



DGR Global Limited
ABN 67 052 354 837

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting: 24 November 2023

Time of Meeting: 2:00pm (Brisbane time)

Place of Meeting: Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000

Each Resolution to be put to the Meeting will be decided by poll vote, as a combination of proxy votes lodged, together with any votes cast in person at the Meeting. Accordingly, Shareholders are encouraged to lodge their votes online via the Company's Registry (www.linkmarketservices.com.au) or via the proxy form to be supplied.

Any questions that Shareholders would like put to the Meeting can also be emailed to the Company Secretary (gwalker@dgrglobal.com.au) by 5:00pm on 22 November 2023. Responses to any questions will be given verbally at the Meeting.

Notice is given that the Annual General Meeting of Shareholders of DGR Global Limited ACN 052 354 837 (the **Company** or **DGR**) will be held at Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000, on 24 November 2022 at 2:00pm (Brisbane time).

Terms used in this Notice of Meeting are defined in the “**Definitions**” section of the accompanying Explanatory Memorandum.

AGENDA

ORDINARY BUSINESS

Annual Financial Reports

To receive and consider the Company’s Annual Report comprising the Directors’ Report and Auditors’ Report, Directors’ Declaration, Income Statement, Balance Sheet, Statements of Changes in Equity, Cash Flow Statement and the Notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2022.

See the Explanatory Memorandum for further information.

Resolution 1 - Remuneration Report

To consider and, if thought fit, pass the following Advisory Resolution:

“That the Remuneration Report for the year ended 30 June 2023 (as set out in the Directors’ Report) is adopted.”

The vote on Resolution 1 is advisory only and does not bind the Directors of the Company. The Company’s Annual Report 2023, which contains the Remuneration Report, is available on the Company’s website at the following URL: <https://www.dgrglobal.com.au/annual-reports>

See the Explanatory Memorandum for further information.

VOTING RESTRICTION PURSUANT TO SECTION 250R OF THE CORPORATIONS ACT

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel (**KMP**) details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of a KMP.

However, this does not apply to a vote cast in favour of the relevant Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with directions given to the proxy or attorney to vote on the relevant Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with a direction given to the Chair to vote on the relevant Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant Resolution; and
 - the holder votes on the relevant Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

VOTING INTENTION OF CHAIRMAN

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, other than Resolutions where the Chairman is a related party and the subject of the Resolution, or is an associate of a related party the subject of a Resolution, in which case the Chairman cannot cast undirected proxies in respect to that Resolution.

Resolution 2 - Election of Mr Ben Hassell as a Director

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That in accordance with Rule 37.2 of the Company’s Constitution, Mr Ben Hassell, who was appointed in accordance with Rule 37.1 of the Company’s Constitution to fill a casual vacancy, being eligible and offering himself for election, be elected as a Director of the Company.”

See the Explanatory Memorandum for further information.

Resolution 3 - Re-election of Mr Nicholas Mather as a Director

To consider and, if thought fit, pass the following Ordinary Resolution:

“That in accordance with Rule 39.8 of the Company’s Constitution, Mr Nicholas Mather, who retires by rotation in accordance with Rule 39 of the Company’s Constitution, being eligible and offering himself for re-election, be re-elected as a Director of the Company.”

See the Explanatory Memorandum for further information.

SPECIAL BUSINESS

Resolution 4 - Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A

To consider and if thought fit, pass the following Resolution, as a Special Resolution:

*“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities of 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 Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions described in the Explanatory Memorandum (the **Placement Securities**).”*

See Explanatory Memorandum for further information.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast in favour of this Special Resolution by a person and any associates of that person who:

- is expected to participate in the issue of the Placement Securities; and
- will obtain a material benefit as a result of the issue of the Placement Securities, except a benefit solely in their capacity as a holder of Shares in the Company, if the resolution is passed.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial, or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

IMPORTANT NOTE

The proposed allottees of any Placement Securities are not as yet known or identified, as the Company is not, at the date of dispatch of this notice of meeting, proposing to make an issue of equity securities under rule 7.1A.2. In these circumstances, for a person's vote to be excluded, it must be known that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company. Specific comments relating to the Resolutions are set out in the Explanatory Memorandum.

By order of the Board
Geoff Walker
Company Secretary
26 October 2023

Explanatory Memorandum

Introduction

This Explanatory Memorandum is provided to Shareholders of DGR Global Limited ACN 052 354 837 (the **Company** or **DGR**) to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Qld, 4000 on 24 November 2023 commencing at 2:00pm (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Consider the Company's 2023 Annual Report

The Corporations Act requires the financial report, the Directors' Report and the Auditor's Report to be tabled at the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the Directors' Report or the Auditor's Report. The Company's 2023 Annual Report is placed before the Shareholders for discussion only. No voting is required for this item. Shareholders can obtain a copy of the Company's 2023 Annual Report by sending a request to info@dgrglobal.com.au or by downloading a copy from the Company's website: www.dgrglobal.com.au

Shareholders will also have the opportunity to ask any questions they may have about the Annual Report and the Financial Statements of Company management or the auditors.

ORDINARY RESOLUTIONS

Resolution 1 - Remuneration Report

The Board has submitted its Remuneration Report (included in the 2023 Annual Report) to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the 2023 Annual Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The Board makes no recommendation on voting for this Resolution. A vote on this Resolution is advisory only and does not bind the Directors of the Company.

A Voting Exclusion Statement is set out in the Notice of Meeting for this Resolution. Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

Resolution 2 - Election of Mr Ben Hassell as a Director

In accordance with Rule 37.1 of the Constitution, Mr Ben Hassell was appointed a Non-Executive Director by the Board on 16 March 2023, to fill a casual vacancy.

In accordance with Rule 37.2 of the Constitution, a Director appointed in accordance with Rule 37.1 shall only hold office until the next following annual general meeting of the Company. Accordingly, Mr Hassell now offers himself for election in accordance with Rule 37.2 of the Constitution.

Mr Hassell holds a Business Degree (Acc) from QUT, is a Member of CAANZ and brings with him 20 years of in-depth corporate experience to the Board. Ben has worked over a broad cross-section of industry, including listed and non-listed companies. He also has extensive experience working with private discretionary trusts, SMSFs and Private Ancillary Funds. Importantly, Ben has worked at all levels - operational, management and executive level - and has an

excellent understanding of business at all phases of its development. Ben also has extensive experience in Debt and Equity Funding, Stakeholder Management and Regulatory Compliance. Ben's special areas of expertise is financial modelling, forecasting/projecting and risk mitigation. Currently, Ben holds the position of Group General Manager of the Samuel Group of Companies, a Brisbane based Investment and Consultancy Group directing and managing a diverse portfolio including cattle stations, listed mineral resource companies, rural and residential Real Estate and philanthropic services associated with DGR CEO, Nicholas Mather

There is no voting exclusion statement for this Resolution.

The Directors (with Mr Hassell abstaining) recommend that you vote in favour of this Resolution.

Resolution 3 - Re-election of Mr Nichols Mather as a Director

Mr Nicholas Mather retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director. Mr Mather has served on the DGR Global Board since 23 August 2014.

Nick Mather has 30 years of experience in exploration and resource company management. His career has taken him to a variety of countries exploring for precious and base metals and fossil fuels. He has focused his attention on the identification of and investment in large resource exploration projects. Nick was Managing Director of Bemax Resources NL and instrumental in the discovery of the worldclass Gingko mineral sand deposit in the Murray Basin in 1998. As an Executive Director of Arrow Energy NL, Nick drove the acquisition and business development of Arrow's large Surat Basin Coal Bed Methane project in South East Queensland. He was Managing Director of Auralia Resources NL, a junior gold explorer before its \$23 million merger with Ross Mining NL in 1995. He was also a Non-Executive Director of Ballarat Goldfields NL, having assisted that company in its re-emergence as a significant emerging gold producer.

Mr Mather is the Managing Director and Chief Executive Officer of DGR and also holds directorships in Armour Energy Limited (since 18 December 2009) Lakes Blue Energy NL (formerly Lakes Oil NL) (since 7 February 2012) Clara Resources Australia Limited (formerly Aus Tin Mining Limited) (since 21 October 2010) NewPeak Metals Limited (formerly Dark Horse Resources Limited) (since 22 January 2003) SolGold plc, which is dual-listed on the London Stock Exchange and the Toronto Stock Exchange (since 11 May 2005).

There is no voting exclusion statement for this Resolution.

The Directors (with Mr Mather abstaining) recommend that you vote in favour of this Resolution.

SPECIAL RESOLUTION

Resolution 4 - Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A

1. Introduction

Pursuant to Resolution 4, the Company is seeking Shareholder approval by way of a special Resolution to issue an additional 10% of its issued capital over up to a 12-month period pursuant to Listing Rule 7.1A. If passed, this Resolution will allow the Company to allot and issue, for cash consideration, up to the number of new equity securities calculated in accordance with the formula in Listing Rule 7.1A.2 (the **7.1A Placement Shares**), each at an issue price of at least 75% of the VWAP for the Company's equity securities in that class (calculated over the last 15 days on which trades in the equity securities in that class are recorded immediately before the date on which the price at which the relevant 7.1A Placement Shares are to be issued is agreed, or if the 7.1A Placement Shares are not issued within ten trading days of that date, the date on which the 7.1A Placement Shares are issued) (the **Issue Price**).

This approval is sought pursuant to Listing Rule 7.1A, under which small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by Special Resolution at their annual general meeting, are permitted to issue an additional 10% of the issued capital over a 12-month period from the date of the annual general meeting (the **Additional 10% Placement**).

The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without Shareholder approval over a 12-month period pursuant to Listing Rule 7.1. The Company may issue the 7.1A Placement Shares to raise funds for the Company.

Funds raised from the issue of 7.1A Placement Shares, if undertaken, would be applied towards the acquisition of new assets or investments (including expenses associated with such acquisitions), continued exploration and feasibility study expenditure on the Company's current assets and general working capital.

The Directors unanimously recommend that Shareholders vote in favour of this Special Resolution.

2. Listing Rule 7.1A

Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its Annual General Meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index (**Eligible Entity**).

For illustrative purposes only, on 17 October 2023, the Company's market capitalisation was approximately \$29 million based on the closing market price of the Shares on that date. The calculation of market capitalisation will be based on the closing market price of the Shares, on the last trading day on which trades in the Shares were recorded before the date of the Annual General Meeting, multiplied by the number of Shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is also not included in the S&P/ASX300 Index as at the time of this Annual General Meeting, however, it should be noted that the S&P/ASX300 Index is rebalanced twice a year in March and September. The Company is therefore an Eligible Entity and able to undertake an Additional 10% Placement under Listing Rule 7.1A. In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholder approval pursuant to this Resolution, the approval obtained will not lapse and the Company will still be entitled to issue the 7.1A Placement Shares during the 12-month period following this AGM.

Shareholder Approval by Special Resolution

The ability to issue the 7.1A Placement Shares is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution passed at the Meeting. A Special Resolution is a resolution passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to Listing Rule 7.1A, no 7.1A Placement Shares will be issued until and unless this Special Resolution is passed at the Meeting.

3. Formula for calculating 10% Placement Facility – Listing Rule 7.1A.2

Listing Rule 7.1A2 provides that Eligible Entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of the equity securities calculated in accordance with the following formula:

(A x D) – E

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

plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where: (a) the convertible securities were issued to or agreed to be issued before the commencement of the 12 months; or (b) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

plus the number of fully paid ordinary securities issued in the 12 months under an agreement to issue securities within Listing Rule 7.2 exception 16 where: (a) the agreement was entered into before the commencement of the 12 months; or (b) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

plus the number of partly paid ordinary securities that became fully paid in the 12 months;

plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4 (this does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval);

less the number of fully paid ordinary securities cancelled in the 12 months.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity'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.

4. Listing Rules 7.1 and 7.1A

The ability of an entity to issue the equity securities under Listing Rule 7.1A is in addition to the entity's 15% capacity under Listing Rule 7.1.

At the date of this Notice of Meeting, the Company has on issue 1,043,695,978 Shares. If this Resolution is passed the Company will have the capacity to issue the following equity securities immediately following the Meeting:

- (1) 156,554,397 equity securities under Listing Rule 7.1; and
- (2) subject to Shareholder approval being obtained under this Resolution, a further 104,369,597 7.1A Placement Shares under Listing Rule 7.1A.

The actual number of 7.1A Placement Shares that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the 7.1A Placement Shares in accordance with the formula prescribed in Listing Rule 7.1A.2 (and set out above).

5. Information to be given to ASX – Listing Rule 7.1A.4

If Resolution 5 is passed and the Company issues any 7.1A Placement Shares under Listing Rule 7.1A, the Company will give to ASX:

- (1) a list of allottees of the 7.1A Placement Shares and the number of the 7.1A Placement Shares allotted to each placee (this list will not be released to the market);
- (2) state in its announcement of the proposed issue under rule 3.10.3 or in its application for quotation of the Placement Shares under rule 2.7 that the Placement Shares are being issued under rule 7.1A; and
- (3) details of the proposed issue of equity securities in the form of, or accompanied by, an Appendix 3B.

6. Specific Information required by Listing Rule 7.3A

Listing Rule 7.3A sets out the requirements for notices of meeting at which shareholder approval is sought for the additional capacity to issue equity securities under Listing Rule 7.1A. For the purposes of Listing Rule 7.1A the Company advises as follows:

1. *Period of time for which approval granted under Listing Rule 7.1A will be valid – Listing Rule 7.3A.1*

If this Resolution is passed, Shareholder approval for the Additional 10% Placement will be valid from the date of the Meeting until the earlier to occur of:

- (1) the date that is 12 months after the date of the Meeting at which the approval is obtained; or
- (2) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking); or
- (3) The time and date of the next annual general meeting.

Accordingly, if Shareholders give approval for the issue of the 7.1A Placement Shares pursuant to this Resolution, then that approval will expire on 24 November 2024 or the next annual general meeting (if earlier) unless Shareholder approval is granted pursuant to Listing Rules 11.1.2 or 11.2 prior to that date.

2. *Minimum Price of securities issued under Listing Rule 7.1A – Listing Rule 7.3A.2*

Pursuant to and in accordance with Listing Rule 7.1A.3, the 7.1A Placement Shares issued pursuant to an approval under Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the equity securities over the 15 trading days on which trades in that class were recorded immediately before:

- (1) the date on which the price at which the 7.1A Placement Shares are to be issued is agreed; or
- (2) if the 7.1A Placement Shares are not issued within ten trading days of the date in paragraph (1) above, the date on which the 7.1A Placement Shares are issued.

The Company will disclose to the ASX the issue price on the date of issue of the 7.1A Placement Shares.

3. *Purpose – Listing Rule 7.3A.3*

As noted above, the purpose for which the 7.1A Placement Shares may be issued include to raise funds to be applied towards the acquisition of new assets or investments (including expenses associated with such acquisitions), continued exploration and feasibility study expenditure on the Company's current assets and general working capital.

4. *Risk of Economic and Voting Dilution – Listing Rule 7.3A.4*

As provided by Listing Rule 7.3A.2, if this Resolution is passed and the Company issues the 7.1A Placement Shares, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 1,043,695,978 Shares. Subject to the passing of this Special Resolution, the number of Shares that the Company could issue pursuant to Listing Rule 7.1A will be 104,369,597 (however, it is important to note that the exact number of 7.1A Placement Shares which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2, the details of which are set out above). Any issue of the 7.1A Placement Shares will have a dilutive effect on existing Shareholders.

There is a specific risk of economic and voting dilution to existing ordinary security holders that may result from an issue of Placement Shares under rule 7.1A.2, including the risk that:

- (1) the closing market price for the Company's equity securities may be significantly lower on the date of the issue of any 7.1A Placement Shares than it is on the date of the Meeting; and
- (2) the 7.1A Placement Shares may be issued at a price that is at a discount to the closing market price for the Company's equity securities on the issue date.

As required by Listing Rule 7.3A.2, Table 2 below shows the potential economic and voting dilution effect, including where the issued share capital has increased (by both 50% and 100%) and the closing market price of the Shares has:

- (1) decreased by 50%; and
- (2) increased by 100%.

Table 2:

	50% Decrease in Closing Market Price		Closing Market Price		100% Increase in Closing Market Price	
	\$ 0.014		\$ 0.028		\$ 0.056	
	10% Voting Dilution	Capital Raised	10% Voting Dilution	Capital Raised	10% Voting Dilution	Capital Raised
Present Issued Share Capital 1,043,695,978	104,369,598	\$ 1,461,174	104,369,598	\$ 2,922,349	104,369,598	\$ 5,844,697
50% Increase in Share Capital 1,565,543,967	156,554,397	\$ 2,191,762	156,554,397	\$ 4,383,523	156,554,397	\$ 8,767,046
100% Increase in Share Capital 2,087,391,956	208,739,196	\$ 2,922,349	208,739,196	\$ 5,844,697	208,739,196	\$ 11,689,395

Assumptions and Explanations for Table 2

- a. The closing market price is \$0.028, based on the closing market price of the Shares on ASX on 17 October 2021.
- b. The above table only shows the dilutionary effect based on the issue of the 7.1A Placement Shares (assuming only Shares are issued), and not any Shares issued under the 15% capacity under Listing Rule 7.1.
- c. The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. It shows the number of shares that the Company's share capital will increase by.
- d. The Company issues the maximum number of 7.1A Placement Shares.
- e. As prescribed by Listing Rule 7.3A.4, the issued Share capital figure used in Table 2 is the same as the variable "A" in the formula prescribed by Listing Rule 7.1A.2, calculated as at 17 October 2021.
- f. The issue price of the 7.1A Placement Shares used in the table is the same as the closing market price and does not take into account the discount to the closing market price (if any).
- g. The table above does not show the potential dilutionary effect to a particular shareholder.

5. Company's Allocation Policy – Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the 7.1A Placement Shares. The identity of the allottees of 7.1A Placement Shares will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- (1) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing shareholders can participate;
- (2) the effect of the issue of the 7.1A Placement Shares on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

The allottees of the 7.1A Placement Shares have not been determined as at the date of this Notice but may include existing substantial Shareholders and new Shareholders who are not related parties or associates of a related party of the Company.

6. Details of all equity securities issued under Listing Rule 7.1A.2 where Shareholder approval under Listing Rule 7.1A was previously obtained – Listing Rule 7.3A.6

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the previous Annual General Meeting held on 18 January 2021. The Company has not issued any securities under Listing Rule 7.1A.2 since that approval was granted.

7. Voting Exclusion Statement – Listing Rule 7.3A.7

A Voting Exclusion statement for Resolution 4 is set out in the Notice of Meeting accompanying this Explanatory Memorandum.

8. Further information required by Listing Rule 14.1A

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval as set out in Listing Rule 7.1.

7. Directors' Recommendation

The Directors recommend that you vote in favour of this Special Resolution.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Geoff Walker (the Company Secretary):

DGR Global Limited
Street address: Level 27, 111 Eagle Street, Brisbane QLD 4000
Postal address: GPO Box 5261, Brisbane QLD 4001
Ph: (07) 3303 0680 Fax: (07) 3303 0681
Email: gwalker@dgrglobal.com.au

LODGE YOUR VOTE

ONLINE
<https://investorcentre.linkgroup.com>

BY MAIL

DGR Global Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia


BY FAX

+61 7 3303 0681


BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000


ALL ENQUIRIES TO

Telephone: 07 3303 0680

Overseas: +61 7 3303 0680

PROXY FORM

I/We being a member(s) of DGR Global 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 **2:00pm (Brisbane time) on Friday, 24 November 2023 at Level 7, Waterfront Place, 1 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

☐ ☐ ☐

2 Election of Mr Ben Hassell as a Director

☐ ☐ ☐

3 Re-election of Mr Nicholas Mather as a Director

☐ ☐ ☐

4 Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A

☐ ☐ ☐


* 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).

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" must 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 **2:00pm (Brisbane time) on Wednesday, 22 November 2023**, 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

<https://investorcentre.linkgroup.com>

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).



BY MAIL

DGR Global 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*
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.**