

ANNEXURE D

NOTICE OF SCHEME MEETING

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EQUIGOLD NL (ACN 060 235 145)

NOTICE OF COURT ORDERED MEETING OF HOLDERS OF FULLY PAID ORDINARY SHARES IN EQUIGOLD NL

NOTICE IS HEREBY GIVEN, that by Order of the Federal Court of Australia (**Court**), made on Wednesday 23 April 2008 under Section 411(1) of the *Corporations Act*, the Court has directed that a meeting of holders of fully paid ordinary shares in Equigold NL (**Company**), be held at the **Duxton Hotel, 1 St Georges Tce, Perth, WA, 6000** on **30 May 2008** at **11 am** (Western Standard Time).

The Court has appointed Nick Giorgetta, or failing him, Mark Clark to act as Chairperson of the Scheme Meeting.

Purpose of meeting

The purpose of the meeting is to consider and, if thought fit, to agree to a scheme of arrangement (with or without modification) to be made between the Company and Equigold Shareholders (**Scheme**).

Resolution

The Scheme Meeting will be asked to consider and, if thought fit, to pass the following resolution:

“That pursuant to and in accordance with Section 411 of the *Corporations Act 2001 (Cth)*, the scheme of arrangement proposed to be entered into between the Company and the Scheme Participants, under which Lihir Australian Holdings Pty Ltd ACN 121 554 443, a wholly owned subsidiary of Lihir Gold Limited ARBN 069 803 998 will acquire all the ordinary shares in the Company, as contained in and more particularly set out in the Scheme Booklet of which the Notice convening this meeting forms part, is agreed to (with or without modification as approved by the Court).”

By order of the Board of

EQUIGOLD NL



David Lim
Company Secretary

29 April 2008

Explanatory Notes

1. Terminology

Terms which are used in this Notice of Meeting (including these explanatory notes) have the same meaning as in the Scheme Booklet which accompanies this Notice of Meeting (unless the context requires otherwise).

2. Required Majority

In accordance with section 411(4)(a) of the Corporations Act, the resolution to approve the Scheme must be passed by:

- (a) unless the Court orders otherwise, a majority in number (more than 50%) of Equigold Shareholders present and voting (whether in person or by proxy, attorney or corporate representative) at the Scheme Meeting; and
- (b) at least 75 per cent of the total number of votes cast on the resolution at the Scheme Meeting.

3. Quorum

The Constitution of the Company provides that the quorum for a meeting of the Company is 3 members (in person or by proxy, attorney or representative).

4. Court Approval

In accordance with Section 411(4)(b) of the *Corporations Act*, the Scheme must be approved by order of the Court. If the resolution set out in this notice of meeting is passed in accordance with the requisite majorities set out above and the conditions precedent to the Scheme referred to in the Scheme Booklet are satisfied or (where applicable) waived, the Company intends to apply to the Court for the necessary orders to give effect to the Scheme.

5. Voting by poll

Voting at the meeting on the resolution set out in this notice of meeting will occur by poll only.

6. Voting Entitlement

Only Equigold Shareholders are entitled to vote at the Scheme Meeting. Persons recorded in the Company's Share Register as ordinary shareholders in the Company as at **7 pm (AWST) on 28 May 2008** will be treated as Equigold Shareholders for the purpose of the Scheme Meeting.

7. How to Vote

Equigold Shareholders who are entitled can vote at the Scheme Meeting in one of the following ways:

- (a) by attending the Scheme Meeting and voting in person;
- (b) by appointing an attorney to attend and vote on their behalf;
- (c) in the case of corporations, by appointing an authorised corporate representative to attend and vote on their behalf; and
- (d) by appointing a proxy to attend and vote on their behalf, using the proxy form accompanying the Scheme Booklet or a corresponding additional or replacement form obtained from the Equigold Registry.

8. Voting in person or by authorised corporate representative

In order to vote in person at the Scheme Meeting, a corporation that is an Equigold Shareholder may appoint an individual to act as its representative. The appointment must comply with the requirements of Section 250D of the Corporations Act and be received by the Equigold Registry by no later than **11 am (AWST) on 28 May 2008**. The representative should bring to the Scheme Meeting evidence of their appointment, including any authority under which it is signed.

9. **Voting by attorney**

Attorneys must provide to the Company the original or certified copy of the power of attorney under which they have been authorised to attend and vote at the Scheme Meeting. The power of attorney appointing the attorney must be duly executed and must specify the name of each Equigold Shareholder, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one. The original or certified copy of the power of attorney must be provided to the Company in the same manner as proxy forms and must be received by the Equigold Registry or the Company by no later than **11 am (AWST) on 28 May 2008** (or if the Scheme Meeting is adjourned, at least 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting). Please allow time before the commencement of the Scheme Meeting for your attendance to be noted.

Unless the contrary is evident from the express terms of attorney, any power of attorney granted by an Equigold Shareholder will, as between Equigold and that Equigold Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant Equigold Shareholder is lodged with Equigold.

10. **Voting by proxy**

An Equigold Shareholder entitled to attend and vote may appoint not more than two proxies to attend and vote instead of the Equigold Shareholder. Where two proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the Equigold Shareholder's voting rights. If proportions or numbers are not specified, each proxy may exercise half the Equigold Shareholder's votes. A proxy need not be an Equigold Shareholder.

For the appointment of a proxy to be effective, the proxy form accompanying the Scheme Booklet or a corresponding additional or replacement form obtained from the Equigold Registry (together with any power of attorney or other authority under which the proxy form is signed or a copy of that power of attorney certified as a true copy by statutory declaration) must be completed and received by the Equigold Registry by **11 am (AWST) on 28 May 2008** (or if the Scheme Meeting is adjourned, at least 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting). Proxy forms received after this time will be invalid.

A proxy form can be returned by posting it in the envelope provided (reply paid in Australia only) or by posting or faxing it to:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne
Victoria 3001

+61 7 3237 2152

Alternatively, proxy forms can be lodged online at the following website address:
www.computershare.com/au/proxy/eqi.

Equigold shareholders can register their proxy form online at the above website address by using the secure online access information provided on their proxy form.