

SUPPLEMENTARY PROSPECTUS

DGO GOLD LIMITED ACN 124 562 849

1. Important information

This Supplementary Prospectus is dated 6 June 2017 (**Supplementary Prospectus**) and is intended to supplement and amend the information contained in the Prospectus dated 29 May 2017 (**Prospectus**) issued by DGO Gold Limited ACN 124 562 849 (**Company or DGO Gold**) to conduct a partially underwritten non-renounceable pro rata entitlement offer of 1 New Share for every 2 Existing Shares (and 1 New Option for every New Share issued) at an offer price of \$0.25 per New Share to raise approximately \$724,666 (before offer costs and the exercise of any New Options).

This Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) and the Australian Securities Exchange (**ASX**) on 6 June 2017. Neither ASIC nor the ASX take responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Prospectus. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus. This document is important and should be read in its entirety. Please consult your legal, financial or other professional adviser if you do not fully understand the contents.

The Company has issued both a printed and electronic version of this Supplementary Prospectus and the Prospectus. Electronic versions of both may be accessed at www.dgogold.com.au.

2. Contents

The information below is to supplement and amend the information presently contained in the Prospectus. Namely, the Prospectus is amended as follows:

Rights and liabilities attaching to New Options

In Section 1.5 of the Prospectus, the row entitled 'What rights and liabilities attach to the New Options' on page 5 is replaced with the following:

What rights and liabilities attach to the New Options	<p>The key terms of the New Options include:</p> <ul style="list-style-type: none">(a) New Options will be issued on the basis of one New Option for every New Share issued under this Prospectus;(b) No issue price is payable for the New Options as they are issued together with any application by an Eligible Shareholder for New Shares;(c) the exercise price of each New Option is \$0.40; and(d) each New Option will have an expiration date that is the last day of the calendar month in which the third anniversary of the issue date occurs. <p>The full details of the rights and liabilities attaching to the New Options are set out in the Annexure.</p>	section 8.4 and Annexure
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Effect of Entitlement Offer on control of DGO Gold

Section 3.2 of the Prospectus is supplemented as follows:

If Cairnglen takes up its Entitlement but Lion does not and no other Eligible Shareholders take up their Entitlement, the Underwriter's holding would be 20.06%.

If Lion takes up its Entitlement but Cairnglen does not and no other Eligible Shareholders take up their Entitlement, the Underwriter's holding would be 20.10%.

If no Eligible Shareholders (including Cairnglen and Lion) take up their Entitlement, the Underwriter's holding would be 21.63%.

Additional information

Section 8.1 of the Prospectus is replaced with the following:

This Prospectus is a 'transaction specific prospectus' issued under section 713 Corporations Act as a prospectus for the issue of continuously quoted securities.

In general terms, a transaction specific prospectus is only required to contain information about the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information about all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

The Company is subject to regular reporting and disclosure obligations because it is a 'disclosing entity' for the purposes of the Corporations Act. Additionally, as a listed company, DGO Gold is subject to the Listing Rules which require disclosure to ASX of any information the Company has which a reasonable person would expect to have a material effect on the price or value of its Shares.

Copies of ASX announcements are available on the ASX website or the Company's website at www.dgogold.com.au.

The Company's ASX announcements since 31 December 2016 to the date of this Prospectus are set out below.

Date	Announcements
31 January 2017	Quarterly Activities Report and Quarterly Cash Flow Report
2 February 2017	DGO Gold Expands Position in Eastern Goldfields of WA
8 March 2017	Becoming a substantial holder
9 March 2017	Half Year Accounts
15 March 2017	Sediment Hosted Copper-Cobalt Exploration Licences
28 April 2017	Quarterly Activities Report and Quarterly Cash Flow Report

In addition, copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

The information in the Annual Report, the Half Yearly Report and the ASX announcements described in the table above may be of interest to investors and their financial advisers as these documents contain information regarding the Company's financial position and operations that investors may consider relevant to any decision to apply for New Shares under the Entitlement Offer.

The Directors rely upon section 712(3) Corporations Act with the inclusion by reference of:

- 1 the Annual Report;
- 2 the Half Yearly Report; and
- 3 the Company's ASX announcements since 31 December 2016 set out in the table above,

for the purposes of section 711 Corporations Act.

The Company will give free of charge, to any person who requests it during the application period under this Prospectus, a copy of the Annual Report or the Half Yearly Report and any continuous disclosure notices lodged by the Company from 31 December 2016 to the date of this Prospectus.

Interests of Directors, experts and advisers and Underwriter

Section 8 of the Prospectus is supplemented with the following:

Other than as set out elsewhere in this Prospectus:

- (a) the Underwriter has not, and has not had in the two years before lodgment of this Prospectus, any interest in:
 - (i) the formation or promotion of DGO Gold,
 - (ii) the offer of the New Shares and New Options, or
 - (iii) any property proposed to be acquired by DGO Gold in connection with the formation or promotion of DGO Gold or the offer of the New Shares and New Options; and
- (b) no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given, to the Underwriter for services rendered by it in connection with the formation or promotion of DGO Gold or the offer of the New Shares and New Options.

Paragraph (a) of section 8.8 'Interests of experts and advisers' is replaced with the following:

- (a) no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus has any interest or has had any interest during the last two years:
 - (i) in the formation or promotion of DGO Gold;
 - (ii) in property acquired or proposed to be acquired by DGO Gold in connection with its formation or promotion or the offer of the New Shares and New Options, or
 - (iii) the offer of the New Shares and New Options; and

Paragraph (a) of section 8.10 'Interests of Directors' is replaced with the following:

- (a) no Director or proposed Director of DGO Gold has, or has had in the two years before lodgment of this Prospectus, any interest in:
 - (i) the formation or promotion of DGO Gold,
 - (ii) any property proposed to be acquired by DGO Gold in connection with its formation or promotion or the offer of the New Shares and New Options; or
 - (iii) the offer of the New Shares and New Options; and

Authorisation

This Supplementary Prospectus is issued by the Company. In accordance with section 720 of the *Corporations Act 2001* (Cth), each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.



Michael Ilett
Director
DGO Gold Limited