

Notice of annual general meeting

DGO Gold Limited ABN 96 124 562 849

Notice is given that the annual general meeting of DGO Gold Limited ACN 124 562 849 (**Company**) will be held at:

Location	McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland 4000
Date	Tuesday 24 November 2015
Time	11 am (Brisbane time)

Ordinary business

Financial reports

To receive and consider the Company's financial reports and the reports of the Directors and the auditor for the financial year ended 30 June 2015.

Resolution 1 – Remuneration report

1 To consider and, if in favour, pass the following resolution under section 250R(2) Corporations Act:

'That the remuneration report of the Directors for the financial year ended 30 June 2015 be adopted.'

Note: This resolution will be decided as if it were an ordinary resolution, but under section 250R(3) Corporations Act the vote on this resolution is advisory only and does not bind the Directors or the Company.

Note: Key Management Personnel whose remuneration details are contained in the remuneration report (and their Closely Related Parties) are restricted from voting on this resolution under section 250R(4) Corporations Act.

Resolution 2 – Appointment of Mr Michael Ilett as a Director

2 To consider and, if in favour, to pass the following as an ordinary resolution:

'That Mr Michael Ilett who was appointed to the Board be elected as a Director of the Company in accordance with rule 13.2 of the Company's Constitution.'

Note: Information about the candidate appears in the accompanying Explanatory Memorandum

Resolution 3 – Re-election of Mr Ross Hutton as a Director

3 To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That Mr Ross Hutton who retires by rotation under rule 16.1 of the Constitution, and being eligible, be re-elected as a Director of the Company.'

Note: Information about the candidate appears in the Explanatory Memorandum.

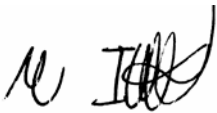
Resolution 4 – Appointment of Auditor

4 To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That, subject to the consent of the Australian Securities & Investments Commission to the current auditor resigning, BDO Audit Pty Ltd having consented in writing and been duly nominated in accordance with Section 328B(1) Corporations Act, be appointed as auditor of the Company.'

See the attached Explanatory Memorandum for details regarding the resignation of Deloitte and the appointment of BDO.

BY ORDER OF THE BOARD



Michael Ilett
Company Secretary

12 October 2015

Notes

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form by 11am (Brisbane time) on Sunday 22 November 2015.
- (d) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or an adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Sydney time) on Sunday, 22 November 2015.
- (f) If you have any questions on how to cast your votes call Michael Ilett on + 61 7 3381 5363 during business hours.

Voting exclusion statement

Under Listing Rule 14.11, the Company will disregard any votes cast on resolution 1 by or on behalf of a member of the Key Management Personnel or a Closely Related Party unless:

- (a) the person does so as a proxy appointed under the proxy voting form; and
- (b) the vote is not cast on behalf of a member of the Key Management Personnel or a Closely Related Party.

However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, under the directions on the proxy voting form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, under a direction on the proxy form to vote as the proxy decides.

Explanatory memorandum

DGO Gold Limited ABN 96 124 562 849

Introduction

This explanatory memorandum is provided to the shareholders of DGO Gold Limited ACN 124 562 849 (**Company**) to explain the resolutions to be put to the shareholders at the annual general meeting to be held at McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland 4000 on Tuesday 24 November 2015 at 11am (Brisbane time).

The Directors recommend shareholders read the accompanying notice and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Ordinary Business

Financial reports

- 1 The Corporations Act requires that the Director's Report, Financial Report and the Auditor's Report be laid before Shareholders at the Meeting.
- 2 The Company's Annual Report (which includes the reports to be laid before the Meeting) was released to ASX on 30 September 2015 and is available on the Company's website (www.dgogold.com.au). Apart from the matters involving remuneration of the Company's Key Management Personnel which is the subject of resolution 1, a vote of Shareholders on these reports is not required at the Meeting. However, Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports at the Meeting.
- 3 Shareholders may also submit written questions to the Company's auditor, Deloitte Touche Tohmatsu, if the question is relevant to the content of the Audit Report, or the conduct of its audit of the Company's Annual Report for the year ended 30 June 2015. Relevant written questions for the auditor must be delivered by 5.00pm (Brisbane Time) on Friday, 13 November 2015. Please send any written questions for Deloitte Touche Tohmatsu to Mr. Stephen Tarling, Deloitte Touche Tohmatsu, GPO Box 1463, Brisbane Qld 4001.

Resolution 1: Remuneration report

- 4 The Corporations Act requires the Remuneration Report to be put to the vote of Shareholders for adoption. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Directors take the vote into account in setting the Company's remuneration strategy.
- 5 The Remuneration Report is included in the Directors' Report section of the Company's Annual Report and deals with the remuneration of the Company's Key Management Personnel. Please contact the Company Secretary, Mr Michael Ilett on + 61 7 3381 5368 if you wish to receive a copy of the Company's annual report. The Annual Report is also available on the DGO Gold website (www.dgogold.com.au).

- 6 The Remuneration Report:
- (a) explains the Board's policy for determining the nature and amount of remuneration of the Company's Key Management Personnel;
 - (b) explains the relationship between the Board's remuneration policy and the Company's performance;
 - (c) sets out remuneration details for each member of the Company's Key Management Personnel; and
 - (d) details and explains any performance conditions applicable to the remuneration of the Company's Key Management Personnel.
- 7 A reasonable opportunity will be provided for Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

Voting on resolution 1

- 8 The Company will disregard votes cast on resolution 1 by any member of the Company's Key Management Personnel or their Closely Related Parties, unless that person does so as proxy appointed in writing which specifies how the proxy is to vote on the resolution.
- 9 Consequently, any proxies given to the Chairman will not be cast by the Chairman on resolution 1 unless the Shareholder marks the relevant box on the proxy form directing the Chairman to vote in accordance with his stated voting intention, or otherwise in accordance with the direction on the proxy form.
- 10 The Chairman intends to vote all available proxies in favour of resolution 1.

Resolution 2: Appointment of Mr Michael Ilett as a Director

- 11 Mr Michael Ilett was appointed as a Director on 20 July 2015. Under rule 13.2 of the Company's Constitution, Mr Ilett may hold office until the next annual general meeting of the Company and is eligible for election as a Director by the Shareholders at this Annual General Meeting.

Mr. Michael J. Ilett BBus(Accy), GradDipAdvAcctg, GradDipCorpGov, MBA, ACIS, CPA, CA (Director, Company Secretary and Chief Financial Officer)

- 12 Mr Ilett, aged 49, is a Chartered Accountant and a member of Chartered Institute of Company Secretaries in Australia. In 2003, Mr Ilett was awarded the MBA Medallion from the Queensland University of Technology and in 2004 was awarded the J. S. Goffage Prize from Chartered Secretaries Australia Limited. Michael has over 25 years' commercial experience. Details of his remuneration can be found in the Remuneration Report located in Directors' Report section of the Company's Annual Report which can be found on the Company's website (www.dgogold.com.au).
- 13 Michael has been Company Secretary and Chief Financial Officer of the Company since 5 April 2007. He has provided a key role in the listing of exploration companies on the ASX, capital raisings, corporate governance, administration and the dual listing of an Australian public company on the Alternative Investment Market (AIM). Michael Ilett was appointed as a Director and a member of the Remuneration and Nomination Committee and Audit Committees on 20 July 2015. Further details of his skills can be found in the Corporate Governance Statement which is located in the in the Corporate Governance Section of the Company's website (www.dgogold.com.au/investorcentre_corporategovernance.html).

14 The Directors recommend you vote in favour of this resolution.

Resolution 3: Re-election of Ross Hutton as a Director

15 Rule 16.1 of the Constitution provides that one third of the Directors (other than the Managing Director) must retire at the end of each annual general meeting. In accordance with Rule 16.1 of the Constitution, Mr Ross Hutton retires at the end of this Meeting. Mr Hutton, being eligible, presents himself for re-election.

Mr. Ross C. Hutton B. Eng (Min), MAusIMM (Non-Executive Director)

16 Mr Hutton, aged 68, is a Mining Engineer with over 45 years' experience in the minerals industry ranging from mining to project management in technical and executive management roles. He has worked in corporate and consultative roles managing activities from feasibility studies to operations both in Australia and internationally. He was appointed Non-Executive Director on 5 April 2007. Ross is the Chairman of the Audit Committee and Remuneration and Nomination Committee. Details of his remuneration can be found in the Remuneration Report located in Directors' Report section of the Company's Annual Report which can be found on the Company's website (www.dgogold.com.au).

17 Mr. Ross C. Hutton has also serviced as Non-Executive Director Kagara Limited (in Liquidation) from 2003 to date, Non-Executive Director Apex Minerals Limited (Receivers and Managers Appointed)(In Liquidation) (in Liquidation) from 19 April 2012 to 3 December 2012 and Non-Executive Director Mungana Goldmines Limited from 17 July 2009 to 24 October 2014. Further details of his skills can be found in the Corporate Governance Statement located on the Company's website (www.dgogold.com.au/investorcentre_corporategovernance.html).

18 The Directors recommend you vote in favour of this resolution.

Resolution 4: Appointment of Auditor

19 Deloitte has been the auditor of the Company since the 2008 financial year. The Board has been satisfied with the services of Deloitte as Company auditor and thanks Deloitte for their services provided as auditor of the Company. However, given the period of time that Deloitte has acted as the Company's auditor and the size of the Company, the Audit Committee has reviewed the role of auditor and considers that in accordance with good governance practice, it is appropriate that the Company's auditor changes. As a consequence, the Company has requested Deloitte apply to ASIC under subsection 329(5) Corporations Act for consent to resign as auditor of the Company with effect from the end of the Annual General Meeting. If ASIC notifies Deloitte that the ASIC consents to Deloitte's resignation, Deloitte will give its notice of resignation to the Company with effect from the end of the Annual General Meeting.

20 The Company has received a notice from Ross Hutton being a Shareholder, nominating BDO as the new auditor of the Company. In accordance with section 328B Corporations Act, a copy of the notice of nomination of BDO received by the Company from Mr Hutton is attached as Annexure A.

21 BDO has consented in writing to act as auditor of the Company. BDO does not provide any services to the Company and the Company confirms that it is unaware of any matter or circumstances that would give rise to a 'conflict of interest situation', as defined in section 324CD Corporations Act, in relation to the Company.

22 The Audit Committee has also noted that BDO is registered as an auditor under section 1280 Corporations Act and is a well-established firm with the necessary expertise in auditing exploration companies and has the resources to meet the Company's requirements. Consequently, subject to the Company receiving all necessary

approvals from ASIC and shareholder approval at the Annual General Meeting, BDO has been nominated and selected to become the new auditor of the Company.

- 23 The Corporations Act requires that shareholders approve the appointment of the new auditor.
- 24 Subject to ASIC consenting to Deloitte's resignation as the Company's auditor, the Directors unanimously recommend that Shareholders vote in favour of this resolution to appoint BDO as the Company's auditor. If ASIC does not consent to Deloitte's resignation as the Company's auditor, Deloitte will continue as the Company's auditor and Resolution 4 will not be put to the Meeting.

Recommendation

- 19 The Directors unanimously recommend that Shareholders vote in favour of all the resolutions set out in this notice of meeting.

Enquiries

- 20 Please direct any enquiries in relation to the Meeting, the resolutions or this Explanatory Memorandum to Mr Michael Ilett (Company Secretary) at:

Postal Address:

The Company Secretary
DGO Gold Limited
27 General MacArthur Place
Redbank Qld 4301
P.O. Box 294
Carole Park Qld 4300

Telephone: + 61 7 3381 5368
Facsimile: + 61 7 3381 5363

Email: michael@dgogold.com.au

Definitions

A number of capitalised terms are used throughout this notice of meeting and explanatory memorandum. Capitalised terms in this notice of meeting have the same meaning given to them in the Corporations Act (unless otherwise defined below). Except to the extent the context otherwise requires:

Term	Definition
Annual General Meeting or Meeting	means the annual general meeting of the Company contemplated by this Notice.
ASIC	means the Australian Securities & Investments Commission.
ASX	means ASX Limited ACN 008 624 691.
BDO	means BDO Audit Pty Ltd.
Board	means the board of Directors of the Company.
Closely Related Party	has the meaning set out in the Corporations Act.
Company	means DGO Gold Limited ACN 124 459 396.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Deloitte	means Deloitte Touche Tohmatsu.
Directors	means the directors of the Company.
Key Management Personnel	has the meaning set out in the Corporations Act.
Listing Rules	means the official listing rules of ASX.
Notice of Meeting or Notice Meeting	means the general meeting of Shareholders contemplated by this Notice.
Shareholders	means the holders of shares in the Company from time to time.

6 October 2015

The Directors
DGO Gold Limited
27 General MacArthur Place
Redbank Qld 4301

Dear Sirs,

RE: Notice of Nomination of Auditor in accordance with Section 328B of the Corporations Act 2001 (Cth)

The undersigned, being a shareholder of DGO Gold Limited ("the Company"), hereby gives written notice pursuant to Section 328B(1) of the *Corporations Act 2001* (Cth) of the nomination of BDO Audit Pty Ltd for appointment as auditor of the Company at the forthcoming Annual General Meeting.

Yours faithfully




Mr. Ross Clive Hutton
Shareholder

DGO Gold Limited


ABN 96 124 562 849
(formally Drummond Gold Limited)


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
DGO Gold Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of DGO Gold Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (*mark box*)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am on Tuesday, 24 November 2015 at McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, QLD 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).


The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
1 Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Appointment of Mr Michael Ilett as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Ross Hutton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

DGO PRX502C



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Sunday, 22 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

DGO Gold Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**