

# DGO Gold Limited

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29 May 2017

## Letter to ineligible overseas shareholders – DGO Gold Limited (ASX Code: DGO)

Dear Shareholder

### DGO Gold Entitlement Offer – notice to ineligible shareholders

On 29 May 2017, DGO Gold Limited (**DGO Gold**) announced a \$724,666 equity raising through a 1 for 2 non-renounceable entitlement offer of fully paid ordinary shares in DGO Gold (**New Shares**) (and 1 new option for every New Share issued) (**Entitlement Offer**).

The purpose of the capital raising is to provide working capital, complete further exploration activities and research and development in sediment hosted gold, copper and cobalt mineralisation and to undertake proof of concept drilling.

The Entitlement Offer has been partially underwritten by Ginga Pty Ltd as trustee for the Thomas G Klinger Family Trust up to an amount of \$400,000 (1,600,000 New Shares).

The two largest shareholders being Lion Nominees Pty Ltd and Cairnglen Investments Pty Ltd have separately committed to take up their full entitlements (being 561,500 New Shares (\$140,375) for Lion Nominees Pty Ltd and 578,363 New Shares (\$144,590) for Cairnglen Investments Pty Ltd).

### Terms of the Entitlement Offer

Under the Entitlement Offer, eligible shareholders will be invited to subscribe for 1 New Share for every 2 existing ordinary shares (and 1 free new option for every New Share issued with an exercise price of \$0.40 per new option and exercisable on or before three years from the date the option is issued) in DGO Gold held at 7.00pm (Brisbane time) on 1 June 2017 (**Record Date**) at an offer price of \$0.25 per New Share (**Entitlement**).

The Entitlement Offer is being made by DGO Gold in accordance with section 713 of the *Corporations Act 2001* (Cth). DGO Gold lodged a prospectus for the Entitlement Offer with the Australian Securities and Investments Commission (ASIC) on 29 May 2017.

Documents relating to the Entitlement Offer, including the prospectus, were lodged with ASX on 29 May 2017 and are being mailed to eligible shareholders.

Shareholder approval is not required for DGO Gold to make the offer under the Entitlement Offer.

## **Eligibility of shareholders to participate in the Entitlement Offer**

In accordance with the ASX Listing Rules and the *Corporations Act 2001* (Cth), DGO Gold has considered the number of shareholders with registered addresses outside Australia and New Zealand, the number and value of the shares held by those shareholders and the number of New Shares those shareholders would be offered pursuant to the Entitlement Offer.

Taking this into consideration, as well as the costs of complying with the legal requirements and the requirements of the regulatory authorities relating to the shareholders with registered addresses outside of Australia and New Zealand, DGO Gold has formed the view that it is unreasonable to extend the Entitlement Offer to shareholders with registered addresses outside of Australia and New Zealand and that the offer pursuant to the Entitlement Offer will only be extended to DGO Gold shareholders on the Record Date with registered addresses in Australia or New Zealand.

Accordingly, as a shareholder with a registered address outside of Australia and New Zealand, the offer pursuant to the Entitlement Offer will not be extended to you and you will not be entitled to participate in the Entitlement Offer.

New Shares equivalent to the number of New Shares you would have been entitled to if you were an Eligible Shareholder will be allocated to Eligible Shareholders who subscribe for New Shares in excess of their entitlement under the Entitlement Offer or in accordance with the underwriting agreement.

As the Entitlement Offer is non-renounceable, you will not receive any payment or value for these entitlements in respect of any New Shares that would have been offered to you if you were eligible.

You are not required to do anything in response to this letter.

### **Further information**

If you have any queries, please call 1300 407 677 (inside Australia) or +61 1300 407 677 (outside Australia) between 8.30am and 5.00pm (Brisbane time) Monday to Friday during the offer period or, alternatively, consult your professional adviser.

On behalf of the Directors, I thank you for your continued support of DGO Gold.

Yours faithfully



Eduard Eshuys  
Executive Chairman  
DGO Gold Limited

## **Important information**

This letter does not constitute an offer to sell or the solicitation of an offer to buy, any securities in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia and New Zealand. In particular, the new shares under the Entitlement Offer have not been, and will not be, registered under the US Securities Act of 1933 (US Securities Act) or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be offered, sold or resold in the United States or to, or for the account or benefit of, a person in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and any applicable securities laws of any state or other jurisdiction of the United States.

