

**Notice of
Annual General
Meeting of
Shareholders
&
Information Circular**



TO BE HELD JUNE 30, 2009

VANGOLD RESOURCES LTD.

www.vangold.ca

VANGOLD RESOURCES LTD.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders (the "Meeting") of Vangold Resources Ltd. (the "Company") will be held on **Tuesday, June 30, 2009 at 11:00 a.m.** (Vancouver time), at Suite 900, 595 Howe Street, Vancouver, BC for the following purposes:

- (a) To receive and consider the audited consolidated financial statements of the Company for the year ended December 31, 2008 and the report of the auditors thereon;
- (b) To elect the directors of the Company for the ensuing year;
- (c) To fix the number of Directors at four (4);
- (d) To appoint Ernst & Young LLP, Chartered Accountants as auditors of the Company for the ensuing year and to authorize the directors to fix the auditors' remuneration; and
- (e) To transact such other business as may properly come before the Meeting or any adjournment thereof.

This notice is accompanied by a management information circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. For those registered shareholders who so requested, a copy of the audited consolidated financial statements and MD&A of the Company for the financial year ended December 31, 2008 were mailed to Shareholders on May 25, 2009. Shareholders are able to request to receive copies of the Company's annual and/or interim financial statements and MD&A on the form of proxy or voting instruction form, as applicable. The audited consolidated financial statements and MD&A of the Company for the financial year ended December 31, 2008 will be sent to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at www.sedar.com, or on the Company's website www.vangold.ca.

Registered shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy or voting instruction form and deposit it with the Company's transfer agent by 11:00 a.m. (Vancouver time) on June 26, 2009, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned Meeting so that as large a representation as possible may be had at the Meeting.

Non-registered shareholders of the Company who have received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "Intermediary"), are required to complete and return the materials in accordance with the instructions provided by the Intermediary.

The board of directors of the Company has by resolution fixed the close of business on May 26, 2009 as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The board of directors of the Company has by resolution fixed 11:00 a.m. (Vancouver time) on June 26, 2009, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned Meeting, as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company's transfer agent.

DATED at Vancouver, British Columbia this 26th day of May, 2009.

By Order of the Board of Directors

"Dal S. Brynelsen "

Dal S. Brynelsen

President and Chief Executive Officer