DGO Gold Limited

Notice of general meeting

DGO Gold Limited ACN 124 562 849

Notice is given that the 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	Wednesday, 6 September 2017
Time	11 am (Brisbane time)

Special Business

Ratification of previous share and option issue on 26 June 2017

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

'That for the purpose of Listing Rule 7.4, and for all other purposes, shareholders ratify the previous issue of 869,593 Shares at an issue price of \$0.25 per Share and 869,593 attaching Options to Ginga Pty Ltd on the terms set out in the Explanatory Memorandum accompanying this Notice of General Meeting.'

Approval for share and option issue - Ginga Pty Ltd

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

'That for the purpose of Listing Rule 7.1, and for all other purposes, shareholders approve the issue of 198,162 Shares at an issue price of \$0.25 per Share and 198,162 attaching Options to Ginga Pty Ltd on the terms set out in the Explanatory Memorandum accompanying this Notice of General Meeting.'

Approval for share and option issue - Lion Nominees Pty Ltd

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

'That for the purpose of Listing Rule 7.1, and for all other purposes, shareholders approve the issue of 250,000 Shares at an issue price of \$0.25 per Share and 250,000 attaching Options to Lion Nominees Pty Ltd on the terms set out in the Explanatory Memorandum accompanying this Notice of General Meeting.'

Approval for share and option issue - Cairnglen Investments Pty Ltd

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

'That for the purpose of Listing Rule 7.1, and for all other purposes, shareholders approve the issue of 250,000 Shares at an issue price of \$0.25 per Share and 250,000 attaching Options to Cairnglen Investments Pty Ltd on the terms set out in the Explanatory Memorandum accompanying this Notice of General Meeting.'

BY ORDER OF THE BOARD

N IN

Michael Ilett
Company Secretary

4 August 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 11.00 am (Brisbane time) on Monday,4 September 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 Monday, 4 September 2017.
- (g) If you have any questions on how to cast your votes call Michael Ilett on + 61 7 3381 5368 during business hours.

DGO Gold Limited

Explanatory memorandum

DGO Gold Limited ACN 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 General Meeting of the Company to be held at McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland 4000 on Wednesday 6 September 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.

Special Business

Resolution 1: Ratification of previous share and option issues

- Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant for the purposes of this Resolution 1) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period. Listing Rule 7.1A provides that (subject to certain exceptions, again none of which are relevant for the purposes of this Resolution 1) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 10% of the number of the securities at the commencement of that 12 month period.
- The allotment and issue of securities detailed in Resolution 1 did not, in aggregate, exceed the 15% threshold for the purpose of Listing Rule 7.1 or the 10% threshold for the purpose of Listing Rule 7.1A.
- Listing Rule 7.4 provides that where a Company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1 and Listing Rule 7.1A, thereby replenishing the Company's 15% placement capacity and the Company's 10% placement capacity enabling the Company to issue further securities up to those limits.
- The purpose of Resolution 1 is for shareholders to ratify, pursuant to Listing Rule 7.4, the issue 869,593 Shares and 869,593 attaching Options to Ginga Pty Ltd on 26 June 2017. These shares and options were issued as part of the underwriting agreement with Ginga Pty Ltd to invest a total of \$400,000 pursuant to the entitlement offer undertaken by the Company and announced on the ASX on 29 May 2017.
- The Company seeks to ratify and approve the previous issue of securities the subject to this Resolution 1 to refresh its ability to issue shares under the 15% capacity under Listing Rule 7.1 and under its 10% capacity under Listing Rule 7.1A.

In accordance with Listing Rule 7.5, shareholders are advised of the following particulars in relation to the allotment and issue under Resolution 1:

Persons to whom securities were issued	Ginga Pty Ltd
Number of securities issued	869,593 Shares
	869,593 Options (exercisable at \$0.40 on or before 30 June 2020)
Date the Company issued the securities	26 June 2017
Issue price of the securities	\$0.25 per Share
Terms of issue	Shares which rank equally with all existing Shares on issue and quoted on ASX.
	The terms of the Options are the same as set out in the entitlement offer announced by the Company on 29 May 2017.
Use of funds	The funds raised will be used to provide 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.

If Resolution 1 is not approved, the Company's ability to raise additional equity funds over the next 12 months without reference to shareholders will be restricted.

Directors' Recommendation

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

Voting exclusion statement - Resolution 1

- 9 As required by the Listing Rules, the Company will disregard any votes cast on Resolution 1 by:
 - (a) Ginga Pty Ltd, being a person who participated in the issue of securities; and
 - (b) an associate (as defined by the Listing Rules) of Ginga Pty Ltd.

However, the entity need not disregard a vote if:

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

Resolutions 2, 3 and 4: Approval for issue of Shares and Options

As described above, Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant for the purposes of Resolutions 2, 3 and 4) prior approval of shareholders is required for an issue of securities

if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period.

Resolution 2 - Approval for share and option issue - Ginga Pty Ltd

- The purpose of Resolution 2 is for shareholders to approve, pursuant to Listing Rule 7.1 and for all other purposes, the issue of 198,162 Shares at an issue price of \$0.25 per Share and 198,162 attaching Options to Ginga Pty Ltd. These shares and options are to be issued as part of the underwriting agreement with Ginga Pty Ltd to invest a total of \$400,000 in the Company pursuant to the entitlement offer announced on the ASX on 29 May 2017 and further described in the entitlement offer prospectus announced on the ASX on the same date.
- In accordance with Listing Rule 7.3, shareholders are advised of the following particulars in relation to the allotment and issue:

Persons to whom securities are proposed to be issued	Ginga Pty Ltd
Maximum number of securities to be issued	198,162 Shares
issued	198,162 Options (exercisable at \$0.40 on or before 30 June 2020)
Date by which the Company will issue the securities	The Shares are expected to be issued on or before 11 September 2017 however, in any event will not be issued later than 3 months from the date of the Meeting.
Minimum issue price of the securities	\$0.25 per Share
Terms of issue	Shares which rank equally with all existing Shares on issue and are proposed to be quoted on ASX.
	The terms of the Options are the same as set out in the entitlements offer announced by the Company on 29 May 2017.
Use of funds	The funds raised will be used to provide 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.

- The Company has agreed to issue the securities the subject of Resolution 2 conditional upon the necessary approvals being obtained from shareholders. This means that if:
 - (a) only resolution 1 is passed, the securities the subject of Resolution 2 will be issued without approval up to the Company's 15% capacity under ASX Listing Rule 7.1 and additional 10% capacity under ASX Listing Rule 7.1A;
 - (b) both resolutions are passed, the securities the subject of Resolution 2 will be issued with approval pursuant to ASX Listing Rule 7.1; or
 - (c) none of the resolutions are passed, the securities the subject of Resolution 2 will not be issued.

Directors' Recommendation

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

Voting exclusion statement resolution 2

- 15 As required by the Listing Rules, the Company will disregard any votes cast on Resolution 2 by:
 - (a) Ginga Pty Ltd; and
 - (b) an associate (as defined by the Listing Rules) of Ginga Pty Ltd,

being 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 shares, if the resolution is passed.

However, the entity need not disregard a vote if:

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

Resolution 3 - Approval for share and option issue - Lion Nominees Pty Ltd

- The purpose of Resolution 3 is for shareholders to approve, pursuant to Listing Rule 7.1 and for all other purposes, the issue of 250,000 Shares at an issue price of \$0.25 per Share and 250,000 attaching Options to Lion Nominees Pty Ltd as agreed in a capital raising agreement with the pursuant to the entitlements offer announced on the ASX on 29 May 2017 and further described in the entitlement offer prospectus announced on the ASX on the same date.
- 17 In accordance with Listing Rule 7.3, shareholders are advised of the following particulars in relation to the allotment and issue:

Persons to whom securities are proposed to be issued	Lion Nominees Pty Ltd
Maximum number of securities to be issued	250,000 Shares 250,000 Options (exercisable at \$0.40 on or before 30 June 2020)
Date by which the Company will issue the securities	The Shares are expected to be issued on or before 11 September 2017 however, in any event will not be issued later than 3 months from the date of the Meeting.
Minimum issue price of the securities	\$0.25 per Share

Terms of issue	Shares which rank equally with all existing Shares on issue and are proposed to be quoted on ASX. The terms of the Options are the same as set out in the entitlements offer announced by the Company on 29 May 2017.
Use of funds	The funds raised will be used to provide 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.

- The Company has agreed to issue the securities the subject of Resolution 3 conditional upon the necessary approvals being obtained from shareholders. This means that if:
 - (a) only resolutions 1 and 2 are passed, the securities the subject of Resolution 3 will be issued without approval up to the Company's 15% capacity under ASX Listing Rule 7.1 and additional 10% capacity under ASX Listing Rule 7.1A;
 - (b) resolutions 1, 2 and 3 are passed, the securities the subject of Resolution 3 will be issued with approval pursuant to ASX Listing Rule 7.1; or
 - (c) none of the resolutions are passed, the securities the subject of Resolution 3 will not be issued.

Directors' Recommendation

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

Voting exclusion statement resolution 3

- 20 As required by the Listing Rules, the Company will disregard any votes cast on Resolution 3 by:
 - (a) Lion Nominees Pty Ltd; and
 - (b) an associate (as defined by the Listing Rules) of Lion Nominees Pty Ltd,

being 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 shares, if the resolution is passed.

However, the entity need not disregard a vote if:

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

Resolution 4 - Approval for share and option issue - Cairnglen Investments Pty Ltd

The purpose of Resolution 4 is for shareholders to approve, pursuant to Listing Rule 7.1 and for all other purposes, the issue of 250,000 Shares at an issue price of \$0.25 per Share and 250,000 Options to Cairnglen

Investments Pty Ltd as agreed in a capital raising agreement with the pursuant to the entitlements offer announced on the ASX on 29 May 2017 and further described in the entitlement offer prospectus announced on the ASX on the same date.

In accordance with Listing Rule 7.3, shareholders are advised of the following particulars in relation to the allotment and issue:

Persons to whom securities are proposed to be issued	Cairnglen Investments Pty Ltd
Maximum number of securities to be issued	250,000 Shares 250,000 Options (exercisable at \$0.40 on or before 30 June 2020)
Date by which the Company will issue the securities	The Shares are expected to be issued on or before 11 September 2017 however, in any event will not be issued later than 3 months from the date of the Meeting.
Minimum issue price of the securities	\$0.25 per Share
Terms of issue	Shares which rank equally with all existing Shares on issue and are proposed to be quoted on ASX. The terms of the Options are the same as set out in the entitlements offer announced by the Company on 29 May 2017.
Use of funds	The funds raised will be used to provide 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.

- The Company has agreed to issue the securities the subject of Resolution 4 conditional upon the necessary approvals being obtained from shareholders. This means that if:
 - (a) only resolutions 1 and 2 are passed, the securities the subject of Resolution 4 will be issued without approval up to the Company's 15% capacity under ASX Listing Rule 7.1 and additional 10% capacity under ASX Listing Rule 7.1A;
 - (b) only resolutions 1, 2 and 3 are passed, the securities the subject of Resolution 4 will be issued without approval up to the Company's 15% capacity under ASX Listing Rule 7.1 and additional 10% capacity under ASX Listing Rule 7.1A (if any);
 - (c) all resolutions are passed, the securities the subject of Resolution 4 will be issued with approval pursuant to ASX Listing Rule 7.1; or
 - (d) none of the resolutions are passed, the securities the subject of Resolution 4 will not be issued.

Directors' Recommendation

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

Voting exclusion statement resolution 4

- As required by the Listing Rules, the Company will disregard any votes cast on Resolution 4 by:
 - (a) Cairnglen Investments Pty Ltd; and
 - (b) an associate (as defined by the Listing Rules) of Cairnglen Investments Pty Ltd,

being 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 shares, if the resolution is passed.

However, the entity need not disregard a vote if:

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

Enquiries

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 Old 4301 P.O. Box 294 Carole Park Old 4300

Telephone: + 61 7 3381 5368 Facsimile: + 61 7 3381 5365

Email: ilett@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
General Meeting or Meeting	means the General meeting of the Company contemplated by this Notice.
Ginga Pty Ltd	means Ginga Pty Ltd as trustee for the Thomas G Klinger Family Trust.
ASIC	means the Australian Securities & Investments Commission.
ASX	means ASX Limited ACN 008 624 691.
Board	means the board of Directors of the Company.
Company	means DGO Gold Limited ACN 124 459 396.
Corporations Act	means the Corporations Act 2001 (Cth).
Directors	means the directors of the Company.
Listing Rules	means the official listing rules of ASX.
Notice or Notice of Meeting	means the general meeting of Shareholders contemplated by this Notice.
Options	means options exercisable at \$0.40 and expiring on 30 June 2020.
Shareholders	means the holders of shares in the Company from time to time.

DGO Gold Limited

ACN 124 562 849

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 Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X9999999999

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 Extraordinary General Meeting of the Company to be held at 11:00am (Brisbane time) on Wednesday, 6 September 2017 at the offices of McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland 4000 (the Meeting) and at any postponement or adjournment of the Meeting.

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

VOTING DIRECTIONS

Resolutions

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

For Against Abstain*

- 1 Ratification of previous share and option issue on 26 June 2017
- 2 Approval for share and option issue - Ginga Pty Ltd
- 3 Approval for share and option issue - Lion Nominees Pty Ltd

Approval for share and option issue	
Cairnglen Investments Pty Ltd	
* If you mark the Abstain box for a pa	rticular Ite



m, 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, all shareholders must 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

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, all shareholders must 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 (Brisbane time) on Monday, 4 September 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

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* Level 12 680 George Street Sydney NSW 2000

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