

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme DGO Gold Limited (DGO)
ACN/ARSN 124 562 849

1. Details of substantial holder (1)

Name Gold Road Resources Limited (**Gold Road**) and each of its subsidiaries listed in Annexure A (**Gold Road Group**)
ACN\ARSN (if applicable) 109 289 527

There was a change in the interests of the substantial holder on 7 June 2022
The previous notice was given to the company on 7 June 2022
The previous notice was dated 6 June 2022

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|-------------------------|-----------------|--|----------------|--|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary shares | 26,545,615* | 31.64% (based on 83,892,727 ordinary shares on issue)* | 35,154,396* | 41.90% (based on 83,892,727 ordinary shares on issue)* |

**Excludes amounts under Institutional Acceptance Facility, which total (as at 7pm Sydney time on 7 June 2022) 21,377,660 shares and representing approximately 25.48% of the total number of DGO Shares on issue.*

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|--|---|---|-------------------------|
| 7 June 2022 | Gold Road Group | Acquisition of relevant interests in ordinary shares in DGO as a result of acceptances of takeover offers made by Gold Road dated 8 April 2022 which were included in its bidder's statement dated 7 April 2022 (as amended) (Offer). | 2.25 Gold Road ordinary shares for every 1 DGO ordinary share, subject to the terms of the Offer. | 8,608,781 ordinary shares | 8,608,781 |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|--|--|---|--------------------------------|---|
| Gold Road Group | Gold Road | Gold Road | Relevant relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act), arising through Gold Road being the registered holder of the shares. | Nil | Nil |
| Gold Road Group | Various offerees who have accepted the Offer | Subject to the terms and conditions of the Offer, Gold Road. | Relevant interest under section 608(1) and/or section 608(8) of the <i>Corporations Act</i> pursuant to acceptances of the Offer. The shares which are the subject of acceptances have not yet transferred to the name of Gold Road. Gold Road's power to vote or dispose of the shares that are the subject of acceptances of the Offer is qualified since it is not presently registered as the holder of the shares. | 35,154,396 ordinary DGO shares | 41.90% (based on 83,892,727 ordinary shares on issue) |

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A | |

6. Addresses

The addresses of the persons named in this form are as follows:

| Name | Address |
|-----------|--|
| Gold Road | Level 2, 26 Colin Street, West Perth WA 6005 |

Signature

print name Duncan Gibbs

Capacity Managing Director & CEO

sign here



date 7 June 2022

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

This is Annexure A of 1 page (including this page) referred to in the Form 604 – Notice of change of interests of substantial holder.

To company name: DGO Gold Limited
ACN: 124 562 849



Duncan Gibbs
Managing Director & CEO

Gold Road Group (except Gold Road Resources Limited)

| Name | ACN | Association | Address |
|--|-------------|------------------------|--|
| Gold Road (Projects) Pty Ltd | 621 279 525 | Related body corporate | Level 2, 26 Colin Street West Perth WA 6005 |
| Gold Road (Gruyere Holdings) Pty Ltd | 612 071 253 | Related body corporate | Level 2, 26 Colin Street West Perth WA 6005 |
| Gold Road (Gruyere) Pty Ltd | 612 071 306 | Related body corporate | Level 2, 26 Colin Street West Perth WA 6005 |
| Gold Road (North Yamarna Holdings) Pty Ltd | 616 335 052 | Related body corporate | Level 2, 26 Colin Street West Perth WA 6005 |
| Gold Road (North Yamarna) Pty Ltd | 616 334 653 | Related body corporate | Level 2, 26 Colin Street West Perth WA 6005 |
| Gold Road (South Yamarna Holdings) Pty Ltd | 616 334 644 | Related body corporate | Level 2, 26 Colin Street West Perth WA 6005 |
| Gold Road (South Yamarna) Pty Ltd | 124 564 763 | Related body corporate | Level 2, 26 Colin Street West Perth WA 6005 |
| Gold Alpha Investments Pty Ltd | 640 504 472 | Related body corporate | Level 2, 26 Colin Street West Perth WA 6005 |
| Craton Funds Pty Ltd | 640 636 317 | Related body corporate | Level 2, 26 Colin Street West Perth WA 6005 |