

## ASX ANNOUNCEMENT

1 June 2010

### New Non-Renounceable Rights Issue - Section 708A Notice

The Directors of D'Aguilar Gold Ltd ("D'Aguilar" or "the Company") confirm that the new Non Renounceable Rights Issue opens today, with documents being dispatched to eligible shareholders by mail.

Notice is hereby given by the Company under section 708A(5)(e) of the *Corporations Act* in relation to the issue of 34,979,887 fully paid ordinary shares by the Company to shareholders under the Rights Issue, without disclosure under Part 6D.2 of the *Corporations Act*.

As at the date of this notice, the Company notifies the ASX that:

- (a) it has complied with the relevant provisions of Chapter 2M of the *Corporations Act* as they apply to the Company and Section 674 of the *Corporations Act*; and
- (b) it is not aware of any excluded information within the meaning of Sections 708A(7) and 708A(8) of the *Corporations Act*.

A copy of the Offer Document is attached.



On behalf of the Board  
KM Schlobohm  
Company Secretary

#### About D'Aguilar Gold

D'Aguilar Gold Limited is focused on generating exploration and development companies in a wide array of minerals.

Projects are conceived directly through the skills and experience of D'Aguilar's accomplished team of exploration geoscientists (an enviable track record), not by the costly purchase of properties. Each project or exploration strategy is held in a separate subsidiary.

Focused and specialist management is then engaged in the subsidiary, with project specific finance raised in the subsidiary – faster and less dilutive to D'Aguilar. As the subsidiary project develops and starts to derisk the subsidiary is separately capitalised (seed raisings followed by an IPO).

Investors can choose to invest specifically in a particular project/commodity, or by investing in D'Aguilar, invest in the resource company generating business which retains a significant carried interest in each project.

D'Aguilar projects tend to be very large, targeting new provinces with the potential to make world-class discoveries. The exploration concepts are often novel. While increased metal prices and advances in technology can turn former sub-economic deposits into viable projects, D'Aguilar subsidiary projects frequently emerge from detailed reassessment and reinterpretation of large databases – looking at things from a new angle and with a different focus using state of the art techniques. The D'Aguilar Directors and Managers have in the past applied new exploration models to extensive tenement areas which have led to identification of new mineral provinces and the discovery of nationally significant resources. Similar efforts are now being dedicated to D'Aguilar.

D'Aguilar Gold currently holds 50 million shares (48%) in **Mt Isa Metals Limited** (ASX: MET) embarking on an exciting gold strategy in Burkina Faso, and 32.9 million shares (17.05%) in **Solomon Gold plc** (LSE: SOLG).

D'Aguilar has recently announced plans for the IPO and ASX listing of subsidiaries **AusNiCo Limited** (nickel and cobalt) and **Navaho Gold Pty Ltd** (gold and silver).

In the development pipeline, D'Aguilar is also progressing plans for other subsidiaries – **Ridge Exploration** (iron ore, titanium and aluminium), **Anduramba Molybdenum** (molybdenum and copper) and **Barlyne Mining** (porphyry copper, gold and molybdenum). Several other projects are at earlier stages of development, and will be announced to the market when exploration tenements have been secured.

Email: [info@daguilar.com.au](mailto:info@daguilar.com.au)

Electronic copies and more information are available on the Company website: [www.daguilar.com.au](http://www.daguilar.com.au)

**D'Aguilar Gold Limited**  
**ACN 052 354 837**

**Rights Issue Offer Document**  
**Pursuant to S708AA(2)**  
**Corporations Act**

A non-renounceable rights issue to existing shareholders of D'Aguilar of one (1) New Share at an issue price of 3.5 cents each for every eight (8) Shares held to raise up to approximately \$1,224,296 before costs of the Offer.

**Important Notice**

This document is not a prospectus. This document does not contain all of the information that an investor may require in order to make an informed investment decision regarding the New Share offered by this document.

The New Shares offered by this document should be considered speculative.

This document should be read in its entirety. If after reading this document you have any questions about the Offer or the New Shares then you should consult your stockbroker, accountant or other professional advisor.

**WARNING**

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

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## Entitlement and Acceptance Forms

It is the responsibility of overseas Applicants to ensure compliance with all laws of any country relevant to their Acceptance.

A number of terms and abbreviations used in this Offer Document have defined meanings, which are explained in the Glossary.

Money as expressed in this Offer Document is in Australian dollars or else as indicated.

## Key Dates for Investors

Record Date for determining entitlements under the Issue:	26 May 2010
Offer Opens:	1 June 2010
Offer Expected to Close:	17 June 2010
Expected Date for Despatch of New Share holding statements:	25 June 2010
Normal Trading Resumes:	28 June 2010

## Offer Statistics

Number of New Shares to be issued:	34,979,887
Issue Price:	3.5 cents

All dates are subject to change and accordingly are indicative only. In particular, the Company has the right to vary the dates of the Offer, without prior notice. Investors are encouraged to submit their Entitlement and Acceptance Forms as soon as possible.

## Important Notice

The offer made pursuant to this Offer Document is for a rights issue of continuously quoted securities (as defined in the *Corporations Act*) of the Company. This Rights Issue Offer Document is not a disclosure statement for the purposes of Chapter 6D of the *Corporations Act*. The Company is offering the securities under this Offer Document without disclosure to investors under Chapter 6D of the *Corporations Act* pursuant to section 708AA of the *Corporations Act*. Accordingly, the level of disclosure contained in this Offer Document is significantly less than that required under a prospectus and Eligible Shareholders should consider all relevant facts and circumstances, including their knowledge of the Company and disclosures made to the ASX and should consult their professional advisors before deciding whether to accept the Offer.

This Offer Document is dated 18 May 2010 and was lodged with the ASX on that date. The ASX does not take any responsibility for the contents of this Offer Document.

Securities will only be issued on the basis of this Offer Document in accordance with the terms set forth in this Offer Document.

As at the date of this Offer Document, the Company has complied with:

- the provisions of Chapter 2M of the *Corporations Act*, as they apply to the Company; and
- section 674 of the *Corporations Act*.

## No Excluded Information

As at the date of this Offer Document the Company is not aware of any excluded information of the kind which would require disclosure in this Offer Document pursuant to subsections 708AA (8) and (9) of the *Corporations Act*.

## **Foreign Shareholders**

The Company has not made any investigation as to the regulatory requirements that may prevail in the countries, outside of Australia, in which the Company's Shareholders may reside. The distribution of this Offer Document in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Offer Document should seek advice on and observe those restrictions. Any failure to comply with restrictions might constitute a violation of applicable securities laws.

The Offer may only be accepted by Eligible Shareholders and does not constitute an offer in any place in which or to any person to whom, it would be unlawful to make such an offer.

The Company has decided that it is unreasonable to make offers under the Issue to Shareholders with registered addresses outside Australia, New Zealand and Hong Kong having regard to the number of Shareholders in those places, the number and value of the New Shares they would be offered and the cost of complying with the legal and regulatory requirements in those places. Accordingly, the Offer is not being extended to, and does not qualify for distribution or sale by, and no New Shares will be issued to Shareholders having registered addresses outside Australia, New Zealand and Hong Kong.

Please read this document carefully before you make a decision to invest. An investment in the Company has a number of specific risks which you should consider before making a decision to invest. Some of these risks are summarized in Section 4.

## Managing Director's Letter

18 May 2010

Dear Shareholder

Due to a number of factors outside the ambit of the control of D'Aguilar, the Board of D'Aguilar has decided to offer all shareholders an opportunity to participate in its Non-Renounceable Rights Issue (**Rights Issue**) on more favourable terms than the earlier offering.

The Issue Price of the Rights Issue has been re-set to 3.5 cents per share, and the entitlement terms have been amended so that Shareholders will now be offered 1 new share for every 8 shares held in D'Aguilar at the Record Date. This will raise \$1.225 million for D'Aguilar to provide working capital and to facilitate the further corporate development of D'Aguilar Group's project subsidiaries.

The amendments to the Rights Issue are as a result of:

- (i) the price of D'Aguilar's shares falling below the previously set issue price of 4.8 cents; and
- (ii) the requirement to raise in excess of \$1 million on the most equitable basis for existing shareholders.

The recent decline in D'Aguilar's share price is believed to be the result of recent softening in the junior resources market generally, increasing interest rates, perceived European financial instability and the uncertainty created by the Federal Government's recent announcement regarding the proposed introduction of a "super profits tax" on mining and resources companies.

Notwithstanding these issues, your Directors remain optimistic about the future for D'Aguilar and its subsidiaries, particularly in light of the following developments:-

- (i) Mt Isa Metals (ASX:MET) has recently aggregated a large tenement position covering more historic and local gold exploration activities than all of the other ASX listed companies in Burkina Faso put together. D'Aguilar holds 50 million shares in (48% of) Mt Isa Metals.
- (ii) The agreement for D'Aguilar's subsidiary Navaho Gold Pty Ltd to acquire Mingoola Gold Pty Ltd is complete, and work is now underway identifying an extensive exploration play and tenure for gold targets in Nevada, USA, home of the legendary Carlin, Battle Mountain and Getchell trends which have hosted and yielded a combined 200m oz of gold since 1980. Navaho Gold is managed by Mark Dugmore and Robert Skrzeczynski, and assisted by Darryn Hedger and Dr Noel White, who together ran the BHP worldwide minerals exploration effort and have vast base metals and international project experience. D'Aguilar and Navaho management are planning an IPO of the company in Q4 2010.
- (iii) The forthcoming float of AusNiCo which is aiming to raise \$6 million, leaving D'Aguilar with a controlling 59% interest. The funds will be used to explore for and define diverse Nickel sulphide and oxide deposits in new, south east Queensland Nickel provinces defined by D'Aguilar. The main project has potential to yield an Avebury style Nickel sulphide project. Avebury formed the project basis for the AUD800 million takeover of Allegiance by Zinifex Limited in mid 2008.
- (iv) Solomon Gold (LSE:SOLG) in which D'Aguilar holds a 17% interest, is on the cusp of defining a maiden resource at its central Queensland Rannes Project, is continuing to progress its significant porphyry copper gold project in Joint Venture with Newmont in the Solomon Islands, and has started exploration work on its 100% owned Lihir lookalike project at Fauro Island in the Solomons.

The Board commends the Rights Issue to you and advises it has indications of support from D'Aguilar's major shareholders and strong interest in the placement of any shortfall. The Board would also like to take this opportunity to thank all shareholders for their support to date.

Yours sincerely



Nicholas Mather  
Managing Director  
D'Aguilar Gold Limited

## **Offer details**

### ***The Offer***

This Offer Document is for the non-renounceable rights issue of approximately 34,979,887 New Shares at an issue price of 3.5 cents per New Share, on the basis of one (1) New Share for every eight (8) Shares held by Eligible Shareholders as at the Record Date.

The Issue may be increased to a total of 787,500 New Shares if holders of Existing Options exercise their Existing Options prior to the Record Date.

### ***Minimum Subscription***

There is no minimum subscription to the Issue.

### ***New Share Terms***

Each New Share will rank equally with all existing Shares then on issue. Full details of the rights and liabilities attaching to the Shares are set out in the Company's constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

### ***Acceptance of Entitlement to New Shares***

The number of New Shares to which each Eligible Shareholder is entitled is calculated as at the Record Date and is shown on the personalised Entitlement and Acceptance Form accompanying this Offer Document. This Offer Document is for the information of Eligible Shareholders who are entitled and may wish to apply for the New Shares. Fractional entitlements will be rounded up to the nearest whole number.

Entitlements to New Shares can be accepted in full or in part by completing and returning the Entitlement and Acceptance Form which is attached to this Offer Document in accordance with the instructions set out below and on the Entitlement and Acceptance Form.

### ***Placement of Shortfall***

In the event that there is a Shortfall in subscriptions under the Issue, the Directors reserve the right, as contemplated within the Listing Rules, to allocate any Shortfall of New Shares in their discretion so as to ensure a maximum amount of funds are raised. They will do so in a manner which will ensure that no Shareholder will as a consequence of taking up their Entitlement or being placed with any Shortfall will hold a relevant interest of more than 19.99% of all of the Shares in the Company after this Issue.

### ***Purpose of the Issue***

The Directors intend to apply the proceeds from the Issue to provide group working capital to the Company and to meet the costs of the Issue.

To enable the Company to continue to fund its group subsidiaries and for general working capital, additional funding is required and is proposed to be allocated, upon successful completion of the Issue in the following manner:

<b>Proposed use of funds</b>	<b>\$</b>
Working capital	1,182,296
Costs of issue	42,000
<b>Total</b>	<b>1,224,296</b>

However, in the event that circumstances change or other better opportunities arise the Directors reserve the right to vary the proposed uses to maximise the benefit to Shareholders.

### ***Important Dates***

<b>Announcement and application for official quotation of New Shares</b>	18 May 2010
<b>Notice provided to option holders</b>	18 May 2010
<b>Ex Date</b>	20 May 2010
<b>Record Date for the Issue</b>	26 May 2010 7.00 pm (Brisbane time)
<b>Section 708AA notice given to ASX</b>	1 June 2010
<b>Dispatch of Offer Document and Acceptance Form</b>	1 June 2010
<b>Opening Date of Offer</b>	1 June 2010 at 9:00am (Brisbane time)
<b>Closing Date of Offer</b>	17 June 2010 at 5:00pm (Brisbane time)
<b>Allotment of New Shares</b>	25 June 2010
<b>Lodgement of section 708A Notice</b>	25 June 2010
<b>Despatch of New Shares holding statements</b>	25 June 2010
<b>Normal Trading Resumes</b>	28 June 2010

*The dates set out in this table are subject to change and are indicative only. The Company reserves the right to alter this timetable at any time, subject to the Corporations Act and the Listing Rules, without notice.*

The Directors, subject to the requirements of the Listing Rules and the *Corporations Act*, reserve the right to:

- withdraw the Offer without prior notice; or
- vary any of the important dates set out in this Offer , including extending the Offer.

### ***How to accept your entitlement***

Eligible Shareholders may accept their Entitlement either in whole or in part.

The number of New Shares to which Eligible Shareholders are entitled to is shown on the Entitlement and Acceptance Form which accompanies this Offer Document.

If Eligible Shareholders take no action in respect of their Entitlement they will have no right to subscribe for the New Shares pursuant to this Offer.

Entitlements to New Shares can be accepted in full or in part by completing and returning the Entitlement and Acceptance Form which is attached to this Offer Document in accordance with the instructions set out on the Entitlement and Acceptance Form and forwarding the completed Form together with payment for the full amount so as to reach the Share Registry by no later than 5.00pm (Brisbane time) on the Closing Date. Payment may be made by cheque, bank draft or BPAY® **(if paying via BPAY, there is no need to return the Form).**

The Issue Price of 3.5 cents per New Share is payable in full on acceptance of part or all of your Entitlement.

Cheques should be in Australian currency and made payable to "D'Aguilar - Rights Issue Account" and crossed "not negotiable".

Completed Forms and accompanying cheques should be lodged at or forwarded to the following address:

<b>D'Aguilar Gold Limited Entitlement Offer</b>	<b>OR</b>	<b>D'Aguilar Gold Limited Entitlement Offer</b>
<b>C/- Link Market Services Limited</b>		<b>C/- Link Market Services Limited</b>
<b>Level 15 324 Queen Street</b>		<b>Locked Bag 3415</b>
<b>Brisbane QLD 4000</b>		<b>Brisbane QLD 4001</b>

Entitlement and Acceptance Forms will not be accepted at the Company's registered office.

No brokerage, handling fees or stamp duty is payable by Applicants in respect of their applications for New Shares under this Offer Document. The amount payable on acceptance will not vary during the period of the Offer and no further amount is payable on allotment. Acceptance Monies will be held in trust in a subscription account until allotment of the New Shares. The subscription account will be established and kept by the Company on behalf of the Applicants. Any interest earned on the Acceptance Monies will be retained by the Company irrespective of whether allotment takes place.

### ***Allotment and Allocation Policy***

The Company will proceed to allocate New Shares as soon as possible after the Closing Date and receiving ASX permission for official quotation of the New Shares.

In the case that there is less than full subscription by Eligible Shareholders to their Entitlements under this Offer Document, the Directors reserve the right to issue any Shortfall at their discretion.

Successful Applicants will be notified in writing of the number of New Shares allocated to them as soon as possible following the allocation being made.

It is the responsibility of Applicants to confirm the number of New Shares allocated to them prior to trading in New Shares. Applicants who sell New Shares before they receive notice of the number of New Shares allocated to them do so at their own risk.

### ***ASX Listing***

The Company applied for the listing and quotation of the New Shares on the ASX on 18 May 2010. If granted, quotation of the New Shares will commence as soon as practicable after allotment of the New Shares to Applicants. It is the responsibility of the Applicants to determine their allocation of New Shares prior to trading.

Should the New Shares not be granted official quotation on the ASX within three (3) months after the date of this Offer Document, none of the New Shares under this Offer Document will be issued and all Acceptance Money will be refunded without interest to Applicants within the time prescribed by the *Corporations Act*.

### ***Investment Risks***

Investors should carefully read the section on Risk Factors outlined in Section 4. An investment of this kind involves a number of risks, a number of which are specific to the Company and the industry in which it operates.

### ***CHESS***

The Company will apply for the New Shares to participate in CHESS, in accordance with the ASX Listing Rules and ASTC Settlement Rules.

The Company will not issue certificates to Shareholders with respect to the New Shares. After allotment of the New Shares, Shareholders who are issuer-sponsored will be provided with an issuer sponsored statement and those who are CHESS Holders will receive an allotment advice.

The CHESS statements, which are similar in style to bank account statements, will set out the number of New Shares allotted to each successful applicant pursuant to this Offer Document. The statement will also advise holders of their holder identification number. Further statements will be provided to holders which reflect any changes in their holding in the Company during a particular month.

### ***No rights trading***

Entitlements to New Shares pursuant to the Issue are non-renounceable and accordingly will not be traded on the ASX.

### ***Underwriting***

The Issue is not underwritten.

### ***Optionholders***

Optionholders will not be entitled to participate in the Issue unless they:

- (a) have become entitled to exercise their Existing Options under the terms of their issue and do so prior to the Record Date; and
- (b) participate in the Issue as a result of being a holder of Shares registered on the share register at 5.00pm (Brisbane time) on the Record Date.

There are currently 6,300,000 Existing Options on issue. However, in the event that the Existing Options were eligible for exercise and if all entitled Optionholders elect to exercise their Existing Options prior to the Record Date to participate in the Issue, a further 787,500 New Shares may be issued under this Offer Document.

### **Overseas Shareholders**

This Offer Document and accompanying forms do not, and are not intended to, constitute an offer of New Shares in any place outside Australia in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer or that Form. The distribution of this Offer Document and the accompanying form in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Offer Document and the accompanying form should seek advice on and observe those restrictions. Any failure to comply with those restrictions may constitute a violation of applicable securities laws.

The Company has decided that it is unreasonable to make offers under the Issue to Shareholders with registered addresses outside Australia, New Zealand and Hong Kong having regard to the number of Shareholders in those places, the number and value of the New Shares they would be offered and the cost of complying with the legal and regulatory requirements in those places. Accordingly, the Issue is not being extended to, and does not qualify for distribution or sale by, and no New Shares will be issued to Shareholders having registered addresses outside Australia, New Zealand and Hong Kong.

### **The Company and its Operations**

D'Aguilar is focussed on generating exploration and development companies in a wide array of minerals.

Projects are conceived directly through the skills and experience of D'Aguilar's accomplished team of exploration geoscientists, not by the costly purchase of properties. Each exploration project or strategy is held in a separate subsidiary.

Focussed and specialist management is then engaged in the subsidiary, with project specific finance raised in the subsidiary – faster and less dilutive to D'Aguilar. As the subsidiary project develops and starts to derisk the subsidiary is separately capitalised (through seed capital raisings followed by pursuit of a stock exchange listing usually by way of an initial public offering by the subsidiary).

This business model allows investors to invest specifically in a particular project/commodity, invest in D'Aguilar or, invest in both the parent and subsidiary.

D'Aguilar projects tend to be very large, targeting new provinces with the potential to make world-class discoveries. The exploration concepts are often novel. While increased metal prices and advances in technology can turn former sub-economic deposits into viable projects, D'Aguilar subsidiary projects frequently emerge from detailed reassessment and reinterpretation of large databases – looking at things from a new angle and with a different focus using state of the art techniques. The D'Aguilar directors and senior management have in the past applied new exploration models to extensive tenement areas which have led to identification of new mineral provinces and the discovery of nationally significant resources. Similar efforts are now being dedicated to D'Aguilar.

D'Aguilar currently holds 50 million shares (48%) in Mt Isa Metals Limited (ASX: MET) embarking on an exciting gold strategy in Burkina Faso, and 32.9 million shares (17.05%) in Solomon Gold plc (AIM: SOLG). D'Aguilar has recently announced plans for the IPO and ASX Listing of subsidiaries AusNiCo Limited (nickel and cobalt) and Navaho Gold Pty Ltd (gold and silver).

D'Aguilar is also progressing plans for four subsidiaries – Ridge Exploration (86% - iron ore, titanium and aluminium), Barlyne Mining (100% - porphyry copper gold) and Anduramba Molybdenum (100%). Several other projects are at earlier stages of development and will be announced to the market when exploration tenements have been secured.

## Control issues arising from the offer on the Company

### *Present Position*

At the date of this Offer Document the Company is of the view that there is no one entity who controls the Company.

### *Capital Structure*

Assuming full subscription under the Offer, the share capital structure of the Company immediately following the Issue assuming the Issue is fully subscribed will be as follows:

	Shares
Ordinary Shares on issue at the date of the Offer Document	279,839,098
Maximum number of New Shares under the Offer Document	34,979,887
<b>Total:</b>	<b>314,818,985</b>

As at the date of this Offer Document, the Company has the following Existing Options on issue:

No of options	Exercise price	Vesting date/Performance hurdle	Expiry date
1,000,000	9 cents	Periodically vesting employee options	30 April 2011
1,000,000	12 cents	Periodically vesting employee options	30 April 2011
1,000,000	15 cents	Periodically vesting employee options	30 April 2011
3,000,000	27.5 cents	Fully Vested	30 June 2011
300,000	22 cents	Fully Vested	30 June 2011

### *Potential effect of the offer*

The Offer is a pro-rata offer so that if all Eligible Shareholders take up their entitlements and none of the Optionholders exercise their Existing Options and participate in the Offer, the voting power of all Eligible Shareholders will remain the same. In that event, there will be no actual or potential effect or consequences arising from the Offer on the control of the Company.

However, the proportional shareholdings of Shareholders who are not resident in Australia, New Zealand or Hong Kong may be diluted as those Shareholders are not entitled to participate in the Issue. Additionally, if an Eligible Shareholder does not take up their entitlement in full, there may be a dilutionary effect on that Shareholder's proportional shareholdings.

The Issue is not underwritten. In the event of a Shortfall, the directors of the Company reserve the right to place the Shortfall at their sole discretion.

## **Risk Factors**

### ***Introduction***

The activities of the Company, as in any business, are subject to risks which may impact on its future performance. The Company has appropriate actions, systems and safeguards for known risks, however, some are outside its control. The principal risk factors are described below.

You should carefully consider the risks and uncertainties set out below and the information contained elsewhere in this Offer Document before you decide whether to accept New Shares.

### ***Nature of investment***

Any potential investor should be aware that subscribing for New Shares involves risks. The New Shares to be issued pursuant to this Offer carry no guarantee with respect to the payment of dividends, return on capital or the market value of those New Shares. An Applicant may not be able to recoup his or her initial investment. More specifically, the risks are that:

- the price at which the Applicant is able to sell the New Shares is less than the price paid due to changes in market circumstances;
- the Applicant is unable to sell the New Shares;
- the Company is placed in receivership or liquidation making it reasonably foreseeable that Shareholders could receive none, or only some of their initial investment; and
- the Company fails to generate sufficient profit in order to pay dividends.

### ***Share Market***

Exploration is a business financed largely by capital markets, especially Share Markets. The New Shares may trade on the ASX at higher or lower prices than the Issue Price following listing. Investors who decide to sell their New Shares after listing may not receive the entire amount of their original investment.

The Shares of the Company are currently listed on the ASX. However, there can be no guarantee that there is or will be an active market in the Shares or that the price of the New Shares will increase.

The price at which the New Shares trade on the ASX may be affected by the financial performance of the Company and by external factors over which the Directors and the Company have no control. These factors include movements on international share markets, local interest rates and exchange rates, domestic and international economic conditions, government taxation, commodity prices, market supply and demand and other legal, regulatory or policy changes.

D'Aguilar's ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available to the Company on favourable terms or at all. If adequate funds are not available on acceptable terms, the Company may not be able to take advantage of opportunities or otherwise respond to competitive pressures.

### ***Unforeseen expenses***

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

### ***Additional capital requirements***

The Company may require additional funds in the future to achieve its objectives. There is no assurance that these funds will be available in the future, or if they are available, that they will be on commercially acceptable terms to the Company. If adequate additional funding is not available or acceptable on the Company's terms, the Company's business will be materially and adversely affected.

Any additional equity financing may also have the effect of diluting the existing share holdings.

The Company may decide to raise additional funds in the future through further capital raising. This may result in the Company issuing additional shares in the Company to third parties who are not presently shareholders of the Company. As a result, existing shareholdings may be diluted.

### ***Regulatory risk, Government policy***

The availability and rights to explore and mine, as well as industry profitability generally, can be affected by changes in government policy that are beyond the control of the Company.

The Queensland Minister for Natural Resources, Mines and Energy does conduct reviews from time to time of policies in connection with the granting and administration of mining tenements. At present the Company is not aware of any proposed changes to policy that would affect its tenements.

### ***Insurance arrangements***

The Company maintains insurance within ranges of coverage the Company believes to be consistent with industry practice and having regard to the nature of activities being conducted. No assurance however, can be given that the Company will be able to continue to obtain such insurance coverage at reasonable rates or that any coverage it arranges will be adequate and available to cover any such claims.

### ***Operational risks and costs***

Prosperity for D'Aguiar and its subsidiaries will depend largely upon an efficient and successful implementation of all the aspects of exploration, developments, business activities and management of commercial factors.

Exploration has been and will continue to be hampered on occasions by unforeseen weather events, accidents, unforeseen cost changes, environmental considerations, natural events and other incidents beyond the control of the Company.

### ***Contractual risk***

The Company's ability to efficiently conduct its operations in a number of respects depends upon a third party product and service providers and contracts have, in some circumstances, been entered into by the Company and its subsidiaries in this regard. As in any contractual relationship the ability for the Company to ultimately receive benefits from these contracts are dependent upon the relevant third party complying with its contractual obligations. To the extent that such third party defaults in their obligations, it may be necessary for the Company to enforce its rights under any of the contracts and pursue legal action. Such legal action may be costly and no guarantee can be given by the Company that a legal remedy will ultimately be granted on appropriate terms.

## **Commodity Prices**

D'Aguilar's prospects and perceived value will be influenced from time to time by the prevailing short-term prices of the commodities targeted in its exploration programs. Commodity prices fluctuate and are affected by factors including supply and demand for mineral products, hedge activities associated with commodity markets, the costs of production and general global economic and financial market conditions.

These factors may cause volatility which in turn, may affect the Company's ability to finance its future exploration and/or bring D'Aguilar's to market.

## **Tenements**

A failure to adhere to the requirements to exceed certain levels of expenditure in D'Aguilar or any of its subsidiaries tenements may make the tenements subject to possible forfeiture. All granted tenements are currently in good standing and, in accordance with normal industry practice, the Company surrenders some un-prospective parts of its tenements at the appropriate time so as to manage its minimum expenditure obligations and to retain the capacity to apply for additional prospective areas.

Applications for new tenements are never certain to be granted but the Company knows of no reason why any of its tenement applications should not be granted in due course.

## **Other risks**

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 New Shares.

## **Additional Information**

### **Section 708AA Corporations Act**

The Company is a disclosing entity and therefore subject to regular reporting and disclosure obligations under the *Corporations Act*. Under those obligations, the Company is obliged to comply with all applicable continuous disclosure and reporting requirements in the Listing Rules.

This Offer Document is issued under Section 708AA(2)(f) of the *Corporations Act*. This section enables disclosing entities to issue an Offer Document in relation to securities in a class of securities which has been quoted by ASX at all times during the 12 months before the date of the Offer Document or options to acquire such securities. Apart from formal matters this Offer Document need only contain:

- (c) information that is excluded information as at the date of the Offer Document pursuant to section 708AA (8) and (9); and
- (d) that states:
  - (1) the potential effect the issue of the New Shares and New Options will have on the control of the Company; and
  - (2) the consequences of that effect.

### **Rights and liabilities attaching to New Shares**

The New Shares will have from issue the same rights attaching to all existing Shares on issue. The rights attaching to ownership of the New Shares are set out in the Company's Constitution, a copy of which is available for inspection at the registered office of the Company during business hours.

This Offer Document does not contain a summary of the principal rights and liabilities of holders of the New Shares.

***Expenses of the Offer***

All expenses connected with the Offer are being borne by the Company. Total expenses of the Offer are estimated to be in the order of \$42,000.

***Consents and Disclaimers***

Written consents to the issue of this Offer Document have been given and at the time of this Offer Document have not been withdrawn by the following parties:

Link Market Services Limited has given and has not withdrawn its consent to be named in this Offer Document as the share registry of the Company in the form and context in which it is named. It has had no involvement in the preparation of any part of this Offer Document other than recording its name as share registrar to the Company. It takes no responsibility for any part of the Offer Document other than the references to its name.

HopgoodGanim Lawyers has given and has not withdrawn its consent to be named in this Offer Document as solicitors to the Offer in the form and context in which it is named. It takes no responsibility for any part of the Offer Document other than references to its name.

***Directors' Statement***

This Offer Document is issued by D'Aguilar. Each director has consented to the lodgement of the Offer Document with ASX.

Signed on the date of this Offer Document on behalf of D'Aguilar by:



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Mr Nicholas Mather  
Managing Director  
D'Aguilar Gold Limited

## 2. Definitions and glossary

Terms and abbreviations used in this Offer Document have the following meaning:

<b>Acceptance</b>	An acceptance of Entitlements
<b>Acceptance Monies</b>	The Issue Price multiplied by the number of New Shares accepted for
<b>Applicant</b>	A person who submits an Entitlement and Acceptance Form
<b>ASIC</b>	Australian Securities & Investments Commission
<b>ASX</b>	ASX Limited ACN 008 624 691
<b>Board</b>	The board of directors of the Company
<b>Chess</b>	means the clearing house electronic sub-register system, an automated transfer and settlement system for transactions in securities quoted on the ASX under which transfers are effected in paperless form.
<b>Closing Date</b>	The date by which valid acceptances must be received by the Share Registrar being 5.00pm (Brisbane Time) 17 June 2010 or such other date determined by the Board
<b>Company or D'Aguilar</b>	D'Aguilar Gold Limited ACN 052 354 837
<b>Constitution</b>	The Constitution of the Company
<b>Corporations Act</b>	<i>Corporations Act 2001 (Cth)</i>
<b>Eligible Shareholder</b>	A shareholder of the Company that holds shares in the Company on the Record Date
<b>Entitlement and Acceptance Form or Form</b>	An entitlement and acceptance form in the form attached to this Offer Document
<b>Entitlements</b>	The entitlement to accept New Shares under this Offer Document
<b>Existing Options</b>	All existing options to subscribe for Shares currently on issue as at the date of this Offer Document
<b>Issue or Offer</b>	The issue of New Shares in accordance with this Offer Document
<b>Issue Price</b>	3.5 cents for each New Share applied for
<b>Listing Rules</b>	The official listing rules of the ASX
<b>Opening Date</b>	The date of commencement of the Offer in respect of the Preference Shares, expected to be 1 June 2010
<b>Option Holders</b>	The holders of the Existing Options
<b>Options</b>	Options on issue in the Company from time to time

<b>Offer Document</b>	This Offer Document dated 18 May 2010 as modified or varied by the Company
<b>Record Date</b>	26 May 2010
<b>Register</b>	The company register of the Company
<b>securities</b>	Has the same meaning as in Section 92 of the <i>Corporations Act</i>
<b>Share Registry</b>	Link Market Services Limited
<b>Shares</b>	The ordinary shares on issue in the Company from time to time
<b>Shareholders</b>	The holders of Shares from time to time
<b>Shortfall</b>	Those New Shares for which the Entitlement lapses and which the Directors may in their sole discretion place to Eligible Shareholders or other parties as determined by the Directors

### 3. Corporate directory

<b>Directors</b>	<b>Solicitors to the Offer</b>
Mr Bill Stubbs (Chairman) Mr Nicholas Mather (Managing Director) Mr Vincent Mascolo (Non Executive Director) Mr Brian Moller (Non Executive Director)	HopgoodGanim Lawyers Level 8 Waterfront Place 1 Eagle Street Brisbane QLD 4000
<b>Administration and Registered Office</b>	<b>Share Registry</b>
D'Aguilar Gold Limited Level 5, 60 Edward Street □ Brisbane □ Queensland 4000	Link Market Services Limited Level 15, 324 Queen Street, Brisbane Queensland 4000