**

*Please return this Appointment Form of Corporate Representative to the following address*

*Nissen Kestel Harford*

*Level 2, Spectrum, 100 Railway Road SUBIACO WA*

*or*

*PO Box 8281 SUBIACO WA 6008*

*or*

*Facsimile on +61 8 9 367 8812*

**Shareholder Details**

This is to certify that by a resolution of the directors of:

\_\_\_\_\_ ACN \_\_\_\_\_  
(Insert Company Name)

\_\_\_\_\_  
(Insert Address)

The Company has appointed:

\_\_\_\_\_  
(Insert Name of Corporate Representative)

In accordance with the provisions of Section 250D of the Corporations Act to act as the Corporate Representative of the company to exercise all or any of the powers the company may exercise at the General Meeting of Shareholders of Dourado Resources Limited ACN 131 090 647 to be held on Wednesday, 6 October 2010 at 10.00am and at any adjournment or postponement of the General Meeting, or any meeting arising from the General Meeting.

Dated this      day of              2010

Executed by

ACN

in accordance with section 127 of the *Corporations Act 2001*:

.....  
Director

.....  
Director/Secretary

.....  
Name of Authorised Representative

.....

.....  
Signed by Authorised Representative