

# DOURADO RESOURCES LIMITED

ACN 131 090 947

## NOTICE OF GENERAL MEETING

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TIME: 9:00am (WST)

DATE: Wednesday, 7 September 2011

PLACE: The Boardroom  
Nissen Kestel Harford  
Level 2, Spectrum, 100 Railway Road,  
Subiaco, WA 6008

**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  
Nissen Kestel Harford  
Level 2, Spectrum, 100 Railway Road,  
Subiaco, WA 6008

Date: Wednesday, 7 September 2011

Time: 9.00am (WST)

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

### **AGENDA**

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#### **RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF SHARES – ACQUISITION OF SHARES IN ANUMAN HOLDINGS PTY LTD**

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

*That, for the purpose of ASX Listing Rule 7.4, Shareholders ratify the issue by the Company of 22,381,349 Shares as consideration for the acquisition by its wholly owned subsidiary Abbotts Exploration Pty Ltd ACN 142 902 038 of 32,229,143 shares in Anuman Holdings 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: RATIFICATION OF PRIOR ISSUE OF SHARES – ACQUISITION OF TENEMENTS E57/757 AND P58/1462**

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

*That, for the purpose of ASX Listing Rule 7.4, Shareholders ratify the issue by the Company of 200,000 Shares as part of the consideration for the acquisition by the Company of Western Australian tenements E57/757 and P58/1462 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 3: APPROVAL OF ISSUE OF OPTIONS TO CORPORATE ADVISORS**

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

*That for the purpose of ASX Listing Rule 7.1, approval is given for the Company to issue 5,000,000 Options to its corporate advisors, DJ Carmichaels, 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 4: APPROVAL OF ISSUE OF SHARES – ACQUISITION OF TENEMENT E51/1491**

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

*That, for the purpose of ASX Listing Rule 7.1, approval is given for the Company to issue 200,000 Shares as part of the consideration for the acquisition by the Company of Western Australian tenement E51/1491 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 5: APPROVAL OF ISSUE OF SHARES – ACQUISITION OF SHARES IN ANUMAN HOLDINGS PTY LTD**

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

*That, for the purpose of ASX Listing Rule 7.1, approval is given for the Company to issue up to 77,618,651 Shares in consideration for the acquisition by its wholly owned subsidiary Abbotts Exploration Pty Ltd ACN 142 902 038 of up to 111,770,857 shares in Anuman Holdings 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 6: APPROVAL OF ISSUE OF OPTIONS – ACQUISITION OF OPTIONS IN ANUMAN HOLDINGS PTY LTD**

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

*That, for the purposes of ASX Listing Rule 7.1, approval is given for the Company to issue up to 100,000,000 Options in consideration for the acquisition by its wholly owned subsidiary Abbotts Exploration Pty Ltd ACN 142 902 038 of up to 144,000,000 options in Anuman Holdings 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 7: APPROVAL OF ISSUE OF SHARES – PROPOSED CAPITAL RAISING**

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

*That, for the purpose of ASX Listing Rule 7.1, approval is given for the Company to issue up to 31,250,000 Shares to investors entitled to subscribe for securities pursuant to section 708 of the Corporations Act 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 8: APPROVAL OF ISSUE OF OPTIONS – PROPOSED CAPITAL RAISING**

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

*That, for the purpose of ASX Listing Rule 7.1, approval is given for the Company to issue up to 15,625,000 Options to investors entitled to subscribe for securities pursuant to section 708 of the Corporations Act on the basis of 1 Option for every 2 Shares subscribed for pursuant to*

*Resolution 7 and 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.

**BY ORDER OF THE BOARD**



**Robert Marusco**  
**Company Secretary**  
2 August 2011

## **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 Nissen Kestel Harford Level 2, Spectrum, 100 Railway Road, Subiaco, WA 6008 Perth Western Australia on Wednesday, 7 September 2011 at 9.00 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. Certain terms used in the Notice of General Meeting and Explanatory Statement are defined at the end of the Explanatory Statement.

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 – ACQUISITION OF SHARES IN ANUMAN HOLDINGS PTY LTD**

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#### **Background**

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue by the Company of 22,381,349 Shares.

As announced to ASX on 18 May 2011, Dourado via its wholly owned subsidiary Abbotts acquired 32,229,143 shares in Anuman in exchange for 22,381,349 Dourado Shares. The acquisition increased Abbotts' holding in Anuman to 53.4%, giving Dourado control of Anuman.

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.

#### **Anuman Overview**

Both Dourado and Anuman hold tenements or rights to tenements in the "Mooloogool/Diamond Well" regions of Western Australia. Dourado and Anuman's Mooloogool projects have 8 large granted exploration licences which cover an area of approximately 1,500km<sup>2</sup>. Dourado and Anuman's Diamond Well projects comprises 3 exploration licences and 2 exploration licence applications covering an area of over 890km<sup>2</sup>.

The projects are situated east of the Peak Hill area - approximately 100kms north east of Meekatharra and located east of the Great Northern Highway. The projects are located in

close proximity to the Great Northern Highway and ideally located for a mining operation, as trucking to either railheads or export ports is viable. The projects are also located within close proximity to the Goldfields Gas Transmission Pipeline.

The Mikhaburra gold deposit, also known as Holdens Find, is one of the earliest established mines in the area. It was initially established in the 1930's and hosts the volcanic rocks of the Narracoota Formation. Total recorded production of the Mikhaburra mine was about 226 kilograms of gold where mineralisation is associated with a system of auriferous quartz veins emplaced along a shear zone. Another historical prospect in the area is the old Cashman copper mine which produced 7 tonnes of copper ore grading 16.5% copper. Immediately surrounding the Cashman deposit is a number of mineral occurrences and deposits, which contain copper and copper-gold.

Proterozoic rocks of the Goodin Dome underlie the tenements. These geological formations are known for rich gold mineralisation. The regional geological setting is in the centre of a triangle surrounded by three major greenstone belts (Meekatharra to the south west, Wiluna to the south east and Marymia to the north).

Within the tenements, historic sampling for gold and base metals recorded rock chip results of 3000ppm copper, 30ppm silver and 110ppb gold. It is probable that some of the faults through the area contain material associated with gold mineralization. This geological setting is favourable for major flow of hydrothermal or metamorphic fluids emanating from the Goodin Dome area. Therefore it is a target for gold and base metals as well as uranium.

Nearby greenstone inliers host many gold occurrences and resources such as the Marymia Dome (comprised of 2 highly prospective greenstone belts) and Plutonic Gold Mine (144,000 ounces of gold produced in 2009) areas. Immediately to the north, recent discoveries of copper and base metals by Sandfire Resources NL (Sandfire, SFR) at Doolgunna also testify to the prospectivity of the area. Sandfire has consistently released some of the most significant copper and gold results in recent times.

Anuman has the right to all minerals other than iron and manganese (Sacculus Pty Ltd owns the rights to iron and manganese on tenements ELA51/1435 and ELA51/1436 and Mooloogool Ltd, a wholly owned subsidiary of Fe Ltd, owns the rights to manganese and iron on tenements EL51/1340, EL51/1341, EL51/1342 and EL51/1367) from the following tenements and tenement applications:

Tenements	Location	Blocks	Km2	Status
Western Australia				
EL 51/1340	Mooloogool	70	217.0	Granted
EL 51/1341	Mooloogool	70	217.0	Granted
EL 51/1342	Mooloogool	62	192.2	Granted
EL 51/1367	Diamond Well	44	136.4	Granted
ELA 51/1435	Diamond Well	63	195.3	Application
ELA 51/1436	Diamond Well	70	217.0	Application
<b>TOTAL AREA</b>	<b>1,184.2 km<sup>2</sup></b>			

Current exploration work in the areas has identified at least 13 anomalous geochemical zones on the Mooloogool/Diamond Well tenements over an East-West span of approximately 80 kilometres. Ongoing field work, geophysics and mapping are continuing to highlight zones of interest for follow-up work. It is considered that both the Anuman and Dourado tenements are highly prospective and there are advantages in exploring them as one project area because they are contiguous and of similar geological and mineralogical setting.



by Geologica Pty Ltd and has sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity which is undertaken to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

Mr Davis consents to the inclusion in the report of the matters based on the information made available to him, in the form and context in which it appears".

Figure 1 – Topographical map depicting Dourado & Anuman tenements.

### Information required by ASX Listing Rules

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

- (a) Number of securities allotted:  
22,381,349 Shares
- (b) Price at which the securities were issued:  
The Shares were issued at an issue price of 20 cents per Share.
- (c) Terms of issue:  
The Shares rank equally in all respects with the existing Shares on issue.
- (d) Name of Allottees:

<b>Allottees</b>	<b>Dourado Shares Issued</b>
Lisa Stott	4,131,347
Geographe Mining Pty Ltd	3,305,556
Raptor Mining Pty Ltd	3,305,556
Greek Mining Pty Ltd	3,305,556
Greywood Holdings Pty Ltd	800,000
Mr Cameron Thomas Hardie	750,000
Timothy William Leahy	750,000
Mr ND McEvoy & Mrs SD McEvoy	500,000
Peter Treen Electrical Discounter Pty Ltd	1,000,000
Thornbush Corporation Limited	500,000
Illawong Investments Pty Ltd	1,535,000
Hochian Investments Pty Ltd	500,000
Goodun Pty Ltd	416,667
Georgiamia Pty Ltd	416,667
Mr Adrian Ernest Cocks	740,000
McInerney Holdings Pty Ltd	200,000
Miss Jan Hooper	125,000
Emma Jane McEvoy	100,000
<b>TOTAL</b>	<b>22,381,349</b>

- (e) Intended use of funds raised:  
No funds were raised from the issue.

## **RESOLUTION 2: RATIFICATION OF PRIOR ISSUE OF SHARES – ACQUISITION OF TENEMENTS E57/757 AND P58/1462**

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### **Background**

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue by the Company of 200,000 Shares.

In June 2011, Dourado purchased Western Australian tenements E57/757 and P58/1462 from Auriferous Mining Pty Ltd ACN 075 343 574 for \$5,000 and 200,000 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.

### **Tenement Overview**

#### E57/757

The tenement is 45kms south east of Gabinintha and shares a contiguous border with Dourado's Barrambie Project (P57/1227).

The area is located within the Barrambie greenstone belt, which is a North West trending belt in the granite gneiss terrain of the East Murchison. The area contains several major linear features interpreted to be faults parallel to the mafic and acid volcanic unit contact. These appear to have regional significance and gold mines further south are associated with the same structures.

Troy Resources operate the Sandstone Project that is located close to the tenement.

Troy Resources announced [in June 2009 that the Sandstone operation continued to process stockpiles of gold ore. A follow up drilling program exposed sheeted quartz vein style gold mineralization and identified a second higher grade style of gold mineralization. Gold intersections from this drilling were as follows; 6.8m @ 15.73g/t from 215m and 25.9m @ 16.56g/t gold from 240m.

As of the end of the last quarter of 2009, Troy Resources mined 297,430bcms of material including 122,962t of ore at a grade of 2.65g/t gold.

Troy Resources closed the Sandstone project on 16<sup>th</sup> September, 2010 with the 2010 financial year production being 29,885oz at \$1000/oz.

The tenement is 31 kms south east of Yellow Rock Resources' Gabinintha Project (E51/843).

The Gabinintha Project is a vanadium project at Gabanintha 43 km south of Meekatharra with a JORC compliant inferred resource of 125.8 million tonnes @ 0.70% V<sub>2</sub>O<sub>5</sub>, 8.64% TiO<sub>2</sub> & 32.26% Fe).

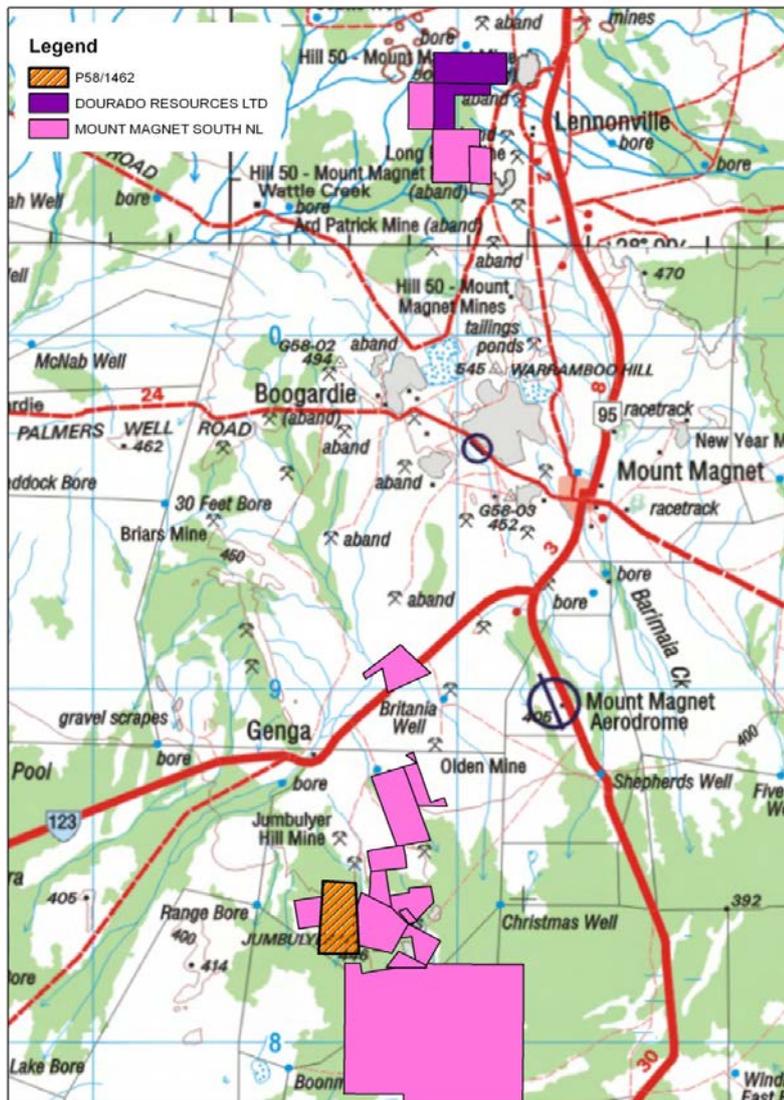
P58/1462

The tenement is located 13kms south west of the Mt Magnet Township.

The region is dominated by the Hill 50 underground gold mine, which averages an annual production of 147,000 ounces of gold. Harmony Gold Mining Co Ltd has stated JORC compliant proven and probable reserves in excess of five million ounces of gold.

The tenement is in proximity to Mount Magnet South NL's (MUM) Curara Well Project. [In late 2010, MUM announced a resource increase of 50%, taking it to 276,000 ounces with a 0.7 g/t Au cut off. This also represents:

- an increase in resource tonnage to 6,360,000 tonnes
- an increase in indicated ounces by 35% to 122,000oz Au  
an increase in inferred ounces by 65% to 154,000oz Au]



### Information required by ASX Listing Rules

In compliance with the information requirements of ASX Listing Rule 7.5 Shareholders are advised of the following particulars in relation to the issue of Shares pursuant to Resolution 2:

- (a) Number of securities allotted:  
200,000 Shares
- (b) Price at which the securities were issued:  
The Shares were issued at an issue price of 19 cents per Share.
- (c) Terms of issue:  
The Shares rank equally in all respects with the existing Shares on issue.

(d) Name of Allottees:

Allottees	Dourado Shares Issued
Auriferous Mining Pty Ltd - holder of tenements E57/757 and P58/1462	200,000
<b>TOTAL</b>	<b>200,000</b>

(e) Intended use of funds raised:  
No funds were raised from the issue.

### **RESOLUTION 3: APPROVAL OF ISSUE OF OPTIONS – CORPORATE ADVISORY SERVICES**

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#### **Background**

Resolution 3 seeks Shareholder approval for the issue of 5,000,000 listed Options in the Company.

The proposed issue of Options is for services provided by DJ Carmichaels, the Company's corporate advisors. The issue of these Options was previously approved by Shareholders in October 2010; however the Company did not issue the Options within the 3 month time frame previously approved due to an administrative oversight.

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.

#### **Information required by ASX Listing Rules**

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

- (a) Maximum number of securities proposed for issue:  
5,000,000 Options
- (b) Date by which the Company will issue and allot securities:  
It is anticipated the Options will be issued and allotted immediately after Shareholder approval as a single allotment but, in any event, no later than 3 months after Shareholder approval.
- (c) Price at which the securities to be issued:  
The Options are to be issued for corporate advisory services provided by DJ Carmichaels for no monetary consideration. The issue price will be based on the market price of Options at the time of issue.
- (d) Allottees:  
The Options will be issued to DJ Carmichaels.
- (e) Terms of issue:

The Company will apply to have the Options listed on the Official List of the ASX. 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 4: APPROVAL OF ISSUE OF SHARES – ACQUISITION OF TENEMENT E51/1491**

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##### **Background**

Resolution 4 seeks Shareholder approval for the issue of 200,000 Shares in the Company.

Dourado has entered into an agreement to purchase Western Australian tenement E51/1491 from Joseph Bacci for \$5,000 and 200,000 Shares.

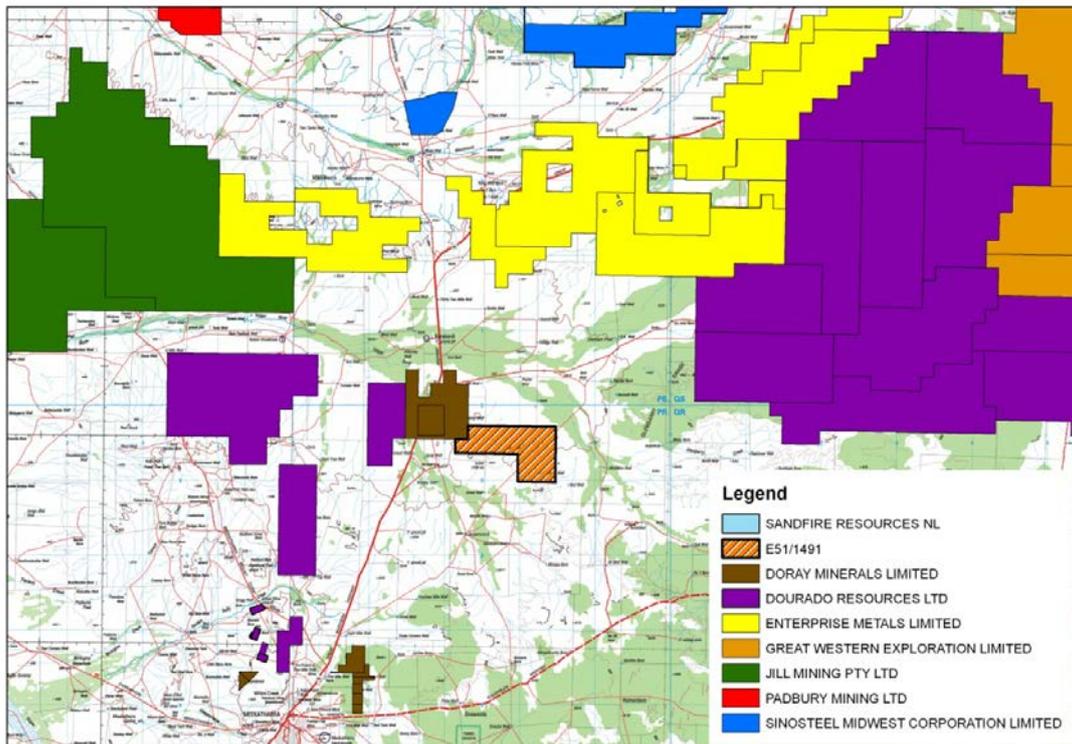
ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of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

##### **Tenement Overview – E51/1491**

This tenement is held by Joseph Bacci and lays approximately 43 kms north east of Meekatharra, 19 kms south west of Dourado's Mooloogool Project and 62 kms south west of Sandfire's DeGrussa Deposit.

It also shares a contiguous border with Doray Minerals' Andy Well Project. In March 2010, Doray announced that it had discovered significant gold grades within the Wilber Zone at Andy Well with its first drilling program. Follow-up drilling during 2010 confirmed the presence of a very high-grade quartz lode over 200m of strike and to a depth of at least 200m below surface.

In February 2011, Doray announced a maiden high-grade JORC gold combined inferred and indicated resource for the Wilber Lode of 311,000t @ 17.5g/t for a total of 174,000 contained ounces. This initial resource, which remains open at depth and along strike includes the very high-grade Wilber quartz lode resource (211,000t @ 25.4g/t for 172,000 contained ounces) along with additional shallow low-grade oxide material.



**Information required by ASX Listing Rules**

In compliance with the information requirements of ASX Listing Rule 7.3 Shareholders are advised of the following particulars in relation to the proposed issue of Shares pursuant to Resolution 4:

- (a) Maximum number of securities proposed for issue:  
200,000 Shares
- (b) Date by which the Company will issue and allot securities:  
It is anticipated the Shares will be issued and allotted immediately after Shareholder approval as a single allotment but, in any event, no later than 3 months after Shareholder approval.
- (c) Price at which the securities proposed for issue:  
The Shares will be issued in part consideration of the acquisition of tenement E51/1491. The issue price of Shares will be based on the market price for Shares at the time of the contract.
- (d) Allottees:  
The proposed allottee of the securities is the owner of tenement E51/1491 as detailed below:

Allottees	Dourado Shares to be Issued
Joseph Bacci - holder of tenement E51/1491	200,000
TOTAL	200,000

- (e) Terms of issue:  
The Shares will rank equally in all respects with the existing Shares on issue.
- (f) Intended use of funds raised:  
No funds are to be raised from the proposed issue.

## **RESOLUTION 5: APPROVAL OF ISSUE OF SHARES – ACQUISITION OF SHARES IN ANUMAN HOLDINGS PTY LTD**

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### **Background**

Resolution 5 seeks Shareholder approval for the Company to issue up to 77,618,651 Shares.

As announced to ASX on 26<sup>th</sup> July 2011 the Company's wholly owned subsidiary Abbotts has entered into agreements with the other shareholders of Anuman to acquire 111,770,857 shares in Anuman (being the balance of the shares in Anuman not already owned by Abbotts), in consideration for the issue of 77,618,651 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.

### **Anuman Overview**

For information in relation to Anuman and its assets, please refer to the information above in relation to Resolution 1.

### **Information required by ASX Listing Rules**

In compliance with the information requirements of ASX Listing Rule 7.3 Shareholders are advised of the following particulars in relation to the proposed issue of Shares pursuant to Resolution 5:

- (a) Maximum number of securities proposed for issue:  
77,618,651 Shares
- (b) Date by which the Company will issue and allot securities:  
Upon settlement of the Anuman acquisition which is scheduled to occur 5 business days after Shareholder approval as a single allotment, but in any event no later than 3 months after Shareholder approval.
- (c) Price at which the securities proposed for issue:  
The Shares will be issued in consideration of the acquisition of 111,770,857 shares in Anuman. The issue price of Shares will be based on the market price of Shares at the time of issue.
- (d) Allottees:  
The proposed allottees of the Shares are the shareholders of Anuman (other than Abbotts) as detailed below:

<b>Allottees</b>	<b>Dourado Shares to be Issued</b>
Avalon Holdings (WA) Pty Ltd & JNI Developments Pty Ltd	100,000
Bryce Connor	333,333
CGC International Pty Ltd	200,000
CKPB Investments Pty Ltd	200,000
Emma Jane McEvoy	100,000
Emperor Enterprise Pty Ltd	1,100,000
Geoffrey Graham Hooker	200,000
Geographe Mining Pty Ltd	11,741,070
Georgiamia Pty Ltd	2,083,333
Goodun Pty Ltd	2,083,333
Greek Mining Pty Ltd	11,741,069
Greywood Holdings Pty Ltd	800,000
Hochian Investments Pty Ltd	2,000,000
Illawong Investments Pty Ltd	1,535,000
JNI Developments Pty Ltd	250,000
Knightsbridge Superannuation Pty Ltd	1,000,000
Lisa Stott	1,714,285
Listam Enterprises Pty Ltd	2,602,778
Luke Connor	3,333,333
Madafferi Pty Ltd	100,000
McInerney Holdings Pty Ltd	1,800,000
Miss Jan Hooper	125,000
Monte Carlo Superannuation Pty Ltd	300,000
Mr Adrian Ernest Cocks	740,000
Mr Cameron Thomas Hardie	750,000
Mr ND McEvoy & Mrs SD McEvoy	500,000
Mr Timothy William Leahy	750,000
Nova One Pty Ltd	1,150,000
Penimaha Pty Ltd	1,250,000
Peter Treen Electrical Discounter Pty Ltd	1,000,000
Prime Fines Pty Ltd	1,398,129
Raptor Mining Pty Ltd	11,741,070
Robert Thomas Baker	1,333,333
S & CJ Pty Ltd	400,000
Steven Litas	100,000
Ta Peovitis	200,000
Thornbush Corporation Limited	500,000
Tockan Investments Pty Ltd	2,315,681
Vincent Galante	200,000
Vito Resources Pty Ltd	7,847,904
<b>TOTAL</b>	<b>77,618,651</b>

- (e) Terms of issue:  
The Shares will rank equally in all respects with the existing Shares on issue.
- (f) Intended use of funds raised:  
No funds are to be raised from the proposed issue.

## **RESOLUTION 6: APPROVAL OF ISSUE OF OPTIONS – ACQUISITION OF OPTIONS IN ANUMAN HOLDINGS PTY LTD**

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### **Background**

Resolution 6 seeks Shareholder approval for the Company to issue up to 100,000,000 Options.

As announced to ASX on 26<sup>th</sup> July 2011, the Company's wholly owned subsidiary Abbotts has entered into agreements with the other option holders of Anuman to acquire 144,000,000 options in Anuman (being the balance of the options in Anuman not already owned by Abbotts), in consideration for the issue of 100,000,000 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.

### **Anuman Overview**

For information in relation to Anuman and its assets, please refer to the information above in relation to Resolution 1.

### **Information required by ASX Listing Rules**

In compliance with the information requirements of ASX Listing Rule 7.3 Shareholders are advised of the following particulars in relation to the proposed issue of Options pursuant to Resolution 6:

- (a) Maximum number of securities proposed for issue:  
100,000,000 Options
- (b) Date by which the Company will issue and allot securities:  
Upon settlement of the Anuman acquisition which is scheduled to occur 5 business days after Shareholder approval as a single allotment, but in any event no later than 3 months after Shareholder approval.
- (c) Price at which the securities proposed for issue:  
The Options will be issued in consideration of the acquisition of 144,000,000 Anuman options. The issue price of the Options will be based on the market price of Options at the time of issue.
- (d) Allottees:  
The proposed allottees of the securities are the option holders of Anuman (other than Abbotts) as detailed below:

<b>Allottees</b>	<b>Dourado Options to be Issued</b>
Bryce Connor	333,333
Emma Jane McEvoy	100,000
Emperor Enterprise Pty Ltd	1,100,000
Geographe Mining Pty Ltd	13,250,192
Georgiamia Pty Ltd	2,500,000
Goodun Pty Ltd	2,500,000
Greek Mining Pty Ltd	13,250,192
Greywood Holdings Pty Ltd	800,000
Hochian Investments Pty Ltd	2,500,000
Illawong Investments Pty Ltd	1,535,000
Lisa Stott	2,000,000
Listam Enterprises Pty Ltd	6,252,778
Luke Connor	3,333,333
Miss Jan Hooper	125,000
Mr Adrian Ernest Cocks	740,000
Mr Cameron Thomas Hardie	1,500,000
Mr ND McEvoy & Mrs SD McEvoy	500,000
Mr Timothy William Leahy	1,500,000
Nova One Pty Ltd	1,150,000
Othna Holdings Pty Ltd	6,639,722
Peter Treen Electrical Discounter Pty Ltd	1,000,000
Prime Fines Pty Ltd	10,069,445
Raptor Mining Pty Ltd	13,250,193
Robert Thomas Baker	1,333,333
S & CJ Pty Ltd	400,000
Thornbush Corporation Limited	500,000
Tockan Investments Pty Ltd	5,939,722
Ulnor Minerals Pty Ltd	675,535
Vito Resources Pty Ltd	5,222,222
<b>TOTAL</b>	<b>100,000,000</b>

- (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.

## **RESOLUTION 7: APPROVAL OF ISSUE OF SHARES – PROPOSED CAPITAL RAISING**

### **Background**

Resolution 7 seeks Shareholder approval for the Company to issue up to 31,250,000 Shares.

The Company is seeking approval for a capital raising to raise up to approximately \$5,000,000 at an issue price of at least 80% of the average market price for Shares traded on

ASX over the last five days on which sales of Shares are recorded before the date on which the issue is made.

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.

### **Information required by ASX Listing Rules**

In compliance with the information requirements of ASX Listing Rule 7.3 Shareholders are advised of the following particulars in relation to the proposed issue of Shares pursuant to Resolution 7:

- (a) Maximum number of securities proposed for issue:  
31,250,000 Shares
- (b) Date by which the Company will issue and allot securities:  
No later than three months after Shareholder approval either progressively or as a single allotment (or such longer period of times as ASX may, in its discretion, allow pursuant to a waiver of ASX Listing Rules 7.3.2).
- (c) Price at which the securities proposed for issue:  
No less than 80% of the average market price for Shares calculated over the last five days on which sales of Shares are recorded on ASX before the date(s) on which the issue is made.
- (d) Basis upon which allottees will be determined:  
The allottees will be sophisticated, professional and other investors who are entitled to receive exempt offers under section 708 of the Corporations Act. No related parties of the Company are entitled to participate in the proposed issue.
- (e) Terms of issue:  
The Shares will rank equally in all respects with the existing Shares on issue.
- (f) Intended use of funds raised:  
It is intended that the funds raised will be used to fund exploration expenditure on the Company's extensive exploration portfolio, for working capital purposes, and to pay any transfer duty assessed in relation to the acquisition of Anuman.
- (g) Date of issue:  
The Shares will be issued progressively as the placement funds are received.

## **RESOLUTION 8: APPROVAL OF ISSUE OF OPTIONS – PROPOSED CAPITAL RAISING**

### **Background**

Resolution 8 seeks Shareholder approval for the Company to issue up to 15,625,000 Options.

The Company is seeking approval to offer one Option for every two Shares issued pursuant to Resolution 7.

The capital structure of the Company after the Anuman acquisition, the acquisition of tenements E57/757, P58/1462, E51/1419, the options issued to DJ Carmichaels and the proposed capital raising is set out below.

	<b>Shares</b>	<b>Options</b>
Currently on issue	173,857,349	105,176,475
Issued for Anuman Pty Ltd Acquisition	77,618,651	100,000,000
Issued incentive to DJ Carmichaels	-	5,000,000
Issued for acquisition of tenements E57/757, P58/1462 and E51/1419	400,000	-
Shares issued under capital raising (assuming share issue at 16 cents to raise a total of \$5,000,000)	31,250,000	15,625,000
<b>Total on issue</b>	<b>283,126,000</b>	<b>225,801,475</b>

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.

#### **Information required by ASX Listing Rules**

In compliance with the information requirements of ASX Listing Rule 7.3 Shareholders are advised of the following particulars in relation to the proposed issue of Options pursuant to Resolution 8:

- (a) Maximum number of securities proposed for issue:  
15,625,000 Options.
- (b) Date by which the Company will issue and allot securities:  
No later than three months after Shareholder approval either progressively or as a single allotment (or such longer period of times as ASX may, in its discretion, allow pursuant to a waiver of ASX Listing Rules 7.3.2).
- (c) Price at which the securities proposed for issue:  
The Options will be issued for no monetary consideration on the basis of one Option for every two Shares issued pursuant to Resolution 7. The issue price of the Options will be based on the market price of Options at the time of issue.
- (d) Basis upon which allottees will be determined:  
The allottees will be sophisticated, professional and other investors who are entitled to receive exempt offers under section 708 of the Corporations Act. No related parties of the Company are entitled to participate in the proposed issue.
- (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.
  
- (g) Date of issue:  
The Options will be issued progressively as the placement funds are received.

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## DEFINITIONS

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<b>Abbotts</b>	means Abbotts Exploration Pty Ltd A.C.N. 142 902 038.
<b>Anuman</b>	means Anuman Holdings Pty Ltd A.C.N. 139 082 885.
<b>ASX</b>	means ASX Limited.
<b>ASX Listing Rules</b>	means the official listing rules of ASX.
<b>Directors</b>	mean the current directors of the Company.
<b>Company or Dourado</b>	means Dourado Resources Ltd A.C.N. 131 090 947.
<b>Option</b>	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.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company and Shares or DUO Shares has a corresponding meaning.
<b>Explanatory Statement</b>	means this Explanatory Statement.
<b>Notice</b>	means the notice of general meeting accompanying this Explanatory Statement.
<b>Shareholder</b>	means a holder of a Share.

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**Terms and Conditions of Listed Options**

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- a) Each option entitles the holder to subscribe for and be allotted one ordinary fully paid share in Dourado Resources Limited.
- b) The options are exercisable at 20 cents each.
- c) The options will expire at 5.00pm WST on 30 November 2014 (the "Expiry Date").
- d) 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.
- e) The options are freely transferable.
- f) 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.
- g) 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.
- h) 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.
- i) 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.
- j) 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.

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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 Nissen Kestel Harford Boardroom, Level 2, 100 Railway Road, Subiaco, WA 6008 on Wednesday, 7 September at 9.00am (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 8;**

**IMPORTANT: FOR RESOLUTIONS 1- 8 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 - 6 and your vote will not be counted in calculating the required majority if a poll is called on this Resolutions.*

**Mark the below box with an "X"**

**B**

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

		For	Against	Abstain *
Resolution 1.	Ratification of Prior Issue of Shares – Acquisition of Shares in Anuman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Ratification of Prior Issue of Shares– Acquisition of Tenements E57/757 & P58/1462	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Approval of Issue of Options – Corporate Advisory Services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.	Approval of Issue of Shares – Acquisition of Tenement E51/1491	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5.	Approval of Issue of Shares – Acquisition of Shares in Anuman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6.	Approval of Issue of Options – Acquisition of Options in Anuman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7.	Approval of Issue of Shares – Proposed Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8.	Approval of Issue of Options – Proposed Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*If you mark the Abstain box 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

%

# Dourado Resources Limited

ACN 131 090 647

## Proxy Form

### 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 9:00am (WST) on Wednesday, 7 September 2011. 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 - 8 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.

## **Dourado Resources Limited**

ACN 131 090 647

### **Proxy Form**

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 9:00am (WST) on Monday, 5 September 2011. 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*

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, 7 September 2011 at 9.00am and at any adjournment or postponement of the General Meeting, or any meeting arising from the General Meeting.

Dated this      day of              2011

**Executed by**

**ACN**

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

\_\_\_\_\_  
**Director**

\_\_\_\_\_  
**Director/Secretary**

\_\_\_\_\_  
**Name of Authorised Representative**

\_\_\_\_\_  
Signed by Authorised Representative