

## GOLD ROAD TO PROCEED TO COMPULSORY ACQUISITION OF DGO

- **Gold Road now holds a relevant interest in 95.14% of DGO's shares**
- **Gold Road is moving to compulsory acquisition of the remaining shares in DGO**
- **Gold Road's Offer will close at 7.00pm (Sydney time) on 30 June 2022**
- **DGO shareholders who accept the Offer before it closes will receive their consideration sooner than through compulsory acquisition**
- **Trading in DGO shares on ASX will be suspended 5 business days after today**

Gold Road Resources Limited (ASX:GOR) (**Gold Road**) refers to its recommended off-market takeover offer (**Offer**) to acquire all of the fully paid ordinary shares in DGO Gold Limited (**DGO**) which was announced on 4 April 2022.

As at the date of this announcement, Gold Road had a relevant interest in 95.14% of DGO's shares.

Gold Road welcomes all DGO shareholders who have now become Gold Road shareholders.

### Closing Date of the Offer and Compulsory Acquisition

The Offer is scheduled to close at 7.00pm (Sydney time) on 30 June 2022 **and will not be extended further.**

As a result of having a relevant interest in greater than 90% of DGO's shares, Gold Road will now proceed to acquire the remaining DGO shares under the compulsory acquisition provisions of the *Corporations Act 2001* (Cth) (**Corporations Act**). The compulsory acquisition will be on the same terms as the Offer, that is, 2.25 Gold Road shares for every 1 DGO share.

The compulsory acquisition process, which is subject to the Corporations Act, is likely to take approximately 4 to 6 weeks, but may take longer in some circumstances. DGO shareholders who have not yet accepted the Offer may still, and are urged to, do so before the Offer closes at 7.00pm (Sydney time) on 30 June 2022 in order to receive their consideration within 7 business days of their acceptance being processed. Otherwise, their DGO shares will be compulsorily acquired and they will have to wait at least four weeks to receive their consideration.

DGO shareholders should also be aware that they may not be able to sell their DGO shares on-market after 1 July 2022, which is when trading in DGO shares on ASX is likely to be suspended in accordance with ASX Listing Rule 17.4.

A copy of the compulsory acquisition notice and accompanying letter to be sent to the remaining DGO shareholders has been released to ASX today.

The compulsory acquisition notice sets out the compulsory acquisition procedure and the remaining DGO shareholders' rights. The compulsory acquisition notice has been lodged with the Australian Securities and Investment Commission today and will be dispatched to DGO shareholders who have not accepted the Offer as required under the Corporations Act.

Please note that DGO shareholders who have already accepted the Offer do not need to do anything further.

ASX Code GOR

ABN 13 109 289 527

#### COMPANY DIRECTORS

Tim Netscher  
Chairman

Duncan Gibbs  
Managing Director & CEO

Brian Levelt  
Non-Executive Director

Maree Arnason  
Non-Executive Director

Denise McComish  
Non-Executive Director

Hayden Bartrop  
Company Secretary

#### CONTACT DETAILS

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## Acceptance of the Offer

Acceptance forms have been provided to all DGO shareholders. DGO shareholders who hold their DGO shares through CHESS can instruct their broker to accept the Offer on their behalf. Please note that DGO shareholders may also post original documents in accordance with the instructions set out in the acceptance form.

DGO shareholders who require assistance can contact Gold Road's Offer Information Line on 1300 620 417 (within Australia) or +61 3 9415 4653 (outside of Australia), Monday to Friday between 8:30am and 5:00pm (Sydney time).

This release was authorised by the Board of Directors of Gold Road.

### Gold Road Contacts:

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## **Disclaimer**

### **Summary information**

This announcement has been prepared by Gold Road and includes information regarding the conditional takeover offer by Gold Road to acquire all of the shares on issue during the bid period in DGO (the **Transaction**). The information in this announcement has been prepared by Gold Road. This announcement should also be read in conjunction with Gold Road and DGO's other periodic and continuous disclosure announcements lodged with the ASX, which are available at [www.asx.com.au](http://www.asx.com.au) and also available on Gold Road's website at [www.goldroad.com.au](http://www.goldroad.com.au) and on DGO's website at [www.dgogold.com.au](http://www.dgogold.com.au).

### **No Offer or Recommendation**

This announcement is not a bidder's statement or disclosure document under Australian law or under any other law. It is for information purposes only and is not an invitation nor an offer of Gold Road securities. It does not provide or constitute legal, financial or investment advice, nor is it a recommendation to acquire Gold Road or DGO shares. This announcement does not purport to contain all the information that a prospective investor may require in evaluating a possible investment in Gold Road by accepting the Offer nor does it contain all the information which would be required in a bidder's statement prepared in accordance with the requirements of the Corporations Act.

### **No Investment Advice**

This announcement has been prepared without taking into account the investment objectives, financial situation, taxation considerations or particular needs of any person. Before making an investment decision, prospective investors should consider the appropriateness of the information contained in, or referred to in, this announcement having regard to their own investment objectives, financial situation and needs and seek legal and taxation advice appropriate to their jurisdiction.

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To the extent this announcement contains certain "forward-looking statements" and comments about future events (including projections, guidance on future earnings and estimates) these statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Certain statements in this announcement are forward looking statements. Forward looking statements can generally be identified by the use of words such as "anticipate", "estimate", "expect", "project", "intend", "plan", "believe", "target", "may", "assume" and words of similar import. These forward-looking statements speak only as at the date of this announcement. These statements are based on current expectations and beliefs and, by their nature, are subject to a number of known and unknown risks and uncertainties that could cause the actual results, performances and achievements to differ materially from any expected future results, performance or achievements expressed or implied by such forward looking statements. Indications of, and guidance on, future earnings and financial position and performance, including forecast financial information for the combined Gold Road and DGO merged group, are forward-looking statements. Investors are cautioned that forward-looking statements are not guarantees of future performance and, accordingly, not to put undue reliance on such statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions related to future business, economic, market, political, social and other conditions that, while considered reasonable by Gold Road as at the date of this announcement, are inherently subject to significant uncertainties and contingencies. Many known and unknown factors could cause actual events or results to differ materially from estimated or anticipated events or results reflected in such forward-looking statements. Gold Road disclaims any intent or obligation to update any forward looking information, whether as a result of new information, future events or otherwise, except to the extent required by law.

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