

# 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:

<b>Location</b>	McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland 4000
<b>Date</b>	Thursday, 16 November 2017
<b>Time</b>	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 2017.

### Resolution 1 – Remuneration report

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

- 1 *`That the remuneration report of the Directors for the financial year ended 30 June 2017 be adopted.'*

**Note:** This resolution will be determined under section 250R(2) Corporations Act. 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) or 250BD Corporations Act. Restrictions also apply to votes cast by proxy unless exceptions apply.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

### Resolution 2 – Re-election of Mr Ross Hutton as a Director

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

- 2 *`That Mr Ross Hutton who retires by rotation in accordance with Listing Rule 14.5 and 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.

The Directors (with Mr Ross Hutton abstaining) unanimously recommend that you vote in favour of this resolution.

## Special business

### Resolution 3 – Approval of additional capacity to issue shares under Listing Rule 7.1A

To consider and, if in favour, to pass the following resolution as a special resolution:

- 3 *'For the purposes of ASX Listing Rule 7.1A and for all other purposes, shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.'*

The Directors unanimously recommend that you vote in favour of this resolution.

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'M Ilett', is positioned above the typed name of the Company Secretary.

Michael Ilett  
**Company Secretary**

11 October 2017

## Notes

- (a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- (b) Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a Shareholder of the Company. A Shareholder 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.
- (d) 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 Tuesday 14 November 2017.
- (e) 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.
- (f) 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 Tuesday, 14 November 2017.
- (g) If you have any questions on how to cast your votes call Michael Ilett on + 61 7 3381 5368 during business hours.

## Voting exclusion statement

### Corporations Act

Resolution 1 – The Company will disregard votes cast by a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

### Listing Rules

Resolution 3 - Under Listing Rule 14.11, the Company will disregard any votes cast on resolution 3 by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or an associate of such person.

NB. In accordance with Listing Rule 14.11.1 and the relevant note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

# Explanatory memorandum

DGO Gold Limited ABN 96 124 562 849

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## 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 of the Company to be held at McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland 4000 on Thursday, 16 November 2017 at 11.00 am (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 statements and reports

- 1 The Corporations Act requires that the Director's Report, Financial Report and the Auditor's Report be laid before Shareholders at the Annual General Meeting.
- 2 The Company's Annual Report (which includes the reports to be laid before the Meeting) was released to ASX on 23 August 2017 and is available on the Company's website ([www.dgogold.com.au](http://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 Annual General 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, BDO Audit Pty Ltd, 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 2017. Relevant written questions for the auditor must be delivered by 5.00pm (Brisbane Time) on Thursday, 9 November 2017. Please send any written questions for BDO Audit Pty Ltd to Mr. Tim Mann, BDO Audit Pty Ltd, GPO Box 457, Brisbane Qld 4001 Australia.

### 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](http://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.

#### **Directors' Recommendation**

- 8 As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

#### **Resolution 2: Re-election of Mr. Ross Hutton as a Director**

- 9 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 Listing Rule 14.5 and Rule 16.1 of the Constitution, Mr. Michael Ilett 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)**

- 10 Ross, aged 69, 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. Mr Hutton 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](http://www.dgogold.com.au)).
- 11 Mr. Ross C. Hutton has also served 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. ([www.dgogold.com.au/investorcentre\\_corporategovernance.html](http://www.dgogold.com.au/investorcentre_corporategovernance.html)).

#### **Directors' Recommendation**

- 12 The Directors (with Mr Ross Hutton abstaining), unanimously recommend you vote in favour of this resolution.

#### **Resolution 3: Approval of additional capacity to issue shares under Listing Rule 7.1A**

- 13 ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval. Under Listing Rule 7.1A, eligible entities (companies that are outside

the S&P/ASX 300 index and have a market capitalisation of \$300 million or less) can issue a further 10% of share capital in a 12 month period following the annual general meeting on a non pro-rata basis if shareholder approval is obtained at the Company's Annual General Meeting.

- 14 The Company is an eligible entity for the purposes of Listing Rule 7.1A.
- 15 The number of equity securities which may be issued or the Company may agree to issue, under the approval sought by resolution 3 is calculated in accordance with the following formula prescribed in Listing Rule 7.1A.2:

**(A X D) – E**

Where:

**A** is the number of fully paid shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval; and
- (iv) less the number of fully paid shares cancelled in the 12 months.

*Note that A has the same meaning in Listing Rule 7.1 when calculating the Company's 15% placement capacity.*

**D** is 10%

**E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

- 16 At the date of this notice, the Company has on issue 10,430,189 Shares. Subject to Shareholder approval being obtained for resolution 3, the Company will have capacity to issue the following equity securities as at the date of the Annual General Meeting:
- (a) 1,564,528 equity securities under Listing Rule 7.1; and
  - (b) 1,043,018 equity securities under Listing Rule 7.1A.
- 17 The actual number of Shares the Company will have capacity to issue under Listing Rule 7.1A may vary and will be determined at the date of issue in accordance with Listing Rule 7.A.2 (as illustrated in the table at paragraph 23 below).

18 Additional disclosure obligations are imposed when the special resolution is proposed, when securities are issued and when any further approval is sought. For the purposes of Listing Rule 7.3A the Company provides the following information:

<p><b>Minimum price at which the equity securities may be issued</b></p>	<p>The issue price of each share must be no less than 75% of the volume weighted average price for the shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> <li>(a) the date on which the price, at which the securities are to be issued, is agreed; or</li> <li>(b) if the securities are not issued within five trading days of the date in paragraph (a), the date on which the securities are issued.</li> </ul>
<p><b>Risk of economic and voting dilution</b></p>	<p>An issue of shares under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> <li>(a) the market price for shares may be significantly lower on the issue date than on the date of the approval under Listing rule 7.1A; and</li> <li>(b) the equity securities may be issued at a price that is at a discount to the market price for the shares on the issue date.</li> </ul> <p>Under Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
<p><b>Date by which the Company may issue the securities</b></p>	<p>The period commencing on the date of the annual general meeting (to which this notice relates) at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> <li>(a) the date which is 12 months after the date of the annual general meeting at which approval is obtained; and</li> <li>(b) the date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rules 11.1.2 or 11.2.</li> </ul> <p>The approval under Listing Rule 7.1A will cease to be valid if holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.</p>
<p><b>Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration</b></p>	<p>It is the Board's current intention that any funds raised under an issue of securities will be applied towards the identification and evaluation of opportunities with potential for copper and gold, working capital purposes and the Company's exploration on the Yandan Gold Mine Pty Ltd Tenements. The Company reserves the right to issue shares for non-cash consideration, including for payment of service or consultancy fees and costs.</p>

<b>Details of the Company's allocation policy for issues under approval</b>	<p>The Company does not currently know the nature of the capital raising which may be conducted under Listing Rule 7.1A (if any). No allocation policy has therefore been determined. The Company's allocation policy will be dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:</p> <ul style="list-style-type: none"> <li>(a) any alternative methods of raising funds that are available to the Company and the Company's determination regarding the best method for raising funds;</li> <li>(b) the effect of the issue of the Listing Rule 7.1A shares on the control of the Company;</li> <li>(c) the financial situation of the Company; and</li> <li>(d) advice from corporate, financial and broking advisers (if applicable).</li> </ul> <p>The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this notice of meeting but may include existing substantial shareholders and new shareholders who are not related parties or associates of a related party of the Company.</p>
<b>Previous approvals under Listing Rule 7.1A</b>	Approval was previously obtained at the 2012 AGM, 2013 AGM and 2014 AGM and 2016 AGM held on 14 November 2012, 15 November 2013 13 November 2014, and 16 November 2016 respectively.

#### Information under Listing Rule 7.3A.6(a)

- 19 The table below shows the total number of equity securities issued in the past 12 months preceding the date of the AGM and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

<b>Equity securities on issue at the commencement of the 12 month period</b>	5,797,268
<b>Equity securities issued in the prior 12 month period</b>	9,099,342
<b>Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period</b>	156.9%

#### Information under Listing Rule 7.3A.6(b)

- 20 The tables below set out specific details for each issue of equity securities that has taken place in the 12 month period preceding the date of the Annual General Meeting:

<b>Date of issue</b>	22 June 2017
<b>Number issued</b>	2,898,666
<b>Class and type of equity security</b>	Ordinary shares
<b>Summary of terms</b>	Rank equally with Company's existing shares



<b>Names of persons who received securities or basis on which those persons were determined</b>	Participants under the entitlement offer announced by the Company on 29 May 2017
<b>Price</b>	\$0.25
<b>Discount to market price (if any)</b>	7.4%
<b>Total consideration received</b>	\$724,666.50
<b>Amount of cash consideration spent</b>	\$470,000
<b>Use of cash consideration</b>	(a) exploration expenditure including research and development; (b) general working capital; and (c) offer costs
<b>Intended use for remaining amount of cash (if any)</b>	For 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.

<b>Date of issue</b>	22 June 2017
<b>Number issued</b>	2,898,666
<b>Class and type of equity security</b>	Unlisted options
<b>Summary of terms</b>	The options: (a) have an exercise price of \$0.40; (b) will expire on 30 June 2020; and (c) may be exercised immediately upon their issue.  Shares issued upon exercise of the options will rank parri passu with all other fully paid ordinary shares on issue in the Company
<b>Names of persons who received securities or basis on which those persons were determined</b>	Participants under the entitlement offer announced by the Company on 29 May 2017
<b>Price</b>	Nil
<b>Discount to market price (if any)</b>	Nil
<b>Total consideration received</b>	Nil
<b>Amount of cash consideration spent</b>	Not applicable
<b>Use of cash consideration</b>	Not applicable
<b>Intended use for remaining amount of cash (if any)</b>	Not applicable

<b>Date of issue</b>	26 June 2017
<b>Number issued</b>	869,593
<b>Class and type of equity security</b>	Ordinary shares
<b>Summary of terms</b>	Rank equally with Company's existing shares
<b>Names of persons who received securities or basis on which those persons were determined</b>	Ginga Pty Ltd in its capacity as trustee for the Thomas G Klinger Family Trust, being the underwriter to the entitlement offer announced by the Company on 29 May 2017
<b>Price</b>	\$0.25
<b>Discount to market price (if any)</b>	Nil
<b>Total consideration received</b>	\$217,398.25
<b>Amount of cash consideration spent</b>	Nil
<b>Use of cash consideration</b>	(a) exploration expenditure including research and development; (b) general working capital; and (c) offer costs
<b>Intended use for remaining amount of cash (if any)</b>	For working capital, complete further exploration activities, corporate activities and research and development in sediment hosted gold, copper and cobalt mineralisation and to undertake proof of concept drilling.

<b>Date of issue</b>	22 June 2017
<b>Number issued</b>	869,593
<b>Class and type of equity security</b>	Unlisted options
<b>Summary of terms</b>	The options: (a) have an exercise price of \$0.40; (b) will expire on 30 June 2020; and (c) may be exercised immediately upon their issue.  Shares issued upon exercise of the options will rank parri passu with all other fully paid ordinary shares on issue in the Company
<b>Names of persons who received securities or basis on which those persons were determined</b>	Ginga Pty Ltd in its capacity as trustee for the Thomas G Klinger Family Trust, being the underwriter to the entitlement offer announced

	by the Company on 29 May 2017
<b>Price</b>	Nil
<b>Discount to market price (if any)</b>	Nil
<b>Total consideration received</b>	Nil
<b>Amount of cash consideration spent</b>	Not applicable
<b>Use of cash consideration</b>	Not applicable
<b>Intended use for remaining amount of cash (if any)</b>	Not applicable

<b>Date of issue</b>	7 September 2017
<b>Number issued</b>	698,162
<b>Class and type of equity security</b>	Ordinary shares
<b>Summary of terms</b>	Rank equally with Company's existing shares
<b>Names of persons who received securities or basis on which those persons were determined</b>	Private placements to: (a) Ginga Pty Ltd; (b) Lion Nominees Pty Ltd; and (c) Cairnglen Investments Pty Ltd, as approved by shareholders at the Company's general meeting on 6 September 2017.
<b>Price</b>	\$0.25
<b>Discount to market price (if any)</b>	67.10%
<b>Total consideration received</b>	\$174,542
<b>Amount of cash consideration spent</b>	Nil
<b>Use of cash consideration</b>	(a) exploration expenditure including research and development; (b) general working capital; and (c) offer costs
<b>Intended use for remaining amount of cash (if any)</b>	For working capital, complete further exploration activities, corporate activities and research and development in sediment hosted gold, copper and cobalt mineralisation and to undertake proof of concept drilling.

<b>Date of issue</b>	7 September 2017
<b>Number issued</b>	698,162

<b>Class and type of equity security</b>	Unlisted options
<b>Summary of terms</b>	The options: (a) have an exercise price of \$0.40; (b) will expire on 30 June 2020; and (c) may be exercised immediately upon their issue.  Shares issued upon exercise of the options will rank parri passu with all other fully paid ordinary shares on issue in the Company
<b>Names of persons who received securities or basis on which those persons were determined</b>	Private placements to: (a) Ginga Pty Ltd; (b) Lion Nominees Pty Ltd; and (c) Cairnglen Investments Pty Ltd, as approved by shareholders at the Company's general meeting on 6 September 2017.
<b>Price</b>	Nil
<b>Discount to market price (if any)</b>	Nil
<b>Total consideration received</b>	Nil
<b>Amount of cash consideration spent</b>	Not applicable
<b>Use of cash consideration</b>	Not applicable
<b>Intended use for remaining amount of cash (if any)</b>	Not applicable

<b>Date of issue</b>	7 September 2017
<b>Number issued</b>	70,000
<b>Class and type of equity security</b>	Ordinary shares
<b>Summary of terms</b>	Rank equally with Company's existing shares
<b>Names of persons who received securities or basis on which those persons were determined</b>	Existing shareholders of the Company on the exercise of unquoted options.
<b>Price</b>	\$0.40
<b>Discount to market price (if any)</b>	Not applicable. Shares were issued pursuant to the exercise of unquoted options.
<b>Total consideration received</b>	\$28,000
<b>Amount of cash consideration spent</b>	Included in general working capital and unspent at the date of this Notice of Meeting

<b>Use of cash consideration</b>	(a) General working capital (b) Completion further exploration activities and research and development in sediment hosted gold, copper and cobalt mineralisation; (c) Undertake proof of concept drilling
<b>Intended use for remaining amount of cash (if any)</b>	As described above.

<b>Date of issue</b>	21 September 2017
<b>Number issued</b>	30,000
<b>Class and type of equity security</b>	Ordinary shares
<b>Summary of terms</b>	Rank equally with Company's existing shares
<b>Names of persons who received securities or basis on which those persons were determined</b>	Existing shareholders of the Company on the exercise of unquoted options.
<b>Price</b>	\$0.40
<b>Discount to market price (if any)</b>	Not applicable. Shares were issued pursuant to the exercise of unquoted options.
<b>Total consideration received</b>	\$12,000
<b>Amount of cash consideration spent</b>	Included in general working capital and unspent at the date of this Notice of Meeting
<b>Use of cash consideration</b>	(a) General working capital (b) Completion further exploration activities and research and development in sediment hosted gold, copper and cobalt mineralisation; (c) Undertake proof of concept drilling
<b>Intended use for remaining amount of cash (if any)</b>	As described above.

<b>Date of issue</b>	6 October 2017
<b>Number issued</b>	66,500
<b>Class and type of equity security</b>	Ordinary shares
<b>Summary of terms</b>	Rank equally with Company's existing shares
<b>Names of persons who received securities or basis on which those</b>	Existing shareholders of the Company on the exercise of unquoted options.

<b>persons were determined</b>	
<b>Price</b>	\$0.40
<b>Discount to market price (if any)</b>	Not applicable. Shares were issued pursuant to the exercise of unquoted options.
<b>Total consideration received</b>	\$26,600
<b>Amount of cash consideration spent</b>	Included in general working capital and unspent at the date of this Notice of Meeting
<b>Use of cash consideration</b>	(a) General working capital (b) Completion further exploration activities and research and development in sediment hosted gold, copper and cobalt mineralisation; and (c) Undertake proof of concept drilling
<b>Intended use for remaining amount of cash (if any)</b>	As described above.

#### **Information under Listing Rule 7.3A.2**

- 21 The table below shows the dilution of existing shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable "A" calculated under the formula in Listing Rule 7.1A(2) as at the date of this notice.
- 22 The table shows two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting.
- 23 The table below also shows two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the market price on Friday 22 September 2017.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.93 50% decrease in issue price	\$1.86 issue price	\$3.72 100% increase in issue price
<b>Current Variable A</b> 10,430,189 shares	<b>10% Voting Dilution</b>	1,043,018 shares	1,043,018 shares	1,043,018 shares
	<b>Funds raised</b>	\$970,006.74	\$1,940,013.48	\$3,880,026.96
<b>50% increase in current Variable A</b> 15,645,283 shares	<b>10% Voting Dilution</b>	1,564,528 shares	1,564,528 shares	1,564,528 shares
	<b>Funds raised</b>	\$1,455,011.04	\$2,910,022.08	\$5,820,044.16
<b>100% increase in current Variable A</b> 20,860,378 shares	<b>10% Voting Dilution</b>	2,086,037 shares	2,086,037 shares	2,086,037 shares
	<b>Funds raised</b>	\$ 1,940,014.41	\$3,880,028.82	\$7,760,057.64

\*Note: Current variable A refers to the calculation required by Listing Rule 7.1A.2 which, in the Company's case, equates to the current issued share capital of the Company.

- 24 The above table has been prepared on the assumptions set out below.
- The Company issues the maximum number of shares available under the 10% Listing Rule 7.1A approval.
  - No options are exercised to convert into shares before the date of the issue of the shares available under Listing Rule 7.1A.
  - The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
  - The table does not show an example of dilution that may be caused to a particular shareholder by reason of share issue under Listing Rule 7.1A, based on that shareholder's holding at the date of the meeting.
  - The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  - The issue of shares under Listing Rule 7.1A consists only of ordinary shares in the Company.
  - The issue price is \$1.86, being the closing price of the shares on ASX on Thursday 5 October 2017.
- 25 Listing Rule 7.1A requires resolution 3 to be passed as a special resolution. A special resolution needs approval by at least 75% of the votes cast by Shareholders entitled to vote on this resolution.

### Directors' Recommendation

- 19 The Directors unanimously recommend that Shareholders vote in favour this resolution.

## 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 5365

Email: [michael@dgogold.com.au](mailto:michael@dgogold.com.au)



# Definitions

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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:


<b>Term</b>	<b>Definition</b>
<b>Annual General Meeting or Meeting</b>	means the annual general meeting of the Company contemplated by this Notice.
<b>ASIC</b>	means the Australian Securities & Investments Commission.
<b>ASX</b>	means ASX Limited ACN 008 624 691.
<b>BDO</b>	means BDO Audit Pty Ltd.
<b>Board</b>	means the board of Directors of the Company.
<b>Closely Related Party</b>	has the meaning set out in the Corporations Act.
<b>Company</b>	means DGO Gold Limited ACN 124 562 849.
<b>Constitution</b>	means the constitution of the Company.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Corporations Regulations</b>	means the <i>Corporations Regulations 2001</i> (Cth).
<b>Directors</b>	means the directors of the Company.
<b>Explanatory Memorandum</b>	means the explanatory memorandum attached to the Notice of Meeting.
<b>Key Management Personnel</b>	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
<b>Listing Rules</b>	means the official listing rules of ASX.
<b>Notice or Notice of Meeting</b>	means the general meeting of Shareholders contemplated by this Notice.
<b>Remuneration Report</b>	means the section of the Directors' report for the 2017 financial year that is included under section 300A(1) Corporations Act.
<b>Shares</b>	means the existing fully paid ordinary shares in the Company.
<b>Shareholders</b>	means the holders of shares in the Company from time to time.


## LODGE YOUR VOTE

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

 **BY MAIL**  
DKO 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 DKO 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

STEP 1

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 (Brisbane time) on Thursday, 16 November 2017 at The office of McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland 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 Re-election of Mr Ross Hutton as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of additional capacity to issue shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2



\* 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)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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).

STEP 3



## 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](http://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 (Brisbane time) on Tuesday, 14 November 2017**, 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](http://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.**