

DGO Gold Limited

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5 February 2019

NON-RENOUCEABLE RIGHTS OFFER AND PRIVATE PLACEMENT

DGO Gold Limited (**DGO Gold**) announces today that it is undertaking a 1 for 6 non-renounceable pro rata rights offer (**Offer**) of ordinary shares (**Offer Shares**) to raise up to approximately \$2.7 million (exclusive of costs). The price of the Offer Shares is \$0.65 each. This represents a discount of 7.14% to the volume weighted average closing price of DGO Gold over the past month to 1 February 2019 (\$0.70 per share), and a 4.41% discount to the closing price of a DGO Gold share on 1 February 2019 (\$0.68 per share).

A copy of the offer statement (**Offer Statement**) for the Offer was given to ASX Limited on the same date as this announcement.

DGO Gold further announces today that it intends to undertake a placement offer to sophisticated investors (**Placement**) of ordinary shares (**Placement Shares**) following the conclusion of the Offer to raise up to potentially \$4million (exclusive of costs). The Placement Shares will also be offered at \$0.65 each. The Placement Shares are intended to be issued under DGO Gold's ASX Listing Rule 7.1 placement capacity and (subject to compliance with Listing Rule 7.1A.3) DGO Gold's ASX Listing Rule 7.1A placement capacity. DGO Gold has not secured any commitments for the Placement Shares at this stage.

The Offer and the Placement will not be underwritten, however as at the date of this announcement, the board has been advised that DGO Gold's major shareholders and directors intend to participate in the Offer.

DGO Gold intends to use the funds raised from the Offer and the Placement (after payment of costs associated with the Offer and Placement):

- to fund tranche 2 of the Company's investment in NTM Gold Ltd, announced to the ASX on 20 November 2018 to fund NTM Gold's budgeted accelerated exploration programmes;
- for research and development into sediment hosted gold mineralisation;
- to pursue further strategic investments in brownfield gold opportunities in Western Australia as outlined in the Company's presentation at the Annual General Meeting held on 28 November 2018; and
- for general working capital purposes.

The Offer is being made to all shareholders of the Company recorded on its register of members at 7:00pm (Melbourne time) on Friday 8 February 2019, whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

Eligible Shareholders will also be entitled to subscribe for any Offer Shares that are not taken up by other Eligible Shareholders in accordance with the Offer (**Shortfall Offer**). Applications made pursuant to the Shortfall Offer will only be satisfied to the extent that there is a shortfall pursuant to the Offer and will be subject to the terms and conditions outlined in the Offer Statement.

The Offer is non-renounceable, meaning that Eligible Shareholders will not be able to transfer their entitlements pursuant to the Offer and if they do not subscribe for their entitlements pursuant to the Offer, their voting power in DGO Gold will be diluted.

All of the Shares issued pursuant to the Offer, Shortfall Offer and Placement will rank equally with the existing Shares on issue from the date of allotment.

Further details of the Offer are set out in the Offer Statement which is expected to be posted to Eligible Shareholders by Monday 11 February 2019 together with a personalised entitlement and acceptance form setting out each Eligible Shareholder's entitlement under the Offer.

A handwritten signature in black ink, appearing to read 'E. Eshuys', with a stylized flourish at the end.

Eduard Eshuys
Chairman

The current timetable for the Offer is as follows:

Event	Target date
Announcement of Offer and Placement (including giving the Appendix 3B, offer statement and cleansing notice relating to Offer to ASX) Despatch letter to option holders who cannot participate in the Offer informing them of the Offer	Tuesday 5 February 2019 (prior to 10:00am)
Despatch letter to shareholders containing Appendix 3B information	Wednesday 6 February 2019
Shares commence quotation on an 'ex' basis (' ex ' date)	Thursday 7 February 2019
Notify ASX of any change to exercise price of existing options due to proposed issue of new shares under Offer	Friday 8 February 2019
Record date to determine entitlements under Offer	Friday 8 February 2019 at 7:00 pm (Melbourne time)
Despatch offer statements and entitlement and acceptance forms to eligible shareholders (and notify ASX when despatch has been completed) and despatch letters to ineligible foreign shareholders informing them of exclusion from Offer	Tuesday 12 February 2019
Offer opens	Tuesday 12 February 2019
Offer closes	Wednesday 27 February 2019 at 5:00 pm (Melbourne time)
Shares commence quotation on a deferred settlement basis	Thursday 28 February 2019
Announcement of results of offer and of any under subscriptions (i.e. shortfall)	Friday 1 March 2019
Issue new shares applied for under Offer (including shortfall) (and tell ASX when that has happened)	Tuesday 5 March 2019
Deferred settlement trading ends	Tuesday 5 March 2019
Despatch holding statements	Wednesday 6 March 2019
Normal trading of new Offer shares starts	Wednesday 6 March 2019

These dates are indicative only and subject to change. DGO Gold reserves the right, subject to the Corporations Act and the ASX Listing Rules, to change any date including to extend the closing date of the Offer, to close the Offer early, to accept late acceptances either generally or in particular cases, or to withdraw or reduce the size of the Offer without notice. Any extension of the closing date will have a consequential effect on the issue date of new shares.

Enquiries

Eligible shareholders will be sent further details about the Offer in an Offer Statement. Eligible shareholders should read the Offer Statement carefully before making any investment decision regarding the Offer.

For further information regarding the Offer, please contact the DGO Gold Limited Offer Information Line on **1800 500 710** (within Australia) or **+61 1800 500 710** (from outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday.