



**Costa Asset
Management**

4 October 2018

Manager of Company Announcements
ASX Limited
Level 4, Rialto North Tower
525 Collins Street
MELBOURNE VIC 3000

By fax: 1300 135 638

Dear Sir/Madam

DGO Gold Limited – Notice of initial substantial holder - Form 603

Please find enclosed Form 603 (Notice of initial substantial holder) for Costa Asset Management Pty Ltd in relation to DGO Gold Limited (ASX: DGO).

Please do not hesitate to contact us if you have any questions.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Elizabeth Whitmore', with a long, sweeping horizontal stroke at the end.

Elizabeth Whitmore
CEO

Form 603
Corporations Act 2001
Section 671B

Notice of Initial substantial holder

To Company Name/Scheme DGO Gold Limited

ACN/ARSN 124 562 849

1. Details of substantial holder (1)

Name Costa Asset Management Pty Ltd as trustee for Costa Asset Management Unit Trust

ACN/ARSN (if applicable) 079 151 894

The holder became a substantial holder on 04 / 10 / 2018

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	2,666,667	2,666,667	10.71%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Costa Asset Management Pty Ltd as trustee for Costa Asset Management Unit Trust	Registered holder of the securities and power to control exercise of voting rights / disposal pursuant to the subscription agreement entered into with the Company dated 24 July 2018 (which is annexed at Annexure A)	2,666,667 ordinary shares
Robert John Costa	Owner of greater than a 20% interest in the shares in Costa Asset Management Pty Ltd	2,666,667 ordinary shares
Elaine Mary Costa	Owner of greater than a 20% interest in the shares in Costa Asset Management Pty Ltd	2,666,667 ordinary shares
David Anthony Costa	Owner of greater than a 20% interest in the shares in Costa Asset Management Pty Ltd	2,666,667 ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Costa Asset Management Pty Ltd as trustee for Costa Asset Management Unit Trust	Costa Asset Management Pty Ltd as trustee for Costa Asset Management Unit Trust	N/A	2,666,667 ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Costa Asset Management Pty Ltd as trustee for Costa Asset Management Unit Trust	04 / 10 / 2018	\$2,000,000 cash (\$0.75 per share)		2,666,667 shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Robert John Costa	Significant shareholder of Costa Asset Management Pty Ltd
Elaine Mary Costa	Significant shareholder of Costa Asset Management Pty Ltd
David Anthony Costa	Significant shareholder of Costa Asset Management Pty Ltd

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Costa Asset Management Pty Ltd as trustee for the Costa Asset Management Unit Trust	Level 1, 170 Little Malop Street, Geelong VIC 3220
Robert John Costa	98 Aphrasia Street, Newtown VIC 3220
Elaine Mary Costa	51 Virginia Street, Newtown VIC 3220
David Anthony Costa	12 Meakin Street, East Geelong VIC 3219

Signature

print name Elizabeth Whitmore

capacity Director

sign here



date 04 / 10 / 2018

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:

- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

This is annexure A of 13 pages referred to in form 603 notice of initial substantial holder

Company name: Costa Asset Management Pty Ltd as trustee for the Costa Asset Management Unit Trust
ACN: 079 151 894

Signed by: 
Elizabeth Whitmore

Date: 04 / 10 / 2018

DGO Gold Limited

Principal office:
Level 17, 41 Exhibition Street
Melbourne VIC 3000
Telephone: + 61 3 9133 6251

4 October 2018

Ms Liza Whitmore
Costa Asset Management Pty Ltd
ATF Costa Asset Management Unit Trust
PO Box 303
Geelong Vic 3220

Dear Liza,

I am pleased to advise that further to the DGO General Meeting held on 27 September 2018, all of the proposed resolutions were passed including the approval to issue 2,666,667 shares and 2,666,667 attaching options to Costa Asset Management Unit Trust.

Our share registry, Link Market Services has been advised to issue the shares and options appropriate paperwork.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'E. Eshuys', with a long horizontal stroke extending to the right.

Eduard Eshuys
Chairman

Subscription Agreement

I certify this to be a
true + correct copy
of the original

CJupp

Cindie Jupp CA 84109

3/10/18.

Subscription Agreement

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Subscription Agreement

Date	24 July	Year 2018
Parties	<p>1. DGO Gold Limited (ABN 96 124 562 849) of 27 General MacArthur Place Redbank Qld 4301 (the Issuer)</p> <p>2. Costa Asset Management P/L atf Costa Asset Management Unit Trust or nominee of Suite 4, 170 Little Malop St, Geelong, Vic 3220 (the Subscriber)</p>	
Recitals	<p>A The Subscriber has agreed to subscribe for the Subscription Securities on the terms of this Agreement.</p>	

It is agreed as follows.

1. Definitions

Definitions

The following definitions apply unless the context requires otherwise.

Application Amount means the amount of AUD \$2,000,000 calculated at the rate of AUD\$0.75 per fully paid ordinary share.

Application for Shares means an application for Subscription Securities substantially in the Application Form set out in the Schedule 1 to this Agreement.

Associate has the meaning ascribed to that term in the *Corporations Act*.

Constitution means the constitution of the Issuer.

Corporations Act means the *Corporations Act 2001* (Cth).

Due Date means 5pm EST on 27 September 2018

Options means options exercisable at \$1 per share on or before 31 December 2021 in the Issuer which have the same terms and conditions as indicated in the Entitlements Offer Prospectus announced to the market on 24 May 2018.

Parties means the parties to this Agreement.

Relevant Interest has the meaning ascribed to that term in the *Corporations Act*.

Signing Date means the date on which this Agreement is signed by both parties.

Sophisticated or Professional Investors has the meaning given in clause 4.1.

Subscription Agreement

Subscription Securities means 2,666,667 fully paid ordinary shares and 2,666,667 free attaching options exercisable at \$1 per share on or before 31 December 2021 in the Issuer.

Voting Power has the meaning ascribed to that term in the *Corporations Act*.

2. Agreement to Subscribe

The Subscriber will subscribe as contemplated by clause 3 for the Subscription Securities at the Subscription Price on the terms of this Agreement.

3. Application, Allotment of Subscription Securities and Payment

To apply for the Subscription Securities, the Subscriber must complete the Application Form in Schedule 1 and sign this Subscription Agreement and return it to the Issuer by no later than 5pm (EST) on Friday 27 July 2018.

By returning a completed Application Form and signing this Subscription Agreement, the Subscriber acknowledges that it has agreed to the terms and conditions of this Subscription Agreement and become irrevocably bound to pay the total Application Amount by the Due Date.

To apply for the Subscription Securities, the Subscriber must also transfer the Application Amount of \$2,000,000 into the following bank account by no later than 5pm (EST) on 10 September 2018:

Bank Account Details:

Name:	DGO Gold Limited
	27 General Macarthur Place Redbank Qld 4300
Bank:	ANZ Bank
Account:	BSB 014002
	Account No: 261038437

The Application Amount is to be received by the Issuer by 10 September 2018. If not paid by this date, or an extended period agreed by the Issuer, the Issuer may at its election terminate this Subscription Agreement by notice in writing to the Subscriber.

The allotment of Subscription Securities is subject to the Issuer obtaining shareholder approval to issue the Subscription Securities to the Subscriber at a general meeting of shareholders to be held on or around 27 September 2018. If shareholder approval is not granted, the Application Amount will be returned to the Subscriber and the Subscription Agreement will be terminated.

After the receipt of the Application Form and signed Subscription Agreement, the payment of the Application Amount to the Issuer and shareholder approval at the general meeting of shareholders, the Issuer will issue and allot the Subscription Securities. As soon as practical thereafter, the Issuer must register the Subscriber in the statutory records of the Issuer as the registered holder of the Subscription Securities.

The Subscription Securities will rank equally in all respects with the existing ordinary shares of the Issuer on issue when the Subscription Securities are issued.

The Options have the same terms and conditions as indicated in the Entitlements Offer Prospectus announced to the market on 24 May 2018.

Subscription Agreement

4. On-sale of Subscription Securities

4.1 Issue without disclosure document

As no formal disclosure document (such as a prospectus) will be lodged with ASIC, the Subscription Securities will only be offered and issued to one of the categories of investors to whom such an offer can be made under section 708 of the Corporations Act (in this Agreement called *Sophisticated or Professional Investors*).

4.2 The Issuer's statement of purpose

The Issuer states that the purpose of the issue of the Subscription Securities is to raise working capital and provide funds for mineral exploration by the issue of shares in the Company to the Subscriber, but such purpose does not include the Subscriber, within 12 months after issue of the Subscription Securities, selling or transferring the Subscription Securities or granting, issuing or transferring interests in, or options over, them.

4.3 Acknowledgement by the Subscriber

The Subscriber:

- (a) Acknowledges the statement in clause 4.1;
- (b) Acknowledges the Issuer's statement of purpose in clause 4.2 and represents and warrants to the Issuer that it is not the intention of the Subscriber, as at the Signing Date, to sell or transfer the Subscription Securities or grant, issue or transfer interests in, or options over, them within 12 months after issue of the Subscription Securities; and
- (c) Acknowledges that this Agreement imposes no obligation on the Issuer, whether express or implied, to assist the Subscriber to on-sell the Subscription Securities by way of a disclosure document.
- (d) Represents and warrants to the Issuer that the Application Amount will be paid to the Issuer by the Due Date.
- (e) Represents and warrants to the Issuer that to the extent required, it has complied with and will comply with in respect of the acquisition of the Subscription Securities, the provisions of the *Foreign Acquisition and Takeovers Act 1975* (Cth).
- (f) Represents and warrants that it falls under one of the categories of investors to whom such an offer can be made under section 708 of the Corporations Act (in this Agreement called *Sophisticated or Professional Investors*).
- (g) Represents and warrants that it will be bound by the Issuer's constitution.
- (h) Represents and warrants to the Issuer that neither it nor its Associates will, as a result of the allotment of the Subscription Securities to the Subscriber (and the allotment of fully paid ordinary shares in the Issuer to the Subscriber's Associates) (Relevant Securities):
 - (i) have a Relevant Interest of more than 20% of the total Voting Power in the Company; and
 - (ii) otherwise contravene Chapter 6 of the *Corporations Act* in respect of the issue of the Relevant Securities.

Subscription Agreement

6. Representations by issuer

- (a) The Issuer represents and warrants to the Subscriber that:
- (i) **registration:** it, and its subsidiaries, are validly registered (or taken to be registered) under applicable legislation to be carrying on business in all relevant jurisdictions in which it carries on business or owns assets;
 - (ii) **authority:** it has full power and authority to enter into this agreement and to perform its obligations under it;
 - (iii) **corporate authorisations:** it has taken all necessary action to authorise the execution, delivery and performance by it of this agreement in accordance with its terms;
 - (iv) **binding obligations:** this agreement constitutes its legal, valid and binding obligations and is enforceable in accordance with its terms;
 - (v) **transactions permitted:** the execution, delivery and performance by it of this agreement does not and will not violate any law, regulation, authorisation, ruling, consent, judgment, order or decree of a governmental agency, its constitution or other constituent documents, or an encumbrance or document which is binding on it or on its assets;
 - (vi) **allotment of Shares:** it has full power and authority and has obtained all third party consents necessary to issue and allot the Subscription Securities;
 - (vii) **ranking:** the Subscription Securities will rank pari passu with all other ordinary shares then on issue;
 - (viii) **continuous disclosure:** it has complied with its disclosure obligations under applicable laws and the rules of any exchange its shares may be listed for trading on;
 - (ix) **issue:** the issue of the Subscription Securities complies with all applicable listing rules of any exchange its shares may be listed for trading on;
 - (x) **freely traded:** the Subscription Securities may be freely traded without any other hold period, escrow condition or other restrictions;
 - (xi) **publicity:** at the time of publication, any announcements, advertisements and publicity, made or published by the Issuer in relation to the issue of the Subscription Securities will:
 - (A) not be misleading or deceptive or be likely to mislead or deceive; and
 - (B) comply with all applicable laws; and
 - (xii) **information:**
 - (A) all information provided to the Subscriber by or on behalf of the Issuer was, or will be when provided in material form, true, complete and accurate in all material respects; and
 - (B) the Issuer has disclosed to the investor and the market in writing all information known as at the date of this agreement material to the making

Subscription Agreement

of an informed investment decision to subscribe for the Subscription Securities.

- (b) The representations and warranties given in clause 5(a):
 - (i) survive the execution of this agreement; and
 - (ii) are regarded as repeated on the date of issue of the Subscription Securities with respect to the facts and circumstances then subsisting, and continue for so long as is necessary to give full effect to them.

6. General

6.1 Governing law

This Agreement is governed by the laws of Queensland. The parties submit to the non-exclusive jurisdiction of courts exercising jurisdiction there.

6.2 Entire agreement

This Agreement contains the entire agreement of the parties with respect to its subject matter. It sets out the only conduct relied on by the parties and supersedes all earlier conduct by the parties with respect to the proposed issue of securities in the Issuer.

Executed in accordance with section 127 of the Corporations Act 2001 by **DGO Gold Limited** (ABN 96 124 562 849) (the Issuer)



Director Signature

Mr. Eduard Eshuys

Print Name



Director Signature

Mr. Bruce Parncutt AO

Print Name

Subscription Agreement

**Executed in accordance with section 127 of the
Corporations Act 2001 by Costa Asset
Management P/L atf Costa Asset Management
Unit Trust or nominee (the Subscriber)**



Director Signature

Elizabeth Whitmore

Print Name



Director Signature

ROBERT COSTA

Print Name

Subscription Agreement

SCHEDULE 1

DGO Gold Limited (ABN 96 124 562 849)

Application Form

Share Registrars use only

Number of Shares applied for

Total amount payable to equal this amount

2,666,667

Shares at A\$0.75 per share

A\$2,000,000.25

Broker code

Adviser Code

and 2,666,667 free attaching options exercisable at \$1 per share on or before 31 December 2021 in the issuer.

Full name, details, title, given name(s) (no initials) and surname or Company name

Tax file number(s) or exemption category

Name of Applicant 1

Applicant 1/Company

Costa Asset Management P/L atf Costa Asset Management Unit Trust
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Name of Joint Applicant 2 or <account name>

Joint Applicant 2/Trust

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Full postal address

Contact details

Number/street

Contact name

Po Box 303, Geelong, Vic, 3220

Liza Whitmore

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Contact daytime telephone number

0432 680025

Suburb/town

State

Postcode

Contact email address

Geelong	VIC	3220
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lwhitmore@costaam.com.au

CHESS HIN (if applicable)

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Subscription Agreement

I/We declare that this Application Form is completed according to the declaration/appropriate statements on the reverse of this form and agree to be bound by the Constitution of DGO Gold Limited.

THIS FORM DOES NOT REQUIRE A SIGNATURE

Guide to the DGO Gold Application Form

This Application Form relates to the issue of Shares in DGO Gold Limited at A\$0.75 per Share and free attaching options in accordance with the terms set out in the Subscription Agreement.

By returning a completed Application Form to the Company you acknowledge and agree to the terms set out in the Subscription Agreement and become irrevocably bound to pay the total Application Amount by the due date set out therein.

Please complete all relevant sections of this Application Form using BLOCK LETTERS. The instructions below are cross-referenced to each section of this Application Form. Further particulars and the correct forms of registrable titles to use on this Application Form are outlined below.

- A** Insert the number of Shares you wish to apply for.
- B** Insert the relevant Application Amount. To calculate your Application Amount, multiply the number of Shares applied for by the sum of A\$0.75.
- C** Write the full name you wish to appear on the statement of shareholdings (Applicant). This must be either your own name or the name of a company. Up to three Joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected.
- D** Enter your Tax File Number (TFN) or exemption category. Where applicable, please enter the TFN for each Joint Applicant. Collection of TFNs is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your application.
- E** Please enter your postal address for all correspondence. All communications to you from the share registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- F** Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your application.
- H** The Applicant(s) declare(s) that all details and statements made are complete and accurate. It is not necessary to sign this Application Form.

Subscription Agreement

Correct form of registrable title

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of Investor	Correct form of registrable title	Incorrect form of registrable title
Individual Use names in full, no initials	Mr John Alfred Smith	JA Smith
Minor (a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor	John Alfred Smith <Peter Smith>	Peter Smith
Company Use company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts Use trustee(s) name(s), do not use the name of the trust	Mrs Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use executor(s) personal name(s), do not use the name of the deceased	Ms Jane Smith <Est John Smith A/C>	Estate of late John Smith
Partnerships Use partners' personal names, do not use the name of the partnership	Mr John Smith and Mr Michael Smith <John Smith and Son A/C>	John Smith and Son

