

Notice of Extraordinary General Meeting

DGO Gold Limited

DGO Gold Limited ABN 96 124 562 849

Notice is given that an Extraordinary General Meeting of DGO Gold Limited ABN 96 124 562 849 (**Company**) will be held at:

Venue	Online at https://agmlive.link/DGO20
Date	Friday, 19 June 2020
Time	11am (Melbourne Time)

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter <https://agmlive.link/DGO20> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Voting Form; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Shareholders are requested to participate in the Meeting virtually via the virtual meeting platform at <https://agmlive.link/DGO20> or via the appointment of a proxy.

Further information on how to participate virtually is set out in this Notice and the Virtual Meeting Online Guide at available at www.dgogold.com.au.

Considerations and Shareholder Questions

A discussion will be held on all items to be considered at the Meeting.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting;
- if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to register questions in advance of the Meeting are invited to do so by sending them by email to admin@dgogold.com.au.

We will attempt to address the more frequently asked questions in the Chairman's presentations to the Meeting. Written questions must be received by the Company by 5:00pm on Wednesday 17 June 2020, and can be submitted online, by mail, by fax or in person (as set out on the top of the Shareholder Question Form).

Business

Resolution 1 – Approval to issue Shares and options to Andama Holdings Pty Ltd as trustee for the J & M Barlow Pension Fund

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

- 1 *'That the issue of 831,230 fully paid ordinary Shares in the Company and 415,615 unquoted options, each exercisable over 1 ordinary Share in the Company at a strike price of \$2.50 with an expiry date of 30 June 2022, to Andama Holdings Pty Ltd as trustee for the J & M Barlow Pension Fund in exchange for the acquisition of 5,195,182 shares in De Grey Mining Limited as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 3 months after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 7.1 and for all other purposes.'*

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

Resolution 2 – Approval to issue Shares and options to Regal Funds Management Pty Ltd as trustee for Regal Emerging Companies Fund III

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

- 2 *'That the issue of 1,600,000 fully paid ordinary Shares in the Company and 800,000 unquoted options, each exercisable over 1 ordinary Share in the Company at a strike price of \$2.50 with an expiry date of 30 June 2022, to Regal Funds Management Pty Ltd as trustee for Regal Emerging Companies Fund III in exchange for the acquisition of 10,000,000 shares in De Grey Mining Limited as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 3 months after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 7.1 and for all other purposes.'*

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

Resolution 3 – Approval to issue Shares and options to Ginga Pty Ltd and Thirty Sixth Vilmar Pty Ltd and acquisition of shares in De Grey Mining Limited

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

- 3 *'That, subject to Resolutions 1, 2, 4 and 5 being passed:*
 - (a) *the issue of 2,657,174 fully paid ordinary Shares in the Company and 1,328,587 unquoted options, each exercisable over 1 ordinary Share in the Company at a strike price of \$2.50 with an expiry date of 30 June 2022, to Ginga Pty Ltd in exchange for the acquisition of 16,607,333 shares in De Grey Mining Limited; and*
 - (b) *the issue of 1,453,760 fully paid ordinary Shares in the Company and 726,880 unquoted options, each exercisable over 1 ordinary Share in the Company at a strike price of \$2.50 with an expiry date of 30 June 2022, to Thirty Sixth Vilmar Pty Ltd in exchange for the acquisition of 9,086,000 shares in De Grey Mining Limited,*

as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 3 months after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rules 7.1 and 10.1 and for all other purposes.'

Note: Resolution 3 is both:

- interconditional, so that if it is not passed, no Shares will be issued to either Ginga Pty Ltd or Thirty Sixth Vilmar Pty Ltd. This resolution is structured this way because Ginga and Thirty Sixth Vilmar are Associates each other, by virtue of them both being owned and controlled by Mr Thomas Klinger and his Associates. Further details of this relationship are provided in the Explanatory memorandum; and

- conditional on the passing of Resolutions 1, 2, 4 and 5, so that if any of those resolutions are not passed, no shares will be issued to either Ginga Pty Ltd or Thirty Sixth Vilmar Pty Ltd. This is because if those other resolutions are not passed, and the issue of shares under Resolution 3 were to proceed, then Ginga may potentially obtain a relevant interest in more than 20% of the shares in the company.

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

Resolution 4 – Approval to issue Shares to Mutual Trust Pty Ltd, to be held on behalf of entities Associated with Mr Jeffrey (Bruce) Parncutt AO, a Director of the Company

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

- 4 'That the issue of 720,741 fully paid ordinary Shares in the Company at a price of \$1.35 per Share to Mutual Trust Pty Ltd, to be held on behalf of entities Associated with Mr Bruce Parncutt AO, a Director of the Company, as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 1 month after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes.'

Note: The price of the Shares was set in February pursuant to a placement to wholesale and institutional investors. Further information about the placement and the method by which the price was set appears in the Explanatory Memorandum.

The Directors, with Mr Bruce Parncutt AO abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 5 – Approval to issue Shares to Resource Surveys Pty Ltd as trustee for the Resource Surveys Superannuation Fund, an entity Associated with Mr Eduard Eshuys, Executive Chairman of the Company

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

- 5 'That the issue of 74,074 fully paid ordinary Shares in the Company at a price of \$1.35 per Share to Resource Surveys Pty Ltd as trustee for the Resource Surveys Superannuation Fund, an entity Associated with Mr Eduard Eshuys, Executive Chairman of the Company, as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 1 month after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes.'

Note: The price of the Shares was set in February pursuant to a placement to wholesale and institutional investors. Further information about the placement and the method by which the price was set appears in the Explanatory Memorandum.

The Directors, with Mr Eduard Eshuys abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 6 – Approval to issue performance rights to Mr Jeffrey (Bruce) Parncutt AO, a Director of the Company

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

- 6 'That the issue of up to a maximum of:
- (a) 500,000 Series B Performance Rights; and
- (b) 500,000 Series C Performance Rights,

to Mr Bruce Parncutt AO, a Director of the Company who is a Related Party of the Company, as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 1 month after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act, and for all other purposes.'

Note: Information about the performance rights appears in the Explanatory Memorandum.

The Directors, with Mr Bruce Parncutt AO abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 7 – Approval to issue performance rights to Mr Eduard Eshuys, Executive Chairman of the Company

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

7 *'That the issue of up to a maximum of:*

(a) 500,000 Series B Performance Rights; and

(b) 500,000 Series C Performance Rights,

to Mr Eduard Eshuys, a Director of the Company who is a Related Party of the Company, as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 1 month after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act, and for all other purposes.'

Note: Information about the performance rights appears in the Explanatory Memorandum.

The Directors, with Mr Eduard Eshuys abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 8 – Approval to issue performance rights to Ms Katina Law, a Director of the Company

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

8 *'That the issue of up to a maximum of 100,000 Series B Performance Rights to Ms Katina Law, a Director of the Company who is a Related Party of the Company, as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 1 month after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act, and for all other purposes.'*

Note: Information about the performance rights appears in the Explanatory Memorandum.

The Directors, with Ms Katina Law abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 9 – Approval to issue performance rights to the Chief Operating Officer or Chief Executive Officer of the Company

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

9 *'That the issue of up to a maximum of 250,000 Series B Performance Rights to the person occupying the role of Chief Operating Officer or Chief Executive Officer of the Company, as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 3 months after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 7.1, and for all other purposes.'*

Note: Information about the performance rights appears in the Explanatory Memorandum.

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

Resolution 10 – Approval to issue performance rights to Ms Cindie Jupp

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

10 *'That the issue of up to a maximum of 150,000 Series B Performance Rights to Ms Cindie Jupp, a consultant of the Company contracted through Lion Capital Management Pty Ltd to provide chief financial officer services to the Company, as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 3 months after the conclusion of the Extraordinary General Meeting, on the terms*

set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 7.1, and for all other purposes.'

Note: Information about the performance rights appears in the Explanatory Memorandum.

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

Resolution 11 – Approval to issue performance rights to Mr David Hamlyn

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

- 11 *'That the issue of up to a maximum of 75,000 Series B Performance Rights to Mr David Hamlyn, General Manager of Exploration of the Company, as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 3 months after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 7.1, and for all other purposes.'*

Note: Information about the performance rights appears in the Explanatory Memorandum.

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

Resolution 12 – Approval to issue performance rights to Mr Gregory Marks

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

- 12 *'That the issue of up to a maximum of 50,000 Series B Performance Rights to Mr Gregory Marks, a consultant of the Company contracted through Lion Capital Management Pty Ltd to provide investment analyst services to the Company, as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 3 months after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 7.1, and for all other purposes.'*

Note: Information about the performance rights appears in the Explanatory Memorandum.

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

Resolution 13 – Approval to issue performance rights to Ms Chloe Augustes

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

- 13 *'That the issue of up to a maximum of 50,000 Series B Performance Rights to Ms Chloe Augustes, a consultant of the Company contracted through Lion Capital Management Pty Ltd to provide executive assistant services to the Company as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 3 months after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 7.1, and for all other purposes.'*

Note: Information about the performance rights appears in the Explanatory Memorandum.

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

Resolution 14 – Approval to issue performance rights to Ms Naomi Taylor

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

- 14 *'That the issue of up to a maximum of 25,000 Series B Performance Rights to Ms Naomi Taylor, an administration geologist of the Company, as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 3 months after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 7.1, and for all other purposes.'*

Note: Information about the performance rights appears in the Explanatory Memorandum.

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

Resolution 15 – Approval to issue performance rights to Ms Stephanie Connell

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

- 15 *'That the issue of up to a maximum of 25,000 Series B Performance Rights to Ms Stephanie Connell, an administration geologist of the Company, as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 3 months after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 7.1, and for all other purposes.'*

Note: Information about the performance rights appears in the Explanatory Memorandum.

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

Resolution 16 – Approval to issue performance rights to Mr Fergus Jockel

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

- 16 *'That the issue of up to a maximum of 25,000 Series B Performance Rights to Mr Fergus Jockel, an exploration research consultant to the Company, as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 3 months after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 7.1, and for all other purposes.'*

Note: Information about the performance rights appears in the Explanatory Memorandum.

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

Resolution 17 – Approval to issue performance rights to Professor Ross Large

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

- 17 *'That the issue of up to a maximum of 25,000 Series B Performance Rights to Professor Ross Large, an exploration research consultant to the Company, as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 3 months after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 7.1, and for all other purposes.'*

Note: Information about the performance rights appears in the Explanatory Memorandum.

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

Resolution 18 – Approval to issue performance rights to Dr Stuart Bull

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

- 18 *'That the issue of up to a maximum of 25,000 Series B Performance Rights to Dr Stuart Bull, an exploration research consultant to the Company, as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 3 months after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 7.1, and for all other purposes.'*

Note: Information about the performance rights appears in the Explanatory Memorandum.

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

Resolution 19 – Approval to issue performance rights to Mr Barry Bourne

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

- 19 *'That the issue of up to a maximum of 25,000 Series B Performance Rights to Mr Barry Bourne, an exploration research consultant to the Company, as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 3 months after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 7.1, and for all other purposes.'*

Note: Information about the performance rights appears in the Explanatory Memorandum.

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

Resolution 20 – Approval to issue performance rights to Dr Neil Phillips

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

- 20 *'That the issue of up to a maximum of 25,000 Series B Performance Rights to Dr Neil Phillips, an exploration research consultant to the Company, as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 3 months after the conclusion of the Extraordinary General Meeting, on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rule 7.1, and for all other purposes.'*

Note: Information about the performance rights appears in the Explanatory Memorandum.

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

Resolution 21 – Approval of issue of 7,121,111 Shares issued under a placement undertaken on 28 February 2020

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

- 21 *'That the issue of 7,121,111 ordinary Shares in the Company on 28 February 2020 to sophisticated and professional investors at the price of \$1.35 each and otherwise on the terms summarised in the Explanatory Memorandum accompanying the notice of this meeting, be approved for the purpose of rule 7.4 of the ASX Listing Rules and for all other purposes.'*

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

Resolution 22 – Increase of limit of remuneration pool for Directors

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

- 22 *'That the increase to the total annual remuneration pool to be paid to Directors (including both executive and non-executive Directors) in their capacity as Directors of the Company and its subsidiaries to a maximum of \$750,000 per annum, to be paid and allocated amongst current and any potential new Directors over time as the Board considers appropriate, as further described in the Explanatory Memorandum accompanying this notice of meeting, be approved for the purpose of rule 13.3 of the constitution of the Company, rule 10.17 of the ASX Listing Rules and for all other purposes.'*

Resolution 23 – Variation to terms of performance rights issued to Mr Michael Ilett a Director of the Company, pursuant to shareholder approval granted 27 September 2018

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

- 23 *'That the variation of the terms of the 250,000 performance rights issued to Mr Michael Ilett, a Director of the Company, which were set out in the notice of general meeting for the Company dated 2 August 2018 and approved by shareholders on 27 September 2018, details of which are set out in the Explanatory Memorandum, be approved for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act, section 200B of the Corporations Act, and for all other purposes.'*

The Directors, with Mr Michael Ilett abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 24 – Approval to issue up to 6,250,000 Shares to sophisticated and professional investors, including under a placement announced 22 April 2020

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

24 *'That the issue of up to a maximum of 6,250,000 Shares to sophisticated and professional investors at an issue price of \$1.60 per Share in order to raise up to \$10 million, made up of:*

- (a) 1,635,625 Shares issued prior to the Extraordinary General Meeting under the Company's existing placement capacity; and*
- (b) 4,614,375 Shares to be issued as soon as practicable following the conclusion of the Extraordinary General Meeting, and in any case, by no later than 3 months after the conclusion of the Extraordinary General Meeting,*

on the terms set out in the Explanatory Memorandum be approved for the purposes of ASX Listing Rules 7.1 and 7.4, and for all other purposes.'

Note: Information about the parties to whom Shares may be issued appears in the Explanatory Memorandum.

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

BY ORDER OF THE BOARD



Mark Licciardo
Company Secretary
24 April 2020

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 11am (Melbourne time) on Wednesday, 17 June 2020.
- (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 (Melbourne time) on Wednesday, 17 June 2020.
- (g) If you have any questions on how to cast your votes call Mr Mark Licciardo on +61 3 8689 9997 during business hours.

All Resolutions by Poll

In accordance with clauses 10.9 and 10.10 of the Company's constitution, the Chair intends to call a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will therefore be conducted by poll, rather than a show of hands. The Chair considers voting by poll to be in the interests of the shareholders as a whole, and to ensure the representation of as many shareholders as possible at the meeting.

How to Vote

Shareholders may vote by either:

- (a) using the online platform; or

(b) appointing a proxy.

Using the online platform: We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Enter <https://agmlive.link/DGO20> into a web browser on your computer or online device;
- Shareholders will need their SRN or HIN (printed at the top of the Voting Form); and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting at 11am (Melbourne time) on Friday 19 June 2020 and the time at which the Chairman announces voting closure.

More information about online participation in the Meetings is available in the Online Platform Guide at www.dgogold.com.

Appointing a proxy to attend and vote on their behalf, using the enclosed proxy form: A Member who is entitled to vote at the meeting may appoint:

- one proxy if the member is only entitled to one vote; or
- two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a member of the Company.

If you require an additional proxy form, please contact the Company Share Registry on 02 8280 7100, which will supply it on request.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Link Market Services Limited, no later than 17 June 2020 at 11am (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted.

Instructions for completing the proxy form are outlined on the form, which may be returned by:

- posting it in the reply-paid envelope provided;
- posting it to DGO Gold Limited c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- hand delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000;
- faxing it to Link Market Services Limited on +61 2 9287 0309;
- lodging it online at linkmarketservices.com.au in accordance with the instructions provided on the website. You will need your HIN or SRN to lodge your proxy form online.

Proxies from corporate shareholders must be executed in accordance with their Constitution or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item, in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit.

The Constitution provides that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be in favour of the Chair of the meeting to which it relates, or to another person as the Board determines.

If a shareholder appoints the Chair of the meeting as the shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that shareholder, in favour of the item on a poll.

Voting exclusion statements

<p>Resolution 1 - Approval to issue Shares and options to Andama Holdings Pty Ltd as trustee for the J & M Barlow Pension Fund</p>	<p>The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:</p> <ul style="list-style-type: none"> • Andama Holdings Pty Ltd or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 1 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 1.</p>
<p>Resolution 2 - Approval to issue Shares and options to Regal Funds Management Pty Ltd as trustee for Regal Emerging Companies Fund III</p>	<p>The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:</p> <ul style="list-style-type: none"> • Regal Funds Management Pty Ltd or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 2 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 2.</p>

Resolution 3 - Approval to issue Shares and options to Ginga Pty Ltd and Thirty Sixth Vilmar Pty Ltd and acquisition of shares in De Grey Mining Limited	<p>The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:</p> <ul style="list-style-type: none"> • Ginga Pty Ltd, Thirty Sixth Vilmar Pty Ltd or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 3 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 3.</p>
Resolution 4 – Approval to issue Shares to Mutual Trust Pty Ltd to be held on behalf of entities Associated with Mr Jeffrey (Bruce) Parncutt AO, a Director of the Company	<p>The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:</p> <ul style="list-style-type: none"> • Mr Bruce Parncutt AO, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 4 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 4.</p>
Resolution 5 – Approval to issue Shares to Resource Surveys Pty Ltd as trustee for the Resource Surveys Superannuation Fund, an entity Associated with Mr Eduard Eshuys,	<p>The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:</p> <ul style="list-style-type: none"> • Resource Surveys Pty Ltd, Mr Eduard Eshuys, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 5 by:</p>

Executive Chairman of the Company	<ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 5, however, the Company must also disregard a vote cast by the person chairing the Meeting as proxy for a person who is entitled to vote, if the person chairing the Meeting is Mr Eduard Eshuys, or an Associate of Mr Eduard Eshuys, and the proxy does not direct the chairman how to cast the vote.</p>
Resolution 6 – Approval to issue performance rights to Mr Jeffrey (Bruce) Parncutt AO, a Director of the Company	<p>The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:</p> <ul style="list-style-type: none"> • Mr Bruce Parncutt AO, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 6 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 6.</p> <p>In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 6 as a proxy by a member of the Key Management Personnel at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel.</p>
Resolution 7 – Approval to issue performance rights to Mr Eduard Eshuys,	<p>The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:</p>

Executive Chairman of the Company	<ul style="list-style-type: none"> • Mr Eduard Eshuys, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 7 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 7, however, the Company must also disregard a vote cast by the person chairing the Meeting as proxy for a person who is entitled to vote, if the person chairing the Meeting is Mr Eduard Eshuys, or an Associate of Mr Eduard Eshuys, and the proxy does not direct the chairman how to cast the vote.</p> <p>In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 7 as a proxy by a member of the Key Management Personnel at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel.</p>
Resolution 8 – Approval to issue performance rights to Ms Katina Law, a Director of the Company	<p>The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:</p> <ul style="list-style-type: none"> • Ms Katina Law, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 8 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 8.</p>

	<p>In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 8 as a proxy by a member of the Key Management Personnel at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel.</p>
<p>Resolution 9 – Approval to issue performance rights to Chief Operating Officer or Chief Executive Officer of the Company</p>	<p>The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:</p> <ul style="list-style-type: none"> Any person holding the office of Chief Operating Officer or Chief Executive Officer of the Company, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 9 by:</p> <ul style="list-style-type: none"> a person as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> 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 resolution; and the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 9.</p> <p>In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 9 as a proxy by a member of the Key Management Personnel at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel.</p>
<p>Resolution 10 – Approval to issue performance rights to Ms Cindie Jupp</p>	<p>The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:</p> <ul style="list-style-type: none"> Ms Cindie Jupp, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 10 by:</p> <ul style="list-style-type: none"> a person as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

	<ul style="list-style-type: none"> • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 10.</p> <p>In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 10 as a proxy by a member of the Key Management Personnel at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel.</p>
Resolution 11 – Approval to issue performance rights to Mr David Hamlyn	<p>The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:</p> <ul style="list-style-type: none"> • Mr David Hamlyn, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 11 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 11, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 11.</p>
Resolution 12 – Approval to issue performance rights to Mr Gregory Marks	<p>The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:</p> <ul style="list-style-type: none"> • Mr Gregory Marks, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 12 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 12, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

	<ul style="list-style-type: none"> • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 12.</p>
Resolution 13 – Approval to issue performance rights to Ms Chloe Augustes	<p>The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:</p> <ul style="list-style-type: none"> • Ms Chloe Augustes, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 13 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 13, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 13.</p>
Resolution 14 – Approval to issue performance rights to Ms Naomi Taylor	<p>The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:</p> <ul style="list-style-type: none"> • Ms Naomi Taylor, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 14 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 14, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way.

	<p>The Chairman intends to vote all available undirected proxies in favour of Resolution 14.</p>
<p>Resolution 15 – Approval to issue performance rights to Ms Stephanie Connell</p>	<p>The Company will disregard any votes cast in favour of Resolution 15 by or on behalf of:</p> <ul style="list-style-type: none"> • Ms Stephanie Connell, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 15 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 15, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 15.</p>
<p>Resolution 16 – Approval to issue performance rights to Mr Fergus Jockel</p>	<p>The Company will disregard any votes cast in favour of Resolution 16 by or on behalf of:</p> <ul style="list-style-type: none"> • Mr Fergus Jockel, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 16 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 16, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 16.</p>
<p>Resolution 17 – Approval to issue performance rights to Professor Ross Large</p>	<p>The Company will disregard any votes cast in favour of Resolution 17 by or on behalf of:</p> <ul style="list-style-type: none"> • Professor Ross Large, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or

	<ul style="list-style-type: none"> • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 17 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 17, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 17.</p>
Resolution 18 – Approval to issue performance rights to Dr Stuart Bull	<p>The Company will disregard any votes cast in favour of Resolution 18 by or on behalf of:</p> <ul style="list-style-type: none"> • Dr Stuart Bull, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 18 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 18, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 18.</p>
Resolution 19 – Approval to issue performance rights to Mr Barry Bourne	<p>The Company will disregard any votes cast in favour of Resolution 19 by or on behalf of:</p> <ul style="list-style-type: none"> • Mr Barry Bourne, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 19 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 19, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

	<ul style="list-style-type: none"> • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 19.</p>
Resolution 20 – Approval to issue performance rights to Dr Neil Phillips	<p>The Company will disregard any votes cast in favour of Resolution 20 by or on behalf of:</p> <ul style="list-style-type: none"> • Dr Neil Phillips, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 20 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 20, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 20.</p>
Resolution 21 – Approval of issue of 7,121,111 placement Shares issued under a placement undertaken on 28 February 2020	<p>The Company will disregard any votes cast in favour of Resolution 21 by or on behalf of:</p> <ul style="list-style-type: none"> • any person who participated in the issue of placement Shares; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 21 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 21, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way.

	<p>The Chairman intends to vote all available undirected proxies in favour of Resolution 21.</p>
<p>Resolution 22 – Increase of limit of remuneration pool for Directors</p>	<p>The Company will disregard any votes cast in favour of Resolution 22 by or on behalf of:</p> <ul style="list-style-type: none"> • any Director; or • an Associate of any Director. <p>However, this does not apply to a vote cast in favour of Resolution 22 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 22, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 22.</p> <p>In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 22 as a proxy by a member of the Key Management Personnel at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel.</p>
<p>Resolution 23 – Variation to terms of performance rights issued to Mr Michael Ilett a Director of the Company, granted pursuant to shareholder approval on 27 September 2018</p>	<p>The Company will disregard any votes cast in favour of Resolution 23 by or on behalf of:</p> <ul style="list-style-type: none"> • Mr Michael Ilett, or any other person who might obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary Shares) if the resolution is passed; or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 23 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 23, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 23.</p>

	<p>In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 23 as a proxy by a member of the Key Management Personnel at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel.</p>
<p>Resolution 24 – Approval to issue up to 6,250,000 Shares to sophisticated and professional investors, including under a placement announced 22 April 2020</p>	<p>The Company will disregard any votes cast in favour of Resolution 24 by or on behalf of:</p> <ul style="list-style-type: none"> • any person who is participating in, or is expected to participate in, or who will obtain a material benefit as a result of, the issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or • an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 24 by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on Resolution 24, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or • the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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: <ul style="list-style-type: none"> ○ 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 resolution; and ○ the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 24.</p>

Explanatory Memorandum

DGO Gold Limited ABN 96 124 562 849

DGO Gold Limited

Introduction

This Explanatory Memorandum is provided to the Shareholders of DGO Gold Limited ABN 96 124 562 849 (**Company**) to explain the resolutions to be put to the Shareholders at the Extraordinary General Meeting of the Company to be held at Online at <https://agmlive.link/DGO20> on Friday 19 June 2020 at 11am (Melbourne time).

The Directors recommend Shareholders read the accompanying notice and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Business

Resolution 1: Approval to issue Shares and options to Andama Holdings Pty Ltd as trustee for the J & M Barlow Pension Fund

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring Shareholder approval. Accordingly, in order to preserve its placement capacity, the Company is seeking the approval of Shareholders for the purpose of ASX Listing Rule 7.1 for the issue of Shares and options to Andama Holdings Pty Ltd as trustee for the J & M Barlow Pension Fund (**Andama Holdings**) on the terms set out in this Explanatory Memorandum.

In accordance with ASX Listing Rule 7.3, the Company provides the following details in relation to Resolution 1:

1. Name of person to be issued Shares and options

Andama Holdings Pty Ltd as trustee for the J & M Barlow Pension Fund, which is an entity Associated with Mr John Barlow (see the substantial holder notice published on the Company's ASX market announcements page on 2 March 2020 on behalf of Mr John Barlow for more details regarding Andama Holdings and its ownership interest in the Company).

2. Number and class of securities to be issued

The Company proposes to issue the following securities to Andama Holdings:

- (a) 831,230 fully paid ordinary Shares, which will rank equally with the other fully paid ordinary Shares in the Company once issued; and
- (b) 415,615 options on the terms summarised in Appendix A.

3. Material terms of options

The options will be issued to Andama Holdings on the terms summarised in Appendix A.

4. Date by which Shares and options will be issued

The Company intends to issue the Shares and options the subject of Resolution 1 five business days following the conclusion of the Meeting, but in any case no later than 3 months following the Meeting.

5. Price or other consideration to be received for Shares and options

In consideration for the issue of the Shares and options to Andama Holdings the Company will receive 5,195,182 ordinary shares in De Grey Mining Limited (ASX code **DEG**).

6. Purpose of the issue and use of any funds raised

The Shares and options are being issued to Andama Holdings in order to acquire additional shares in DEG, which in the view of the Directors is consistent with the Company's strategic direction and will be value accretive to the Company.

Any funds raised through the exercise of options which results in payment of the exercise price to the Company will be used for normal working capital purposes.

7. Summary of other material terms of agreement between the Company and Andama Holdings

The agreement between the Company and Andama Holdings is:

- (a) subject to the Company obtaining all required approvals under the ASX Listing Rules and the Corporations Act on or before 30 June 2020, following which either party may terminate the agreement if those approvals have not been obtained; and
- (b) due for completion 5 business days following satisfaction or waiver of the above condition.

A complete copy of the agreement was attached to the substantial shareholder notice lodged by the Company with ASX in respect of its holdings in DEG, and was published on the ASX market announcements platform for the Company and for DEG on 19 March 2020.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

Resolution 2: Approval to issue Shares and options to Regal Funds Management Pty Ltd as trustee for Regal Emerging Companies Fund III

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring Shareholder approval. Accordingly, in order to preserve its placement capacity, the Company is seeking the approval of Shareholders for the purpose of ASX Listing Rule 7.1 for the issue of Shares and options to Regal Funds Management Pty Ltd as trustee for Regal Emerging Companies Fund III (**Regal**) on the terms set out in this Explanatory Memorandum.

In accordance with ASX Listing Rule 7.3, the Company provides the following details in relation to Resolution 2:

1. Name of person to be issued Shares and options

Regal Funds Management Pty Ltd as trustee for Regal Emerging Companies Fund III (**Regal**) (see the substantial holder notice published on the Company's ASX market announcements page on 3 March 2020 on behalf of Regal for more information about it and its ownership interest in the Company).

2. Number and class of securities to be issued

The Company proposes to issue the following securities to Regal:

- (a) 1,600,000 fully paid ordinary Shares, which will rank equally with the other fully paid ordinary Shares in the Company once issued; and
- (b) 800,000 options on the terms summarised in Appendix A.

3. Material terms of options

The options will be issued to Regal on the terms summarised in Appendix A.

4. Date by which Shares and options will be issued

The Company intends to issue the Shares and options the subject of Resolution 2 five business days following the conclusion of the Meeting, but in any case no later than 3 months following the Meeting.

5. Price or other consideration to be received for Shares and options

In consideration for the issue of the Shares and options to Regal the Company will receive 10,000,000 ordinary shares in De Grey Mining Limited (ASX code **DEG**).

6. Purpose of the issue and use of any funds raised

The Shares and options are being issued to Regal in order to acquire additional shares in DEG, which in the view of the Directors is consistent with the Company's strategic direction and will be value accretive to the Company.

Any funds raised through the exercise of options which results in payment of the exercise price to the Company will be used for normal working capital purposes.

7. Summary of other material terms of agreement between the Company and Regal

The agreement between the Company and Regal is:

- (a) subject to the Company obtaining all required approvals under the ASX Listing Rules and the Corporations Act on or before 30 June 2020, following which either party may terminate the agreement if those approvals have not been obtained; and
- (b) due for completion 5 business days following satisfaction or waiver of the above condition.

A complete copy of the agreement was attached to the substantial shareholder notice lodged by the Company with ASX in respect of its holdings in DEG, and was published on the ASX market announcements platform for the Company and for DEG on 19 March 2020.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3: Approval to issue Shares and options to Ginga Pty Ltd and Thirty Sixth Vilmar Pty Ltd

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring Shareholder approval. Accordingly, in order to preserve its placement capacity, the Company is seeking the approval of Shareholders for the purpose of ASX Listing Rule 7.1 for the issue of Shares and options to Ginga Pty Ltd (**Ginga**) and Thirty Sixth Vilmar Pty Ltd (**Thirty Sixth Vilmar**) on the terms set out in this Explanatory Memorandum.

Additionally, ASX Listing Rule 10.1 requires the Company to obtain approval to acquire or dispose of a substantial asset from or to a person who, at any time in the 6 months before the agreement, held a relevant interest in 10% or more of the Company's Shares, or an Associate of such persons.

Ginga and Thirty Sixth Vilmar are companies owned and controlled by Mr Thomas George Klinger and his Associates.

As previously disclosed in substantial shareholder notices for Ginga released to the market, by virtue of the ownership and control structure, both Thirty Sixth Vilmar and Ginga are Associates of each other. Accordingly, shares held by Thirty Sixth Vilmar are to be taken into account in assessing Ginga's relevant interests in Shares in the Company.

As at 5 May 2020:

- Ginga holds a relevant interest in approximately 13% of the Company's issued voting Shares; and
- Thirty Sixth Vilmar does not hold a relevant interest in any of the Company's issued voting Shares.

Resolution 3 is conditional upon the passing of Resolutions 1, 2, 4 and 5. Assuming each of these Resolutions set out in the notice of meeting accompanying this Explanatory Memorandum are passed, the total amount of Shares which will be held by Ginga and Thirty Sixth Vilmar collectively would amount to approximately 19% of the issued Shares in the Company on a fully diluted basis.

Accordingly, the Company is required to obtain Shareholder approval under ASX Listing Rule 10.1 for the issue of Shares and options to Ginga and Thirty Sixth Vilmar, and the acquisition of Shares in De Grey Mining Limited (ASX code **DEG**), on the terms set out in this Explanatory Memorandum.

Shareholders should note that while Ginga and Thirty Sixth Vilmar are both Associated with each other, neither Ginga or Thirty Sixth Vilmar is a related party of the Company, and accordingly Shareholder Approval is not required to be sought under ASX Listing Rule 10.11.

The Company also notes that due to the nature of the relationship between Ginga and Thirty Sixth Vilmar, the approval sought for the issue of Shares and options to these 2 parties is interconditional, in that if Resolution 3 is not approved, Shares and options will not be issued to either of these parties.

In accordance with ASX Listing Rules 7.3 and 10.5, the Company provides the following details in relation to Resolution 3:

1. Name of persons to be issued Shares and options

- (a) Ginga Pty Ltd; and
- (b) Thirty Sixth Vilmar Pty Ltd.

2. Category in ASX Listing Rule 10.1 Ginga and Thirty Sixth Vilmar fall into and why

As explained above, Ginga holds a relevant interest in more than 10% of the Shares in the Company. Ginga and Thirty Sixth Vilmar are both owned and controlled by Mr Klinger and his Associates. By virtue of that control, Ginga and Thirty Sixth Vilmar are Associates of each other.

Accordingly:

- (a) Ginga is a person who is a substantial holder in the Company for the purposes of Listing Rule 10.1.3;
- (b) and Thirty Sixth Vilmar is an Associate of a substantial holder in the Company, because it is an Associate of Ginga for the purposes of Listing Rule 10.1.5.

3. Number and class of securities to be issued

The Company proposes to issue the following securities:

Entity	Shares	Options
Ginga	2,657,174	1,328,587
Thirty Sixth Vilmar	1,453,760	726,880
TOTAL	4,110,934	2,055,467

4. Material terms of options

The options will be issued to Ginga and Thirty Sixth Vilmar on the terms summarised in Appendix A.

5. Date by which Shares and options will be issued/agreements completed

The Company intends to issue the Shares and options the subject of Resolution 3 five business days following the conclusion of the Meeting, but in any case no later than 3 months following the Meeting.

6. Price or other consideration to be received for Shares and options/details of asset being acquired

In consideration for the issue of the Shares and options to Ginga and Thirty Sixth Vilmar described in this Explanatory Memorandum the Company will receive:

- (a) 16,607,333 ordinary shares in DEG from Ginga; and
- (b) 9,086,000 ordinary shares in DEG from Thirty Sixth Vilmar.

7. Purpose of the issue and use of any funds raised

The shares and options are being issued to Ginga and Thirty Sixth Vilmar in order to acquire additional shares in DEG, which in the view of the Directors is consistent with the Company's strategic direction and will be value accretive to the Company.

Any funds raised through the exercise of options which results in payment of the exercise price to the Company will be used for normal working capital purposes.

8. Summary of other material terms of agreement between the Company and Ginga and the Company and Thirty Sixth Vilmar

Each agreement is:

- (a) subject to the Company obtaining all required approvals under the ASX Listing Rules and the Corporations Act on or before 30 June 2020, following which either party may terminate the agreement if those approvals have not been obtained; and
- (b) due for completion 5 business days following satisfaction or waiver of the above condition.

A complete copy of each agreement was attached to the substantial shareholder notice lodged by the Company with ASX in respect of its holdings in DEG, and was published on the ASX market announcements platform for the Company and for DEG on 19 March 2020.

9. Independent expert's report

The Company has obtained a report from an independent expert to determine whether the transaction the subject of Resolution 3 would be fair and reasonable to Shareholders.

The conclusion of the independent expert is that the transaction the subject of Resolution 3 is fair and reasonable to Shareholders.

A copy of the report accompanies this Explanatory Memorandum and can be found at Appendix D.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

Resolutions 4 and 5: Approval to issue Shares to:

- 1. Mutual Trust Pty Ltd, to be held on behalf of entities Associated with Mr Bruce Parncutt AO, a Director of the Company; and**
- 2. Resource Surveys Pty Ltd as trustee for the Resource Surveys Superannuation Fund, an entity Associated with Mr Eduard Eshuys, Executive Chairman of the Company**

The Company is seeking approval for the issue of:

- (a) 720,741 Shares in the Company, at an issue price of \$1.35 each to Mutual Trust Pty Ltd (**Mutual Trust**). Mutual Trust will hold these Shares on behalf of entities Associated with Mr Bruce Parncutt AO, subject to the terms of a custody agreement; and
- (b) 74,074 Shares in the Company, at an issue price of \$1.35 each to Resource Surveys Pty Ltd (**Resource Surveys**). Resource Surveys will hold these Shares on trust for the Resource Surveys Superannuation Fund.

Mr Eduard Eshuys has a relevant interest in more than 20% of the Shares in Resource Surveys, and accordingly has a relevant interest in all Shares held by Resource Surveys.

Mr Eshuys is also a beneficiary of the Resource Surveys Superannuation Fund.

The resolution is being put to allow Mr Parncutt and Mr Eshuys to participate in the broader placement of Shares that was announced to the ASX on 24 February 2020, at a price of \$1.35 per share.

Reason for seeking Shareholder approval

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a Financial Benefit to a Related Party of the public company unless providing the benefit falls within a prescribed exception to the general prohibition. Relevantly, there is an exception if the company first obtains the approval of its Shareholders in a general meeting in circumstances where certain requirements specified in Chapter 2E in relation to the convening of that meeting have been met.

A "Related Party" is defined widely in section 228 of the Corporations Act and includes, relevantly, a director (or proposed director) of a public company and any entity that is controlled by a director of the public company.

A "Financial Benefit" for the purposes of the Corporations Act is also defined widely. It includes the public company paying money or issuing securities to the Related Party.

Mr Bruce Parncutt AO is a Related Party and the proposed issue of Shares to Mutual Trust to be held on Mr Parncutt's behalf is a Financial Benefit.

Mr Eduard Eshuys is also a Related Party and the proposed issue of Shares to Resource Surveys to be held on trust for the Resource Surveys Superannuation Fund is a Financial Benefit.

Accordingly, the Company seeks Shareholder approval for the issue of the Shares to Mutual Trust under Chapter 2E of the Corporations Act.

Listing Rule 10.11

Listing Rule 10.11 requires that an entity must obtain the approval of Shareholders to issue securities to a Related Party and in doing so must provide the information specified in Listing Rule 10.13, unless an exception applies.

Listing Rule 7.1 prohibits a listed company, except in certain cases, from issuing in any 12-month period new Equity Securities equivalent in number to more than 15% of the total number of ordinary securities on issue at the beginning of the 12-month period without the prior approval of a majority of disinterested Shareholders, or the issue otherwise comes within one of the exceptions to Listing Rule 7.1.

However, under Listing Rule 7.2 (Exception 14), if approval is given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1. Therefore, the issue of the Shares to Mutual Trust under Resolution 4, and the issue of shares to Resource Surveys under Resolution 5, if passed, will not count towards the Company's 15% placement capacity under Listing Rule 7.1.

Resolutions 4 and 5, if passed, will involve the issue of Shares:

- (a) to be held on behalf of Mr Parncutt and his Associated entities; and
- (b) to be held on behalf of Mr Eshuys and his Associated entities,

being Related Parties of the Company.

Specific information – Sections 219(1)(a) and 219(1)(b) Corporations Act

For the purposes of Chapter 2E of the Corporations Act the following Related Party and benefit information is provided to Shareholders.

The Related Party to whom Resolution 4 would permit the Financial Benefit to be given pursuant to section 219(1)(a) Corporations Act is Mr Bruce Parncutt AO, who is an executive Director of the Company and therefore, a Related Party. The nature of the benefit pursuant to section 219(1)(b) Corporations Act for Mr Parncutt is 720,741 Shares in the Company.

The Related Party to whom Resolution 5 would permit the Financial Benefit to be given pursuant to section 219(1)(a) Corporations Act is Mr Eduard Eshuys, who is the Executive Chairman of the Company and therefore, a Related Party. The nature of the benefit pursuant to section 219(1)(b) Corporations Act for Mr Eduard Eshuys is 74,074 Shares in the Company.

Directors' Recommendations (section 219(1)(c))

The Directors (with Mr Bruce Parncutt AO abstaining) recommend that Shareholders vote in favour of Resolution 4, because the Directors (with the exception of Mr Parncutt) believe that by allowing Mr Parncutt to participate in the placement that was announced to ASX on 24 February 2020 will maintain the alignment of his interests with that of other Shareholders.

As Mr Bruce Parncutt AO is interested in the outcome of Resolution 4, he accordingly makes no recommendation to Shareholders in respect of this resolution.

The Directors (with Mr Eduard Eshuys abstaining) recommend that Shareholders vote in favour of Resolution 5, because the Directors (with the exception of Mr Eduard Eshuys) believe that allowing Mr Eshuys to participate in the placement that was announced to ASX on 24 February 2020 will maintain the alignment of his interests with that of other Shareholders.

As Mr Eduard Eshuys is interested in the outcome of Resolution 5, he accordingly makes no recommendation to Shareholders in respect of this resolution.

Director's interest (section 219(1)(d))

Mr Bruce Parncutt AO has a material personal interest in the outcome of Resolution 4 as it is proposed that Shares will be issued to Mutual Trust to be held on his behalf.

At 5 May 2020, Mr Bruce Parncutt AO had a relevant interest in:

- (a) 4,597,660 Shares in the Company;
- (b) 1,333,333 options, each exercisable over 1 ordinary Share in the Company at an exercise price of \$1.00, with an expiry date of 31 December 2021; and
- (c) 1,000,000 performance rights.

Mr Eduard Eshuys has a material personal interest in the outcome of Resolution 5 as it is proposed that Shares will be issued to Resource Surveys to be held on trust for a superannuation fund of which he is a beneficiary.

At 5 May 2020, Mr Eshuys had a relevant interest in:

- (a) 2,727,970 Shares in the Company;
- (b) 680,268 options, each exercisable over 1 ordinary Share in the Company at an exercise price of \$1.00, with an expiry date of 31 December 2021; and
- (c) 1,000,000 performance rights.

Valuation of Shares

The Company intends to apply for the Shares issued to Mutual Trust and Resource Surveys to be quoted on the ASX. The value of the Shares will be the prevailing market value at the time of their issue. The 1 month volume weighted average price for a Share on 19 February 2020 (which was the last time Shares in the company were traded prior to going into suspension pending the announcement of the placement which the Company is seeking approval for Mutual Trust and Resource Surveys to participate in) was \$1.46. This was \$0.11 higher than the price

at which the placement was made, and accordingly resulted in each shareholder who participated in that placement receiving the benefit of that premium.

The premium to be received by Mutual Trust from participating in the placement would be \$79,281.51 for the issue of the 720,741 Shares based on the 1 month volume weighted average price of a Share at 19 February 2020.

The premium to be received by Resource Surveys from participating in the placement would be \$8,148.14 for the issue of the 74,074 Shares based on the 1 month volume weighted average price of a Share at 19 February 2020.

Other information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors (section 219(1)(e) and 219(2))

There is no other information known to the Company or any of its Directors save and except as follows:

(a) Market price movements

The valuation noted above is based on the price of a Share of \$1.46 which is the 1 month volume weighted average price on 19 February 2020 (which was the last time Shares in the company were traded prior to going into suspension pending the announcement of the placement which the Company is seeking approval for Mutual Trust and Resource Surveys to participate in). There is a possibility that the market price of the Company's Shares will change up to the date of the Extraordinary General Meeting.

(b) Opportunity Costs

No opportunity costs and benefits will be foregone by the Company issuing the Shares. To the extent that the Shares are issued at a discount to market, this is considered to be more than offset by the advantages accruing from being able to make such a large placement in order to raise additional working capital for the Company.

The Company notes that the issue price was decided in conjunction with the Company's advisers, Bell Potter Securities Limited, who assisted with the placement, and that the price offered was the same for each party who participated in the placement.

(c) Dilutionary Effect and Directors' holdings

The effect that the issue of the Shares will have on the interests of Mr Bruce Parncutt AO and Mr Eduard Eshuys, relative to the interest of other Shareholders, is set out in the following tables. The tables assume no further issues of Shares in, or reconstruction of the capital of, the Company and do not take into account other issues of Shares the subject of resolutions contemplated in this Explanatory Memorandum which may dilute Mr Parncutt or Mr Eshuys' interests.

Tables showing dilution in Shareholding as a result of issue of Shares if approval is granted under Resolution 4

Prior to approval being granted

	Number of Shares	Percentage of Shares on issue
Shares currently on issue as at 5 May 2020	44,526,444	100.00%
Shares currently held by or on behalf of Mr Bruce Parncutt AO as at 5 May 2020	4,597,660	10.33%
Shares held by other Shareholders as at 5 May 2020	39,928,784	89.67%

If approval is granted to issue the Shares under Resolution 4

	Number of Shares	Percentage of Shares on issue
Shares on issue	45,247,185	100.00%
Shares held by or on behalf of Mr Bruce Parncutt AO	5,318,401	11.75%

Shares held by other Shareholders	39,928,784	88.25%
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If approval is granted to issue the Shares under Resolution 4, and performance rights under Resolution 6, and all options and performance rights held by or on behalf of Mr Bruce Parncutt AO are exercised

	Number of Shares	Percentage of Shares on issue
Shares on issue following issue of Shares and exercise of options and performance rights	48,580,518	100.00%
Shares held by or on behalf of Mr Bruce Parncutt AO	8,651,734	17.81%
Shares held by other Shareholders	39,928,784	82.19%

Note: Performance rights and options have been granted to a number of other parties pursuant to approvals granted at meetings held in 2018 and 2019. The above tables do not take into account other Shares that may be issued by the Company pursuant to those performance rights or exercise of options or otherwise.

Save as set out in this Explanatory Memorandum, the Directors are not aware of any other information that will be reasonably required by Shareholders to make a decision in relation to the benefits contemplated by Resolution 4.

Tables showing dilution in Shareholding as a result of issue of Shares if approval is granted under Resolution 5

Prior to approval being granted

	Number of Shares	Percentage of Shares on issue
Shares currently on issue as at 5 May 2020	44,526,444	100.00%
Shares currently held by or on behalf of Mr Eduard Eshuys as at 5 May 2020	2,727,970	6.13%
Shares held by other Shareholders as at 5 May 2020	41,798,474	93.87%

If approval is granted to issue the Shares under Resolution 5

	Number of Shares	Percentage of Shares on issue
Shares on issue	44,600,518	100.00%
Shares held by or on behalf of Mr Eduard Eshuys	2,802,044	6.28%
Shares held by other Shareholders	41,798,474	93.72%

If approval is granted to issue the Shares under Resolution 5, and performance rights under Resolution 7, and all options and performance rights held by or on behalf of Mr Eduard Eshuys are exercised

	Number of Shares	Percentage of Shares on issue
Shares on issue following issue of Shares and exercise of options and performance rights	47,680,786	100.00%
Shares held by or on behalf of Mr Eduard Eshuys	5,482,312	11.50%
Shares held by other Shareholders	42,198,474	88.50%

Note: Performance rights and options have been granted to a number of other parties pursuant to approval granted at meetings held in 2018 and 2019. The above tables do not take into account other Shares that may be issued by the Company pursuant to those performance rights or exercise of options or otherwise.

Save as set out in this Explanatory Memorandum, the Directors are not aware of any other information that will be reasonably required by Shareholders to make a decision in relation to the benefits contemplated by Resolution 5.

Specific information - Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided:-

- (a) The related party and category in Listing Rules 10.11.1-10.11.5 the person falls within:
 - (1) Under Resolution 4:

Mr Bruce Parncutt AO, who is a Director of the Company and accordingly a related party of the Company to whom an issue of securities requires approval under Listing Rule 10.11.1.
 - (2) Under Resolution 5:

Mr Eduard Eshuys, who is a Director and Executive Chairman of the Company and accordingly a related party of the Company to whom an issue of securities requires approval under Listing Rule 10.11.1
- (b) The securities to be issued:
 - (1) Under Resolution 4:

720,741 fully paid ordinary Shares in the Company.
 - (2) Under Resolution 5:

74,074 fully paid ordinary Shares in the Company
- (c) The Shares will, subject to Shareholder approval, be issued as soon as possible after the Extraordinary General Meeting but in any event within 1 month following the Meeting.
- (d) The Shares will be issued for \$1.35 per Share (being a total consideration of \$973,000.35 for the Shares issued under Resolution 4, and \$99,999.90 for the Shares issued under Resolution 5).
- (e) The funds raised from the issue of the Shares will be used for general working capital, costs of the issue and for completing further exploration activities that focus on the discovery of sediment hosted gold deposits in Australia.

Resolutions 6, 7 & 8: Approval to issue performance rights to Mr Bruce Parncutt AO, Mr Eduard Eshuys, and Ms Katina Law, Directors of the Company

The Company is seeking approval for the issue of Performance Rights to the Directors in accordance with Listing Rule 10.11 and Chapter 2E of the Corporations Act. As approval is being sought under Listing Rule 10.11, approval will not be required under Listing Rule 7.1. Specifically, shareholder approval is sought for the issue of:

- (a) up to a maximum of:
 - (1) 500,000 Series B Performance Rights; and
 - (2) 500,000 Series C Performance Rights,to Mr Bruce Parncutt AO, a Director of the Company; and
- (b) up to a maximum of:

(1) 500,000 Series B Performance Rights; and

(2) 500,000 Series C Performance Rights,

to Mr Eduard Eshuys, a Director and Executive Chairman of the Company; and

(c) up to a maximum of 100,000 Series B Performance Rights to Ms Katina Law, a Director of the Company.

The proposed terms of the Series B Performance Rights and the Series C Performance Rights are set out in Appendix B and C respectively. In summary:

(a) Each Series B Performance Right granted will be capable of being exercised into 1 fully paid ordinary Share only if:

(1) one of the following events occurs:

(A) the 1 month volume weighted average price of a Share on the ASX exceeds \$3.00 (subject to certain adjustments) per Share within the period from issue until 30 June 2022;

(B) On or before 30 June 2022 a takeover bid is made for the Company's Shares at a price or value which exceeds \$3.00 per Share (subject to certain adjustments) and the bidder confirms that the takeover bid is unconditional; or

(C) on or before 30 June 2022 a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company at a price or value which exceeds \$3.00 (subject to certain conditions) per Share and Shareholders approve the scheme resolution by the requisite majority; and

(2) Mr Parncutt, Mr Eshuys, or Ms Law, as applicable, continues to be a Director of the Company.

The Series B Performance Rights lapse on:

(3) 1 July 2022 if a relevant condition is not satisfied on or before 30 June 2022; or

(4) the date the Director ceases to be a Director if a relevant condition is not satisfied before that date; or

(5) 10 business days following the Director being given notice the relevant condition has been satisfied, if the Director has not elected to exercise the Series B Performance Rights within that time; or

(6) an earlier date in the event a takeover bid or scheme of arrangement for the Company is successful at a price or value less than or equal to \$3.00 (subject to certain adjustments).

The number of Shares that may be issued on exercise and the price for Shares required to meet the condition in (1) may be adjusted if there is a reorganisation of the Company's Share capital.

(b) Each Series C Performance Right granted will be capable of being exercised into 1 fully paid ordinary Share only if:

(1) one of the following events occurs:

(A) the 1 month volume weighted average price of a Share on the ASX exceeds \$4.00 (subject to certain adjustments) per Share within the period from issue until 30 June 2023 (**Market Condition**);

(B) On or before 30 June 2023 a takeover bid is made for the Company's Shares at a price or value which exceeds \$4.00 per Share (subject to certain adjustments) and the bidder confirms that the takeover bid is unconditional; or

(C) on or before 30 June 2023 a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company at a price or value which exceeds \$4.00 (subject to

certain conditions) per Share and Shareholders approve the scheme resolution by the requisite majority; and

- (2) Mr Parncutt or Mr Eshuys, as applicable, continues to be a Director of the Company.

The Series C Performance Rights lapse on:

- (3) 1 July 2023 if a relevant condition is not satisfied on or before 30 June 2023; or
- (4) the date the Director ceases to be a Director if a relevant condition is not satisfied before that date; or
- (5) 10 business days following the Director being given notice the relevant condition has been satisfied, if the Director has not elected to exercise the Series C Performance Rights within that time; or
- (6) an earlier date in the event a takeover bid or scheme of arrangement for the Company is successful at a price or value less than or equal to \$4.00 (subject to certain adjustments).

The number of Shares that may be issued on exercise and the price for Shares required to meet the condition in (1) may be adjusted if there is a reorganisation of the Company's Share capital.

Reason for seeking Shareholder approval

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a Financial Benefit to a Related Party of the public company unless providing the benefit falls within a prescribed exception to the general prohibition. Relevantly, there is an exception if the company first obtains the approval of its shareholders in a general meeting in circumstances where certain requirements specified in Chapter 2E in relation to the convening of that meeting have been met.

A "Related Party" is defined widely in section 228 of the Corporations Act and includes, relevantly, a director (or proposed director) of a public company and any entity that is controlled by a director of the public company.

A "Financial Benefit" for the purposes of the Corporations Act is also defined widely. It includes the public company paying money or issuing securities to the Related Party.

Each of Mr Bruce Parncutt AO, Mr Eduard Eshuys, and Ms Katina Law, as Directors of the Company, are a Related Party of the Company and the proposed issue of performance rights is a Financial Benefit.

Accordingly, the Company seeks Shareholder approval for the issue of the performance rights to Mr Bruce Parncutt AO, Mr Eduard Eshuys and Ms Katina Law under Chapter 2E Corporations Act.

Listing Rule 10.11

Listing Rule 10.11 requires that an entity must obtain the approval of shareholders to issue securities to a Related Party and in doing so must provide the information specified in Listing Rule 10.13, unless an exception applies.

Listing Rule 7.1 prohibits a listed company, except in certain cases, from issuing in any 12-month period new Equity Securities equivalent in number to more than 15% of the total number of ordinary securities on issue at the beginning of the 12-month period without the prior approval of a majority of disinterested shareholders, or the issue otherwise comes within one of the exceptions to Listing Rule 7.1.

However, under Listing Rule 7.2 (Exception 14), if approval is given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1. Therefore, the issue of the performance rights to Mr Bruce Parncutt AO under Resolution 6, Mr Eduard Eshuys under Resolution 7, and Ms Katina Law under Resolution 8, if passed, will not count towards the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 6, if passed, will involve the issue of performance rights to Mr Bruce Parncutt AO, a Related Party of the Company. Resolution 7, if passed, will involve the issue of performance rights to Mr Eduard Eshuys, a Related Party of the Company. Resolution 8, if passed, will involve the issue of performance rights to Ms Katina Law, a Related Party of the Company.

Specific information – Sections 219(1)(a) and 219(1)(b) Corporations Act

For the purposes of Chapter 2E of the Corporations Act the following Related Party and benefit information is provided to Shareholders:

- (a) **(Resolution 6)** The Related Party to whom Resolution 6 would permit the Financial Benefit to be given pursuant to section 219(1)(a) Corporations Act is Mr Bruce Parncutt AO who is a Director of the Company and, therefore, a Related Party. The nature of the benefit pursuant to section 219(1)(b) of the Corporations Act for Mr Parncutt is 500,000 Series B Performance Rights on the terms set out in Appendix B and 500,000 Series C Performance Rights on the terms set out in Appendix C.
- (b) **(Resolution 7)** The Related Party to whom Resolution 7 would permit the Financial Benefit to be given pursuant to section 219(1)(a) Corporations Act is Mr Eduard Eshuys who is a Director and Executive Chairman of the Company and, therefore, a Related Party. The nature of the benefit pursuant to section 219(1)(b) of the Corporations Act for Mr Eshuys is 500,000 Series B Performance Rights on the terms set out in Appendix B and 500,000 Series C Performance Rights on the terms set out in Appendix C.
- (c) **(Resolution 8)** The Related Party to whom Resolution 8 would permit the Financial Benefit to be given pursuant to section 219(1)(a) Corporations Act is Ms Katina Law who is a Director of the Company and, therefore, a Related Party. The nature of the benefit pursuant to section 219(1)(b) of the Corporations Act for Ms Law is 50,000 Series B Performance Rights on the terms set out in Appendix B.

Directors' Recommendations (section 219(1)(c))

- (a) **(Resolution 6)** The Directors (with Mr Bruce Parncutt AO abstaining) recommend that Shareholders vote in favour of Resolution 6. The Directors (with the exception of Mr Parncutt) have formed the view that Resolution 6 be put to the Shareholders for the following reasons:
 - (1) the grant of the performance rights as proposed to Mr Bruce Parncutt AO will provide him with reward and incentive for future services he will provide to the Company to further the progress of the Company;
 - (2) the performance rights are not intended as a substitute for salary or wages or as a means for compensation for past services rendered; and
 - (3) in the Company's circumstances as they existed as at the date of this Explanatory Memorandum, the Directors (with the exception of Mr Bruce Parncutt AO) considered that the incentive provided a cost effective and efficient incentive as opposed to alternative forms of incentives (e.g. cash bonuses, increased remuneration).

As Mr Bruce Parncutt AO is interested in the outcome of Resolution 6, he accordingly makes no recommendation to Shareholders in respect of this resolution.

- (b) **(Resolution 7)** The Directors (with Mr Eduard Eshuys abstaining) recommend that Shareholders vote in favour of Resolution 7. The Directors (with the exception of Mr Eshuys) have formed the view that Resolution 7 be put to the Shareholders for the following reasons:
 - (1) the grant of the performance rights as proposed to Mr Eshuys will provide him with reward and incentive for future services he will provide to the Company to further the progress of the Company;
 - (2) the performance rights are not intended as a substitute for salary or wages or as a means for compensation for past services rendered; and
 - (3) in the Company's circumstances as they existed as at the date of this Explanatory Memorandum, the Directors (with the exception of Mr Eshuys) considered that the incentive provided a cost effective and efficient incentive as opposed to alternative forms of incentives (e.g. cash bonuses, increased remuneration).

As Mr Eduard Eshuys is interested in the outcome of Resolution 8, he accordingly makes no recommendation to Shareholders in respect of this resolution.

- (c) (**Resolution 8**) The Directors (with Ms Katina Law abstaining) recommend that Shareholders vote in favour of Resolution 8. The Directors (with the exception of Ms Law) have formed the view that Resolution 8 be put to the Shareholders for the following reasons:
- (1) the grant of the performance rights as proposed to Ms Law will provide her with reward and incentive for future services he will provide to the Company to further the progress of the Company;
 - (2) the performance rights are not intended as a substitute for salary or wages or as a means for compensation for past services rendered; and
 - (3) in the Company's circumstances as they existed as at the date of this Explanatory Memorandum, the Directors (with the exception of Ms Law) considered that the incentive provided a cost effective and efficient incentive as opposed to alternative forms of incentives (e.g. cash bonuses, increased remuneration).

As Ms Law is interested in the outcome of Resolution 8, she accordingly makes no recommendation to Shareholders in respect of this resolution.

It must be recognised that there will be a potential opportunity cost to the Company from the issue of the performance rights to Mr Parncutt, Mr Eshuys, and Ms Law, as if the vesting conditions in the performance rights are met there will be a dilutionary impact on the voting power of the issued Shares in the Company on the exercise of the performance rights.

Director's interest and other remuneration (section 219(1)(d))

- (a) (**Resolution 6**) Mr Bruce Parncutt AO has a material personal interest in the outcome of Resolution 6 as it is proposed that performance rights will be issued to him.

Other than the performance rights proposed to be issued to Mr Bruce Parncutt AO pursuant to Resolution 6, Mr Parncutt currently receives \$200,000 per annum (plus superannuation) from the Company for his service as a Director.

At 5 May 2020, excluding the performance rights to be issued to Mr Bruce Parncutt AO pursuant to Resolution 6, Mr Parncutt holds a relevant interest in:

- (1) 4,597,660 Shares in the Company;
- (2) 1,333,333 options, each exercisable over 1 ordinary Share in the Company at an exercise price of \$1.00, with an expiry date of 31 December 2021; and
- (3) 1,000,000 performance rights issued on the terms set out in the notice of general meeting for the Company dated 2 August 2018.

- (b) (**Resolution 7**) Mr Eduard Eshuys has a material personal interest in the outcome of Resolution 7 as it is proposed that performance rights will be issued to him.

Other than the performance rights proposed to be issued to Mr Eduard Eshuys pursuant to Resolution 7, Mr Eshuys currently receives \$200,000 per annum (plus superannuation) from the Company for his service as Executive Chairman.

At 5 May 2020, excluding the performance rights to be issued to Mr Eduard Eshuys pursuant to Resolution 7, Mr Eshuys holds a relevant interest in:

- (1) 2,727,970 Shares in the Company;
- (2) 680,268 options, each exercisable over 1 ordinary Share in the Company at an exercise price of \$1.00, with an expiry date of 31 December 2021; and
- (3) 1,000,000 performance rights issued on the terms set out in the notice of general meeting for the Company dated 2 August 2018.

- (c) **(Resolution 8)** Ms Katina Law has a material personal interest in the outcome of Resolution 8 as it is proposed that performance rights will be issued to her.

Other than the performance rights proposed to be issued to Ms Law pursuant to Resolution 8, Ms Law currently receives \$65,000 per annum (plus superannuation) from the Company for her service as a non-executive Director.

As at 5 May 2020, excluding the performance rights to be issued to Ms Law pursuant to Resolution 8, Ms Law does not hold a relevant interest in any Shares in the Company.

Valuation of performance rights

The Series B and Series C Performance Rights are not currently (and will not be) quoted on the ASX and as such have no readily ascertainable market value. Each Series B and Series C Performance Right grants the holder on exercise of the performance right a right to 1 Share in the Company for no consideration. Accordingly, the performance rights may have a present value at the date of their grant, which will depend on the prevailing market price of a Share in the Company, and the likelihood of the vesting conditions being able to be satisfied.

As the Series B and Series C Performance Rights will not be quoted on the ASX and will not be tradeable, the market value of the performance rights cannot be readily determined from any sales data. The Company considers that an option pricing model is best suited and necessary for the purpose of giving Shareholders guidance in this Explanatory Memorandum as to the possible value of the performance rights to be issued.

Various factors may impact upon the value of the performance rights including:

- (a) the period outstanding before the expiry date of the performance rights;
- (b) the underlying price or value of the securities into which they may be converted;
- (c) the relevant conditions that are required to be met before the performance rights can be exercised;
- (d) the proportion of the issued capital as expanded consequent upon the exercise of the performance rights and the issue of the resultant Shares (i.e. whether or not the Shares that might be acquired upon exercise of the performance rights represent a controlling or other significant interest);
- (e) the vesting period and relevant conditions affecting the certainty of vesting; and
- (f) the value of the resultant Shares on the exercise of the performance rights.

There are various formulae which can be applied to determining the theoretical value of the performance rights under an option pricing model (including the formula known as the Black-Scholes Model valuation formula and the Monte Carlo simulation). For the purpose of giving Shareholders guidance in this Explanatory Memorandum as to the possible value of the performance rights, the Monte Carlo simulation valuation methodology was adopted by the Company and the Company has consequently engaged the valuations firm, Value Logic Pty Ltd, to provide a valuation report in accordance with AASB 2 Share Based Payments. A copy of the valuation report is included at Appendix E.

The value of a performance right calculated by the Monte Carlo simulation is a function of the relationship between a number of variables, being the price of the underlying Share at the time of issue, the exercise price, the time to expiry, the risk-free interest rate, the volatility of the Company's underlying Share price and expected dividends. Inherent in the application of the Monte Carlo simulation are a number of inputs, some of which must be assumed.

- (a) **(Series B Performance Rights)** The data relied upon in applying the Monte Carlo simulation in respect of the Series B Performance Rights for the purpose of this Explanatory Memorandum includes:
- (1) the exercise price of each performance right being nil;
 - (2) a grant date market price of Shares of \$2.20 (being the trading price of the Shares at close of trading on 17 April 2020 being the last day prior to the valuation being carried out);
 - (3) a volatility measure of 91.67%;

- (4) on or before 30 June 2022 the 1 month volume weighted average price of Shares on the ASX exceeds \$3.00 (subject to certain adjustments) per Share;
- (5) a risk-free interest rate of 0.25%; and
- (6) a dividend yield of 0%.

Based on this valuation of the Series B Performance rights, the value of a Series B Performance Right is \$1.7016, meaning the value of the Series B Performance Rights proposed to be issued to:

- (7) Mr Bruce Parncutt is \$850,800;
- (8) Mr Eduard Eshuys is \$850,800; and
- (9) Ms Katina Law is \$170,160.

- (b) **(Series C Performance Rights)** The data relied upon in applying the Monte Carlo simulation in respect of the Series C Performance Rights for the purpose of this Explanatory Memorandum includes:

- (1) the exercise price of each performance right being nil;
- (2) a grant date market price of Shares of \$2.20 (being the trading price of the Shares at close of trading on 17 April 2020 being the last day prior to the valuation being carried out);
- (3) a volatility measure of 91.67%;
- (4) on or before 30 June 2023 the 1 month volume weighted average price of Shares on the ASX exceeds \$4.00 (subject to certain adjustments) per Share;
- (5) a risk-free interest rate of 0.25%; and
- (6) a dividend yield of 0%.

Based on this valuation of the Series B Performance rights, the value of a Series C Performance Right is \$1.6920, meaning the value of the Series B Performance Rights proposed to be issued to:

- (7) Mr Bruce Parncutt is \$846,000; and
- (8) Mr Eduard Eshuys is \$846,000.

Other information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors (sections 219(1)(e) and 219(2))

There is no other information known to the Company or any of its Directors save and except as follows:

- (a) Market price movements

The performance rights valuation noted above is based on a market price per Share of \$2.20 being the trading price at close of trading on 17 April 2020 (which is the trading date immediately before the valuation was carried out). There is a possibility that the market price of the Company's Shares will change up to the date of the Meeting.

- (b) Trading history

In the 12 months prior to 20 April 2020, the Company's trading history is as follows:

- (1) the lowest trading price was \$0.59 on 20, 21 and 24 June 2019;

- (2) the highest trading price was \$2.25 on 17 April 2020; and
- (3) the volume weighted average price per Share over the 12-month period prior to 20 April 2020 was \$1.39.

The trading price of the Shares on the close of trading on 17 April 2020 (being the last day prior to the valuation being carried out) was \$2.20.

(c) Opportunity Costs

The opportunity costs and benefits foregone by the Company issuing the performance rights is the potentially dilutionary impact on the issued Share capital of the Company. To the extent that the dilutionary impact caused by the issue of the performance rights will be detrimental to the Company, this is considered to be more than offset by the advantages accruing from the Company securing the services of experienced and skilled directors on appropriate incentive terms.

(d) Taxation Consequences

No stamp duty will be payable in respect of the grant of the performance rights. No GST will be payable by the Company in respect of the grant of the performance rights (or if it is then it will be recoverable as an input credit).

AASB 2 – Share Based Payment, requires that reporting entities must recognise services acquired in a share-based payment transaction as the services are received. The issue of performance rights is in return for services provided to the Company and therefore these services are to be recognised.

The value of the services acquired by the Company are to be measured at the fair value of the equity instrument granted, where fair value of the services provided cannot be estimated reliably. As the issue of performance rights is in consideration for future services, the fair value of the services cannot be reliably measured. As such, the value of the performance rights to be issued needs to be used as the reliable measurement of the services provided.

(e) Dilutionary Effect and Director's holdings

The effect that the vesting of the Series B Performance Rights and the Series C Performance Rights will have on the interests of the Directors, relative to other members' interests, is set out in the following table. The table assumes no further issues of Shares in, or reconstruction of the capital of, the Company during the time between issue and exercise of the performance rights.

	Mr Eduard Eshuys	Mr Bruce Parncutt AO	Ms Katina Law
The total number of Shares on issue in the capital of the Company at 5 May 2020	44,526,444	44,526,444	44,526,444
Shares currently held by Director at 5 May 2020	2,727,970	4,597,660	0
% of Shares currently held by Director at 5 May 2020	6.13%	10.33%	0%
Performance rights to be issued under the notice of meeting	1,000,000	1,000,000	100,000

Existing performance rights held by Director at 5 May 2020	1,000,000	1,000,000	Nil
Existing options held by Director at 5 May 2020	680,268	1,333,333	Nil
Shares that will be on issue in the capital of the Company following the vesting of all performance rights and exercise of all options held by Director	47,206,712	47,859,777	44,626,544
Shares that will be held following the vesting of all performance rights and exercise of all options held by Director	5,408,238	7,930,993	100,000
% of Shares that would be held assuming no other Performance Rights vested or Options were exercised	11.46%	16.57%	0.22%

Note: Performance rights and options have been granted to a number of other parties pursuant to approval granted at meetings held in 2018 and 2019. The above table does not take into account other Shares that may be issued by the Company, pursuant to those performance rights or exercise of options or otherwise (including under Resolutions 4 and 5). The notes to Resolutions 4 and 5 set out in this Explanatory Memorandum set out the effect on control of the Company of those Resolutions being passed, including the cumulative effect of the passing of those Resolutions and Resolutions 6 and 7.

Save as set out in this Explanatory Memorandum, the Directors are not aware of any other information that will be reasonably required by Shareholders to make a decision in relation to the benefits contemplated by Resolution 6, Resolution 7, or Resolution 8.

Specific information - Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided:-

- (a) The related party and category in Listing Rules 10.11.1-10.11.5 the person falls within:
- (1) **(Resolution 6)** Mr Bruce Parncutt AO, who is a Director of the Company and accordingly a Related Party of the Company to whom an issue of securities requires approval under Listing Rule 10.11.1.
 - (2) **(Resolution 7)** Mr Eduard Eshuys, who is a Director and Executive Chairman of the Company and accordingly a Related Party of the Company to whom an issue of securities requires approval under Listing Rule 10.11.1.

- (3) **(Resolution 8)** Ms Katina Law, who is a Director of the Company and accordingly a Related Party of the Company to whom an issue of securities requires approval under Listing Rule 10.11.1.
- (b) The securities to be issued:
 - (1) **(Resolution 6)** 500,000 Series B Performance Rights and 500,000 Series C Performance Rights.
 - (2) **(Resolution 7)** 500,000 Series B Performance Rights and 500,000 Series C Performance Rights.
 - (3) **(Resolution 8)** 50,000 Series B Performance Rights.
- (c) The performance rights will, subject to Shareholder approval, be issued as soon as possible after the Extraordinary General Meeting but in any event within 1 month following the Meeting.
- (d) The Series B Performance Rights will be issued for nil consideration and expire on the earlier of:
 - (1) 1 July 2022 if a Conversion Trigger (as defined in Appendix B) has not occurred by that date;
 - (2) the date the Director ceases to be a Director if a Conversion Trigger has not occurred before that date;
 - (3) an earlier date in the event of a takeover bid or scheme of arrangement for the Company is successful at a price equal to or less than \$3.00 (subject to certain adjustments);
 - (4) 10 business days after receiving a notice that a Conversion Trigger has occurred, and not electing to exercise the performance right.
- (e) The Series C Performance Rights will be issued for nil consideration and expire on the earlier of:
 - (1) 1 July 2023 if a Conversion Trigger (as defined in Appendix C) has not occurred by that date;
 - (2) the date the Director ceases to be a Director if a Conversion Trigger has not occurred before that date;
 - (3) an earlier date in the event of a takeover bid or scheme of arrangement for the Company is successful at a price equal to or less than \$4.00 (subject to certain adjustments);
 - (4) 10 business days after receiving a notice that a Conversion Trigger has occurred, and not electing to exercise the performance right.

There are no funds being raised by the issue of the performance rights.

Resolutions 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20: Issue of Series B Performance Rights to consultants and employees pursuant to Listing Rule 7.1 and for all other purposes.

The purpose of Resolutions 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19 and 20 is for Shareholders to approve, pursuant to Listing Rule 7.1 and for all other purposes, the issue of:

- (a) 250,000 Series B Performance Rights to the Chief Operating Officer or Chief Executive Officer of the Company;
- (b) 150,000 Series B Performance Rights to Ms Cindie Jupp who is a consultant of the Company contracted through Lion Capital Management Pty Ltd to provide chief financial officer services to the Company. While Lion Capital Management Pty Ltd is an entity controlled by Director, Mr Bruce Parncutt AO, the Company does not consider that Ms Cindie Jupp is a Related Party of the Company;
- (c) 75,000 Series B Performance Rights to Mr David Hamlyn, the General Manager of Exploration for the Company and a current employee of the Company;
- (d) 50,000 Series B Performance Rights to Mr Gregory Marks who is a consultant of the Company contracted through Lion Capital Management Pty Ltd to provide investment analyst services to the Company. Again,

while Lion Capital Management Pty Ltd is an entity controlled by Director, Mr Bruce Parncutt AO, the Company does not consider that Mr Gregory Marks is a related party of the Company;

- (e) 50,000 Series B Performance Rights to Ms Chloe Augustes, who is a consultant of the Company contracted through Lion Capital Management Pty Ltd to provide executive assistant services to the Company. Again, while Lion Capital Management Pty Ltd is an entity controlled by Director, Mr Bruce Parncutt AO, the Company does not consider that Ms Chloe Augustes is a related party of the Company;
- (f) 25,000 Series B Performance Rights each to Ms Naomi Taylor and Ms Stephanie Connell, who are each administration geologists and current employees of the Company; and
- (g) 25,000 Series B Performance Rights each to Mr Fergus Jockel, Professor Ross Large, Dr Stuart Bull, Mr Barry Bourne and Dr Neil Phillips, who are the exploration research consultants retained by the Company,

each for nil consideration.

The Board's objective for the issue of Series B Performance Rights to the consultants and employees is to ensure that the Company retains the continued services of well-regarded and qualified research geologists and other professional advisers on the Company's projects as well as rewarding those persons for their continued efforts.

Subject to the satisfaction of the certain conditions detailed below, each of the above recipients will receive 1 Share for each Series B Performance Right granted to them. The full terms and conditions of the Series B Performance Rights are outlined in Appendix B to this Explanatory Memorandum.

Each Series B Performance Right granted to the persons specified above will be capable of being exercised into 1 fully paid ordinary share only if:

- (a) one of the following events occurs:
 - (1) the 1 month volume weighted average price of a Share on the ASX exceeds \$3.00 (subject to certain adjustments) per Share within the period from issue until 30 June 2022;
 - (2) On or before 30 June 2022 a takeover bid is made for the Company's Shares at a price or value which exceeds \$3.00 per Share (subject to certain adjustments) and the bidder confirms that the takeover bid is unconditional; or
 - (3) on or before 30 June 2022 a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company at a price or value which exceeds \$3.00 (subject to certain conditions) per Share and Shareholders approve the scheme resolution by the requisite majority; and
- (b) in the case of:
 - (1) Ms Jupp, Mr Marks or Ms Augustes, as applicable continues to be engaged to consult to the Company in any capacity;
 - (2) the Chief Operating Officer, Chief Executive Officer, Mr Hamlyn, Ms Taylor or Ms Connell as applicable remains employed by the Company; and
 - (3) Mr Fergus Jockel, Professor Ross Large, Dr Stuart Ball, Mr Barry Bourne and Dr Neil Phillips, the consultant has been available for consulting work for at least nine days in each 3 month period from 30 June 2020 until the conditions in (a) are satisfied.

The Series B Performance Rights lapse on:

- (c) 1 July 2022 if a relevant condition is not satisfied on or before 30 June 2022; or
- (d) in the case of Ms Jupp, Mr Marks or Ms Augustes, the date the recipient ceases to be engaged to consult to the Company in any capacity;
- (e) in the case of the Chief Operating Officer, Chief Executive Officer, Mr Hamlyn, Ms Taylor or Ms Connell, the date the recipient ceases to be employed by the Company;

- (f) in the case of Mr Fergus Jockel, Professor Ross Large, Dr Stuart Ball, Mr Barry Bourne and Dr Neil Phillips the first day of the following 3 month period if the consultant has not been available for at least nine days consulting in the previous 3 month period, or available to the Company as appropriate if a relevant condition is not satisfied before that date;
- (g) 10 business days following the recipient being given notice the relevant condition has been satisfied, if the Director has not elected to exercise the Series B Performance Rights within that time; or
- (h) an earlier date in the event a takeover bid or scheme of arrangement for the Company is successful at a price or value less than or equal to \$3.00 (subject to certain adjustments).

The number of Shares that may be issued on exercise and the price for Shares required to meet the condition in (a) may be adjusted if there is a reorganisation of the Company's Share capital.

Resolution 9

The Company is currently undertaking a search for an appropriately qualified and suitable person to take on the role of Chief Operating Officer or Chief Executive Officer of the Company.

The purpose of Resolution 9 is for shareholders to approve, pursuant to Listing Rule 7.1 and for all other purposes, the issue of 250,000 Series B Performance Rights for nil consideration to the successful candidate (if a candidate is appointed to either the role of Chief Operating Officer or Chief Executive Officer of the Company) to encourage them in their efforts as Chief Operating Officer or Chief Executive Officer of the Company as applicable.

If no appointment is made in the 3 months following any approval, then no issue will be made under Resolution 9.

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

Persons to whom securities are proposed to be issued	The Chief Operating Officer or Chief Executive Officer as applicable.
Maximum number of securities to be issued	250,000 Series B Performance Rights.
Date by which the Company will issue the securities	The Series B Performance Rights will not be issued later than 3 months from the date of the Meeting.
Minimum issue price of the securities	\$ Nil
Terms of issue	The terms of issue are set out in Appendix B.
Use of funds	No funds are raised from the issue of the Series B Performance Rights.

Directors' Recommendation

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

Resolution 10

The purpose of Resolution 10 is for shareholders to approve, pursuant to Listing Rule 7.1 and for all other purposes, the issue of 150,000 Series B Performance Rights for nil consideration to Ms Cindie Jupp, who is a consultant of the Company contracted through Lion Capital Management Pty Ltd to provide chief financial officer services to the Company, to reward her for her service to the Company.

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

Persons to whom securities are proposed to be issued	Ms Cindie Jupp
Maximum number of securities to be issued	150,000 Series B Performance Rights.

Date by which the Company will issue the securities	The Series B Performance Rights are expected to be issued on or before 30 June 2020 however, in any event will not be issued later than 3 months from the date of the Meeting.
Minimum issue price of the securities	\$ Nil
Terms of issue	The terms of issue are set out in Appendix B.
Use of funds	No funds are raised from the issue of the Series B Performance Rights.

Directors' Recommendation

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

Resolution 11

The purpose of Resolution 11 is for shareholders to approve, pursuant to Listing Rule 7.1 and for all other purposes, the issue of 75,000 Series B Performance Rights for nil consideration to Mr David Hamlyn, to reward him for his continued efforts as General Manager of Exploration for the Company.

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

Persons to whom securities are proposed to be issued	Mr David Hamlyn
Maximum number of securities to be issued	75,000 Series B Performance Rights.
Date by which the Company will issue the securities	The Series B Performance Rights are expected to be issued on or before 30 June 2020 however, in any event will not be issued later than 3 months from the date of the Meeting.
Minimum issue price of the securities	\$ Nil
Terms of issue	The terms of issue are set out in Appendix B.
Use of funds	No funds are raised from the issue of the Series B Performance Rights.

Directors' Recommendation

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

Resolution 12

The purpose of Resolution 12 is for shareholders to approve, pursuant to Listing Rule 7.1 and for all other purposes, the issue of 50,000 Series B Performance Rights for nil consideration to Mr Gregory Marks, to reward him for providing services to the Company.

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

Persons to whom securities are proposed to be issued	Mr Gregory Marks
Maximum number of securities to be issued	50,000 Series B Performance Rights.
Date by which the Company will issue the securities	The Series B Performance Rights are expected to be issued on or before 30 June 2020 however, in any event will not be issued later than 3 months from the date of the Meeting.
Minimum issue price of the securities	\$ Nil
Terms of issue	The terms of issue are set out in Appendix B.

Use of funds	No funds are raised from the issue of the Series B Performance Rights.
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Directors' Recommendation

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

Resolution 13

The purpose of Resolution 9 is for shareholders to approve, pursuant to Listing Rule 7.1 and for all other purposes, the issue of 250,000 Series B Performance Rights for nil consideration to Ms Chloe Augustes, to reward her for providing services to the Company.

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

Persons to whom securities are proposed to be issued	Ms Chloe Augustes
Maximum number of securities to be issued	50,000 Series B Performance Rights.
Date by which the Company will issue the securities	The Series B Performance Rights are expected to be issued on or before 30 June 2020 however, in any event will not be issued later than 3 months from the date of the Meeting.
Minimum issue price of the securities	\$ Nil
Terms of issue	The terms of issue are set out in Appendix B.
Use of funds	No funds are raised from the issue of the Series B Performance Rights.

Directors' Recommendation

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

Resolution 14

The purpose of Resolution 14 is for shareholders to approve, pursuant to Listing Rule 7.1 and for all other purposes, the issue of 25,000 Series B Performance Rights for nil consideration to Ms Naomi Taylor, to reward her for her continued efforts as an Administration Geologist of the Company.

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

Persons to whom securities are proposed to be issued	Ms Naomi Taylor
Maximum number of securities to be issued	25,000 Series B Performance Rights.
Date by which the Company will issue the securities	The Series B Performance Rights are expected to be issued on or before 30 June 2020 however, in any event will not be issued later than 3 months from the date of the Meeting.
Minimum issue price of the securities	\$ Nil
Terms of issue	The terms of issue are set out in Appendix B.
Use of funds	No funds are raised from the issue of the Series B Performance Rights.

Directors' Recommendation

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

Resolution 15

The purpose of Resolution 15 is for shareholders to approve, pursuant to Listing Rule 7.1 and for all other purposes, the issue of 25,000 Series B Performance Rights for nil consideration to Ms Stephanie Connell, to reward her for her continued efforts as an Administration Geologist of the Company.

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

Persons to whom securities are proposed to be issued	Ms Naomi Taylor
Maximum number of securities to be issued	25,000 Series B Performance Rights.
Date by which the Company will issue the securities	The Series B Performance Rights are expected to be issued on or before 30 June 2020 however, in any event will not be issued later than 3 months from the date of the Meeting.
Minimum issue price of the securities	\$ Nil
Terms of issue	The terms of issue are set out in Appendix B.
Use of funds	No funds are raised from the issue of the Series B Performance Rights.

Directors' Recommendation

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

Resolution 16

The purpose of Resolution 16 is for shareholders to approve, pursuant to Listing Rule 7.1 and for all other purposes, the issue of 25,000 Series B Performance Rights for nil consideration to Mr Fergus Jockel, as part of his consideration for providing exploration consulting services to the Company.

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

Persons to whom securities are proposed to be issued	Mr Fergus Jockel
Maximum number of securities to be issued	25,000 Series B Performance Rights.
Date by which the Company will issue the securities	The Series B Performance Rights are expected to be issued on or before 30 June 2020 however, in any event will not be issued later than 3 months from the date of the Meeting.
Minimum issue price of the securities	\$ Nil
Terms of issue	The terms of issue are set out in Appendix B.
Use of funds	No funds are raised from the issue of the Series B Performance Rights.

Directors' Recommendation

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

Resolution 17

The purpose of Resolution 17 is for shareholders to approve, pursuant to Listing Rule 7.1 and for all other purposes, the issue of 25,000 Series B Performance Rights for nil consideration to Professor Ross Large as part of his consideration for providing exploration consulting services to the Company.

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

Persons to whom securities are proposed to be issued	Professor Ross Large
Maximum number of securities to be issued	25,000 Series B Performance Rights.
Date by which the Company will issue the securities	The Series B Performance Rights are expected to be issued on or before 30 June 2020 however, in any event will not be issued later than 3 months from the date of the Meeting.
Minimum issue price of the securities	\$ Nil
Terms of issue	The terms of issue are set out in Appendix B.
Use of funds	No funds are raised from the issue of the Series B Performance Rights.

Directors' Recommendation

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

Resolution 18

The purpose of Resolution 18 is for shareholders to approve, pursuant to Listing Rule 7.1 and for all other purposes, the issue of 25,000 Series B Performance Rights for nil consideration to Dr Stuart Bull as part of his consideration for providing exploration consulting services to the Company.

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

Persons to whom securities are proposed to be issued	Dr Stuart Bull
Maximum number of securities to be issued	25,000 Series B Performance Rights.
Date by which the Company will issue the securities	The Series B Performance Rights are expected to be issued on or before 30 June 2020 however, in any event will not be issued later than 3 months from the date of the Meeting.
Minimum issue price of the securities	\$ Nil
Terms of issue	The terms of issue are set out in Appendix B.
Use of funds	No funds are raised from the issue of the Series B Performance Rights.

Directors' Recommendation

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

Resolution 19

The purpose of Resolution 19 is for shareholders to approve, pursuant to Listing Rule 7.1 and for all other purposes, the issue of 25,000 Series B Performance Rights for nil consideration to Mr Barry Bourne as part of his consideration for providing exploration consulting services to the Company.

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

Persons to whom securities are proposed to be issued	Mr Barry Bourne
Maximum number of securities to be issued	25,000 Series B Performance Rights.
Date by which the Company will issue the securities	The Series B Performance Rights are expected to be issued on or before 30 June 2020 however, in any event will not be issued later than 3 months from the date of the Meeting.
Minimum issue price of the securities	\$ Nil
Terms of issue	The terms of issue are set out in Appendix B.
Use of funds	No funds are raised from the issue of the Series B Performance Rights.

Directors' Recommendation

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

Resolution 20

The purpose of Resolution 20 is for shareholders to approve, pursuant to Listing Rule 7.1 and for all other purposes, the issue of 25,000 Series B Performance Rights for nil consideration to Dr Neil Phillips as part of his consideration for providing exploration consulting services to the Company.

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

Persons to whom securities are proposed to be issued	Dr Neil Phillips
Maximum number of securities to be issued	25,000 Series B Performance Rights.
Date by which the Company will issue the securities	The Series B Performance Rights are expected to be issued on or before 30 June 2020 however, in any event will not be issued later than 3 months from the date of the Meeting.
Minimum issue price of the securities	\$ Nil
Terms of issue	The terms of issue are set out in Appendix B.
Use of funds	No funds are raised from the issue of the Series B Performance Rights.

Directors' Recommendation

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

Resolution 21: Approval of issue of 7,121,111 placement Shares issued under a placement undertaken on 28 February 2020

The Company recently undertook a placement offer of ordinary Shares to sophisticated investors, professional investors and others such that disclosure was not required under part 6D.2 of the Corporations Act.

Pursuant to the placement offer, the Company issued 7,121,111 ordinary Shares in the Company to sophisticated and professional investors who are clients of independent advisory firm Bell Potter Securities Limited on 28 February 2020. As a consequence, the total number of issued Shares in the Company increased by approximately 20.17% from 35,307,014 ordinary Shares to 42,428,125 ordinary Shares. The Shares were issued as fully paid ordinary Shares, ranking equally with all other fully paid ordinary Shares in the Company then on issue.

All of the Shares issued under the placement offer were issued for \$1.35 each, raising approximately \$9,613,499.85. The funds raised from the placement will be used to provide additional working capital to the Company to assist its future growth and market activity.

Listing Rule 7.4 of the ASX Listing Rules states that an issue of shares made without shareholder approval under Listing Rule 7.1, such as the issue of Shares under the placement offer, is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue of Shares did not breach Listing Rule 7.1 and Shareholders subsequently approve it.

The Shares issued under the placement were issued using the remainder of the Company's existing 15% placement capacity under Listing Rule 7.1 and the Company's additional 10% placement capacity under Listing Rule 7.1A which was approved at the last annual general meeting of the Company.

Under the placement:

- 5,279,454 Shares were issued under the Company's remaining placement capacity under Listing Rule 7.1; and
- 1,841,657 Shares were issued under the Company's additional placement capacity under Listing Rule 7.1A.

If Resolution 21 is passed, the approval of Shareholders to the issue of Shares pursuant to the placement offer will be obtained for the purpose of Listing Rule 7.4. The Company will then have the flexibility to issue:

- additional equity securities in the next 12 months of up to 15% of the ordinary Shares in the Company currently on issue, including those issued under the placement offer, plus any other Shares issued with Shareholder approval under Listing Rule 7.1 (once they are issued); and
- additional equity securities of up to 10% of the ordinary Shares in the Company under the approval previously obtained for the purposes of 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 21:

Person to whom Shares were issued	Number of Shares issued	Total price paid
Cairnglen Investments Pty Ltd as trustee for the Woodford Superfund	555,555	\$749,999.25
Cairnglen Investments Pty Ltd	185,186	\$250,001.10
Costa Asset Management Pty Ltd as trustee for the Costa Asset Management Unit Trust	370,370	\$499,999.50
Andama Holdings Pty Ltd as trustee for the J & M Barlow Pension Fund	370,370	\$499,999.50
Stanhope Investments Pty Ltd	185,185	\$249,999.75
Filekeel Pty Ltd	74,074	\$99,999.90
B&D Buckland as trustees for Bridon Superfund	20,000	\$27,000.00
Avitwo Pty Ltd as trustee for P F Young Family Trust	370,370	\$499,999.50
Ginga Pty Ltd	740,741	\$1,000,000.35

Caroline House Superannuation Fund Pty Ltd	148,148	\$199,999.80
Mr James Peter Allchurch	14,148	\$19,099.80
Volute Pty Ltd	18,519	\$25,000.65
Swancave Pty Ltd	37,038	\$50,001.30
Bellarine Gold Pty Ltd	50,000	\$67,500.00
Remlap Investments Pty Ltd	74,000	\$99,900.00
Valtellina Properties Pty Ltd	370,370	\$499,999.50
CS Third Nominees Pty Limited	370,370	\$499,999.50
HSBC Custody Nominees	500,000	\$675,000.00
Merrill Lynch (Australia)	2,666,667	\$3,600,000.45

If Resolution 21 is not approved, the Company's ability to raise additional equity funds over the next 12 months without reference to shareholders will be restricted.

Resolution 22: Increase of limit of remuneration pool for Directors

Under rule 13.3 of the Company's constitution, Directors are to be paid out of the funds of the Company as remuneration for their services as Directors, such sum accruing from day to day as the Company in general meeting determines to be divided among them in such proportion and manner as they agree or in default of agreement equally.

Further, Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of ordinary securities.

Prior to the initial public offering of shares in the Company, and the inclusion of the Company in the official list of the ASX in 2007, the Company's members set the limit of director remuneration to a pool of \$250,000.

In the view of the Directors, considering the current state of the Company's business and its increased trajectory, in order to be able to attract appropriately qualified directors to the board the total remuneration pool that the Company is able to pay its directors needs to be increased.

Accordingly, the Directors are seeking Shareholder approval to increase the total director remuneration pool to \$750,000 – which is inclusive of both executive and non-executive director remuneration.

This pool does not include other incentives granted to directors with Shareholder approval, such as options, performance rights or other equity based remuneration.

Specific information required to be included for the purposes of Listing Rule 10.17

(a) Amount of the increase

\$500,000

(b) Maximum amount of directors fees that may be paid to all of the entity's non-executive directors

\$750,000

- (c) Details of securities issued to all directors under listing rules 10.11 or 10.14 with the approval of Shareholders in the preceding 3 years

Director	Securities issued	Date
Mr Eduard Eshuys (Executive Chairman)	1,000,000 performance rights	27 September 2018
Mr Michael Ilett ¹	250,000 performance rights	27 September 2018
Mr Bruce Parncutt AO (Executive Director)	1,000,000 performance rights 163,208 shares at an issue price of \$0.75 per share and 163,068 attaching options ²	27 September 2018 27 September 2018
Mr Ross Hutton (Non-executive Director)	250,000 performance rights	27 September 2018

Resolution 23: Variation to terms of performance rights issued to Mr Michael Ilett a Director of the Company, pursuant to shareholder approval granted 27 September 2018

On 27 September 2018, Shareholders approved an issue of 250,000 performance rights to Mr Michael Ilett (the **2018 Performance Rights**).

The terms of the 2018 Performance Rights are set out in Appendix A to the notice of general meeting of the Company dated 2 August 2018. One of those terms is that if the 2018 Performance Rights have not converted by the Expiry Date, they lapse. The Expiry Date is defined to include the date on which the holder of the 2018 Performance Rights ceases to be a Director of the Company.

Mr Ilett has retired as a Director, effective 31 August 2020.

Mr Ilett has been engaged by the Company since 5 April 2007 in various roles, including as former chief financial officer, company secretary (from his appointment through to 31 August 2018), executive director (from 20 July 2015 until 31 August 2018), and has most recently served as a non-executive director of the Company since 31 August 2018.

Accordingly, in recognition of the years of service Mr Ilett has given the Company, the Directors seek Shareholder approval to vary the terms of the 2018 Performance Rights granted to Mr Ilett, so that they do not expire on his retirement as a Director of the Company. The terms of the 2018 Performance Rights will otherwise remain unchanged.

A summary of the terms of the 2018 Performance Rights following the proposed amendment is set out below:

Each 2018 Performance Right will be capable of being exercised into one fully paid ordinary share only if one of the following events occurs:

- (a) on or before 31 July 2021 the 90 day volume weighted average price of Shares on the ASX exceeds \$2.00 (subject to certain adjustments) per Share;

¹ Mr Ilett is currently a non-executive Director, however at the time these securities were issued an approval granted, he was an executive Director and company secretary for the Company.

² These securities were issued to Lion Nominees Pty Ltd, an entity in which Mr Parncutt has a substantial interest.

- (b) on or before 31 July 2021 a takeover bid is made for the Shares at a price or value which exceeds \$2.00 (subject to certain adjustments) and the bidder confirms that the takeover bid is unconditional; or
- (c) on or before 31 July 2021 a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company at a price or value which exceeds \$2.00 (subject to certain conditions) per Share and Shareholders approve the scheme resolution by the requisite majority.

The Performance Rights lapse on:

- (a) 1 August 2021 if a relevant condition is not satisfied on or before 31 July 2021; or
- (b) 10 business days following the Company notifying Mr Ilett that a relevant condition has been satisfied if the Performance Rights are not exercised in that time; or
- (c) an earlier date in the event a takeover bid or scheme of arrangement for the Company is successful at a price or value less than or equal to \$2.00 (subject to certain adjustments).

Reason for seeking Shareholder approval

Section 200B of the Corporations Act

Section 200B of the Corporations Act prohibits a company from giving a person who, in the last 3 years has held a managerial or executive office in the company, a benefit in connection with their retirement from an office or position of employment in the company, without member approval.

Mr Ilett, as a former executive Director and company secretary, and current non-executive Director has held, and still holds, a managerial or executive office in the Company for the purposes of the Corporations Act.

If Shareholder approval is granted under Resolution 23, the effect will be that Mr Ilett would be able to keep the 2018 Performance Rights upon his retirement as a Director of the Company. Accordingly, this is a benefit that would potentially be connected with Mr Ilett's retirement from an office or position of employment with the Company and so the Company seeks Shareholder approval for the purposes of section 200B.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a Financial Benefit to a Related Party of the public company unless providing the benefit falls within a prescribed exception to the general prohibition. Relevantly, there is an exception if the company first obtains the approval of its shareholders in a general meeting in circumstances where certain requirements specified in Chapter 2E in relation to the convening of that meeting have been met.

A "Related Party" is defined widely in section 228 of the Corporations Act and includes, relevantly, a director (or proposed director) of a public company and any entity that is controlled by a director of the public company.

A "Financial Benefit" for the purposes of the Corporations Act is also defined widely. It includes the public company paying money or issuing securities to the Related Party.

Mr Michael Ilett, as a Director of the Company, is a Related Party and the proposed variation of the terms of the 2018 Performance Rights is a Financial Benefit.

Accordingly, the Company seeks Shareholder approval for the proposed variation of the terms of the 2018 Performance Rights under Chapter 2E Corporations Act.

Listing Rule 10.11

Listing Rule 10.11 requires that an entity must obtain the approval of shareholders to issue securities to a Related Party and in doing so must provide the information specified in Listing Rule 10.13, unless an exception applies.

Listing Rule 7.1 prohibits a listed company, except in certain cases, from issuing in any 12-month period new Equity Securities equivalent in number to more than 15% of the total number of ordinary securities on issue at the beginning of the 12-month period without the prior approval of a majority of disinterested shareholders, or the issue otherwise comes within one of the exceptions to Listing Rule 7.1.

However, under Listing Rule 7.2 (Exception 14), if approval is given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1. Therefore, the variation to the 2018 Performance Rights, and any issue of shares following vesting of those rights to Mr Michael Ilett under Resolution 23, if passed, will not count towards the Company's 15% placement capacity under Listing Rule 7.1.

Specific information – Sections 219(1)(a) and 219(1)(b) Corporations Act

For the purposes of Chapter 2E of the Corporations Act the following Related Party and benefit information is provided to Shareholders:

- (a) The Related Party to whom Resolution 23 would permit the Financial Benefit to be given pursuant to section 219(1)(a) Corporations Act is Mr Michael Ilett who is a Director of the Company and, therefore, a Related Party. The nature of the benefit pursuant to section 219(1)(b) of the Corporations Act for Mr Ilett is the ability to retain 250,000 2018 Performance Rights on the terms set out in Appendix A to the notice of general meeting of the Company dated 2 August 2018 following ceasing to be a Director.

Directors' Recommendations (section 219(1)(c))

- (b) The Directors (with Mr Michael Ilett abstaining) recommend that Shareholders vote in favour of Resolution 23. The Directors (with the exception of Mr Ilett) have formed the view that Resolution 23 be put to the Shareholders for the following reasons:
 - (1) the 2018 Performance Rights were originally granted to Mr Ilett as an incentive for future services he would provide to the Company to further the progress of the Company;
 - (2) the 2018 Performance Rights were not intended as a substitute for salary or wages or as a means for compensation for past services rendered; and
 - (3) in the Company's circumstances as they existed as at the date of the notice of meeting, the Directors believe it is reasonable that Mr Ilett be granted the ability to retain those Performance Rights following any cessation of his directorship, considering his past service to the Company.

As Mr Michael Ilett is interested in the outcome of Resolution 23, he accordingly makes no recommendation to Shareholders in respect of this resolution.

It must be recognised that there will be a potential opportunity cost to the Company from the retention of the 2018 Performance Rights by Mr Ilett, as if the vesting conditions in the performance rights are met there will be a dilutionary impact on the voting power of the issued Shares in the Company on the exercise of the performance rights.

Director's interest and other remuneration (section 219(1)(d))

- (a) Mr Michael Ilett has a material personal interest in the outcome of Resolution 23 as he holds the performance rights the terms of which are proposed to be varied.
- (b) Mr Ilett currently receives \$45,000 per annum (plus superannuation) from the Company for his service as a non-executive Director.
- (c) At 5 May 2020, including the 2018 Performance Rights, Mr Ilett holds a relevant interest in:
 - (1) 100,687 Shares in the Company;

- (2) 20,608 options, each exercisable over 1 ordinary Share in the Company at an exercise price of \$1.00, with an expiry date of 31 December 2021; and
- (3) 250,000 performance rights issued on the terms set out in the notice of general meeting for the Company dated 2 August 2018.

Valuation of performance rights (section 200E of the Corporations Act)

The 2018 Performance Rights are not currently (and will not be) quoted on the ASX and as such have no readily ascertainable market value. Each of the 2018 Performance Rights grants the holder on exercise of the performance right a right to 1 Share in the Company for no consideration. Accordingly, the performance rights may have a present value at a particular date, which will depend on the prevailing market price of a Share in the Company, and the likelihood of the vesting conditions being able to be satisfied.

The fair value of the 2018 Performance Rights was last estimated on 6 May 2020 using a Monte Carlo Simulation, taking into account the terms and conditions upon which the performance rights were granted. The rights were valued at \$1.3176 per right (or a total value to Mr Ilett of \$329,402).

The Monte Carlo simulation used to value the 2018 Performance Rights relied on the following assumptions:

- (a) the exercise price of each performance right being nil;
- (b) a volatility measure of 72.768%;
- (c) a risk-free interest rate of 2.10%;
- (d) a dividend yield of 0%; and
- (e) a weighted average share price of \$1.90.

A copy of the valuation report is included in Appendix F.

Other information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors (sections 219(1)(e) and 219(2))

There is no other information known to the Company or any of its Directors save and except as follows:

- (a) Market price movements

The 2018 Performance Rights valuation noted above was performed on 6 May 2020. Movements in the Company's share price since that date may change the value of the performance rights.

- (b) Trading history

In the 12 months prior to 6 May 2020, the Company's trading history was as follows:

- (1) the lowest trading price was \$0.59 on 20, 21 and 24 June 2019;
- (2) the highest trading price was \$2.35 on 17 April 2020; and
- (3) the volume weighted average price per Share over the 12-month period prior to 6 May 2020 was \$1.44.

The trading price of the Shares on the close of trading on 5 May 2020 being the last day prior to the valuation being carried out was \$1.90.

- (c) Opportunity Costs

The opportunity costs and benefits foregone by the Company varying the 2018 Performance Rights is the potentially dilutionary impact on the issued Share capital of the Company.

- (d) Taxation Consequences

No stamp duty will be payable in respect of the variation of the terms of the 2018 Performance Rights. No GST will be payable by the Company in respect of the variation of the performance rights (or if it is then it will be recoverable as an input credit).

(e) Dilutionary Effect and Director's holdings

The effect that the vesting of the 2018 Performance Rights will have on the interests of Mr Ilett relative to other members' interests, is set out in the following table. The table assumes no further issues of Shares in, or reconstruction of the capital of, the Company during the time between variation and exercise of the performance rights.

	Mr Michael Ilett
The total number of Shares on issue in the capital of the Company at 5 May 2020	44,526,444
Shares currently held by Director at 6 May 2020	100,687
% of Shares currently held by Director	0.23%
Performance rights to be varied under the notice of meeting	250,000
Existing performance rights held by Director, other than the performance rights to be varied under the notice of meeting	Nil
Existing options held by Director	20,608
Shares that will be on issue in the capital of the Company following the vesting of all performance rights and exercise of all options held by Director	44,797,052
Shares that will be held following the vesting of all performance rights and exercise of all options held by Director	371,295
% of Shares that would be held assuming no other Performance Rights Vested or Options were exercised	0.83%

Note: Performance rights and options have been granted to a number of other parties pursuant to approval granted at meetings held in 2018 and 2019. The above table does not take into account other Shares that may be issued by the Company, pursuant to those performance rights or exercise of options or otherwise.

Save as set out in this Explanatory Memorandum, the Directors are not aware of any other information that will be reasonably required by Shareholders to make a decision in relation to the benefits contemplated by Resolution 23.

Specific information - Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided:

(a) The related party and category in Listing Rules 10.11.1-10.11.5 the person falls within:

Mr Michael Ilett, who is a Director of the Company and accordingly a related party of the Company to whom an issue of securities requires approval under Listing Rule 10.11.1.

(b) The securities to be issued:

No securities are being issued, however the terms of 250,000 of the 2018 Performance Rights are being varied.

(c) The terms of the 2018 Performance Rights will, subject to Shareholder approval, be varied as soon as possible after the Extraordinary General Meeting.

(d) The 2018 Performance Rights were issued for nil consideration and expire on the earlier of:

- (1) 1 August 2021 if a relevant condition is not satisfied by 31 July 2021;
- (2) an earlier date in the event of a takeover bid or scheme of arrangement for the Company is successful at a price equal to or less than \$2.00 (subject to certain adjustments);
- (3) 10 business days after receiving a notice that a relevant condition has occurred, and not electing to exercise the performance right.

Full terms of the 2018 Performance Rights can be found in Appendix A to the notice of general meeting of the Company dated 2 August 2018, which is available on the ASX market announcements platform (and was uploaded on to that platform on 24 August 2018). There were no funds raised by the issue of the performance rights.

Resolution 24: Approval to issue up to 6,250,000 Shares to sophisticated and professional investors, including under a placement announced 22 April 2020

The Company has appointed Bell Potter Securities Limited to assist it with undertaking a placement to sophisticated and professional investors of a maximum of 6,250,000 Shares at an issue price of \$1.60 per Share, in order to raise approximately \$10 million (**Placement**).

The Placement is structured in such a way that the Company has issued the majority of investors a portion of the Shares they subscribe for under the Placement prior to the Extraordinary General Meeting, utilising the Company's existing placement capacity under Listing Rule 7.1A (**Tranche 1**). The remainder of the Placement (**Tranche 2**) is conditional upon the Company obtaining shareholder approval.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period. A listed company can seek pre-approval for an additional 10% capacity from shareholder under Listing Rule 7.1A, which the Company has received.

Prior to the issue of Tranche 1, the Company had capacity under Listing Rule 7.1A to place a maximum of 1,708,099 Shares. Accordingly, to the extent the issue of Shares under the Placement exceed these limits, and do not fall within another exception to Listing Rule 7.1, it requires the approval of the Company's Shareholders under Listing Rule 7.1.

Listing Rule 7.4 of the ASX Listing Rules states that an issue of shares made without shareholder approval under Listing Rule 7.1 (or 7.1A), such as the issue of the first 1,708,099 Shares under the placement offer, is treated as having been made with approval for the purpose of Listing Rule 7.1 (or 7.1A) if the issue of Shares did not breach Listing Rule 7.1 (or 7.1A) and Shareholders subsequently approve it.

Resolution 24 seeks the required Shareholder approval to the whole of the Placement under and for the purposes of Listing Rule 7.1 and 7.4.

If Resolution 24 is passed, the Company will be able to proceed with the Placement and accordingly be able to raise the proposed \$10 million in capital, and proceed into the future with a completely refreshed placement capacity. In addition, the issue of Shares under the Placement will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 24 is not passed, the Company will not be able to proceed with a substantial portion of the Placement, and its ability to raise capital in the future to fund its activities without shareholder approval will be restricted.

Specific information required to be included under Listing Rules 7.3 and 7.5

- (a) The names of the persons to whom the Company will issue securities or the basis on which those persons were or will be identified or selected

The Shares to be issued under the Placement will be issued and allotted to:

- institutional and investor clients of Bell Potter Securities Limited; and
- other potential investors identified by the Company,

all of which will be sophisticated and professional investors to whom disclosure pursuant to Chapter 6D of the Corporations Act is not required, and none of whom are Related Parties (as the term is defined in Chapter 2E of the Corporations Act).

The investors which have already agreed to subscribe are:

Investor	Number of Tranche 1 Shares subscribed	Number of Tranche 2 Shares subscribed	Total subscription	Price
Regal Funds Management Pty Ltd	0	1,416,250	1,416,250	\$2,266,000
Cairnglen Investments Pty Ltd <Woodford Super Fund A/C>	0	525,000	525,000	\$840,000
Link Traders (Aust) Pty Ltd	0	625,000	625,000	\$1,000,000
Darrell James Pty Ltd	200,000	200,000	400,000	\$640,000
Rare Costa Super Pty Ltd	0	312,500	312,500	\$500,000
J & J Wallace (Nominees) Pty Ltd (atf Wallace Ventures Investment Trust)	156,250	156,250	312,500	\$500,000
Staltari Investments Pty Ltd	156,250	156,250	312,500	\$500,000
Bellarine Gold Pty Ltd	150,000	150,000	300,000	\$480,000
Darrell James Holdings Pty Ltd (Super Fund Account)	100,000	100,000	200,000	\$320,000
GMC Investments Aust) Pty Ltd	100,000	100,000	200,000	\$320,000
Escala Partners Pty Ltd	100,000	100,000	200,000	\$320,000
Heffernan Enterprises Pty Ltd (atf Heffernan Investment Trust)	93,750	93,750	187,500	\$300,000
Gurravembi Investments Pty Ltd	80,000	80,000	160,000	\$256,000
Mr Adrian Puljich	78,125	78,125	156,250	\$250,000
Nelson Enterprises Pty Ltd	78,125	78,125	156,250	\$250,000
PFY Holdings Pty Ltd (atf PF Young Family Trust)	62,500	62,500	125,000	\$200,000

Treplo Pty Limited (Steveanne Superannuation Account)	62,500	62,500	125,000	\$200,000
Sunbird Pty Ltd	55,000	55,000	110,000	\$176,000
Swancave Pty Ltd	50,000	50,000	100,000	\$160,000
Valtellina Properties Pty Ltd	0	100,000	100,000	\$160,000
Stanhope Investments Pty Ltd	31,250	31,250	62,500	\$100,000
Mary Li	31,250	31,250	62,500	\$100,000
Zelman Pty Ltd	25,000	25,000	50,000	\$80,000
S Davies & P Wallace (atf Davies Wallace Super Fund)	15,625	15,625	31,250	\$50,000
Pethol (Vic) Pty Ltd (Macdy No 5 Super Fund)	10,000	10,000	20,000	\$32,000

- (b) The number and class of securities the Company will issue or has issued

Up to a maximum of 6,250,000 fully paid ordinary Shares, which will be made up of:

- (1) 1,635,625 Shares to be issued prior to the Extraordinary General Meeting under Listing Rule 7.1A, which shareholder approval is sought for under Listing Rule 7.4; and
- (2) 4,614,375 Shares to be issued following approval of Resolution 24 for the purposes of Listing Rule 7.1.

- (c) The date by which the securities will be issued or have been issued

Tranche 1 Shares were issued on 28 April 2020.

Tranche 2 Shares will be issued as soon as practicable following the Meeting, but in any event no later than 3 months after the date of the Meeting.

- (d) The price or other consideration the Company will receive for the securities

\$1.60 per Share, being a maximum of \$10 million.

- (e) The purpose of the issue, including the use of any funds raised by the issue

The funds raised from the issue of the Shares will be used for further strategic investments in brownfield gold exploration, ongoing exploration activities of the Company and general working capital.

- (f) Other material terms of the agreements with investors

The subscription for Tranche 2 Shares is conditional upon approval by Shareholders of this Resolution 24.

Enquiries

Please direct any enquiries in relation to the Meeting, the resolutions or this Explanatory Memorandum to Mr Mark Licciardo, Company Secretary at:

Postal Address:
Mertons Corporate Services Pty Ltd
Level 7, 330 Collins Street, Melbourne VIC 3000

Telephone: + 61 03 8689 9997

Facsimile: + 61 9602 4709

Email: markl@mertons.com.au

Definitions

A number of capitalised terms are used throughout the notice of meeting and this Explanatory Memorandum. Capitalised terms in the notice of meeting and this Explanatory Memorandum 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
Associate	Has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is a “designated body” for the purposes of that section. A related party of a Director or officer of the Company is to be taken to be an associate of the Director or officer unless the contrary is established.
ASX	means ASX Limited ACN 008 624 691.
Company	means DGO Gold Limited ACN 124 562 849.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
Explanatory Memorandum	means this explanatory memorandum.
Extraordinary General Meeting or Meeting	means the extraordinary general meeting of the Company contemplated by this Explanatory Memorandum and the notice of meeting.
Key Management Personnel	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	means the official listing rules of ASX.
notice of meeting	means the notice of meeting that accompanies this Explanatory Memorandum.
Series B Performance Right	means a performance right with the terms set out in Appendix B.
Series C Performance Right	means a performance right with the terms set out in Appendix C.
Share	means a fully paid ordinary share in the Company.
Shareholders	means the holders of Shares from time to time.

Appendix A

Option terms

Exercise	<p>Each option is exercisable immediately on issue. The options may be exercised at any time before their expiry date, by delivering a duly completed form of notice of exercise together with a cheque (or such other form of payment as is acceptable to the Company) for the exercise price. The Company will issue 1 fully paid ordinary Share for each option exercised.</p> <p>The exercise of each option is subject to compliance with the Corporations Act (in particular, the requirements of Chapter 6 of the Corporations Act).</p>
Minimum number able to be exercised	Options will only be able to be exercised in a minimum number of 50,000 options at a time (unless the holder holds less than that number, at which time the minimum number will be the number held).
Terms of Shares issued	Any Shares issued as a result of exercising an option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the options will be made within ten business days from the date of issue of the Shares in accordance with ASX Listing Rule 2.8.3.
Expiration of options	Each option will expire on 30 June 2022.
Exercise price of options	\$2.50 upon exercise to acquire each Share.
Option register	Options will be registered in the name of the holder in an option register maintained by the share registry. The share registry will issue holding statements that evidence the number of options held. No option certificates will be issued.
Reconstruction of capital	<p>If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of DGO Gold:</p> <p>(a) the number of options or the exercise price of the options or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and</p> <p>(b) in all other respects the terms for the exercise of the options will remain unchanged.</p>
No adjustment for pro rata Share issues	There will be no adjustment to the terms of the options if there is a pro rata issue of Shares.
No adjustment for issue of bonus Shares	If there is a bonus issue of Shares, the number of Shares issued upon exercise of the options will not be adjusted.
New issues of Shares	The options do not confer a right to participate in new issues of Shares unless the options have been exercised on or before the record date for determining entitlements to the issue.
Notice of adjustments	DGO Gold will give written notice to the option holder of any adjustment of the exercise price of the options and any increase or decrease in the number of options.

Dividend rights	While they remain unexercised, the options will not give a holder an entitlement to receive any dividends declared and paid by the Company for Shares.
Applicable law	Each option is issued subject to: (a) the Corporations Act; (b) the Listing Rules; and (c) the Company's constitution.
Quotation	The Company will not apply to ASX for official quotation of any of the options.

Appendix B

Terms of Series B Performance Rights

The following are the terms of issue of the Series B Performance Rights:

1 Definitions

ASX means ASX Limited or, as the context requires, the financial market known as the Australian Securities Exchange operated by it.

Business Day means a day on which Banks are open for business in Melbourne other than a Saturday, a Sunday or a public holiday.

Company means DGO Gold Limited (ACN 124 562 849).

Change in Control Expiry Event means:

- (a) a takeover bid is made for the Shares at a price or value which is equal to or less than the Target Price per Share and the bidder becomes entitled to compulsorily acquire the Shares; or
- (b) a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company at a price or value which is equal to or less than the Target Price per Share and Shareholders approve the scheme resolutions by the requisite majority.

Conversion Date means ten Business Days after the Company receives the Conversion Election Notice.

Conversion Rate means the rate of conversion of each Series B Performance Right into Shares, being 1 Share for 1 Performance Right held, as adjusted under clause 4.

Conversion Trigger means the earliest to occur of:

- (a) the 1 month volume weighted average price exceeds the Target Price per Share within the period from issue until 30 June 2022;
- (b) a takeover bid is made for the Shares at a price or value which exceeds the Target Price per Share and the bidder confirms that the takeover bid is unconditional; and
- (c) if a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company at a price or value which exceeds the Target Price per Share and shareholders approve the scheme resolution by the requisite majorities.

Corporations Act means the Corporations Act 2001 (Cth).

Expiry Date means, the earlier of:

- (a) 1 July 2022, if a Conversion Trigger has not occurred before that date; or
- (b) for each of Mr Eduard Eshuys, Mr Bruce Parncutt and Ms Katina Law, the date on which the Holder ceases to be a director of the Company if a Conversion Trigger has not occurred before that date;
- (c) for each of Mr Fergus Jockel, Professor Ross Large, Dr Stuart Ball, Mr Barry Bourne and Dr Neil Philips, the first day of the following 3 month period if the Holder has not been available, during any 3 month period from 1 July 2020 to 30 June 2022, for at least nine days of consulting to the Company, if a Conversion Trigger has not occurred before that date;
- (d) for each of the Chief Operating Officer, Chief Executive Officer, Ms Cindie Jupp, Mr David Hamlyn, Mr Gregory Marks, Ms Chloe Augustes, Ms Naomi Taylor and Ms Stephanie Connell, the date on which the Holder ceases to be employed or engaged to provide services to the Company;

- (e) the date on which a Change of Control Expiry Event occurs; and
- (f) if a Conversion Trigger has occurred, the date determined by the Company's board and notified to the Holder in a Conversion Election Notice which must be no less than 10 Business Days after the date of the Conversion Election Notice.

Group means the Company and its subsidiaries.

Holder means a registered holder of a Series B Performance Right.

Listing Rules means the ASX Listing Rules.

Series B Performance Right means, at any time, so many of these Series B Performance Rights created and issued by the Company under these terms as are outstanding.

Shares means fully paid ordinary Shares in the capital of the Company.

Target Price per Share means \$3.00 per Share as adjusted under clause 4.

2 **General Terms of Issue**

- (a) Each Series B Performance Right shall:
 - (i) potentially convert in the manner and at the times provided by clause 3 into Shares; and
 - (ii) lapse on the Expiry Date if it has not been subject to Conversion by then.
- (b) The Series B Performance Rights:
 - (i) do not (unless and until a Conversion Trigger has occurred, the Holder has exercised the Series B Performance Right and Shares are issued) confer on Series B Performance Right Holders any right as a member or shareholder of the Company, including voting rights; and
 - (ii) confer on Holders a right to be given copies of documents sent by the Company to shareholders (whether in connection with a general meeting of Shareholders or otherwise).
- (c) Each Holder by accepting an issue of Series B Performance Rights:
 - (i) agrees to be bound by these terms of issue;
 - (ii) acknowledges that it has contractual rights as set out in these terms but that the Series B Performance Rights do not (unless and until a Conversion Trigger has occurred, the Holder has exercised the Series B Performance Right and Shares are issued) confer any right as a member or shareholder of the Company; and
 - (iii) acknowledges the possibility that the Series B Performance Rights may expire and will not be capable of exercise.

3 **Notice and time for conversion**

- (a) The Company must, if a Conversion Trigger occurs, give notice in writing to each Holder (other than where the Holder's Series B Performance Rights have expired) (**Conversion Election Notice**).
- (b) Upon receipt of a Conversion Election Notice each Holder shall have a right to elect to convert each Series B Performance Right to Shares at the Conversion Rate provided that the Expiry Date has not occurred by giving notice in writing to the Company at any time prior to the Expiry Date (**Election Notice**). The Holder may, in its Election Notice, provide details of its nominee that is to be issued Shares on conversion of the Performance Rights, provided that, the nominee covenants with the Company on the same terms as the Holder provides any such covenant under these Conditions or otherwise reasonably required by the Company's board of directors.

- (c) Upon receipt of an Election Notice the Company shall issue the Shares arising from Conversion as soon as reasonably practicable and in any event no later than ten Business Days after receipt of the Election Notice.
- (d) If a Holder has not given a valid Election Notice prior to the Expiry Date each Series B Performance Right will automatically expire and any entitlement to exercise the Performance Right and convert to Shares shall cease on the Expiry Date.

4 **Adjustment of Conversion Rate and/or Target Price per Share**

- (a) If the Company reorganises its capital, the Conversion Rate and Target Price per Share will be adjusted in accordance with the Listing Rules applicable at the time of the reorganisation, and so that Holders will not receive a benefit that holders of Shares do not receive. Unless the Listing Rules require otherwise, the Conversion Rate and Target Price per Share must be adjusted as follows:
 - (i) Reduction in capital:

If the issued capital of the Company is reduced, the Target Price per Share will be reduced by the same amount as the amount of issued capital reduced on each Share (subject to any provisions with respect to the rounding of entitlements as may be sanctioned by the meeting of the members of the Company approving the reduction of capital) but in all other respects the terms of the Performance Rights will remain unchanged, including the Conversion Rate.
 - (ii) Consolidation of capital:

If the issued capital of the Company is consolidated, the Conversion Rate will be reduced in the same proportion and manner as the issued capital is so consolidated (subject to any provisions with respect to the rounding of entitlements as may be sanctioned by the meeting of the members of the Company approving the consolidation of capital) and the Target Price per Share will be increased in inverse proportion to the consolidation of issued capital, but in all other respects the terms of the Performance Rights will remain unchanged.
 - (iii) Subdivision of Capital:

If the issued capital of the Company is subdivided, the Conversion Rate will be increased in the same proportion and manner as the issued capital is so subdivided (subject to any provisions with respect to the rounding of entitlements as may be sanctioned by the meeting of the members of the Company approving the subdivision of capital) and the Target Price per Share will be decreased in inverse proportion to the subdivision of issued capital but in all other respects the terms of the Performance Rights will remain unchanged.

5 **Conversion**

- (a) Subject to these conditions of issue, the Company covenants with each Series B Performance Right Holder that, subject to the issue of Shares being consistent with any applicable law or the Listing Rules, it will issue Shares for the Series B Performance Rights at the Conversion Rate on the Conversion Date.
- (b) Any Shares issued upon conversion of Series B Performance Rights will rank in all respects equally with the then existing Shares of the Company and will rank for dividends declared by the Company on its Shares after the Conversion Date of the Series B Performance Rights. Prior to conversion, the Series B Performance Rights do not confer any entitlement to a dividend.
- (c) After the issue of such Shares, if the Company is listed on the ASX, the Company will apply for quotation of such Shares on the ASX to allow them to be traded.

6 **Costs of Conversion and listing**

Except as otherwise stated in these Conditions, the Company will pay the expenses (but excluding any taxes or stamp duties for which the holders of Shares would ordinarily be liable) of the issue of, and all expenses of obtaining a listing for, Shares issued on Conversion.

7 Conversion Right warranties

The Company must, while the Series B Performance Rights have neither expired nor converted into Shares:

- (a) Quotation: use its best endeavours to promptly give to the Holders notice of removal of the Shares (as a class) from quotation by the ASX, or any other stock exchange on which they are quoted from time to time;
- (b) Conversion to ordinary Shares: ensure that all Shares issued upon conversion of a Series B Performance Right will be duly and validly issued, fully paid and registered in the name of the Holder or its nominee set out in the Holder's Election Notice; and
- (c) Consents: use reasonable endeavours to obtain, as and when required, and having once obtained, maintain, all necessary governmental and regulatory consents to enable the Company to allot and issue the Shares to be issued upon conversion of the Series B Performance Rights, other than any approval or consent required in respect of section 606 of the Corporations Act or the Foreign Acquisitions and Takeovers Act 1975 (Cth) which shall be the sole responsibility of the Holder.

8 Bound by Constitution

Each Holder acknowledges that on the issue of Shares on the Conversion Date, the Holder or its nominee will be bound by the Constitution of the Company in so far as it relates to Shares.

9 External Administration

If the Company becomes an externally-administered body corporate (within the meaning of the Corporations Act) and notwithstanding any other provision of these Conditions, the Series B Performance Rights will expire (and any entitlement to Conversion shall thereupon cease without conferring any right to participate in the surplus profit or assets of the Company).

10 Title to Performance Rights

Except as ordered by a court of competent jurisdiction or as required by law, the Company:

- (a) may treat the registered holder of any Series B Performance Right as the absolute owner (notwithstanding any notice of ownership or other notice in writing with respect to the Series B Performance Right or any notice of previous loss or theft or of any trust or any other interest);
- (b) is not required to obtain any proof of ownership and is not required to verify the identity of the registered holder; and
- (c) is not required to recognise or give effect to any legal or equitable interest in any Series B Performance Right not entered on the register, notwithstanding that the Issuer may have actual or constructive notice thereof.

11 Non transferability

- (a) The Series B Performance Rights will not be quoted and are not transferable.
- (b) Any person becoming entitled to Series B Performance Rights in consequence of the death or bankruptcy of any holder of such Series B Performance Rights, may, upon producing evidence of the Holder's title as the Directors shall think sufficient, be registered as the holder of such Series B Performance Rights.

12 Non-Redeemable

The Series B Performance Rights are not redeemable in any circumstance by the Company.

13 **Notices**

- (a) A notice given to a Holder pursuant to a provision of these Conditions shall be in writing or electronic form and may be given to a Holder by being delivered to him by e-mail, facsimile, or posted in a pre-paid envelope and addressed to the address appearing in the register or to such other address as he has notified the Company in writing.
- (b) A notice given to any one of joint Series B Performance Right Holders is sufficient notice to all of those joint Series B Performance Right Holders.

14 **Conditions Binding on Parties and Successors**

These Conditions shall be binding on the Company and the Holders and all persons claiming through or under them respectively. These Conditions shall be governed by and construed in accordance with the laws of Victoria.

15 **Amendment**

These Conditions may only be amended if the board of the Company determines that such amendment is necessary to:

- (a) enable the Company to comply with the Listing Rules, Corporations Act or other Australian law; or
- (b) to correct any manifest error or mistake,

and the board of the Company provides notice to each Holder accordingly.

16 **Attorney**

Each Holder in consideration for the grant of the Series B Performance Right shall be deemed to have irrevocably appointed the Company and each of its directors severally as its attorney to complete and execute any documents which give effect to these conditions and to do all acts or things on behalf of or in the name of the Holder which may be convenient or necessary for the purposes of giving effect to the provisions of these conditions, and each Holder shall be deemed to covenant to ratify and confirm any act or thing done pursuant to this power and shall release the Company and each of its directors from any liability whatsoever arising from the exercise of the power conferred by this condition and shall indemnify and hold harmless the Company and each of its directors in respect thereof.

Appendix C

Terms of Series C Performance Rights

The following are the terms of issue of the Series C Performance Rights:

1 Definitions

ASX means ASX Limited or, as the context requires, the financial market known as the Australian Securities Exchange operated by it.

Business Day means a day on which Banks are open for business in Melbourne other than a Saturday, a Sunday or a public holiday.

Company means DGO Gold Limited (ACN 124 562 849).

Change in Control Expiry Event means:

- (a) a takeover bid is made for the Shares at a price or value which is equal to or less than the Target Price per Share and the bidder becomes entitled to compulsorily acquire the Shares; or
- (b) a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company at a price or value which is equal to or less than the Target Price per Share and Shareholders approve the scheme resolutions by the requisite majority.

Conversion Date means ten Business Days after the Company receives the Conversion Election Notice.

Conversion Rate means the rate of conversion of each Series C Performance Right into Shares, being 1 Share for 1 Performance Right held, as adjusted under clause 4.

Conversion Trigger means the earliest to occur of:

- (a) the 1 month volume weighted average price exceeds the Target Price per Share within the period from issue until 30 June 2023;
- (b) a takeover bid is made for the Shares at a price or value which exceeds the Target Price per Share and the bidder confirms that the takeover bid is unconditional; and
- (c) if a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company at a price or value which exceeds the Target Price per Share and shareholders approve the scheme resolution by the requisite majorities.

Corporations Act means the Corporations Act 2001 (Cth).

Expiry Date means, the earlier of:

- (a) 1 July 2023, if a Conversion Trigger has not occurred before that date; or
- (b) the date on which the Holder ceases to be a director of the Company if a Conversion Trigger has not occurred before that date;
- (c) the date on which a Change of Control Expiry Event occurs; and
- (d) if a Conversion Trigger has occurred, the date determined by the Company's board and notified to the Holder in a Conversion Election Notice which must be no less than 10 Business Days after the date of the Conversion Election Notice.

Group means the Company and its subsidiaries.

Holder means a registered holder of a Series C Performance Right.

Listing Rules means the ASX Listing Rules.

Series C Performance Right means, at any time, so many of these Series C Performance Rights created and issued by the Company under these terms as are outstanding.

Shares means fully paid ordinary Shares in the capital of the Company.

Target Price per Share means \$4.00 per Share as adjusted under clause 4.

2 **General Terms of Issue**

- (a) Each Series C Performance Right shall:
 - (i) potentially convert in the manner and at the times provided by clause 3 into Shares; and
 - (ii) lapse on the Expiry Date if it has not been subject to Conversion by then.
- (b) The Series C Performance Rights:
 - (i) do not (unless and until a Conversion Trigger has occurred, the Holder has exercised the Series C Performance Right and Shares are issued) confer on Series C Performance Right Holders any right as a member or shareholder of the Company, including voting rights; and
 - (ii) confer on Holders a right to be given copies of documents sent by the Company to shareholders (whether in connection with a general meeting of Shareholders or otherwise).
- (c) Each Holder by accepting an issue of Series C Performance Rights:
 - (i) agrees to be bound by these terms of issue;
 - (ii) acknowledges that it has contractual rights as set out in these terms but that the Series C Performance Rights do not (unless and until a Conversion Trigger has occurred, the Holder has exercised the Series C Performance Right and Shares are issued) confer any right as a member or shareholder of the Company; and
 - (iii) acknowledges the possibility that the Series C Performance Rights may expire and will not be capable of exercise.

3 **Notice and time for conversion**

- (a) The Company must, if a Conversion Trigger occurs, give notice in writing to each Holder (other than where the Holder's Series C Performance Rights have expired) (**Conversion Election Notice**).
- (b) Upon receipt of a Conversion Election Notice each Holder shall have a right to elect to convert each Series C Performance Right to Shares at the Conversion Rate provided that the Expiry Date has not occurred by giving notice in writing to the Company at any time prior to the Expiry Date (**Election Notice**). The Holder may, in its Election Notice, provide details of its nominee that is to be issued Shares on conversion of the Performance Rights, provided that, the nominee covenants with the Company on the same terms as the Holder provides any such covenant under these Conditions or otherwise reasonably required by the Company's board of directors.
- (c) Upon receipt of an Election Notice the Company shall issue the Shares arising from Conversion as soon as reasonably practicable and in any event no later than ten Business Days after receipt of the Election Notice.
- (d) If a Holder has not given a valid Election Notice prior to the Expiry Date each Series C Performance Right will automatically expire and any entitlement to exercise the Performance Right and convert to Shares shall cease on the Expiry Date.

4 **Adjustment of Conversion Rate and/or Target Price per Share**

- (a) If the Company reorganises its capital, the Conversion Rate and Target Price per Share will be adjusted in accordance with the Listing Rules applicable at the time of the reorganisation, and so that Holders will not receive a benefit that holders of Shares do not receive. Unless the Listing Rules require otherwise, the Conversion Rate and Target Price per Share must be adjusted as follows:
 - (i) Reduction in capital:

If the issued capital of the Company is reduced, the Target Price per Share will be reduced by the same amount as the amount of issued capital reduced on each Share (subject to any provisions with respect to the rounding of entitlements as may be sanctioned by the meeting of the members of the Company approving the reduction of capital) but in all other respects the terms of the Performance Rights will remain unchanged, including the Conversion Rate.
 - (ii) Consolidation of capital:

If the issued capital of the Company is consolidated, the Conversion Rate will be reduced in the same proportion and manner as the issued capital is so consolidated (subject to any provisions with respect to the rounding of entitlements as may be sanctioned by the meeting of the members of the Company approving the consolidation of capital) and the Target Price per Share will be increased in inverse proportion to the consolidation of issued capital, but in all other respects the terms of the Performance Rights will remain unchanged.
 - (iii) Subdivision of Capital:

If the issued capital of the Company is subdivided, the Conversion Rate will be increased in the same proportion and manner as the issued capital is so subdivided (subject to any provisions with respect to the rounding of entitlements as may be sanctioned by the meeting of the members of the Company approving the subdivision of capital) and the Target Price per Share will be decreased in inverse proportion to the subdivision of issued capital but in all other respects the terms of the Performance Rights will remain unchanged.

5 **Conversion**

- (a) Subject to these conditions of issue, the Company covenants with each Series C Performance Right Holder that, subject to the issue of Shares being consistent with any applicable law or the Listing Rules, it will issue Shares for the Series C Performance Rights at the Conversion Rate on the Conversion Date.
- (b) Any Shares issued upon conversion of Series C Performance Rights will rank in all respects equally with the then existing Shares of the Company and will rank for dividends declared by the Company on its Shares after the Conversion Date of the Series C Performance Rights. Prior to conversion, the Series C Performance Rights do not confer any entitlement to a dividend.
- (c) After the issue of such Shares, if the Company is listed on the ASX, the Company will apply for quotation of such Shares on the ASX to allow them to be traded.

6 **Costs of Conversion and listing**

Except as otherwise stated in these Conditions, the Company will pay the expenses (but excluding any taxes or stamp duties for which the holders of Shares would ordinarily be liable) of the issue of, and all expenses of obtaining a listing for, Shares issued on Conversion.

7 **Conversion Right warranties**

The Company must, while the Series C Performance Rights have neither expired nor converted into Shares:

- (a) Quotation: use its best endeavours to promptly give to the Holders notice of removal of the Shares (as a class) from quotation by the ASX, or any other stock exchange on which they are quoted from time to time;

- (b) Conversion to ordinary Shares: ensure that all Shares issued upon conversion of a Series C Performance Right will be duly and validly issued, fully paid and registered in the name of the Holder or its nominee set out in the Holder's Election Notice; and
- (c) Consents: use reasonable endeavours to obtain, as and when required, and having once obtained, maintain, all necessary governmental and regulatory consents to enable the Company to allot and issue the Shares to be issued upon conversion of the Series C Performance Rights, other than any approval or consent required in respect of section 606 of the Corporations Act or the Foreign Acquisitions and Takeovers Act 1975 (Cth) which shall be the sole responsibility of the Holder.

8 **Bound by Constitution**

Each Holder acknowledges that on the issue of Shares on the Conversion Date, the Holder or its nominee will be bound by the Constitution of the Company in so far as it relates to Shares.

9 **External Administration**

If the Company becomes an externally-administered body corporate (within the meaning of the Corporations Act) and notwithstanding any other provision of these Conditions, the Series C Performance Rights will expire (and any entitlement to Conversion shall thereupon cease without conferring any right to participate in the surplus profit or assets of the Company).

10 **Title to Performance Rights**

Except as ordered by a court of competent jurisdiction or as required by law, the Company:

- (a) may treat the registered holder of any Series C Performance Right as the absolute owner (notwithstanding any notice of ownership or other notice in writing with respect to the Series C Performance Right or any notice of previous loss or theft or of any trust or any other interest);
- (b) is not required to obtain any proof of ownership and is not required to verify the identity of the registered holder; and
- (c) is not required to recognise or give effect to any legal or equitable interest in any Series C Performance Right not entered on the register, notwithstanding that the Issuer may have actual or constructive notice thereof.

11 **Non transferability**

- (a) The Series C Performance Rights will not be quoted and are not transferable.
- (b) Any person becoming entitled to Series C Performance Rights in consequence of the death or bankruptcy of any holder of such Series C Performance Rights, may, upon producing evidence of the Holder's title as the Directors shall think sufficient, be registered as the holder of such Series C Performance Rights.

12 **Non-Redeemable**

The Series C Performance Rights are not redeemable in any circumstance by the Company.

13 **Notices**

- (a) A notice given to a Holder pursuant to a provision of these Conditions shall be in writing or electronic form and may be given to a Holder by being delivered to him by e-mail, facsimile, or posted in a pre-paid envelope and addressed to the address appearing in the register or to such other address as he has notified the Company in writing.
- (b) A notice given to any one of joint Series C Performance Right Holders is sufficient notice to all of those joint Series C Performance Right Holders.

14 **Conditions Binding on Parties and Successors**

These Conditions shall be binding on the Company and the Holders and all persons claiming through or under them respectively. These Conditions shall be governed by and construed in accordance with the laws of Victoria.

15 **Amendment**

These Conditions may only be amended if the board of the Company determines that such amendment is necessary to:

- (a) enable the Company to comply with the Listing Rules, Corporations Act or other Australian law; or
- (b) to correct any manifest error or mistake,

and the board of the Company provides notice to each Holder accordingly.

16 **Attorney**

Each Holder in consideration for the grant of the Series C Performance Right shall be deemed to have irrevocably appointed the Company and each of its directors severally as its attorney to complete and execute any documents which give effect to these conditions and to do all acts or things on behalf of or in the name of the Holder which may be convenient or necessary for the purposes of giving effect to the provisions of these conditions, and each Holder shall be deemed to covenant to ratify and confirm any act or thing done pursuant to this power and shall release the Company and each of its directors from any liability whatsoever arising from the exercise of the power conferred by this condition and shall indemnify and hold harmless the Company and each of its directors in respect thereof.

Appendix D

Independent Expert's Report



DGO Gold Limited

Proposed acquisition of 25,693,333 shares in De Grey Mining Ltd from a substantial shareholder of DGO Gold Limited.

Independent Expert's Report

7 May 2020

7 May 2020

The Independent Directors
DGO Gold Limited
Level 9, 63 Exhibition Street
MELBOURNE VIC 3000

Dear Independent Directors,

**INDEPENDENT EXPERT'S REPORT IN RELATION TO THE PROPOSED ACQUISITION OF 25,693,333
SHARES IN DE GREY MINING LTD FROM A SUBSTANTIAL SHAREHOLDER OF DGO GOLD LIMITED**

1. Introduction

On 11 March 2020, DGO Gold Limited ("**DGO**" or the "**Company**"):

- entered into an agreement with Thirty Sixth Vilmar Pty Ltd ("**TSV**") to acquire 9,086,000 quoted ordinary shares in De Grey Mining Ltd ("**DEG**") for a total consideration of 1,453,760 new ordinary shares in the Company plus 726,880 new unquoted options in the Company with an exercise price of \$2.50 and an expiry date of 30 June 2022; and
- entered into an agreement with Ginga Pty Ltd ("**Ginga**") to acquire 16,607,333 quoted ordinary shares in DEG for a total consideration of 2,657,174 new ordinary shares in the Company plus 1,328,587 new unquoted options in the Company with an exercise price of \$2.50 and an expiry date of 30 June 2022,

together, referred to as the "**Proposed Transactions**". In short, the total number of DGO shares to be issued is 4,110,934 ("**Consideration Shares**") and 2,055,467 options ("**Consideration Options**"). The sum of the Consideration Shares and Consideration Options is herein referred to as the "**Consideration**". The Proposed Transactions are subject to the approval of Non-Associated Shareholders under Resolution 3 of the Notice of Meeting ("**NOM**") to which this Report accompanies.

TSV and Ginga are companies controlled by Mr Thomas Klinger (and his associates) ("**Klinger Group**").

In addition to the above, we note that on 14 April 2020, Ginga disposed of 350,000 ordinary shares in DGO ("**Ginga Share Sale**") to an entity controlled by Mr Jeffrey Bruce Parncutt AO, a Non-Executive Director of DGO.

We note that in addition to the Proposed Transactions, DGO has entered into additional agreements with Andama Holdings Pty Ltd and Regal Funds Management Pty Ltd to acquire a further 15,195,182 shares in DEG ("**Additional DEG Share Acquisitions**") and which are also subject to shareholder approval (see Resolutions 1 and 2 of the NOM). Invicta has not been requested to provide an opinion in this report ("**Report**") in relation to the Additional DEG Share Acquisitions.

Ginga currently holds a 13.5% shareholding in DGO (after the Ginga Share Sale). Noting that the Proposed Transactions are conditional upon the passing of resolutions 1, 2, 4 and 5 of the NOM (**“Conditional Resolutions”**), this will increase to 17.5% on an undiluted basis assuming that Resolution 24 is also passed (or 19.1% if Resolution 24 is not passed). We note that the exercise of the Consideration Options will likely result in Klinger Group’s shareholding exceeding 20%, assuming no change to the existing capital structure of DGO. We note that no approval has been sought for the acquisition of such shareholding under item 7 of Section 611 of the *Corporations Act 2001* (**“Corporations Act”**).

Upon completion of the Proposed Transactions and Additional DEG Share Acquisitions, DGO’s shareholding in DEG will increase from 12.54% to 16.35%.

2. Requirement for an Independent Expert’s Report

This Report has been prepared by Invicta Corporate Finance Pty Ltd (**“Invicta”**, **“we”**, **“us”** or **“our”**) to assist those DGO Directors who are independent of the Proposed Transactions (**“Independent Directors”**) in making their recommendation to the shareholders of DGO who are entitled to vote in relation to the Proposed Transactions (**“Non-Associated Shareholders”**) in their consideration on whether to approve the Proposed Transactions.

Our Report has also been prepared to assist the Non-Associated Shareholders of DGO in the consideration of whether or not to approve the Proposed Transactions.

2.1 Corporations Act Requirements

We are not aware of any specific requirements under the Corporations Act which would require approval by DGO’s shareholders for the Proposed Transactions.

2.2 ASX Listing Rules Requirements

ASX Listing Rule 10.1:

ASX Listing Rule 10.1 prohibits an entity from acquiring or disposing of a substantial asset from/to a related party without the prior approval of shareholders.

In the present case, given that TSV and Ginga share common control and Ginga is already a substantial shareholder of DGO, the Proposed Transactions will require shareholder approval.

ASX Listing Rule 10.5 requires that a notice of meeting to approve a transaction under ASX Listing Rule 10.1 must include a report from an Independent Expert which states the experts’ opinion as to whether the transaction is **“fair”** and **“reasonable”** to the shareholders whose votes are not to be disregarded (i.e. the Non-Associated Shareholders).

Other Resolutions

The NOM contains a number of other resolutions, which Invicta has not been asked to comment upon. Please refer to **Section 1.2.3** for details.

3. Summary of Conclusions

In our opinion, the Proposed Transactions are **fair** and **reasonable** to the Non-Associated Shareholders of DGO.

Set out below is a summary of how we reached the conclusion above.

3.1 Fairness

In our opinion, the Proposed Transactions are fair.

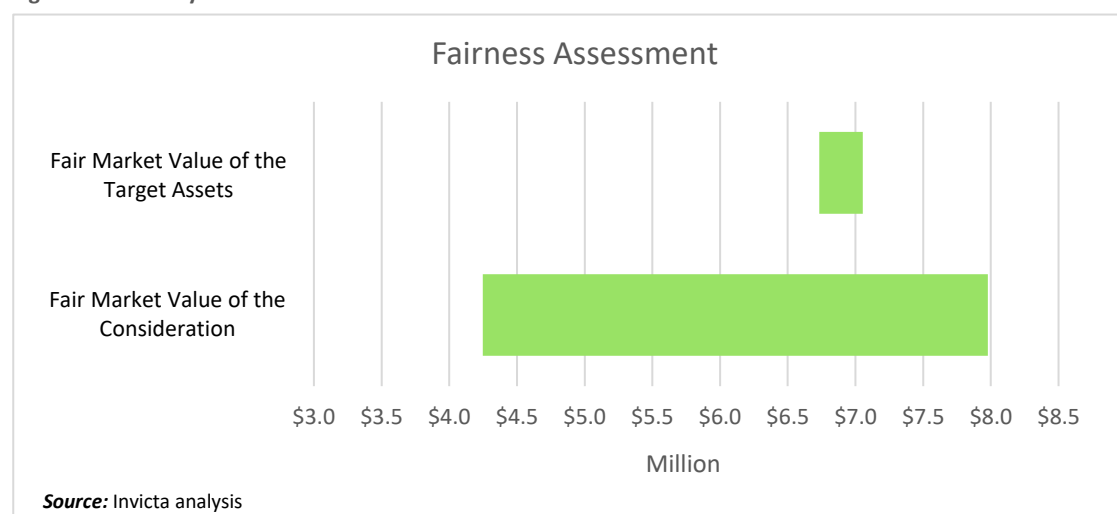
Our assessment as to whether the Proposed Transactions are “fair” under RG111 has been undertaken by comparing:

- the fair market value of the assets being acquired by DGO (i.e. Target Assets, being 25,693,333 quoted shares in DEG); with
- the fair market value of the financial benefit to be provided by DGO of the Consideration (i.e. the Consideration Shares plus the Consideration Options).

The Proposed Transactions will be fair if the fair market value of the Target Assets is equal to or greater than the fair market value of the Consideration.

Set out below is our assessment of the Proposed Transactions:

Figure 1: Summary of Fairness Assessment



The following factors have been taken into consideration in undertaking our fairness assessment:

Fair Market Value of DEG

The fair market value of one DEG share has been assessed having regard to the following:

- we have assessed the liquidity of DEG’s shares and formed the view that they are sufficiently liquid. Accordingly, we have adopted the trading price of a DEG share for the purposes of our valuation assessment; and

- whilst the Target Assets (that is, the shares in DEG) represent a 2.4% shareholding in DEG, this shareholding together with the existing number of shares held by DGO (i.e. 12.54%), increases the level of influence that DGO can exercise over the affairs in DEG. The total percentage shareholding that DGO will hold in DEG upon completion the Proposed Transactions and Additional DEG Share Acquisitions will increase to 16.35%.

Based on the above, we have added a significant influence premium of 5.0% to 10.0% to the assessed fair market value of DEG's minority share price.

Fair Market Value of DGO

In assessing the fair market value of the Consideration, we have assessed the fair market value of DGO prior to the Proposed Transactions. The fair market value of one (1) DGO share has been assessed having regard to the following:

- we have disregarded DGO's trading share price given it is illiquid and therefore may not be reflective of fair market value. Rather, we have adopted a net-asset based approach. Under this methodology, we have assessed the fair market value of each of the assets and liabilities of DGO. In undertaking this assessment, we have:
 - obtained and relied upon the valuation prepared by an independent geologist on various exploration assets held by DGO. A full copy of the independent valuation assessment is set out in **Appendix 6**; and
 - for DEG and other investments, we have considered the trading prices and made certain adjustments to those trading prices and added a premium for significant influence to that shareholding, given its size and strategic importance to DGO;
- in addition to the above, we have taken into account the value of the tax losses held by DGO, noting the time and risks associated with recouping the value of such benefits;
- taken into account the value of all other assets and liabilities of DGO; and
- we have incorporated the impact of the Conditional Resolutions and Resolution 24 contained in the NOM. We note that in the case that Resolution 24 is not approved by shareholders, there would be no material impact on our overall fairness assessment.

The above results in a control value for DGO. However, given the level of shares in DGO to be held by the Klinger Group assuming that the Proposed Transactions are approved (i.e. increasing to 17.5% taking into account the Conditional Resolutions and Resolution 24), in our view this provides him with an increased level of significant influence over DGO. We further note that the Klinger Group currently has no board representation on DGO. However, such a large shareholding would typically entitle such a significant shareholder to at least one board seat and as such, we have not taken into account the fact that currently the Klinger Group has no board seat. Accordingly, we have added a significant influence premium of 7.5% to 12.5% to the assessed fair market value of DGO's minority share price in order to assess the fair market value of the Consideration Shares.

For the purposes of valuing the Considerations Options, we have applied the Black-Scholes option valuation model utilising the significant influence share price for DGO's shares.

Events Subsequent to the Valuation Date

De Grey Mining Limited

Since the Valuation Date, DEG's share price has increased from \$0.235 to \$0.350 as at 30 April 2020.

Despite this increase, Invicta has not adjusted the fair market value adopted for DEG as at the Valuation Date. The reason for this is to align the valuation dates for both DEG and DGO. However, Invicta notes that if the more recent price had been adopted, the fair market value of the Target Assets would increase in a higher proportion to the fair market value of the Consideration resulting in a more favourable "fairness" outcome to that reached in this Report.

Invicta also notes that under the reasonableness consideration (refer to **Section 9.3**), we have reviewed the Non-Associated Shareholders' position assuming that the Proposed Transactions are approved vs not approved. Again, the use of the more recent DEG share price would only further improve Non-Associated Shareholders' position assumed that the Proposed Transactions are approved.

DGO Gold Limited

We note that DGO's share price has increased from \$1.73 as at the Valuation Date to \$1.90 as at 30 April 2020. For the reasons noted in **Section 8.1**, we have not adopted the DGO share price in our analysis. Whilst the use of the higher DEG share price does result in an increase to the overall value of DGO, such increase is still insufficient to explain the difference between the assessed fair market value of a DGO share vs the market traded price.

Non-Associated Shareholders should also have regard to the comments in **Section 8.3.2** where we have set out a number of possible factors explaining the difference between Invicta's fair market value assessment for a DGO share vs the market traded price.

In addition, as noted in **Section 4.3.2**, the Company completed a placement of 6.25 million shares at an issue price of \$1.60 per share to raise \$10 million before costs ("**April 2020 Placement**"). We note that the issue price accords with the high end of our minority valuation for DGO (refer to **Section 8.3**). Moreover, having regard to the comment above in relation to the movement in DEG's share price and assuming that the April 2020 Placement price was to be adopted for the purposes of our valuation, the proposed issue price would fall within the valuation range, updated for the increased DEG share price.

The above therefore, would have no material impact to our fairness assessment and overall valuation conclusions.

Impact of Covid-19

Due to the significant uncertainties regarding the impact of Covid-19, global financial markets have experienced significant downward movements and have been subject to increase volatility since the beginning of March 2020. As at the Valuation Date and the date of this Report, these uncertainties remain.

No specific adjustments for the potential impact of Covid-19 have been reflected in our fairness assessment. Specifically, in the present case, gold markets and shares in gold-focused companies (including DGO and DEG) appear to have been resilient to the impact of the Covid-19. Accordingly, no specific adjustment has been made to our valuation assessments in this regard.

Conclusion

Given that the fair market value range of the Target Assets falls within the fair market value range of the Consideration, we have determined that the Proposed Transactions are **fair** to the Non-Associated Shareholders of DGO.

3.2 Reasonableness

Given that we have concluded that the Proposed Transactions are “fair”, under paragraph 60 of RG 111, the Proposed Transactions will also be “reasonable”. Nevertheless, we have also considered the advantages and disadvantages of the Proposed Transactions, for consideration by Non-Associated Shareholders.

In assessing the reasonableness of the Proposed Transactions, we have considered the advantages and disadvantages of the Proposed Transactions to the Non-Associated Shareholders. An analysis of these advantages and disadvantages is set out below along with an analysis of the implications for Non-Associated Shareholders of not accepting the Proposed Transactions.

Based on our analysis and having regard to the strategic importance of the increased shareholding in DEG, our view is that the advantages outweigh the disadvantages of the Proposed Transactions.

Table 1: Advantages & Disadvantages of the Proposed Transactions

Advantages	Disadvantages
<p><i>Increased Exposure to Upside in DEG</i></p> <p>The approval of the Proposed Transactions and Additional DEG Share Acquisitions will result in DGO increasing its equity holdings in DEG from 12.54% to 16.35%. Without providing any opinion as to the overall strength of DEG’s Mallina Gold Project, completion of the above transactions will give DGO’s Shareholders a higher exposure to what appears to be, a promising project, as reflected in DEG’s share price. Moreover, DEG has a solid amount of JORC Resources (Measured, Indicated and Inferred categories) and its last reported balance sheet shows that it has a significant amount of cash to take it forward with its assets.</p> <p><i>Increase in Level of Significant Influence over DEG</i></p> <p>DGO currently exercises some ability to influence the affairs in DEG. The increase in shareholding as a result of the</p>	<p><i>Increased Voting Power of Major Shareholder</i></p> <p>In the case that the Proposed Transactions (and noting the impact of the Conditional Resolutions), DGO’s major shareholder (i.e. Klinger Group) will increase its equity holdings in DGO from 13.5% to 17.5% on an undiluted basis assuming Resolution 24 is also passed (or 19.1% if Resolution 24 is not passed).</p> <p>Whilst this increased level of voting power does not provide the Klinger Group with immediate control over the Company, it will provide Klinger Group with an increased ability to influence the outcome</p>

Proposed Transactions and Additional DEG Share Acquisitions will further cement its position.

Strategic Stake & Ability to Influence Corporate Transactions

The increased equity position in DEG will strengthen DGO's position in any corporate action taken by another entity and as a result potentially create increased value for Non-Associated Shareholders.

Avoids Need to use Cash

The consideration being provided by DGO comprises new ordinary shares and options in the Company. That is, DGO will not be required to use any of its cash holdings to acquire the additional equity interest in DEG.

This will enable DGO to utilise its cash reserves for other purposes including further exploration activities, additional investments in listed brownfield explorers, the repayment of existing debt and to fund working capital.

Further to the above, the ability for DGO to use its own equity to acquire further interests in DEG avoids, in the present case, the potential need for DGO to seek additional capital or debt which may be dilutive to Non-Associated Shareholders.

The Proposed Transactions are Fair Under Alternative Test

An alternative approach for the Non-Associated Shareholders to assess whether or not the Proposed Transactions are in their best interests is by comparing:

- the fair market value of a DGO share on a minority interest basis prior to the Proposed Transactions; with
- the fair market value of a DGO share on a minority basis assuming completion of the Proposed Transactions.

In short, the above compares what a Non-Associated Shareholder has today vs what they will have assuming completion of the Proposed Transactions.

Based on our assessment using this alternative method which is set out in **Appendix 5**, the fair market value of DGO:

- prior to the Proposed Transactions is a low value of \$0.8925 to a high value of \$1.5411; compared with
- assuming that the Proposed Transactions are completed is a low value of \$0.9131 to a high value of \$1.5311.

In short, based on the above test, the Non-Associated Shareholders would be better off by approving the Proposed Transactions.

of any future resolutions put forward to Shareholders.

Further, the Consideration Options, if exercised, will result in further control being handed to the Klinger Group. However, we note that any exercise of the Consideration Options would likely require further Shareholder approval in order to avoid triggering a takeover bid for the Company.

Dilution of Non-Associated Shareholders' Equity Interests

Conversely, in the case that the Proposed Transactions and all of the Conditional Resolutions in the NOM are approved, the equity interests of Non-Associated Shareholder (collectively) will decrease from 86.5% to 82.5% assuming that Resolution 24 is also passed (or 80.9% if Resolution 24 is not passed).

Impact on liquidity

The approval of the Proposed Transactions may result in a further decrease in the liquidity of DGO's shares on the ASX, which may adversely affect the future value of a DGO Share

Source: Invicta analysis.

3.2.1 Implications for Shareholders of Not Approving the Proposed Transactions

In the case that the Proposed Transactions are not approved:

- noting the current level of cash reserves held by the Company, in the absence of raising further capital or debt, DGO will not have the ability to materially increase its equity holdings in DEG or any other entity or prospect. In our view, DEG represents a strategic asset of importance; We note however that the impact of the April 2020 Placement will significantly mitigate this factor;
- the voting power of DGO's major shareholder (Klinger Group) will not increase to the level of 17.5% (or 19.1% where Resolution 24 is not approved). In the case that the Proposed Transactions are not approved and all other resolutions in the NOM are approved, Klinger Group's voting power would decrease from 13.5% to 11.0%;
- the voting power of Non-Associated Shareholders (collectively) would not reduce to 82.5% (or 80.9% where Resolution 24 is not approved). In the case that the Proposed Transactions are approved and all of the resolution in the NOM are approved, the voting power of Non-Associated Shareholders would increase from 86.5% to 89.0%; and
- having regard to our assessment of the fairness of the Proposed Transactions and the considerations of the advantages and disadvantages of the Proposed Transactions, should the Proposed Transactions not be approved, Non-Associated Shareholders will be exposed to a greater reliance on the greenfield projects held by DGO which appear to display greater risks and challenges when compared to an investment in DEG.

4. General Advice & Financial Services Guide

The conclusions and opinions expressed in this Report have been provided with consideration of Non-Associated Shareholders as a whole and does not consider the financial situation, objectives and needs of individual Non-Associated Shareholders. It is neither practical nor possible to assess the implications of the Proposed Transactions on individual Non-Associated Shareholders as their individual circumstances are not known.

Individual Non-Associated Shareholders may place different emphasis on various aspects of the Proposed Transactions to that adopted in this Report. Accordingly, individual Non-Associated Shareholders may reach different conclusions on whether or not the Proposed Transactions are "fair" and "reasonable" in the case of their individual circumstances. Non-Associated Shareholders should seek their own independent professional advice to assist them in making a decision on whether to approve the Proposed Transactions.

A financial services guide ("FSG") is attached at **Appendix 1** of this Report.

5. Other Matters

5.1 Summary Only

This section sets out a summary of our Report, conclusions and opinions. You should read our full Report which sets out in full, the purpose, scope sources of information, basis of evaluation, limitations, analysis, conclusions and opinions.

Yours faithfully



Vince Fayad
Director



Nick Navarra
Director

Table of Contents

1. The Proposed Transaction.....	13
1.1 Background	13
1.2 Regulatory Requirements	14
2. Purpose, Scope & Information	15
2.1 Purpose	15
2.2 Scope.....	15
2.3 Sources of Information	16
2.4 Reliance on Information	17
2.5 Other Assumptions	19
3. Basis of Assessment.....	20
3.1 Approach.....	20
3.2 Use of Technical Experts	21
4. Profile of DGO Gold Limited	22
4.1 Background	22
4.2 Directors.....	23
4.3 Capital Structure	25
4.4 Historical Financial Information.....	29
5. Profile of De Grey Mining Ltd	35
5.1 Background	35
5.2 Directors.....	36
5.3 Capital Structure	37
5.4 Historical Financial Information.....	40
6. Industry Overview	43
6.1 Introduction	43
6.2 Industry Participants	44
6.3 Industry Drivers.....	44
6.4 Mineral Exploration Outlook	45
6.5 Gold Price	45
6.6 Gold Demand & Supply	46
6.7 Australian Production	47
7. Fair Market Value of the Target Assets	49
7.1 Selection of Valuation Methodology	49
7.2 Significant Influence Premium	49
7.3 Fair Market Value of the Target Assets.....	50

8. Fair Market Value of the Consideration	51
8.1 Selection of Valuation Methodology	51
8.2 Net Assets of DGO as at 31 March 2020.....	52
8.3 Fair Market Value of DGO Shares	57
8.4 Fair Market Value of the Consideration Shares	61
8.5 Fair Market Value of the Consideration Options	61
8.6 Fair Market Value of the Consideration.....	62
9. Assessment of the Proposed Transactions	63
9.1 Approach.....	63
9.2 Fairness of the Proposed Transactions	63
9.3 Reasonableness of the Offer.....	64
10. Qualifications & Independence	67
10.1 Qualifications	67
10.2 Independence	67
Appendix 1 Financial Services Guide	68
Appendix 2 Glossary of Terms	69
Appendix 3 Sources of Information.....	72
Appendix 4 Valuation Methods	73
Appendix 5 Secondary Fairness Assessment.....	75
Appendix 6 Independent Geologists Report	76

1. The Proposed Transaction

1.1 Background

On 11 March 2020, DGO Gold Limited (“**DGO**” or the “**Company**”):

- entered into an agreement with Thirty Sixth Vilmar Pty Ltd (“**TSV**”) to acquire 9,086,000 quoted ordinary shares in De Grey Mining Ltd (“**DEG**”) for a total consideration of 1,453,760 new ordinary shares in the Company plus 726,880 new unquoted options in the Company with an exercise price of \$2.50 and an expiry date of 30 June 2022; and
- entered into an agreement with Ginga Pty Ltd (“**Ginga**”) to acquire 16,607,333 quoted ordinary shares in DEG for a total consideration of 2,657,174 new ordinary shares in the Company plus 1,328,587 new unquoted options in the Company with an exercise price of \$2.50 and an expiry date of 30 June 2022,

together, referred to as the “**Proposed Transactions**”. In short, the total number of DGO shares to be issued is 4,110,934 (“**Consideration Shares**”) and 2,055,467 options (“**Consideration Options**”). The sum of the Consideration Shares and Consideration Options is referred to as the “**Consideration**”.

The 9,086,000 and 16,607,333 (totalling 25,693,333) quoted ordinary shares in DEG to be acquired by DGO under the Proposed Transactions, are herein referred to as the “**Target Assets**”.

TSV and Ginga are companies controlled by Mr Thomas Klinger (and his associates) (“**Klinger Group**”).

The Proposed Transactions are the subject of Resolution 3 of the Notice of Meeting (**NOM**) to which this report (“**Report**”) accompanies.

In addition to the above, we note that on 14 April 2020, Ginga disposed of 350,000 ordinary shares in DGO (“**Ginga Share Sale**”) to an entity controlled by Mr Jeffrey Bruce Parncutt AO, a Non-Executive Director of DGO.

We note that in addition to the Proposed Transactions, DGO has entered into additional agreements with Andama Holdings Pty Ltd and Regal Funds Management Pty Ltd to acquire further 15,195,182 shares in DEG (“**Additional DEG Share Acquisitions**”) for a total consideration of 2,431,230 new ordinary shares in the Company plus 1,215,615 new unquoted options in the Company with an exercise price of \$2.50 and an expiry date of 30 June 2022. The Additional DEG Share Acquisitions are also subject to shareholder approval (see Resolutions 1 and 2 of the NOM). Invicta has not been requested to provide an opinion in this Report in relation to the Additional DEG Share Acquisitions.

Ginga currently holds a 13.5% shareholding in DGO (after the Ginga Share Sale). Noting that the Proposed Transactions are conditional upon the passing of resolutions 1, 2, 4 and 5 of the NOM (“**Conditional Resolutions**”), this will increase to 17.5% on an undiluted basis assuming that Resolution 24 is also passed (or 19.1% if Resolution 24 is not passed). We note that the exercise of the Consideration Options will likely result in Klinger Group’s shareholding exceeding 20%, assuming no change to the existing capital structure of DGO. We note that no approval has been sought for the approval of such shareholding under item 7 of Section 611 of the *Corporations Act 2001* (“**Corporations Act**”).

Upon completion of the Proposed Transactions and Additional DEG Share Acquisitions, DGO shareholding in DEG will increase from 12.54% to 16.35%.

1.2 Regulatory Requirements

This Report has been prepared by Invicta Corporate Finance Pty Ltd (“**Invicta**”, “**we**”, “**us**” or “**our**”) to assist the Independent Directors of DGO (“**Independent Directors**”) in making their recommendation to the Non-Associated Shareholders in their consideration on whether to approve the Proposed Transactions.

Our analysis of the various regulatory requirements applicable to the Proposed Transactions is set out below.

1.2.1 Corporations Act Requirements

We are not aware of any specific requirements under the *Corporations Act 2001 (Cth)* (“**Corporations Act**”) which would require approval by DGO’s shareholders for the Proposed Transactions.

We note that the exercise of the Consideration Options may, if exercised, increase Mr Klinger’s shareholding in DGO to a level above 20%, assuming that there was no change in the existing capital structure. No approval has been sought for item 7 of Section 611 of the Corporation Act in relation to the possible exercise of the Consideration Options.

1.2.2 ASX Listing Rule Requirements

ASX Listing Rule 10.1:

ASX Listing Rule 10.1 prohibits an entity from acquiring or disposing of a substantial asset from/to a related party without the prior approval of shareholders.

In the present case, given that TSV and Ginga share common control and Ginga is already a substantial shareholder of DGO, the Proposed Transactions will require shareholder approval.

ASX Listing Rule 10.5 requires that a notice of meeting to approve a transaction under ASX Listing Rule 10.1 must include a report from an Independent Expert which states the experts’ opinion as to whether the transaction is “fair” and “reasonable” to the shareholders whose votes are not to be disregarded (i.e. the Non-Associated Shareholders).

1.2.3 Other Resolutions

Resolutions 6 to 20 involve the issue of a number of Series B and Series C Performance Rights to the Board and senior management and resolution 23 deals with the variation of the previous terms of Performance Rights to a Director. Overall, the Series B and Series C Performance Rights, subject to certain conditions, grants those being issued the Performance Rights a right to purchase shares in DGO at a price of \$3.00 per share.

In addition, resolution 24 relates to the issue of 6,250,000 ordinary shares at an issue price of \$1.60 per share to raise a total of \$10 million before costs (“**April 2020 Placement**”).

Invicta has not been asked to provide any opinion with respect to the resolutions noted above, full details of which are set out in the NOM. All Shareholders should fully read and understand the terms and conditions of those Performance Rights and proposed placement.

2. Purpose, Scope & Information

2.1 Purpose

This Report has been prepared at the request of, and for the benefit of, the Independent Directors of DGO to assist them in fulfilling their obligations to provide Non-Associated Shareholders with full and proper disclosure to enable them to assess the merits of the Proposed Transactions and to assist in making their recommendation to Non-Associated Shareholders on whether or not to approve the Proposed Transactions.

This Report has also been prepared for the benefit of Non-Associated Shareholders and will accompany the Notice of Meeting ("**NOM**") to be provided by DGO to Non-Associated Shareholders in relation to the Proposed Transactions.

Invicta has provided its consent for this Report to accompany the NOM. Invicta is not responsible for the content of the NOM (except for this Report), or any other document or announcement associated with the Proposed Transactions. Invicta acknowledges that this Report will be lodged with regulatory bodies including, but not limited to, the Australian Securities & Investments Commission ("**ASIC**") and the Australian Securities Exchange ("**ASX**").

Apart from that noted above, this Report has not been prepared for any other purpose or for use by any other person. Invicta does not accept any responsibility to any person other than the Independent Directors of DGO and Non-Associated Shareholders or for the use of this Report outside of the stated purpose. No Extract, quote or copy of this Report, in whole or in part, should be reproduced.

Approval or rejection of the Proposed Transactions is a matter for individual Non-Associated Shareholders based on their expectations as to various factors including the value and future prospects of DGO and DEG, the terms of the Proposed Transactions, market conditions and their particular circumstances including, but not limited to, risk profile, liquidity preferences, portfolio strategy, tax position and any other factor(s) which may be material to them. Non-Associated Shareholders should carefully consider the information contained in the NOM and this Report, as well as consulting with their professional advisors, in deciding what action they should take in relation to the Proposed Transactions.

2.2 Scope

The scope of procedures we undertook in forming the opinions set out in this Report were limited to those we believe were required in order to form our opinions.

2.2.1 Valuation

APES 225

This engagement has been undertaken in accordance with the requirements of Accounting Professional & Ethical Standards Board standard 225 Valuation Services (“**APES 225**”).

This engagement is a “Valuation Engagement” as defined by APES 225 and is defined as follows:

“an Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Member is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Member at that time.”

Fair Market Value

In assessing whether the Proposed Transactions are “fair” and/or “reasonable”, it was necessary to determine the “fair market value” of the Target Assets and the Consideration.

For the purpose of this Report, “fair market value” is defined as:

“the price that would be negotiated in an open and unrestricted market between a knowledgeable, willing, but not anxious buyer, and a knowledgeable, willing, but not anxious vendor, acting at arm’s length”.

Special or Strategic Value

Special or strategic value represents an amount that a particular purchaser is willing to pay in excess of “fair market value” and reflects factors such as economies of scale, a reduction in competition, the securing of a source of supply or outlet for products and/or other synergies that are unique to the particular purchaser.

We **have not** considered special or strategic value in forming our opinion as to whether the Proposed Transactions are “fair” to Non-Associated Shareholders as it is not normally considered is the assessment of “fair market value” as it relates to the individual circumstances of a special purchaser.

2.2.2 Valuation Date

The valuation opinions set out in this Report are made as at 31 March 2020 (“**Valuation Date**”).

2.2.3 Current Market Conditions

The opinions expressed in this Report are based on economic, market and other conditions prevailing as at the Valuation date.

2.3 Sources of Information

Our Report has been prepared based on the information referred to in **Appendix 3**.

2.4 Reliance on Information

The statements and opinions set out in this Report have been provided in good faith and are based on Invicta's consideration and assessment of the information set out in **Appendix 3**. Invicta has no reason to believe that the information set out in **Appendix 3** is misleading, not reliable or not complete, nor does Invicta have any reason to believe that any material facts have been withheld.

The information set out in **Appendix 3** has been evaluated by Invicta through analysis, inquiry and review including an analysis of financial information and accounting records. These procedures did not include verification work nor constitute an audit or review in accordance with Australian Auditing and Assurance Standards. Consequently, our procedures do not enable us to become aware of all significant matters that might be identified in an audit or review and as such, we do not express an audit or review opinion.

It was not Invicta's role to undertake, and Invicta has not undertaken, any commercial, technical, financial, legal, taxation or other due diligence, or other similar investigative activities in respect of the Proposed Transactions. Invicta understands that DGO have been advised by legal, accounting and other appropriate advisors in relation to such matters, as necessary. Invicta does not provide any warranty or guarantee as to the existence, extent, adequacy, effectiveness and/or completeness of any due diligence or other similar investigative activities by DGO and/or their advisors.

An opinion as to whether a corporate transaction is "fair and reasonable", "not fair but reasonable" or "not fair and not reasonable" is in the nature of an overall opinion, rather than an audit or detailed investigation and it is in this context that Invicta advises that it is not in a position, nor is it practical for Invicta, to undertake a detailed investigation or extensive verification exercise.

It is understood that, except where noted, the accounting information provided to Invicta was prepared in accordance with generally accepted accounting principles (including adoption of Australian Equivalents to International Financial Reporting Standards) and prepared in a manner consistent with the method of accounting used by DGO in previous accounting periods.

In accordance with normal practice, prior to finalising the Report, we confirmed facts with DGO. This was undertaken by means of providing the Independent Directors of DGO with a draft report. Invicta obtained a representation letter from the Independent Directors of DGO confirming that, to the best knowledge of DGO and its Independent Directors, the information provided to, and relied upon by Invicta was complete and accurate, and that no significant information essential to the Report was withheld.

DGO has agreed to indemnify Invicta and its directors, employees, officers and agents (as applicable) against any claim, liability, loss or expense, costs or damage, arising out of reliance on any information or documentation provided to Invicta by DGO, which is false and misleading or omits any material particulars, or arising from failure to supply relevant documentation or information.

2.4.1 Historical Financial Information

Our Report adopts the financial information included in the unaudited consolidated management accounts of DGO as at 31 March 2020 ("**Management Accounts**"). In order to satisfy ourselves on the use of the unaudited financial information, we have:

- reviewed and compared to the financial information subject to review as at 31 December 2019; and
- conducted our own review of key balance sheet information.

The above does not constitute an audit. However, based on the above limited review, nothing has come to our attention which would suggest that the financial information included in the Management Accounts should not be relied upon.

2.4.2 Prospective Financial Information

In preparing this Report, Invicta considered and has relied upon certain prospective financial information in relation to DGO (“**Prospective Financial Information**”).

Invicta understands and has assumed that the Prospective Financial Information:

- has been prepared fairly and honestly, on a reasonable basis and is based on the best information available to the management and Directors of DGO and within the practical constraints and limitations of such information; and
- does not reflect any material bias either positive or negative.

We understand that the Prospective Financial Information has been based on assumptions concerning future events and market conditions and while prepared with due care and attention and the relevant directors consider the assumptions to be reasonable, future events and conditions are not accurately predictable and the assumptions and outcomes are subject to significant uncertainties. Actual results are likely to vary from the Prospective Financial Information and any variation may be materially positive or negative.

Accordingly, neither the Directors of DGO nor Invicta guarantee that the Prospective Financial Information or any other prospective statement contained in the Report or otherwise relied upon will be achieved.

Invicta has not been engaged to undertake an independent review of the Prospective Financial Information in accordance with Australian Auditing or Assurance Standards and has not undertaken such a review. However, in order to disclose and to rely on the Prospective Financial Information in this Report, Invicta is required to satisfy itself that the Prospective Financial Information has been prepared on a reasonable basis.

2.5 Other Assumptions

In preparing this Report and forming our opinion, Invicta has made certain assumptions including, but not limited to, the following:

- the Proposed Transactions will be implemented as outlined in the NOM issued by DGO and that the legal mechanisms proposed to implement the Proposed Transactions are valid and effective;
- in assessing the fair market value of DGO, we have:
 - assumed that resolutions 1 and 2 of the NOM have been approved (i.e. dealing with the Additional DEG Share Acquisitions) and that the DEG shares have been received, and associated consideration shares have been issued as at the Valuation Date;
 - assumed that resolutions 4 and 5 of the NOM have been approved (i.e. the issue of 794,815 shares to Directors under the placement completed by the Company in February 2020) and that the cash proceeds from such issue have been received, and the shares have been issued as at the Valuation Date;
 - assumed that resolution 24 of the NOM has been approved (i.e. which deals with the issue of 6.25 million shares at an issue price of \$1.60 in April 2020) and that the cash proceeds from such issue have been received, and the shares have been issued as at the Valuation Date; and
 - assumed that resolutions 6 to 20 and 23 which deal with the issue and variation of the Performance Rights are also approved and that such issue will have no impact to the DGO share price given that one of the key conditions requires a DGO share price of greater than \$3.00;
- that approvals for the exercise of the Consideration Options will be obtained prior to exercise in the future and that there will be no change in the capital structure of the Company between the Valuation Date and any such exercise;
- information relating to the Proposed Transactions that is distributed to Non-Associated Shareholders (including, but not limited to, the NOM), or any information issued by a statutory body is complete, accurate and fairly presented in all material respects;
- other than as publicly disclosed, all relevant parties have complied, and will continue to comply, with all applicable laws and regulations and existing contracts are in good standing, and will remain so and there is no alleged or actual material breach of the same or dispute in relation thereto (including, but not limited to, legal proceedings), and that there has been no formal or informal indication that any relevant party wishes to terminate or materially renegotiate any aspect of any existing contract, agreement or material understanding;
- that matters such as retention of key personnel and ownership of assets are in good standing, and will remain so; and
- any public information used in relation to DGO and DEG, and any other publicly available information relied on by us, is accurate and not misleading and up to date.

3. Basis of Assessment

3.1 Approach

In preparing this Report, we have considered guidance provided by ASIC in particular, ASIC Regulatory Guide 111 *Content of Expert Reports* (“RG111”) and ASIC Regulatory Guide 112 *Independence of Experts* (“RG112”).

In the context of a related party transaction, paragraph 55 of RG 111 notes that ASIC expects an expert to express an opinion on whether the transactions are “fair” and “reasonable” from the perspective of the Non-Associated Shareholders. The words “fair” and “reasonable” establish two distinct criteria:

- are the Proposed Transactions “fair” and
- are the Proposed Transactions “reasonable”?

The following sections provide an overview of how each of these criteria are assessed.

3.1.1 Fair

The Proposed Transactions will be “fair” if:

- the fair market value of the Target Assets is equal to or greater than;
- the fair market value of the Consideration.

3.1.2 Reasonable

As set out in paragraph 60 of RG111, the Proposed Transactions will be “reasonable” if they are “fair”. Where the Proposed Transactions are “not fair”, they may also be “reasonable” where the expert believes there are sufficient reasons for Non-Associated Shareholders to approve the Proposed Transactions.

Paragraph 62 of RG111 goes on to list a number of factors that the expert may consider when assessing whether the Proposed Transactions are “reasonable” including:

- the financial situation and solvency of the Company;
- opportunity costs;
- any other alternative options available to the Company and the likelihood of those options occurring;
- DGO’s bargaining position;
- whether there is selective treatment of any security holder;
- any special value of the Proposed Transactions; and
- the liquidity of the market in the entity’s securities.

3.2 Use of Technical Experts

3.2.1 Regulatory Guide 111

RG111 notes that for matters beyond an expert's expertise, they should retain the services of a specialist to advise them (e.g. to value real property or exploration mining tenements).

DGO holds a number of explorations assets. In order to assist with our valuation of DGO, we have engaged a specialist, CSA Global Pty Ltd ("**CSA**" or "**Mining Specialist**"), to undertake a valuation of these assets for use and reliance by us in the preparation of this Report. CSA has provided a consent for the references made to them in this report.

3.2.2 Mining Specialist

CSA has been engaged by Invicta to prepare a valuation of the exploration assets held by DGO. We have relied upon the work undertaken by CSA in determining the fair market value of DGO as a whole. CSA's report conforms to the requirements of the VALMIN and JORC Codes. We are satisfied that:

- CSA has the appropriate qualifications, experience and competence to conduct the engagement;
- the methodologies used in its assessments are consistent with generally accepted industry practice; and
- CSA's report contains sufficient information to support the conclusions drawn.

We have also considered whether CSA is independent of DGO and the Klinger Group. Nothing has come to our attention to suggest that CSA is not independent. It is noted that in October 2019, CSA prepared a valuation report on DGO's mineral assets for internal use by DGO's Board. CSA advised that the same protocols set out above were applied in the preparation of that report. In addition, the report prepared for the purposes of the use by Invicta was significantly updated for the change in circumstances of the various assets since the date of the internal report. Accordingly, based on the above, Invicta is satisfied that the report prepared by CSA meets the independence criteria.

CSA's report is attached as **Appendix 6** of this Report and it should be read in conjunction with this Report.

4. Profile of DGO Gold Limited

4.1 Background

DGO is an ASX-listed public company involved in mineral exploration via a portfolio of gold-focused projects located throughout Western Australia and South Australia, and investing in listed brownfield explorers. The Company and its management are based in Melbourne Australia.

An overview of each of DGO's projects is set out in the table below. Detailed overviews regarding each of the projects can be found in the Mining Specialist's report set out in **Appendix 6** to this Report.

Table 2: Overview of DGO's Projects

Project	Details
WESTERN AUSTRALIA PROJECTS	
Black Flag Project Eastern Goldfield Equity Interest: 100%	DGO's Black Flag project is located approximately 20km northwest of Kalgoorlie in Western Australia. This project consists of one exploration licence and seven contiguous prospecting licences covering a total area of approximately 30.7 km ² .
Lake Randall Project Eastern Goldfields Equity Interest: 70% to 100%	DGO's Lake Randall project is located approximately 50km east of Kambalda in Western Australia. This project consists of two (2) granted exploration licence exploration licences covering a total area of approximately 232.8 km ² .
Tom Price Project Pilbara Region Equity Interest: 80% to 100%	DGO's Tom Price project is located approximately 35km north west of Mt Tom Price and 220km south east of Karratha in Western Australia. This project consists of three (3) live exploration licences and two (2) pending exploration licenses covering a total area of approximately 1308.8 km ² .
Mallina Project Pilbara Region Equity Interest: 100%	DGO's Mallina project is located approximately 112km east-southeast of Karratha in Western Australia. The tenements are adjacent to the DEG Pilbara Gold Project which hosts several mineral resources totalling 2.2. MOZ gold and are actively being explored by DEG. This project consists of three (3) live exploration licences and two (2) pending exploration licences covering a total area of approximately 281 km ² .
Yerrida and Bryah Projects Equity Interest: 100%	DGO's Yerrida and Bryah projects are located approximately 100km north-east of Meekatharra in Western Australia. This project consists of fifteen (15) live exploration licences and one (1) pending exploration licenses covering a total area of approximately 2,633.4 km ² .
Yamarna West Project Equity Interest: 100%	DGO Yamarna project is located in central Western Australia to the west of the Yamarna Belt. The project consists of two (2) pending exploration licences covering an area of approximately 727.8 km ² .

Project	Details
SOUTH AUSTRALIA PROJECTS	
Stuart Shelf Project Equity Interest: 100%	DGO's Stuart Shelf project is located approximately 400km north-northwest of Adelaide and 100km north of Port Augusta in South Australia. This project consists of seven (7) granted exploration licences and one (1) pending exploration licence covering a total area of approximately 2,190 km ² .

Source: Independent Technical Specialists' Report prepared by CSA Global Pty Ltd dated 20 April 2020

4.2 Directors

As at the date of this Report, DGO had the following Directors:

Table 3: Directors of DGO

Name & Position	Details
Eduard Eshuys Executive Chairman, Director Appointed 15 July 2010	Mr Eshuys is a geologist with several decades of exploration experience in Australia. His successes as Joseph Gutnick's exploration director are well known. In the late 1980s and early 1990s he led the teams that discovered the Plutonic, Bronzewing and Jundee gold deposits, and the Cawse Nickel Deposit. He has also had involvement in the Maggie Hays and Mariners nickel discoveries in the 1970's. More recently he was the Managing Director and CEO of St Barbara Limited from July 2004 to March 2009. During this time St Barbara Limited grew substantially as a gold producer. Mr Eshuys joined the Company on 15 July 2010 as Executive Chairman with responsibility for the corporate governance, exploration activities, administration, board conduct and leadership. As Chairman he ensures that the Company maintains a well-balanced, suitably qualified, focused and motivated management team working for the benefit of all shareholders. Mr. Eduard Eshuys is a member of the Remuneration and Nomination Committee. Mr Eshuys is also a director of NTM Gold Limited (appointed 25 March 2019) and De Grey Mining Ltd (appointed on 23 July 2019).
Jeffrey Bruce Parncutt AO Non-Executive Director Appointed 23 May 2018	Mr Parncutt is Chairman of investment banking group Lion Capital, a member of The Australian Ballet Board, The University of Melbourne Centre for Positive Psychology Strategic Advisory Board, and a Trustee of the Helen Macpherson Smith Trust. His career spans over 40 years in investment management, investment banking and stock broking. Previous roles include: Managing Director of McIntosh Securities, Senior Vice President of Merrill Lynch, Director of Australian Stock Exchange Ltd, President of the Council of Trustees of the National Gallery of Victoria, Board Member and Chairman of the NGV Foundation, member of the Felton Bequest Committee, Council member of Melbourne Grammar School, and Director of a number of listed public companies, including Acrux Ltd, Praemium Limited and Stuart Petroleum Ltd. Mr Parncutt was recognised as Officer in the Order of Australia in the 2016 Queen's Birthday Honours List for distinguished service to the community as a philanthropist (particularly in arts and education) and as an advocate and supporter of charitable causes, and to business and commerce. Mr. Parncutt was appointed Non-Executive Director on 23 May 2018 and is a member of the Audit Committee and Remuneration and Nomination Committees. Mr Parncutt is also a director of De Grey Mining Ltd (appointed 23 July 2019).

Name & Position	Details
Ross Hutton Non-Executive Director Appointed 5 April 2007	<p>Mr Hutton is a Mining Engineer with over 45 years' experience in the minerals industry ranging from mining to project management in technical and executive management roles.</p> <p>He has worked in corporate and consultative roles managing activities from feasibility studies to operations both in Australia and internationally.</p> <p>He was appointed Non-Executive Director on 5 April 2007. Ross is the Chairman of the Audit Committee and Remuneration and Nomination Committee.</p>
Michael Ilett Non-Executive Director Appointed 20 July 2015	<p>Mr Ilett is a Chartered Accountant and a member of Chartered Institute of Company Secretaries in Australia. In 2003, Mr. Michael J. Ilett was awarded the MBA Medallion from the Queensland University of Technology and in 2004 was awarded the J. S. Goffage Prize from Chartered Secretaries Australia Limited.</p> <p>Mr Ilett has over 25 years' commercial experience and was the former Company Secretary and Chief Financial Officer for Gold Aura Limited and Union Resources Limited. He has provided a key role in the listing of exploration companies on the ASX, capital raisings, corporate governance, administration and the dual listing of an Australian public company on the Alternative Investment Market (AIM).</p> <p>Mr Ilett was appointed as a Director and a member of the Remuneration and Nomination Committee and Audit Committees on 20 July 2015. Mr Ilett was the Company Secretary of the Company from 5 April 2007 until his resignation on 31 August 2018.</p>
Katina Law Non-Executive Director To be Appointed Effective 1 June 2020	<p>Ms Law has 29 years' experience in the mining industry covering corporate and site-based roles across several continents. She is currently the Non-Executive Chair of Ardea Resources Ltd (ASX: ARL) and Yandal Resources Ltd (ASX: YRL).</p> <p>Ms Law has worked with a number of ASX listed resources companies in strategic financial advisory and general management roles, including on development and evaluation projects, which were later subject to corporate transactions including the Deflector gold and copper project and the King Vol polymetallic zinc project. She has also held senior positions at Newmont Mining Corporation's Batu Hijau copper gold project in Indonesia and their head office in Denver, USA and at LionOre International based in Perth.</p> <p>Ms Law has a Bachelor of Commerce degree from UWA, is a Certified Practising Accountant and has an MBA from London Business School. She is currently a Non-Executive Director of headspace National Youth Mental Health Foundation.</p>

Source: Annual Report of DGO for the year ended 30 June 2019; Management of DGO

4.3 Capital Structure

4.3.1 Overview

As at the date of this Report, DGO had the following securities on issue:

Table 4: DGO Securities on Issue

	Note / Report Reference	As at 31 March 2020
Ordinary Shares	4.3.2	42,563,125
\$1.00 Options	4.3.3	10,042,129
\$0.3936 Options	4.3.4	596,523
Performance Rights	4.3.5	3,100,000

Source: Appendix 2A lodged by DGO on 27 March 2020

Further details regarding each of the above classes of securities can be found in the following sections.

4.3.2 Ordinary Shares

Overview

As at the date of this Report, DGO had 42,563,125 ordinary shares on issue. Set out below are details of the top ordinary shareholders of DGO as at 30 March 2020:

Table 5: Top Ordinary Shareholders of DGO

	As at 30 March 2020	
	#	%
Regal Funds Management Pty Ltd	7,249,679	17.0%
Ginga Pty Ltd (and Associates) ^	6,093,116	14.3%
Cairnglen Investments Pty Ltd (and Associates)	5,790,514	13.6%
Bruce Parncutt	4,247,660	10.0%
Costa Asset Management Pty Ltd (and Associates)	3,806,267	8.9%
Andama Holdings Pty Ltd	3,529,450	8.3%
Eduard Eshuys	2,727,970	6.4%
Total Top 7 Ordinary Shareholders	33,444,656	78.6%
Other Ordinary Shareholders	9,118,469	21.4%
Total Ordinary Shares ^^	42,563,125	100.0%

^ Does not take into account the transfer of 350,000 shares on 9 April 2020. After taking into consideration this transfer, Ginga's equity interest will decrease to 13.47% and Mutual Trust's equity interest will increase to 11.04%.

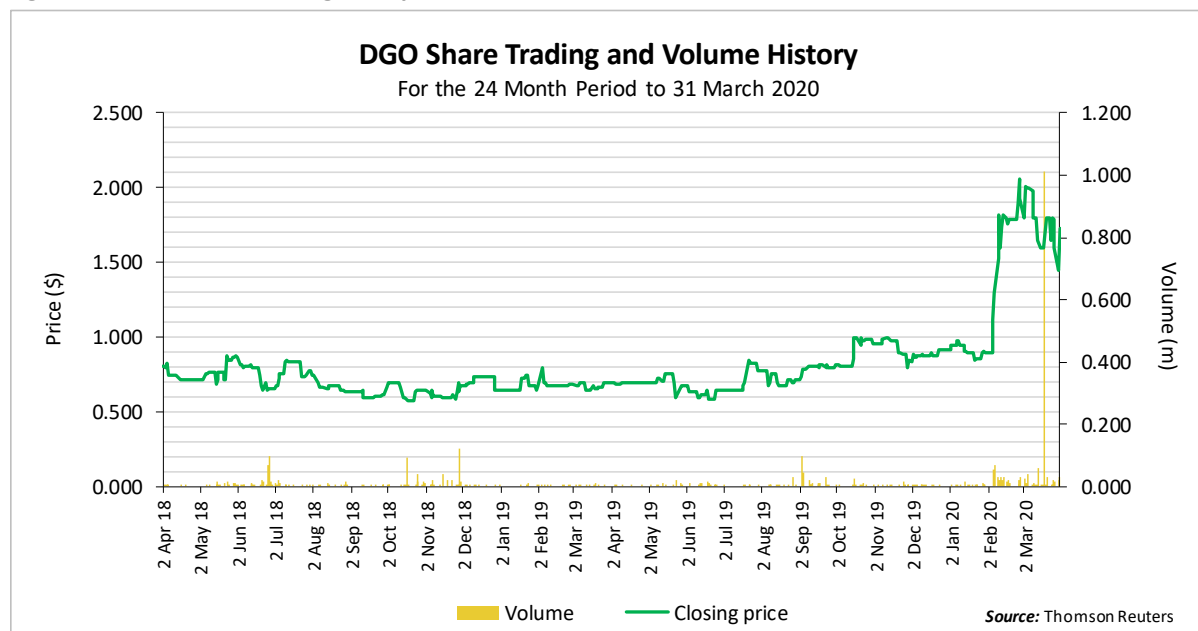
^^ Excludes 794,815 shares to be issued under the placement completed in February 2020 and subject to Shareholder approval.

Source: DGO Gold Ltd; Invicta analysis

Trading History

The following figure provides an overview of trading in DGO's shares for the twenty-four (24) months to 31 March 2020 (i.e. the Valuation Date):

Figure 2: DGO 24-Month Trading History



The following table provides an overview of the volume weighted average prices ("VWAP") of DGO's Shares over various time periods leading up to 31 March 2020 (i.e. the Valuation Date):

Table 6: DGO VWAP History

Period	Price (Low)	Price (High)	Price VWAP	Total Value	Total Volume	% of Issued Shares
1 day	\$1.6950	\$1.7300	\$1.7151	\$51,453	30,000	0.07%
1 week	\$1.4500	\$1.8000	\$1.6556	\$139,596	84,317	0.20%
1 month	\$1.1800	\$2.0300	\$1.6215	\$2,090,101	1,288,985	3.04%
3 months	\$0.8500	\$2.0600	\$1.5901	\$2,679,337	1,685,015	4.16%
6 months	\$0.8000	\$2.0600	\$1.5421	\$2,802,076	1,817,013	4.54%
12 months	\$0.5900	\$2.0600	\$1.3706	\$3,145,203	2,294,755	6.00%

Source: Thomson Reuters

In relation to the above, we note the following:

- DGO's shares are illiquid. During the twelve (12) months to 31 March 2020, 2.29 million shares traded, representing only approximately 6.00% of the total number of shares on issue by DGO during that period;
- the substantial and sustained increase in DGO's share price commencing on 6 February 2020 coincided with an increase in DEG's share price after an announcement by DEG relating to strong drilling results at its Greenfields Hemi prospect. Subsequent announcements by DEG regarding further drilling results at the Hemi prospect continued to show positive drilling results;

- on 31 March 2020 (i.e. the Valuation Date), DGO's share price closed at \$1.73, up from \$1.45 the day before; and
- the volume weighted average prices ("VWAP") of DGO shares traded over the 1 week and 1 month periods to 31 March 2020 were \$1.6556 and \$1.6215 respectively.

Other Ordinary Share Transactions:

Set out below is a summary of recent issues of ordinary shares by DGO:

- on or around 10 September 2019, DGO completed a share placement ("**September 2019 Placement**") to professional and sophisticated investors under which the Company issued 2,666,667 new ordinary shares at an issue price of \$0.75 per share;
- on or around 24 February 2020, DGO completed a share placement ("**February 2020 Placement**") to professional and sophisticated investors and Directors under which the Company issued 7,915,926 new ordinary shares at an issue price of \$1.35 per share. 7,121,111 ordinary shares were issued immediately with the remaining (794,815 shares) to be allotted to Directors subject to Shareholder approval ("**Director Placement**");
- during the period 24 February 2020 to 27 March 2020, the Company issued 245,652 ordinary shares upon the exercise of \$0.3936 options (see **Section 4.3.4** below for further details); and
- on 22 April 2020, DGO announced that it had completed a placement of 6,250,000 ordinary shares at an issue price of \$1.60 per share to raise a total of \$10 million before costs ("**April 2020 Placement**"). We note that this placement was supported by several existing major shareholders. 1,635,625 ordinary shares were issued immediately with the remaining (4,614,375 shares) to be allotted subject to approval by DGO shareholders.

4.3.3 \$1.00 Options

As at the date of this Report, DGO had 10,042,129 options on issue with an exercise price of \$1.00 per option and an expiry date off 31 December 2021.

4.3.4 \$0.3936 Options

As at the date of this Report, DGO had 596,523 options on issue with an exercise price of \$0.3936 per option and an expiry date off 30 June 2020.

4.3.5 Performance Rights

On 27 September 2019, DGO issued 2,850,000 performance rights to senior executives. Under the plan, eligible participants may be granted share rights for nil consideration (unless otherwise provided under the relevant offer), which vest if certain conditions are met. Upon vesting, subject to any exercise conditions, each share right entitles the participant to one share in the Company.

On 21 November 2019, DGO issued 250,000 performance rights to an employee as approved at the Company's annual general meeting on 21 November 2019. These performance rights are exercisable for nil consideration on or before 30 November 2022 subject to a number of vesting conditions.

Further details regarding the performance options are set out below.

Each performance right granted to Directors, consultants and Company employees will be capable of being exercised into one fully paid ordinary share only if:

- one of the following events occurs:
 - on or before 31 July 2021 the 90-day VWAP of DGOs' shares on the ASX exceeds \$2.00 (subject to certain adjustments) per share (Market Condition);
 - on or before 31 July 2021 a takeover bid is made for DGOs' shares at a price or value which exceeds \$2.00 (subject to certain adjustments) and the bidder confirms that the takeover bid is unconditional (Takeover Condition); or
 - on or before 31 July 2021 a court order's a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company at a price or value which exceeds \$2.00 (subject to certain conditions) per DGO share and Shareholders approve the scheme resolution by the requisite majority; and
- the Director remains as a Director of the Company at the time the relevant condition is satisfied; or
- for certain consultants, the consultant has been available for consulting work for at least nine days in each three-month period from 1 April 2018 until the Market Condition is satisfied; or
- for each employee or remaining consultants, the consultant or employee (as applicable) continues to be employed or engaged by the Company.

4.4 Historical Financial Information

4.4.1 Historical Income Statements

Set out below are the historical consolidated income statements of DGO for the years ended 30 June 2018 and 2019, and the six (6) months to 31 December 2019:

Table 7: Historical Consolidated Income Statements

	Year Ended 30 June		Six Months to 31 December 2019 (Reviewed)
	2018 (Audited)	2019 (Audited)	
Revenue			
Interest Income	4,294	19,774	8,090
Dividend Income	-	13,564	-
Other Income	-	29,966	119,138
Net Gain on Financial Assets at Fair Value through Profit or Loss	-	-	3,743,458
Total Revenue	4,294	63,304	3,870,686
Expenses			
Administration & Other Expenses	(241,633)	(509,184)	(187,864)
Consultants & Contractor Expense	(102,674)	(68,225)	(80,844)
Depreciation Expense	(7,097)	(4,643)	(78,402)
Employee Benefit Expense	(67,284)	(47,266)	(103,089)
Exploration & Evaluation Expenditure	(172,279)	(99,134)	(250,582)
Finance Cost	-	-	(110,437)
Loss on Disposal of Property, Plant & Equipment	-	(5,520)	-
Fair Value Losses on Financial Assets at Fair Value through Profit or Loss	-	(2,418,510)	-
Impairment of Exploration & Evaluation Expenditure	-	(1,518,157)	-
Share Based Payments Expense	-	(445,347)	(305,011)
Share in Net Loss of Investment in Associate	-	-	(244,211)
Other Expenses	(25,217)	(24,951)	-
Total Expenses	(616,184)	(5,140,937)	(1,360,440)
Profit / (Loss) Before Tax	(611,890)	(5,077,633)	2,510,246
Income Tax (Expense) / Benefit	-	-	-
Profit / (Loss) for the Year	(611,890)	(5,077,633)	2,510,246

Source: Annual Reports of DGO for the year ended 30 June 2019; Interim Financial Report of DGO for the six months ended 31 December 2019; Invicta analysis.

DGO's activities are limited to exploration activities and the holding of investments in listed brownfields explorers. As such, the Company does not generate any operating revenues. DGO's net profits are predominately limited to interest income from cash holdings and fair value movements related to investments held in those listed brownfields explorers.

4.4.2 Historical Balance Sheets

Set out below are the historical consolidated balance sheets of DGO as at 30 June 2018 and 2019, and as at 31 December 2019:

Table 8: Historical Consolidated Balance Sheets

	As at 30 June		As at 31 December 2019 (Reviewed)
	2018 (Audited)	2019 (Audited)	
Current Assets			
Cash & Cash Equivalents	1,625,441	4,803,007	2,816,977
Trade & Other Receivables	572,322	333,340	253,915
Assets Classified as Held for Sale	60,638	-	-
Total Current Assets	2,258,401	5,136,347	3,070,892
Non-Current Assets			
Financial Assets at Fair Value through Profit or Loss	-	4,623,348	3,538,047
Investment in Associates	-	-	8,969,076
Property, Plant & Equipment	16,611	57,662	129,569
Right of Use Asset	-	-	226,862
Exploration & Evaluation Expenditure	1,642,437	1,335,012	2,804,452
Total Non-Current Assets	1,659,048	6,016,022	15,668,006
TOTAL ASSETS	3,917,449	11,152,369	18,738,898
Current Liabilities			
Trade & Other Payables	510,436	255,219	262,437
Lease Liabilities	-	-	117,149
Loans Payable	-	-	2,598,912
Provisions	15,489	20,056	19,760
Total Current Liabilities	525,925	275,275	2,998,258
Non-Current Liabilities			
Lease Liabilities	-	-	142,892
Total Non-Current Liabilities	-	-	142,892
TOTAL LIABILITIES	525,925	275,275	3,141,150
NET ASSETS	3,391,524	10,877,094	15,597,748
Equity			
Issued Capital	23,749,024	35,866,880	37,772,277
Reserves	311,290	745,999	1,051,010
Accumulated Losses	(20,668,790)	(25,735,785)	(23,225,539)
TOTAL EQUITY	3,391,524	10,877,094	15,597,748

Source: Annual Reports of DGO for the year ended 30 June 2019; Interim Financial Report of DGO for the six months ended 31 December 2019; Invicta analysis.

In relation to the above, we note the following:

- DGO's assets predominately comprise of cash, investments in listed brownfields explorers (recognised as both "Financial Assets at Fair Value through Profit or Loss" and "Investments in Associates") and deferred exploration and evaluation expenditure.
- As at 31 December 2019, "Financial Assets at Fair Value through Profit or Loss" comprised of the following:

Table 9: Financial Assets at Fair Value through Profit or Loss at 31 December 2019

Investment Details	Book Value at 31 December 2019
NTM Gold Ltd (ASX: NTM): <ul style="list-style-type: none"> • 60,000,000 options with an exercise price of \$0.05 and expiry date of 31 March 2020 • 60,000,000 options with an exercise price of \$0.10 and expiry date of 31 March 2022 	\$3,486,160
Jindalee Resources Ltd (ASX: JRL): 100,000 ordinary shares	\$31,500
Jindalee Resources Ltd (ASX: JRL): 200,000 options with an exercise price of \$0.50 and expiry date of 30 June 2022	\$20,387
TOTAL	\$3,538,047

Source: Interim Financial Report of DGO for the six months ended 31 December 2019; Management of DGO; Invicta analysis.

- As at 31 December 2019, "Investments in Associates" comprised of the following:

Table 10: Investments in Associates at 31 December 2019

Investment Details	Book Value at 31 December 2019
NTM Gold Ltd (ASX: NTM): 64,434,200 ordinary shares (representing a 10.91% equity interest)	\$3,735,566
De Grey Mining Limited (ASX: DEG): 100,845,935 ordinary shares (representing a 9.71% equity interest)	\$5,233,510
TOTAL	\$8,969,076

Source: Interim Financial Report of DGO for the six months ended 31 December 2019; Management of DGO; Invicta analysis.

- deferred exploration and evaluation expenditure is initially recognised only when the following conditions are satisfied:
 - i. the rights to tenure of the area of interest are current; and
 - ii. at least one of the following conditions is also met:
 - a. the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; or

- b. exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the areas of interest are continuing.

After initial recognition, these costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits a reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written-off in full against profit in the year in which the decision to abandon the area is made. Costs are also written-off in the circumstances where the Board has made a determination in consideration of external indicators of impairment.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

Noting the above accounting policies, the carrying value of deferred exploration and evaluation expenditure will unlikely reflect the fair market value of the exploration assets held by the Company; and

- the right of use asset and lease liabilities relate entirely to the office premises occupied by DGO in Perth and Melbourne. For financial reporting period commencing on or after 1 January 2019, a new lease accounting standard AASB 16 *Leases* came into force requiring DGO to first recognise the right of use asset and corresponding lease liabilities in the HY20 financial reporting period; and
- loans payable amounting to \$2.60 million as at 31 December 2019 relate to new loan facilities entered into by DGO in August 2019 with five (5) shareholders. This balance is made up of \$2.50 million in principal and \$98,912 in accrued interest. These loans are repayable by 31 July 2020. The loans attract a fixed rate of interest of 10% per annum and are carried at amortised cost.

4.4.3 Historical Statements of Cash Flows

Set out below are the historical consolidated statements of cash flows of DGO for the years ended 30 June 2018 and 2019, and the six (6) months to 31 December 2019:

Table 11: Historical Consolidated Statements of Cash Flows

	Year Ended 30 June		Six Months to 31 December 2019 (Reviewed)
	2018 (Audited)	2019 (Audited)	
Cash Flows from Operating Activities			
Payments to Suppliers & Employees	(452,177)	(640,454)	(344,190)
Interest Received	-	-	17,255
Other Income	-	-	63,636
Payments for Exploration & Evaluation Activities	(172,279)	(99,132)	(29,326)
Net Cash Used in Operating Activities	(624,456)	(739,586)	(292,625)
Cash Flows from Investing Activities			
Interest Received	4,294	10,609	-
Dividends Received	-	13,564	-
Receipt of Research & Development Tax Rebate for Exploration Assets	234,033	779,674	-
Proceeds from Sale of Shares	-	48,775	-
Payments for Plant & Equipment	(10,064)	(12,420)	(148,567)
Payments for Exploration & Evaluation Activities	(1,226,312)	(1,938,271)	(1,570,838)
Payments for Financial Assets at Fair Value through Profit or Loss	-	(6,750,028)	(4,335,391)
Payments for Deposits	(483,827)	(48,963)	-
Net Cash Used in Investing Activities	(1,481,876)	(7,897,060)	(6,054,796)
Cash Flows from Financing Activities			
Proceeds from Issues of Equity Securities	2,608,833	12,008,583	2,000,000
Payment for Share Issue Costs	(151,796)	(194,373)	(106,223)
Proceeds from Share Application Monies	315,456	-	-
Principal Paid on Lease Liabilities	-	-	(20,861)
Interest Paid on Lease Liabilities	-	-	(11,525)
Proceeds from Loans Payable	-	-	2,500,000
Net Cash Provided by Financing Activities	2,772,493	11,814,210	4,361,391
Net Increase / (Decrease) in Cash Held	666,161	3,177,566	(1,986,030)
Cash & Cash Equivalents at the Beginning of the Period	959,279	1,625,441	4,803,007
Cash & Cash Equivalents at the End of the Period	1,625,441	4,803,007	2,816,977

Source: Annual Reports of DGO for the year ended 30 June 2019; Interim Financial Report of DGO for the six months ended 31 December 2019; Invicta analysis.

In relation to the above, we note the following:

- DGO has consistently generated negative operating and investing cash flows relating to continued administrative costs, exploration costs and further investments in listed brownfields explorers. This is consistent with the nature of DGO's activities; and
- DGO has been funded through three (3) main sources:
 - through the issue of new equity. Details of recent capital raisings can be found in **Section 4.3.2** of this Report;
 - the recent (August 2019) drawdown on loan facilities entered into with shareholders. Further details can be found in **Section 4.4.2** of this Report; and
 - research and development tax rebates.

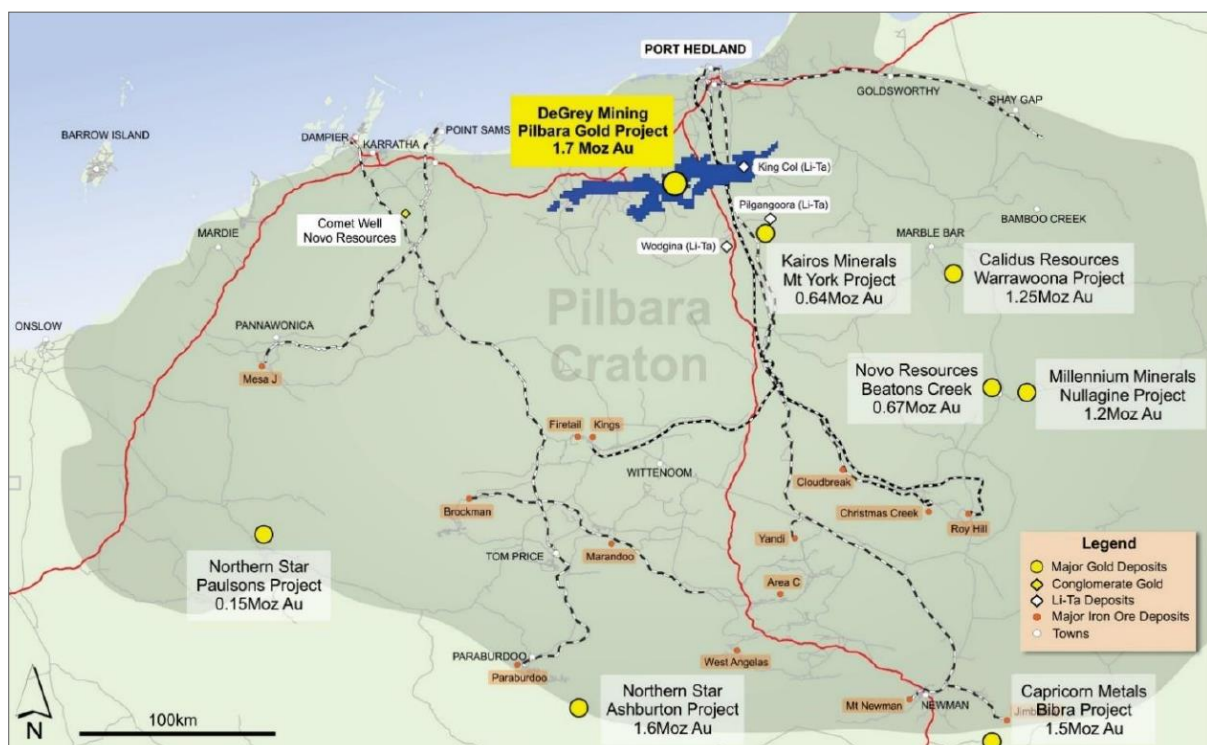
5. Profile of De Grey Mining Ltd

5.1 Background

DEG is an ASX-listed public company involved in mineral exploration with a focus on the Mallina Gold Project (formally referred to as the Pilbara Gold Project) located approximately 80 kilometres to the south of Port Hedland within the Pilbara region in Western Australia. The total project covers an area greater than 1,200 km². DEG and its management are based in Perth, Western Australia.

The following figures set out the location of DEG's Pilbara project:

Figure 3: Location of DEG's Pilbara Project



Source: Annual Report of DEG for the year ended 30 June 2019

Figure 4: DEG's Pilbara Project



Source: Mallina Update released by DEG on 1 April 2020

Full details of DEG's mineral assets can be found in various announcements released by DEG via the ASX. The following details are highlighted:

- on 6 February 2020, DEG made its first major announcement setting out strong drilling results at its Hemi project. This announcement appears to have been the driver for a significant increase in DEG's share price (see **Section 5.3.2** below);
- subsequent announcements in relation to the Hemi have provide further positive news in relation to this project and appears to have been the driver for sustaining DEG's higher share price. In summary, drilling results at Hemi have indicated high grade resources at relatively shallow depths, and over a wide area;
- on 2 April 2020, DEG provided an update confirming an increase in mineral resources to 2,164,500 ounces (265,000 measured, 786,000 indicated and 1,113,500 inferred) at an average grade of 1.8g/t. This update did not include the Hemi project; and
- in the same announcement, DEG stated *"The thickness of mineralisation at Hemi is an order of magnitude larger than our existing deposits which provides an exciting opportunity to significantly grow our resources"*.

5.2 Directors

As at the date of this Report, DEG had the following Directors:

Table 12: Directors of DEG

Name & Position	Details
Glenn Jardine Managing Director To be Appointed 4 May 2020	Mr Jardine is an experienced mining executive of 35 years who was appointed due to his strong background in project management, development and operations. His experience includes Project Manager and General Manager of the Henty Gold Mine in Tasmania for Goldfields Ltd; Project Manager of the Emily Ann and Maggie Hays nickel mines; General Manager New Business, Chief Operating Officer and Managing Director for Lion Ore Australia, and Chief Operating Officer of Azure Minerals Limited. Mr Jardine is a mining engineer with a Bachelor of Engineering (Mining) from the University of Queensland and is a Fellow of AusIMM.
Simon Lill Executive Chairman, Director Appointed October 2013	Mr Lill has a BSc and a Masters of Business Administration, both from The University of Western Australia and has been a corporate adviser with Trident Capital Pty Ltd for the last 5 years. He has over 25 years' experience in stockbroking, capital raising, management, business development and analysis for a range of small and start-up companies, both in the manufacturing and resources industries, and has specialised in that time in company restructuring activities.
Andrew Beckwith Technical Director & Operations Manager Appointed October 2017	Mr Beckwith commenced his time with DEG as a Technical Consultant in February 2016. Mr Beckwith has a Bachelor of Science (Applied Geology) from the University of South Australia, and has over 30 years of Geological and Management experience. His more recent roles include successfully building Westgold to circa 5M ounces of resources as Managing Director and prior to that he held senior roles with Anglo Gold Australia.

Name & Position	Details
	Mr Beckwith has successfully worked on projects from grassroots to mine development and has extensive experience working with corporate transactions, project acquisitions and project generation.
Peter Hood Non-Executive Director Appointed 19 November 2018	<p>Mr Hood, a Chemical Engineer, has had a distinguished career in the Australian Mining and Chemical Industries. He held the position of Senior Production Engineer at the Kwinana Nickel Refinery from 1971 to 1981, then Mill Superintendent of the WMC Kambalda Nickel and Gold Operations between 1982 to 1985.</p> <p>In 1985, he joined Coogee Chemicals Pty Ltd in the position of General Manager and then as their CEO between 1998 and 2005. He then held the position of CEO of Coogee Resources Ltd before retiring in 2008. Through that period he was part of the management team that oversaw significant growth in Coogee Chemicals company capitalisation.</p> <p>Mr Hood also currently holds positions on the board of two other ASX listed companies; GR Engineering and Matrix Composites and Engineering Ltd.</p>
Eduard Eshuys Non-Executive Director Appointed 23 July 2019	Mr Eshuys is also a director of DGO. Please refer to Section 4.2 for details.
Jeffrey Bruce Parncutt AO Non-Executive Director Appointed 23 July 2019	Mr Parncutt is also a director of DGO. Please refer to Section 4.2 for details.

Source: Annual Report of DEG for the year ended 30 June 2019; ASX announcement released by DEG on 20 March 2020; website of DEG accessed on 1 April 2020

5.3 Capital Structure

5.3.1 Overview

As at the date of this Report, DEG had the following securities on issue:

Table 13: DEG Securities on Issue

	Note / Report Reference	As at 31 March 2020
Ordinary Shares	5.3.2	1,072,161,823
Unlisted Options: Exercise Price \$0.10, Expiry 31 October 2020		14,250,000
Unlisted Options: Exercise Price \$0.30, Expiry 30 May 2021		4,750,000
Unlisted Options: Exercise Price \$0.30, Expiry 30 September 2021		1,500,000
Unlisted Options: Exercise Price \$0.10, Expiry 13 December 2021		2,000,000
Unlisted Options: Exercise Price \$0.35, Expiry 12 March 2022		5,500,000
Performance Rights		1,450,000

Source: Appendix 2A lodged by DEG on 18 March 2020

Further details regarding DEG's ordinary shares can be found in the following section.

5.3.2 Ordinary Shares

Overview

As at the date of this Report, DEG had 1,072,161,823 ordinary shares on issue. Set out below are details of the top five (5) ordinary shareholders of DEG as at 31 March 2020:

Table 14: Top Five (5) Ordinary Shareholders of DEG

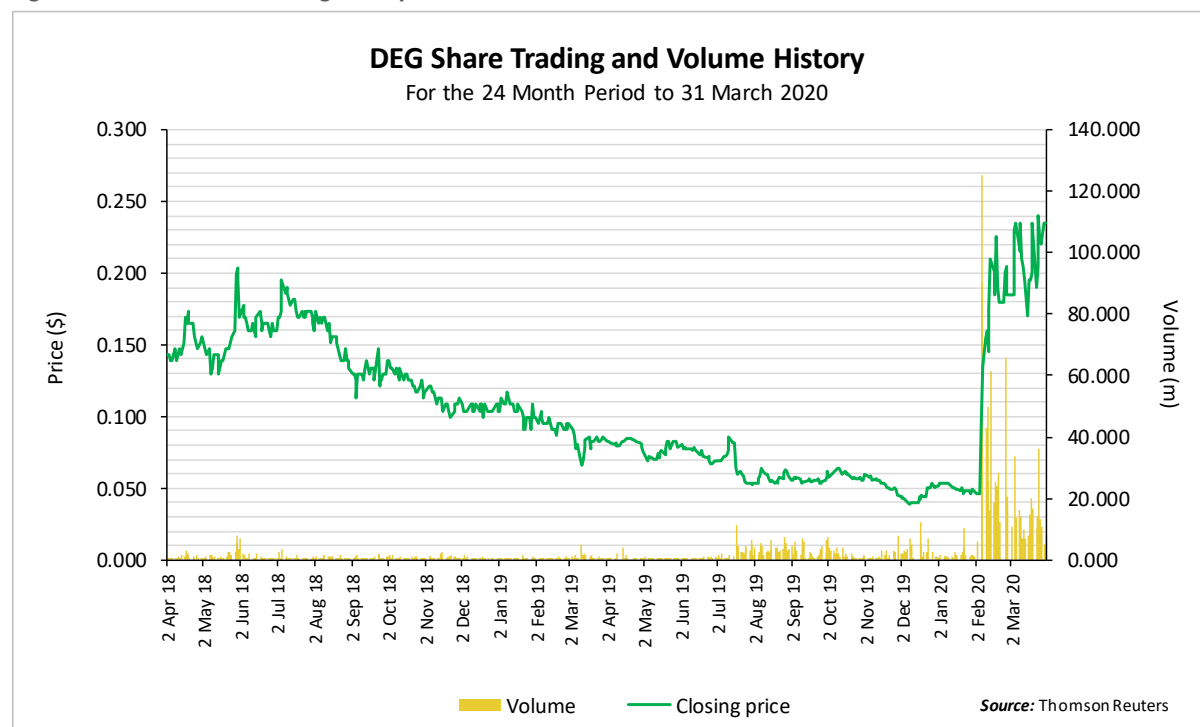
	As at 31 March 2020	
	#	%
DGO Gold Limited	134,457,046	12.54%
Shaanxi Non-Ferrous Metals Holding Group Co., Ltd	59,065,579	5.51%
Regal Funds Management Pty Ltd	46,788,422	4.36%
Kirkland Lake Gold Ltd	33,333,333	3.11%
Michael Lynch	13,983,563	1.30%
Total Top 5 Ordinary Shareholders	287,627,943	26.83%
Other Ordinary Shareholders	784,533,880	73.17%
Total Ordinary Shares	1,072,161,823	100.00%

Source: Management of DGO; Invicta analysis

Trading History

The following figure provides an overview of trading in DEG's shares for the twenty-four (24) months to 31 March 2020 (i.e. the Valuation Date):

Figure 5: DEG 24-Month Trading History



The following table provides an overview of the volume weighted average prices (“**VWAP**”) of DEG’s shares over various time periods leading up to 31 March 2020 (i.e. the Valuation Date):

Table 15: DEG VWAP History

Period	Price (Low)	Price (High)	Price VWAP	Total Value	Total Volume	% of Issued Shares
1 day	\$0.2300	\$0.2500	\$0.2419	\$1,820,141	7,522,890	0.70%
1 week	\$0.2200	\$0.2800	\$0.2496	\$18,246,757	73,104,362	6.82%
1 month	\$0.1650	\$0.2800	\$0.2266	\$62,239,154	274,628,972	26.02%
3 months	\$0.0450	\$0.2800	\$0.1733	\$163,152,211	941,680,857	90.25%
6 months	\$0.0390	\$0.2800	\$0.1569	\$170,647,051	1,087,950,435	105.34%
12 months	\$0.0390	\$0.2800	\$0.1401	\$184,785,473	1,319,023,165	138.64%

Source: Thomson Reuters

In relation to the above, we note the following:

- DEG’s shares are liquid. During the twelve (12) months to 31 March 2020, 1,319 million shares traded, representing only approximately 138.64% of the total number of shares on issue by DEG during that period;
- the substantial and sustained increase in DEG’s share price commencing on 6 February 2020 coincided with an announcement by DEG relating to strong drilling results at its Greenfields Hemi prospect. Subsequent announcements by DEG regarding further drilling results at the Hemi prospect continued to show positive drilling results;
- on 31 March 2020 (i.e. the Valuation Date), DEG’s share price closed at \$0.235; and
- the total value of shares traded over the 1 week and 1 month to 31 March 2020 were \$0.2496 and \$0.2266 respectively.

Other Ordinary Share Transaction:

Set out below is a summary of recent issues of ordinary shares by DEG on or around the following dates:

- 24 July 2019, DEG completed a share placement to institutional, professional and sophisticated investors under which DEG issued 60,343,600 new ordinary shares at an issue price of \$0.05 per share.
- 7 August 2019, DEG completed an entitlement offer under which DEG issued 381,198,414 new ordinary shares at an issue price of \$0.05 per share. The entitlement offer was underwritten to the extent of 148,039,632 shares.
- 22 August 2019, DEG issued 62,868,327 new ordinary shares at deemed prices ranging between \$0.050879 and \$0.065 per share as consideration for Indee Gold Pty Ltd and the settlement of supplier invoices;
- 3 September 2019, DEG completed a share placement under which DEG issued 2,600,000 new ordinary shares at an issue price of \$0.05 per share.
- 6 December 2019, DEG completed a share placement to professional and sophisticated investors under which DEG issued 100,000,001 new ordinary shares at an issue price of \$0.045 per share.

- 6 March 2020, DEG completed a share placement to DGO under which the Company issued 11,111,111 new ordinary shares at an issue price of \$0.045 per share.
- 18 March 2020, DGO exercised 22.5 million options it held and was issued with 22.5 million new shares in DEG.

5.4 Historical Financial Information

5.4.1 Historical Income Statements

Set out below are the historical consolidated income statements of DEG for the years ended 30 June 2018 and 2019, and the six (6) months to 31 December 2019:

Table 16: Historical Consolidated Income Statements

	Year Ended 30 June		Six Months to 31 December 2019 (Reviewed)
	2018 (Audited)	2019 (Audited)	
Revenue			
Option Fee	-	1,000,000	-
Exploration Data Fee	-	150,000	-
Royalties	11,605	21,221	5,317
Interest	22,596	19,744	30,610
Change in Fair Value of Equity Investments through Profit or Loss	-	9,103	93,714
Other Income	150,110	53,861	4,508
Total Revenue	184,311	1,253,929	134,149
Expenses			
Depreciation Expense	(40,663)	(182,117)	(137,017)
Director & Employee Expenses	(480,303)	(1,068,499)	(645,336)
Shares Based Payments (Directors & Employees)	(347,947)	(751,744)	(133,242)
Corporate & Compliance Expenses	(346,560)	(315,451)	(269,882)
Consulting Expenses	(204,463)	(48,667)	(37,000)
Corporate Advisory	(203,375)	(133,501)	(367,752)
Shares Based Payments - Corporate Advisory	(314,880)	-	(80,400)
Investor Relations & Promotional Expenses	(557,269)	(516,929)	(226,422)
Interest Expense - Lease Office Premises	-	-	(7,158)
Occupancy Expenses	(37,500)	(105,735)	(40,401)
Administration & Other Expenses	(128,302)	(140,416)	(82,414)
Total Expenses	(2,661,262)	(3,263,059)	(2,027,024)
Loss Before Income Tax	(2,476,951)	(2,009,130)	(1,892,875)
Income Tax (Expense) / Benefit	-	-	-
Loss for the Year	(2,476,951)	(2,009,130)	(1,892,875)

Source: Annual Report of DEG for the year ended 30 June 2019; Interim Financial Report of DEG for the six months ended 31 December 2019; Invicta analysis.

5.4.2 Historical Balance Sheets

Set out below are the historical consolidated balance sheets of DEG as at 30 June 2018 and 2019, and as at 31 December 2019:

Table 17: Historical Consolidated Balance Sheets

	As at 30 June		As at 31 December 2019 (Reviewed)
	2018 (Audited)	2019 (Audited)	
Current Assets			
Cash & Cash Equivalents	1,147,538	1,335,398	7,946,587
Trade & Other Receivables	245,075	735,031	169,364
Inventories	19,894	10,993	14,372
Other Assets	42,962	29,177	4,797
Total Current Assets	1,455,469	2,110,599	8,135,120
Non-Current Assets			
Financial Assets	200,000	115,103	208,817
Deferred Exploration & Evaluation Expenditure	21,982,686	30,675,391	38,679,293
Plant & Equipment	691,087	729,089	1,447,138
Total Non-Current Assets	22,873,773	31,519,583	40,335,248
TOTAL ASSETS	24,329,242	33,630,182	48,470,368
Current Liabilities			
Trade & Other Payables	1,322,874	1,287,046	1,767,146
Employee Benefit Obligations	9,868	29,429	31,186
Operating Lease Liabilities - Office Premises	-	-	89,895
Contract Liabilities	700,000	12,700,000	-
Total Current Liabilities	2,032,742	14,016,475	1,888,227
Non-Current Liabilities			
Contract Liabilities	12,700,000	-	-
Operating Lease Liabilities - Office Premises	-	-	362,030
Total Non-Current Liabilities	12,700,000	-	362,030
TOTAL LIABILITIES	14,732,742	14,016,475	2,250,257
NET ASSETS	9,596,500	19,613,707	46,220,111
Equity			
Contributed Equity	59,464,845	70,787,718	99,744,855
Reserves	711,106	1,414,570	783,336
Accumulated Losses	(50,579,451)	(52,588,581)	(54,308,080)
TOTAL EQUITY	9,596,500	19,613,707	46,220,111

Source: Annual Report of DEG for the year ended 30 June 2019; Interim Financial Report of DEG for the six months ended 31 December 2019; Invicta analysis.

The statement of financial position of the Company indicates a strong cash position to take it forward in the development of its asset portfolio.

5.4.3 Historical Statements of Cash Flows

Set out below are the historical consolidated statements of cash flows of DEG for the years ended 30 June 2018 and 2019 and the six (6) months to 31 December 2019:

Table 18: Historical Consolidated Statements of Cash Flows

	Year Ended 30 June		Six Months to 31 December 2019 (Reviewed)
	2018 (Audited)	2019 (Audited)	
Cash Flows from Operating Activities			
Option Fee Received	-	700,000	330,000
Exploration Data Fee Received	-	150,000	-
Royalties Received	11,316	20,335	6,171
Other Income Received	53,680	7,320	306,950
Payments to Suppliers & Employees	(2,019,783)	(2,049,252)	(2,000,135)
Interest Received	22,596	23,265	30,847
Payments for Exploration & Evaluation Expenditure	(5,153,578)	(8,263,267)	(6,494,437)
Net Cash Used in Operating Activities	(7,085,770)	(9,411,599)	(7,820,604)
Cash Flows from Investing Activities			
Option Payments to Acquire Tenements	(195,000)	(10,000)	-
Payments to Acquire - Indee Gold Pty Ltd	(1,500,000)	(700,000)	(9,750,000)
Proceeds / (Payments) - Available for Sale Financial Assets	(200,000)	94,000	-
Payments for Plant & Equipment	(593,224)	(291,212)	(361,114)
Net Cash Used in Investing Activities	(2,488,224)	(907,212)	(10,111,114)
Cash Flows from Financing Activities			
Proceeds from the Issue of Ordinary Shares	9,623,390	10,836,105	26,707,101
Proceeds from the Application for Issue of Ordinary Shares (Non-Refundable)	250,000	-	-
Payments of Share Issue Transaction Costs	(158,887)	(178,475)	(1,796,442)
Transactions Costs Relating to Loans & Borrowings	-	(150,959)	(367,752)
Net Cash Provided by Financing Activities	9,714,503	10,506,671	24,542,907
Net Increase / (Decrease) in Cash Held	140,509	187,860	6,611,189
Cash & Cash Equivalents at the Beginning of the Period	1,007,029	1,147,538	1,335,398
Cash & Cash Equivalents at the End of the Period	1,147,538	1,335,398	7,946,587

Source: Annual Report of DEG for the year ended 30 June 2019; Interim Financial Report of DEG for the six months ended 31 December 2019; Invicta analysis.

6. Industry Overview

6.1 Introduction

DGO is an ASX-listed public company involved in mineral exploration via a portfolio of gold-focused projects located throughout Western Australia and South Australia, and investing in listed brownfield explorers (including DEG).

DEG is an ASX-listed public company involved in mineral exploration with a focus on the Mallina Gold Project (formally referred to as the Pilbara Gold Project) located approximately 80 kilometres to the south of Port Hedland within the Pilbara region in Western Australia. The total project covers an area greater than 1,200 km².

The role of the minerals exploration industry is to identify a pipeline of economically viable resource projects for future development and production however, according to the Minerals Council of Australia, only one in one thousand projects lead to a new mine.

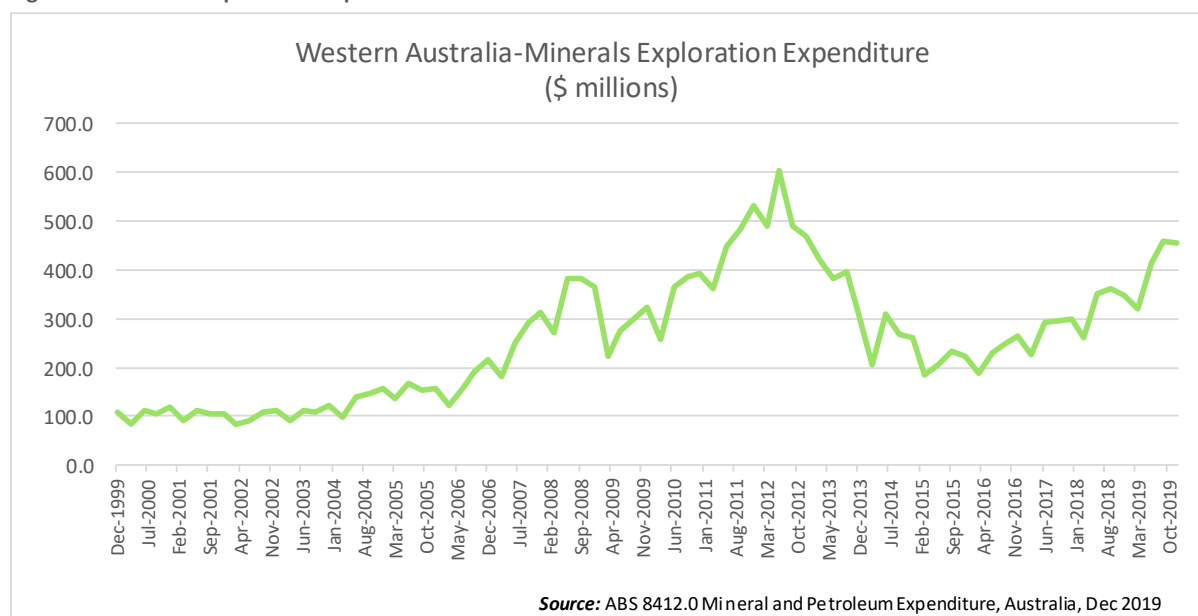
In recent times, the industry has focused more on brownfield sites and away from greenfield sites. Brownfield sites near existing mines are less risky however the financial returns have typically been found to be lower.

Gold exploration is typically more expensive than other forms of mineral exploration, as a greater degree of drilling is required to define a deposit.

After reaching a high point in June 2012, minerals exploration expenditure fell to low points in March 2015 and March 2016, before commencing to rise to a more recent higher level at the end of 2019 calendar year. The domestic price of gold has increased since 2014-15, which has since renewed demand for gold exploration projects. Expenditure on gold exploration increased by over 19% over the year through June 2019.

The following graph provides an overview of historical minerals exploration expenditure in Western Australia from the December 1999 quarter to the December 2019 quarter:

Figure 6: Historical Exploration Expenditure in Western Australia



6.2 Industry Participants

Mineral explorers can generally be broken down into the following categories:

- **large miners** who typically undertake exploration activities on their own account. Companies in this category would include the likes of Rio Tinto, BHP Billiton and Newcrest Mining. These companies are typically able to fund exploration activities using debt or profits from their mining operations; and
- **junior miners or explorers** who may undertake exploration activities on their own account or on contractual basis and often make use of third-party expertise. This category is typically defined by companies with a market capitalisation of less than \$200 million (if listed) and whose shares are thinly traded. Funding for exploration activities is typically sourced through equity funding.

We note that DGO and DEG would be classified as a junior explorers.

6.3 Industry Drivers

The level of mining exploration activity in Australia is driven by several factors. Some of the more material factors are set out in the table below:

Table 19: Mining Exploration Industry Drivers

Driver	Details
World Price of Gold	World gold prices directly affect revenue generated by Australian gold mining operations. When the value of gold is high or increasing, gold mining firms are more likely to commit to viable gold mining projects. Exploration for gold resources typically increases in line with the world price of gold, as potential discoveries become more lucrative.
US Dollars per Australian Dollar	As the price of gold is denominated in US dollars, the US to Australian dollar exchange rate directly affects the Australian dollar returns received by local gold ore producers. A weak Australian dollar raises domestic gold prices, benefiting the industry.
Demand from Gold Metal Processing and End Consumptions	Gold is used by a number of end consumers and this demand changes over time with economic and other conditions.
World & Domestic Economic Conditions	Gold is widely regarded as a store of value, particularly during periods of weak economic growth and political turbulence. Stronger global GDP growth can therefore reduce demand for gold and threaten industry growth. However, uses such as consumer jewellery and electronics can boost demand for gold in good economic times. Most junior miners rely on equity funding for their activities. Their ability to access funding typically increases when commodity prices are high and economic conditions are favourable.

Source: IBISWorld Industry Report: *Gold Ore Mining in Australia*, March 2020; IBISWorld Industry Report: *Mineral Exploration in Australia*, November 2019; Invicta analysis

6.4 Mineral Exploration Outlook

Following a return to growth over the past five years, following a sustained period of decline after the end of the mining boom, demand for mineral exploration is projected to grow marginally over the next five years, as existing deposits become depleted. Consequently, industry revenue is set to improve as the demand for exploration gradually rises. Industry revenue is forecast to grow from \$2.6 billion (of which 32.5% relates to gold exploration) at an annualised 5.3% over the five years through 2024-25, to \$3.4 billion. However, exploration expenditure by major mining firms and junior miners is unlikely to return to the level it reached during the height of Australia's mining boom. Commodity prices are projected to remain subdued over the next five years, limiting growth potential.

The total number of metres drilled per year is projected to rise as the anticipated depletion of known deposits drives greater exploration demand. The financial incentive to complete mineral exploration activities generally rises when commodity prices are higher, which aids industry growth. As new mines gradually come on-line, existing miners are likely to focus on brownfield exploration near existing mine sites, rather than exploring for new resources.

6.5 Gold Price

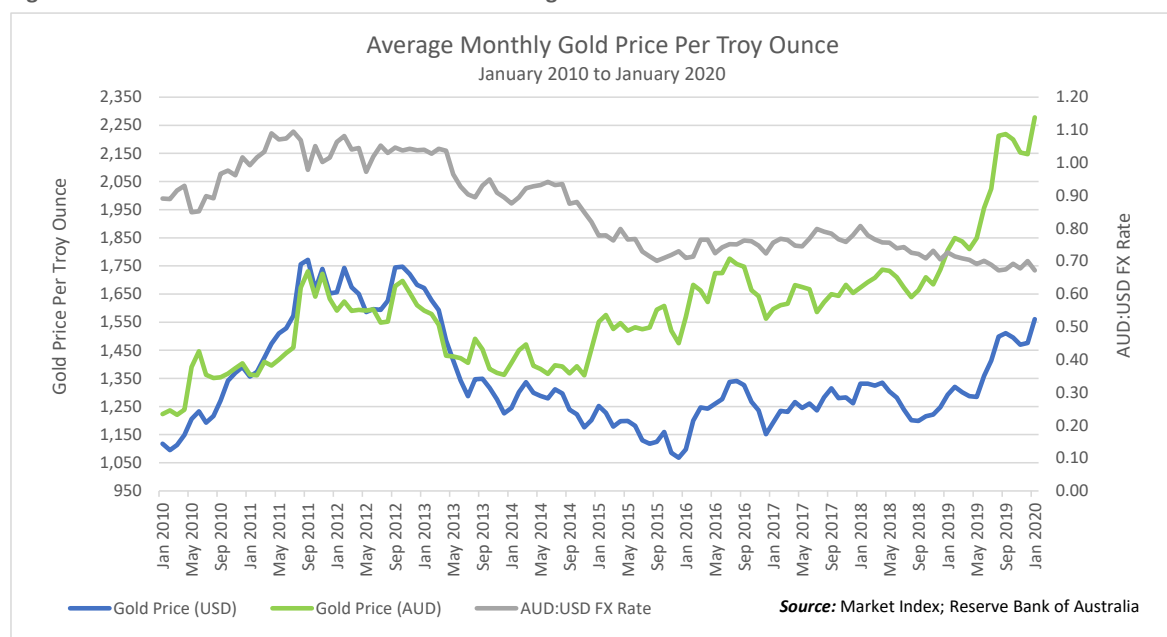
6.5.1 History

Internationally, bullion is traded on a 24-hour basis, mainly through London, in over-the-counter (“OTC”) transactions in spot, forwards and options.

London is the major market for transactions in gold with prices being set twice daily (currently 10.30 and 15.00 hours) since 8 September 1919. From 20 March 2015, the price setting process became the responsibility of the London Bullion Market Association (“LBMA”) to replace the historic London Gold Fix. The LBMA Gold Price is operated and administered by an independent third-party provider, ICE Benchmark Administration (“IBA”). The price is set in US dollars per fine troy ounce.

The following figure sets out the historical gold price and USD vs AUD exchange rate:

Figure 7: Historical Gold Price and AUD vs USD Exchange Rate



The recent strong price gains in the gold price, and particularly in Australian Dollars, as the Australian has fallen against the US Dollar, combined with the vicious sell off in global and Australian equity markets in Q1 2020, has seen investment interest in gold pick up considerably. Strong demand is evident across ASX listed gold vehicles, with the total value of all gold Exchange Traded Funds (and similar products) (“**ETFs**”) rising from A\$786 million in September 2018 to A\$2.03 billion by end February 2020.

The low interest rate environment is likely to continue to be a major factor driving institutional investment demand for gold. With (real) interest rates remaining low in historical terms, the opportunity cost of holding gold is low, raising its attractiveness as an investment asset in times of uncertainty. The gold price could exceed expectations in the short term if the COVID-19 outbreak turns out to have a larger than expected adverse impact on the world economy.

6.5.2 Gold Price Outlook

Although gold prices are anticipated to remain high by historical standards, moderate worldwide supply growth and weaker demand are projected to push global gold prices down over the next five years. Gold will remain an important part of central bank reserves around the world, while growing affluence in China is likely to boost demand for gold over the period. Although changes in the global economy may cause short-term gold price fluctuations, gold is forecast to maintain its reputation as a portable store of value throughout Asia and other parts of the world.

Changes in world gold prices and in the value of the Australian Dollar will continue to heavily influence the industry over the five years through 2024-25. Domestic gold prices are forecast to only increase slightly over the period, due to limited global demand growth, while industry output is projected to only increase at a slow rate. As a result, industry revenue is projected to grow at an annualised 2.0% over the five years through 2024-25, to \$21.1 billion. Furthermore, rising production costs due to lower ore quality and higher transportation costs are expected to reduce industry profitability over the period.

6.6 Gold Demand & Supply

6.6.1 Gold Demand

Gold demand fell 1% to 4,355.7t in 2019 as a huge rise in investment flows into gold-backed ETFs was offset by declining consumer demand as a result of high gold prices.

The global uses of gold are approximately as follows:

- 48% - jewellery
- 20% - coins and bars
- 15% - central bank reserves
- 9% - investment vehicles such as exchange traded funds
- 8% - electronics, industrial, dental & medical

Gold’s diverse uses, in jewellery, technology and by central banks and investors, mean different sectors of the gold market rise to prominence at different points in the global economic cycle.

In the early 1990s, China and India accounted for 25% of global gold demand. Today, increased wealth has boosted their combined share to more than 50%. However, with a currently slowing economy and tighter budgets and higher expenditure on staple goods, Chinese consumers will likely limit their consumption of luxury items, putting pressure on China's jewellery demand, at least in the short term. Indian demand has also been adversely affected in recent years due to higher taxes that are exacerbating the negative impact of the record high local gold price on consumption. In 2019 there was an increase across many categories of the Indian Goods and Services Tax and gold import duty increased from 10% to 12.5%.

Gold-backed ETFs have had a material impact on demand for gold. Annual inflows into gold-backed ETFs rose to 401t in 2019. Central banks have been a net source of demand since 2010, led by emerging markets.

6.6.2 Gold Supply

Gold supply is from a combination of mined and recycled gold. In the ten-year period to the end of 2019, new supply from mines was about 70% of supply and 30% arose from recycling.

Total gold supply in 2019 increased 2% to 4,776.1t, mainly due to an increase in recycling (11% on 2018), as a result of the rise in the gold price.

Gold mine production totalled 3,463.7t in 2019, 1% lower than in 2018 and the first annual decline in production since 2008. Production growth was largely from greenfield and brownfield development, with Russia, Australia, Turkey and West Africa all having higher mine output, outweighed by declines elsewhere. Chinese mine output fell for the third-consecutive year and South African and South American production was lower due to industrial unrest. In Indonesia, the transition from open cut to underground mining at Grasberg had the largest adverse impact on global mine production in 2019.

6.7 Australian Production

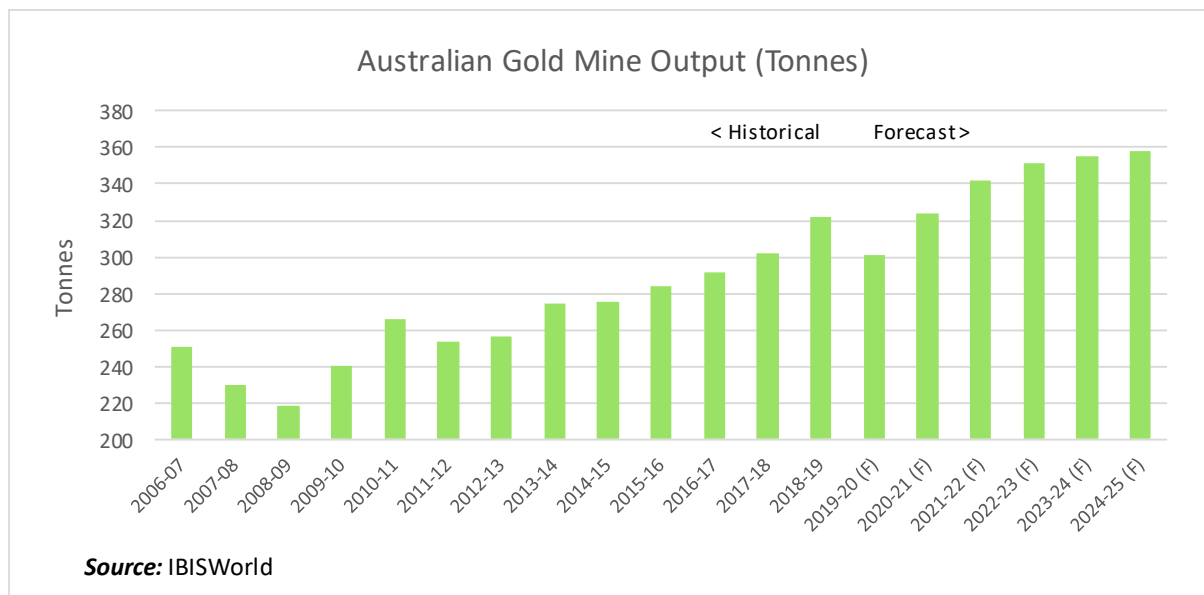
Gold ore mining is a well-established industry in Australia and has grown considerably over much of the past decade as a result of price increases in Australian Dollar terms. Increased local gold prices have offset the higher cost of developing lower grade ores, encouraging Australian operators to expand production. Over the five years through 2019-20, industry revenue is expected to increase at an annualised 5.6%, to \$19.1 billion.

Australia is the world's second largest gold producer (after China) and the sixth largest gold exporter. Australia is expected to overtake China as the world's largest gold producing country in 2021, with high prices encouraging an expansion in production. In 2019, Australia:

- produced approximately 320 tonnes of gold, which made it the second largest gold producer in the world behind China. In 2021, Australia is expected to overtake China as the world's largest gold producer, with high prices encouraging an expansion in production;
- generated gold export revenue of \$24 billion;
- had the world's largest economic demonstrated resource ("**EDR**") of gold, totalling more than 353 million ounces of gold and representing 18 per cent of global EDR; and
- had five of the world's 20 largest gold mines.

The following figure sets out the historical and forecast Australian gold mine output:

Figure 8: Historical & Forecast Australian Gold Mine Output



The Gold Ore Mining industry displays medium concentration, with the four largest companies estimated to account for 44.3% and the eight largest companies estimated to account for more than 60% of industry revenue in 2019-20. However, the industry also includes many small gold mining companies that each only make up a small proportion of revenue. Industry concentration has remained relatively stable over the past five years, with the four largest firms accounting for a similar portion of industry revenue in 2014-15.

7. Fair Market Value of the Target Assets

7.1 Selection of Valuation Methodology

As set out in **Section 1.1**, the Target Assets comprise of 25,693,333 existing quoted ordinary shares in DEG.

In selecting an appropriate valuation methodology to apply in assessing the fair market value of the Target Assets, we have considered widely accepted valuation methodologies (as outlined in **Appendix 4**) and common market practice.

In our opinion, a fair market valuation based on recent trading history of DEG's shares in the most appropriate valuation methodology to apply in the case of Target Assets. We have reached this view after considering the following factors:

- DEG is a mineral explorer with no current income producing assets. Accordingly, any valuation based on a multiple or revenue, earnings or similar benchmark, is not appropriate.
- we have not been given access to confidential information relating to DEG's assets and as such, we have not been able to consider whether or not a discounted cash flow ("DCF") valuation methodology would be an appropriate valuation technique. However, we note that a considerable component of DEG's JORC Resources are in the Inferred category and such, the use of the DCF method may be problematic;
- DEG's shares have historically traded at a sufficient level of liquidity to enable a valuation of its shares based on quoted market prices. As set out in **Section 5.3.2**, during the three (3), six (6) and twelve (12) months to 31 March 2020, over 26%, 90% and 138%, respectively, of DEG's shares had turned over. In our opinion, turnover at this level is sufficient to conclude that trading prices are reflective of fair market value;
- the Target Assets represent an approximate 2.4% equity interest in DEG (i.e. a minority interest); and
- whilst there have been a number of recent corporate transactions involving DEG's shares including an entitlement offer and a number of placements, all of these transactions occurred prior to 6 February 2020 (i.e. the date of a major announcement by DEG and subsequent sustained increase in DEG's share price – refer to **Section 5.3.2** for further details). Accordingly, a valuation of the Target Assets based on recent corporate transactions by DEG is not appropriate.

Noting the factors set out above, it is Invicta's opinion that it is not possible nor practical to apply a secondary methodology to assess the fair market value of the Target Assets.

7.2 Significant Influence Premium

In isolation, the Proposed Transactions result in an acquisition of a 2.4% shareholding in DEG. However, for the purposes of undertaking our fairness assessment, we have considered the full impact of the Proposed Transactions which result in DGO's shareholding in DEG increasing from 12.54% to 16.35%. Accordingly, in the present circumstance, we believe that for the purposes of valuing the Target Assets, it is appropriate to apply a premium for significant influence.

In our view, a premium for significant influence in the range of 5.0% to 10.0% is appropriate having regard to the following:

- DEG's top five (5) shareholders make up approximately 27% of all shares on issue. The rest of DEG's shareholders is fragmented;
- two (2) of DGO's Directors are also directors of DEG. It is unlikely that DGO could command an increased level of board representation as a result of the Proposed Transactions and Additional DEG Share Acquisitions;
- the Proposed Transactions and Additional DEG Share Acquisitions will result in DGO having a greater ability to influence any corporate actions that may arise on DEG, in particular, a takeover or merger or otherwise.

We note that the above premium is slightly lower than that applied in assessing the fair market value of DGO's current investment in DEG (see **Section 8.2.5**). In our opinion, this is appropriate noting that DGO would have the ability (albeit limited by DGO board representation at DEG) to otherwise acquire additional shares in DEG on market.

7.3 Fair Market Value of the Target Assets

For the purpose of our assessment, we have selected DEG's 1-week VWAP to 31 March 2020 as being reflective of the fair market value of DEG's shares as at the Valuation Date, before the application of the significant influence premium discussed above.

Based on the above, we have calculated the fair market value of the Target Assets as at 31 March 2020 to fall within the range of \$6.7 million to \$7.1 million, with a mid-point of \$6.9 million and this is calculated as follows:

Table 20: Fair Market Value of the Target Assets

	Report Reference	As at 31 March 2020		
		Low	Mid-Point	High
Number of DEG Shares to be Acquired ("Target Assets")	1.1	25,693,333	25,693,333	25,693,333
DEG Share Price as at 31 March 2020 (1 Week VWAP)	5.3.2	0.2496	0.2496	0.2496
Fair Market Value of the Target Assets (Minority Interest)		6,413,056	6,413,056	6,413,056
Add: Significant Influence Premium	7.2	5.00%		10.00%
Fair Market Value of the Target Assets (Minority Interest, After Significant Influence Premium)		6,733,709	6,894,035	7,054,362

Source: Invicta analysis

8. Fair Market Value of the Consideration

8.1 Selection of Valuation Methodology

As set out in **Section 1.1**, the Consideration comprises of the following:

- Consideration Shares; plus
- the Consideration Options.

Valuation Methodology Applied to the Consideration Shares:

In selecting an appropriate valuation methodology to apply in assessing the fair market value of a DGO share, we have considered widely accepted valuation methodologies (as outlined in **Appendix 4**) and common market practice.

In our opinion, a net asset-based methodology is the most appropriate valuation methodology to apply in the case of DGO. We have reached this view after considering the following factors:

- DGO is a mineral explorer with no current income producing assets and a number of greenfields exploration tenements. Accordingly, any valuation based on a multiple or revenue, earnings or similar benchmark, is not appropriate. Further, the application of a DCF valuation methodology would also not be appropriate, due to the nature of the assets owned by it;
- DGO's Shares have historically traded at a low level of liquidity. As set out in **Section 4.3.2**, during the twelve (12) months to 31 March 2020, only 6.00% of DGO shares had turned over. Where the liquidity of a company's shares is low, there is a high likelihood that the trading prices of its shares do not reflect their fair market value. In our opinion, the liquidity of DGO's shares is sufficiently low to conclude that a valuation based on its trading prices is not appropriate;
- DGO's net assets primarily comprise of cash, investments in other listed companies, exploration licenses and debt, for which fair market values can be reliably estimated; and
- whilst there have been a number of recent corporate transactions involving DGO's shares including a placement to professional and sophisticated investors and Directors in February 2020, in our opinion, a net asset-based approach provides a more reliable basis on which to assess the fair market value of DGO. We have however, considered the February 2020 placement as a secondary valuation cross-check.

Valuation Methodology Applied to the Consideration Options:

In assessing the fair market value of the Consideration Options, we have applied the Black-Scholes option pricing model. The Black-Scholes model is commonly used to estimate the value of call options on shares where the following assumptions are broadly valid:

- the underlying share pays no dividends. Where dividends are paid, an adjustment is made for the value of projected dividends during the assumed term;

- the option type is European and therefore can only be exercised on expiry. Where options are American and therefore exercise can occur between two dates, the Black-Scholes model may be used where the underlying asset does not pay a return (e.g. a dividend) or where the expected term of the options, rather than the contracted term, is used in the model;
- no transaction costs or taxes apply; and
- the risk-free rate and volatility of the underlying asset are known and constant.

8.2 Net Assets of DGO as at 31 March 2020

We have assessed the fair market value of DGO's net assets as at 31 March 2020 by first adopting DGO's reviewed balance sheet as at 31 December 2019 and making certain adjustments to reflect material movements up to 31 March 2020 and the impact of the Conditional Resolutions and Resolution 24. Our calculations in this regard are set out in **Section 8.2.1** below.

8.2.1 Adjustments to 31 December 2019 Balance Sheet

Set out below is a summary of our adjustments to DGO's reviewed balance sheet as at 31 December 2019 in order to arrive at the fair market value of DGO's net assets as at 31 March 2020:

Table 21: Adjustments to 31 December 2019 Balance Sheet

	Note / Report Reference	As at 31 December 2019 (Reviewed)	Low Value		High Value	
			Adjustments	Fair Market Value as at 31 March 2020	Adjustments	Fair Market Value as at 31 March 2020
Current Assets						
Cash & Cash Equivalents	8.2.3	2,816,977	12,929,500	15,746,477	12,929,500	15,746,477
Trade & Other Receivables	8.2.2	253,915	(2,285)	251,630	(2,285)	251,630
Total Current Assets		3,070,892	12,927,215	15,998,107	12,927,215	15,998,107
Non-Current Assets						
Financial Assets at Fair Value through Profit or Loss	8.2.4	3,538,047	(2,753,479)	784,568	(2,753,479)	784,568
Investment in Associates	8.2.5	8,969,076	33,704,839	42,673,915	35,695,063	44,664,139
Property, Plant & Equipment	8.2.2	129,569	(15,923)	113,646	(15,923)	113,646
Right of Use Asset	8.2.2	226,862	(27,020)	199,842	(27,020)	199,842
Exploration & Evaluation Expenditure	8.2.6	2,804,452	10,495,548	13,300,000	41,195,548	44,000,000
Total Non-Current Assets		15,668,006	41,403,964	57,071,970	74,094,188	89,762,194
TOTAL ASSETS		18,738,898	54,331,179	73,070,077	87,021,403	105,760,301
Current Liabilities						
Trade & Other Payables	8.2.2	262,437	152,194	414,631	152,194	414,631
Lease Liabilities	8.2.2	117,149	-	117,149	-	117,149
Loans Payable	8.2.2	2,598,912	(150,328)	2,448,584	(150,328)	2,448,584
Provisions	8.2.2	19,760	3,353	23,113	3,353	23,113
Total Current Liabilities		2,998,258	5,218	3,003,476	5,218	3,003,476
Non-Current Liabilities						
Lease Liabilities	8.2.2	142,892	(28,059)	114,833	(28,059)	114,833
Total Non-Current Liabilities		142,892	(28,059)	114,833	(28,059)	114,833
TOTAL LIABILITIES		3,141,150	(22,841)	3,118,309	(22,841)	3,118,309
NET ASSETS		15,597,748	54,354,020	69,951,768	87,044,244	102,641,992

Source: Interim Financial Report of DGO for the six months ended 31 December 2019; Unaudited management accounts of DGO for the nine months ended 31 March 2020; Management of DGO; Invicta analysis.

Further details regarding each of the above adjustments can be found in the following sections.

8.2.2 General Movements

These adjustments represent general movements in assets and liabilities between the period 31 December 2019 and 31 March 2020.

8.2.3 Cash & Cash Equivalents

A reconciliation of movements in cash and cash equivalents between 31 December 2019 and 31 March 2020 is set out below. In calculating movements in cash, we have assumed that the Conditional Resolutions and Resolution 24 has been approved.

Table 22: Movements in Cash & Cash Equivalents

	\$'000
Cash & Cash Equivalents as at 31 December 2019	2,817
Proceeds from the February 2020 Placement	10,687
Proceeds from the April 2020 Placement	10,000
Proceeds from Options Exercised	93
Debt Repayment & Interest Paid	(211)
Additional Investments in DEG	(5,250)
Additional Investments in NTM	(1,415)
Exploration Expenditure	(430)
Corporate Expenses	(954)
Other Movements in Working Capital	410
Adjusted Cash as at 31 March 2020	15,746
Book Value as at 31 December 2019	2,817
Adjustment Required	12,930

Source: Management of DGO; Invicta analysis

8.2.4 Financial Assets at Fair Value through Profit or Loss

As noted in **Section 4.4.2**, as at 31 December 2019, DGO held a number of investments in publicly listed companies which are accounted for as “Financial Assets at Fair Value through Profit & Loss”. During the three (3) month period to 31 March 2020 DGO exercised 20,000,000 options it held in NTM with an exercise price of \$0.05 per option at a total cost of \$1.0 million. We have been advised that an additional 40,000,000 \$0.05 options held in NTM expired on 31 March 2020 and have been disregarded in our analysis below.

For the purpose of this Report, it is Invicta’s opinion that the most appropriate basis upon which to assess the fair market value of DGO’s investments accounted for as “Financial Assets at Fair Value through Profit or Loss” are as follows:

- in relation to the shares held in JRL, based on the closing share price of JRL’s shares as at 31 March 2020; and

- in relation to the options held in NTM and JRL, by applying the Black-Scholes option pricing model.

The following assumptions were adopted in assessing the fair market value of options held in NTM and JRL:

Table 23: NTM & JRL Black-Scholes Option Valuation Assumptions

Assumption	NTM	JRL	Notes
Asset Spot Price	\$0.05	\$0.32	Closing share price as at 31 March 2020
Exercise Price	\$0.10	\$0.50	Actual
Maturity Date	31 March 2022	30 June 2022	Actual
Risk Free Rate	0.24%	0.24%	2-Year Commonwealth Government Bond Rate as at 31 March 2020
Volatility	80%	80%	Actual 2-Year Volatility of NTM's/JRL's Shares up to 31 March 2020

Source: Annual Report of DGO for the year ended 30 June 2019; Interim Financial Report of DGO for the six months ended 31 December 2019; Publicly available information regarding NTM and JRL; Invicta analysis.

Accordingly, the adjustments noted in **Section 8.2.1** above reflect the impact of the transactions above, the closing share price of JRL as at 31 March 2020, and the value of options in NTM and JRL based on the assumption set out in the table above, calculated as follows:

Table 24: Adjustments to Financial Assets at Fair Value through Profit or Loss

	As at 31 March 2020
Number of Options Held in NTM	60,000,000
Option Value at 31 March 2020	0.0122
Fair Market Value as at 31 March 2020	731,264
Number of Shares Held in JRL	100,000
Closing Share Price at 31 March 2020	0.3200
Fair Market Value as at 31 March 2020	32,000
Number of Options Held in JRL	200,000
Option Value at 31 March 2020	0.1065
Fair Market Value as at 31 March 2020	21,304
Total Fair Market Value as at 31 March 2020	784,568
Book Value as at 31 December 2019	3,538,047
Adjustment Required	(2,753,479)

Source: Management of DGO; Invicta analysis

8.2.5 Investments in Associates

As noted in **Section 4.4.2**, as at 31 December 2019, DGO accounted for its investments (excluding options held) in DEG and NTM as “Investment in Associates”. Invicta notes that the treatment as at 31 March 2020 remains unchanged however we also note that during the three (3) month period to 31 March 2020:

- DGO acquired 11,111,111 shares in DEG at an issue price of \$0.045 per share via a placement undertaken by DEG, at a total cost of \$500,000;
- DGO exercised 22,500,000 options it held in DEG (12,500,000 options at \$0.30 per option plus 10,000,000 options at \$0.10 per option) at a total cost of \$4.75 million;
- DGO acquired 8,290,000 shares in NTM at an issue price of \$0.05 per share via a placement undertaken by NTM, at a total cost of \$414,500; and
- DGO exercised 20,000,000 options it held in NTM with an exercise price of \$0.05 per option at a total cost of \$1.0 million.

As a result of the above, as at 31 March 2020, DGO held a 12.54% equity interest in DEG and a 13.66% equity interest in NTM.

In addition to the above, we note as a result of the Additional DEG Share Acquisitions, DGO will acquire a further 15,195,182 shares in DEG. Noting that the Proposed Transactions are conditional on DGO’s shareholders approving the Additional DEG Share Acquisition, we have assumed that these shares are held by DGO as at 31 March 2020.

For the purpose of this Report, it is Invicta’s opinion that the most appropriate basis upon which to assess the fair market value of DGO’s investments held in DEG and NTM, is to adopt the closing share price of DEG and NTM as at 31 March 2019.

We have applied significant influence premiums of 7.5% to 12.5% in the case of DEG and 5.0% to 10.0% in the case of NTM after considering the following factors:

- the level of equity interests held in DEG and NTM (i.e. 12.54% and 13.66% respectfully);
- two (2) Directors of DGO are also directors of DEG;
- the shareholders of DEG are quite fragmented with DGO holding the largest equity interest (currently 12.54%) with the next four (4) largest shareholders holding between 1.30% and 5.51% (refer to **Section 5.3.2** for further details); and
- the shareholders of NTM are quite fragmented with DGO holding the largest equity interest (13.66%) with the next four (4) largest shareholders holding between 3.67% and 7.56%.

Accordingly, the adjustments noted in **Section 8.2.1** above reflect the impact of the additional investments noted above, the closing share price of DEG and NTM as at 31 March 2020 and our assessed marketability discount, calculated as follows:

Table 25: Adjustments to Investments in Associates

	Note	As at 31 March 2020	
		Low	High
Number of Shares Held in DEG		149,652,228	149,652,228
Closing Share Price at 31 March 2020		0.2350	0.2350
Fair Market Value as at 31 March 2020 (Minority Interest)		35,168,274	35,168,274
Add: Significant Influence Premium		7.5%	12.5%
Fair Market Value as at 31 March 2020 (Minority Interest, After Significant Influence Premium)	(a)	37,805,894	39,564,308
Number of Shares Held in NTM		92,724,200	92,724,200
Closing Share Price at 31 March 2020		0.0500	0.0500
Fair Market Value as at 31 March 2020 (Minority Interest)		4,636,210	4,636,210
Add: Significant Influence Premium		5.0%	10.0%
Fair Market Value as at 31 March 2020 (Minority Interest, After Significant Influence Premium)	(b)	4,868,021	5,099,831
Total Fair Market Value as at 31 March 2020	(a) + (b)	42,673,915	44,664,139
Book Value as at 31 December 2019		8,969,076	8,969,076
Adjustment Required		33,704,839	35,695,063

Source: Management of DGO; Thomson Reuters; Invicta analysis

8.2.6 Exploration & Evaluation Expenditure Assets

As set out in **Sections 4.1 and 4.4.2**, DGO's direct interests in mineral assets comprise of a number of greenfield sites. Amounts recognised on the balance sheet as at 31 December 2019 represent capitalised costs of acquiring and developing these greenfield mineral assets. We have replaced the book value of the greenfield mineral assets with their fair market value as assessed by the independent mining specialist, CSA.

CSA has assessed the fair market value of DGO's greenfield projects to fall within the range of \$13.3 million and \$44.0 million. Set out below is a summary of CSA's valuation of the greenfield mineral assets:

Table 26: Summary Fair Market Value of DGO's Greenfield Mineral Assets

	Area (km ²)	Equity Interest	As at 31 March 2020		
			Low (\$m)	Preferred Value (\$m)	High (\$m)
Black Flag Exploration & Prospecting Tenure	30.7	100%	1.50	4.00	5.00
Lake Randall Exploration Tenure	232.8	70%, 100%	0.90	2.50	4.00
Tom Price Exploration Tenure	1,308.8	80%, 100%	0.50	0.90	2.80
Mallina Exploration Tenure	281.0	100%	2.00	4.00	5.00
Yerrida Exploration Tenure	2,504.8	100%	2.50	3.50	8.00
Bryah Exploration Tenure	128.6	100%	0.50	1.00	3.00
Stuart Shelf Exploration Tenure	2,190.4	100%	5.00	6.50	15.00
Yamarna West Exploration Tenure	727.8	100%	0.40	0.75	1.20
Total	7,404.9		13.30	23.15	44.00
Book Value as at 31 December 2019			2.80		2.80
Adjustment Required			10.50		41.20

Source: CSA Global Pty Ltd; Invicta analysis

We note the following in relation to CSA's report, a full copy of which can be found in **Appendix 6**:

- CSA's report was prepared in accordance with the VALMIN and JORC Codes, and the rules and guidance issued by ASIC and ASX pertaining to Independent Expert's Reports;
- in assessing the fair market value of DGO's mineral assets, CSA has applied the "comparative transactions" and "geoscientific rating factor" valuation methodologies;
- CSA notes that the valuation ranges are comparatively large, averaging 46% below and 105% above the preferred values. CSA's notes in their report that they view this range as appropriate given the current development stages of DGO's projects; and
- no specific adjustments have been taken up for the potential impact of Covid-19. Further details can be found in CSA's report.

Based on the above, Invicta is satisfied with the inclusion of the CSA's results in our own valuation conclusions.

8.3 Fair Market Value of DGO Shares

We have assessed the fair market value of DGO's shares as at 31 March 2020 to fall within the range of \$1.2750 and \$1.9264 per share on a control basis or between \$0.8925 to \$1.5411 per share on a minority basis and this calculated as follows:

Table 27: Fair Market Value of DGO's Shares

	Note / Report Reference	As at 31 March 2020		
		Low	Mid-Point	High
Fair Market Value of Net Assets as at 31 March 2020	8.2.1	69,951,768	86,296,880	102,641,992
Less: Capitalised Corporate Costs	Note 1	(3,600,000)	(3,150,000)	(2,700,000)
Add: Fair Market Value of Tax Losses	Note 2	-	153,073	306,145
Fair Market Value of 100% of the Shares of DGO (Control Basis)		66,351,768	83,299,953	100,248,138
Ordinary Shares on Issue	4.3.1	42,563,125	42,563,125	42,563,125
Director Placement Shares	4.3.2	794,815	794,815	794,815
Consideration Shares for Additional DEG Share Acquisitions	1.1	2,431,230	2,431,230	2,431,230
April 2020 Placement Shares	4.3.2	6,250,000	6,250,000	6,250,000
Pro-Forma Shares on Issue		52,039,170	52,039,170	52,039,170
Fair Market Value of the Shares of DGO (Per Share - Control Basis)		1.2750	1.6007	1.9264
Less: Minority Discount	Note 3	-30.0%		-20.0%
Fair Market Value of the Shares of DGO (Per Share - Minority Basis)		0.8925	1.2168	1.5411

Source: Invicta analysis

Note 1: Capitalised Corporate Costs

We have estimated the fair market value of DGO on a net asset-based valuation methodology. This methodology, however, does not take into account any ongoing and recurring corporate costs that DGO will incur going forward so as to support the business. Accordingly, we have made an appropriate allowance for ongoing and recurring corporate costs in order to assess the fair market value of DGO on a going concern basis.

We have been advised by management of DGO that ongoing and recurring corporate costs are expected to amount to approximately \$1.80 million per annum. These include costs for the following items:

- accounting, tax advisory and audit fees;
- ASX listing fees, ASIC fees, company secretarial, share registry costs and AGM/EGM expenses;
- directors' fees;
- insurances;
- head office rent and employment expenses; and
- general administration expense such as printing, postage and travel.

For clarity, these costs do not include any costs associated with the ongoing explorations activities undertaken by DGO, nor interest costs associated with the borrowings.

In assessing the appropriate capitalisation rate to apply to the annual corporate costs, we would usually have regard to market evidence with respect to the earnings multiples of comparable companies. However, we note that in the case of DGO, comparable companies are also engaged in early stage mineral exploration activities with no earnings, and following, no observable earnings multiples. Accordingly, having regard to the industry in which DGO operates, the stage of its activities, we are of the view that an appropriate capitalisation rate to apply to the estimated ongoing corporate costs of DGO is between 1.5 to 2.0 times.

The following table summarises our calculation of capitalised corporate costs:

Table 28: Calculation of Capitalised Corporate Costs

	As at 31 March 2020		
	Low	Mid-Point	High
Estimated Ongoing Corporate Costs	1,800,000	1,800,000	1,800,000
Capitalisation Multiple	2.00	1.75	1.50
Capitalised Corporate Costs	3,600,000	3,150,000	2,700,000

Source: Management of DGO; Invicta analysis

Note 2: Fair Market Value of Tax Losses

As at the Valuation Date, DGO had approximately \$30.61 million in accumulated income tax losses.

In certain circumstances, it may be appropriate to attribute value to such tax losses when assessing the fair market value of a company's shares. However, there is minimal guidance or available benchmarking data to calculate such value. Accordingly, it is up to the valuer to apply professional judgement taking into account the particular circumstances of the company being valued.

In the present case, we have attributed a value of between nil cents to 1 cent for each dollar of DGO's accumulated income tax losses. The selected valuation range takes into account the following factors:

- DGO is a minerals exploration company (including holding of equity interests in other listed minerals exploration companies) and is not expected to generate profits in the short term against which its accumulated tax losses could be used to offset any income tax liability;
- the ability of DGO to generate profits is contingent on the successful outcome of its exploration activities (and those of its investee companies) for which there is a significant level of inherent uncertainty; and
- the ability to utilise such tax losses will be dependent upon DGO satisfying certain tests at the time the Company seeks to utilise these tax losses.

As a cross check, we have calculated the implied discount rate resulting from the assessed value of these tax losses, with respect to the maximum tax savings that could be obtained by the Company (assuming a 30% income tax rate).

Using the high-end of our assessed value range (i.e. 1 cent for each dollar of DGO's accumulated tax losses), assuming that these tax savings are realised at the end of 5 and 10 years, the implied discount rate equates to 97.4% and 40.5% respectively. In our opinion, these implied discount rates are reasonable having consideration to the points listed above.

Note 3: Minority Discount

Where a single shareholder is said to exercise control over a company, that shareholder will enjoy certain benefits not available to minority shareholders including the ability to:

- control of the board of directors;
- alter the constitution of the company;
- appoint and remove management of the entity and set their basis for remuneration;
- change financial and operating policies of the entity;
- access financial information and other information required for decision making;
- acquire and dispose of assets and businesses within the entity;
- undertake borrowings on behalf of the entity;
- access the entity's cash flows, including the payment of dividends; and
- integrate the entity's business, operations, distribution and products with those of the investor.

The above benefits do not attach to minority interest investments. Accordingly, on a per-share basis, a controlling interest is generally considered more valuable than a minority interest. In the current case, we have assessed the fair market value of DGO using a net-asset based method. This method provides a “control” value. Accordingly, we have adjusted the valuation conclusion reached for a control value by an appropriate minority discount in the range of 20% to 30%.

8.3.1 Impact of the Options & Performance Right

As set out in **Section 0**, DGO currently has 13,738,652 options and performance rights on issue.

In the case that all options and performance rights were issued, the fair market value of DGO (on a 100% control basis) would increase by approximately \$10.28 million (i.e. the total proceeds from the exercise of the options and performance rights) and the number of ordinary shares on issue would increase by 13,738,652 to 65,777,822 (including the impact of the Conditional Resolutions and Resolution 24).

Whilst we have not factored the impact of the options and/or performance rights in our assessment of the fair market value of DGO, we note that even where we had, they would have a negative impact on our assessed fair market value of the Consideration and improve the fairness opinion. More importantly, the milestones for the Performance Rights are well above the current share price and likely fair market value and as such, we consider it appropriate to disregard these from our valuation analysis.

In addition, we have also disregarded the proposed Performance Shares to be issued under the NOM as set out in **Section 1.2.3** for similar reasons to those noted above.

8.3.2 Comparison to DGO’s Trading Prices

We have determined the fair market value of DGO’s Shares to fall within the range of \$0.8925 to \$1.5411 on a minority basis. We note that this range is below the recent trading prices of approximately \$1.60 to \$1.70 per DGO’s share up to 31 March 2020 and the issue price of the April 2020 Placement being \$1.60.

It is difficult for us to determine exact reason or reasons for this discrepancy as to why the trading price is higher than Invicta’s valuation range. However, we have noted that DGO’s share price has recently increased in-line with recent increases in DEG’s share price and that such increase does not seem to be necessarily proportional to the rest of the DGO asset portfolio. This may be one of the reasons for the difference.

Other factors that may be relevant include:

- the market is assuming that DEG is a prospective takeover target and is applying a premium to DEG’s share price compared with the approach taken by Invicta of applying a for a premium for significant influence basis;
- the recent increases in DEG’s share price have corresponded with the release of strong drilling results at DEG’s Hemi prospect, the market may be applying a premium to DGO’s Mallina Project noting that this project is located adjacent to Hemi; and
- the lack of liquidity in DGO’s shares, there may be a degree of inherit inefficiencies in the on-market pricing of DGO’s shares.

Apart from the liquidity of the DGO's shares, the above factors should be regarded as speculative and are provided to illustrate possible reasons for the variance in the share price.

8.4 Fair Market Value of the Consideration Shares

We have assessed the fair market value of the Consideration Shares as at 31 March 2020 to fall within the range of \$0.9595 and \$1.6952 per Consideration Share, calculated as follows:

Table 29: Fair Market Value of a Consideration Share

	Note / Report Reference	As at 31 March 2020		
		Low	Mid-Point	High
Fair Market Value of the Shares of DGO (Per Share - Minority Basis)	8.3	0.8925	1.2168	1.5411
Add: Significant Influence Premium	8.4.1	7.5%		10.0%
Fair Market Value Per Consideration Share (Significant Interest Basis)		0.9595	1.3273	1.6952

Source: Invicta analysis

8.4.1 Significant Influence Premium

In isolation, the Consideration Shares represent an approximate 7.3% of the DGO's expanded issued capital. Klinger Group's shareholdings in DGO currently sits at is 13.5% and this is to increase to 17.5% assuming that the Proposed Transactions, the Conditional Resolutions and Resolution 24 in the NOM are approved.

Whilst we note that Mr Klinger does not have board representation, a shareholding of 17.5% in our view, provides him with significant influence over DGO and would typically entitle such a significant shareholder to at least one board seat.

Accordingly, we have added a significant influence premium of 7.5% to 10.0% to the assessed market value of DGO's minority share price in order to assess the fair market value of the Consideration Shares.

8.5 Fair Market Value of the Consideration Options

Based on the above, we have assessed the fair market value of the Consideration Options as at 31 March 2020 to fall within the range of \$0.1478 and \$0.4909 per Consideration Option. Details of how we reach this conclusion are set out below.

As set out in **Section 8.1**, it is Invicta's opinion that the most appropriate basis upon which to assess the fair market value of the Consideration Options is by applying the Black-Scholes option pricing model.

The following assumptions were adopted in assessing the fair market value of the Consideration Options:

Table 30: Consideration Options Black-Scholes Option Valuation Assumptions

Assumption	Value	Notes
Asset Spot Price	\$0.9595 to \$1.6952	Based on the conclusions set out in Section 8.4 of this Report and using a “significant influence value” – see Note 1 below.
Exercise Price	\$2.50	Actual
Maturity Date	30 June 2022	Actual
Risk Free Rate	0.24%	2-Year Commonwealth Government Bond Rate as at 31 March 2020
Volatility	70%	Actual 27-Month Volatility of DGO’s Shares up to 31 March 2020, rounded up to 70%

Source: NOM; Invicta analysis.

Note 1: Asset Spot Price

The Consideration Options and subject to any necessary shareholder approval, if exercised, are likely to result in further control being handed to Klinger Group, subject to any further changes in the capital structure of the Company.

Whilst noting that any exercise of the Consideration Options would likely require Shareholder approval, in applying the Black-Scholes option valuation model, we have valued the Consideration Options using the significant influence value for DGO’s share price as determined in **Section 8.4**.

8.6 Fair Market Value of the Consideration

Based on the analysis above, we have assessed the fair market value of the Consideration to fall within the range of \$4.25 million and \$7.98 million, with a mid-point of \$6.11 million, calculated as follows:

Table 31: Fair Market Value of the Consideration

	Report Reference	As at 31 March 2020		
		Low	Mid-Point	High
Number of Consideration Shares	1.1	4,110,934	4,110,934	4,110,934
Fair Market Value per Consideration Share	8.4	0.9595	1.3273	1.6952
Fair Market Value of Consideration Shares		3,944,293	5,456,636	6,968,979
Number of Consideration Options	1.1	2,055,467	2,055,467	2,055,467
Fair Market Value per Consideration Option	8.5	0.1478	0.3194	0.4909
Fair Market Value of the Consideration Options		303,758	656,431	1,009,105
Fair Market Value of the Consideration		4,248,051	6,113,067	7,978,084

Source: Invicta analysis

9. Assessment of the Proposed Transactions

9.1 Approach

9.1.1 Fair

The Proposed Transactions will be “fair” if:

- the fair market value of the Target Assets is greater than;
- the fair market value of the Consideration.

9.1.2 Reasonable

In order to opine on whether the Proposed Transactions are “reasonable”, we have considered if they “fair”, and if they are not, we have considered whether there are sufficient reasons for Non-Associated Shareholders to approve the Proposed Transactions.

This assessment has been undertaken by considering whether, in our opinion, the advantages of approving the Proposed Transactions sufficiently outweigh the disadvantages for Non-Associated Shareholders as a whole.

9.2 Fairness of the Proposed Transactions

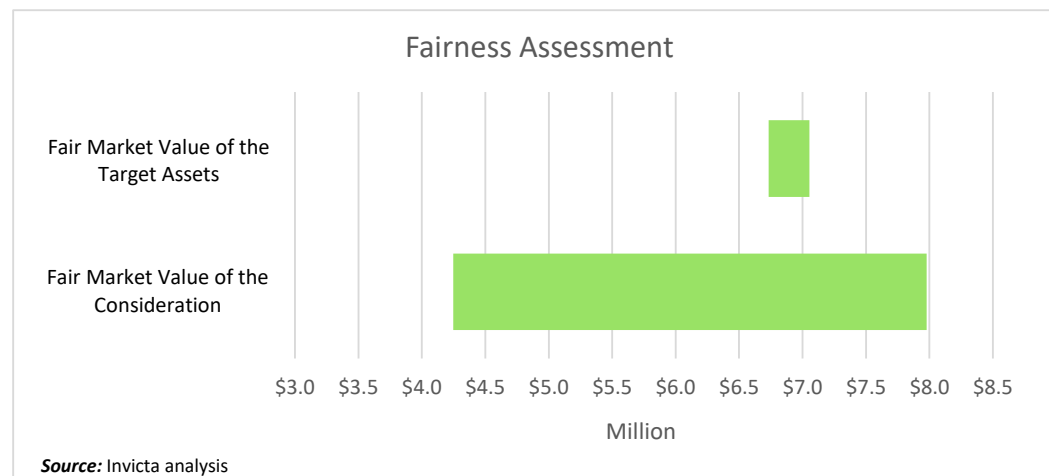
Based on the analysis set out in **Sections 7 and 8** above, the following table and figure provides our assessment as to whether or not the Proposed Transactions are “fair” to the Shareholders of DGO:

Table 32: Fairness Assessment

	Report Reference	As at 31 March 2020		
		Low	Mid-Point	High
Fair Market Value of the Target Assets	7.3	6,733,709	6,894,035	7,054,362
Fair Market Value of the Consideration	8.6	4,248,051	6,113,067	7,978,084
Are the Proposed Transactions Fair?		Yes	Yes	No
By How Much (\$ over the Consideration)		2,485,658	780,968	(923,722)
By How Much (% over the Consideration)		58.5%	12.8%	-11.6%

Source: Invicta analysis

Figure 9: Fairness Assessment



Based on the above, noting that the fair market value range of the Target Assets falls within the fair market value range of the Consideration, we have determined that the Proposed Transactions are **fair** to the Non-Associated Shareholders of DGO.

9.3 Reasonableness of the Offer

As set out in **Section 9.2** above, we have concluded that the Proposed Transactions are “fair”. Accordingly, under paragraph 60 of RG 111, the Proposed Transactions will also be “reasonable”. Nevertheless, we have also considered the advantages and disadvantages of the Proposed Transactions, for consideration by Non-Associated Shareholders.

In assessing the reasonableness of the Proposed Transactions, we have considered the advantages and disadvantages of the Proposed Transactions to the Non-Associated Shareholders. An analysis of these advantages and disadvantages is set out below along with an analysis of the implications for Non-Associated Shareholders of not approving the Proposed Transactions.

9.3.1 Advantages of the Proposed Transactions

Increased Exposure to Upside in DEG

The approval of the Proposed Transactions and Additional DEG Share Acquisitions will result in DGO increasing its equity holdings in DEG from 12.54% to 16.35%. Without providing any opinion as to the overall strength of DEG’s Mallina Gold Project, completion of the above transactions will give DGO’s Shareholders a higher exposure to what appears to be, a promising project, as reflected in DEG’s share price. Moreover, DEG has a solid amount of JORC Resources (Measured, Indicated and Inferred categories) and its last reported balance sheet shows that it has a significant amount of cash to take it forward with its assets.

Increase in Level of Significant Influence over DEG

DGO currently exercises some ability to influence the affairs in DEG. The increase in shareholding as a result of the Proposed Transactions and Additional DEG Share Acquisitions will further cement its position.

Strategic Stake & Ability to Influence Corporation Transactions

The increased equity position in DEG will strengthen DGO’s position in any corporate action taken by another entity and as a result potentially create increased value for Non-Associated Shareholders.

Avoids Need to use Cash to Increase Investment in DEG

As set out in **Section 1.1**, the consideration being provided by DGO comprises new ordinary shares and options in the Company. That is, DGO will not be required to use any of its cash holdings to acquire the additional equity interest in DEG.

This will enable DGO to utilise its cash reserves for other purposes including further exploration activities, additional investments in listed brownfield explorers, the repayment of existing debt and to fund working capital.

Further to the above, the ability for DGO to use its own equity to acquire further interests in DEG avoids, in the present case, the potential need for DGO to seek additional capital or debt which may be more dilutive to Non-Associated Shareholders (see further commentary under **Section 9.3.2** below).

The Proposed Transactions are Fair Under Alternative Test

As set out throughout this Report, we have assessed whether or not the Proposed Transactions are fair by comparing:

- the fair market value of the Target Assets; with
- the fair market value of the Consideration.

In our opinion, this is the most appropriate approach.

An alternative approach to assess whether or not the Proposed Transactions are in the best interests of the Non-Associated Shareholders is by comparing:

- the fair market value of a DGO share on a minority interest basis prior to the Proposed Transactions; with
- the fair market value of a DGO share on a minority basis assuming completion of the Proposed Transactions.

That is, comparing what a Non-Associated Shareholder has today vs what they will have assuming completion of the Proposed Transactions.

Based on our assessment using this alternative method which is set out in **Appendix 5**, the fair market value of DGO:

- prior to the Proposed Transactions is a low value of \$0.8925 to a high value of \$1.5411; compared with
- assuming that the Proposed Transactions are completed is a low value of \$0.9131 to a high value of \$1.5311.

In short, based on the above test, the Non-Associated Shareholders would be no better or worse off (in any material way) by approving the Proposed Transactions.

Our assessment using this alternative method is set out in **Appendix 5**.

9.3.2 Disadvantages of the Offer

Increased Voting Power of Major Shareholder

In the case that the Proposed Transactions are approved (and noting the impact of the Conditional Resolutions), DGO's major shareholder (i.e. Klinger Group) will increase its equity holdings in DGO from 13.5% to 17.5% on an undiluted basis assuming that Resolution 24 is also passed (or 19.1% if Resolution 24 is not passed). Whilst this increased level of voting power does not provide Klinger Group with immediate control over the Company, it will provide Klinger Group with an increased ability to influence the outcome of any future resolutions put forward to Shareholders.

Further, the Consideration Options, if exercised, and subject to will result in further control being handed to Klinger Group. However, we note that any exercise of the Consideration Options would likely require further Shareholder approval in order to avoid triggering a takeover bid for the Company.

Dilution of Non-Associated Shareholders' Equity Interests

Conversely, in the case that the Proposed Transactions and all of the Conditional Resolutions in the NOM are approved, the equity interests of Non-Associated Shareholder (collectively) will decrease from 86.5% to 82.5% assuming that Resolution 24 is also passed (or 80.9% if Resolution 24 is not passed).

Impact on Liquidity

The approval of the Proposed Transactions may result in a further decrease in the liquidity of DGO's shares on the ASX, which may adversely affect the future value of a DGO Share.

9.3.3 Implications of Not Approving the Proposed Transactions

In the case that the Proposed Transactions are not approved:

- noting the current level of cash reserved held by the Company, in the absence of raising further capital or debt, DGO will not have the ability to materially increase its equity holdings in DEG or any other entity or prospect. In our view, DEG represents a strategic asset of importance. We note however that the impact of the April 2020 Placement will significantly mitigate this factor;
- the voting power of DGO's major shareholder (Mr. Thomas Klinger) will not increase to the level of 17.5% (or 19.1% where Resolution 24 is not approved). In the case that the Proposed Transactions are not approved and all other resolutions in the NOM are approved, Mr. Klinger's voting power would decrease from 13.5% to 11.0%;
- the voting power of Non-Associated Shareholders (collectively) will not reduce to 82.5% (or 80.9% where Resolution 24 is not approved). In the case that the Proposed Transactions are not approved and all other resolutions in the NOM are approved, the voting power of Non-Associated Shareholders would increase from 86.5% to 89.0% and
- having regard to our assessment of the fairness of the Proposed Transactions and the considerations of the advantages and disadvantages of the Proposed Transactions, should the Proposed Transactions not be approved, Non-Associated Shareholders will be exposed to a greater reliance on the greenfield projects held by DGO which appear to display greater risks and challenges when compared to an investment in DEG.

9.3.4 Overall Reasonableness Conclusion

Given that we have concluded the Proposed Transactions are "fair" (refer to **Section 9.2** above), in accordance with paragraph 60 of RG111, we also conclude the Proposed Transactions to be "reasonable".

Nevertheless, we have assessed the overall factors set out in **Sections 9.3.1 to 9.3.3** above, and in our view, the advantages of the Proposed Transactions outweigh its disadvantages.

10. Qualifications & Independence

10.1 Qualifications

Invicta is an authorised representative (Authorised Representative Number 1274408) of Kings Road Group Pty Ltd (AFSL 460940).

Mr Vince Fayad and Mr Nick Navarra are the Invicta staff responsible for the preparation of this Report.

Mr Vince Fayad B.Bus, CA, is a Director of Invicta. Mr Fayad has over 35 years' experience in a number of specialist corporate advisory activities including company valuations, due diligence investigations, preparation and review of business feasibility studies, public company floats, accounting, advising on mergers and acquisitions, the preparation of independent expert reports, the preparation of information memorandums and other corporate investigations. Mr Fayad is also a registered Business Valuation Specialist with Chartered Accountants Australia & New Zealand ("CAANZ").

Mr Nick Navarra B.Bus, CA, is a Director of Invicta. Mr Navarra has over 19 years' experience in accounting, audit and corporate advisory activities including business, company and intangible asset valuations, the preparation of independent expert reports, due diligence reviews, litigation support activities, capital raisings and the provision of advice in relation to merger, acquisition and divestment transactions. Mr Navarra is also a registered Business Valuation Specialist with CAANZ.

Mr Fayad and Mr Navarra have the appropriate experience and professional qualifications to provide the advice offered in this Report.

10.2 Independence

Invicta is not aware of any matter or circumstance that would preclude it from preparing this Report, on the grounds of independence, either under regulatory or professional requirements. In particular, we have had regard to the provisions of applicable pronouncements and other guidance statements relating to professional independence issued by Australian professional accounting bodies and ASIC.

Invicta (including its associates) does not have any shareholdings in, or any other relationships with DGO, DEG or any of their associates. Accordingly, Invicta considers itself to be independent with respect to RG112 and APES 225.

Invicta is entitled to receive a fee for the preparation of this Report. This fee is based on the time spent to prepare the Report and is not contingent upon the conclusions or content of this Report, nor is it contingent on the outcome of the Proposed Transactions. Except for this fee, Invicta will not receive any other benefit, either directly or indirectly, for or in connection with, this Report.

Drafts of this Report were provided to the Directors of DGO for review of factual accuracy. These drafts were provided without any of our conclusions or opinions. Certain changes were made to the Report as a result of the circulation of the draft Reports however our approach, methodologies and overall conclusions and opinions were not affected.

Appendix 1 Financial Services Guide

7 May 2020

Why are we providing this FSG to you?

Invicta Corporate Finance Pty Ltd (“**Invicta**”) has been engaged by DGO Gold Limited (“**DGO**”) to prepare an Independent Expert’s Report (“**Report**”) in connection with the proposed acquisition of 25,693,333 shares in De Grey Mining Ltd from a substantial shareholder of DGO (“**Proposed Transactions**”).

Our Report provides general financial product advice to you. This FSG provides you with information regarding, the financial services we provide, the use of general financial product advice, details of our remuneration and our dispute resolution process.

Financial services we are licensed to provide.

Invicta is a corporate authorised representative (AFS Representative Number 1274408) of Kings Road Group Pty Ltd (AFSL 460940). Invicta is authorised to provide financial product advice in relation to various financial products including securities, interests in managed investment schemes, stocks, bonds and basic deposit products, to wholesale and retail clients.

General financial product advice.

Our Report provides “general advice” as it does not take into account the personal objectives, financial situation or needs of individual readers of our Report. You should consider the appropriateness of the general advice provided in our Report having regard to your own personal objectives, financial situation or needs.

Where our advice is provided in connection with the acquisition or possible acquisition of a financial product, you should also obtain and consider carefully the relevant offer documentation provided by the issuer of the financial product.

How are we remunerated?

We charge fees for the provision of reports which are usually determined on a time cost or fixed fee basis, plus reimbursements of any expense incurred in providing the reports. Our fees are agreed with and paid by, those who engage us. You are not responsible for the payment of our fees.

We will receive a fee of approximately \$39,000 (plus GST and disbursements) in relation to the preparation of our Report. This fee is not contingent upon the conclusions or content of our Report, nor the outcome of the Offer.

Neither Invicta or any of its directors, employees or related entities, will receive any commissions or other benefit(s) arising directly from providing our Report.

All directors and employees of Invicta receive remuneration based on their contribution to the company, but not directly in connection with the provision of any report.

We do not pay commissions or provide any benefits to any person who refers us clients in connection with reports that we are authorised to provide.

What should you do if you have a complaint?

If you have any concerns or complaints regarding our Report, please contact us using the following details and we will attend to your concern or complaint in a prompt and equitable manner:

The Compliance Officer
Invicta Corporate Finance Pty Ltd
GPO Box 2733
Sydney NSW 2001
Phone: +61 2 8023 6868
Email: enquiries@invicta.com.au

If the issue is not resolved to your satisfaction, you can lodge a dispute with the Australian Financial Complaints Authority (“**AFCA**”) using the following details:

Australian Financial Complaints Authority
GPO Box 3
Melbourne VIC 3001
Phone: 1800 931 678
Fax: +61 3 9613 6399
Email: info@afca.org.au
Web: www.afca.org.au

Compensation arrangements.

Invicta holds professional indemnity insurance that covers the financial services which we provide. This insurance satisfies the compensation requirements of the *Corporations Act 2001 (Cth)*.

Appendix 2 Glossary of Terms

Table 33: Glossary of Terms

Term	Definition
Additional DEG Share Acquisitions	The proposed acquisition by DGO Gold Limited of 15,195,182 quoted ordinary shares in De Grey Mining Ltd from Andama Holdings Pty Ltd and Regal Funds Management Pty Ltd
AFSL	Australian Financial Services Licence
AFCA	Australian Financial Complaints Authority
APES 225	Accounting Professional & Ethical Standards Board standard 225 <i>Valuation Services</i>
April 2020 Placement	The placement completed by DGO Gold Limited in April 2020 whereby the Company will issue 6,250,000 new ordinary shares at an issue price of \$1.60 per share to professional and sophisticated investors and Directors. 1,635,625 ordinary shares were issued immediately with the remaining (4,614,375 shares) to be allotted subject to approval by DGO Gold Limited shareholders.
ASIC	Australian Securities & Investments Commission
ASX	Australian Securities Exchange
AUD	Australian Dollar(s)
CAANZ	Chartered Accountants Australia & New Zealand
CFME	Capitalisation of future maintainable earnings valuation methodology
Company	DGO Gold Limited (ASX: DGO)
Conditional Resolutions	Being resolutions 1, 2, 4 and 5 of the Notice of Meeting
Consideration	Comprising: <ul style="list-style-type: none"> • 4,110,934 new ordinary shares in DGO Gold Limited; plus • 2,055,467 new unquoted options in DGO Gold Limited with an exercise price of \$2.50 and an expiry date of 30 June 2022.
Consideration Shares	4,110,934 new ordinary shares in DGO Gold Limited, forming part of the Consideration
Consideration Options	2,055,467 new unquoted options in DGO Gold Limited with an exercise price of \$2.50 and an expiry date of 30 June 2022, forming part of the Consideration
Corporations Act	The <i>Corporations Act 2001 (Cth)</i>
CSA	CSA Global Pty Ltd
DCF	Discounted cash flow valuation methodology
DEG	De Grey Mining Ltd (ASX: DEG)
DGO	DGO Gold Limited (ASX: DGO)
Directors	Directors of DGO Gold Limited

Term	Definition
Director Placement	The issue of 794,815 shares to Directors of DGO Gold Limited under the February 2020 Placement.
EBITDA	Earnings before interest, tax, depreciation and amortisation
EDR	Economic demonstrated resource
EFTs	Exchange Traded Funds (and similar products)
February 2020 Placement	The placement completed by DGO Gold Limited in February 2020 whereby the Company issued 7,915,926 new ordinary shares at an issue price of \$1.35 per share to professional and sophisticated investors and Directors. 7,121,111 ordinary shares were issued immediately with the remaining (794,815 shares) to be allotted to Directors subject to approval by DGO Gold Limited shareholders.
FSG	Financial Services Guide
Ginga	Ginga Pty Ltd
Ginga Share Sale	The sale of 350,000 shares in DGO by Ginga Pty Ltd on 14 April 2020 to an entity controlled by Mr Jeffrey Bruce Parncutt AO, a Non-Executive Director of DGO
IBA	ICE Benchmark Administration
Independent Directors	The independent directors of DGO Gold Limited
Invicta, we, us or our	Invicta Corporate Finance Pty Ltd ABN 78 631 600 845 Authorised Representative Number 1274408
JRL	Jindalee Resources Ltd (ASX: JRL)
Klinger Group	The interests of Mr Thomas Klinger, including TSV and Ginga and their Related Body Corporates, as defined under section 9 of the Corporations Act.
LBMA	London Bullion Market Association
Management Accounts	The unaudited consolidated management accounts of DGO Gold Limited for the nine (9) months ended 31 March 2020
Mining Specialist	CSA Global Pty Ltd
Non-Associated Shareholders	Those shareholders of DGO Gold Limited who are entitled to vote in relation to the Proposed Transactions
NOM	The Notice of Meeting to which this Report accompanies.
NTM	NTM Gold Ltd (ASX: NTM)
OTC	Over-the-Counter
Proposed Transactions	The proposed acquisition by DGO Gold Ltd of: <ul style="list-style-type: none"> 9,086,000 quoted ordinary shares in De Grey Mining Ltd from Thirty Sixth Vilmar Pty Ltd for a total consideration of 1,453,760 new ordinary shares in the Company <u>plus</u> 726,880 new unquoted options in the Company with an exercise price of \$2.50 and an expiry date of 30 June 2022; and

Term	Definition
	<ul style="list-style-type: none"> 16,607,333 quoted ordinary shares in DEG from Ginga Pty Ltd for a total consideration of 2,657,174 new ordinary shares in the Company <u>plus</u> 1,328,587 new unquoted options in the Company with an exercise price of \$2.50 and an expiry date of 30 June 2022.
Prospective Financial Information	Any prospective financial information provided to Invicta Corporate Finance Pty Ltd in relation to DGO Gold Limited
Report	This report dated 7 May 2020
RG111	ASIC Regulatory Guide 111 <i>Content of Expert Reports</i>
RG112	ASIC Regulatory Guide 112 <i>Independence of Experts</i>
September 2019 Placement	The placement completed by DGO Gold Limited in September 2019 whereby the Company issued 2,666,667 new ordinary shares at an issue price of \$0.75 per share to professional and sophisticated investors.
Shareholders	Ordinary shareholders of DGO Gold Limited
Target Assets	The assets to be acquired by DGO Gold Limited under the Proposed Transactions being 25,693,333 quoted ordinary shares in De Grey Mining Ltd
TSV	Thirty Sixth Vilmar Pty Ltd
USD	United States Dollar(s)
Valuation Date	31 March 2020
VWAP	Volume weighted average price

Appendix 3 Sources of Information

In preparing this Report, Invicta have had access to and have relied upon the following principal sources of information:

- Audited annual reports of DGO Gold Limited for the years ended 30 June 2018 and 2019.
- Reviewed half-year report of DGO Gold Limited for the six (6) months ended 31 December 2019.
- Unaudited management accounts of DGO Gold Limited for the nine (9) months ended 31 March 2020.
- Budgets of DGO Gold Limited for the years ending 30 June 2020 and 2021.
- Independent Technical Specialists' Report prepared by CSA Global Pty Ltd dated 20 April 2020.
- Discussions and correspondence with management of DGO Gold Limited.
- Other publicly available information in relation to DGO Gold Limited, De Grey Mining Limited and NTM Gold Ltd including information available on their respective websites and announcements made on the ASX.
- IBISWorld Industry Report: *Mineral Exploration in Australia*, November 2019.
- IBISWorld Industry Report: *Gold Ore Mining in Australia*, March 2020.
- IBISWorld Industry Report: *Mining*, March 2020.
- Statistical information published by the Reserve Bank of Australia.
- Statistical information published by the Australian Bureau of Statistics.
- Other publicly available industry information.
- Thomson Reuters.

Appendix 4 Valuation Methods

In assessing the fair market value of DGO and DEG, Invicta has had regard to the following commonly used valuation methodologies:

Net Asset Based Methodology

This methodology involves determining the value of a business or entity based on the value of its net assets. It involves separately identifying the assets and liabilities of a business or entity and ascribing a value to each of those components.

There are a number of basis on which the net assets of a business or entity can be determined including:

- ***going concern basis*** where the value of net assets is determined on an “in-use” basis and does not take into account any realisation costs;
- ***orderly realisation basis*** where the value of net assets is determined after considering the reasonable costs of disposal of the assets including taxation implications. This method assumes that the assets can be disposed of in an “orderly” manner without any further discounts to take into account a distressed or fire-sale situation; and
- ***liquidation or fire sale basis*** where the value of net assets is determined having regard to the impacts that a liquidation situation or short sale period may have on the price that is obtained for the assets. This method would typically result in values that are lower than those determined using the going concern or orderly realisation methods.

The net asset-based methodology is typically used for investment or property holding entities, where an entity is not trading, or where an operating business is incurring losses.

Capitalisation of Future Maintainable Earnings Methodology

The capitalisation of future maintainable earnings methodology (“**CFME**”) involves the selection of a suitable maintainable earnings benchmark (e.g. revenue, net profit before tax, earnings before interest, tax, depreciation and amortisation (“**EBITDA**”) and multiplying it by an appropriate multiple.

In determining an appropriate multiple, regard is often had to trading multiples of listed companies which have operations comparable to the business being valued.

In the case where the securities of an entity are being valued, the valuer will also have regard to the value of surplus assets and liabilities which form part of that entity (i.e. those assets and liabilities that an entity may hold but do not contribute to the earnings of the business). Surplus assets and liabilities must be valued separately as they are considered “surplus” to the business undertaking, but nevertheless represent value that should be reflected in the overall value of the entity.

The CFME methodology is typically used to value businesses or assets with relatively stable earnings or where consistent earnings trends can be identified, and where the business or asset has an indefinite life.

Discounted Cash Flow Methodology

The discounted cash flow methodology (“DCF”) involves determining the value of a business or asset based on the present value of its expected future cash flows. The DCF method involves the determination of two key elements, namely:

- a. a reasonably reliably forecast of a business’ or asset’s future cash flows, usually for a period extending five (5) to ten (10) years; and
- b. a reasonable discount rate which reflects current market conditions and the specific risks inherent in the forecast cash flows.

In the case where the securities of an entity are being valued, the valuer will also have regard to the value of surplus assets and liabilities which form part of that entity (i.e. those assets and liabilities that an entity may hold but do not contribute to the earnings of the business). Surplus assets and liabilities must be valued separately as they are considered “surplus” to the business undertaking, but nevertheless represent value that should be reflected in the overall value of the entity.

The DCF methodology is typically used to value businesses or assets where:

- earnings or cash flows are expected to fluctuate significantly from year to year and may include negative earnings or cash flows;
- the business or asset has an indefinite or definite life;
- the business is in the early stages of its life;
- the assets being valued are infrastructure projects; and
- in all cases, where the business’ or asset’s future earnings and cash flows are capable of being reasonably estimated for a period of at least five (5) years.

Security Trading History

This methodology involves determining the value of an entity based on prices inherent in recent trading of the entity’s securities. In this case of listed entities, this would include trading activity which has taken place through the exchange on which it is listed.

In using this methodology, the valuer is required to consider the reliability of recent trading prices taking into consideration the following:

- whether or not transactions have taken place between independent parties and on an arms-length basis; and
- the liquidity and depth of the market for the entity’s securities.

Capitalisation of Future Maintainable Dividends

This methodology is similar to the CFME method in that the valuer is required to assess a suitable level of maintainable dividends and multiplying it by an appropriate multiple having regard to the quantum and likelihood of future dividends.

This methodology is typically applied to value minority interests in private and unlisted public companies, or where the subject securities have unique rights.

Appendix 5 Secondary Fairness Assessment

Set out below is our fairness assessment of the Proposed Transactions by comparing:

- the current fair market value of a DGO share on a minority interest basis; with
- the fair market value of a DGO share on a minority basis assuming completion of the Proposed Transaction.

Table 34: Secondary Fairness Assessment

	Note / Report Reference	As at 31 March 2020		
		Low	Mid-Point	High
Current Fair Market Value of a DGO Share (Minority Basis)	8.3 / (a)	0.8925	1.2168	1.5411
Fair Market Value of the Shares of DGO on Post Proposed Transactions (Per Share - Minority Basis):				
Current Fair Market Value of 100% of the Shares of DGO (Control Basis)	8.3 / (b)	66,351,768	83,299,953	100,248,138
DEG Shares to be Acquired under the Proposed Transactions	1.1	25,693,333	25,693,333	25,693,333
DEG Share Price as at 31 March 2020 (1 Week VWAP)	5.3.2	0.2496	0.2496	0.2496
Fair Market Value of DEG Shares to be Acquired (Minority Basis)		6,413,056	6,413,056	6,413,056
Add: Significant Influence Premium	Note 1	7.50%	10.00%	12.50%
Fair Market Value of DEG Shares to be Acquired (Significant Influence Basis)	(c)	6,894,035	7,054,362	7,214,688
Current Fair Market Value of the Shares of DGO on Completion (Control Basis)	(b)+(c)=(d)	73,245,803	90,354,314	107,462,825
Number of Shares on Issue on Completion	Note 2 / (e)	56,150,104	56,150,104	56,150,104
Fair Market Value of the Shares of DGO on Completion (Per Share - Control Basis)	(d)/(e)=(f)	1.3045	1.6092	1.9138
Less: Minority Discount	Note 3 / (g)	-30.00%		-20.00%
Fair Market Value of the Shares of DGO on Completion (Per Share - Minority Basis)	(f)x(1+(g))=(h)	0.9131	1.2221	1.5311
Are the Proposed Transactions Fair?		Yes	Yes	No
By How Much (\$ over the Consideration)	(h)-(a)=(i)	0.0206	0.0053	(0.0100)
By How Much (% over the Consideration)	(i)/(a)	2.3%	0.4%	-0.7%

Source: Invicta analysis

Note 1: Significant Influence Premium

The assessment above assumes that the Proposed Transactions and Additional DEG Share Acquisitions have been completed. Accordingly, we have applied a significant influence premium of 7.5% to 12.5% to the additional DEG shares on the same basis as outlined in **Section 8.2.5** of this Report.

Note 2: Number of Shares on Issue on Completion

Includes the issue of 6,250,000 shares under the April 2020 Placement.

Note 3: Minority Discount

Noting that our secondary fairness assessment is looking at the fair market value of a DGO share from the perspective of the Non-Associated Shareholders (i.e. on a minority basis), we have applied a minority discount in the range of 20% to 30% on the same basis as outlined in **Section 8.3** of this Report.

Appendix 6 Independent Geologists Report

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CSA Global
Mining Industry Consultants
an ERM Group company

DGO Mineral Assets in Western Australia and South Australia

**Independent Technical
Specialists' Report**

Report N° R182.2020

20 April 2020



Report Prepared For

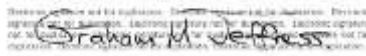
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Executive Summary

CSA Global Pty Ltd (CSA Global) (an ERM Group Company) was commissioned by Invicta Corporate Finance Pty Ltd (Invicta) to prepare an independent technical specialists report and valuation (ITSR or “Report”) of the mineral assets held by DGO Gold Ltd (DGO) in South Australia and Western Australia.

DGO’s assets include tenements on the Stuart Shelf in SA, and in Western Australia, DGO have tenement portfolio with holdings in the Pilbara region; the Yerrida/Bryah Basins in the Murchison, and the Eastern Goldfields.

DGO is planning corporate transactions that require shareholder approval, and Invicta has been mandated to prepare an Independent Experts Report (IER) for inclusion within a notice of meeting to be sent to the shareholders of DGO.

This ITSR was prepared for Invicta and has been prepared as a public document, in the format of an independent technical assessment and valuation report that has been prepared in accordance with the JORC and VALMIN codes. CSA Global has provided its consent for inclusion of the Report in the IER.

The Report provides a review of the Mineral Assets of DGO and provides an opinion on the current market valuation of these Mineral Assets. CSA Global has used a range of valuation methodologies to reach conclusions on the value ranges of the Mineral Assets.

The statements and opinions contained in this Report are given in good faith and in the belief that they are not false or misleading. The conclusions are based on the reference date of 31st March 2020 and could alter over time depending on exploration results, mineral prices, and other relevant market factors.

CSA Global’s valuations are based on information provided by DGO and from public domain information. CSA Global has endeavoured, by making all reasonable enquiries, to confirm the authenticity and completeness of the technical data upon which this Report is based. No audit of any financial data has been conducted. The valuations discussed in this Report have been prepared at a valuation date of 31st March 2020. It is stressed that the values are opinions as to likely values, not absolute values, which can only be tested by going to the market.

Stuart Shelf Projects

The DGO tenements in South Australia are located on the Stuart Shelf, 400 km north-northwest of Adelaide, 110km north of Port Augusta and 30km southwest of the Mount Gunson Cu-Co Deposit and are collectively referred to as the Pernatty Lagoon project. This project comprises of seven granted tenements and one pending tenement for 2,190km².

The Pernatty Lagoon Project tenements are located predominately in Mesoproterozoic and Neoproterozoic strata under a thin cover of Cenozoic cover in the Stuart Shelf in South Australia.

Mineralisation at Mount Gunson is located above the Pandurra Formation and above a Mesoproterozoic basement consisting of Gawler Range Volcanics and unassigned calc-silicates where it has been intersected by drilling east of Pernatty Lagoon.

Periodic mining operations at Mount Gunson commenced in the 1870s, starting with the Main Open Cut and West Lagoon. The Cattlegrid deposit was found in 1971. There is no current mining at Mount Gunson.

The Lake Pernatty tenements also lie along strike of a broad trend from Prominent Hill, through Olympic Dam, to Carrapateena mineral deposits. The trend of IOCG deposits follows a craton scale discontinuity in gravity and magnetic imagery which is interpreted as an ancient Archaean craton margin

DGO are exploring for stratiform copper in Neoproterozoic strata and IOCG mineralisation in the Mesoproterozoic basement. The Pernatty Lagoon Project is highly prospective for stratiform copper deposits, particularly EL 6145 because:

- There is significant known stratiform copper mineralisation immediately west of the project at Mount Gunson.
- There is also minor copper mineralisation in drill holes east of Pernatty Lagoon at the same stratigraphic horizon as Mount Gunson mineralisation (top of Pandurra Formation).
- Investigations by Bull (2019) come to the plausible conclusion that the most prospective sedimentary facies for stratiform copper deposits may lie between carbonate-dominant and black shale – dominant facies underneath Pernatty Lagoon where there are no drill holes that have tested the target horizon.

CSA Global consider that DGO have demonstrated that the Pernatty Lagoon Project contains Neoproterozoic strata that are highly prospective for stratiform copper mineralisation in an area that is yet to be drill tested. Basement Mesoproterozoic strata occur in the large-scale tectonic environment similar to the Prominent Hill – Carrapateena trend, and as such remains permissive for IOCG mineralisation; however, in the absence of known mineralisation, or development of more discrete geophysical targets, prospectivity for IOCG mineralisation is considered moderately prospective.

Pilbara Projects – Mallina and Tom Price

The DGO Gold Ltd Tom Price Pilbara Gold project includes seven tenements located in the Pilbara region of Western Australia approximately 35 km north-west of Mount Tom Price in and 220 km south-east of Karratha. Access is predominately by well-formed tracks

DGO has acquired a package of five tenements to form its Tom Price project with a total area of approximately 1309 km². DGO has executed a farm-in agreement with Forge Resources on gold only rights to granted tenements E47/3629, E47/3651 and E47/3716 to consolidate all the tenements.

Proterozoic rocks of this area form the conformable succession of the Mount Bruce Supergroup, which is divided into the Fortescue Group (oldest), Hamersley Group, and the Turee Creek Group, which is overlain by the Wyloo Group (youngest). The Tom Price Project is within the late Archaean to Early Proterozoic Fortescue Group (2765-2630 Ma) in the South Pilbara Sub-basin of the Southern Pilbara Craton of Western Australia (Thorne and Trendall, 2001).

Basal sandstone and conglomerate of the Fortescue Group overlies Archaean granite-greenstone basement. These sediments underlie thick and widespread successions of basaltic lava flows and pillow lavas with minor intercalated sediments. The entire sequence is intruded by numerous dolerite sills and dykes. A thick sequence of chemical sediments comprising the Hamersley Group overlies the Fortescue Group, and include jaspilite, chert, dolomite, siltstone, and shale, interbedded with acid lavas and intruded by dolerite sills and dykes (de la Hunty, 1965).

The regional structure comprises broad synclines and anticlines that form gentle dome and basin-type folding. This outcrop distribution indicates that two fold-trends have been superimposed. The limbs of these folds generally dip at angles ranging from 15° to 50°. Major topographic features have resulted from differential erosion where areas of high elevation are formed by synclines with the resistant Hamersley Group forming topographic highs. Faulting in the area is contemporary with the folding with additional faults formed post-folding (de la Hunty, 1965).

The Tom Price Project area comprises a flat to gently dipping sequence that is dominated by metabasaltic lava flows and pillow lavas with interbedded metasedimentary horizons. The Pyradie Formation, which locally includes fine grained volcanoclastic rocks, shale, and chert, separates two pillow lava members of the Boongal Formation and the Bunjinah Formation.

The overlying Bunginah Formation consists of sub-aqueous basaltic rocks, mafic and lapilli tuffs, hyaloclastite. The Jeerinah Formation, which conformably overlies the Bunginah Formation occurs along the northern western and southern tenement boundaries, and consists of argillite, sandstone, dolomite, chert, and a variety of mafic to felsic volcanic and volcanoclastic rocks. Intrusive dolerite and gabbro sills occur throughout the area (Thorne and Trendall, 2001).

The only recorded mining is for gold and copper in small-scale shallow workings. The main mining areas include the Milli Milli alluvial Au mines, the Beasley River alluvial Au mines, the Rocklea alluvial Au mine, and the Brockman Cu mine.

Gold mines, prospects, and occurrences, although predominantly alluvial in nature, cluster about the cores of anticlinal domes indicating the source of mineralisation likely resides in relative older stratigraphy within the region. These older stratigraphic units are namely, the lower Fortescue Group comprising the Mount Roe Basalt and the Hardey Formation and underlying unassigned metamorphosed basement rocks. Copper mines, prospects and occurrences occur in close proximity to intrusive dolerite sills within the Hardey Formation and the Jeerinah Formation.

Previous exploration in the Tom Price area by Independence Group NL (IGO) identified the gold occurrences in the project area known as the Wackilina.

The current metallogenic and exploration models employed by DOGO are focussed towards the discovery of a mineralised stratiform gold system in the Pyradie Formation. Two metallogenic models have been proposed by DOGO. The first is targeting Witwatersrand-equivalent sediment-host Au mineralisation within the Pyradie Formation; this is considered of low prospectivity by CSA Global as regionally no mineralisation of this style has been observed in the Pyradie Formation; however, this cannot be entirely discarded as mineralisation of a similar style has been identified in the stratigraphically lower Hardey Formation.

The second model proposes Sukhoi Log-type mineralisation; however, CSA Global considers that the Tom Price project is not prospective for this metallogenic model due to the absence of key characteristics required for this style of mineralisation, including carbonaceous shales in the Pyradie Formation, and the lack of structural deformation of significance beyond gentle warping of the stratigraphy.

The DOGO Limited **Mallina Pilbara gold** tenements are in the north-western part of the Archaean Pilbara Craton some 112 km east-southeast of Karratha. Access is reasonable via a network of local roads and station tracks.

The DOGO Mallina Pilbara gold project consists of (including two pending) for 281 km². The tenements are adjacent to the De Grey Mining Pilbara Gold Project, which hosts several mineral resources totalling 2.2 MOZ gold (ASX announcement April 2020, Resource dated March 2020) and are actively being explored by De Grey Mining Ltd.

The north Pilbara granite–greenstones have had a long and active geological history; the oldest supracrustal rock being older than 3515 Ma and the youngest granitoid 2765 Ma (Nelson et al., 1999). Hickman (1999) subdivided the north Pilbara granite–greenstones into three lithotectonic elements, each having separate geological histories that partly overlap, particularly after 2900 Ma:

1. The East Pilbara Granite-Greenstone Terrane (EPGGT)
2. The Central Pilbara Tectonic Zone (CPTZ)
3. The West Pilbara Granite-Greenstone Terrane (WPGGT)

The local geology predominantly comprises members of the De Grey Group; the Mallina Formation and Constantine Sandstone. A late granite, the Nerrelly Leucogranite, is located in the north-central portion of tenement E47/3327. The extreme western edge of E47/3327 covers the Mount Roe Basalt which elsewhere overlies the Hardey Formation, the principal host and focus of the recent ‘conglomerate’ gold discoveries by Novo Gold and other explorers including De Grey.

Several predominantly north-easterly trending faults/shears trend through the tenements. North-easterly trending antiformal fold structures are mapped within E47/3327 and an antiformal fold structure is mapped within E47/3329. These structures are an important local control on Au deposits within the CPTZ, with the nearby Toweranna Au deposit a prime example. Two gold prospects (Scottie Well and Croydon Anticline 7) are located within E47/3327.

The recent Hemi discovery by De Grey Mining under 30 m of transported cover, reported on 17 December 2019, with further results subsequently reported during February and March 2020. According to De Grey (ASX Announcement March 17th, 2020) the scale, grade and overall dimensions of the mineralisation defined to date is larger than all previously defined gold deposits De Grey has defined within the project area.

The principal exploration models for the DGO tenements is for shear-hosted gold mineralisation (i.e. Wingina) and quartz-sulphide stacked lodes with rheological contrasts hosted in small intermediate intrusions. The presence of small intrusions within the DGO tenements coincident with soil anomalies suggests there is potential for Toweranna style mineralisation. The Recent Hemi discovery potentially provides a further exploration target on the DGO tenements.

The other style of mineralisation targeted by DGO include potential gold bearing basal conglomerates of the Mount Roe Basalts, interpreted to be trending N-S, moderately dipping from east to west, forming a small slither on the western most side of tenement 47/3327.

Overall DGO's tenements cover a geological setting permissive for the presence of fault/shear-hosted gold deposits of the Camel-Whitnell and Toweranna type deposits as well as conglomerate hosted gold deposits. The exploration potential for the mineralisation models described is considered reasonable and supported by the exploration success on the DeGrey Mining tenements.

The DGO tenement package contains several geological features (faults/shears/antiformal fold structures) which are similar to those which are the locus of gold mineralisation in nearby areas and therefore there is considered to be potential for locating gold mineralisation of the Whitnell or Toweranna type. In addition, there may be potential for the occurrence of 'conglomerate' hosted gold related to the Fortescue Group Hardey Formation on the western side of the tenement. The recent Hemi discovery by De Grey Mining on their Mallina tenements may provide an additional exploration target for DGO.

Murchison Projects – Yerrida and Bryah

The Yerrida and Bryah Project tenements are located approximately 100 km NE of Meekatharra, WA, in the Mooloogool area. Access is via station and fence line tracks from the Great Northern Highway. The project consists of 14 exploration licenses (two pending) for 2,504 km².

The tenement mostly covers sedimentary and mafic igneous rocks of the Yerrida Basin. There are small areas of Archaean granite-greenstone basement in the southern parts of the projects and on the edges of the Goodin Dome, and small areas of Narracoota Formation (Bryah Basin) at the northern margin of E51/1590 and 1729.

The most recent stratigraphic interpretations have the Juderina and Johnsons Cairn Formations (Windplain Group) at the base of both the Yerrida and Bryah Basins. In the Yerrida Basin, the Johnsons Cairn Formation is disconformably overlain by the Mooloogool Group; interpreted to mark a change from intracontinental sag to a probable fore-arc rift basin. In the Bryah Basin, the Johnsons Cairn Formation is unconformably overlain by the Narracoota Formation at the DeGrussa Volcanogenic-hosted massive sulphides (VHMS) deposit and elsewhere overlain by the Karalundi Formation (Hawke et al., 2015). Mafic rocks in the Narracoota Formation are geochemically similar to those in the Karalundi Formation (Yerrida Basin) suggesting a submarine mafic volcanic event that spans both the Bryah and Yerrida Basins.

Regional structure is dominated by north-east striking folds and faults that developed during south-directed thrusting during the Glenburgh and Capricorn Orogenies. Strain is partitioned across the Goodin Fault with stronger deformation in the thicker Bryah Basin package.

Major mineral deposits in the Bryah Basins are the DeGrussa, Monty and Horseshoe Lights Cu-Au VHMS deposits, and orogenic gold deposits including Fortnum, Labouchere and Horseshoe. The VMS deposits formed around 2000 Ma and are the same age as their enclosing strata. Orogenic gold mineralisation is thought to have developed during the Capricorn Orogeny. The Yerrida Basin contains the very large Magellan

non-sulphide lead deposit at the eastern end of the basin and fault-hosted copper mineralisation at Thaduna. Known mineralisation On DGO's tenements, includes:

- Judges Find E51/1590 Gold nuggets in Juderina Formation (unknown origin)
- Bull Well Pb Gossan E51/1590 Likely fault-controlled Cu-Pb-Zn
- Minor Exploration Targets E51/1725, 1726 Minor Base-metal anomalism in drilling
1750 & 1833 and surface exploration

DGO are exploring for the following mineralisation in the Yerrida District:

- Epigenetic gold/orogenic, e.g. Peak Hill, Fortnum, and Horseshoe.
- VHMS, e.g., DeGrussa and Horseshoe Lights.
- Sedimentary/shear-hosted copper deposits, e.g. Thaduna.
- Sedimentary lead non-sulphide deposits, e.g. Magellan.
- Sedimentary stratiform base-metal deposits (conceptual), e.g., Zambian Copperbelt.
- Sedimentary/shear-hosted gold deposits (conceptual), e.g. Carlin-type.

Epigenetic/Orogenic gold mineralisation is much better developed in the Bryah Basin where deformation is stronger. There is moderate potential for orogenic gold mineralisation in higher strain rocks close to the Goodin Jenkin Fault.

There are no known VHMS deposits in the Yerrida Basin in contrast to DeGrussa and other Cu-Au VHMS deposits in the Bryah Basin. However, there are mafic rocks with similar geochemical affinities to those at DeGrussa in the Yerrida Basin (Killara Formation) including pillow basalts (Occipinti et al., 2017). Deep-water portions of the Killara Formation are moderately prospective for VHMS deposits, but further work is required to demonstrate favourable seafloor horizons and seafloor alteration related to a VHMS mineral system.

The Yerrida Basin contains shear-hosted copper mineralisation at Thaduna and surrounding prospects. The Bull Well lead gossan may represent a similar style of mineralisation. There is moderate potential for shear-hosted copper mineralisation in higher strain rocks close to the Goodin Jenkin Fault.

EM surveys completed by DGO in 2019 identified several coincident electromagnetic and geochemical anomalies for further exploration

Stratiform copper mineralisation has not been recognized in the Yerrida Basin, but consultant Stuart Bull has compared the Yerrida Basin to the Zambian Copper Belt and Polish part of Zechstein Basin. Favourable comparisons include an intracratonic rift setting, oxidised clastic sediments with evaporites (Juderina Formation) overlain by reduced strata (Johnson Cairn and Maraloou Formations) with potential for pinchouts against basement highs. CSA Global considers this a plausible model and considers there is moderate prospectivity for stratiform Cu on DGO's tenement holding.

A Carlin-style model is difficult to apply to the Yerrida Basin, given the lack of known Carlin-style mineralisation, favourable thicknesses of carbonate bearing strata on DGO's tenement holding, or a potential source of magmatic mineralising fluids.

A wide variety of possible mineral deposit models have been put forward by DGO for mineralisation on their tenement package. CSA Global consider that the DGO Yerrida tenements have moderate potential for stratiform copper, orogenic gold, VHMS deposits, shear-hosted copper deposits and sedimentary lead non-sulphide deposits. CSA Global considers there is limited potential for Carlin-style sedimentary hosted gold deposits.

Eastern Goldfields Projects – Black Flag, Lake Randall, & Yamarna West

DGO's **Black Flag project** is located in the eastern Archaean Yilgarn Craton, approximately 20km northwest of Kalgoorlie, Western Australia. The Black Flag Project can be accessed via the Goldfields Highway north from Kalgoorlie towards Broad Arrow, and then a network of local roads and pastoral station tracks.

The Black Flag assets comprise one Exploration License and seven contiguous Prospecting Licenses covering a total 30.7 km² in area. The Black Flag tenements are held and managed by Yandan Gold Mines Pty Ltd, a wholly-owned subsidiary of DGO.

The Black Flag Project lies within the prospective Ora Banda Domain of the Kalgoorlie Terrane, a highly mineralised granite-greenstone terrane hosting world-class deposits of gold and nickel within the Yilgarn Craton. The tenements are located on the eastern side of the fold axis of the south-east plunging regional, granite-cored Goongarrie-Mount Pleasant Anticline in the southern portion of the Ora Banda Domain. The Domain is bound by regional NNW-SSE striking shear zones.

Horizon Minerals Limited (HRZ) report a combined 4.25Mt at 2.1g/t Au for 289,000oz JORC Resource for the Teal, Jacques Find and Peyes Farm gold deposits (HRZ ASX announcement dated 19 September 2018), located outside out of and approximately 7 km SSE of the Black Flag Project. HRZ mined the Teal Well open pit from 2016 to 2018 and produced 21,800 oz Au at a grade of 3.2g/t Au with ore processed 22 km north at Norton Gold Fields' Paddington mill.

First Au Limited (FAU) report a 69,000 oz Au JORC Resource at the Gimlet Gold Project (FAU ASX announcement dated 7 May 2019), located outside of and approximately 6 km SSE of the DGO Black Flag Project. The FAU's Gimlet Project lies immediately adjoining to the north of HRZ deposits. FAU report diamond core results including 32m at 4.9g/t Au from 93m (FAU ASX announcement dated 28 May 2019).

Historic exploration on the DGO Black Flag Project tenements has been sporadic over the past 25 years. Initial rotary air blast (RAB) and surface soil programs in the late 1990's were ineffective exploration methods for the extensive cover sequences of transported sediments, in-situ soils, laterite and lake clays over the project area.

Review of HRZ's Teal, Jacques Find and Peyes Farm gold deposits and FAU's Gimlet gold resource about 6-7 km to the SSE of the DGO Black Flag Project indicates that the historic exploration results compare favourably with initial aircore drilling reported at these deposits. FAU reported initial aircore drilling results that included 8m at 1.6g/t Au from 38 to 44m (FAU ASX announcement dated 10 September 2018). Follow up RC drilling returned significantly higher-grade intersections, including 13m at 8.2g/t Au from 67m and 15m at 3.4g/t Au from 64m (FAU ASX announcement 14 December 2018), and delineated supergene and hypogene gold mineralisation over a strike length of 400 metres.

The Teal, Jacques Find and Peyes Farm gold deposits are characterised by a well-defined supergene blanket located above quartz-veined shear zones within felsic-intermediate volcanic and sedimentary rocks and felsic porphyry

DGO has undertaken limited exploration at the Black Flag Project, including a limited RC drilling program (3 holes for 438m) in late 2016 to test the projected NNW-trending mineralised corridor defined from historic shallow aircore drilling. The RC drilling returned broad zones of gold anomalism within altered Black Flag sedimentary and felsic volcanic rocks, including 10m at 0.38g/t Au from 31m in BFRC0001, 4m at 0.35g/t Au from 70m in BFRC0002 and 2m at 0.57g/t from 30m in BFRC0003 (DGO ASX announcement 31 January 2017). Interpretation of aeromagnetic data suggests that these RC holes may have been sited too far to the east to effectively test the extensions of the NNW-trending Teal-Gimlet mineralised structural corridor.

In late 2019 DGO completed 2009m of RC and diamond drilling to test extensions of the structural corridor from the Teal deposit through the First Gold Limited's Gimlet project into the DGO tenements. This drilling intersected extensive shearing and alteration including silica-chlorite-carbonate-sericite alteration and disseminated pyrite and quartz veining in the Black Flag Group intermediate volcanics. The better assay results included 12m @ 3.2g/t Au from 112m and 8m @ 2.2g/t Au from 60m

The Black Flag Project area can be considered to hold significant potential for the discovery of orogenic lode-gold mineralisation. The project area is blanketed by transported sediments, under which a regolith profile of weathered Archaean lithologies is present within which extensive gold anomalies are preserved. A sporadic history of previous exploration at Black Flag has delineated multiple NNW-trending gold anomalous

zones in saprolite. The gold in these supergene anomalies is interpreted to be sourced from nearby underlying and possibly steeply dipping quartz lodes. This interpretation appears to be supported by the results of drilling at the Teal, Peyes Farm and Jacques Find gold deposits by Horizon Minerals Resources Limited and the adjacent Gimlet deposit by First Au Limited, located just a few kilometres along strike to the southeast of the Black Flag tenements.

DGO's **Lake Randall project** is located in the eastern Archaean Yilgarn Craton, approximately 50 km east of Kambalda, Western Australia. The Lake Randall Project can be accessed via regional roads from Kalgoorlie towards Kambalda, and then a network of local roads and pastoral station tracks.

The Lake Randall assets comprise one granted Exploration Licence 15/1573 and one Exploration Licence 25/584 application covering a total 232 km² in area. Yandan Gold Mines Pty Ltd (Yandan), a wholly-owned subsidiary of DGO, is earning interest in E15/1573 through a staged exploration farm-in agreement with tenement holder Romardo Gold (WA) Pty Ltd. Yandan is the applicant of the E25/584 licence.

The tenements are adjacent to and south of Silver Lake Resources Limited's Mount Belches Mining Centre. Gold mining began in the Mount Belches Mining Centre area has been active almost continuously since the early 1990s. As at 30 June 2019, the Mount Belches Mining Centre has ore reserves of 1.1Mt at 5.3g/t Au for 190koz of Au and mineral resources of 10.5Mt at 3.4g/t Au for 1.15Moz of Au (SLR ASX announcement dated 27 August 2019).

The Lake Randall tenements are predominantly within the Mount Belches Formation within the Mulgabbie Domain and overlie parts of the regional Randall's Fault. The Mount Belches Formation is a thick sequence of metamorphosed, multiply-deformed wackes, mudstones and banded iron formation (BIF). The metamorphosed wackes are the most common and consist of fine to coarse-grained sandstones often exhibiting graded bedding. Other common sedimentary structures and features include parallel and cross bedding, Bouma sequences and soft-sedimentary deformation. The Formation is interpreted as comprising deep-water submarine fan, flysch facies and turbidites facies. A relatively subdued aeromagnetic response of sedimentary rocks in the upper units of the Mount Belches Formation compared with BIF units lower in the sequence impedes interpretation.

The most significant host to gold mineralisation is the Santa Claus Member, which is essentially BIF, mostly graded beds in which the pelitic component is strongly magnetic. The various lithologies include banded magnetite-quartz rock, magnetite graded wacke-mudstone units, non-magnetic graded wacke-mudstone units and amphibolitic rocks derived from metasomatism. The Santa Claus Member is a clear marker horizon that displays distinctive large-scale chevron folds immediately north of Lake Randall Project area

DGO has undertaken limited exploration at the Lake Randall Project, with only a ground gravity survey completed in 2019. The work undertaken includes a review of historic exploration and a detailed interpretation of geophysical data and identification of target areas. The interpretation suggests that the underlying Archaean stratigraphy are mostly Mount Belches Formation, although it appears that the prospective Santa Clause Member is largely absent from the Lake Randall Project area. A moderately strong, linear, magnetic feature in the southwest part of the Project area was interpreted by Bourne (2018) as BIF. However, it is considered unlikely to be the Santa Claus Member and more likely an iron-rich wacke, lower(?) in the Mount Belches Formation.

Within the Kurnalpi Terrane, gold mineralisation is associated with multiple episodes of gold mineralisation, including early porphyry-epithermal style and a variety of vein, shear and breccia styles associated with the D3 shearing and late D4 faulting events (e.g., Mount Belches Mining Centre camps). Within the Lake Randall Project, there is potential for gold mineralisation associated with both the NNW-trending antiformal structures as well as where there are intersections of these corridors with later D4 faults. The complex transported sediment cover and regolith requires systematic exploration for gold mineralisation.

A gravity survey completed in late 2019 has provided greater resolution for the targeting by DGO. Fourteen targets have been defined on EL15/1573 with the potential to host granite associated Granny Smith style

mineralisation and Banded Iron Formation Mount Belches style gold mineralisation beneath the lake sediments.

The Lake Randall Project also has low potential for discovery of rare-metal pegmatite mineralisation. South of the Lake Randall Project area is the Mount Belches Li-Ta-Sn mineral locality and the Bald Hill Li-Ta mine, which recommenced production in March 2018.

The Lake Randall Project area is considered to hold low to moderate potential for the discovery of orogenic lode-gold mineralisation. A sporadic history of previous exploration at Lake Randall has mostly involved surface geochemistry surveys that did not delineate significant gold anomalism. Interpretation of the Project area suggests there are a number of low to higher priority targets that warrant further evaluation. The project area is covered by transported sediments, under which a regolith profile of weathered Archaean lithologies is present within which gold anomalies may be preserved.

The Yamarna West tenements are applications for which DGO has commenced compiling past exploration data but detailed review and targeting yet to be carried out. Further interpretation of open file structural and geological data is planned on the granting of tenements and signing of heritage agreement. CSA Global consider this project to be an early-stage conceptual greenstone-hosted orogenic gold project.

Valuation Opinions

CSA Global undertook a valuation of DGO exploration tenements using a Market Approach derived from Comparative Transactions and the Geoscience Factor method ("Kilburn"). CSA Global selected a valuation range derived from the market approach but modified to reflect our positive view of the exploration potential of the licences as captured by the Geoscientific Factor method.

The Comparative Transactions valuation method is market-based, and based primarily on the notion of substitution. In this approach the Mineral Asset being valued is compared with the transaction value of similar Mineral Assets under similar time and circumstance on an open market. The Comparative Transactions valuation method provides a direct, albeit backward-looking, indication of market value, whereas the GFM method provides a technically driven valuation.

CSA Global's opinion on the market value of DGO's exploration projects as at 31st March 2020 is shown in Table 1.

Table 1: Market valuation of DGOs Exploration Projects

Mineral asset	DGO interest (%)	Valuation (A\$ million)		
		Low	Preferred	High
Stuart Shelf Exploration Tenure	100	5.0	6.5	15.0
Black Flag Exploration & Prospecting Tenure	100	1.5	4.0	5.0
Lake Randall Exploration Tenure	70, 100	0.9	2.5	4.0
Mallina Exploration Tenure	100	2.0	4.0	5.0
Tom Price Exploration Tenure	80, 100	0.5	0.9	2.8
Yerrida Exploration Tenure	100	2.5	3.5	8.0
Bryah Exploration Tenure	100	0.5	1.0	3.0
Yamarna West Exploration Tenure	100	0.4	0.75	1.2
Total		13.3	23.2	44.0

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding.

CSA Global notes that the valuation ranges are comparatively large, averaging from 46% below to 105% above the preferred value. CSA Global views this as appropriate for the current development stage of these projects, i.e. comparatively early-stage exploration projects where exploration data is limited, and mineral resources have not as yet been established. In CSA Global's professional judgement, a range of approximately

50% above and below the preferred value would be typical for mineral projects at this stage. The generally larger range at the high end of this particular set of mineral properties is indicative of CSA Global's view that the properties have upside value potential, which could be realised in a better market environment. It is stressed that the values are opinions as to likely values, not absolute values, which can only be tested by going to the market.

CSA Global notes that our opinion on the Market Value of the DGO Mineral Assets, as expressed in this report, must be considered in total, and that choosing parts of the analysis or the factors considered by it, without bearing in mind all the factors and analyses together could result in a misleading view of the process underpinning the valuation opinion presented in this report. The preparation of a valuation of a mineral asset is a complex process incorporating varying degrees of qualitative opinion and does not readily lend itself to partial analysis or summary.

CSA Global has no obligation or undertaking to advise any person or entity of any development in relation to the mineral assets which comes to its attention after the date of this memorandum. CSA Global will not review, revise, or update the valuation, or provide an opinion in respect of any such development occurring after the date of this report.

Impact of COVID-19

CSA Global notes that the COVID-19 pandemic has dramatically escalated in its effects on the global economy and Australian society and markets. There are significant uncertainties regarding the influence of COVID-19, with global financial markets having experienced significant downward movements and substantial volatility since the beginning of March 2020. As at the Valuation Date and the date of this Report, these uncertainties remain.

No specific adjustments for the potential impact of Covid-19 have been reflected in the Market Value of the DGO Mineral Assets. Specifically, in the present case, we note that gold markets and shares in gold-focused companies (including DGO) appear to have been resilient to the impact of the Covid-19. Furthermore, the time to assess and test mineral assets is generally several years in duration, whereas the effects of the COVID-19 crisis are hopefully shorter in duration than this. Accordingly, no specific adjustment has been made to our valuation assessments in this regard.

Contents

Report Prepared For.....	I
Report issued by.....	I
Author and Reviewer Signatures.....	I
EXECUTIVE SUMMARY.....	II
Stuart Shelf Projects.....	II
Pilbara Projects – Mallina and Tom Price.....	III
Murchison Projects – Yerrida and Bryah.....	V
Eastern Goldfields Projects – Black Flag, Lake Randall, & Yamarna West.....	VI
Valuation Opinions.....	IX
CONTENTS	XI
1 INTRODUCTION	1
1.1 Context, Scope and Terms of Reference.....	1
1.2 Principal Sources of Information.....	1
1.3 Authors of the Report – Qualifications, Experience and Competence	1
1.4 Prior Association and Independence	3
1.5 Declarations	4
1.6 Compliance with the VALMIN and JORC Codes, and ASIC Regulatory Guides.....	4
1.6.1 Practitioner Statement	5
2 STUART SHELF PROJECT	6
2.1 Location and Access	6
2.2 Tenure.....	6
2.3 Regional Geology	7
2.4 Structural Geology	9
2.5 Known Mineralisation	10
2.6 Metallogenesis/Models	11
2.7 Conclusions	13
3 YERRIDA AND BRYAH PROJECTS	15
3.1 Location and Access	15
3.2 Tenure.....	15
3.3 Regional Geology	15
3.4 Structural Geology	17
3.5 DGO Airborne Geophysical Surveys.....	19
3.6 EL 51/1897 AEM Survey	19
3.7 E51/1729 and E51/1590 – Bryah Tenements	21
3.7.1 Local Geology.....	21
3.7.2 Recent exploration.....	22
3.8 Known Mineralisation	24
3.9 Metallogenesis/models.....	24
3.10 Conclusions	25

4	PILBARA GOLD PROJECTS – TOM PRICE	26
4.1	Location and Access	26
4.2	Tenure	26
4.3	Regional Geology	27
4.4	Structural Geology	27
4.5	Local Geology	28
4.6	Nearby Deposits/Resources	29
4.7	Historical Exploration	30
4.8	Metallogenesis/Models	31
4.9	Discussion and Conclusions	31
5	PILBARA GOLD PROJECTS – MALLINA	34
5.1	Location and Access	34
5.2	Tenure	35
5.3	Regional Geology	35
5.3.1	Regional Structural Geology	35
5.4	Local Geology	36
5.5	Historical Exploration	37
5.6	Nearby Deposits/Resources	39
5.7	Mineralisation Models	42
5.8	Discussion	43
5.9	Conclusions	43
6	EASTERN GOLDFIELDS PROJECTS – BLACK FLAG	44
6.1	Location and Access	44
6.2	Tenure	45
6.3	Regional Geology	45
6.4	Local Geology	48
6.5	Mining History	50
6.6	Exploration History	51
6.7	Recent Exploration	52
6.8	Mineralisation Models / Exploration Potential	54
6.9	Conclusions	55
7	EASTERN GOLDFIELDS PROJECTS – LAKE RANDALL	56
7.1	Location and Access	56
7.2	Tenure	56
7.3	Regional Geology	56
7.4	Local Geology	59
7.5	Mining History	60
7.6	Exploration History	61
7.7	Recent Exploration	61
7.8	Mineralisation Models / Exploration Potential	65
7.9	Conclusions	66
8	EASTERN GOLDFIELDS PROJECTS – YAMARNA WEST	67
8.1	Tenure	67

8.2	Local Geology	67
8.3	Mineralisation Models / Exploration Potential	69
9	VALUATION 70	
9.1	Commodities Market	70
9.1.1	Copper Market.....	70
9.1.2	Gold Market.....	70
9.1.3	Exploration Licences	71
9.1.4	Prospecting Licences.....	72
9.2	Previous Valuations.....	72
9.3	Valuation Assumptions	73
9.4	Comparable Transactions Valuation	73
9.4.1	Stuart Shelf Project	73
9.4.2	Yerrida Project	74
9.4.3	Bryah Project	74
9.4.4	Mallina Project.....	75
9.4.5	Tom Price Project.....	76
9.4.6	Lake Randall Project.....	76
9.4.7	Black Flag Project.....	77
9.4.8	Yamarna West Project	77
9.5	Geoscientific Rating Factor Valuation Check	78
9.5.1	Base Acquisition Cost – Western Australian Exploration Licence	78
9.5.2	Base Acquisition Cost - South Australia Exploration Licence	79
9.5.3	Base Acquisition Cost – Western Australia Prospecting Licence	80
9.5.4	Stuart Shelf Project	80
9.5.5	Yerrida Project	81
9.5.6	Bryah Project	81
9.5.7	Mallina Project.....	81
9.5.8	Tom Price Project.....	82
9.5.9	Lake Randall Project.....	82
9.5.10	Black Flag Project.....	82
9.5.11	Yarmana West Project	83
9.6	Valuation Summary.....	83
9.6.1	Stuart Shelf Project	84
9.6.2	Yerrida Project	84
9.6.3	Bryah Project	85
9.6.4	Mallina Project.....	86
9.6.5	Tom Price Project.....	87
9.6.6	Lake Randall Project.....	87
9.6.7	Black Flag Project.....	88
9.6.8	Yamarna West Project	89
9.6.9	CSA Global Valuation Summary	90
10	REFERENCES 92	
11	GLOSSARY 94	
12	ABBREVIATIONS AND UNITS OF MEASUREMENT.....97	
APPENDIX 1:	VALUATION APPROACHES	99
	Background	99

Market.....	100
Geoscience Factor Ranking	100
Valuation Approaches by Asset Stage.....	102
APPENDIX 2: COMPARATIVE TRANSACTIONS	103
APPENDIX 3: DETAILED GEOSCIENTIFIC FACTOR RATING VALUATION	110
APPENDIX 4: TENEMENT SCHEDULE	114

Figures

Figure 1:	Location of the DGO tenements in South Australia in relation to the Olympic Dam copper-gold province	6
Figure 2:	Geology of the Stuart Shelf.	8
Figure 3:	Schematic cross section of stratigraphy and mineralisation in the Mount Gunson district	9
Figure 4:	Major IOCG deposits and prospects in the Gawler Craton,	10
Figure 5:	Facies model Bull (2019) Executive Summary	12
Figure 6:	Gravity and anomalies on the Pernatty Lagoon Project from regional data	13
Figure 7:	Solid geology interpretation over the DGO Yerrida and Bryah tenements	16
Figure 8:	Interpreted stratigraphic relationships between the Yerrida, Bryah and Padbury Basins	17
Figure 9:	GSWA gridded regional gravity data over the Yerrida and Bryah Projects	18
Figure 10:	GSWA gridded TMI data over the Yerrida and Bryah Projects	19
Figure 11:	AEM survey over E51/1987 with identified targets	20
Figure 12:	AEM image area over E51/1729 and E51/1590 tenements	21
Figure 13:	AEM image over E51/1729 and E51/1590 tenements	22
Figure 14:	EM anomalies highlighted in red (from figure 11) with geology	23
Figure 15:	Conceptual model for stratiform copper mineralisation at a pinchout in the Yerrida Basin	25
Figure 16:	DGO tenement location map and joint venture tenement plan	26
Figure 17:	Geology of the Tom Price Project area derived from the Mount Bruce 250K map sheet	28
Figure 18:	Gold and copper occurrences (MINEDEX) nearby the Tom Price Project	30
Figure 19:	Fold architecture of the Fortescue Group highlighting the extension of anomalous Au	32
Figure 20:	Fold architecture of the Fortescue Group highlighting the extension of anomalous Au	33
Figure 21:	DGO Pilbara tenement location	34
Figure 22:	Regional geology of the DGO Malina gold projects	36
Figure 23:	TMI magnetic image over geology	37
Figure 24:	Surface Au sampling over E47/3327 DGO tenement (black dots)	38
Figure 25:	Surface Au geochemistry over E47/3328 and E47/3329 tenements	39
Figure 26:	Location of DGO tenements in relation to De Grey tenements and projects	39
Figure 27:	Hemi Prospect drilling plan showing new intercepts and interpreted geology and mineralisation	40
Figure 28:	3D model of the Toweranna stacked veins looking North. Location shown in Figure 26	41
Figure 29:	DGO tenements and Toweranna style targets	42
Figure 30:	General model for conglomerate hosted gold	43
Figure 31:	Location plan for the Black Flag Project	44
Figure 32:	Tenement plan, Black Flag Project	45
Figure 33:	Regional solid geology interpretation over the Black Flag Project	46
Figure 34:	Interpretative solid geology interpretation over the southern Ora Banda Domain	47
Figure 35:	Local geology over the Black Flag Project	49
Figure 36:	Regional structural framework, MINEDEX gold and DGO Black Flag Project location	51
Figure 37:	Section of the Teal West and Teal East deposits	52
Figure 38:	Summary plan of historic and recent exploration drilling and planned exploration drilling	53
Figure 39:	Conceptual model for orogenic gold mineral systems applicable to the Black Flag Project	54
Figure 40:	Location plan for the Lake Randall Project	56
Figure 41:	Regional solid geology interpretation over the Lake Randall Project	57
Figure 42:	Regional solid geology interpretation of the Mount Belches Formation	58
Figure 43:	Local geology over the Lake Randall Project	60
Figure 44:	Oblique view of BIF-hosted gold mineralisation at the Silver Lake Resources	61

Figure 45:	Summary geological interpretation plan and targets.....	62
Figure 46:	Ground gravity image and targets for the Lake Randall tenements.....	63
Figure 47:	Integrated exploration Targets on E15/1573	64
Figure 48:	Conceptual model for orogenic gold mineral systems applicable to the Lake Randall Project.....	65
Figure 49:	location of E38/3343 (northern tenement) E38/3344 (smaller southern tenement).	67
Figure 50:	Location of E38/3343 and E38/3344 with interpreted greenstone belt (green) and granitoids (pink)	68
Figure 51:	Open file airborne magnetics imagery. DGO supplied.	68
Figure 52:	Five-year spot copper price in US\$ and A\$	70
Figure 53:	Five-year spot gold price in US\$ and A\$	71
Figure 54:	Comparison of all exploration licence transactions normalised to copper price	71
Figure 55:	Comparison of exploration licence transactions normalised to gold price	72
Figure 56:	Comparison of prospecting licence transactions	72
Figure 57:	Stuart Shelf exploration licences – comparison of valuation techniques.....	84
Figure 58:	Yerrida exploration licences – comparison of valuation techniques.....	85
Figure 59:	Bryah exploration licences – comparison of valuation techniques	86
Figure 60:	Mallina exploration licences – comparison of valuation techniques	86
Figure 61:	Tom Price exploration licences – comparison of valuation techniques	87
Figure 62:	Lake Randall exploration licences – comparison of valuation techniques	88
Figure 63:	Black Flag exploration and prospecting licences – comparison of valuation techniques.....	89
Figure 64:	Yamarna West exploration licences – comparison of valuation techniques.....	89

Tables

Table 1:	Market valuation of DGOs Exploration Projects.....	IX
Table 2:	DGO Pernatty Lagoon project tenure details	7
Table 3:	Tenement details for Yerrida, West Yerrida and Bryah Projects.....	15
Table 4:	DGO and Forge Resources (JV) Tom Price tenements.....	27
Table 5:	Stratigraphy relevant to the Tom Price Project derived from the Mount Bruce 250K map sheet	29
Table 6:	RC drill intersections >200 ppb Au (Beaton, 2004)	31
Table 7:	DGO Pilbara tenements.....	35
Table 8:	DGO Black Flag tenement details	45
Table 9:	DGO Lake Randall tenement details.....	56
Table 10:	Summary assessment of DGO's Stuart Shelf exploration licences	73
Table 11:	Market value of Stuart Shelf Project's exploration licences.....	73
Table 12:	Summary assessment of DGO's Yerrida exploration licences	74
Table 13:	Market value of Yerrida Project's exploration licences.....	74
Table 14:	Summary assessment of DGO's Bryah exploration licences	75
Table 15:	Market value of Bryah Project's exploration licences	75
Table 16:	Summary assessment of DGO's Mallina exploration licences.....	75
Table 17:	Market value of Mallina Project's exploration licences	75
Table 18:	Summary assessment of DGO's Tom Price exploration licences.....	76
Table 19:	Market value of Tom Price Project's exploration licences	76
Table 20:	Summary assessment of DGO's Lake Randall exploration licences.....	76
Table 21:	Market value of Lake Randall Project's exploration licences	76
Table 22:	Summary assessment of DGO's Black Flag exploration and prospecting licences	77
Table 23:	Market value of Black Flag Project's exploration and prospecting licences.....	77
Table 24:	Summary assessment of DGO's Yamarna West exploration licences	77
Table 25:	Market value of Yamarna West exploration licences.....	78
Table 26:	Estimation of the Base Acquisition Cost (BAC) for Western Australia mineral exploration licences	79
Table 27:	Estimation of the Base Acquisition Cost (BAC) for South Australia mineral exploration licences	79
Table 28:	Estimation of the Base Acquisition Cost (BAC) for Western Australia mineral prospecting licences	80
Table 29:	Summary of Geoscience Factor valuation of Stuart Shelf Project licences	80
Table 30:	Summary of Geoscience Factor valuation of Yerrida Project licences	81
Table 31:	Summary of Geoscience Factor valuation of Bryah Project licences.....	81
Table 32:	Summary of Geoscience Factor valuation of Mallina Project licences.....	82
Table 33:	Summary of Geoscience Factor valuation of Tom Price Project licences	82
Table 34:	Summary of Geoscience Factor valuation of Lake Randall Project licences.....	82



Table 35:	Summary of Geoscience Factor valuation of Black Flag Project Licences	83
Table 36:	Summary of Geoscience Factor valuation of Yamarna West Project licences	83
Table 37:	Summary market valuation of the DGO’s mineral assets.....	90

1 Introduction

1.1 Context, Scope and Terms of Reference

DGO Gold Ltd (DGO) is an ASX-listed exploration company. DGO aims to provide shareholders with the opportunity to participate in a discovery leveraged exposure to gold through a two-pronged strategy:

- Investing in ASX-listed brownfield explorers;
- Acquiring strategic, global scale greenfield discovery opportunities.

On 11 March 2020, DGO:

- Entered into an agreement with Thirty Sixth Vilmar Pty Ltd (“TSV”) to acquire 9,086,000 quoted ordinary shares in De Grey Mining Ltd (“DEG”) for a total consideration of 1,453,760 new ordinary shares in the DGO plus 726,880 new unquoted options in the DGO with an exercise price of \$2.50 and an expiry date of 30 June 2022; and
- Entered into an agreement with Ginga Pty Ltd (“Ginga”) to acquire 16,607,333 quoted ordinary shares in DEG for a total consideration of 2,657,174 new ordinary shares in the DGO plus 1,328,587 new unquoted options in the Company with an exercise price of \$2.50 and an expiry date of 30 June 2022,

together, referred to as the “Proposed Transactions”.

DGO has engaged Invicta Corporate Finance Pty Ltd (Invicta) to prepare an Independent Experts Report (IER) for inclusion within a Notice of Meeting (NoM) to be sent to shareholders of DGO in relation to the proposed transaction.

Invicta has in turn commissioned CSA Global Pty Ltd (CSA Global) to prepare an independent technical assessment and opinion on the fair market value of the mineral assets held by DGO on or around 31 March 2020 (“Valuation Date”), an Independent Technical Specialists’ Report, the “Report” for inclusion in the IER. CSA Global has worked under instructions from Invicta. The Report, or a summary of it, is to be appended to the IER, and as such, will become a public document.

1.2 Principal Sources of Information

The Report has been based on information available up to and including 22nd October 2019. The information was provided to CSA Global by DGO, or has been sourced from the public domain, and includes both published and unpublished technical reports prepared by consultants, and other data relevant to DGO’s projects.

The authors have endeavoured, by making all reasonable enquiries within the timeframe available, to confirm the authenticity and completeness of the technical data upon which the Report is based.

No site visit was made to the DGO projects in preparation of this Report. CSA Global concluded that it has enough knowledge of the project areas, and that the project stages are such that no material information would be gained by completing a site visit.

Tenement information was provided by DGO’s independent tenement managers. CSA Global makes no other assessment or assertion as to the legal title of the tenements and is not qualified to do so.

1.3 Authors of the Report – Qualifications, Experience and Competence

The Report has been prepared by CSA Global, a privately-owned consulting company, and member of the ERM Group of Companies, which has been operating for over 30 years; with its headquarters in Perth, Western Australia.

CSA Global provides multidisciplinary services to a broad spectrum of clients across the global mining industry. Services are provided across all stages of the mining cycle from project generation, to exploration,

resource estimation, project evaluation, development studies, operations assistance, and corporate advice, such as valuations and independent technical documentation.

The valuation of Exploration Tenure was completed by CSA Global Principal Consultants, Mr Sam Ulrich, BSc (Hons), GDipAppFin, MAusIMM, MAIG, and FFin, and Mr Trivindren Naidoo, MSc (Exploration Geology), BSc (Hons) Geology and Applied Geology, Grad Cert (Mineral and Energy Economics), Grad Cert (Business), MAusIMM, FGSSA, Pr.Sci.Nat, and Mr Ian Stockton, B.Sc., MAusIMM, FAIG, RPGeo (exploration).

Mr Ulrich is a consulting geologist with over 23 years' experience in the minerals industry, including seven years as a consultant. Mr Ulrich has an extensive background in mineral exploration, and specialises in due diligence reviews, project evaluations and valuations, as well as code-compliant reporting. His knowledge is broad based, and he has wide-ranging experience in the field of mineral exploration and resource development, having managed or consulted on various projects ranging from first-pass grassroots exploration to brownfields exploration and evaluation. Mr Ulrich has the relevant qualifications, experience, competence, and independence to be considered a "Specialist" under the definitions provided in the VALMIN Code and a "Competent Person" as defined in the JORC Code.

Mr Naidoo is an exploration geologist with over 20 years' experience in the minerals industry, including 14 years as a consultant, specialising in project evaluations and technical reviews as well as code-compliant reporting (JORC, VALMIN, NI43-101 and CIMVAL) and valuation. His knowledge is broad-based, and he has wide-ranging experience in the field of mineral exploration, having managed or consulted on various projects ranging from first-pass grassroots exploration to brownfields exploration and evaluation, including the assessment of operating mines. Trivindren is part of CSA Global's Corporate team and has completed independent evaluations and valuations of numerous mineral assets ranging from early stage exploration properties to projects with multiple operating mines, across various commodities and jurisdictions.

The valuation compilation and technical components of the Valuation, including Bryah project were integrated by Ian Stockton. Ian is Geologist with over 25 years' experience in the mineral exploration industry ranging from early-stage exploration activities, exploration management, strategy development through to mine development and operations. He has been directly involved in the discovery of several important ore deposits including the Nolans and Sarsfield gold deposits (Ravenswood, Qld), CSA Cu mine extensions (Cobar, NSW), rejuvenation of the Mount Muro Epithermal deposits (Indonesia) and the Saramacca gold deposit (Suriname). His experience covers a diverse background of exploration settings having worked in the Tertiary epithermal deposits in Indonesia, Cretaceous porphyry environment in Serbia, Paleoproterozoic orogenic gold deposits of Suriname, Siluro-Devonian intrusive related gold deposits in North Qld and the Siluro-Devonian copper-gold deposits in the Cobar sedimentary basin. Through this diverse experience, he can provide integrated, mineral systems based geological models and targeting advice.

The reviewer of the projects related to the Yerrida, Bryah and Stuart Shelf Projects is Dr Carl Brauhart, PhD, BSc (Geology), MAIG, MSEG. Carl is an exploration geologist with over 25 years' experience in gold and base-metal exploration, spending much of that time working in frontier areas of Western Australia on grassroots projects. He is interested in geochemistry, both exploration geochemistry and ore deposit geochemistry, and has a passion for fieldwork, particularly mapping. Carl has maintained a close association with the Centre for Exploration Targeting at the University of Western Australia where he is the lead researcher on the OSNACA Project (an ore deposit geochemistry research effort).

The reviewer of the projects related to the Lake Randall and Black Flag projects is Dr Kevin Cassidy, PhD, BSc (Hons), MBA, FAIG, FSEG, MGSA. Dr Cassidy has over 25 years' experience in resource company leadership and management, mineral exploration, and applied research including project generation, targeting, planning, implementation, and evaluation. He is a Principal Geologist with CSA Global in Perth. Dr Cassidy has worked in exploration (ranging from grassroots reconnaissance through to brownfields, near-mine, and resource definition), project evaluation in a variety of geological terrains, commodities, and mineralisation styles within Australia and internationally. He is competent in multidisciplinary exploration, and proficient at undertaking prospect evaluation and all phases of exploration. He is a specialist in Archean terranes, orogenic gold systems and geochemistry of granites in terranes of all ages. Dr Cassidy is skilled in conceptual model

building and targeting for a wide range of mineral systems and uses his skills to deliver integrated geological models and targeting advice. He has contributed to numerous independent technical reports of mineral assets.

The reviewer of the projects related to the Tom Price project is Dr Robert Holm, Ph.D., P.G.Dip. Engineering Geology, B.Sc. Hons Geology. Robert is an expert geologist with an extensive and diverse background encompassing both the minerals and oil and gas sectors. He specialises in structural geology, drawing on experience ranging from Proterozoic IOCG-orogenic systems to recent and actively forming analogues across the SW Pacific, to investigate structurally controlled mineral systems across multiple spatial and temporal scales. Robert also has expertise in unravelling the Metallogenesis and prospectivity of complex tectonic settings through multidisciplinary methods that include, but are not limited to, structural geology and geodynamics, geophysical interpretation, petrology, geochemistry and isotope systematics, and geochronology. He uses these skills coupled with strong analytical and problem-solving skills to deliver integrated geological solutions in project generation and deposit targeting.

The reviewer of the projects related to the Mallina Project is Mr Ralph Porter, MSc, BSc Geology, MAIG, MSEG is a geologist with over 40 years of mineral exploration experience. He is highly experienced in target generation, project evaluation and exploration program implementation for lithium, tantalum, gold, nickel and PGMs. He has a strong understanding of many deposit styles with particular strength in orogenic gold, epithermal gold and porphyry copper-gold systems and pegmatite-hosted lithium and tantalum. He is credited with the discovery of the Pajingo epithermal gold deposits, North Queensland, Australia and was involved in the early exploration and discovery phases of Thunder Bay North PGM-Ni-Cu deposit, Ontario, Canada. Ralph was Exploration/Special Projects Manager for Sons of Gwalia in Western Australia for nearly 5 years, including responsibility for rare-element pegmatite evaluation and exploration for over 3 years. Ralph was a senior executive (and co-founding Director) for Magma Metals Ltd for 6 years.

The reviewer of the Report is CSA Global Manager – Corporate, Principal Geologist, Graham Jeffress, BSc (Hons), FAIG, RPGeo (Exploration), FAusIMM, FSEG, MGSA. Mr Jeffress is a geologist with over 30 years' experience in exploration geology and management in Australia, Papua New Guinea, and Indonesia. He is Principal Geologist with CSA Global in Perth and manages the corporate services work undertaken by CSA Global. Mr Jeffress has worked in exploration (ranging from grassroots reconnaissance through to brownfields, near-mine, and resource definition), project evaluation and mining in a variety of geological terrains, commodities, and mineralisation styles within Australia and internationally. He is competent in multidisciplinary exploration, and proficient at undertaking prospect evaluation and all phases of exploration. Mr Jeffress has completed numerous independent technical reports (IGR, CPR, QPR) and valuations of mineral assets. He now coordinates and participates in CSA Global's activities providing expert technical reviews, valuations, and independent reporting services to groups desiring an improved understanding of the value, risks, and opportunities associated with mineral investment opportunities. Mr Jeffress was a Federal Councillor of the AIG for 11 years and joined the Joint Ore Reserves Committee in 2014.

1.4 Prior Association and Independence

Neither CSA Global, nor the authors of this Report, have or have had previously, any material interest in the DGO mineral properties. CSA Global's relationship with DGO is solely one of professional association between a client and an independent consultant.

CSA Global is an independent geological consultancy. This Report is prepared in return for professional fees based upon agreed commercial rates and the payment of these fees is in no way contingent on the results of this Report. The fee for the preparation of this Report is approximately A\$60,000.

No member or employee of CSA Global is, or is intended to be, a director, officer, or other direct employee of DGO. No member or employee of CSA Global has, or has had, any material shareholding in DGO. There is no formal agreement between CSA Global and DGO to CSA Global conducting further work for DGO.

In October 2019, CSA Global prepared a valuation opinion for the internal use of DGO's board on the tenement portfolio at that time.

1.5 Declarations

The statements and opinions contained in this Report are given in good faith and in the belief that they are not false or misleading. The Report has been compiled based on information available up to and including the date of the Report.

The statements and opinions are based on the reference date of 31 March 2020 and could alter over time depending on exploration results, mineral prices, and other relevant market factors. In CSA Global's opinion, nothing material has occurred up to the date of this Report, since the valuation date to affect CSA Global's technical review and valuation opinion.

The opinions expressed in the Report have been based on the information supplied to CSA Global by DGO. The opinions in the Report are provided in response to a specific request from DGO. CSA Global has exercised all due care in reviewing the supplied information. Whilst CSA Global has compared key supplied data with expected values, the accuracy of the results and conclusions from the review are entirely reliant on the accuracy and completeness of the supplied data. CSA Global does not accept responsibility for any errors or omissions in the supplied information and does not accept any consequential liability arising from commercial decisions or actions resulting from them. Opinions presented in the Report apply to the site conditions and features, as they existed at the time of CSA Global's investigations, and those reasonably foreseeable. These opinions do not necessarily apply to conditions and features that may arise after the date of the Report, about which CSA Global had no prior knowledge nor had the opportunity to evaluate.

CSA Global's valuations are based on information provided by DGO and public domain information. This information has been supplemented by making all reasonable enquiries within the timeframe available, to confirm the authenticity and completeness of the technical data.

No audit of any financial data has been conducted.

The valuations discussed in this Report have been prepared at a valuation date of 31 March 2020. It is stressed that the values are opinions as to likely values, not absolute values, which can only be tested by going to the market.

CSA Global considers that its opinion must be considered as a whole and that selecting portions of the analysis, or factors considered by it, without considering all factors and analyses together could create a misleading view of the process underlying the opinions presented in this report. The timing and context of an independent valuation report is complex and does not lend itself to partial analysis or selective interpretations without consideration of the entire report.

CSA Global has no obligation or undertaking to advise any person of any development in relation to the mineral assets which comes to its attention after the date of this report. CSA Global will not review, revise, or update the report, or provide an opinion in respect of any such development occurring after the date of this report.

1.6 Compliance with the VALMIN and JORC Codes, and ASIC Regulatory Guides

The Report has been prepared in accordance with the VALMIN Code, which is binding upon Members of the Australian Institute of Geoscientists (AIG) and the Australasian Institute of Mining and Metallurgy (AusIMM), JORC Code¹ and the rules and guidelines issued by such bodies as the Australian Securities and Investments Commission (ASIC) and ASX that pertain to independent expert's reports.

¹ Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code) 2012 Edition. Prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (JORC).

The authors have taken due note of the rules and guidelines issued by such bodies as ASIC and ASX, including ASIC Regulatory Guide 111 – Content of Expert Reports, and ASIC Regulatory Guide 112 – Independence of Experts.

1.6.1 Practitioner Statement

The information in This Report that relates to the Technical Assessment of the DGO Mineral Assets, Exploration Targets, or Exploration Results is based on, and fairly reflects, information compiled and conclusions derived by

- Mr Ian Stockton, a Fellow of the AIG and Registered Professional Geoscientist, and a Member of the AusIMM, and
- Mr Graham Jeffress, a Fellow of the AIG and AusIMM and a Registered Professional Geoscientist.

Messrs Stockton and Jeffress are independent consultants and employed by CSA Global, independent mining industry consultants, who were engaged to prepare the ITSR.

Mr Stockton and Mr Jeffress have sufficient experience that is relevant to the Technical Assessment of the Mineral Assets under consideration, the style of mineralisation and types of deposit under consideration and to the activity being undertaken to qualify as Practitioners as defined in the 2015 edition of the 'Australasian Code for the public reporting of technical assessments and Valuations of Mineral Assets', and as Competent Persons as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

Messrs Stockton and Jeffress consent to the inclusion in the IER of the matters based on their information in the form and context in which it appears.

2 Stuart Shelf Project

2.1 Location and Access

The DGO tenements in South Australia are located on the Stuart Shelf, 400 km north-northwest of Adelaide, 110 km north of Port Augusta and 30 km southwest of the Mount Gunson Cu-Co Deposit. (Figure 1).

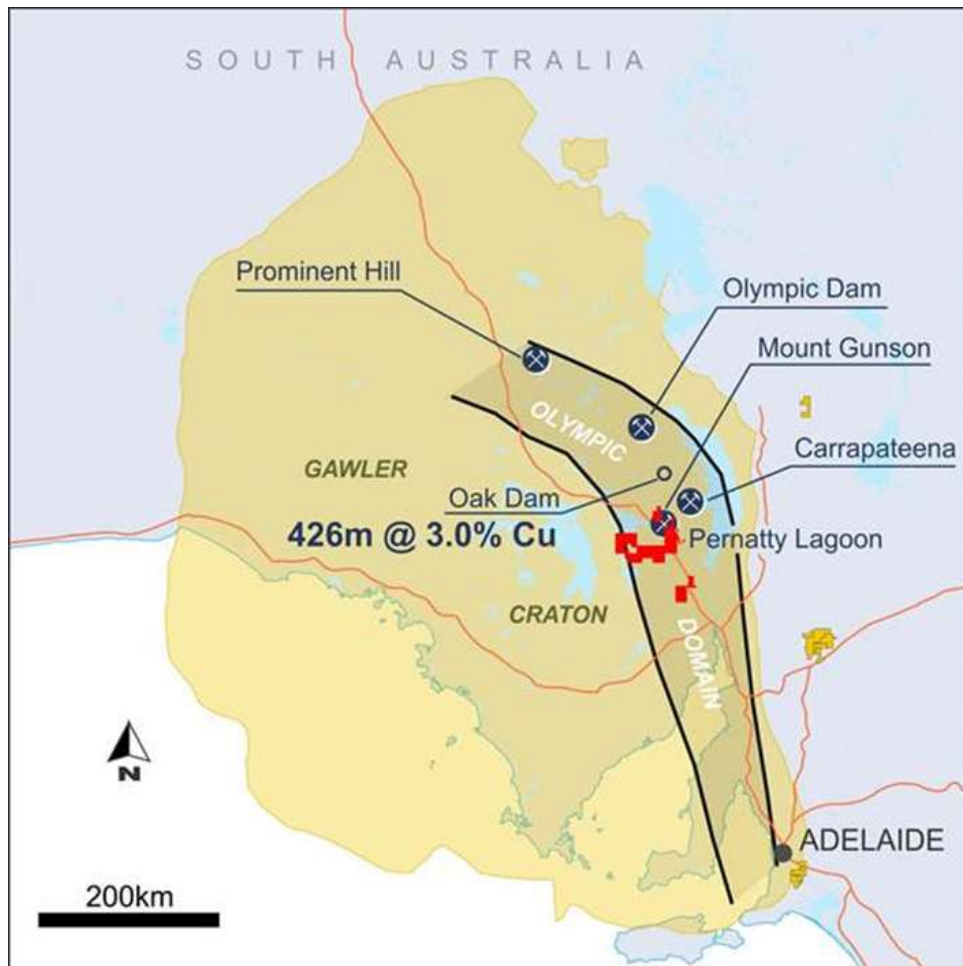


Figure 1: Location of the DGO tenements in South Australia in relation to the Olympic Dam copper-gold province (DGO presentations). Oak Dam result from ASX: BHP announcement November 2018.

2.2 Tenure

The Stuart Shelf Pernatty Lagoon project comprises of seven granted tenements and one pending tenement for 2,190 km² (Table 2). For full tenure and expenditure details see Appendix 4.

Table 2: DGO Pernatty Lagoon project tenure details

Tenement ID	Status	Grant Date	Expiry Date	Area km ²
EL 6030	Active	12/10/2017	11/10/2020	490.7
EL 6145	Active	16/04/2018	15/04/2020	269.0
EL6436	Active	25/11/2019	24/11/21	280.4
EL6474	Active	25/02/2020	24/02/22	386.0
ELA2020/18	Pending			228.0
EL6473	Active	21/02/2020	20/02/22	149.0
EL 6302	Active	6/02/2019	5/02/2021	79.0
EL 6303	Active	6/02/2019	5/02/2021	308.2
Totals				2190.3

2.3 Regional Geology

The Pernatty Lagoon Project tenements are located predominately under Cenozoic cover in the Stuart Shelf in South Australia. Notwithstanding this, the underlying Mesoproterozoic and Neoproterozoic strata are well constrained by drilling, particularly to the east of Pernatty Lagoon in the area largely covered by EL 6145 (Figure 2).

The stratigraphic sequence in the vicinity of EL 6145 are described in detail by Bull (2019). West of Pernatty Lagoon, red bed sequences of the Pandurra Formation are unconformably overlain by black shale of the Tapley Hill Formation (Umberatana Group) or Whyalla Sandstone (Yeeralina Subgroup of the Umberatana Group). East of the Pernatty lagoon a more complete Neoproterozoic section is revealed by drilling which includes:

- Tregolana Shale
- Whyalla Sandstone
- Tapley Hill Formation shales and correlative Woocalla Dolomite along the western margin of the lagoon
- Beda Volcanics (locally)
- Pandurra Formation
- Gawler Range Volcanics
- Basement calc-silicates

The stratigraphic relationship to mineralisation is shown schematically in (Figure 3). Mineralisation at Mount Gunson, a deposit situated 5 km outside of the Pernatty project to the NW, is located in stratigraphy above the Pandurra Formation and above a basement high. Mesoproterozoic basement comprises Gawler Range Volcanics and unassigned calc-silicates where it has been intersected by drilling east of Pernatty Lagoon.

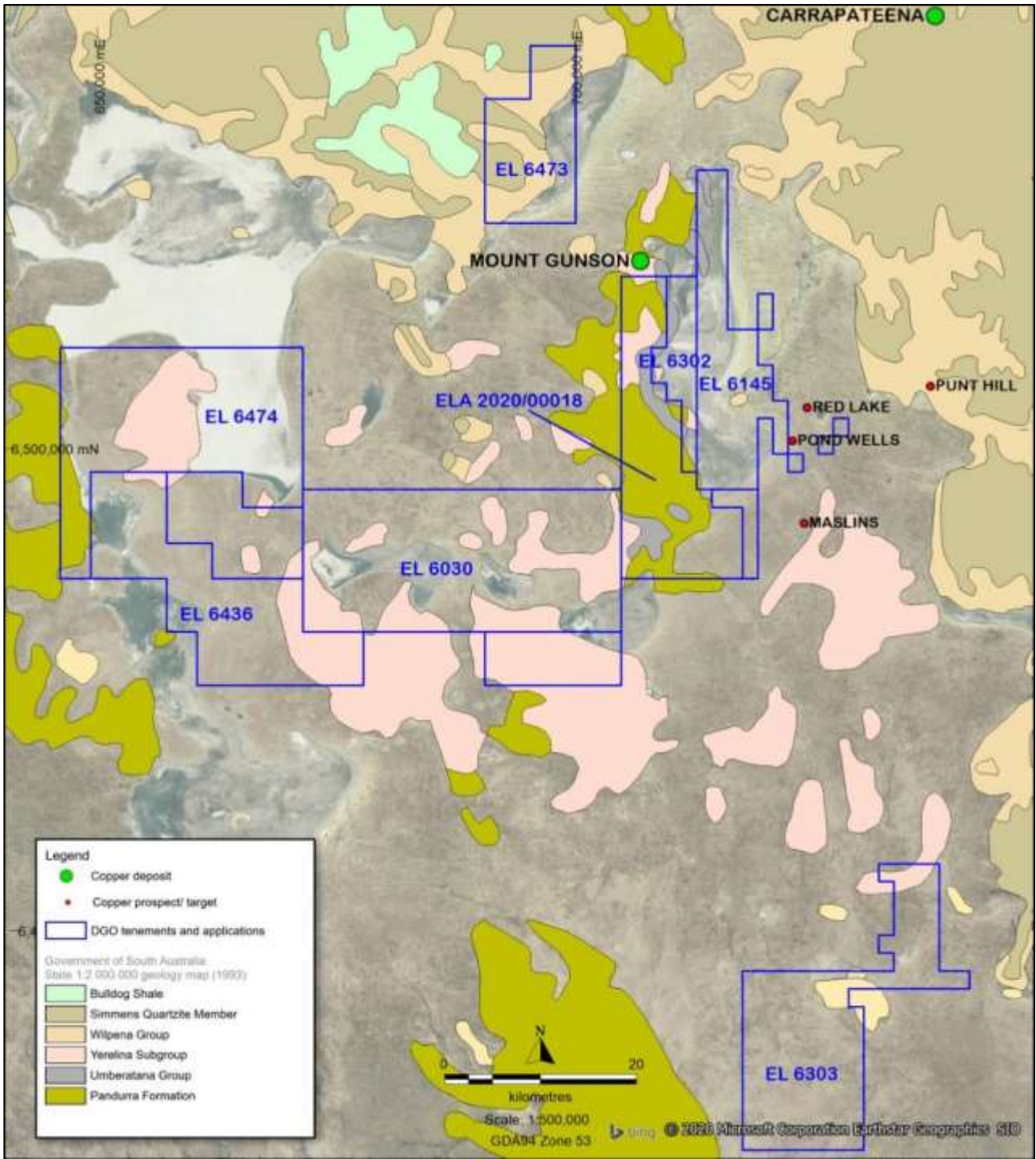


Figure 2: Geology of the Stuart Shelf.
Source DGO.

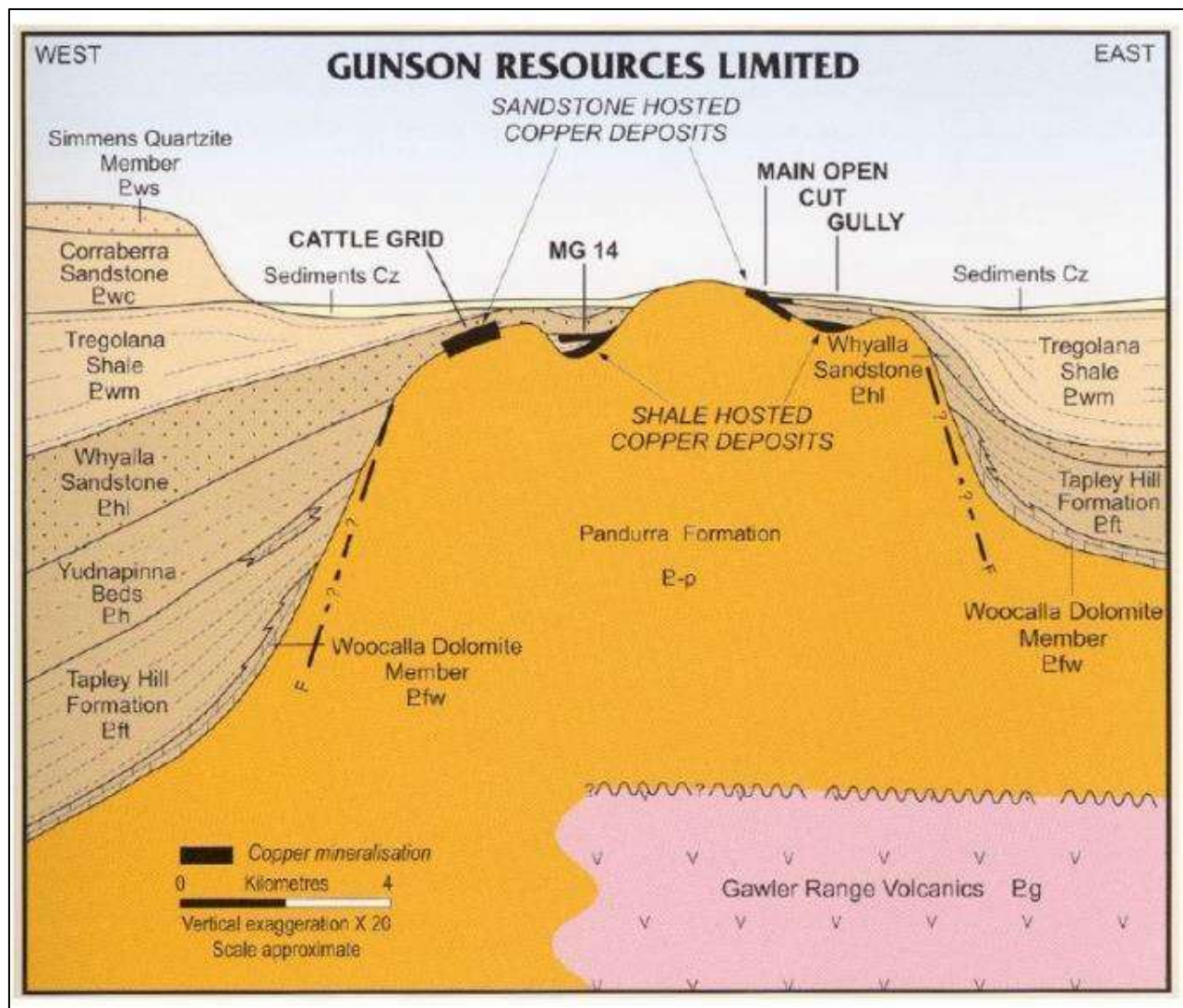


Figure 3: Schematic cross section of stratigraphy and mineralisation in the Mount Gunson district (Tonkin and Creelman 1990)

2.4 Structural Geology

Neoproterozoic strata have been subject to little deformation and structures are largely interpreted to represent basin architecture at the time of sedimentation (e.g. Figure 3).

Mesoproterozoic basement structure is almost entirely interpreted from geophysics.

The Pernatty Lagoon tenements lie along strike of a broad trend from Prominent Hill, through Olympic Dam, to Carrapateena mineral deposits (Figure 1 and Figure 4). The trend of IOCG deposits follows a craton scale discontinuity in gravity and magnetic imagery which is interpreted as an ancient (Archaean) craton margin.

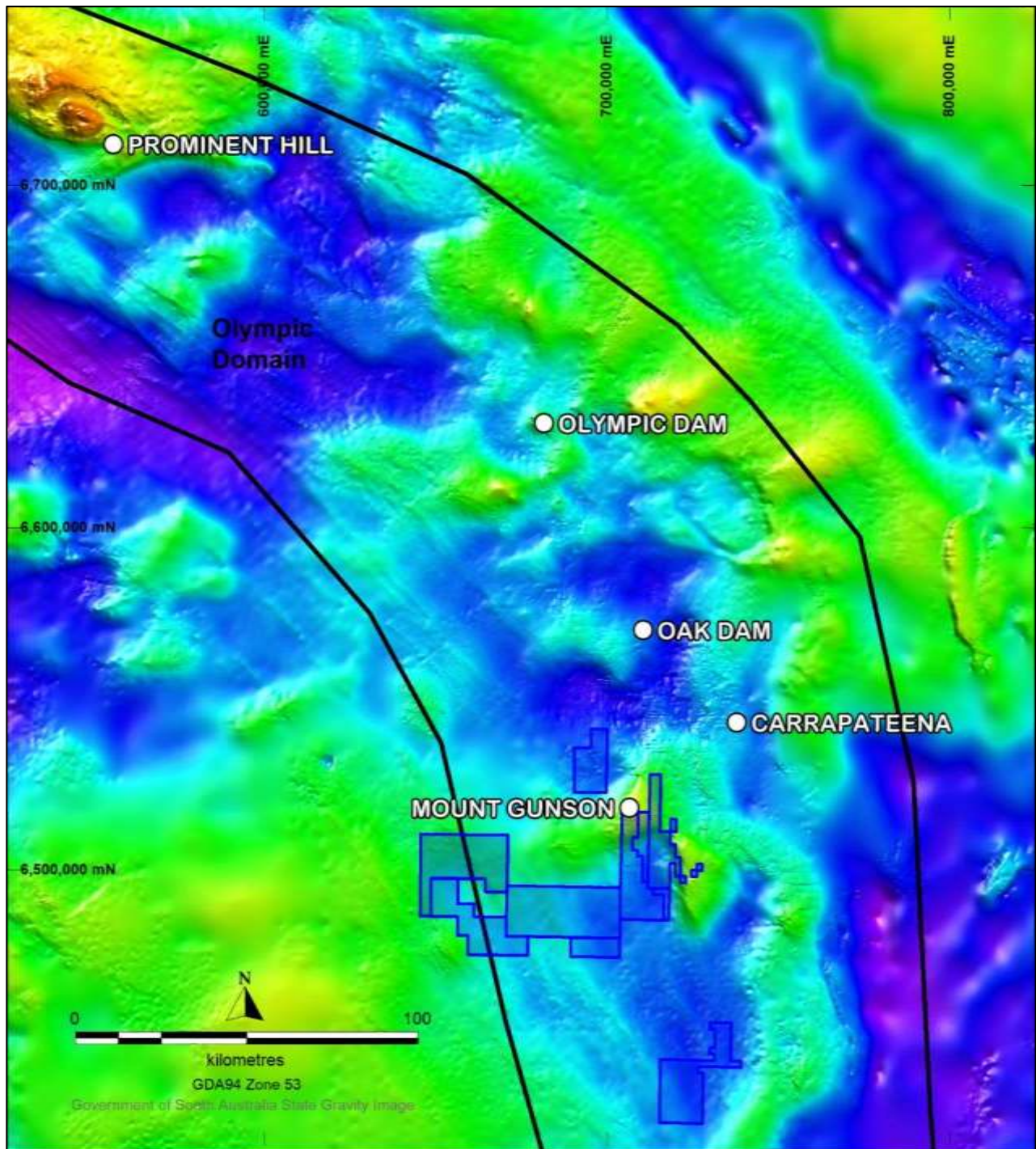


Figure 4: Major IOCG deposits and prospects in the Gawler Craton, including Stuart Shelf (subdomain of Gawler Craton) with respect to Mount Gunson and IOCG targets on Regional gravity underlay (DGO Supplied).

2.5 Known Mineralisation

The Mount Gunson copper deposits are the major mineral resources outside of but adjacent to the Pernatty Lagoon Project. Mineralisation is mostly associated with the Pandurra Formation, a 1 km thick fluvialite sandstone unit which contains breccias in its base and top. Shale-hosted mineralisation within the overlying Tapley Hill Formation are much finer grained and not necessarily breccia hosted. Mineralisation includes chalcocite, bornite, chalcopyrite, covellite, and carrolite.

The mining history of Mount Gunson deposits to the west of the Pernatty Lagoon tenement dates to 1875 with intermittently mined small deposits generally less than 200 kt contained Cu. For details of historical production refer to the Department for Energy and Mining (DME) website, 2015. East of The DGO Pernatty Lagoon project and outside the DGO tenements historical drilling has intersected sulphide assemblages of chalcocite-bornite closest to the contact through chalcopyrite to sphalerite and galena (Bull, 2019).

2.6 Metallogenesis/Models

Two styles of mineralisation are targeted by DGO on their Pernatty Lagoon Project: primarily stratiform copper in Neoproterozoic strata and IOCG mineralisation in the Mesoproterozoic basement (Jockel, 2019). The Pernatty Lagoon Project is highly prospective for stratiform copper deposits, particularly EL 6145 because:

- There is significant known stratiform copper mineralisation immediately west of the project at Mount Gunson.
- There is also minor copper mineralisation in drill holes east of Pernatty Lagoon (Figure 5) at the same stratigraphic horizon as Mount Gunson mineralisation (top of Pandurra Formation).
- Investigations by Bull (2019) come to the plausible conclusion that the most prospective sedimentary facies for stratiform copper deposits may lie between carbonate-dominant and black shale – dominant facies beneath Pernatty Lagoon (Figure 5) which is currently untested by drilling.

Descriptions of Mount Gunson (e.g. Tonkin and Creelman), the basin architecture and the metal zonation described above for minor mineralisation in holes east of Pernatty Lagoon are all consistent with a stratiform copper mineral system.

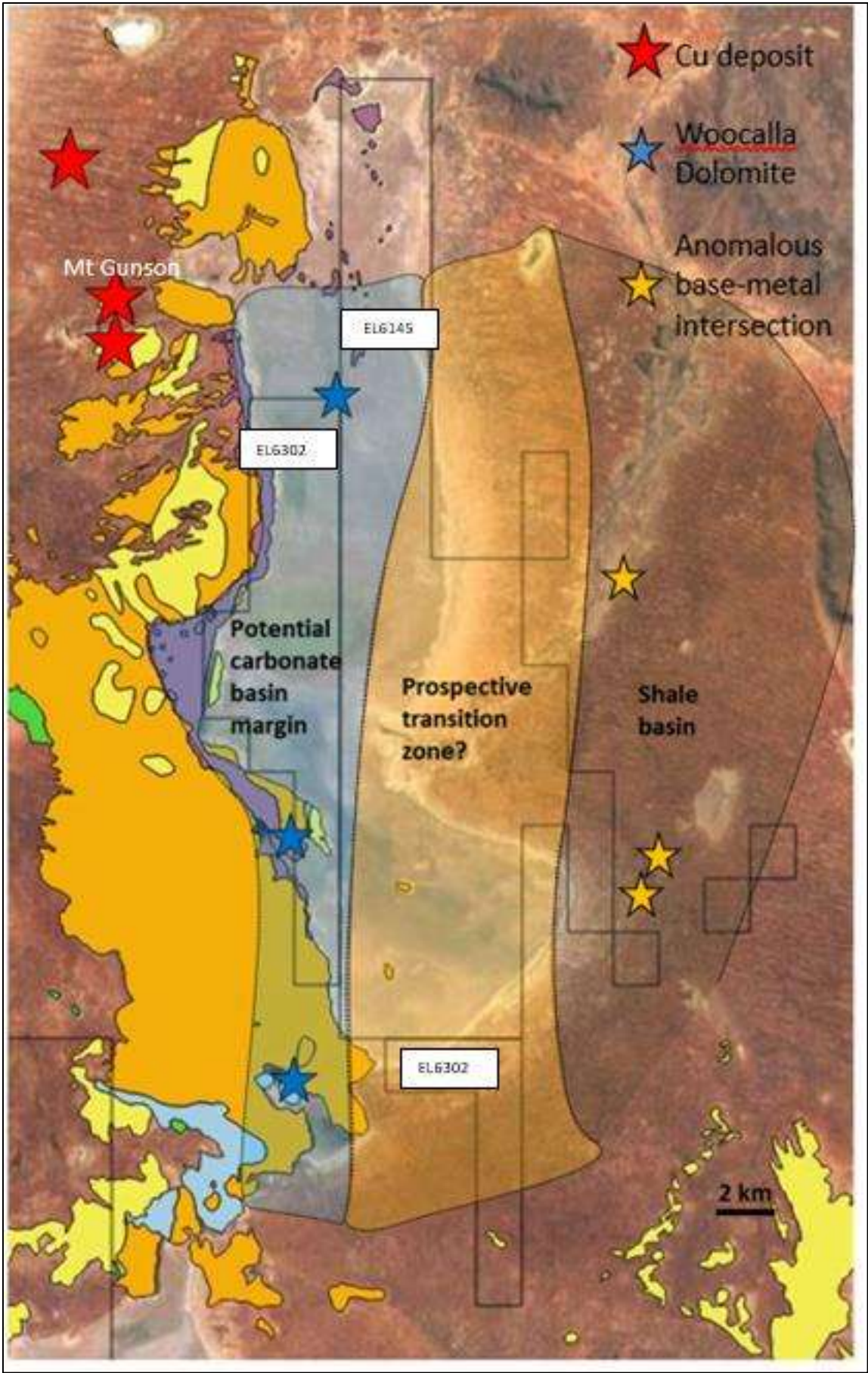


Figure 5: Facies model Bull (2019) Executive Summary

Although there is no known IOCG mineralisation on, or immediately adjacent to the Pernatty Lagoon Project, the tenements are broadly within the highly prospective Prominent Hill to Carrapateena trend (Figure 4)

a metallogenic belt along the eastern margin of the Gawler Craton in South Australia, which hosts several major deposits including the Prominent Hill mine, Olympic Dam mine and the Moonta-Wallaroo historic mining district and Carrapateena deposit (Figure 1 and Figure 4). As such, Mesoproterozoic basement is considered moderately prospective for IOCG deposits. Discrete gravity targets in the Mesoproterozoic basement have been drill tested for IOCG mineralisation immediately east of Pernatty Lagoon Project. Although these holes did not intersect IOCG mineralisation, the large-scale tectonic environment is similar to the Prominent Hill – Carrapateena trend, and as such, remains permissive for IOCG mineralisation. Targets have been defined on the Pernatty Lagoon Project from regional geophysical surveys (Figure 6), with more detailed magnetic and gravity data required to define drill targets.

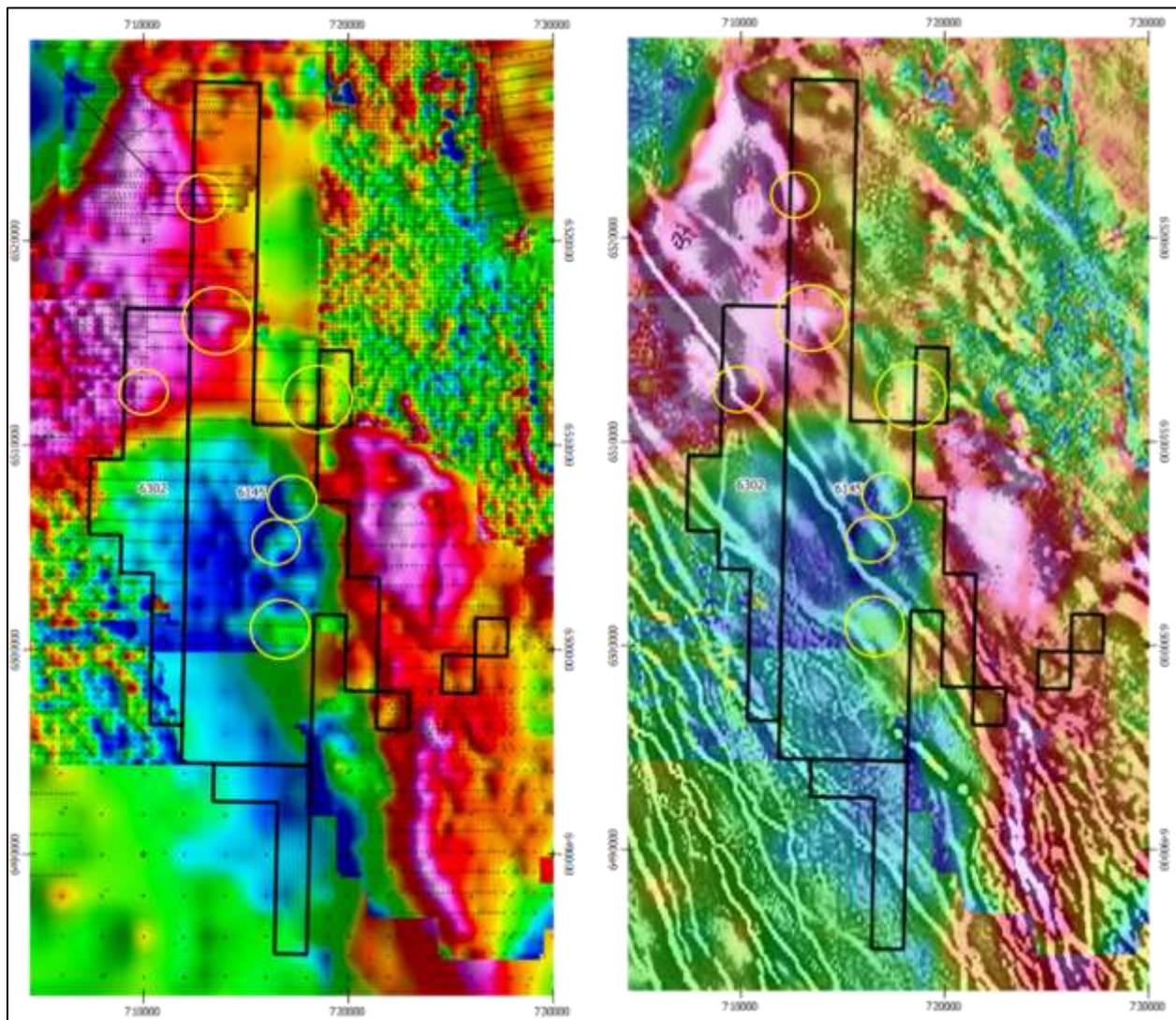


Figure 6: Gravity and anomalies on the Pernatty Lagoon Project from regional data.
(A) Gravity (BA267 1VD) (B) Gravity (BA267 1VD) overlain by magnetics (RTP2VD shading)

2.7 Conclusions

DGO have demonstrated that the Pernatty Lagoon Project contains Neoproterozoic strata that are highly prospective for stratiform copper mineralisation in an area that is yet to be drill tested. Basement Mesoproterozoic strata are in a corridor that is prospective for IOCG deposits on the Stuart Shelf; however,

in the absence of known mineralisation, or development of more discrete geophysical targets, prospectivity for IOCG mineralisation is remains moderate (broadly prospective).

3 Yerrida and Bryah Projects

3.1 Location and Access

The Yerrida Project tenements and Bryah Project Tenements are located approximately 100 km northeast of Meekatharra, WA, in the Mooloogool area. Access is via station and fence line tracks from the Great Northern Highway (Figure 7). The project consists of 16 exploration licenses for approximately 2, 600 km² (Table 3).

The tenements mostly cover sedimentary and mafic igneous rocks of the Yerrida and Bryah Basins (Figure 7).

3.2 Tenure

The Murchison projects – Yerrida and Bryah, comprise a portfolio of 15 granted tenements and one application. Full tenement details are provided in Appendix 4.

Table 3: Tenement details for Yerrida, West Yerrida and Bryah Projects

Tenement ID	Status	Grant Date	Expiry Date	~Area Km ²
E51/1590	LIVE	26/3/2014	25/3/2024	66.8
E51/1725	LIVE	31/10/2016	30/10/2021	216.2
E51/1726	LIVE	31/10/2016	30/10/2021	52.4
E51/1729	LIVE	30/11/2016	29/11/2021	61.8
E51/1730	LIVE	15/12/2016	14/12/2021	126.5
E51/1748	LIVE	15/12/2016	14/12/2021	215.8
E51/1749	LIVE	15/12/2016	14/12/2021	215.8
E51/1750	LIVE	15/12/2016	14/12/2021	215.6
E51/1751	LIVE	15/12/2016	14/12/2021	215.6
E51/1752	LIVE	15/12/2016	14/12/2021	215.4
E51/1753	LIVE	15/12/2016	14/12/2021	215.2
E51/1833	LIVE	4/9/2018	3/9/2023	108.2
E51/1897	LIVE	8/2/2019	7/2/2024	215.6
E51/1920	LIVE	16/12/2019	15/12/2024	178.8
E51/1921	LIVE	16/12/2019	15/12/2024	178.8
E51/1952	Pending			135.0
Total				2633.5

3.3 Regional Geology

There are small areas of Archaean granite-greenstone basement in the southern parts of the projects and on the edges of the Goodin Dome, and small areas of Narracoota Formation (Bryah Basin) at the northern margin of E51/1590 and 1729 (Figure 7).

The most recent stratigraphic interpretations (Figure 8; Hawke et al., 2015; Occhipinti et al., 2017) have the Juderina and Johnsons Cairn Formations (Windplain Group) at the base of both the Yerrida and Bryah Basins. In the Yerrida Basin, the Johnsons Cairn Formation is unconformably overlain by the Mooloogool Group; interpreted to mark a change from intracontinental sag to a probable fore-arc rift basin.

In the Bryah Basin, the Johnsons Cairn Formation is unconformably overlain by the Narracoota Formation at the DeGrussa VHMS deposit and elsewhere overlain by the Karalundi Formation (Hawke et al., 2015). Mafic rocks in the Narracoota Formation are geochemically similar to those in the Karalundi Formation (Yerrida Basin) suggesting a submarine mafic volcanic event that spans both the Bryah and Yerrida Basins.

The rift sequence is succeeded by a sag phase in the Yerrida Basin (black shale of the Maralouu Formation) and rift-fill and post rift-fill successions in the Bryah Basin (Ravelstone turbidite and Horseshoe Formation ironstones).

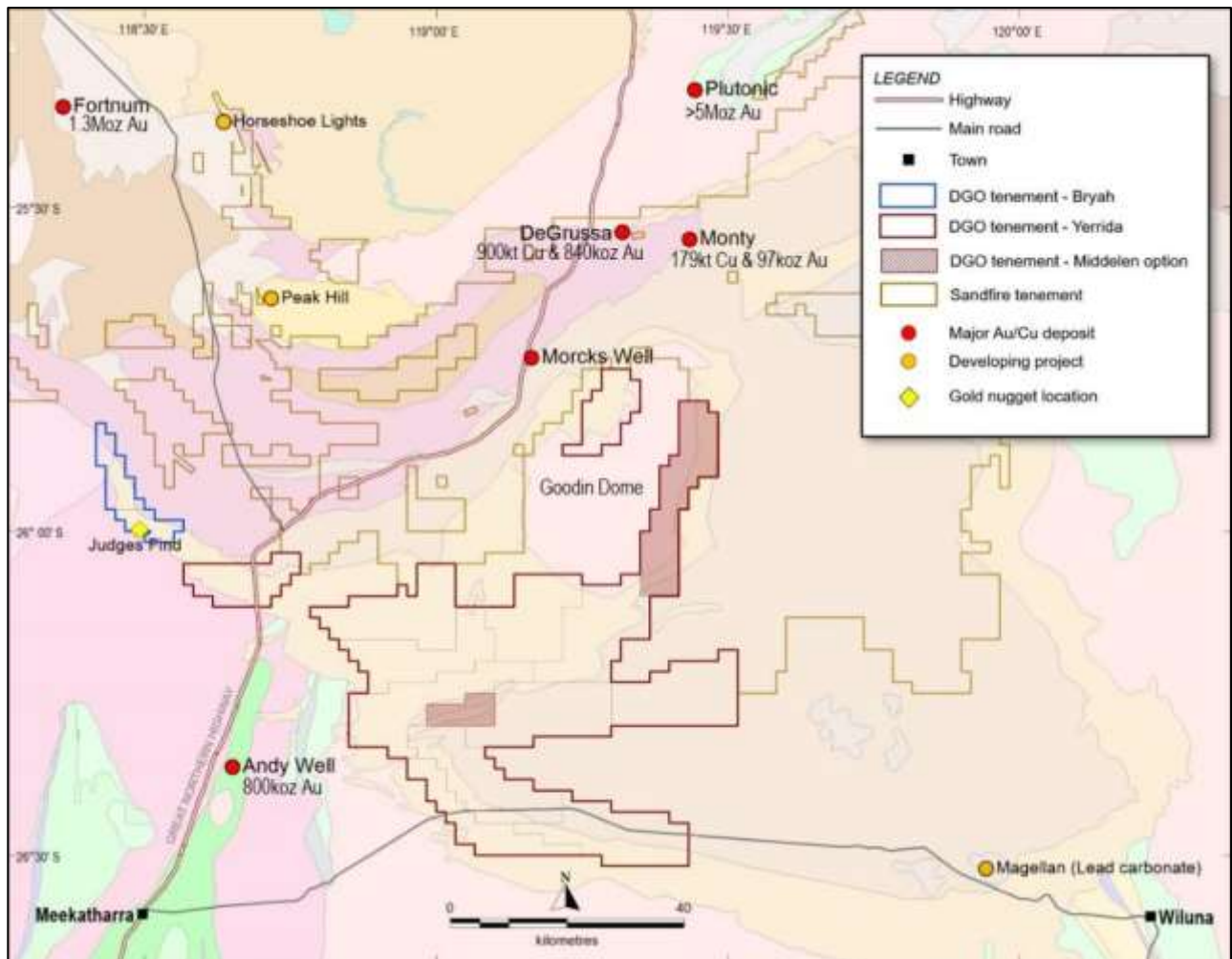


Figure 7: Solid geology interpretation over the DGO Yerrida and Bryah tenements

Source: GSWA

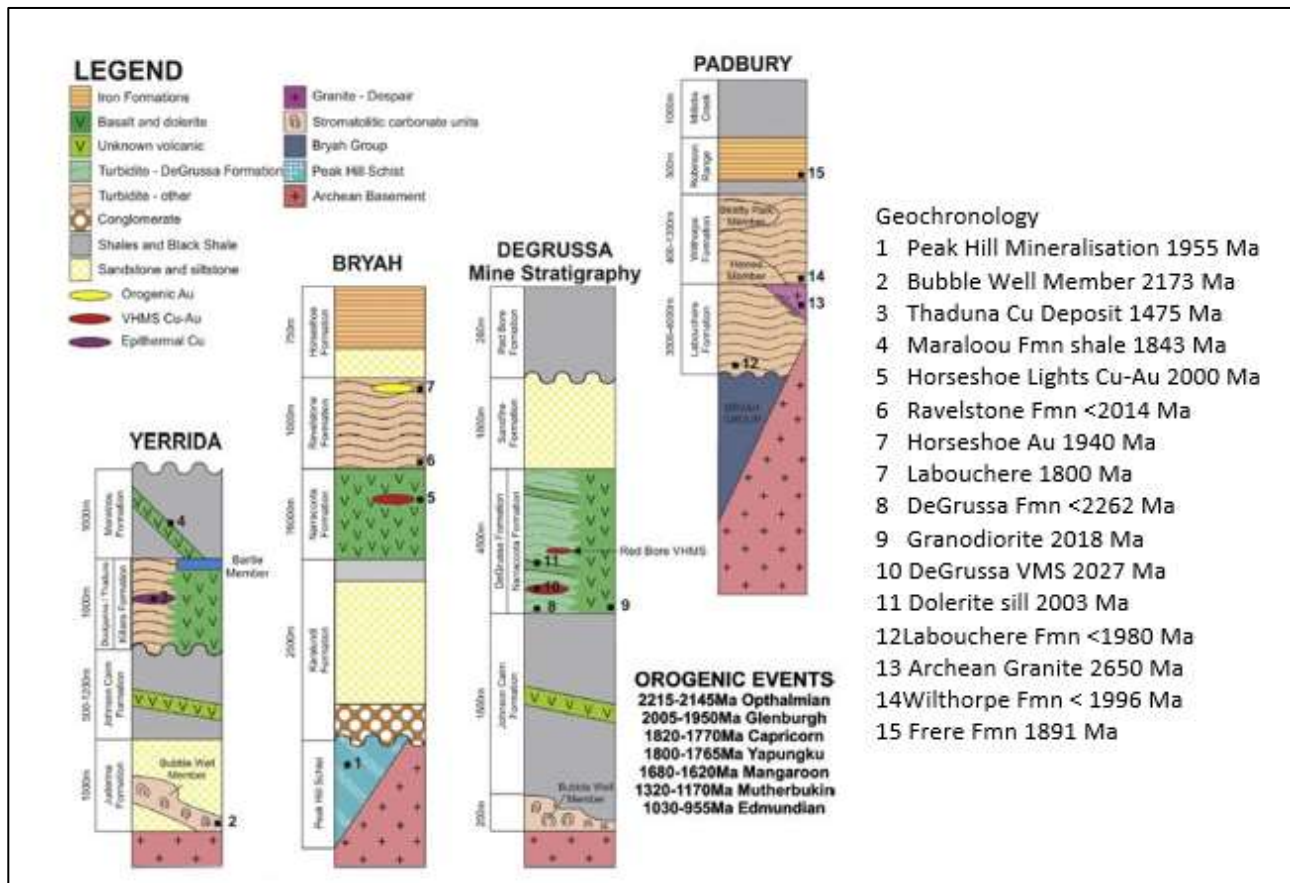


Figure 8: Interpreted stratigraphic relationships between the Yerrida, Bryah and Padbury Basins with summary of geochronological constraints (Hawke et al., 2015)

3.4 Structural Geology

The Goodin Fault is a major regional break in regional gravity (Figure 9) and magnetic data (Figure 10). The Bryah Basin to the north of the fault is marked by a gravity high that is interpreted to represent a thick sequence of rift related rocks including mafic volcanic rocks. The Yerrida Basin coincides with a relative gravity low and is interpreted to represent more of a shelf environment where depth to Archaean basement is markedly less.

Regional structure is dominated by north-east striking folds and faults that developed during south-directed thrusting during the Glenburgh and Capricorn Orogenies. Strain is partitioned across the Goodin Fault with stronger deformation in the thicker Bryah Basin package.

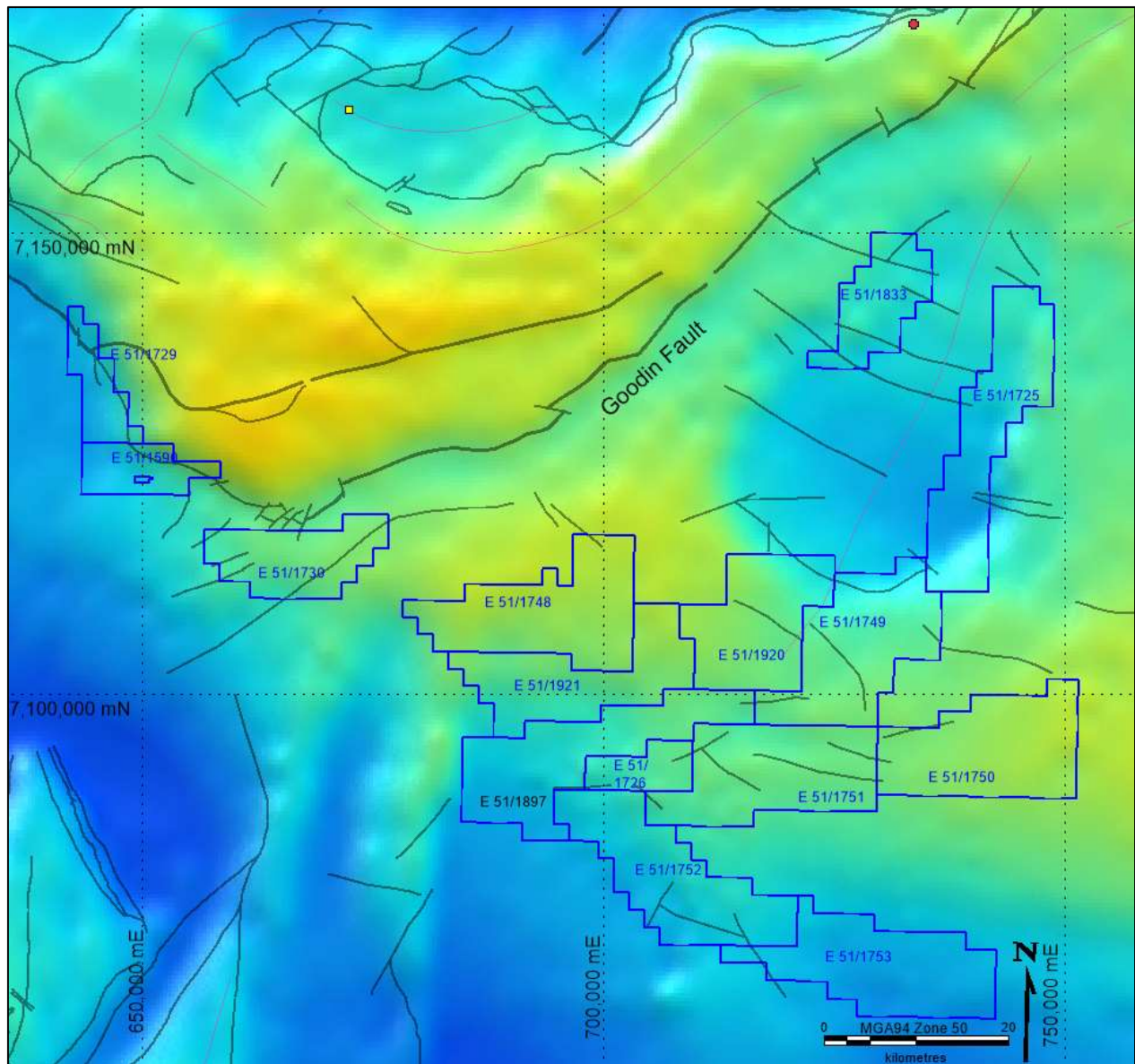


Figure 9: GSWA gridded regional gravity data over the Yerrida and Bryah Projects

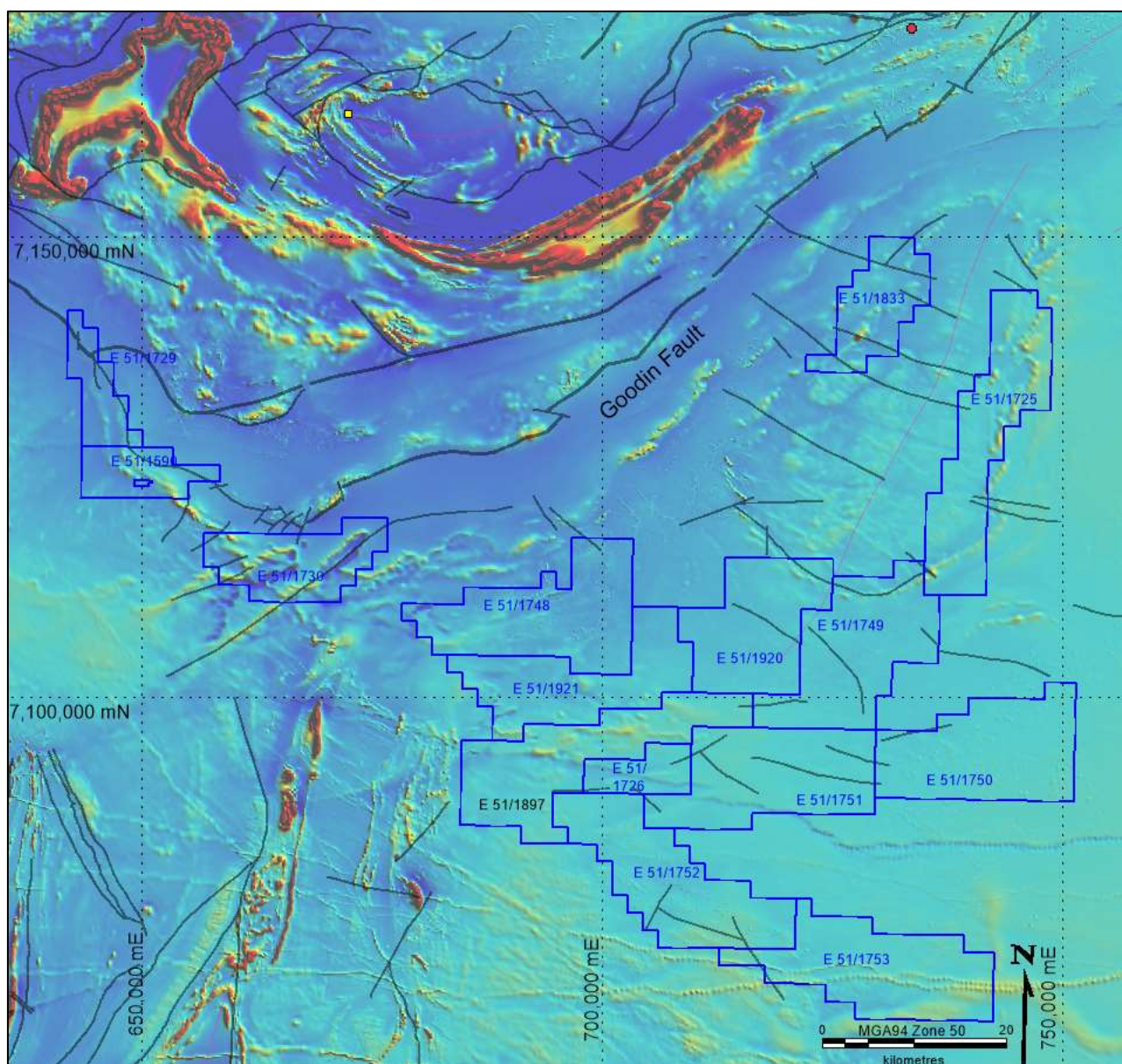


Figure 10: GSWA gridded TMI data over the Yerrida and Bryah Projects

3.5 DGO Airborne Geophysical Surveys

In August 2019, an airborne electromagnetic (AEM) survey was flown over DGO's Bryah and Yerrida East projects, located 65 km north and 65 km northeast of Meekatharra respectively (Figure 7). The purpose of these surveys was to identify semi-massive to massive sulphide enrichments potentially associated with sediment gold, sediment copper, or VMS mineralisation. The AEM survey was flown by NRG New Resolution Geophysics. The data was interpreted by Terra Resources who highlighted several features for follow up with ground exploration activities. The areas of interest for future ground-based exploration were highlighted as shown in Figure 11 and Figure 12.

3.6 EL 51/1897 AEM Survey

The AEM survey in EL51/1897 highlighted several linear AEM anomalies, some of which are coincident with known copper occurrences with several noted by DGO on the margin of the Johnson Cairn Formation (Figure 11 and Figure 12). DGO intend further exploration of these prospects.

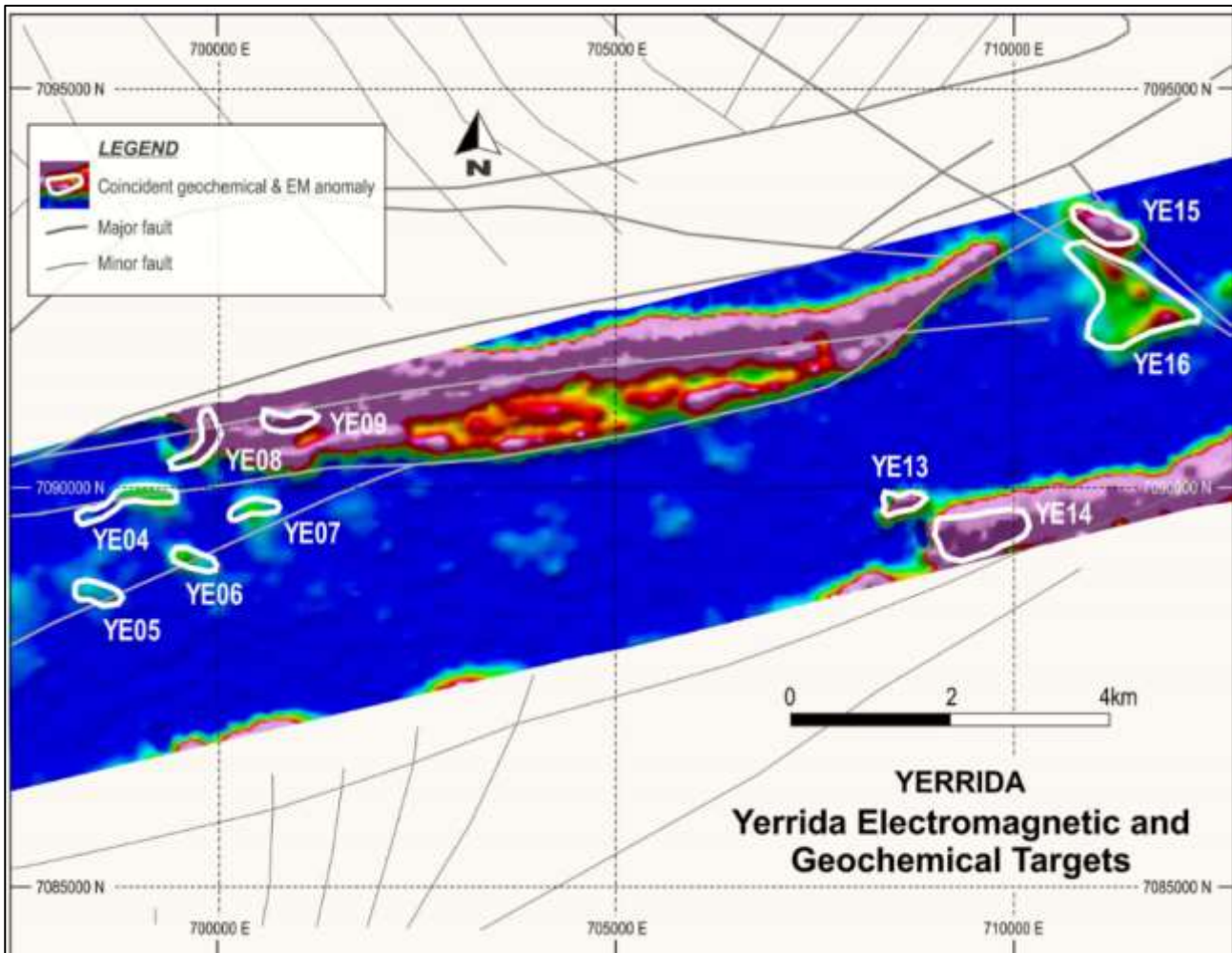


Figure 11: AEM survey over E51/1987 with identified targets

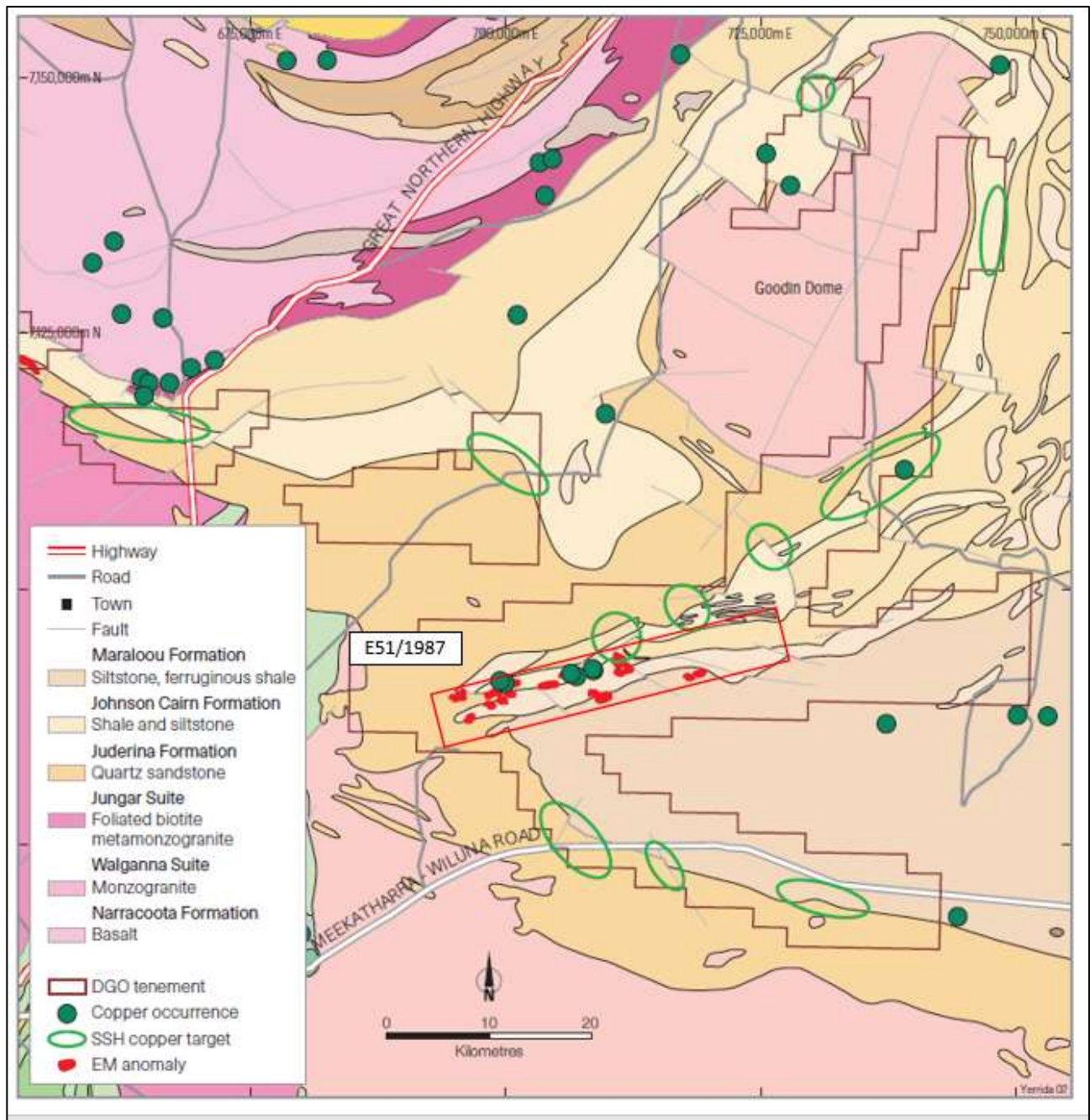


Figure 12: AEM image area over E51/1729 and E51/1590 tenements
 (Supplied by DGO)

3.7 E51/1729 and E51/1590 – Bryah Tenements

3.7.1 Local Geology

The DGO Bryah tenements are located on the margin of the Narracoota Formation and the Johnson Cairn Formation, 50 km to the south-west of the DeGrussa deposit. The Narracoota Formation is interpreted to be the primary host to the DeGrussa mineralisation, consisting of basalt and dolerite (Figure 8). In the southwest of the tenements the Narracoota Formation overlies the Johnson Cairn Formation (shales, black shales and volcanics) which in turn overlies the Juderina Formation, comprising sandstone, siltstone and turbidites. In the southwest of the tenements the Juderina formation abuts the Yilgarn Craton (Figure 8).

3.7.2 Recent exploration

In August 2019, an airborne electromagnetic (AEM) survey was flown over DGO's Bryah and Yerrida East projects, located 65 km north and 65 km northeast of Meekatharra respectively (Figure 7). The purpose of these surveys was to identify semi-massive to massive sulphide enrichments potentially associated with sediment gold, sediment copper, or VMS mineralisation. The AEM survey was flown by NRG New Resolution Geophysics. The data was interpreted by Terra Resources who highlighted several features for follow up with ground exploration activities. The areas of interest for future ground-based exploration were highlighted as shown in Figure 13 and Figure 14.

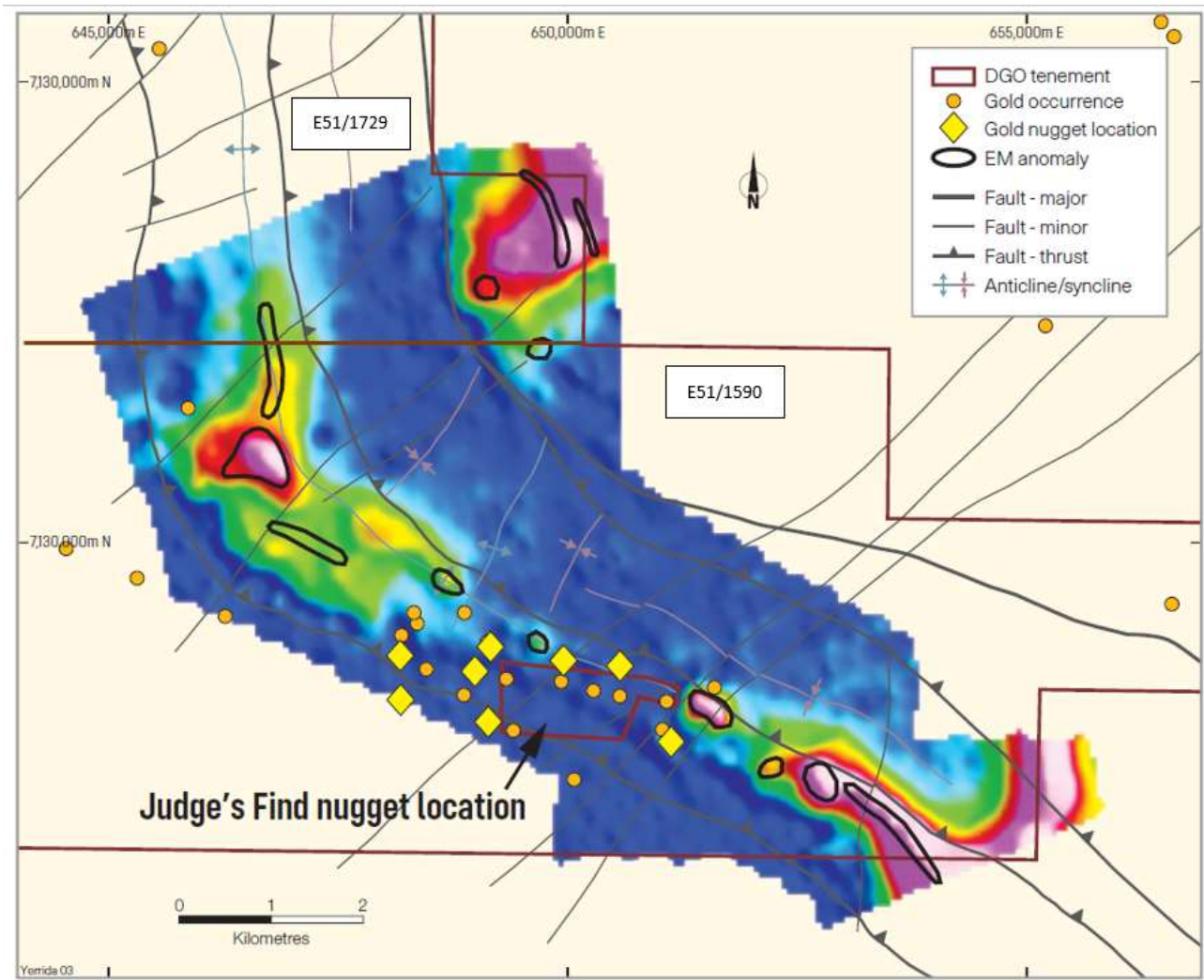


Figure 13: AEM image over E51/1729 and E51/1590 tenements
(Supplied by DGO)

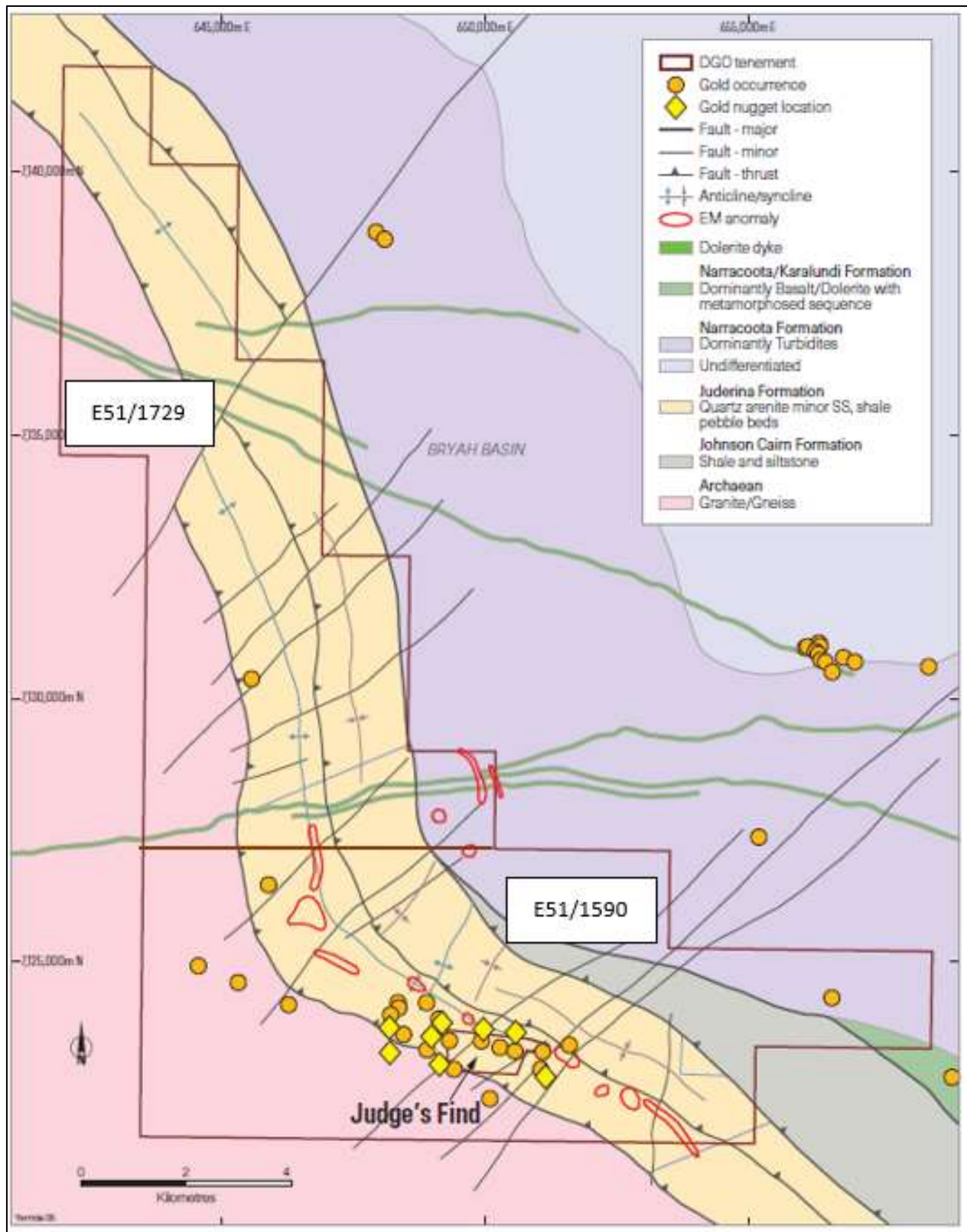


Figure 14: EM anomalies highlighted in red (from figure 11) with geology (DGO Supplied)

Major mineral deposits in the Bryah Basins are the DeGrussa, Monty and Horseshoe Lights Cu-Au VHMS deposits, and orogenic gold deposits including Fortnum, Labouchere and Horseshoe. The VMS deposits formed around 2000 Ma and are the same age as their enclosing strata. Orogenic gold mineralisation is thought to have developed during the Capricorn Orogeny. The Yerrida Basin contains the very large Magellan non-sulphide Pb deposit at the eastern end of the basin and fault-hosted copper mineralisation at Thaduna.

- Judges Find E51/1590 Gold nuggets in Juderina Formation (unknown origin)
- Bull Well Pb Gossan E51/1590 Likely fault-controlled Cu-Pb-Zn
- Minor Exploration Targets E51/1725, 1726 Minor Base-metal anomalism in drilling
1750 & 1833 and surface exploration

Stratiform Cu mineralisation has not been recognized in the Yerrida Basin, but consultant Stuart Bull has compared the Yerrida Basin to the Zambian Copper Belt and Polish part of Zechstein Basin. Favourable comparisons include an intracratonic rift setting, oxidised clastic sediments with evaporites (Juderina Formation) overlain by reduced strata (Johnson Cairn and Maralooou Formations) with potential for pinchouts (Figure 15) against basement highs. It remains to be demonstrated through detailed mapping that the basement highs controlled sedimentation (potential for pinchouts) or are simply the result of folding. It also

remains to be demonstrated that stratiform Cu mineralisation developed in the Yerrida Basin. As such, conceptually there may be moderate prospectivity for stratiform Cu on DGO's tenement holding, but further work is required to demonstrate that prospectivity.

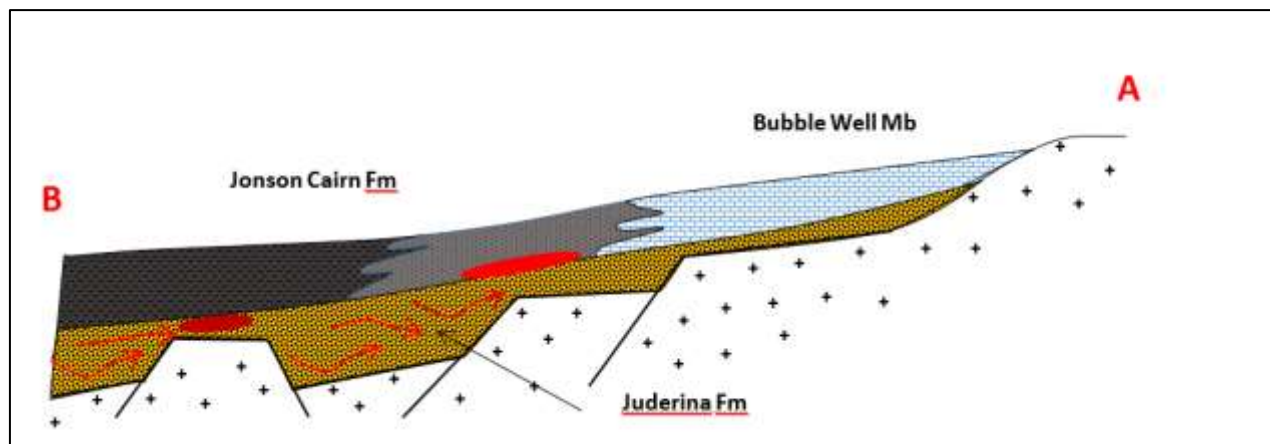


Figure 15: Conceptual model for stratiform copper mineralisation at a pinchout in the Yerrida Basin (Bull, 2018)

A Carlin-style model is difficult to apply to the Yerrida Basin, given the lack of known Carlin-style mineralisation, favourable thicknesses of carbonate bearing strata on DGO's tenement holding, or a potential source of magmatic mineralising fluids. For sediment-hosted gold deposits more generally, particularly those in black shale (e.g., Sukoi Log), the orogenic gold model discussed above is considered the most appropriate. Anomalous Au, As and Te analyses for pyrite grains in the Johnson Cairn Formation (Bull, 2018) are positive indicators, as they demonstrate fertile potential source rocks for orogenic Au mineralisation. As further pointed out by Bull (2018), that fertile source rock needs to have been deformed and metamorphosed sufficiently to liberate Au and other pathfinder elements. Therefore, zones of higher strain and structural complexity (e.g. corridor alongside the Goodin Fault) are regarded as more prospective than little deformed portions of the basin.

3.10 Conclusions

A wide variety of possible mineral deposit models have been put forward by DGO for mineralisation on their Yerrida Basin tenement package. Relatively large mineral deposits like stratiform Cu can be tested by wide-spaced drilling, whereas orogenic gold and VHMS deposits will require closer spaced drilling to adequately test each target. Geophysical techniques such as EM may guide exploration by focusing on prospective areas, The EM survey on the Bryah tenements provides areas for follow up exploration.

CSA Global consider that the DGO Yerrida tenements may have moderate potential for stratiform copper, orogenic gold, VHMS deposits, shear-hosted copper deposits and sedimentary lead non-sulphide deposits. CSA Global considers there is limited potential for Carlin-style sedimentary hosted gold deposits.

4 Pilbara Gold Projects – Tom Price

4.1 Location and Access

The DGO Gold Ltd Tom Price Pilbara Gold project includes seven tenements located in the Pilbara region of Western Australia approximately 35 km north-west of Mount Tom Price and 220 km south-east of Karratha (Figure 16). Access is predominately by well-formed tracks through the area.

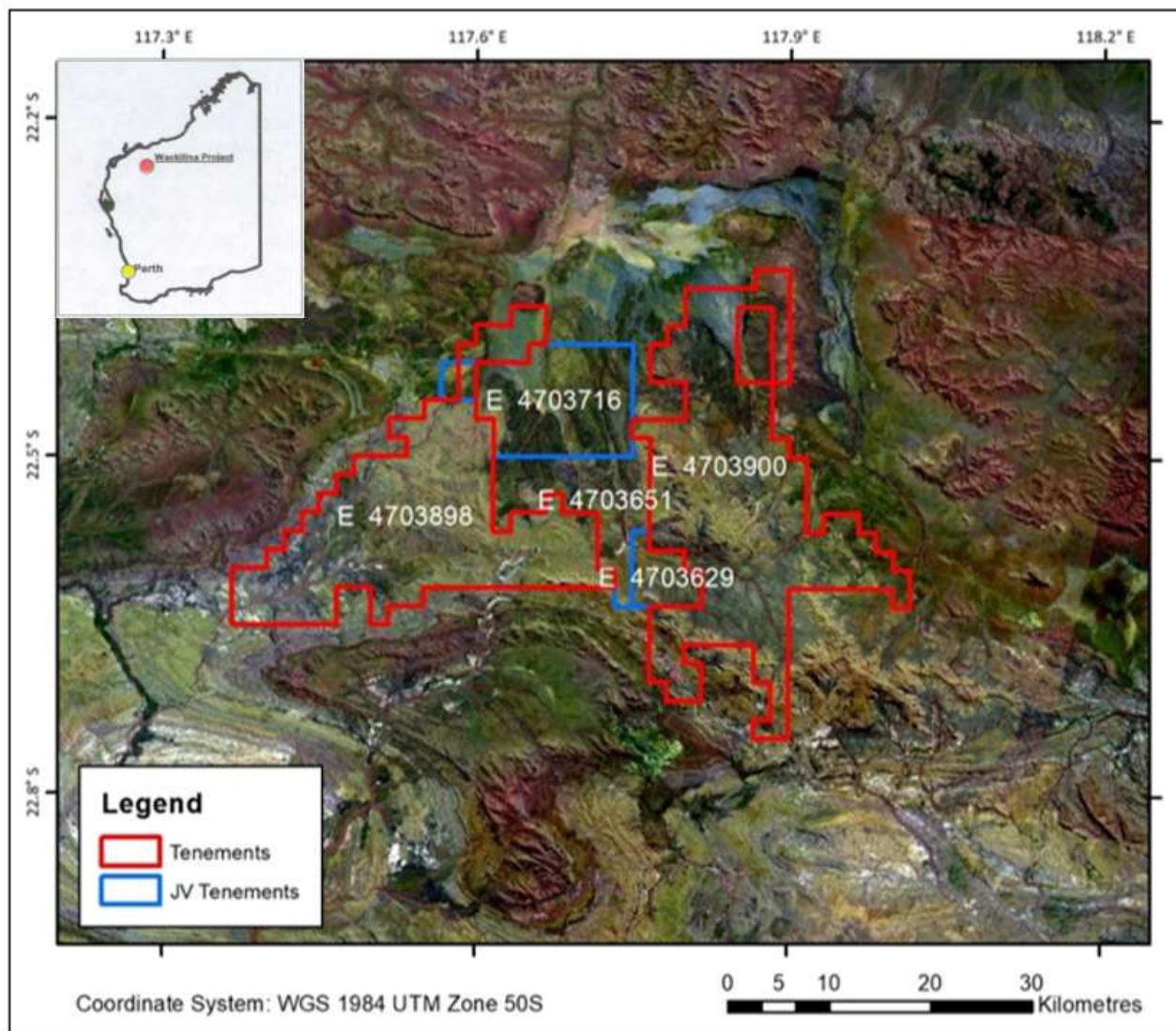


Figure 16: DGO tenement location map and joint venture tenement plan

4.2 Tenure

DGO has acquired a tenement package to form its Tom Price project. The total tenement area is approximately 1309.1 km². Table 4 provides the ID number for each tenement and its key details.

DGO has also executed a farm-in agreement with Forge Resources Swan (Forge) on gold only rights to granted tenements E47/3629, E47/3651 and E47/3716 to consolidate all the tenements within the prospective lithologies.

The pending tenement applications are held by Yandan Gold Mines Pty Ltd, a wholly-owned subsidiary of DGO and are subject to objections by Rio Tinto in relation to iron ore infrastructure. DGO has executed a farm-in agreement with Forge. For full tenure and expenditure details see Appendix 4.

Table 4: DGO and Forge Resources (JV) Tom Price tenements

Tenement ID	Status	Holder	Application Date	Grant Date	Expiry Date	Area km ²
E47/3898	Pending	Yandan Gold Mines Pty Ltd	27/10/2017			458.4
E47/3900	Pending	Yandan Gold Mines Pty Ltd	27/10/2017			528.0
E47/3629	Granted	Forge Resources Swan Pty Ltd	10/03/2017	3/12/2018	2/12/2023	38
E47/3651	Granted	Forge Resources Swan Pty Ltd	27/03/2017	3/12/2018	2/12/2023	117.4
E47/3716	Granted	Forge Resources Swan Pty Ltd	16/05/2017	14/08/2018	13/08/2023	167.0
						1308.8

4.3 Regional Geology

Proterozoic rocks of this area form the conformable succession of the Mount Bruce Supergroup, which is divided into the Fortescue Group (oldest), Hamersley Group, and the Turee Creek Group, which is overlain by the Wyloo Group (youngest). The Tom Price Project is within the late Achaean to Early Proterozoic Fortescue Group (2765-2630 Ma; Figure 17) in the South Pilbara Sub-basin of the Southern Pilbara Craton of Western Australia (Thorne and Trendall, 2001).

Basal sandstone and conglomerate of the Fortescue Group overlies Archaean granite-greenstone basement. These sediments underlie thick and widespread successions of basaltic lava flows and pillow lavas with minor intercalated sediments. The entire sequence is intruded by numerous dolerite sills and dykes. A thick sequence of chemical sediments comprising the Hamersley Group overlies the Fortescue Group, and include jaspilite, chert, dolomite, siltstone, and shale, interbedded with acid lavas and intruded by dolerite sills and dykes (de la Hunty, 1965).

Deposits of Cenozoic colluvium, alluvium and soil cover form the dominant surficial cover in the area. Minor Cenozoic deposits of limestone and opaline silica belonging to the Oakover Formation and limonitic iron ore of the Robe Pisolite also form surficial cover. Much of the thick surficial cover has been dissected by the present drainage system (de la Hunty, 1965).

4.4 Structural Geology

The regional structure comprises broad synclines and anticlines that form gentle dome and basin-type folding (Figure 17). This outcrop distribution indicates that two fold-trends have been superimposed. The limbs of these folds generally dip at angles ranging from 15° to 50°. Major topographic features have resulted from differential erosion where areas of high elevation are formed by synclines with the resistant Hamersley Group forming topographic highs. Faulting in the area is contemporary with the folding with additional faults formed post-folding (de la Hunty, 1965).



The Tom Price Project area comprises a flat to gently dipping sequence that is dominated by metabasaltic lava flows and pillow lavas with interbedded metasedimentary horizons. The Pyradie Formation, which locally includes fine grained volcanoclastic rocks, shale and chert, separates two pillow lava members of the Boongal Formation and the Bunjinah Formation (Table 5; Thorne and Trendall, 2001).

193

variety of mafic to felsic volcanic and volcanoclastic rocks. Intrusive dolerite and gabbro sills occur throughout the area (Thorne and Trendall, 2001).

Table 5: Stratigraphy relevant to the Tom Price Project derived from the Mount Bruce 250K map sheet

Formation	Code	Description
Jeerinah Formation	AFj	Pelite, metasandstone, chert, metabasaltic pillow lava and breccia, and metamorphosed felsic volcanic rock, intruded by numerous metadolerite sills
	AFjl	Pillowed and massive metabasaltic flows and metabasaltic breccia
Bunjina Formation	AFu	Pillowed and massive metabasaltic flows, meta basaltic breccia, metamorphosed volcanic sandstone, and minor chert; amygdaloidal metabasaltic flows occur in upper parts of the formation
	AFub	Metabasaltic breccia
Pyradie Formation	AFp	Metamorphosed pyroxene spinifex-textured basaltic flows and pillow lava; metamorphosed volcanic sandstone and minor chert
	AFps	Metamorphosed lithic sandstone and pelite
	AFpk	Metakomatiite flow
Boongal Formation	AFo	Pillowed and massive metabasaltic flows, metabasaltic breccia, pelite, and minor chert
Hardey Formation	AFh	Pelite, metasandstone, metabasalt, metamorphosed volcanic sandstone, and metabasaltic breccia
	AFhc	Metamorphosed conglomerate and pebbly sandstone
	AFhs	Metamorphosed feldspathic sandstone, pebbly sandstone, conglomerate, and minor pelite
Mount Roe Basalt	AFr	Metamorphosed amygdaloidal basaltic flows and breccia

4.6 Nearby Deposits/Resources

There have been no precious metal deposits of significance discovered in the area to date (Figure 18).

The only recorded mining is on a small-scale and either recorded as shallow workings or not recorded. The main mining areas include the Milli Milli alluvial Au mines, the Beasley River alluvial Au mines, the Rocklea alluvial Au mine, and the Brockman Cu mine.

Gold mines, prospects and occurrences, although predominantly alluvial in nature, cluster about the cores of anticlinal domes (Figure 17,

Figure 2, Figure 18) indicating the source of mineralisation likely resides in relative older stratigraphy within the region. These older stratigraphic units are namely, the lower Fortescue Group comprising the Mount Roe Basalt and the Hardey Formation (Figure 17, Table 5), and underlying unassigned metamorphosed basement rocks. Copper mines, prospects and occurrences occur in close proximity to intrusive dolerite sills within the Hardey Formation and the Jeerinah Formation.

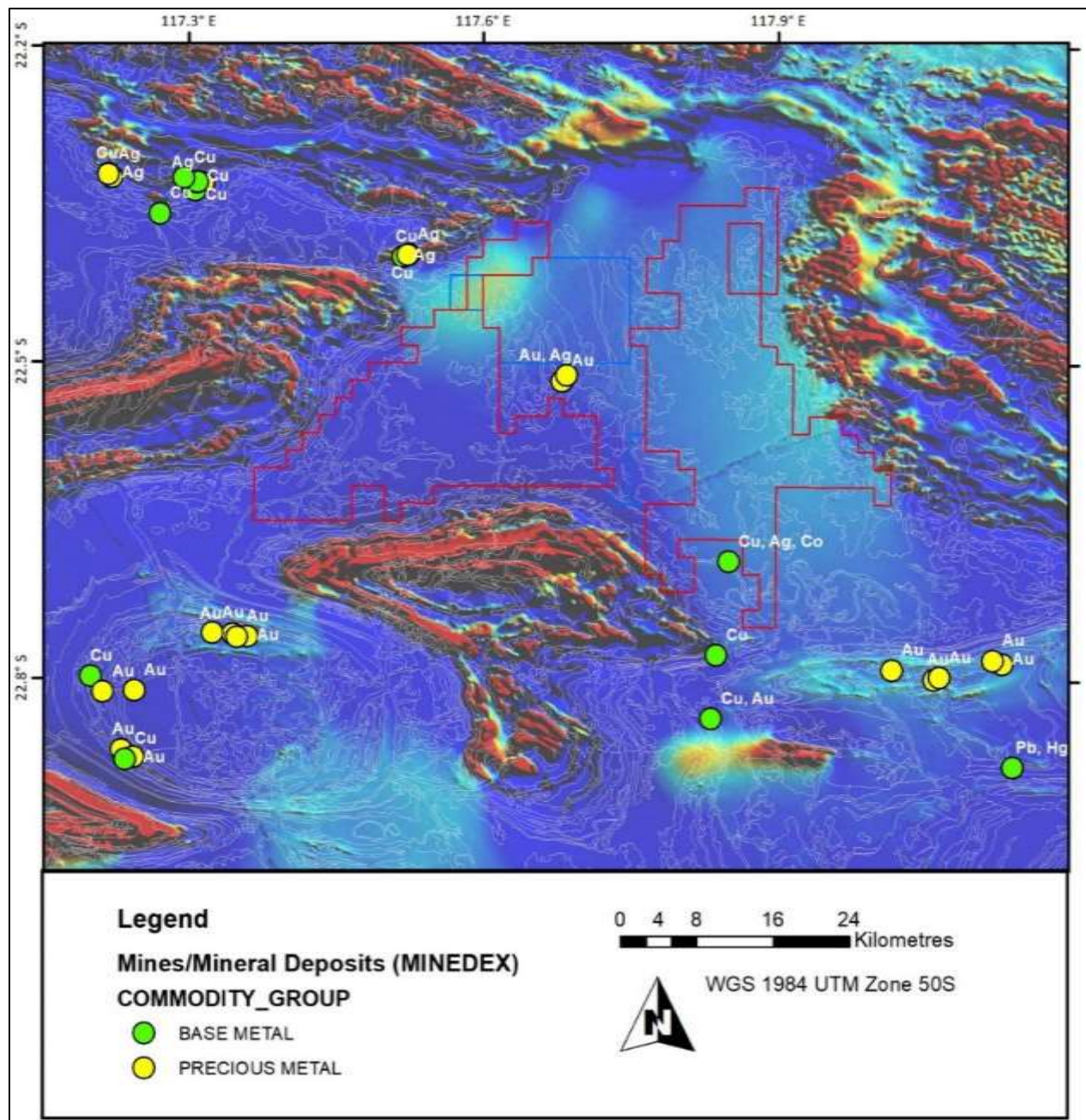


Figure 18: Gold and copper occurrences (MINEDEX) nearby the Tom Price Project overlying the WA 80m RTP magnetic grid. Mineral occurrences include mines, and deposits and are labelled for the site commodity; outlines of the mapped geology (white) are shown for reference.

4.7 Historical Exploration

Previous exploration by Independence Group NL (IGO) identified several gold occurrences in the in the DGO tenement area known as Wackilina (Figure 17 and Figure 18). IGO exploration activities included;

- Geological mapping at 1:5000 scale
- Geochemistry: soil sampling, stream sediment sampling and Rockchip sampling
- Petrology
- Collection of ground magnetic data over the Pina Colada Hill,
- Bulk sample metallurgical testing

- RC drilling: 34 holes for 2,664 m

The best reported results from exploration by IGO include 761 and 995 ppb Au (stream sediments), 240 ppb Au from soil sampling, 20 rock chip samples >100 ppb Au up to 2.77 g/t Au (Beaton, 2004). Results from RC drilling are included in Table 6.

Table 6: RC drill intersections >200 ppb Au (Beaton, 2004)

Hole ID	East	North	RL	Total Depth	Inclination	Interval m	Width m	Au ppm
PCR005	570000	7509950	654	28	Vertical	11-13	2	0.23
PCR010	570000	7509650	657	98	Vertical	52-54	2	0.21
PCR019	570125	7509900	656	46	Vertical	19-21	2	0.25
PCR023	568809	7510045	641	70	Vertical	64-65	1	0.28

IGO concluded that the Wackilina Project comprised a flat to gently dipping, low grade (100-300 ppm Au) copper bearing exhalite within a sequence of intermediate to mafic volcanoclastic rocks (Beaton, 2004). IGO tested a linear magnetic feature as a possible feeder dyke or vent to the exhalite unit; however, this was disproved by subsequent drilling.

4.8 Metallogenesis/Models

In contrast to prior exploration, at the Tom Price project DGO are targeting a sedimentary hosted model with stratiform extensions of the anomalous gold occurrence within the Pyradie Formation, and within the anticlinal axis of regional folding to the southwest and southeast beneath the overlying Bunjinah Formation (Figure 19, Figure 20). DGO are proposing an exploration program based on the following metallogenic models:

- Witwatersrand-equivalent mineralisation stratiform sediment-host gold within the Pyradie Formation, based on an understanding that the Pilbara is a broadly similar system and that the ages of some of the Fortescue Group correlate in time with the Ventersdorp Supergroup (Bull, 2018); or
- Sukhoi Log-type mineralisation or structurally controlled shale-hosted gold deposits, based on an associated with an anticlinal closure in basinal carbonaceous and pyritic shales of the Pyradie Formation (Bull, 2018; Large, 2018?).

4.9 Discussion and Conclusions

The Tom Price project is a very early-stage gold exploration project in the underexplored Pilbara. Previous exploration by IGO identified a flat to gently dipping, low grade (100-300 ppm Au) copper bearing exhalite.

The current metallogenic and exploration models employed by DGO are focussed towards the discovery of a mineralised stratiform gold system in the Pyradie Formation. Two metallogenic models have been proposed by DGO. The first is targeting Witwatersrand-equivalent sediment-host Au mineralisation within the Pyradie Formation; this is considered of low prospectivity by CSA Global as regionally no mineralisation of this style has been observed in the Pyradie Formation; however, this cannot be entirely discarded as mineralisation of a similar style has been identified in the stratigraphically lower Hardey Formation.

The second model proposes Sukhoi Log-type mineralisation; however, CSA Global considers that the Tom Price project is not prospective for this metallogenic model due to the absence of key characteristics required for this style of mineralisation including carbonaceous shales in the Pyradie Formation, and the lack of structural deformation of significance beyond gentle warping of the stratigraphy.

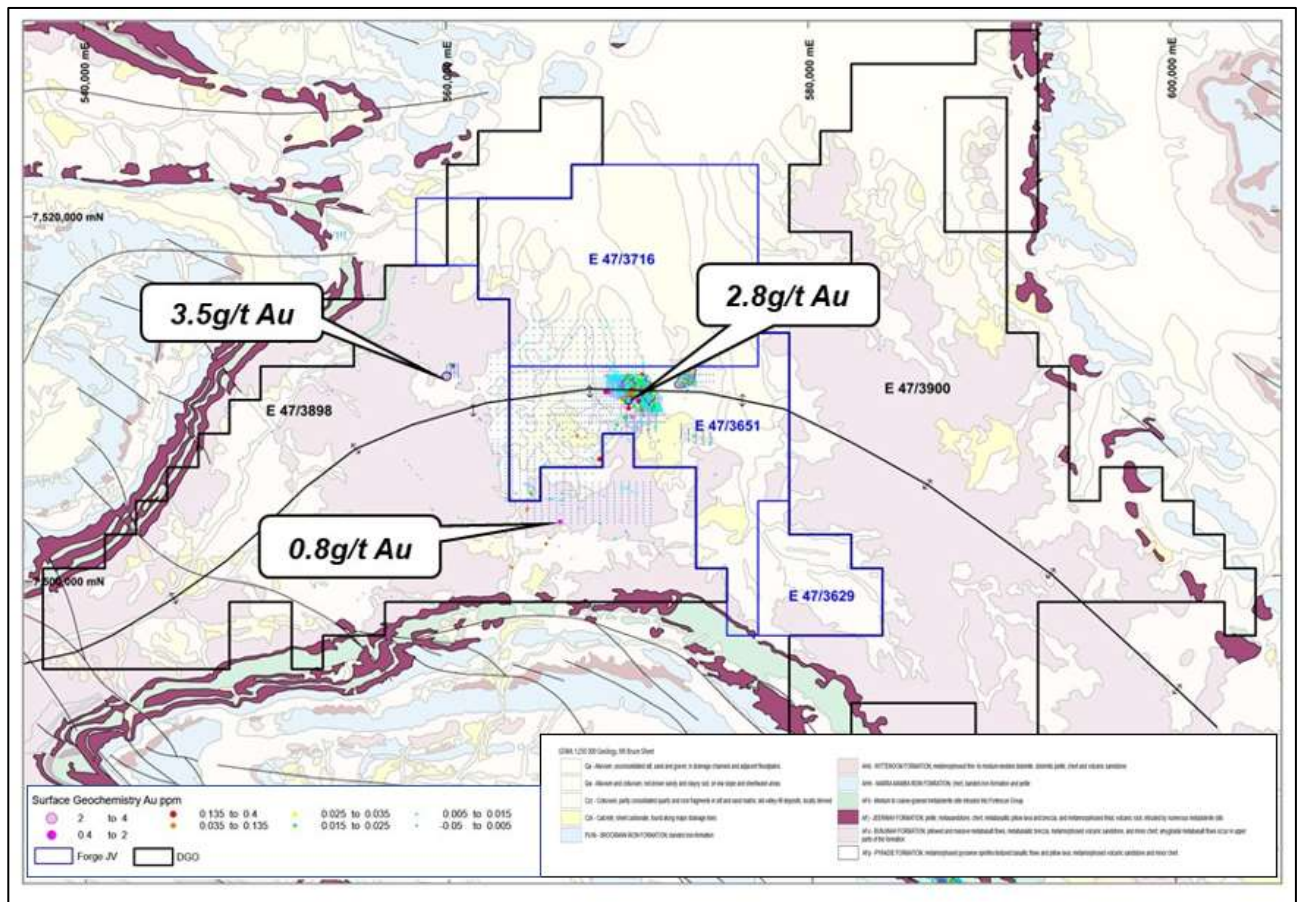


Figure 19: Fold architecture of the Fortescue Group highlighting the extension of anomalous Au within the Pyradie Formation as an exploration target in E47/3898 (Bourne, 2018)

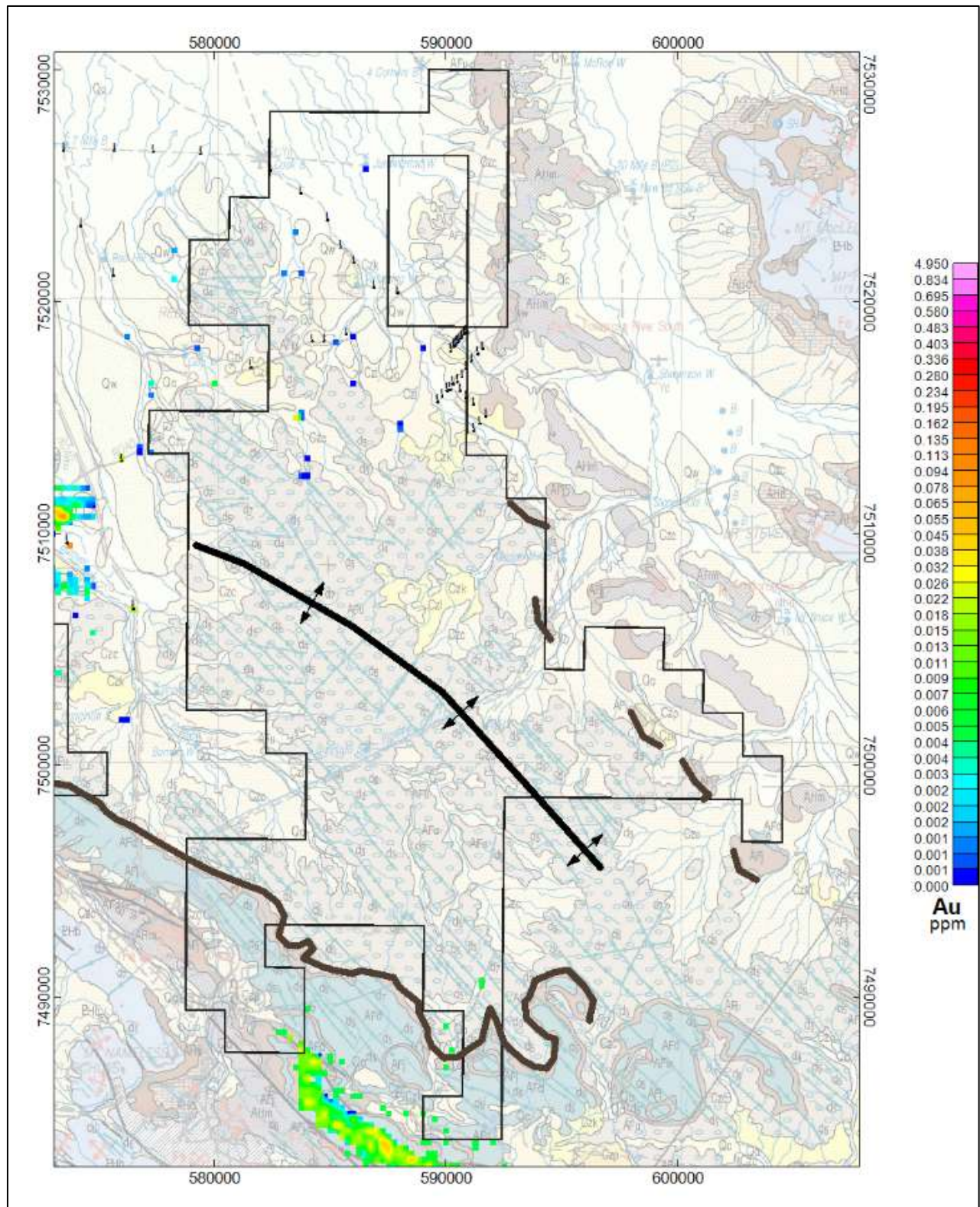


Figure 20: Fold architecture of the Fortescue Group highlighting the extension of anomalous Au within the Pyrdie Formation as an exploration target in E47/3900 (Bourne, 2018).

5 Pilbara Gold Projects – Mallina

5.1 Location and Access

The DGO Pilbara tenements are located in the north-western part of the Archaean Pilbara Craton some 112 km east-southeast of Karratha (Figure 21). Access is reasonable via a network of local roads and station tracks. The tenements are adjacent to the De Grey Mining Pilbara Gold Project, which hosts several mineral resources totalling 2.2 Moz gold and are actively being explored by De Grey Mining Ltd (ASX announcement April 2020, Resource dated March 2020).

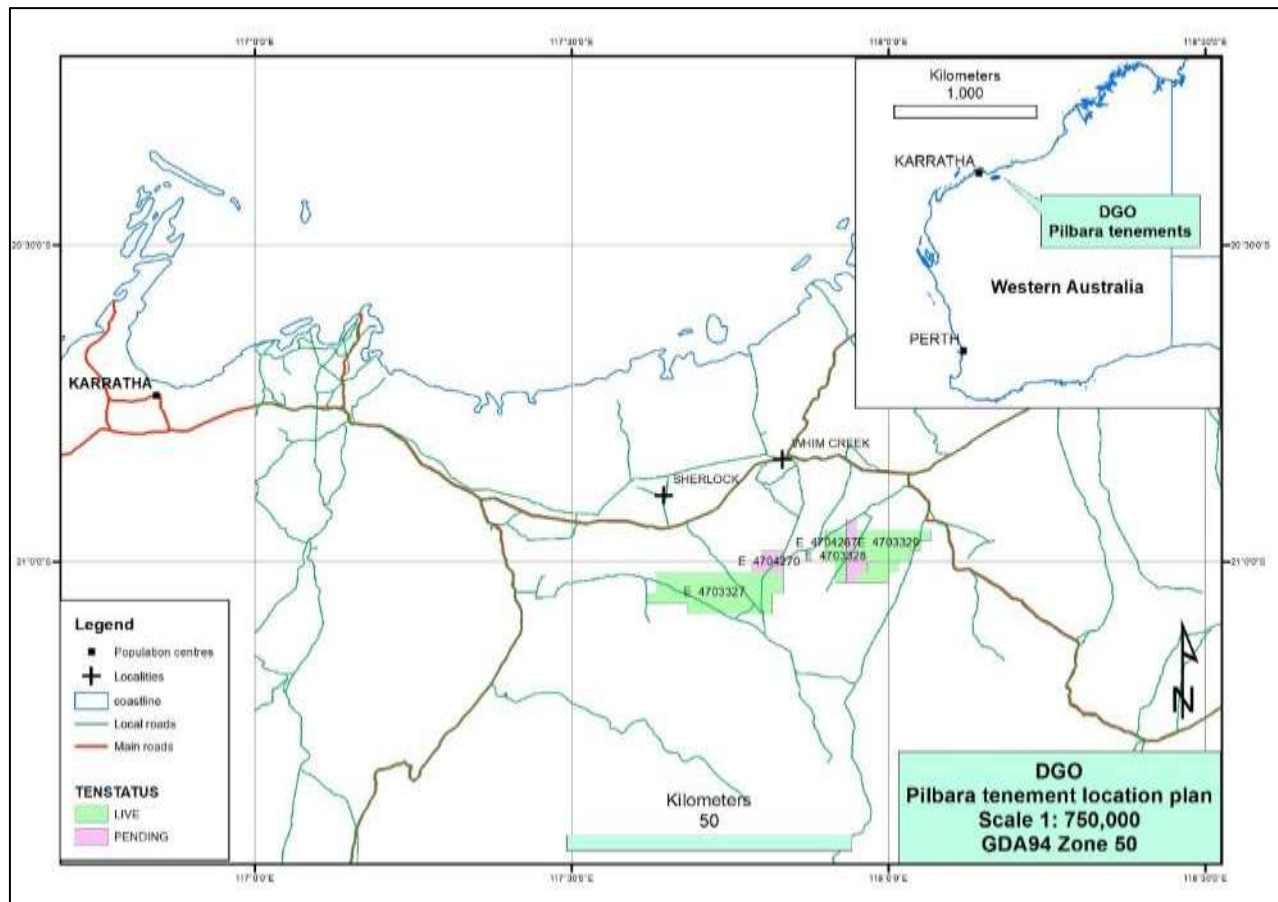


Figure 21: DGO Pilbara tenement location

5.2 Tenure

The DGO tenements are listed as shown in Figure 21. The tenements are held by Yandan Gold Mines Pty Ltd, a wholly-owned subsidiary of DGO. A search of DMIRS records indicates that all the live tenements have met or exceeded annual expenditure commitments. For full tenure and expenditure details see Appendix 4.

Table 7: DGO Pilbara tenements

Tenement ID	Status	Grant Date	Expiry Date	~Area km ²
E47/3327	Granted	20/10/2016	19/10/2021	140.5
E47/3328	Granted	5/05/2016	4/05/2021	25.5
E47/3329	Granted	5/05/2016	4/05/2021	76.7
E47/4315	Pending			22.4
E47/4316	Pending			15.9
Totals				281.0

5.3 Regional Geology

The north Pilbara granite–greenstones have had a long and active geological history; the oldest supracrustal rock being older than 3515 Ma and the youngest granitoid 2765 Ma (Nelson et al., 1999). Hickman (1999) subdivided the north Pilbara granite–greenstones into three lithotectonic elements, each having separate geological histories that partly overlap, particularly after 2900 Ma:

1. The East Pilbara Granite-Greenstone Terrane (EPGGT);
2. The Central Pilbara Tectonic Zone (CPTZ);
3. The West Pilbara Granite-Greenstone Terrane (WPGGT).

The EPGGT and WPGGT are separated by the CPTZ, which was defined by Hickman (1999) to effectively contain rocks of the Whim Creek and Mallina Basins. This zone is bounded by fault–shear zones and unconformities with older units, mainly the Cleaverville Formation.

Units within the CPTZ include felsic to mafic volcanic rocks and associated sedimentary units of the 3010–2950 Ma Whim Creek greenstone belt, and turbidites of the 2980–2940 Ma De Grey Group. One of the characteristics of the CPTZ is the presence of several discrete granitoid intrusion events between 2950 and 2920 Ma. The earliest of these magmatic events is the intrusion of 2950 Ma sanukitoids (high magnesium granodiorites), followed by intrusion of monzogranite at c. 2930 Ma and granite at 2920 Ma (source DMP Record 2001/11).

The DGO tenements are located within the CPTZ and largely comprise elements of the De Grey Group.

5.3.1 Regional Structural Geology

Three major deformation events are recognized in the CPTZ:

1. an event that produced easterly to east-northeasterly trending folds and a steeply; dipping axial-planar fabric prior to 2950 Ma;
2. an event that produced north-trending folds and a steeply dipping axial-planar fabric at 2950 Ma;
3. an event that produced east to east-northeast folds and a steeply dipping fabric sometime between 2930 and 2880 Ma.

The main fabric observed in the rocks is a composite between the first and third fabric (source DMP Record 2001/11).

5.4 Local Geology

The local geology predominantly comprises members of the De Grey Group; the Mallina Formation and Constantine Sandstone. A late granite, the Nerrelly Leucogranite, is located in the north-central portion of tenement E47/3327. The extreme western edge of E47/3327 covers the Mount Roe Basalt, which elsewhere overlies the Hardey Formation, the principal host and focus of the recent 'conglomerate' gold discoveries by Novo Gold and other explorers including De Grey (Figure 22).

Several north-easterly trending faults/shears trend through the tenements. North-easterly trending antiformal fold structures are mapped within E47/3327 and an antiformal fold structure is mapped within E47/3329. These structures are an important local control on Au deposits within the CPTZ, with the nearby Toweranna Au deposits a prime example. The Scotty Well Prospect is the primary gold target located within E47/3327 (Figure 22).

Figure 23 shows the GSWA 40 m TMI magnetic image overlying geology.

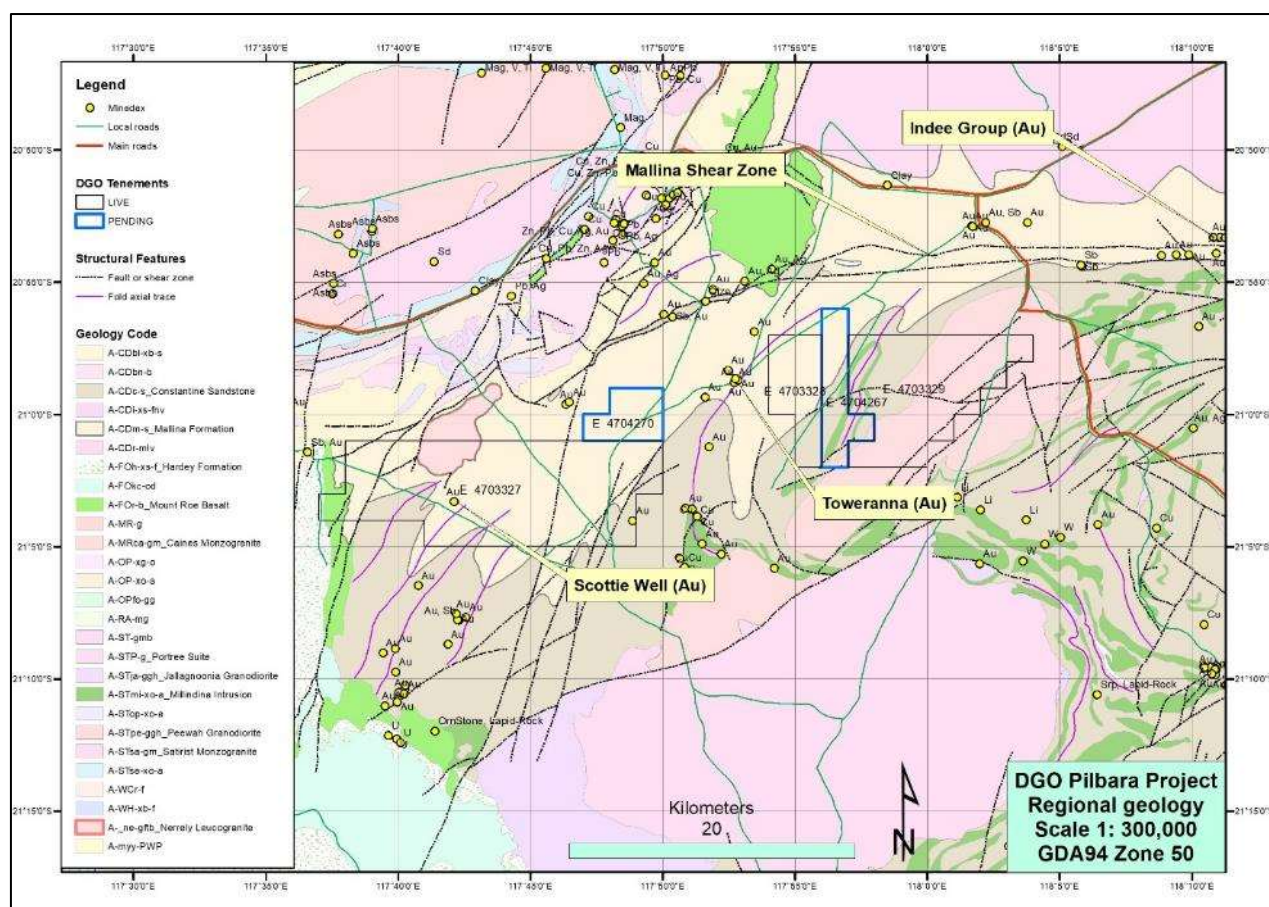


Figure 22: Regional geology of the DGO Malina gold projects

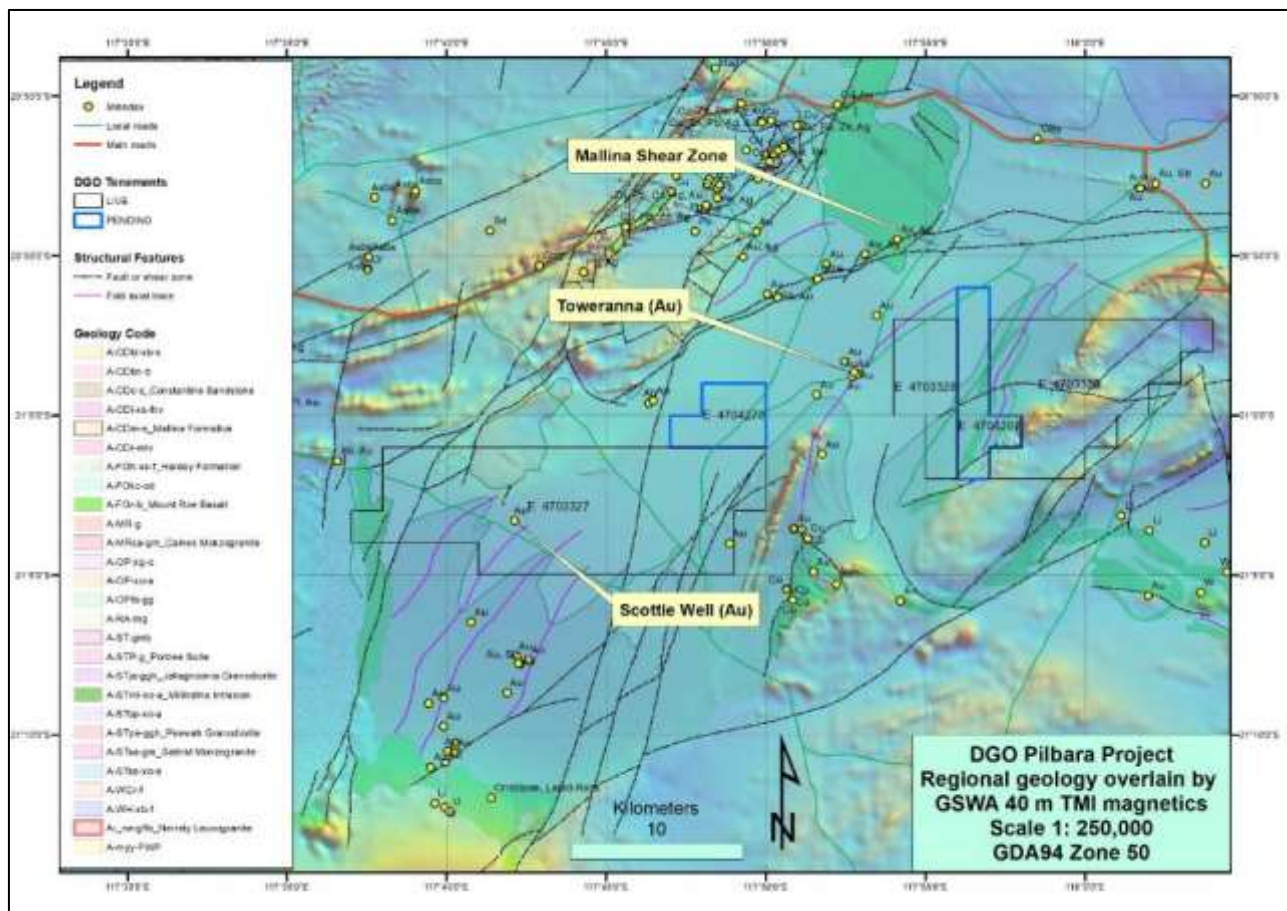


Figure 23: TMI magnetic image over geology

5.5 Historical Exploration

Very little meaningful exploration has been completed within the DGO tenement package. Previous work has largely comprised soil sampling of variable quality and local rock chip sampling; mostly located at Scottie Well within E47/3327.

Mount Roe Basalts of the Fortescue group have been confirmed by Novo and Artemis to host high-grade gold within basal conglomerates. This unit occurs on the western side of E47/3327 tenement and is lacking in surface geochemistry coverage (Figure 24).

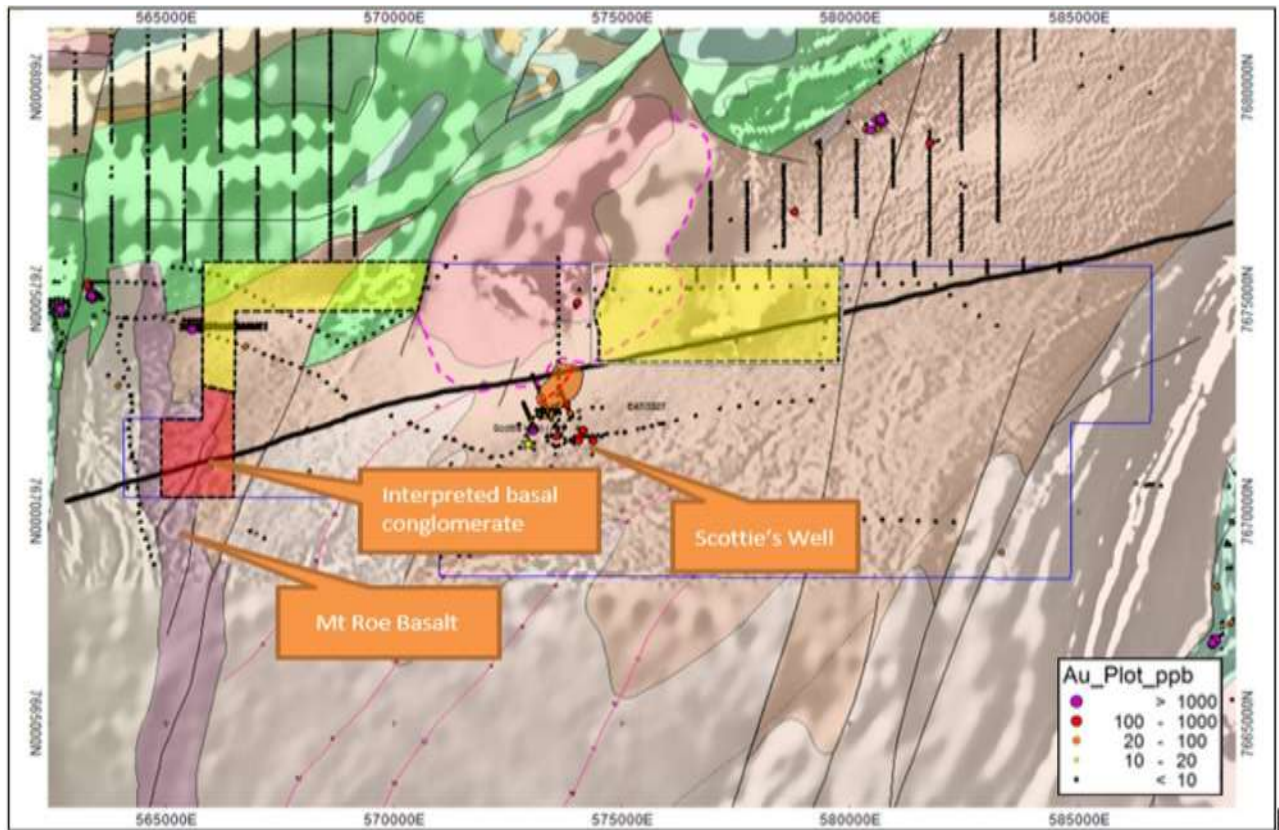


Figure 24: Surface Au sampling over E47/3327 DGO tenement (black dots) with significant concentrations seen in proximity to Scottie's Well and areas highlighted in yellow recommended for field mapping to confirm/deny the presence of Mount Roe Basalt conglomerates. (Source: DGO PowerPoint, Mallina, V10 targeting).

Figure 25 demonstrates surface gold geochemistry over E47/3328 and E47/3329 tenements with some anomalism evident along the contacts of the metamorphosed gabbro and sediments of the Constantine Sandstone uplifted to form an antiform. Together with significant E-W faulting, these areas can provide favourable conditions for mineralisation to occur within structural traps (fold closures or domes)

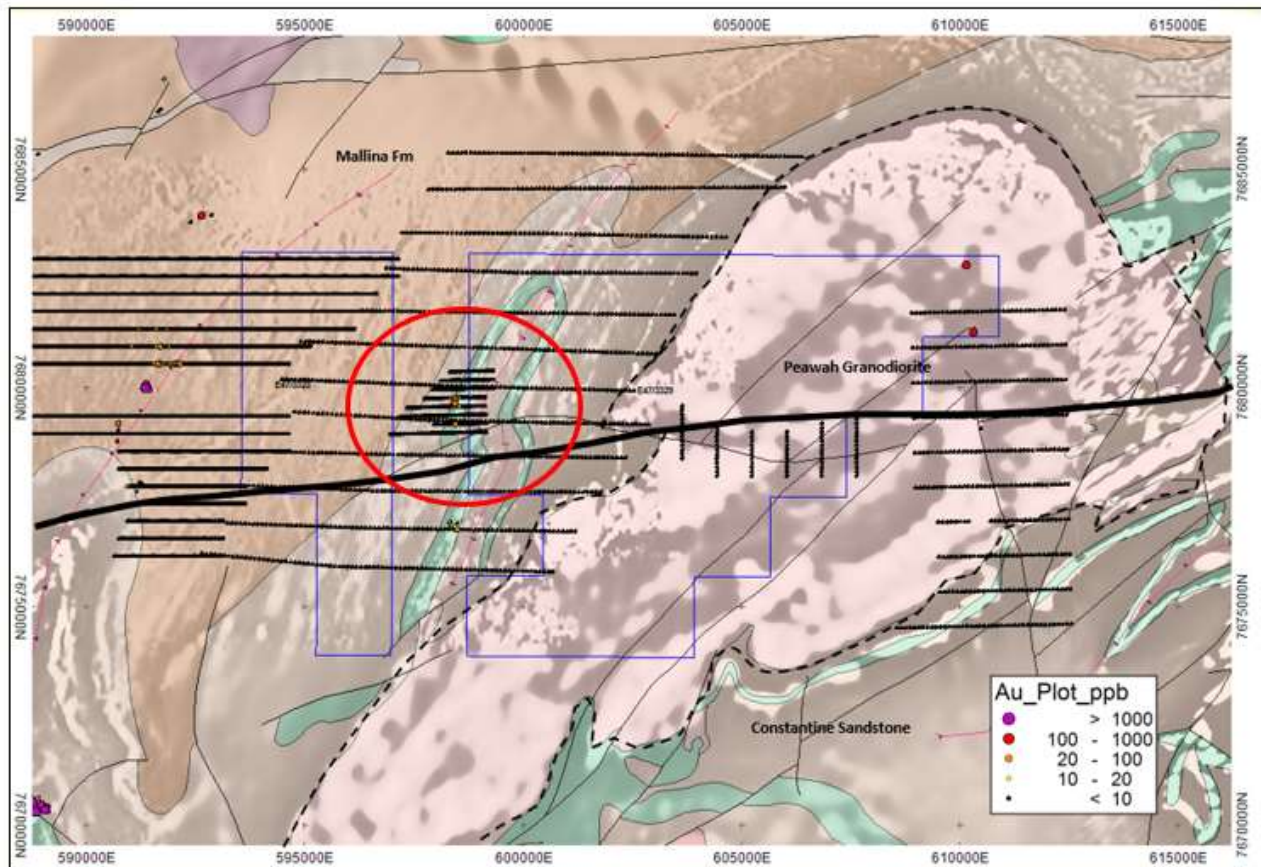


Figure 25: Surface Au geochemistry over E47/3328 and E47/3329 tenements showing some anomalism along contacts of the metamorphosed gabbro and sediments of the Constantine Sandstone

5.6 Nearby Deposits/Resources

The DGO tenements are located in an expanding gold province, largely dominated, and being explored by De Grey Mining Limited (De Grey). The latest global resource estimate for De Grey's Whitnell Mining Centre, which forms part of their Pilbara Gold Project, is 37.44Mt @ 1.8g/t for 2,164,500ozs Au (ASX announcement April 2020, Resource dated March 2020). The relative position of the DGO tenement and De Grey tenements and mineral resources is shown in Figure 26.

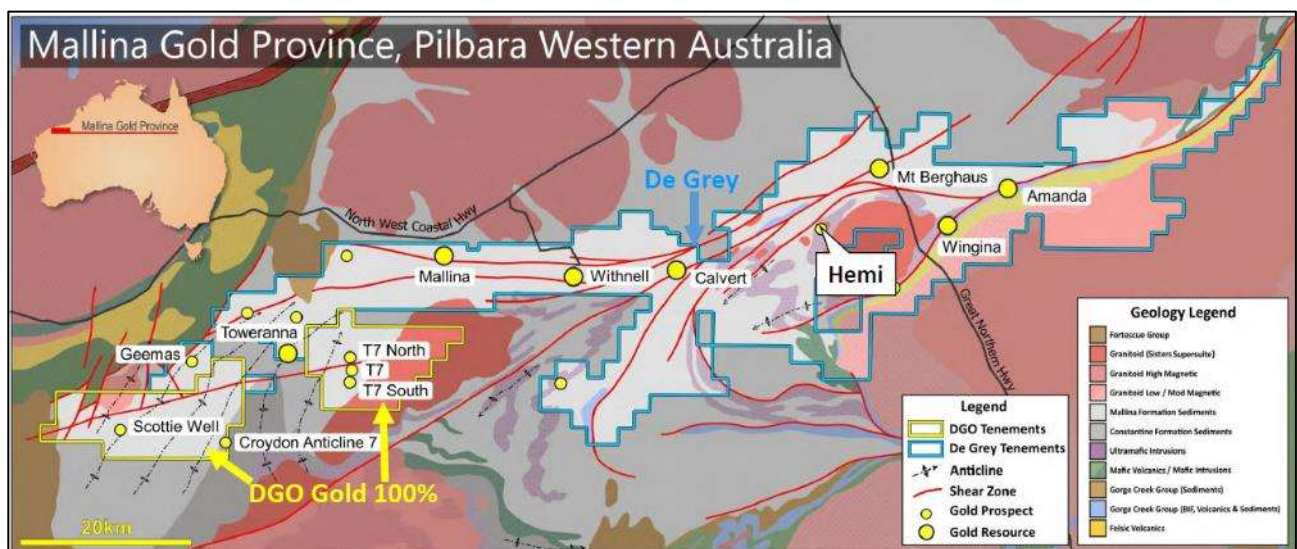


Figure 26: Location of DGO tenements in relation to De Grey tenements and projects

The Hemi project is a discovery late in 2019 consisting of the Aquila and Brolga prospects located 50 km to the north-east of The DGO tenements (Figure 26). The Hemi discovery is under 30m of transported cover, with the first aircore drill results reported on 17 December 2019 and further results subsequently reported during February and March 2020. According to De Grey (ASX Announcement March 17th, 2020) the scale, grade and overall dimensions of the mineralisation defined to date is larger than all previously defined gold deposits De Grey has defined within the project area.

Mineralisation is defined by two zones of, broad sulphide rich mineralisation with high-grade gold has been partially defined in the Aquila and Brolga Zones. Aquila Zone represents a 30-50m wide high-grade gold zone to 180m below surface. Wide-spaced drilling has now defined this zone over approximately 800m of strike (De grey Mining Limited ASX announcement 17th March 2020) (Figure 27)

The Brolga Zone is interpreted by De Grey up to +200m wide and is currently defined by RC drilling over 240m of strike (Figure 27).

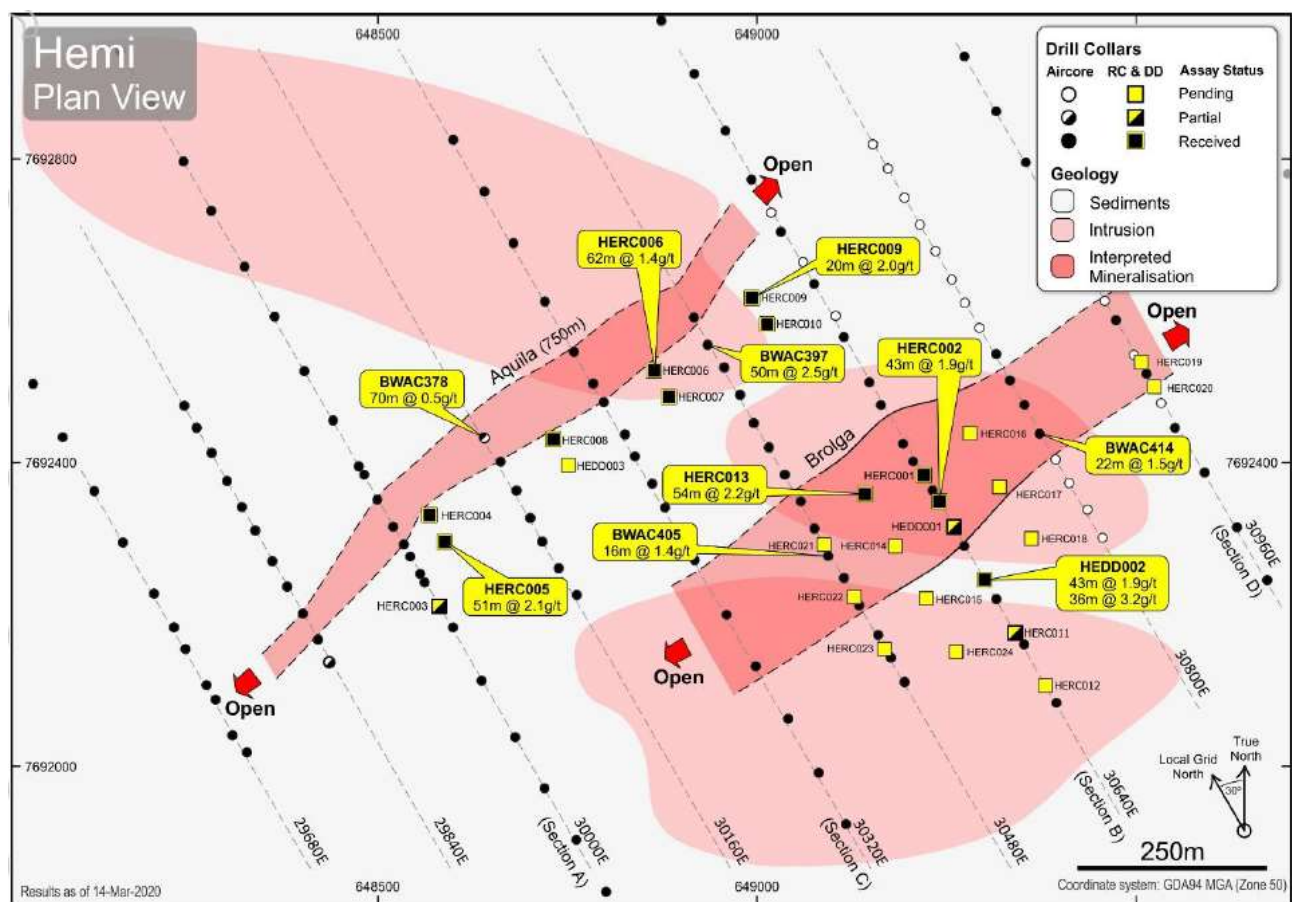


Figure 27: Hemi Prospect drilling plan showing new intercepts and interpreted geology and mineralisation (De Grey Mining Limited ASX release March 2020)

The nearest gold deposit to the DGO tenement with significant Au resources is the De Grey Mining Limited Toweranna deposit, located 1.8 km west of E47/3328 (Figure 26). At Toweranna, gold mineralisation occurs in numerous variously oriented pyrite-rich quartz veins (Figure 28) which occur within, and marginal to, an intermediate stock. The stock has intruded a suite of moderate to steeply dipping meta-sandstones, greywackes, and argillites of Archaean age. The stock is ovoid at surface and approximately 250 m in diameter. Lodes typically strike north-south, with a moderate easterly dip. The mineralisation and host rocks are weathered to a depth of up to 50 m. The deposit is open at depth. The latest published resource is 5.33 Mt at 2.1 g/t for 356,600 OZ Au (De Grey Mining Ltd ASX release 16 July 2019).

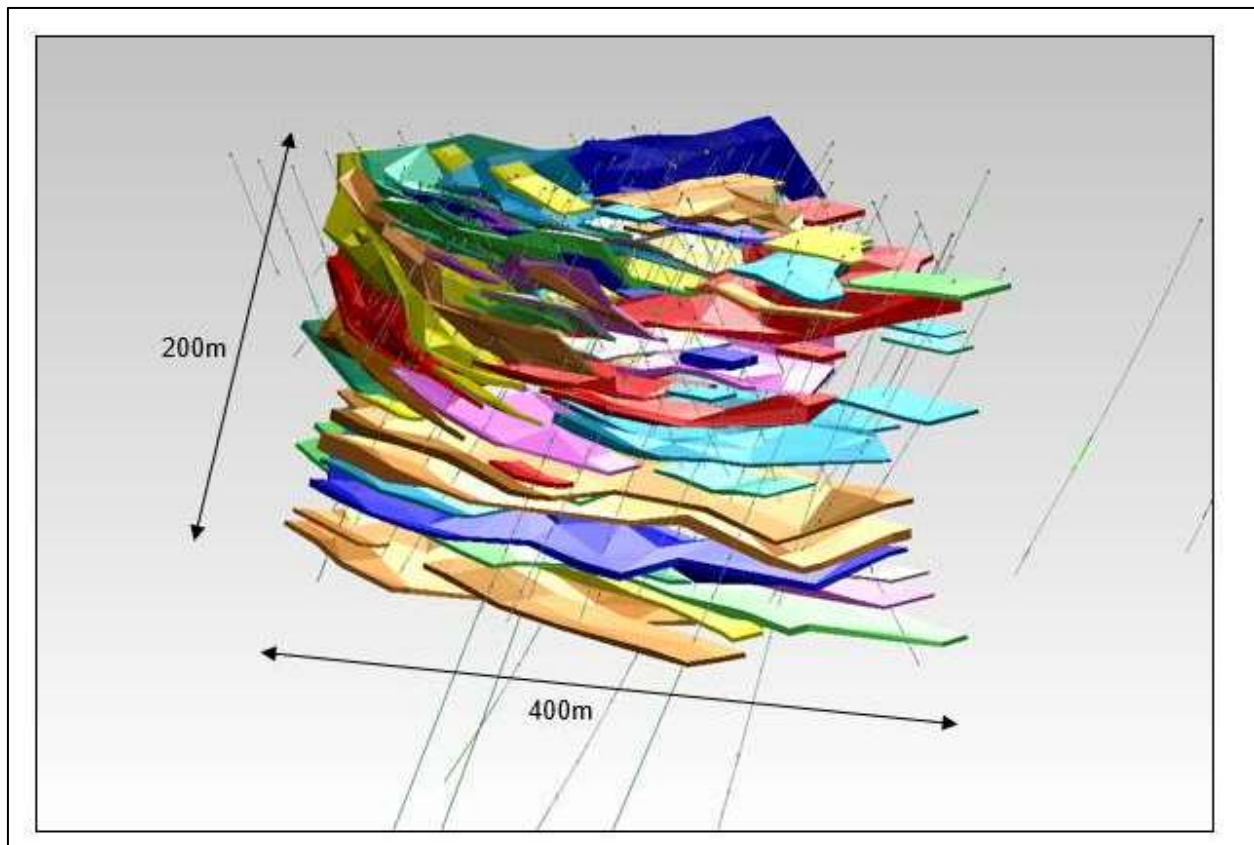


Figure 28: 3D model of the Toweranna stacked veins looking North. Location shown in Figure 26
(source De Grey Investor Presentation July 2019)

The other deposit type occurring within the area is typified by the Camel Creek-Withnell deposits (Figure 26), hosted by a sequence of Archaean turbidite sediments intruded by a series of granitic plugs. Multiple zones of mineralisation lie within the regionally extensive, east-west trending Withnell Shear Zone. Gold mineralisation at Withnell, and the adjacent Hester deposit, is associated with quartz veins, quartz-sulphide lodes, disseminated sulphides and associated carbonate alteration and hosted by altered and poly-deformed folded sediments. The mineralised zones are typically sub-vertical; however, folding and deformation of the sequence has resulted in some complexity to the interpreted geometry. Thickness of the mineralisation is typically 5 m to 20 m wide but in excess of 40 m wide in some parts of the deposit. The weathering profile comprises a veneer of calcrete or hardpan overlying weathered bedrock to a typical depth of 50 m but, ranging from 10 m to 80 m in depth. No true saprolite occurs throughout the deposits and the mineralisation has been divided into “oxide” and “sulphide” zones. The lower limit of the oxide zone is delineated by an interpreted base of weathering which has been defined as the occurrence of sulphides in the mineralised zones (source De Grey Mining ASX release 16 July 2019).

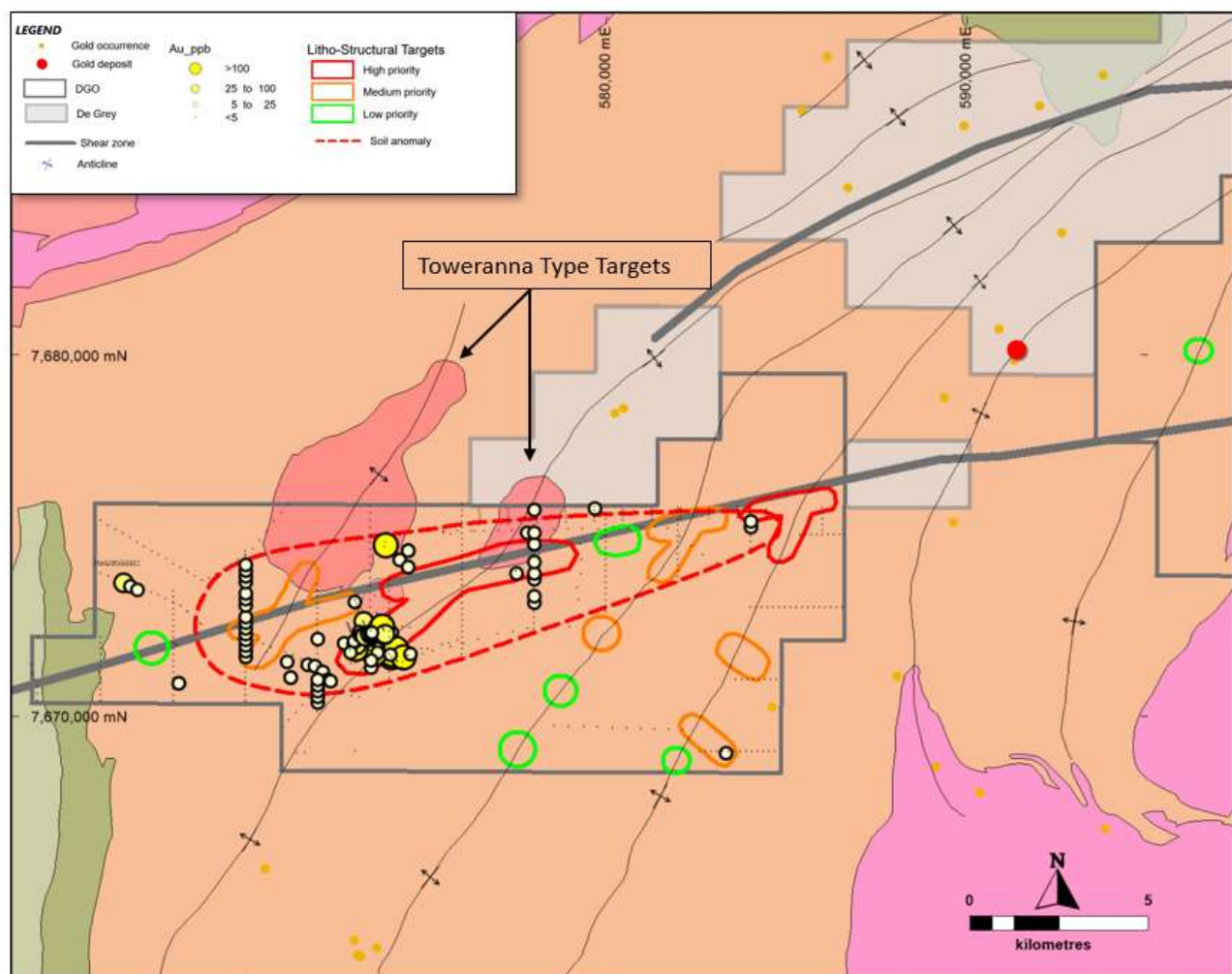


Figure 29: DGO tenements and Toweranna style targets
 (DGO Presentation)

5.7 Mineralisation Models

Several mineralisation targets types have been identified in the DeGrey Pilbara Gold project and these are relevant to the DGO properties. Five styles of mineralisation can be defined as follows:

- Lode-gold deposits associated with sericite-carbonate pyrite alteration assemblages (e.g. Withnell)
- Lode-gold deposits associated with pyrophyllite bearing alteration assemblages (e.g. Camel - Withnell)
- Lode antimony-gold prospects such as Mallina and Peawah
- Stacked quartz-sulphide veins hosted in intrusions such as Toweranna
- Conglomerate hosted gold on the basal conglomerates to the Mount Roe basalts
- Hemi style sulphide alteration (pyrite and arsenopyrite) associated with felsic and mafic intrusions

The principal exploration models for the DGO tenements is shear-hosted gold mineralisation (i.e. Wingina) and quartz-sulphide stacked lodes, with rheological contrasts hosted in small intermediate intrusions. The presence of small intrusions within the DGO tenements coincident with soil anomalies suggests there is potential for Toweranna style mineralisation (Figure 29). The Recent Hemi discovery potentially provides a further exploration target on the Mallina tenements.

The other styles of mineralisation targeted by DGO include potential gold bearing basal conglomerates of the Mount Roe Basalts, interpreted to be trending N-S, moderately dipping from east to west, forming a small

slither on the western most edge of tenement 47/3327 as demonstrated in Figure 24 and cartoon represented in Figure 30.

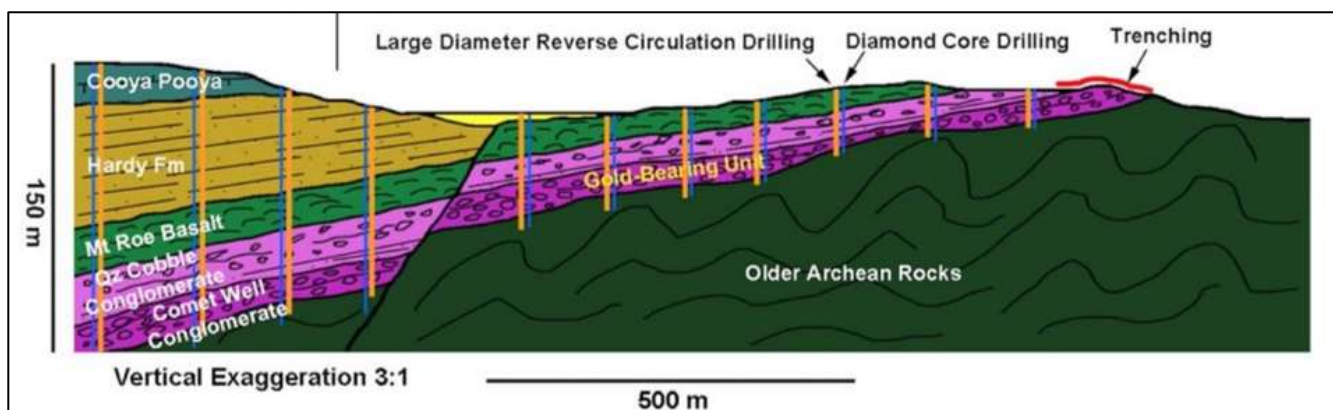


Figure 30: General model for conglomerate hosted gold
(DGO presentation)

5.8 Discussion

Overall DGO's tenements cover a geological setting permissive for the presence of fault/shear-hosted gold deposits of the Camel-Whitnell and Toweranna type deposit and the relatively new styles identified sulphide intrusion (Hemi) style as well as conglomerate hosted gold deposits. The exploration potential for the mineralisation models described is considered reasonable and supported by the exploration success on the DeGrey Mining tenements.

The principal short-term exploration focus is the Scottie's Well project and the adjacent antiformal structural zones located within E47/3327 and assessing the contacts of the Mount Roe Basalt for evidence of 'conglomerate' hosted gold in the interpreted underlying Hardey Formation.

5.9 Conclusions

The DGO tenement package contains several geological features (faults/shears/antiformal fold structures/intrusions) which are similar to those which are the locus of gold mineralisation in nearby areas and, therefore, there is considered to be potential for locating gold mineralisation of the Whitnell or Toweranna type. The recent Hemi discovery by De Grey has also focussed the DGO exploration effort for this new style of mineralisation. In addition, there may be potential for the occurrence of 'conglomerate' hosted gold related to the Fortescue Group Hardey Formation on the western side of the tenement.

6 Eastern Goldfields Projects – Black Flag

6.1 Location and Access

DGO's Black Flag project is located in the eastern Archaean Yilgarn Craton, approximately 20 km northwest of Kalgoorlie, Western Australia (Figure 31). The Black Flag Project can be accessed via the Goldfields Highway north from Kalgoorlie towards Broad Arrow, and then a network of local roads and pastoral station tracks. The tenements are between Horizon Minerals Limited's (HRZ) Teal and Black Flag gold projects and the Norton Gold Fields Limited's (NGF) Janet Ivy haul road crosses the eastern side of the project area (Figure 32).



Figure 31: Location plan for the Black Flag Project

6.2 Tenure

The Black Flag assets comprise one Exploration Licence and seven contiguous Prospecting Licences (Table 8, Figure 32) covering a total 30.7 km² in area. The Black Flag tenements are held and managed by Yandan Gold Mines Pty Ltd, a wholly-owned subsidiary of DGO. The tenements lie within the Broad Arrow Mineral Field on the Kalgoorlie (3136) 1:100 000 map sheet (Figure 32). For full tenure and expenditure details see Appendix 4.

Table 8: DGO Black Flag tenement details

Tenement ID	Status	Grant Date	Expiry Date	Area (ha)
E24/197	Granted	11/08/2016	10/08/2021	1,669
P24/4986	Granted	9/03/2016	8/03/2020	200
P24/4987	Granted	9/03/2016	8/03/2020	200
P24/4988	Granted	9/03/2016	8/03/2020	199
P24/4989	Granted	7/04/2016	6/04/2020	200
P24/4990	Granted	9/03/2016	8/03/2020	200
P24/4991	Granted	9/03/2016	8/03/2020	200
P24/4992	Granted	9/03/2016	8/03/2020	200
Total				3,067

Extension of term submissions were lodged by DGO on 20 March and are pending assessment by DMIRS. A Program of Works application ID86467 was lodged on 7 April for drilling on targets on the prospecting licences.

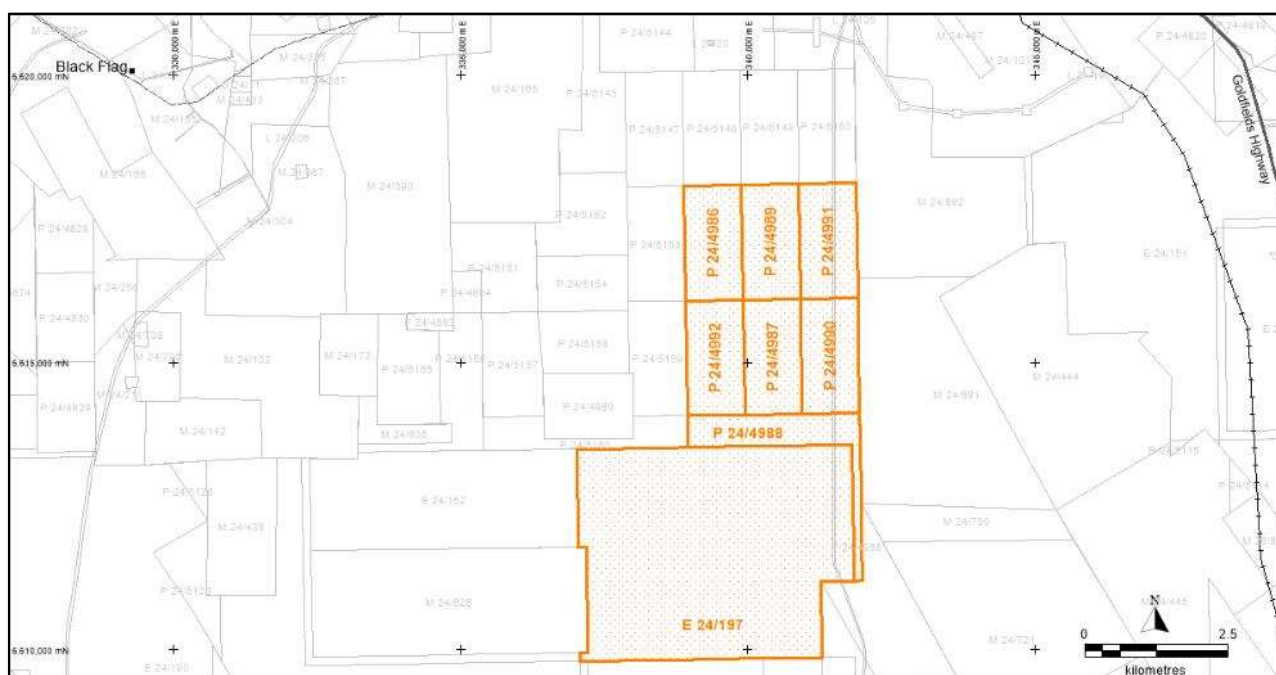


Figure 32: Tenement plan, Black Flag Project

6.3 Regional Geology

The Black Flag Project lies within the Ora Banda Domain of the Kalgoorlie Terrane, a mineralised granite-greenstone terrane hosting significant deposits of gold and nickel within the Yilgarn Craton. The tenements are located on the eastern side of the fold axis of the south-east plunging regional, granite-cored Goongarrie-Mount Pleasant Anticline in the southern portion of the Ora Banda Domain. The Domain is bound by regional NNW-SSE striking shear zones (Zuleika, Abattoir and Bardoc shear zones); (Figure 33).

A generalised regional stratigraphy for the Kalgoorlie Terrane (Swager et al., 1990) comprises, from oldest to youngest: mafic-ultramafic volcanic rocks (Lower Basalt Unit, Komatiite Unit, including high-Mg basalt, Upper Basalt Unit); intermediate to felsic volcanic and sedimentary rocks (Felsic Volcanic and Sedimentary Unit); and epiclastic sedimentary rocks (Polymictic Conglomerate Unit). NeoArchaean basin development commenced with extrusion of the mafic and ultramafic volcanic rocks at ca. 2.71 Ga, followed by sedimentation and felsic-intermediate volcanism over ~30 Myr from ca. 2.69 – 2.66 Ga (Cassidy et al., 2006). The final phase of development produced clastic sedimentary basins that contain polymict conglomerate after ca. 2.66 Ga. The Ora Banda Domain is recognized as having the most complete stratigraphic column, with widespread preservation of primary textures and unit contacts (Swager et al., 1990).

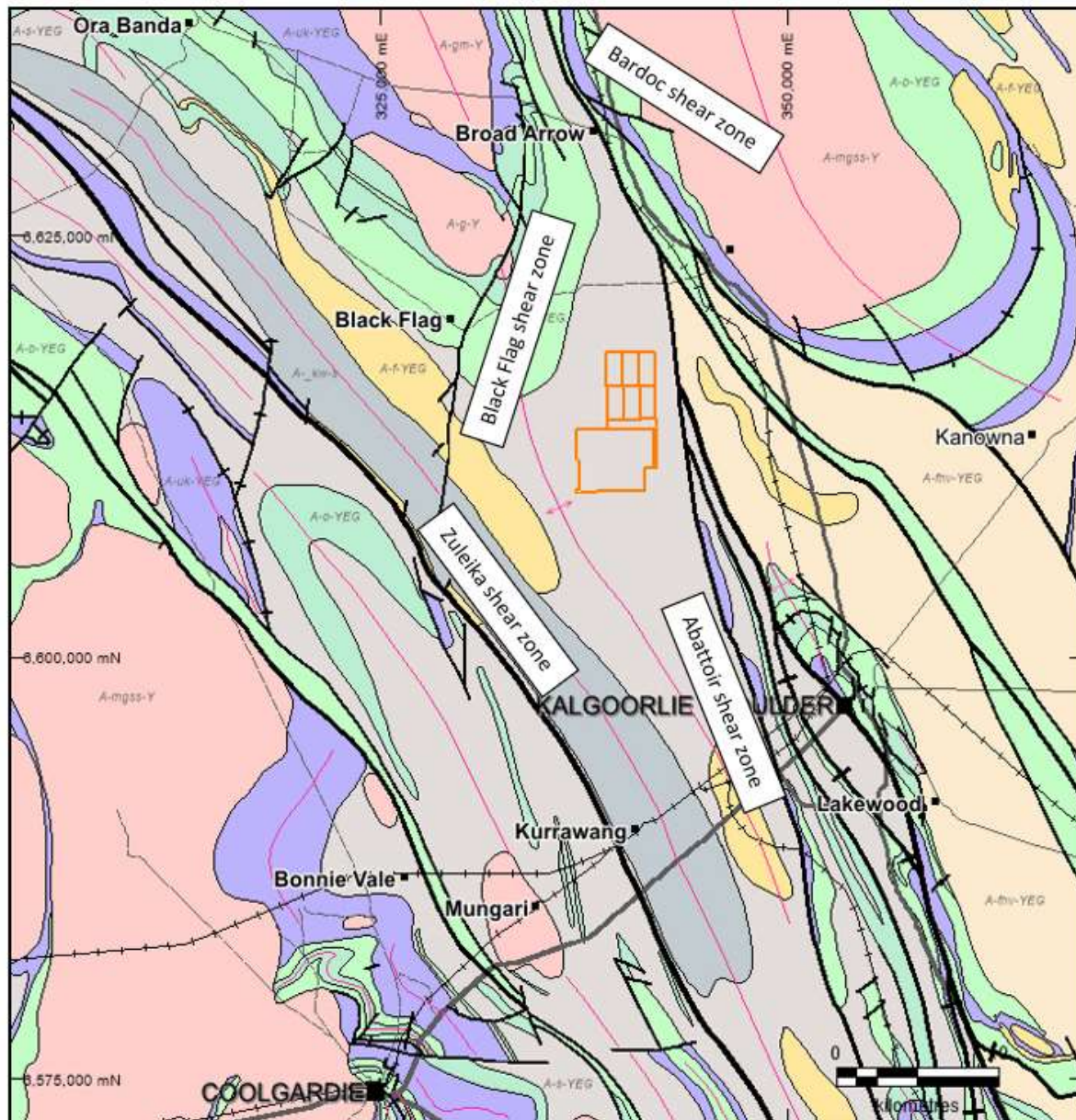


Figure 33: Regional solid geology interpretation over the Black Flag Project

(DGO presentation). Legend: A-uk-YEG – ultramafic volcanic, A-b-YEG – mafic volcanic, A-o-YEG – mafic intrusive, A-f-YEG – felsic volcanic and volcanoclastic, A-fnv-YEG – volcanogenic sediment, A-s-YEG – siliciclastic sediment, A-kw-s – Kurrawang conglomerate, A-mgss-Y – foliated metagranite, A-g-Y – granite.

In the southern Ora Banda Domain (Figure 33), the Upper Basalt Unit comprises tholeiitic mafic flow sequences with several layer-parallel, co-magmatic sills and interflow sedimentary rocks. Of these mafic flow

sequences, the upper unit is the Victorious Basalt, a distinctive coarse plagioclase-phyric flow sequence. The Felsic Volcanic and Sedimentary Unit is collectively referred to as the Black Flag Group (Swager et al., 1990) and has been divided into seven depositional and magmatic sequences grouped into four unconformity-bounded packages (Tripp, 2013). In the Ora Banda Domain, the Black Flag Group comprises turbidite sedimentary rocks assigned to the 'Talbot Formation'; 'White Flag Formation' intermediate volcanic rocks; and a poorly exposed upper sedimentary unit named 'Black Flag Formation'. Along the western margin of the Ora Banda Domain, epiclastic sedimentary rocks are present as elongate fault-bounded, NNW-SSE-trending synclines (Kurrawang Formation) containing rocks unconformably overlying previously folded rocks (Swager et al., 1990).

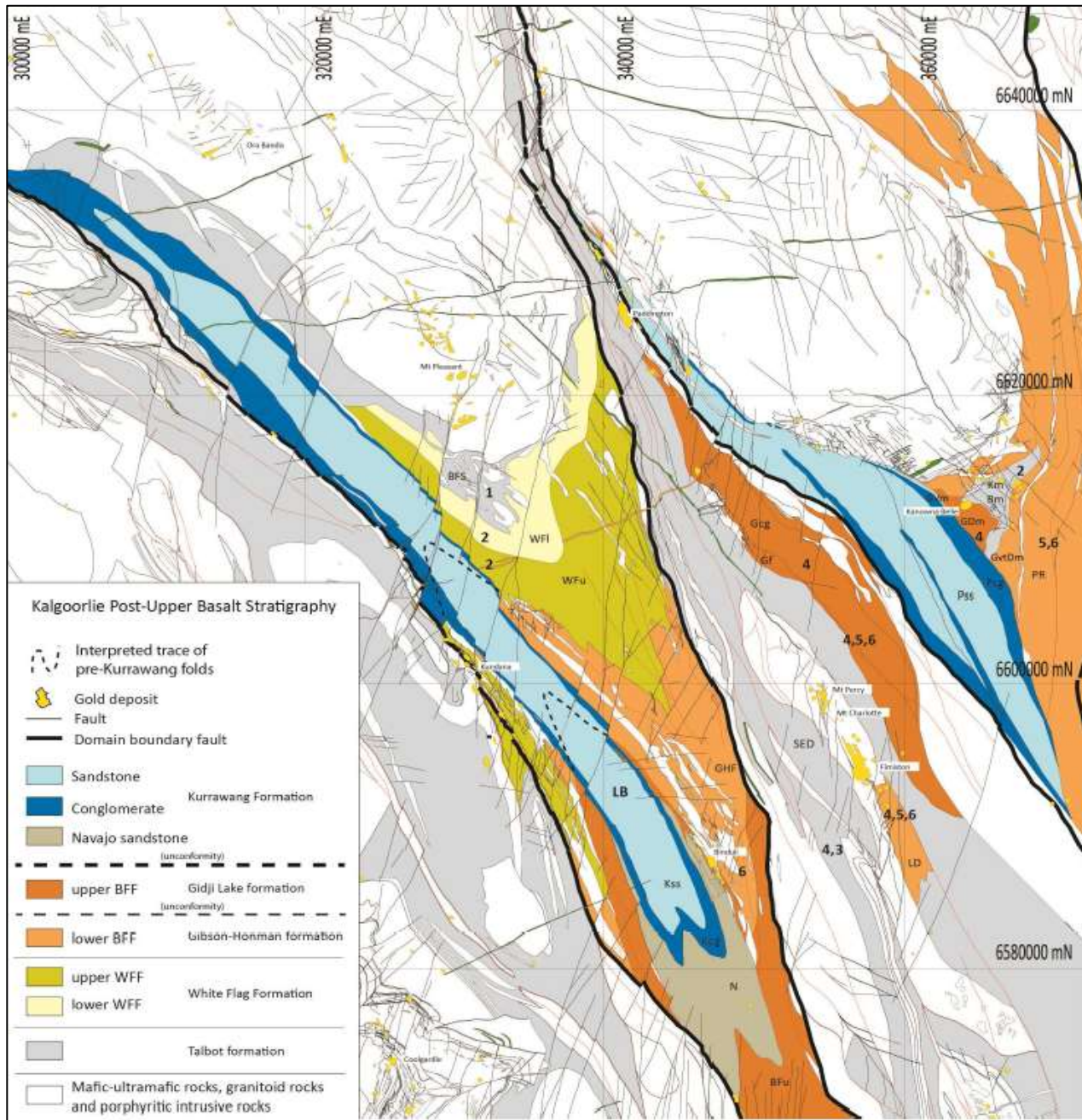


Figure 34: Interpretative solid geology interpretation over the southern Ora Banda Domain (after Tripp, 2013)

It is generally accepted that four principal regional deformation events are interpreted for the Ora Banda Domain (e.g. Swager, 1990). Early extension was subsequently overprinted by three compressive

deformation events. The sequence was subjected to low to middle greenschist facies metamorphism coincident with regional folding (D2). Subsequent deformation included regional shear zones (D3), such as the Abattoir and Zuleika Shear Zones, and later NNE-trending D4 dextral faults.

Late stage D4 faulting is ubiquitous in the southern Ora Banda Domain (Figure 34), with several major D4 faults visible in maps and geophysical images with significant displacements of up to 1000 m, which offset major lithological contacts, unconformities and domain boundary shear zones (e.g. Black Flag Fault). The D4 faults are widely recognized as controlling abundant lode-gold vein deposits particularly in small-scale, low-displacement faults (Tripp, 2013).

6.4 Local Geology

The DGO Black Flag tenements in the southern Ora Banda Domain is dominated by intermediate volcanic rocks of the White Flag Formation in the west and, divided by the NNW-trending Abattoir Shear Zone with sediments of the Talbot Formation to the east. The White Flag Formation is defined by an undifferentiated felsic-intermediate and sedimentary unit with NW-trending quartz-feldspar porphyry intrusions and cross-cut by NNE-trending faults. A relatively subdued aeromagnetic response of felsic rocks in the upper units of the Black Flag Group compared with mafic and ultramafic rocks lower in the sequence impedes interpretation.

The Archaean geology is overlain by extensive cover sequences of transported sediments, in-situ soils, laterite and lake clays, limiting exposure (Figure 9) and preventing correlation between small disconnected outcrops. The Cainozoic sediments, including some areas covered with salt lakes, may have previously inhibited the effectiveness of some of the historic exploration.

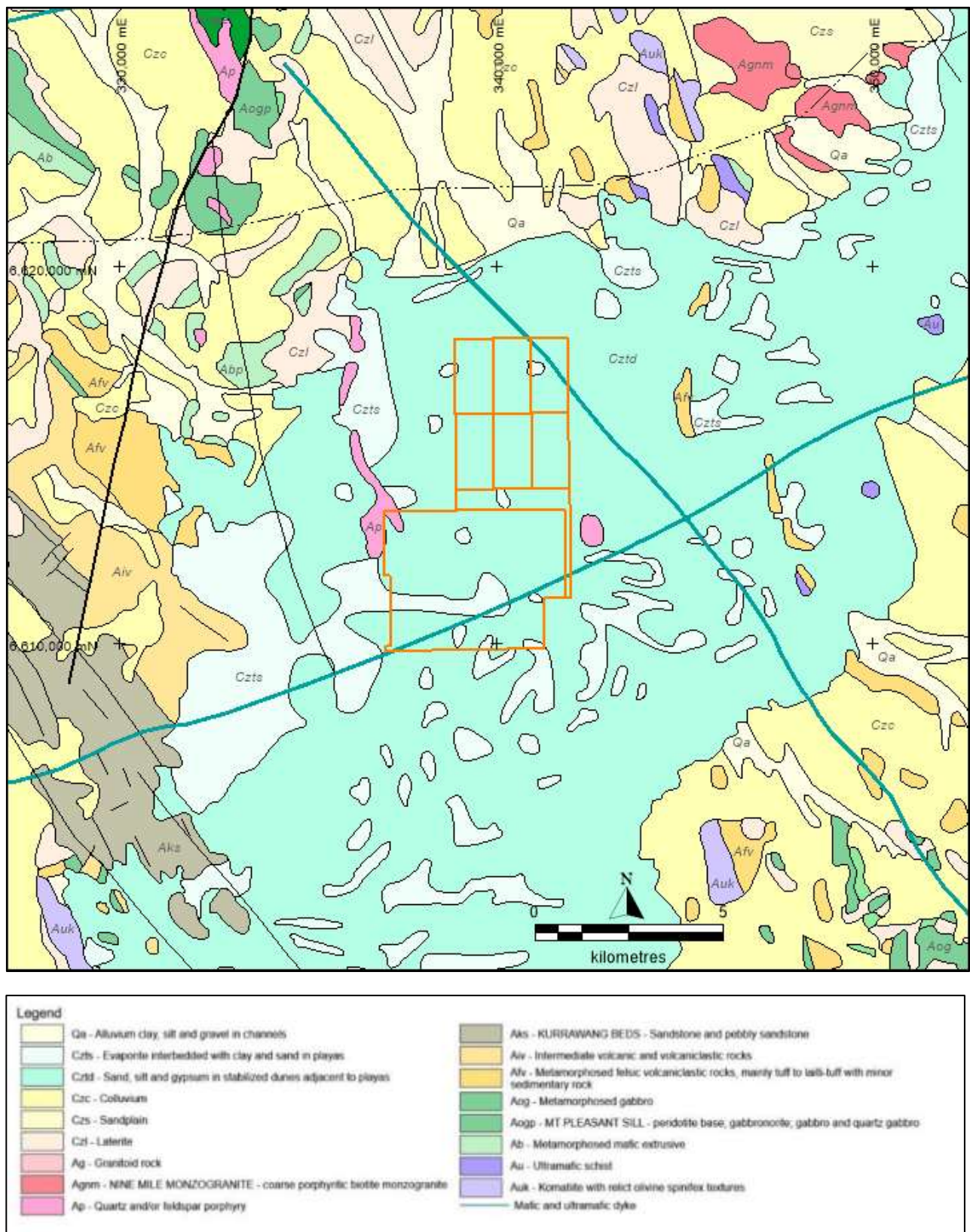


Figure 35: Local geology over the Black Flag Project

6.5 Mining History

No mining has been recorded from within the tenements or their immediate surrounds. The nearest mineral resources are the Horizon Minerals and First Au projects approximately 6-7 km to the south of the DGO tenements, as summarised below.

Horizon Minerals Limited (ASX: HRZ) report a combined 4.25Mt at 2.1g/t Au for 289,000oz JORC Resource for the Teal, Jacques Find and Peyes Farm gold deposits (HRZ ASX announcement dated 19 September 2018) approximately 7 km SSE of the Black Flag Project (Figure 36). HRZ mined the Teal Well open pit from 2016 to 2018 and produced 21,800oz Au at a grade of 3.2g/t Au with ore processed 22 km north at Norton Gold Fields' Paddington mill (HRZ ASX announcement dated 27 June 2018)

First Au Limited (ASX: FAU) report a 69,000oz Au JORC Resource at the Gimlet Gold Project approximately 6 km SSE of the Black Flag Project (FAU ASX announcement dated 7 May 2019). The FAU's Gimlet Project lies immediately adjoining to the north of HRZ deposits (Figure 36). FAU report diamond core results including 32m at 4.9g/t Au from 93m (FAU ASX announcement dated 28 May 2019). FAU plan to commence RC drilling along strike to the north of Gimlet to test gold mineralisation and related alteration in aircore drilling (FAU ASX announcement dated 19 September 2019).

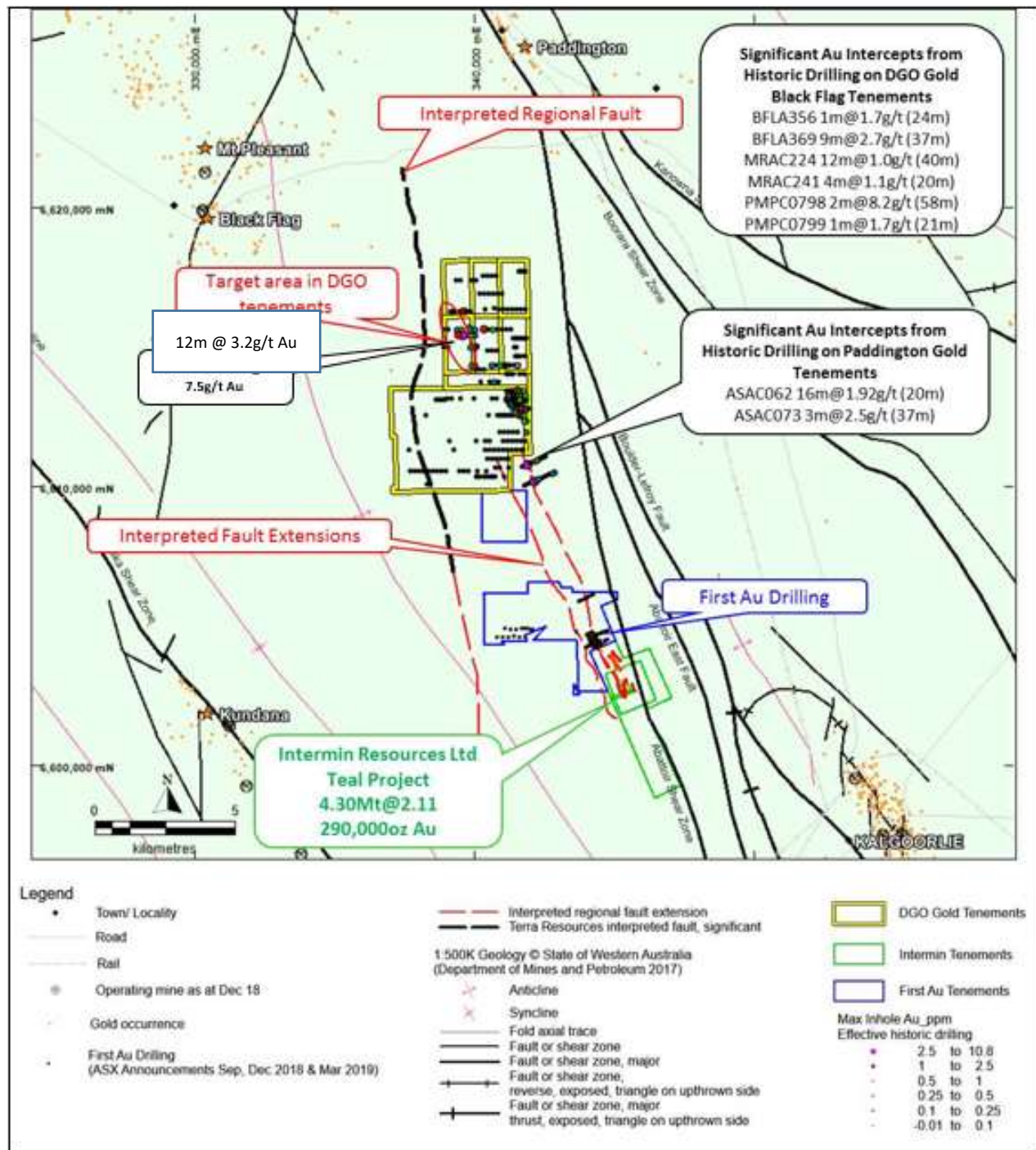


Figure 36: Regional structural framework, MINEDEX gold and DGO Black Flag Project location
 (Source: Yandal Gold Mines Pty Ltd, 2019, Black Flag Project. Annual Report for the Combined Reporting Group C67/2016)

6.6 Exploration History

Historical exploration on the DGO Black Flag Project tenements has been sporadic over the past 25 years. Initial RAB and surface soil programs in the late 1990's were ineffective exploration methods for the extensive cover sequences of transported sediments, in-situ soils, laterite and lake clays over the project area. Campaigns of wide-spaced aircore and limited RC drilling by Placer Dome Asia Pacific from 2002 to 2006 (WAMEX Open File Reports A67339, A70545 and A72446) and Paddington Gold Mine in 2011 and 2013 (A94950) returned a number of anomalous intersections in saprolite above felsic-intermediate volcanic and

sedimentary rocks and felsic porphyry intrusions, including 8m at 3.0g/t Au from 37m in BFLA369 and 2m at 8.2g/t Au from 58m in PMPC0798 (DO ASX announcement dated 2 September 2019). The anomalous air core intersections returned define a NNW-trending mineralised corridor which is sub-parallel to the regional Abattoir Shear.

Analysis of the drilling finds that the aircore holes were generally drilled at 60° to the west to depths ranging from <20m to >60m, with average down hole depths of 30 to 40m. The saprolite zone can be up to 60m thick, suggesting that the previous drilling may not have adequately tested the target zone.

Review of HRZ's Teal, Jacques Find and Peyes Farm gold deposits and FAU's Gimlet gold resource, outside of and about 6-7 km to the SSE of the Black Flag Project, indicates that the historic exploration results, from within DO's project area, compare favourably with initial aircore drilling reported at these deposits. FAU reported initial aircore drilling results that included 8m at 1.6g/t Au from 38 to 44m (FAU ASX announcement dated 10 September 2018). Follow up RC drilling returned significantly higher-grade intersections, including 13m at 8.2g/t Au from 67m and 15m at 3.4g/t Au from 64m (FAU ASX announcement 14 December 2018), and delineated supergene and hypogene gold mineralisation over a strike length of 400 metres.

The Teal, Jacques Find and Peyes Farm gold deposits, held by HRZ, are characterised by a well-defined supergene blanket located above quartz-veined shear zones within felsic-intermediate volcanic and sedimentary rocks and felsic porphyry intrusions (Figure 37; HRZ ASX announcement dated 19 September 2018). Gold mineralisation is developed in flat-lying oxide supergene deposits located between 20 and 55 metres in each of the deposits. Hypogene sulphide mineralisation is structurally controlled and strongly influenced by flexures along variably dipping, apparent NW-trending shear zones. Primary mineralisation at depth is associated with quartz-arsenopyrite veining. Mineralisation at depth exhibits semi-refractory properties and during processing, optimal recoveries may be achieved through ultra-fine grinding, pressure oxidation or roasting (HRZ ASX announcement dated 19 September 2018). Mining of the shallow oxide supergene mineralisation at Teal returned recoveries above 93%.

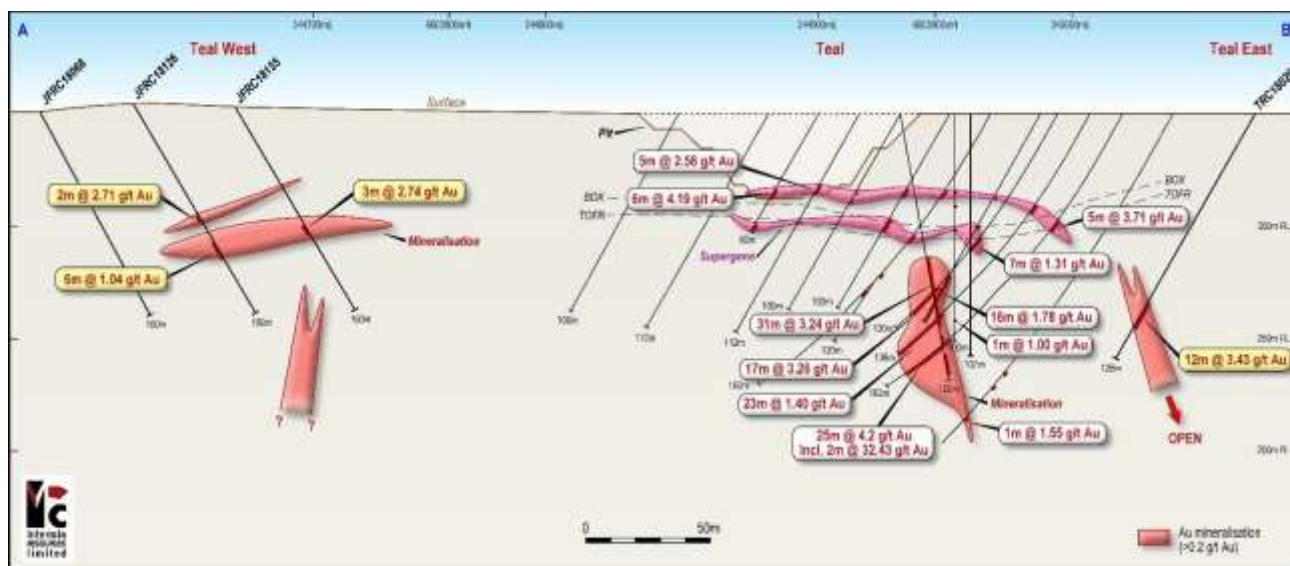


Figure 37: Section of the Teal West and Teal East deposits illustrating the supergene oxide zones overlying primary sulphide mineralisation at depth; (Source: HRZ ASX announcement dated 1 August 2018)

6.7 Recent Exploration

DO has undertaken RC and Diamond drilling programs in 2016 and 2019. Three RC holes were drilled for 438m in late 2016 to test the projected NNW-trending mineralised corridor defined from historic shallow aircore drilling. The RC drilling returned broad zones of gold anomalism within altered Black Flag sedimentary

and felsic volcanic rocks, including 10m at 0.38g/t Au from 31m in BFR0001, 4m at 0.35g/t Au from 70m in BFR0002 and 2m at 0.57g/t from 30m in BFR0003 (DO Quarterly Report for period ending 31 December 2016). Interpretation of aeromagnetic data suggests that these RC holes were sited too far to the east to effectively test the extensions of the NNW-trending Teal-Gimlet mineralised structural corridor (Figure 38).

In late 2019 DO completed 2009m of RC and diamond drilling (2 holes) to test extensions of the structural corridor from the Teal deposit through the First Gold Limited's Gimlet project into the DO tenements. This drilling intersected extensive shearing and alteration including silica-chlorite-carbonate-sericite alteration and disseminated pyrite and quartz veining in the Black Flag Group intermediate volcanics. Best assay results included 12m @ 3.2g/t Au from 116m in BFR0005 and 8m @ 2.2g/t Au from 60m in BFR0004 (DO ASX quarterly Report December 2019) (Figure 38).

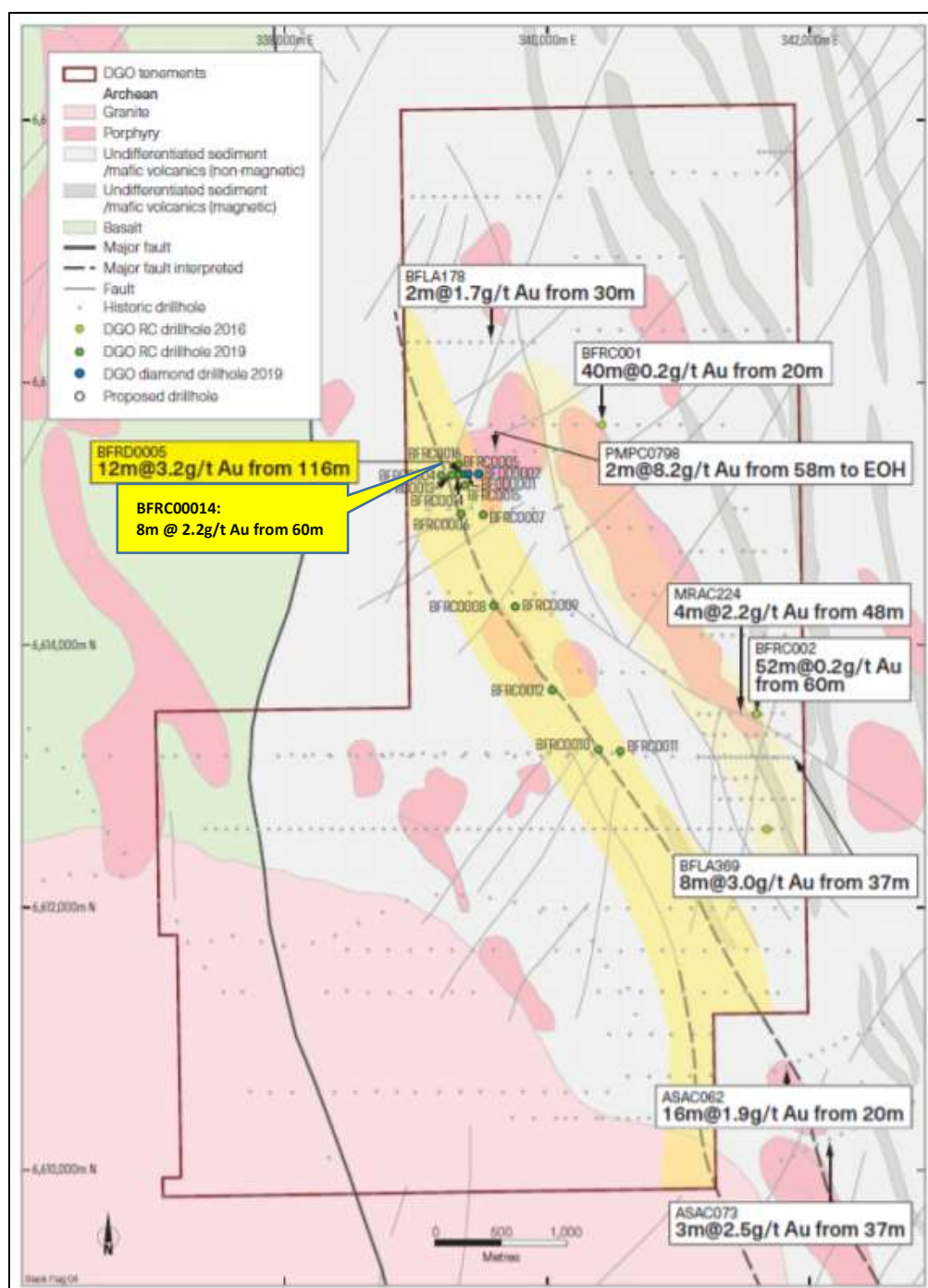


Figure 38: Summary plan of historic and recent exploration drilling and planned exploration drilling

along Teal-Gimlet trend within the DGO Black Flag Project Source: DGO ASX announcement dated 30 January 2020

6.8 Mineralisation Models / Exploration Potential

Gold mineralisation in the Kalgoorlie Terrane includes a spectrum of styles ranging from early disseminated sulphide-replacement styles hosted in sedimentary rocks (possibly syn-genetic), porphyry 'associated' stockwork and disseminated sulphide styles, and quartz-carbonate-base-metal vein deposits (Robert et al., 2005; Tripp, 2013). Gold mineralisation occurs in a number of different settings, including the interaction of structural pathways with stratigraphically and rheological reactive host rocks. Ore-bearing alteration assemblages typically comprise carbonate-sericite-albite-silica-biotite-pyrite-pyrrhotite.

Neoproterozoic greenstone-hosted gold systems are generally described as 'orogenic lode-gold' deposits emphasizing a synchronous to late timing of gold mineralisation with respect to major contractional deformation events (Groves et al., 2003). Robert et al. (2007) subdivide the orogenic deposits by host sequence into greenstone-hosted deposits; turbidite-hosted veins; and BIF-hosted (Banded Iron Formation).

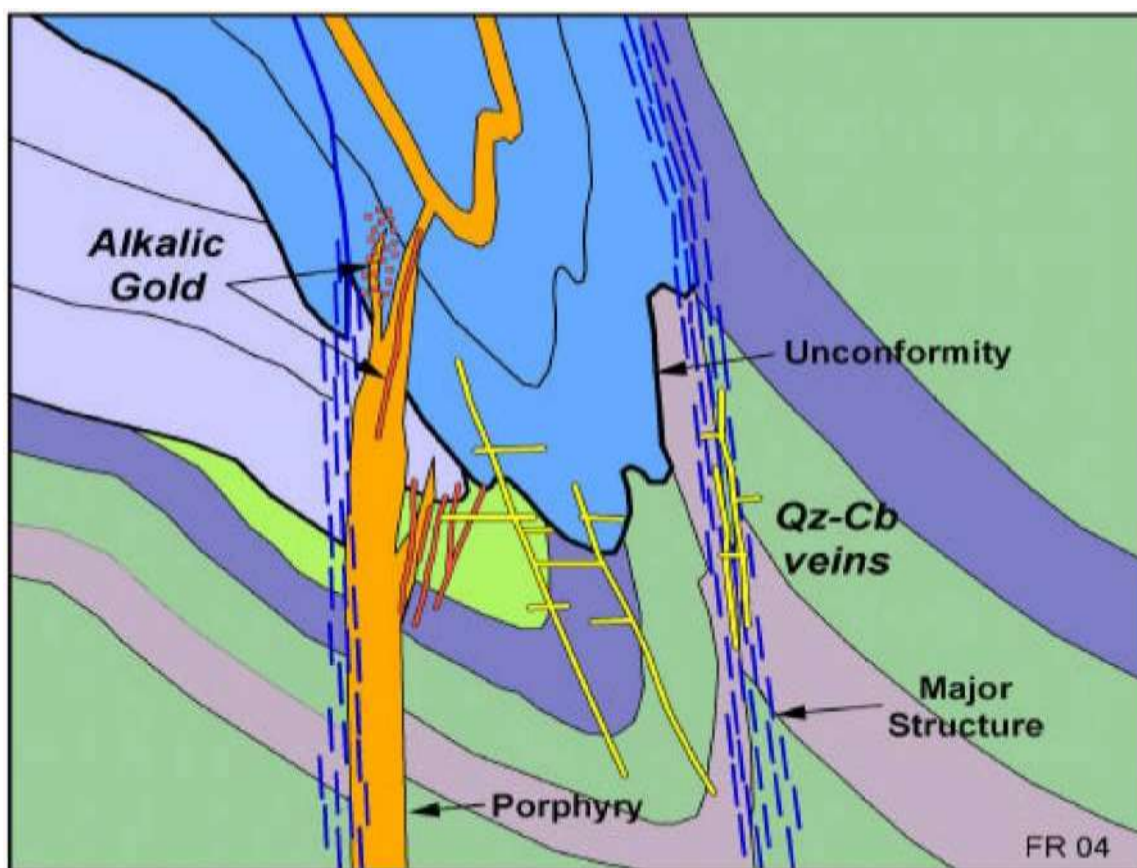


Figure 39: Conceptual model for orogenic gold mineral systems applicable to the Black Flag Project (Robert et al., 2007)

At regional scale, major gold districts have spatial and temporal relationships with unconformable, late clastic sedimentary sequences that mark areas of thick greenstone preservation (Tripp, 2013). The spatial association of major gold deposits (e.g., Fimiston/Mount Charlotte gold deposits) with rocks located above an unconformity internal to the Black Flag Formation is a significant new understanding of the critical controls on gold deposits in the Yilgarn Craton (Tripp, 2013). DGO's Black Flag Project is located within, but close to the contact, of the felsic-intermediate volcanic and sedimentary unit of the White Flag Formation.

Within the Ora Banda Domain, gold mineralisation is associated with multiple episodes of gold mineralisation, including early porphyry-epithermal style (e.g., Binduli) and a variety of vein, shear and

breccia styles associated with the D3 shearing and late D4 faulting events (e.g., Kundana, Mount Pleasant and Paddington gold camps; Figure 36Figure 8; Tripp, 2013). Within the Black Flag Project, there is potential for gold mineralisation associated with both the NNW-trending structural corridors (e.g., Teal, Gimlet) as well as where there are intersections of these corridors with later NNE-trending D4 faults. The complex transported sediment cover and regolith requires systematic exploration for gold mineralisation.

6.9 Conclusions

The Black Flag Project area holds significant potential for the discovery of orogenic lode-gold mineralisation. The project area is blanketed by transported sediments, under which a regolith profile of weathered Archaean lithologies is present within which extensive gold anomalies are preserved. A sporadic history of previous exploration at Black Flag has delineated multiple NNW-trending gold anomalous zones in saprolite. The gold in these supergene anomalies is interpreted to be sourced from nearby underlying and possibly steeply dipping quartz lodes. This interpretation is supported by the results of drilling at the Teal, Peyes Farm and Jacques Find gold deposits by Horizon Minerals Resources Limited and the adjacent Gimlet deposit by First Au Limited, located just a few kilometres along strike to the southeast of the Black Flag tenements.

7 Eastern Goldfields Projects – Lake Randall

7.1 Location and Access

DGO Gold Limited's Lake Randall project is located in the eastern Archaean Yilgarn Craton, approximately 50 km east of Kambalda, Western Australia (Figure 40). The Lake Randall Project can be accessed via regional roads from Kalgoorlie towards Kambalda, and then a network of local roads and pastoral station tracks. The tenements are adjacent to and south of Silver Lake Resources Limited's (ASX: SLR) Mount Belches Mining Centre.



Figure 40: Location plan for the Lake Randall Project

7.2 Tenure

The Lake Randall assets comprise two granted Exploration Licences 15/1573 and 25/584 (Table 9) covering a total 232 km² in area. Yandan Gold Mines Pty Ltd (Yandan), a wholly-owned subsidiary of DGO, is earning interest in E15/1573 through a staged exploration farm-in agreement with tenement holder Romardo Gold (WA) Pty Ltd. The tenements lie within the Widgiemooltha (SH51-14) 1:250 000 map sheet. For full tenure and expenditure details see Appendix 4.

Table 9: DGO Lake Randall tenement details

Tenement ID	Status	Grant Date	Expiry Date	Area (km ²)
E15/1573	Granted	12/10/2017	11/10/2022	52.9
E25/584	Granted	6/2/2020	5/2/2025	179.9
Total				232.8

7.3 Regional Geology

The Lake Randall Project lies within the Kurnalpi Terrane in the Eastern Goldfields Superterrane of the Archaean Yilgarn Craton (Cassidy, et. al, 2006). The generalised regional stratigraphy consists of a lower

basaltic unit, which includes komatiites in the upper portion, overlain by a heterogeneous sequence of mafic and felsic volcanic and volcanoclastic rocks, and the Mount Belches Formation, a thick sequence of deep-water sedimentary rocks. Minor BIF occurs within the sequence (Jones and Hall, 2004).

The Mount Belches Formation has been intruded by a series of late granite stocks, quartz-feldspar porphyry intrusions and rare-metal pegmatites. In general, the porphyry intrusions and pegmatites are localised along the western margin of the Mount Belches Formation, where it is bounded by the regional Randalls Fault (Figure 41). There are two prominent monzogranite intrusions, one of which is named the Kiaki Monzogranite, whilst the other is unnamed (Figure 42 and Figure 33)

There are clear intrusive contacts (Painter & Groenewald, 2001), which demonstrates that the monzogranite stocks post-date the Mount Belches Formation rocks. It should be noted that interpretation of geophysical data suggests there are other non-outcropping intrusive felsic stocks.

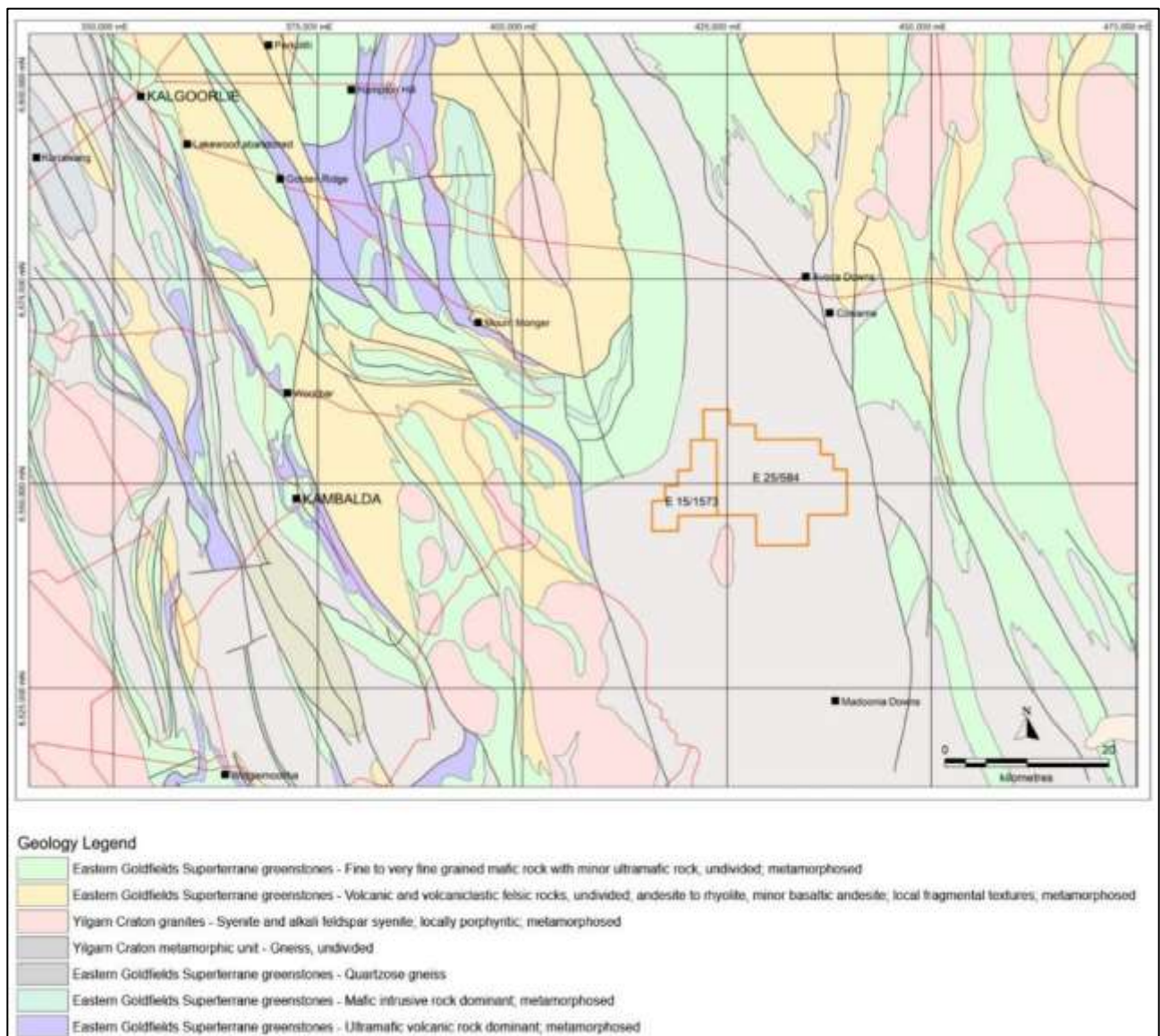


Figure 41: Regional solid geology interpretation over the Lake Randall Project

The Kurnalpi Terrane (Figure 42) is bounded by the shallow west-dipping, deep crustal Emu and Claypan Faults, interpreted as D2 faults (Swager, 1997). The Kurnalpi Terrane is subdivided into three fault-bounded domains; the Jubilee domain on the western margin, bounded by the Emu and Avoca Faults, the central Steeple Hill domain bounded by the Avoca and Yilgarni Faults and the Mulgabbie domain, on the eastern margin, bounded by the Yilgarni and Claypan Faults. The Jubilee and Mulgabbie domains are interpreted as

shallow west-dipping homoclinal sequences that flank the folded (D2), central Steeple Hill domain (Swager, 1997). The Avoca and Yilgarn Faults converge at the southern termination of the Steeple Hill domain, forming the Cowarna Fault. The Cowarna Fault is the boundary between the Mount Belches Formation and greenstones of the Mulgabbie domain.

Four regional deformation events are interpreted for the Kurnalpi Terrane (Swager, 1997). Early extension and localised thrusting were subsequently overprinted by three compressive deformation events. The sequence was subjected to low to middle greenschist facies metamorphism coincident with regional folding (D2). Subsequent deformation included regional shearing on domain-bounding faults (D3), such as the Emu and Claypan Faults, and later D4 dextral faults.

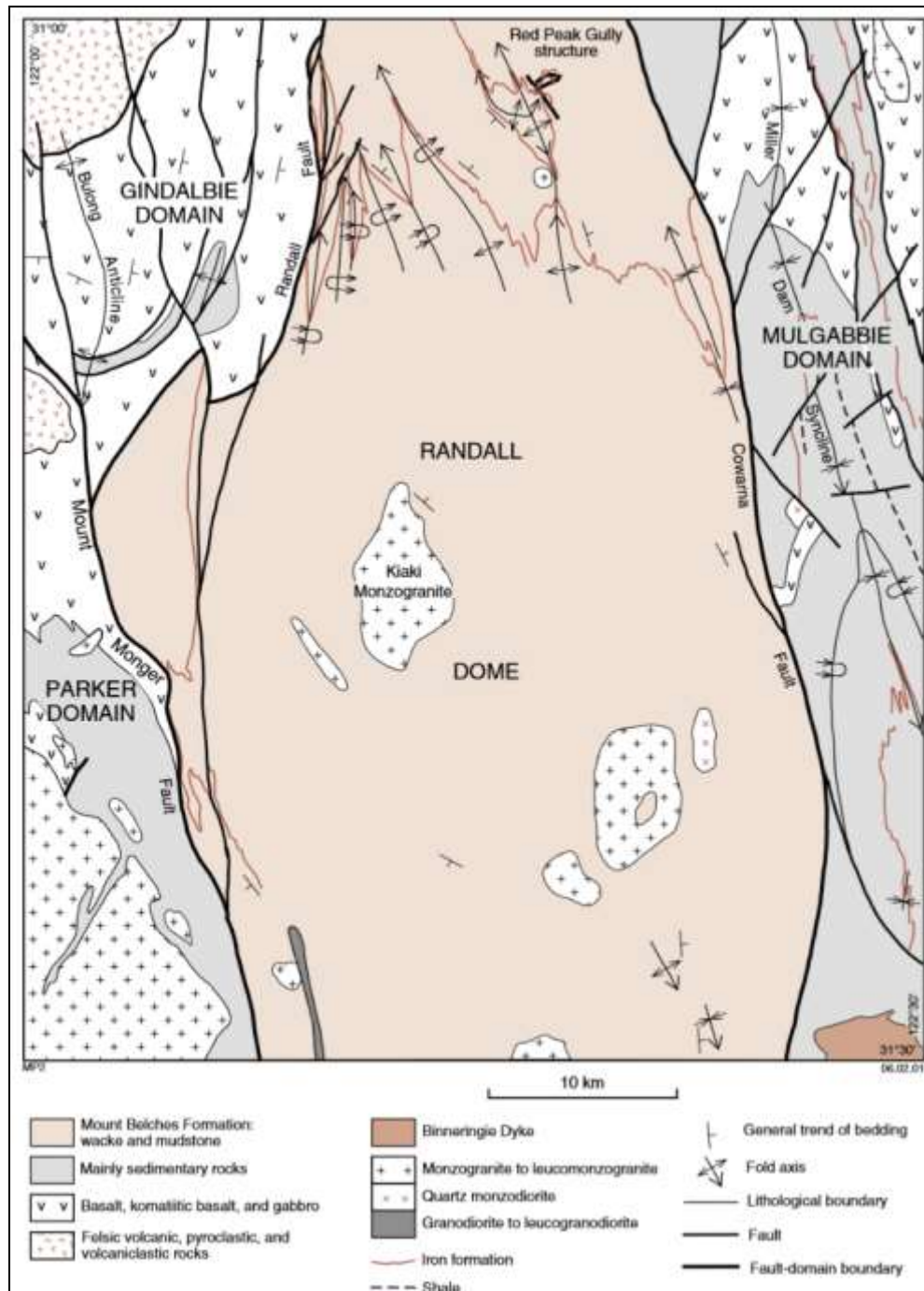


Figure 42: Regional solid geology interpretation of the Mount Belches Formation (Painter and Groenewald, 2001)

Late stage D4 faulting is ubiquitous in the southern Kurnalpi Terrane, with major D4 faults visible in maps and geophysical images with significant displacements of up to 1000 m, which offset major lithological contacts, unconformities and domain-bounding shear zones. The D4 faults are widely recognized as controlling abundant lode-gold vein deposits particularly in small-scale, low-displacement faults (Tripp, 2013).

The Mount Belches Formation contains the Mount Belches Mining Centre, a series of gold deposits localised within folded quartz-magnetite-amphibole BIF units. Gold mineralisation in the Mount Belches Formation is mainly associated with tight D2 fold closures within the BIF units. However, mineralisation is believed to post-date D2 folding and on a local scale is influenced by the position of offsetting oblique faulting that has juxtaposed BIF against the enclosing thick, less competent psammite. The gold mineralisation is a late event (D4) related to the formation of shallowly south-dipping arrays of extensional quartz veining preferentially in the competent BIF units (Newton et. al., 1998).

7.4 Local Geology

The Lake Randall tenements are predominantly within the Mount Belches Formation within the Mulgabbie Domain and overlie parts of the regional Randalls Fault. The Mount Belches Formation is a thick sequence of metamorphosed, multiply-deformed wackes (pelites), mudstones (psammites) and BIF. The metamorphosed wackes are the most common and consist of fine to coarse-grained sandstones often exhibiting graded bedding. Other common sedimentary structures and features include parallel and cross bedding, Bouma sequences and soft-sedimentary deformation. The Formation is interpreted as comprising deep-water submarine fan, flysh facies and turbidites facies (Painter and Groenewald, 2001). A relatively subdued aeromagnetic response of sedimentary rocks in the upper units of the Mount Belches Formation compared with BIF units lower in the sequence impedes interpretation.

With respect to gold mineralisation, the most significant rock type is the Santa Claus Member, which is essentially BIF, mostly graded beds in which the pelitic component is strongly magnetic. The various lithologies include banded magnetite-quartz rock, magnetite graded wacke-mudstone units, non-magnetic graded wacke-mudstone units and amphibolitic rocks derived from metasomatism. The Santa Claus Member is a clear marker horizon that display distinctive large-scale chevron folds immediately north of Lake Randall Project area (Figure 44).

Interpretation of gravity and aeromagnetic images suggests that there may be a series of granite stocks and/or porphyry intrusions along the western margin of the Lake Randall Project. Further south, outside of the Project area, are a series of shallow-dipping rare-metal pegmatites (e.g., Bald Hill pegmatites) that truncate earlier porphyry intrusions.

The Archaean geology is overlain by extensive cover sequences of transported sediments, in-situ soils, laterite and lake clays that limit exposure (Figure 43), preventing correlation between small disconnected outcrops. The Cainozoic sediments consist of variably interbedded Cainozoic evaporites (halite, gypsum, and carbonate), clay and sand forming a playa lake (Lake Randall) with adjacent active dune systems that are poorly to non-vegetated. There are also areas of stabilised dune systems that are commonly vegetated with salt bush. This extensive cover sequence may have previously inhibited the effectiveness of some of the historic exploration.

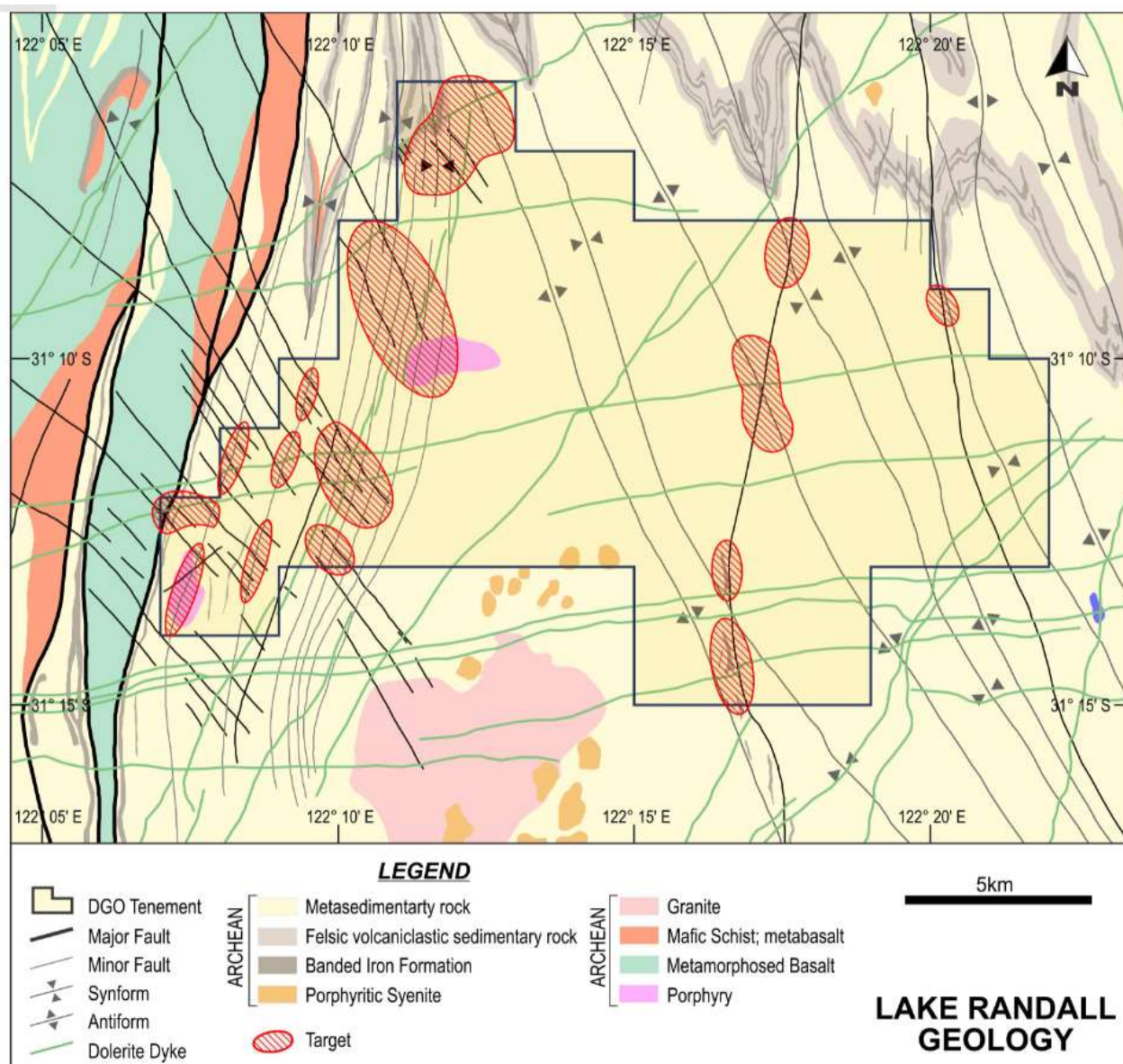


Figure 43: Local geology over the Lake Randall Project

7.5 Mining History

No mining has been recorded from within the Lake Randall tenements.

The Mount Belches Mining Centre operated by Silver Lake Resources Limited (ASX: SLR), is adjacent and to the north of the Lake Randall Project. Gold mining began in the Mount Belches Mining Centre area has been active almost continuously since the early 1990s. As at 30 June 2019, the Mount Belches Mining Centre has ore reserves of 1.1Mt at 5.3g/t Au for 190koz of Au and mineral resources of 10.5Mt at 3.4g/t Au for 1.15Moz of Au (SLR ASX announcement dated 27 August 2019). Production in FY19 totalled 376kt at 4.7g/t Au for 57koz of Au. Recent production is principally from underground mines at Cock-eyed Bob and Maxwells, with ore processed at the 1.2Mtpa Randalls Processing Facility. Former open pit operations within the Mount Belches Mining Centre include Santa Clause, Dunlevey, Floradora, Rumbles, Cock-eyed Bob, Browns and Maxwells.

Gold mineralisation at the Mount Belches Mining Centre is hosted entirely within the Mount Belches Formation and specifically within the Santa Claus Member BIF unit (Newton et al., 1998; Painter and Groenewald, 2001). The gold mineralisation style at the deposits is essentially the same, with mineralisation

developed in BIF units, controlled by late, shallowly dipping quartz veins that formed after folding and is associated with pyrrhotite and arsenopyrite alteration haloes developed adjacent to the veins (Newton et al., 1998). Pyrrhotite and arsenopyrite are the most common sulphide minerals and are best developed in polymineralic mesobands in BIF where they replace iron silicates and oxides (magnetite). Although individual veins rarely carry gold, there is a positive correlation with sulphide content, especially arsenopyrite.

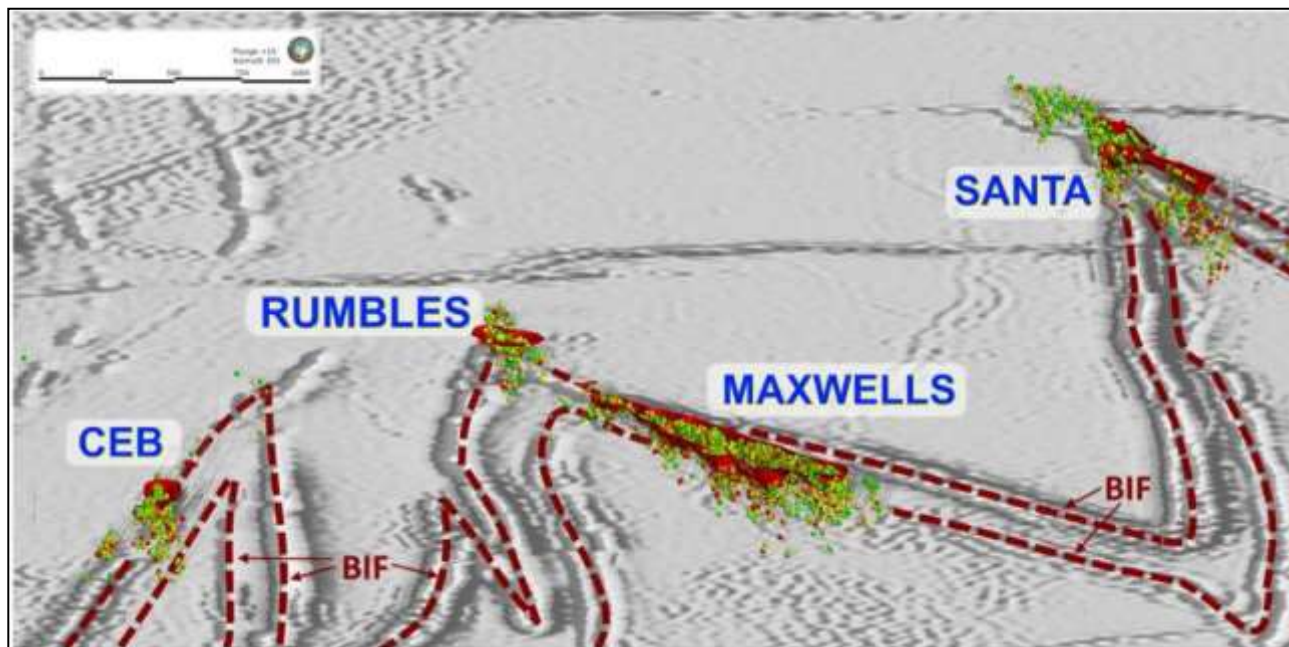


Figure 44: Oblique view of BIF-hosted gold mineralisation at the Silver Lake Resources Limited's Mount Belches Mining Centre, north of the Lake Randall Project
Source: SLR ASX Announcement dated 31 January 2019

7.6 Exploration History

Historic exploration activity in the general area dates back to the 1960s, and up until the early 1980s was mainly carried out by large mining companies exploring for base metals. Since the 1980s the focus of exploration has been for gold, which has resulted in development of several gold mines, including the Mount Belches Mining Centre.

Historic exploration on the Lake Randall Project tenements has been sporadic over the past 25 years, with minimal on-ground exploration completed. Initial surface soil and auger programs in the 1990's were largely ineffective, as exploration methods for the extensive cover sequences of transported sediments, in-situ soils, laterite and lake clays over the project area. WMC's Doonia prospect, located about 5 km south of the Lake Randall Project area, was subject of surface soil and limited aircore drilling programs that returned two broad areas of low level gold anomalism (highest assay of 42ppb Au; WAMEX Open File Report A58146). Integra Mining Limited completed aircore drilling exploring for the Santa Claus Member to the northwest of the Lake Randall Project tenements.

7.7 Recent Exploration

DGO has undertaken limited sampling exploration activities on the Lake Randall tenements. In September 2019 DGO commissioned a ground gravity survey. No on-ground activity has been completed to follow up as yet. Other exploration includes a review of historic exploration and a detailed interpretation of open file geophysical data and identification of target areas (Figure 45). The interpretation suggests that the underlying Archaean stratigraphy are mostly Mount Belches Formation, although it appears that the prospective Santa Clause Member is largely absent from the Lake Randall Project area. A moderately strong,

linear, magnetic feature in the northwest part of the Project area was interpreted by Bourne (2018) as BIF (Figure 45). However, it is unlikely to be the Santa Claus Member and more likely an iron-rich wacke, lower(?) in the Mount Belches Formation.

Integral to the gold mineralisation within the Mount Belches Mining Centre is the strong axial plane faulting, clearly exhibited in the Santa Claus Member (

Figure 41). Bourne (2018) interprets multiple axial plane faults extending southwards into the Lake Randall Project area (Figure 45). DGO have interpreted structural loci predominately from the gravity survey (Figure 46)(e.g., near isoclinal folding) to host gold mineralisation. Further refining of exploration targeting focusing on E15/1573 demonstrates an integrated approach in Figure 47

A series of granite stocks and / or porphyry intrusions are inferred from assessment of historical gravity and aeromagnetic images (Bourne, 2018) as well as the 2019 gravity survey. These inferred intrusions may be either late potassic monzogranites, such as the Kiaki Monzogranite (Painter and Groenewald, 2001), feldspar porphyry intrusions or potentially syenitic stocks, and may be important with respect to exploration for gold mineralisation. WMC's geochemical sampling did return gold anomalism, albeit very low order, from around the margins of the Kiaki Monzogranite, south of the Lake Randall Project area.

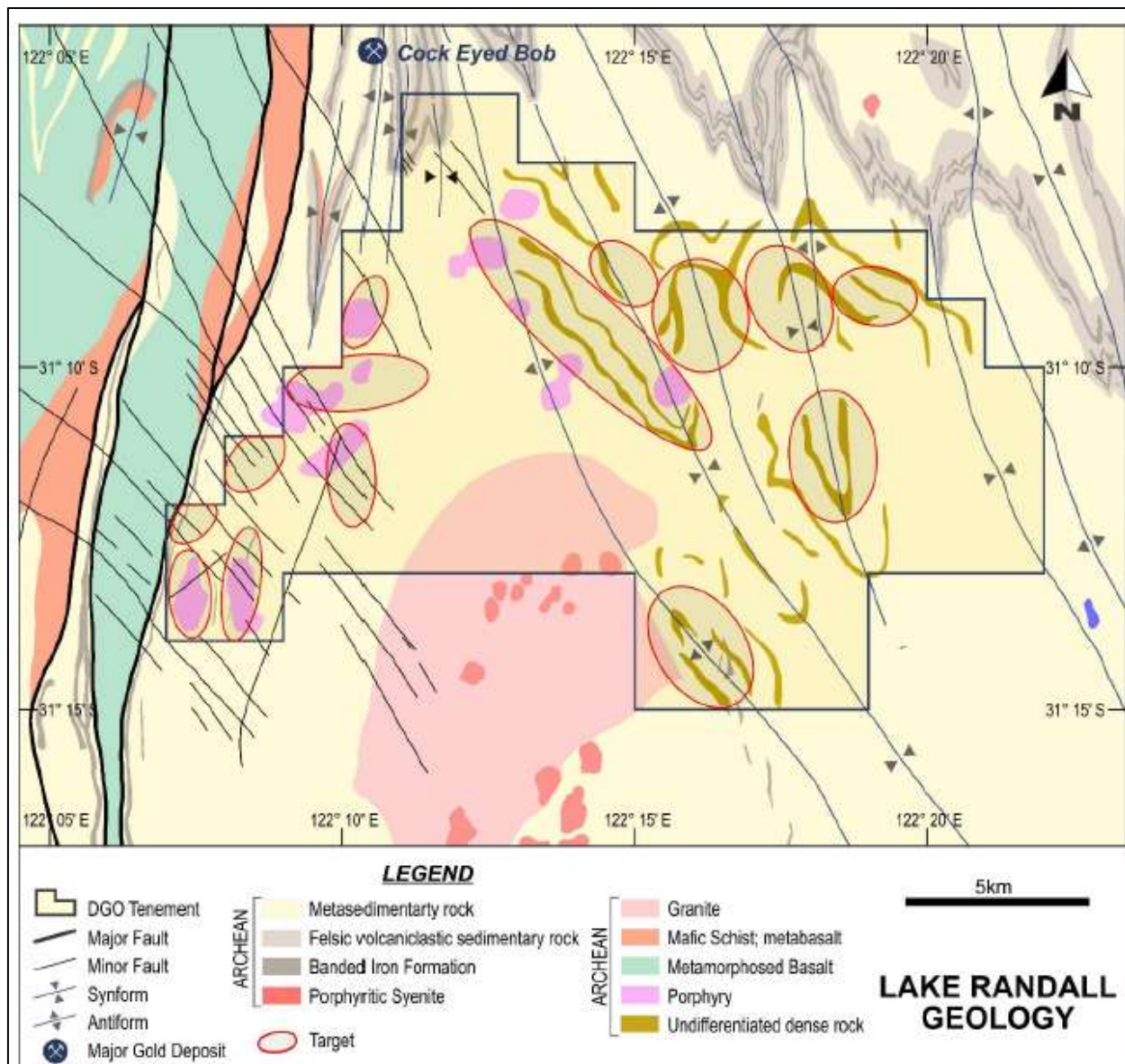


Figure 45: Summary geological interpretation plan and targets

historic drilling and maximum gold values and exploration targets, Lake Randall Project Source: DGO ASX announcement dated 28 January 2020

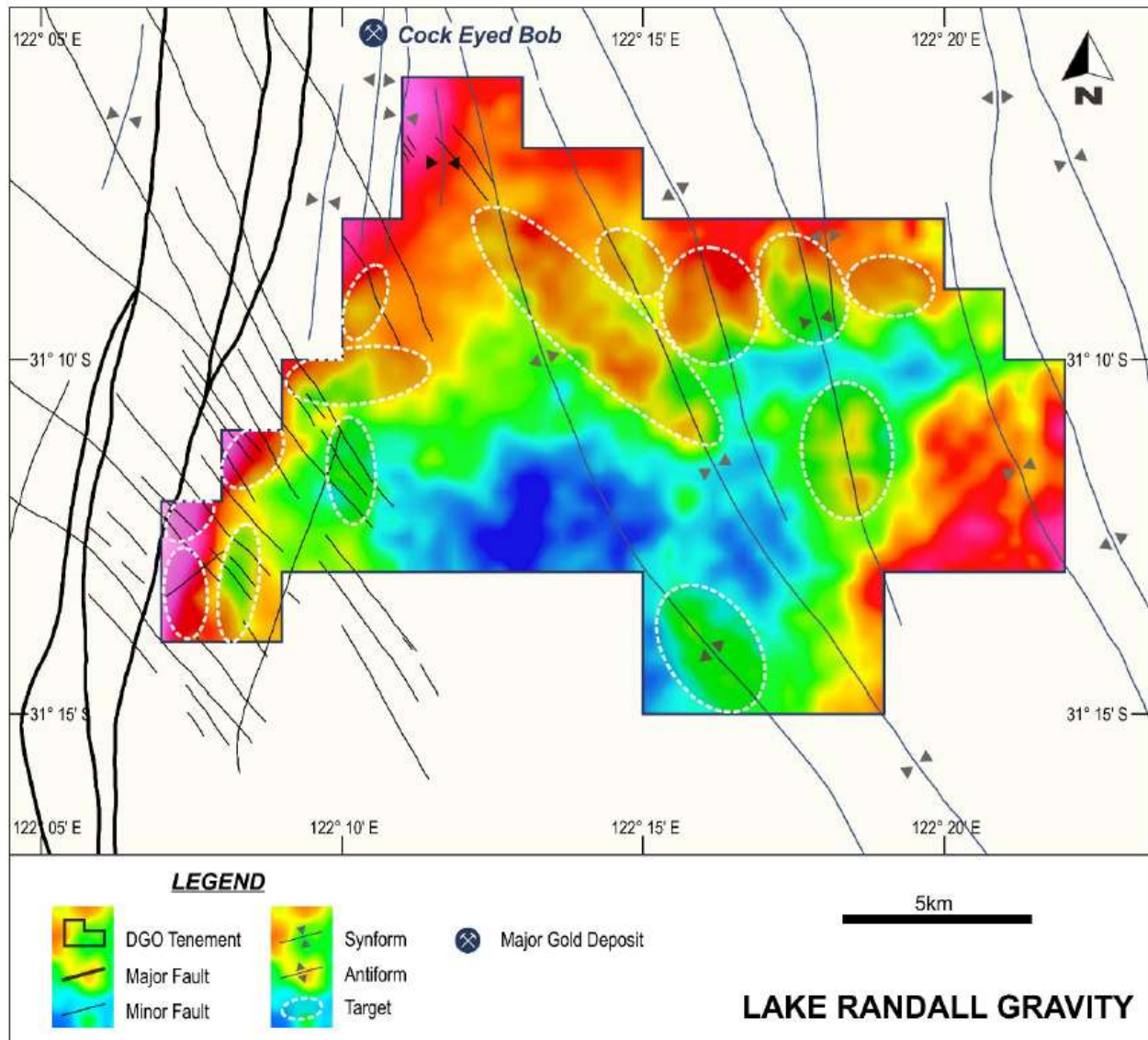


Figure 46: Ground gravity image and targets for the Lake Randall tenements
Source: DGO ASX announcement dated 28 January 2020

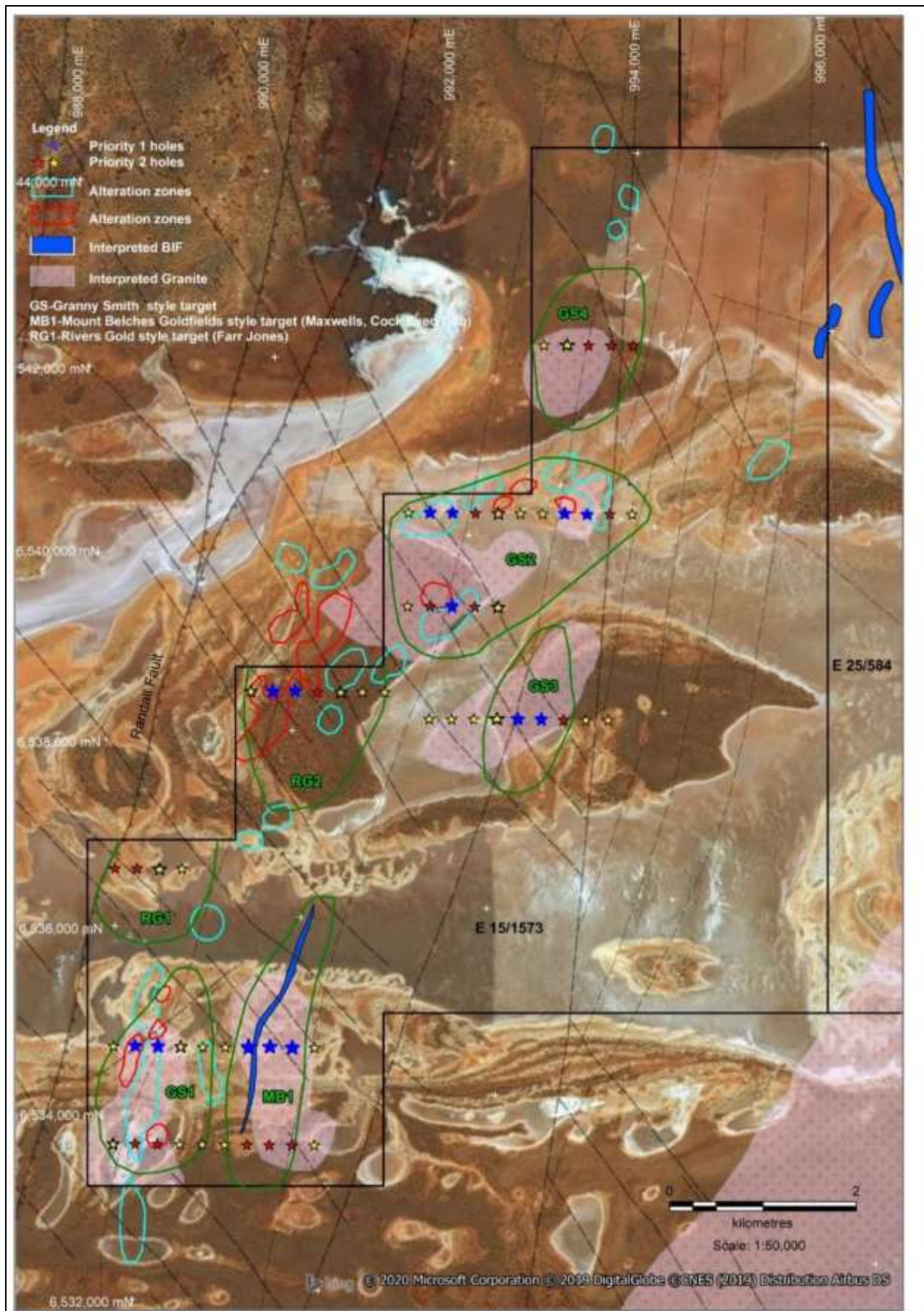


Figure 47: Integrated exploration Targets on E15/1573

(DGO Board notes)

7.8 Mineralisation Models / Exploration Potential

Gold mineralisation in the Kalgoorlie Terrane includes a spectrum of styles ranging from early disseminated sulphide-replacement styles hosted in sedimentary rocks (possibly syn-genetic), porphyry 'associated' stockwork and disseminated sulphide styles, and quartz-carbonate-base-metal vein deposits (Robert et al., 2005; Tripp, 2013). Gold mineralisation occurs in a number of different settings, including the interaction of structural pathways with stratigraphically and rheologically reactive host rocks. Ore-bearing alteration assemblages typically comprise carbonate-sericite-albite-silica-biotite-pyrite-pyrrhotite.

NeoArchaean greenstone-hosted gold systems are generally described as 'orogenic lode-gold' deposits emphasizing a synchronous to late timing of gold mineralisation with respect to major contractional deformation events (Groves et al., 2003). Robert et al. (2007) subdivide the orogenic deposits by host sequence into greenstone-hosted deposits; turbidite-hosted veins; and BIF-hosted (Banded Iron Formation) (Figure 48).

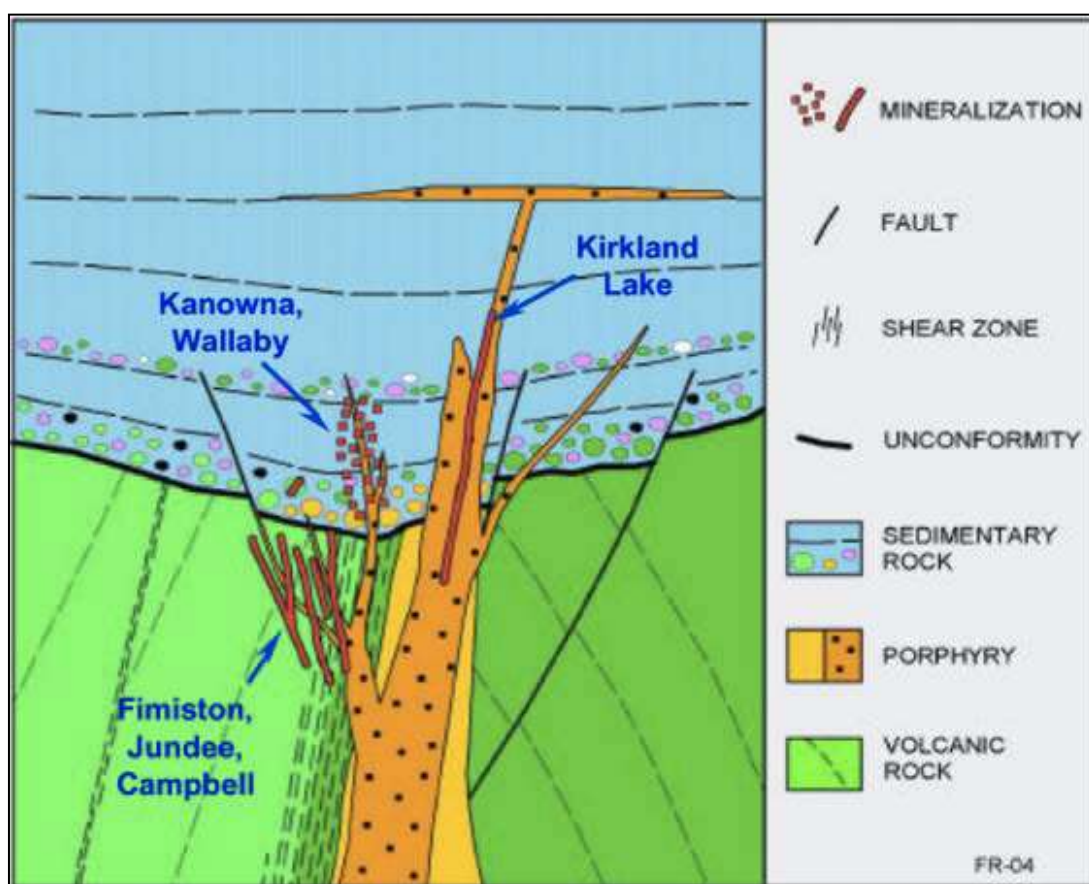


Figure 48: Conceptual model for orogenic gold mineral systems applicable to the Lake Randall Project (Robert et al., 2007)

At regional scale, major gold districts have spatial and temporal relationships with unconformable, late clastic sedimentary sequences that mark areas of thick greenstone preservation (Tripp, 2013). The spatial association of major gold deposits (e.g., Fimiston/Mount Charlotte gold deposits) with rocks located above an unconformity interval is a significant new understanding of the critical controls on gold deposits in the Yilgarn Craton (Tripp, 2013). DGO's Lake Randall Project is located within, but close to the contact, of the Mount Belches Formation, a major, unconformable, late clastic basin. As such potential exists for Wallaby and Granny Smith style mineralisation below the lake sediments.

Within the Kurnalpi Terrane, gold mineralisation is associated with multiple episodes of gold mineralisation, including early porphyry-epithermal style and a variety of vein, shear and breccia styles associated with the D3 shearing and late D4 faulting events (e.g., Mount Belches Mining Centre camps). Within the Lake Randall Project, there is potential for gold mineralisation associated with both the NNW-trending antiformal structures as well as where there are intersections of these corridors with later D4 faults. The complex transported sediment cover and regolith requires systematic exploration for gold mineralisation.

The Lake Randall Project also has low potential for discovery of rare-metal pegmatite mineralisation. South of the Lake Randall Project area is the Mount Belches Li-Ta-Sn mineral locality and the Bald Hill Li-Ta mine, which recommenced production in March 2018, and where Tawana Resources NL (2018) announced combined resources of 18.9Mt @ 1.18% Li₂O and 149ppm Ta₂O₅, at a 0.50% Li₂O cut-off. The Bald Hill mineralisation is classified as pegmatite-hosted, where granitic rare-metal pegmatites intrude metasedimentary rocks of the Mount Belches Formation (Featherstone, 2004).

In general, granitic rare-metal pegmatites in Western Australia containing significant Li and/or Ta and/or Nb contents and have a close relationship with NeoArchaean granitic rocks in the Yilgarn and Pilbara Cratons. This group represents the principal source of tantalite-columbite recovered from large lithium and/or tantalum deposits such as Greenbushes and Wodgina in Western Australia. This type of pegmatite contains quartz, K-feldspar, and some combination of lithium minerals (spodumene, lepidolite and petalite), cassiterite, beryl, pollucite and rubidium-rich mica.

As a consequence, it would be worthwhile to undertake geochemical sampling around the areas of the inferred granite stocks and porphyry intrusions, for Li, Ta and Sn and related elements (e.g., Cs, Be and Rb).

7.9 Conclusions

The Lake Randall Project area holds low to moderate potential for the discovery of orogenic lode-gold mineralisation. A sporadic history of previous exploration at Lake Randall has mostly involved surface geochemistry surveys that did not delineate significant gold anomalism. Interpretation of the Project area suggests there are a number of low to high priority targets that warrant further evaluation. The project area is covered by transported sediments, under which a regolith profile of weathered Archaean lithologies is present within which gold anomalies may be preserved. The gravity survey completed in late 2019 has provided greater resolution for the targeting by DGO. Fourteen targets have been defined on EL15/1573 with the potential to host granite associated Granny Smith style mineralisation and Banded Iron Formation Mount Belches style gold mineralisation beneath the lake sediments.

Future evaluation of the target areas will require drilling to base-of-complete oxidation targeting interpreted porphyry and granite intrusion contacts, Banded Iron Formations, and bends and / or intersections of faults. There is also low potential for the discovery of rare-metal pegmatites along the western part of the Project.

8 Eastern Goldfields Projects – Yamarna West

8.1 Tenure

The Yamarna West tenements consist of two applications, E38/3343 (52,094 ha) and E38/3344 (20,699 ha) that were applied for in 2018 and remain pending (Figure 49). For full tenure and expenditure details see Appendix 4.

8.2 Local Geology

These tenements were identified as by DGO as greenstones to the west of the Yamarna Belt in open ground with north-west trending structures interpreted from the magnetics (Figure 50 and Figure 51). This represents the Deleta Greenstone Belt, which is mostly unexplored and is partly covered by the De La Poer Nature Reserve (the southeast ELA E38/3344).

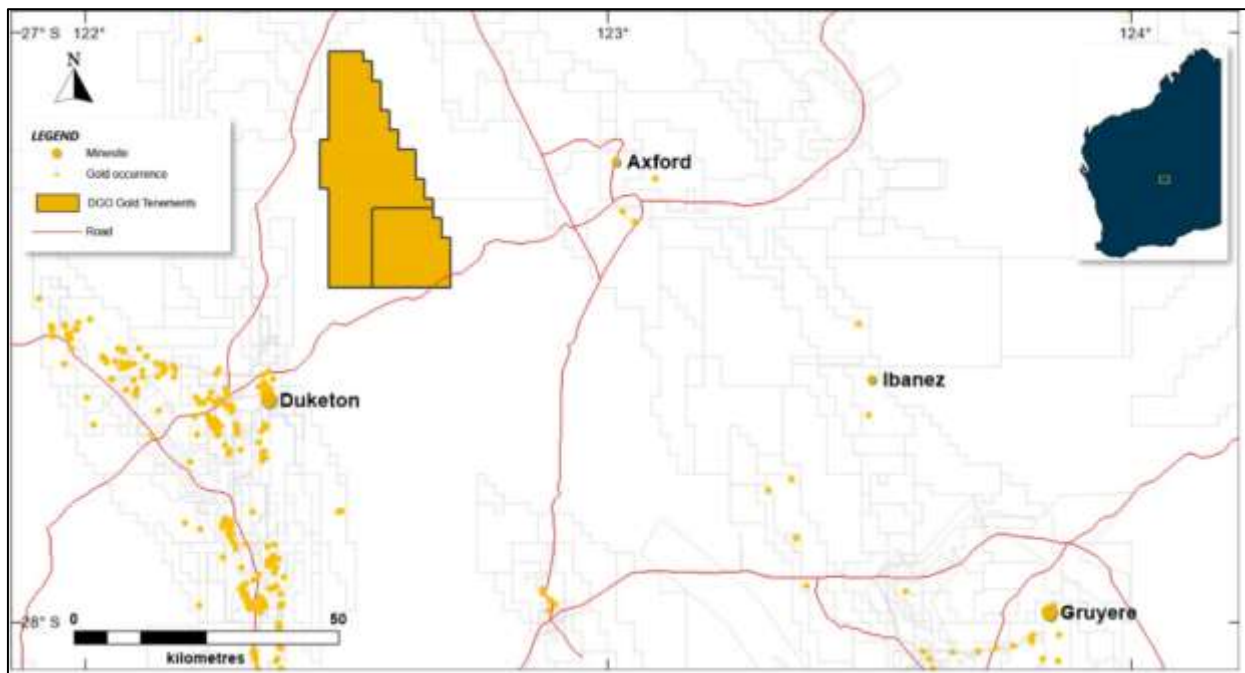


Figure 49: location of E38/3343 (northern tenement) E38/3344 (smaller southern tenement).
DGO supplied.

There is no outcrop on the tenement area and previous exploration conducted by Breaker Resources (2011 to 2013) included auger sampling over the northern application area E38/3343. E38/3344 is covered by the De La Poer Nature Reserve and no previous exploration has been documented over this area.

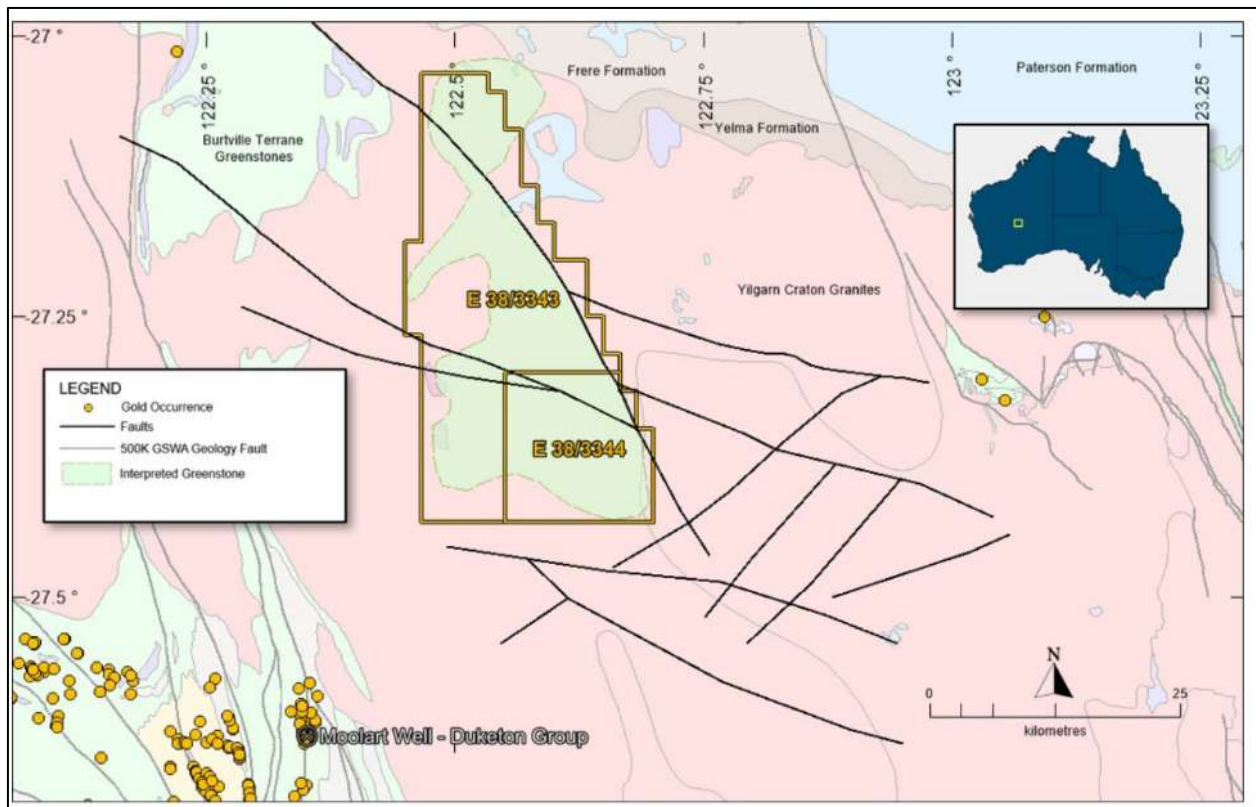


Figure 50: Location of E38/3343 and E38/3344 with interpreted greenstone belt (green) and granitoids (pink) Stratigraphic units named on the map. DGO supplied.

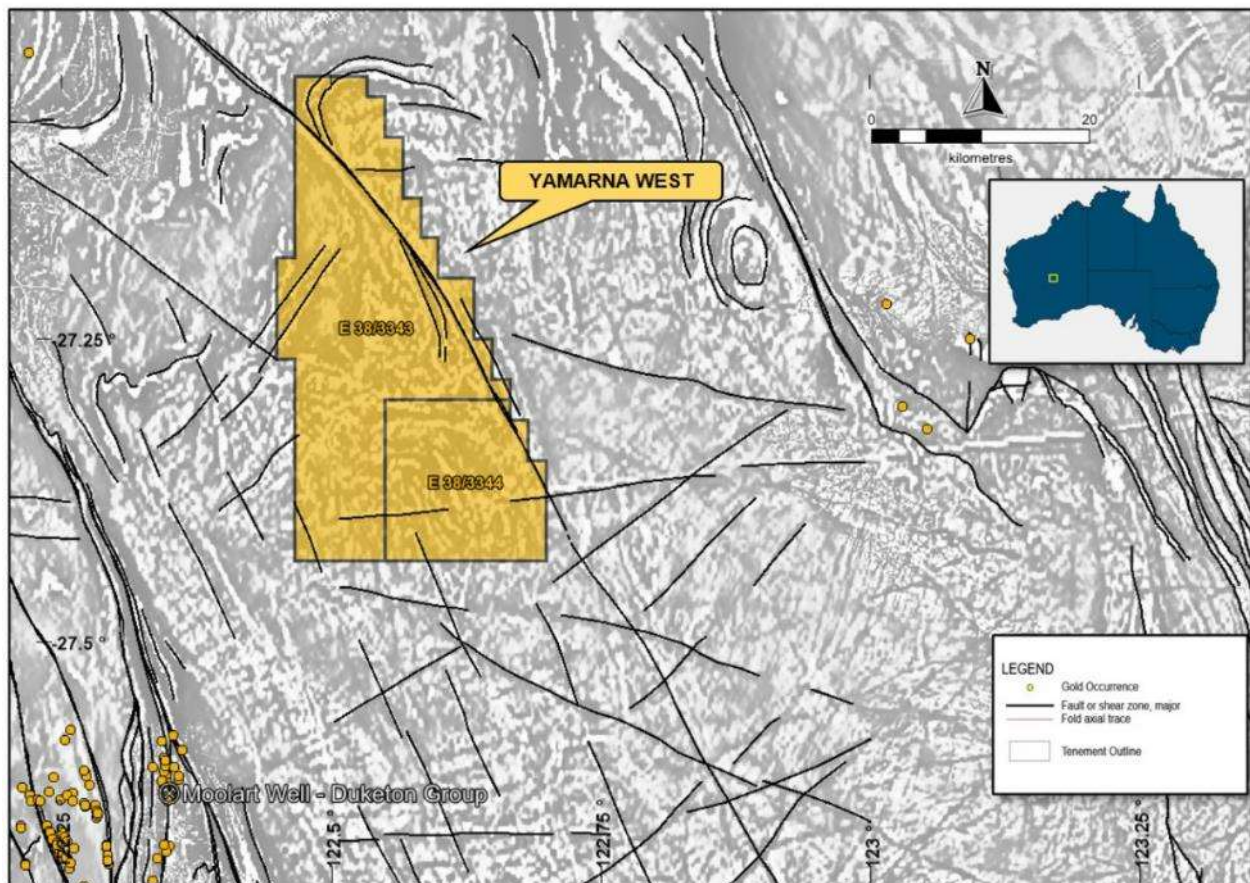


Figure 51: Open file airborne magnetic imagery. DGO supplied.

8.3 Mineralisation Models / Exploration Potential

DGO has commenced compiling past exploration data but detailed review and targeting yet to be carried out. Further interpretation of open file structural and geological data is planned on the granting of tenements and signing of heritage agreements. CSA Global consider these tenements to be early-stage conceptual greenstone-hosted orogenic gold targets which require further data analysis and target generation to define areas of interest for further exploration.

9 Valuation

Valuation of Mineral Assets is not an exact science and a number of approaches are possible, each with varying positives and negatives. While valuation is a subjective exercise, there are several generally accepted procedures for establishing the value of Mineral Assets. CSA Global consider that, wherever possible, inputs from a range of methods should be assessed to inform the conclusions about the Market Value of Mineral Assets.

The valuation is always presented as a range, with the preferred value identified. The preferred value need not be the median value and is determined by the Practitioner based on their experience and professional judgement.

Refer to Appendix 1 for a discussion of the valuation approaches and valuation methodologies utilised in this document, including a description of the VALMIN classification of Mineral Assets.

9.1 Commodities Market

9.1.1 Copper Market

The copper price history in US\$/oz and A\$/oz for the five years prior to 31 March 2020 is illustrated in Figure 52. The variation in the copper price within Figure 52 over time in US\$ and A\$ terms, highlights the need to normalise transactions to account for variations in commodity prices and foreign exchange rates over time.



Figure 52: Five-year spot copper price in US\$ and A\$
 Source data: S&P Global Market Intelligence

9.1.2 Gold Market

The gold price history in US\$/oz and A\$/oz for the five years prior to 31 March 2020 is illustrated in Figure 53. The variation in the gold price within Figure 53 over time in US\$ and A\$ terms, highlights the need to normalise transactions to account for variations in commodity prices and foreign exchange rates over time.

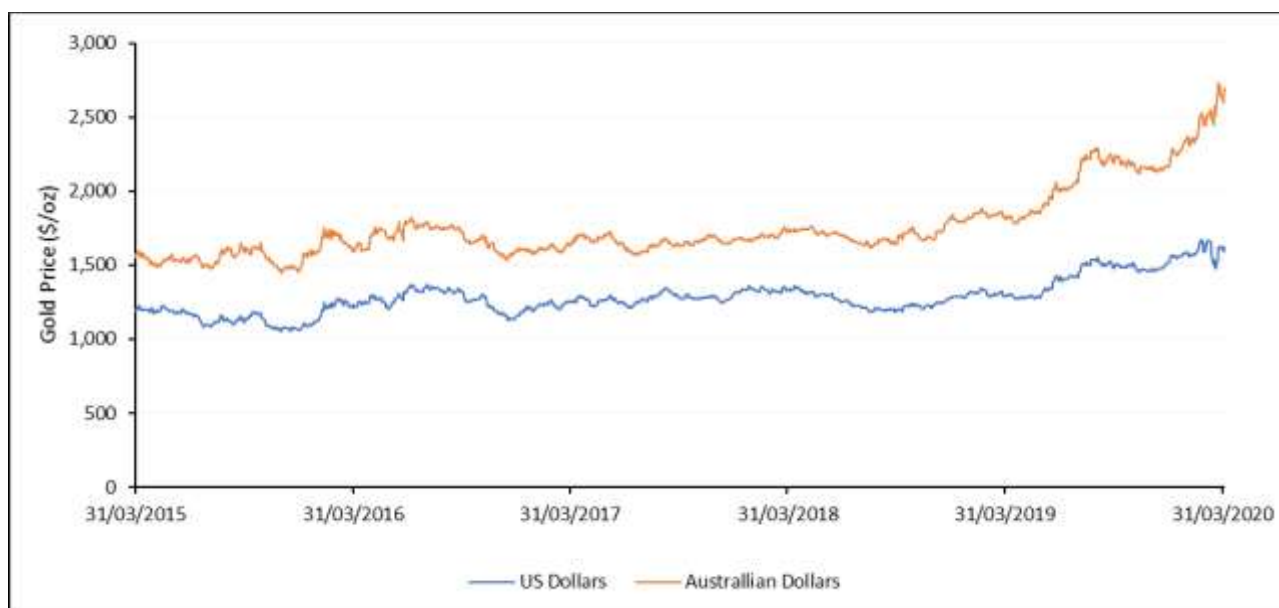


Figure 53: Five-year spot gold price in US\$ and A\$
 Source data: S&P Global Market Intelligence

9.1.3 Exploration Licences

In analysing the transactions, all amounts were converted to A\$ at the relevant exchange rate at the time of the transaction announcement. For the purpose of this valuation Joint venture transactions were valued as if they continued to the full term. Exploration expenditure was discounted at a nominal 10% over the earn in period, to bring future expenditure back to a present value. Future payments contingent on a future milestone such as declaration of a Mineral Resource or decision to mine were excluded.

CSA Global considered the value of DGO's exploration licences in terms of the valuation factors derived from CSA Global's analysis of comparative market transactions of projects with exploration licences prospective for gold and base metals in Western and South Australia in the two years prior to the valuation date. These transactions are summarised Appendix 2 and presented in Figure 54 and Figure 55, for copper and gold respectively. CSA Global identified 83 transactions of projects consisting solely of exploration licences prospective for gold or base metals in Western and South Australia.

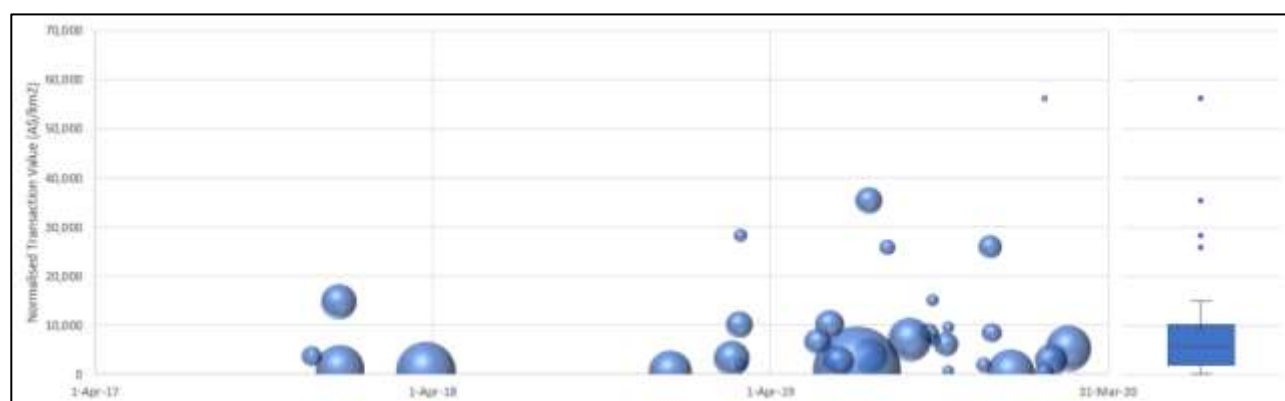


Figure 54: Comparison of all exploration licence transactions normalised to copper price
 Note: Bubble size represents the area of the exploration licences

Based on CSA Global's valuation experience of copper projects in Australia, transactions of sediment-hosted copper exploration projects ranged from A\$462/km² to A\$28,291/km² with an average of A\$8,500/km². The higher ranges were weighted towards more advanced exploration projects. For high quality data driven IOCG

targets within the Gawler Craton the average transaction value which averaged A\$12,000/km². In general, as the area of the project transacted increases, the lower the price paid per square kilometre.

Based on CSA Global's valuation experience of gold projects in Australia, transactions of exploration projects ranged from A\$109/km² to A\$37,803/km² with an average (median) of A\$4,844/km². The higher ranges were weighted towards more advanced exploration projects.

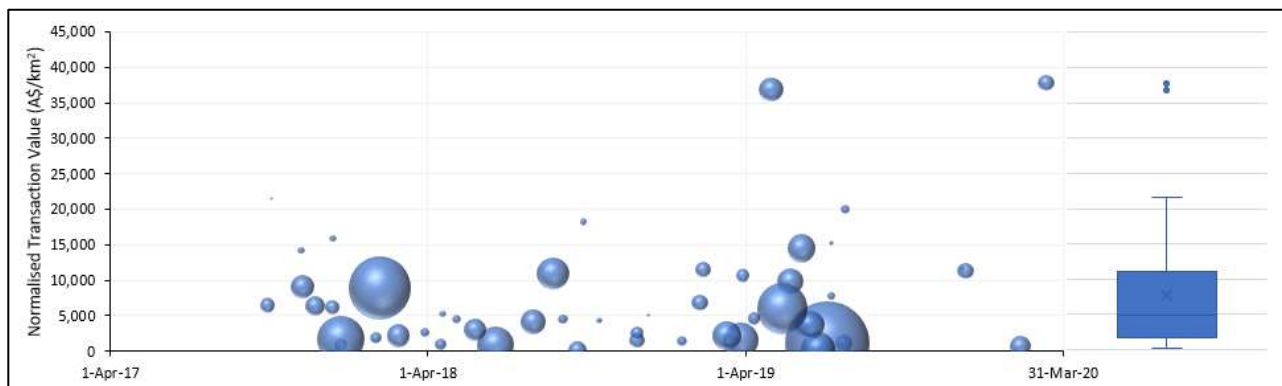


Figure 55: Comparison of exploration licence transactions normalised to gold price

Note: Bubble size represents the area of the exploration licences

9.1.4 Prospecting Licences

CSA Global considered the value of DGO's prospecting licences in terms of the valuation factors derived from CSA Global's analysis of comparative market transactions of projects with prospecting licences prospective for gold in Western Australia in the five years prior to the valuation date. These transactions are summarised in Table B2 of Appendix 2 and presented in Figure 56. CSA Global identified 18 transactions of projects comprising prospecting licences prospective for gold in Western Australia, three of which CSA Global considered to be outliers, two on the high side (transactions dated 18 January 2017 and 18 October 2017) and one on the low side (transaction dated 22 June 2017).

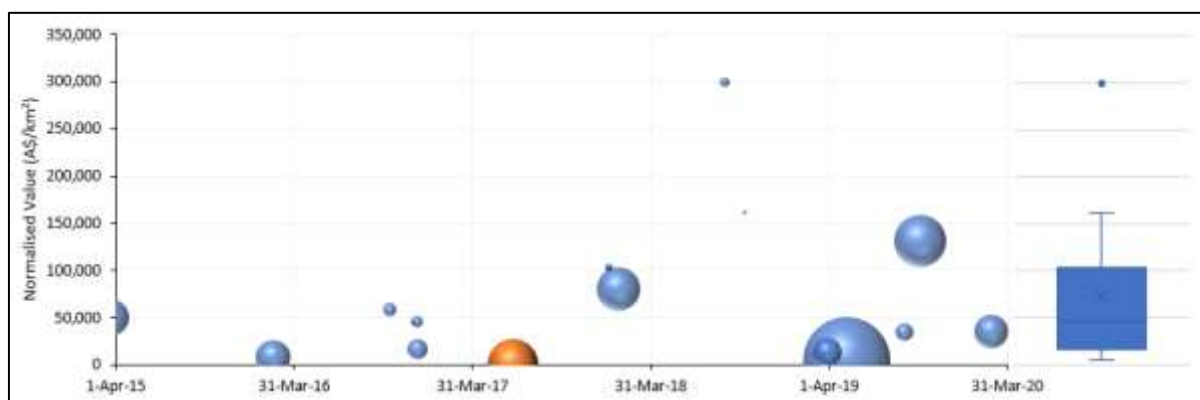


Figure 56: Comparison of prospecting licence transactions

Note: Bubble size represents the area of the prospecting licences. Graph's Y axis does not extend to include high outliers

9.2 Previous Valuations

CSA Global is not aware of any previous public valuation over DGO's project tenure in the last five years. In October 2019, CSA Global prepared a valuation opinion for the internal use of DGO's board on the tenement portfolio at that time.

9.3 Valuation Assumptions

The Tom Price and Lake Randall DGO projects include some tenements which are held in various JV agreements. CSA Global have valued these on DGO's current equity basis. In addition, CSA Global has valued tenure applications at a 30% discount to granted tenure, to account for the risk of the applications not being granted, or that the area granted may be smaller than the area applied for. This is based on CSA Global's view that the tenure applications are more likely than not to be granted.

9.4 Comparable Transactions Valuation

9.4.1 Stuart Shelf Project

CSA Global has undertaken an assessment of DGO's Stuart Shelf exploration licences (total area of 2,190.4 km²) based on publicly available information and data supplied by DGO. CSA Global, in its professional judgement, has selected ranges and preferred values based on the exploration stage and prospectivity of the tenure and market Value (Table 10 and Table 11). The key for the Stuart Shelf valuations are the comparative transactions in the District for IOCG style deposits and sedimentary hosted deposits, which derived a significant premium to exploration for other styles of mineralisation. This is partially offset by the low level of exploration and data currently available for DGO from which to target with any confidence, relying only on regional magnetic and gravity anomalies. The average of transactions comparative to Sedimentary copper transactions is \$9,000/km² whilst the average for IOCG transactions is A\$12,000/km².

Table 10: Summary assessment of DGO's Stuart Shelf exploration licences

Tenements	Comment	Valuation factors (A\$/km ²)		
		Low	Preferred	High
EL 6030, EL 6463, EL 6303, EL 6474, EL 6473, ELA 2020/18	Early-stage exploration potential/no drilling	2,000	4,000	9,000
EL 6145, EL 6302	Average exploration potential – coincident gravity and magnetics with potential IOCG target	5,000	7,000	12,000

In CSA Global's opinion, it considers the market value of DGO's Stuart Shelf exploration licences to range in value from A\$5 million to A\$20 million with a preferred value of A\$10 million. CSA Global have derived this number by selecting the lower comparative transaction value due to the limited exploration data available, whilst the upper value reflects the transactions of more advanced projects. The Preferred value is based on a slightly lower than average value, again, due to the lack of exploration data available compared to the comparative projects.

Table 11: Market value of Stuart Shelf Project's exploration licences

Tenement	Area (km ²)	DGO equity (%)	Grant Factor [#]	Valuation factors (A\$/km ²)			Valuation (A\$ million)		
				Low	Preferred	High	Low	Preferred	High
EL 6030	490.7	100%	100%	2,000	4,000	9,000	0.98	1.96	4.42
EL 6145	269.0	100%	100%	5,000	7,000	12,000	1.35	1.88	3.23
EL 6436	280.4	100%	100%	2,000	4,000	9,000	0.56	1.12	2.52
EL 6302	79.0	100%	100%	5,000	7,000	12,000	0.39	0.55	0.95
EL 6303	308.2	100%	100%	2,000	4,000	9,000	0.62	1.23	2.77
EL 6474	386.0	100%	100%	2,000	4,000	9,000	0.77	1.54	3.47
EL 6473	149.0	100%	100%	2,000	4,000	9,000	0.30	0.60	1.34
ELA 2020/18	228.0	100%	70%	2,000	4,000	9,000	0.32	0.64	1.44
Total	2,190.4	100					5.3	9.5	20.1

[#] Grant factor of 100% for granted tenure and 70% for pending tenure

Note: The valuation has been compiled to an appropriate level of precision, values may not add up due to rounding.

9.4.2 Yerrida Project

CSA Global has undertaken an assessment of DGO's Yerrida exploration licences (total area of 2,504.8 km²) based on publicly available information and data supplied by DGO. CSA Global, in its professional judgement, has selected ranges and preferred values based on the exploration stage and prospectivity of the tenure (Table 12).

Table 12: Summary assessment of DGO's Yerrida exploration licences

Tenements	Comment	Valuation factors (A\$/km ²)		
		Low	Pref.	High
E51/1920, E51/1921, E51/1730, E51/1748, E51/1749, E51/1751, E51/1752, E51/1753,, E51/1750, E51/1833, E51/1725, E51/1726, E51/1952	Early-stage exploration with low-moderate potential	1,000	2,500	5,000
E51/1897	EM survey increases the likely value of this tenement	2,000	3,000	6,000

In CSA Global's opinion, it considers the market value of DGO's Yerrida exploration licences to range in value from A\$2.6 million to A\$12.0 million with a preferred value of A\$6.0 million (Table 13).

Table 13: Market value of Yerrida Project's exploration licences

Tenement	Area (km ²)	DGO interest (%)	Valuation factors (A\$/km ²)			Valuation (A\$ million)		
			Low	Preferred	High	Low	Preferred	High
E51/1920	178.8	100%	1,000	2,500	5,000	0.18	0.45	0.89
E51/1921	178.8	100%	1,000	2,500	5,000	0.18	0.45	0.89
E51/1730	126.5	100%	1,000	2,500	5,000	0.13	0.32	0.63
E51/1748	215.8	100%	1,000	2,500	5,000	0.22	0.54	1.08
E51/1749	215.8	100%	1,000	2,500	5,000	0.22	0.54	1.08
E51/1750	215.6	100%	1,000	2,500	5,000	0.22	0.54	1.08
E51/1751	215.6	100%	1,000	2,500	5,000	0.22	0.54	1.08
E51/1752	215.4	100%	1,000	2,500	5,000	0.22	0.54	1.08
E51/1753	215.2	100%	1,000	2,500	5,000	0.22	0.54	1.08
E51/1833	108.2	100%	1,000	2,500	5,000	0.11	0.27	0.54
E51/1897	215.6	100%	2,000	3,000	6,000	0.43	0.65	1.29
E51/1725	216.2	100%	1,000	2,500	5,000	0.22	0.54	1.08
E51/1726	52.4	100%	1,000	2,500	5,000	0.05	0.13	0.26
E51/1952	135.0	100%	1,000	2,500	5,000	0.09	0.24	0.47
Total	2,504.8					2.7	6.3	12.5

Note: The valuation has been compiled to an appropriate level of precision, values may not add up due to rounding

9.4.3 Bryah Project

CSA Global has undertaken an assessment of DGO's Bryah exploration licences (total area of 128.6 km²) based on publicly available information and data supplied by DGO. CSA Global, in its professional judgement, has selected ranges and preferred values based on the exploration stage and prospectivity of the tenure (Table 14).

Table 14: Summary assessment of DGO's Bryah exploration licences

Tenements	Comment	Valuation factors (A\$/km ²)		
		Low	Pref.	High
E51/1729 and E51/1590	Early-stage exploration with moderate potential. EM survey highlights additional exploration targets to follow up.	4,000	6,000	8,000

In CSA Global's opinion, it considers the market value of DGO's Bryah exploration licences to range in value from A\$0.5 million to A\$1.0 million with a preferred value of A\$0.8 million (Table 15).

Table 15: Market value of Bryah Project's exploration licences

Tenement		Area (km ²)	DGO interest (%)	Grant Factor [#]	Valuation factors (A\$/km ²)			Valuation (A\$ million)		
					Low	Pref	High	Low	Pref	High
E51/1729	61.8	100%	100%	100%	4,000	6,000	8,000	0.25	0.37	0.49
E51/1590	66.8	100%	100%	100%	4,000	6,000	8,000	0.27	0.40	0.53
Total	128.6	100						0.5	0.8	1.0

[#] Grant factor of 100% for granted tenure and 70% for pending tenure

Note: The valuation has been compiled to an appropriate level of precision, values may not add up due to rounding

9.4.4 Mallina Project

CSA Global has undertaken an assessment of DGO's Mallina exploration licences (total area of 281.0 km²) based on publicly available information and data supplied by DGO. CSA Global, in its professional judgement, has selected ranges and preferred values based on the exploration stage and prospectivity of the tenure (Table 16) taking into account the recent Hemi Discovery on the nearby DeGrey tenure.

Table 16: Summary assessment of DGO's Mallina exploration licences

Tenements	Comment	Valuation factors (A\$/km ²)		
		Low	Pref.	High
E47/4316, E47/3327	Average exploration potential	4,000	6,000	8,000
E47/4315, E47/3328, E47/3329	Good exploration potential, between known gold mineral resources	8,000	12,000	15,000

In CSA Global's opinion, it considers the market value of DGO's Mallina exploration licences to range in value from A\$1.6 million to A\$3.0 million with a preferred value of A\$2.3 million (Table 17).

Table 17: Market value of Mallina Project's exploration licences

Tenement	Area (km ²)	DGO interest (%)	Grant Factor [#]	Valuation factors (A\$/km ²)			Valuation (A\$ million)		
				Low	Preferred	High	Low	Preferred	High
E47/4315	22.4	100%	70%	8,000	12,000	15,000	0.13	0.19	0.24
E47/4316	15.9	100%	70%	4,000	6,000	8,000	0.04	0.07	0.09
E47/3327	140.5	100%	100%	4,000	6,000	8,000	0.56	0.84	1.12
E47/3328	25.5	100%	100%	8,000	12,000	15,000	0.20	0.31	0.38
E47/3329	76.7	100%	100%	8,000	12,000	15,000	0.61	0.92	1.15
Total	281.0						1.5	2.3	3.0

[#] Grant factor of 100% for granted tenure and 70% for pending tenure

Note: The valuation has been compiled to an appropriate level of precision, values may not add up due to rounding

9.4.5 Tom Price Project

CSA Global has undertaken an assessment of DGO's Tom Price exploration licences (total area of 1,308.8 km²) based on publicly available information and data supplied by DGO. CSA Global, in its professional judgement, has selected ranges and preferred values based on the exploration stage and prospectivity of the tenure (Table 18).

Table 18: Summary assessment of DGO's Tom Price exploration licences

Tenements	Comment	Valuation factors (A\$/km ²)		
		Low	Pref.	High
All	Early exploration stage with low/moderate potential	1,000	2,000	4,000

In CSA Global's opinion, it considers the market value of DGO's Tom Price exploration licences to range in value from A\$1.0 million to A\$3.8 million with a preferred value of A\$1.9 million (Table 19).

Table 19: Market value of Tom Price Project's exploration licences

Tenement	Area (km ²)	DGO interest (%)	Grant Factor [#]	Valuation factors (A\$/km ²)			Valuation (A\$ million)		
				Low	Preferred	High	Low	Pref.	High
E47/3898	458.4	100%	70%	1,000	2,000	4,000	0.32	0.64	1.28
E47/3900	528.0	100%	70%	1,000	2,000	4,000	0.37	0.74	1.48
E47/3629	38.0	80%	100%	1,000	2,000	4,000	0.03	0.06	0.12
E47/3651	117.4	80%	100%	1,000	2,000	4,000	0.09	0.19	0.38
E47/3716	167.0	80%	100%	1,000	2,000	4,000	0.13	0.27	0.53
Totals	1,308.8						0.9	1.9	3.8

[#] Grant factor of 100% for granted tenure and 70% for pending tenure

Note: The valuation has been compiled to an appropriate level of precision, values may not add up due to rounding.

9.4.6 Lake Randall Project

CSA Global has undertaken an assessment of DGO's Lake Randall exploration licences (total area of 232.8 km²) based on publicly available information and data supplied by DGO. CSA Global, in its professional judgement, has selected ranges and preferred values based on the exploration stage and prospectivity of the tenure (Table 20).

Table 20: Summary assessment of DGO's Lake Randall exploration licences

Tenements	Comment	Valuation factors (A\$/km ²)		
		Low	Preferred	High
E25/584	Early exploration stage	2,500	5,000	7,500
E15/1573	Average exploration potential	4,000	7,500	12,000

In CSA Global's opinion, it considers the market value of DGO's Lake Randall exploration licences to range in value from A\$0.7 million to A\$1.7 million with a preferred value of A\$1.1 million (Table 21).

Table 21: Market value of Lake Randall Project's exploration licences

Tenement	Area (km ²)	DGO interest (%)	Grant Factor [#]	Valuation factors (A\$/km ²)			Valuation (A\$ million)		
				Low	Pref.	High	Low	Pref.	High
E25/584	179.9	100%	100%	2,500	5,000	7,500	0.45	0.90	1.35
E15/1573	52.9	70%	100%	4,000	7,500	12,000	0.15	0.28	0.44
Total	232.8						0.6	1.2	1.8

[#] Grant factor of 100% for granted tenure and 70% for pending tenure

Note: The valuation has been compiled to an appropriate level of precision, values may not add up due to rounding.

9.4.7 Black Flag Project

CSA Global has undertaken an assessment of DGO's Black Flag exploration and prospecting licences (total area of 30.7 km²) based on publicly available information and data supplied by DGO. CSA Global, in its professional judgement, has selected ranges and preferred values based on the exploration stage and prospectivity of the tenure (Table 22). This includes the drilling completed by DGO in late 2019.

Table 22: Summary assessment of DGO's Black Flag exploration and prospecting licences

Tenements	Comment	Valuation factors (A\$/km ²)		
		Low	Pref.	High
E24/197	Good exploration potential	6,500	12,500	20,000
P24/4986, P24/4987, P24/4988, P24/4989, P24/4990, P24/4991	Good exploration potential	35,000	70,000	100,000
P24/4992	Good exploration potential /drill intersections	50,000	70,000	100,000

In CSA Global's opinion, it considers the market value of DGO's Black Flag exploration and prospecting licences to range in value from A\$0.63 million to A\$1.73 million with a preferred value of A\$1.19 million (Table 23).

Table 23: Market value of Black Flag Project's exploration and prospecting licences

Tenement	Area (km ²)	DGO interest (%)	Grant Factor [#]	Valuation factors (A\$/km ²)			Valuation (A\$ million)		
				Low	Pref.	High	Low	Pref.	High
E24/197	16.7	100%	100%	6,500	12,500	20,000	0.11	0.21	0.33
P24/4986	2.0	100%	100%	35,000	70,000	100,000	0.07	0.14	0.20
P24/4987	2.0	100%	100%	35,000	70,000	100,000	0.07	0.14	0.20
P24/4988	2.0	100%	100%	35,000	70,000	100,000	0.07	0.14	0.20
P24/4989	2.0	100%	100%	35,000	70,000	100,000	0.07	0.14	0.20
P24/4990	2.0	100%	100%	35,000	70,000	100,000	0.07	0.14	0.20
P24/4991	2.0	100%	100%	35,000	70,000	100,000	0.07	0.14	0.20
P24/4992	2.0	100%	100%	50,000	70,000	100,000	0.10	0.14	0.20
Total	30.7						0.6	1.2	1.7

[#] Grant factor of 100% for granted tenure and 70% for pending tenure

Note: The valuation has been compiled to an appropriate level of precision, values may not add up due to rounding.

9.4.8 Yamarna West Project

CSA Global has undertaken an assessment of DGO's Yamarna West exploration licences (total area of 727.8 km²) based on publicly available information and data supplied by DGO. CSA Global, in its professional judgement, has selected ranges and preferred values based on the exploration stage and prospectivity of the tenure (Table 24).

Table 24: Summary assessment of DGO's Yamarna West exploration licences

Tenements	Comment	Valuation factors (A\$/km ²)		
		Low	Pref.	High
E38/3343	Early exploration stage	1,000	1,500	2,500
E38/3344	Early exploration stage	2,000	1,500	2,500

In CSA Global's opinion, it considers the market value of DGO's Yamarna West exploration licences to range in value from A\$0.5 million to A\$1.3 million with a preferred value of A\$0.8 million (Table 25).

Table 25: Market value of Yamarna West exploration licences

Tenement	Area (km ²)	DGO interest (%)	Grant Factor [#]	Valuation factors (A\$/km ²)			Valuation (A\$ million)		
				Low	Pref.	High	Low	Pref.	High
E38/3343	520.9	100%	70%	1,000	1,500	2,500	0.36	0.55	0.91
E38/3344	206.9	100%	70%	1,000	1,500	2,500	0.14	0.22	0.36
Total	727.8						0.5	0.8	1.3

[#] Grant factor of 100% for granted tenure and 70% for pending tenure

Note: The valuation has been compiled to an appropriate level of precision, values may not add up due to rounding.

9.5 Geoscientific Rating Factor Valuation Check

The Geoscience Rating Factor valuation method was used as a second method to inform CSA Global's opinion on the value of the DGO exploration licence valuations completed using comparable transactions in Section 9.4.

The Geoscience method requires the consideration of those aspects of a mineral property, which enhance or downgrade the intrinsic value of the property. The first and key aspect of the Geoscientific Factor method described by Kilburn (1990) is the derivation of the base acquisition cost that is the basis for the valuation. Goulevitch and Eupene (1994) discuss the derivation of Base Acquisition Cost (BAC). The Base Acquisition Cost (BAC) represents the average cost to identify, apply for and retain a base unit of area of tenement.

9.5.1 Base Acquisition Cost – Western Australian Exploration Licence

The Base Acquisition Cost (BAC) for a Western Australia mineral exploration licences has been estimated using the following data:

- Based on the Government of Western Australia's Department of Mines, Industry Regulation and Safety (DMIRS) tenement database as of 22 August 2019 and the West Australian mining code, it is determined that the average age of exploration licences in West Australia is 4.7 years, and the average size of these licences is approximately 67 km².
- An average cost to identify an area of interest of A\$10,000 was chosen, as well as A\$20,000 for the cost of landowner notices, negotiations, legal costs, and compensation.
- An application fee of A\$1,502/licence is payable.
- The holding cost includes a rental of A\$138/block or ≈A\$46/km² per annum for the initial three years and A\$233/block or ≈A\$77.7/km² for the fourth and fifth years.
- Western Australian mining law includes a minimum annual expenditure requirement of A\$1,000/block or ≈A\$333.33/km² for the initial three years and A\$1,500/block or ≈A\$500/km² for the fourth and fifth years.
- Annual shire rates are payable on mineral exploration licences in the Western Australia, estimated at A\$2,000 per annum.

This suggests a Base Acquisition Cost (BAC) for a Western Australia exploration licence of A\$8,577/km², as shown in Table 26. CSA Global considers it appropriate to round this to approximately A\$8,000/km².

Table 26: Estimation of the Base Acquisition Cost (BAC) for Western Australia mineral exploration licences

Statistic	Unit	Value
Average licence size	km ²	67
Average licence age	years	4.7
Application fee	A\$ per licence	1,502
Annual rent year 1-3	A\$ per km ²	46.0
Annual rent year 4	A\$ per km ²	77.7
Minimal annual expenditure Year 1-3	A\$ per km ²	333.33
Minimal annual expenditure Year 4	A\$ per km ²	500
Deemed cost of identification of a licence	A\$ per licence	10,000
Costs of landowner notices, negotiations, legal costs, and compensation	A\$ per licence	20,000
Annual costs of local govt rates	A\$ per licence	2,000
Base Acquisition Cost (BAC) of average licence	A\$ per km ²	8,577

9.5.2 Base Acquisition Cost - South Australia Exploration Licence

The Base Acquisition Cost (BAC) for a SA mineral exploration licences has been estimated using the following data:

- Based on the Government of SA's Department of Energy and Mining tenement database as of 18 September 2019 and the SA Mining Act, it is determined that the average age of exploration licences in SA is 2.4 years, and the average size of these licences is approximately 377 km². CSA Global notes that exploration licences receive new tenement numbers when they are renewed, and notes that the majority of licences have been renewed at least once. CSA Global therefore concludes that a more appropriate average age for these licences would be five years.
- An average cost to identify an area of interest of A\$10,000 was chosen, as well as A\$50,000 for the cost of landowner notices, negotiations, legal costs, and compensation.
- An application fee of A\$1,781/licence is payable.
- The holding cost includes a charge of A\$737/licence plus A\$13.10/km² per annum.
- Annual shire rates are payable on mineral exploration licences in the South Australia, estimated at A\$10,000 per annum.
- SA mining law includes a minimum annual expenditure requirement of A\$30,000 plus A\$97/km².

This suggests a Base Acquisition Cost (BAC) for a SA exploration licence of A\$1,353.29/km², as shown in Table 27. CSA Global considers it appropriate to round this to approximately A\$1,500/km².

Table 27: Estimation of the Base Acquisition Cost (BAC) for South Australia mineral exploration licences

Statistic	Unit	Value
Average licence size	km ²	377
Average licence age	years	5
Application fee	A\$ per licence	1,781
Annual rent year	A\$ per licence	737+13.10/km ²
Minimal annual expenditure (rounded to nearest A\$5,000)	A\$ per unit	30,000+97/km ²
Deemed cost of identification of a licence	A\$ per licence	10,000
Costs of landowner notices, negotiations, legal costs, and compensation	A\$ per licence	50,000
Annual costs of local govt rates	A\$ per licence	10,000
Base Acquisition Cost (BAC) of average licence	A\$ per km ²	1,353.29

9.5.3 Base Acquisition Cost – Western Australia Prospecting Licence

- Based on the Government of Western Australia's Department of Mines, Industry Regulation and Safety (DMIRS) tenement database as of 22 August 2019 and the West Australian mining code, it is determined that the average age of exploration licences in West Australia is 3.3 years, and the average size of these licences is approximately 124 ha.
- An average cost to identify an area of interest of A\$10,000 was chosen, as well as A\$20,000 for the cost of landowner notices, negotiations, legal costs, and compensation.
- An application fee of A\$339/licence is payable.
- The holding cost includes a rental of A\$2.75/ha per annum.
- Western Australian mining law includes a minimum annual expenditure requirement of A\$40/ha.
- Annual shire rates are payable on mineral exploration licences in the Western Australia, estimated at A\$500 per annum.

This suggests a Base Acquisition Cost (BAC) for a Western Australia prospecting licence of A\$40,000/km², as shown in Table 28.

Table 28: Estimation of the Base Acquisition Cost (BAC) for Western Australia mineral prospecting licences

Statistic	Unit	Value
Average licence size	ha	124
Average licence age	years	3.3
Application fee	A\$ per licence	339
Annual rent	A\$ per ha	2.75
Minimal annual expenditure	A\$ per ha	40
Deemed cost of identification of a licence	A\$ per licence	10,000
Costs of landowner notices, negotiations, legal costs, and compensation	A\$ per licence	20,000
Annual costs of local govt rates	A\$ per licence	500
Base Acquisition Cost (BAC) of average licence	A\$ per km²	40,000

9.5.4 Stuart Shelf Project

Geoscience Factor Ranking results indicated in Table A1 (Appendix 1) were considered in assessing the Technical Value of each of the Stuart Shelf tenements. The ratings for the Stuart Shelf Project licences are indicated in Appendix 3.

A Market Factor of 0.5 was applied based on CSA Global's professional judgement with reference to the valuation factors identified in Appendix 3 to derive a Market Value from the Technical Value. The market factor is in part derived from reviewing the copper price performance (Figure 52) which over the last 5 years has been relatively flat to slightly declining. The 0.5 Market Factor applied to the Geoscientific Valuation method derived average values for the tenement package of approximately A\$4,911/km² for the exploration licences, based on the preferred value (A\$10.76 million divided by the area 2,190.4 km²). The value derived is comparable to, but lower than, the Comparative Market Transactions valuation method due to the lower level of available exploration data. (see Section 9.4)

A summary of the secondary valuation method, based on Geoscience Factors, is presented in Table 29.

Table 29: Summary of Geoscience Factor valuation of Stuart Shelf Project licences

Licences	Area (km ²)	Equity interest	Low (A\$ million)	Preferred (A\$ million)	High (A\$ million)
All	1,427.4	100%	4.18	10.76	17.36

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding.

9.5.5 Yerrida Project

Geoscience Factor Ranking results indicated in Table A1 (Appendix 1) were considered in assessing the Technical Value of each of the Yerrida tenements. The ratings for the Yerrida Project licences are indicated in Appendix 3, to derive a Market Value from the Technical Value. The 0.5 Market Factor applied to the Geoscientific Valuation method derived average values for the tenement package of approximately A\$10,000/km² for the exploration licences, based on the preferred value (A\$25.82 million divided by the area 2,504.8 km²). The value derived is relatively consistent with those of the Comparative Market Transactions valuation method (see Section 9.4).

A summary of the secondary valuation method, based on Geoscience Factors, is presented in Table 30.

Table 30: Summary of Geoscience Factor valuation of Yerrida Project licences

Licences	Area (km ²)	Equity interest	Low (A\$ million)	Preferred (A\$ million)	High (A\$ million)
All	2,504.8	100%	7.59	25.82	44.06

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding.

9.5.6 Bryah Project

Geoscience Factor Ranking results indicated in Table A1 (Appendix 1) were considered in assessing the Technical Value of each of the Bryah tenements. The ratings for the Bryah Project licences are indicated in (Appendix 3), to derive a Market Value from the Technical Value. The 0.5 Market Factor applied to the Geoscientific Valuation method derived average values for the tenement package of approximately A\$38,750/km² for the exploration licences, based on the preferred value (A\$4.98 million divided by the area 128.6 km²). The value derived is double the Comparative Market Transactions valuation method (see Section 9.4) due to the value placed on the specific targets derived from the AEM survey.

A summary of the secondary valuation method, based on Geoscience Factors, is presented in Table 30.

Table 31: Summary of Geoscience Factor valuation of Bryah Project licences

Licences	Area (km ²)	Equity interest	Low (A\$ million)	Preferred (A\$ million)	High (A\$ million)
E51/1729 and E51/1590	128.6	100%	1.74	4.98	8.23

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding.

9.5.7 Mallina Project

Geoscience Factor Ranking results indicated in Table A1 (Appendix 1) were considered in assessing the Technical Value of each of the Mallina tenements. The ratings for the Mallina Project licences are indicated in Appendix 3 to derive a Market Value from the Technical Value. The 0.5 Market Factor applied to the Geoscientific Valuation method derived average values for the tenement package of approximately A\$26,794/km² for the exploration licences, based on the preferred value (A\$7.53 million divided by the area 281.0 km²). The value derived is three times the value compared to the Comparative Market Transactions valuation method (see Section 9.4) due to the proximity to the DeGrey Mining Pilbara project and in particular the Hemi discovery.

A summary of the secondary valuation method, based on Geoscience Factors, is presented in Table 32.

Table 32: Summary of Geoscience Factor valuation of Mallina Project licences

Licences	Area (km ²)	Equity interest	Low (A\$ million)	Preferred (A\$ million)	High (A\$ million)
All	281.0	100%	3.23	7.53	11.83

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding.

9.5.8 Tom Price Project

Geoscience Factor Ranking results indicated in Table A1 (Appendix 1) were considered in assessing the Technical Value of each of the Tom Price tenements. The ratings for the Tom Price Project licences are indicated in Table C5 (Appendix 3).

A Market Factor of 0.5 was applied based on CSA Global's professional judgement with reference to the valuation factors identified in Table C6 (Appendix 3), to derive a Market Value from the Technical Value.

The 0.5 Market Factor applied to the Geoscientific Valuation method derived average values for the tenement package of approximately A\$3,080/km² for the exploration licences, based on the preferred value (A\$4.03 million divided by the area 1,308.8 km²). The value derived is similar to the Comparative Market Transactions valuation method (see Section 9.4).

A summary of the secondary valuation method, based on Geoscience Factors, is presented in Table 33.

Table 33: Summary of Geoscience Factor valuation of Tom Price Project licences

Licences	Area (km ²)	Equity/Grant interest	Low (A\$ million)	Preferred (A\$ million)	High (A\$ million)
All	1,308.8	70%*/80%*	0.47	4.03	7.59

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding.

*E51/3898, E51/3900 are pending and therefore considered 70% due to the grant factor applied

*E47/3629, E47/3651, E47/3716 are 80% equity

9.5.9 Lake Randall Project

Geoscience Factor Ranking results indicated in Table A1 (Appendix 1) were considered in assessing the Technical Value of each of the Lake Randall tenements.

A Market Factor of 0.5 was applied based on CSA Global's professional judgement with reference to the valuation factors identified in Table C7 (Appendix 3) to derive a Market Value from the Technical Value.

The 0.5 Market Factor applied to the Geoscientific Valuation method derived average values for the tenement package of approximately A\$14,796/km² for the exploration licences, based on the preferred value (A\$3.44 million divided by the area 232.8 km²). The value derived is comparable to, but higher than the Comparative Market Transactions valuation method.

A summary of the secondary valuation method, based on Geoscience Factors, is presented in Table 34.

Table 34: Summary of Geoscience Factor valuation of Lake Randall Project licences

Licences	Area (km ²)	Equity interest	Low (A\$ million)	Preferred (A\$ million)	High (A\$ million)
All	232.8	100%/70%*	1.03	3.44	5.86

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding.

*E25/584 is 100% DGO and E15/1573 is 70% DGO in JV

9.5.10 Black Flag Project

Geoscience Factor Ranking results indicated in Table A1 (Appendix 1) were considered in assessing the Technical Value of each of the Black Flag tenements. The value for this tenement is impacted positively by

the higher value per km² for Prospecting Licences (PLs) compared to Exploration tenements (EL) and in this case is similar to the average for WA PL transactions. In addition, there is one small EL which lowers the average value of the overall licences.

A Market Factor of 0.5 for the exploration licence and 0.25 for the prospecting licences was applied based on CSA Global's professional judgement with reference to the valuation factors identified in Table C6 to derive a Market Value from the Technical Value.

The chosen Market Factors applied to the Geoscientific Valuation method derived average values for the exploration licence of approximately A\$76,876/km² and approximately A\$192,188/km² for the prospecting licences. The average value was approximately A\$129,459/km², based on the preferred value (A\$3.98 million divided by the area 30.7km²).

A summary of the secondary valuation method, based on Geoscience Factors, is presented in Table 35.

Table 35: Summary of Geoscience Factor valuation of Black Flag Project Licences

Licences	Area (km ²)	Equity interest	Low (A\$ million)	Preferred (A\$ million)	High (A\$ million)
All	30.7	100%	1.75	3.98	6.21

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding.

9.5.11 Yarmana West Project

Geoscience Factor Ranking results indicated in Table A1 (Appendix 1) were considered in assessing the Technical Value of each of the Yamarna West tenements.

A Market Factor of 0.5 was applied based on CSA Global's professional judgement with reference to the valuation factors identified in (Appendix 3) to derive a Market Value from the Technical Value.

The 0.5 Market Factor applied to the Geoscientific Valuation method derived average values for the tenement package of approximately A\$5,600/km² for the exploration licences, based on the preferred value (A\$0.72 million divided by the area 128.6 km²). The value derived is higher than the Comparative Market Transactions valuation method due to the remoteness and low level of work undertaken as well as a discount for being an application. (see Section 9.5.11 Yamarna West Project)

A summary of the secondary valuation method, based on Geoscience Factors, is presented in Table 36.

Table 36: Summary of Geoscience Factor valuation of Yamarna West Project licences

Licences	Area (km ²)	DGO interest	Low (A\$ million)	Preferred (A\$ million)	High (A\$ million)
All	727.8	100%	0.29	0.72	1.15

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding.

9.6 Valuation Summary

CSA Global's opinion on the likely market value of the DGO tenement holdings is summarised below. CSA Global notes that the valuation ranges are comparatively large, averaging from 40% below to 80% above the Preferred value. CSA Global views this as appropriate for the current stage of these projects. In CSA Global's professional opinion Early-stage exploration projects where there is limited exploration and mineral resources have not been established fall within a range of approximately 50% above and below the preferred value. The generally larger range at the high end of this particular set of mineral properties is indicative of CSA Global's view that the properties have upside value potential, which could be realised in a better market environment.

In CSA Global's professional judgement, a range of 10-20% around a preferred value would more likely be associated with a much more advanced mineral project, such as one in the Development stage, that has been extensively technically de-risked through a Feasibility study.

9.6.1 *Stuart Shelf Project*

In forming an opinion on the Market value (CSA Global Preferred) of the Stuart Shelf Project exploration licences, CSA Global has considered valuations derived from the Comparative Transactions method and the Geoscience Factor Method (GFM) (Figure 57).

The Comparative Transactions valuation method provides a direct, albeit backward-looking, indication of market value, whereas the GFM method provides a technically driven valuation.

In reviewing both IOCG and sediment-hosted copper projects, there was found to be little difference in the comparative valuations (Table B3). The GFM tends to provide lower results due to the lack of exploration datasets on the DGO tenements. However, the tenement position within the Neoproterozoic strata and IOCG potential in the Prominent Hill to Carrapateena trend, means that nearby transactions can be utilised to determine a relatively well constrained valuation, in the opinion of CSA Global, as demonstrated in Figure 57.

However, given the relatively limited work completed by DGO to validate their conceptual model, CSA Global has chosen a preferred value at the lower at the lower end of the range.

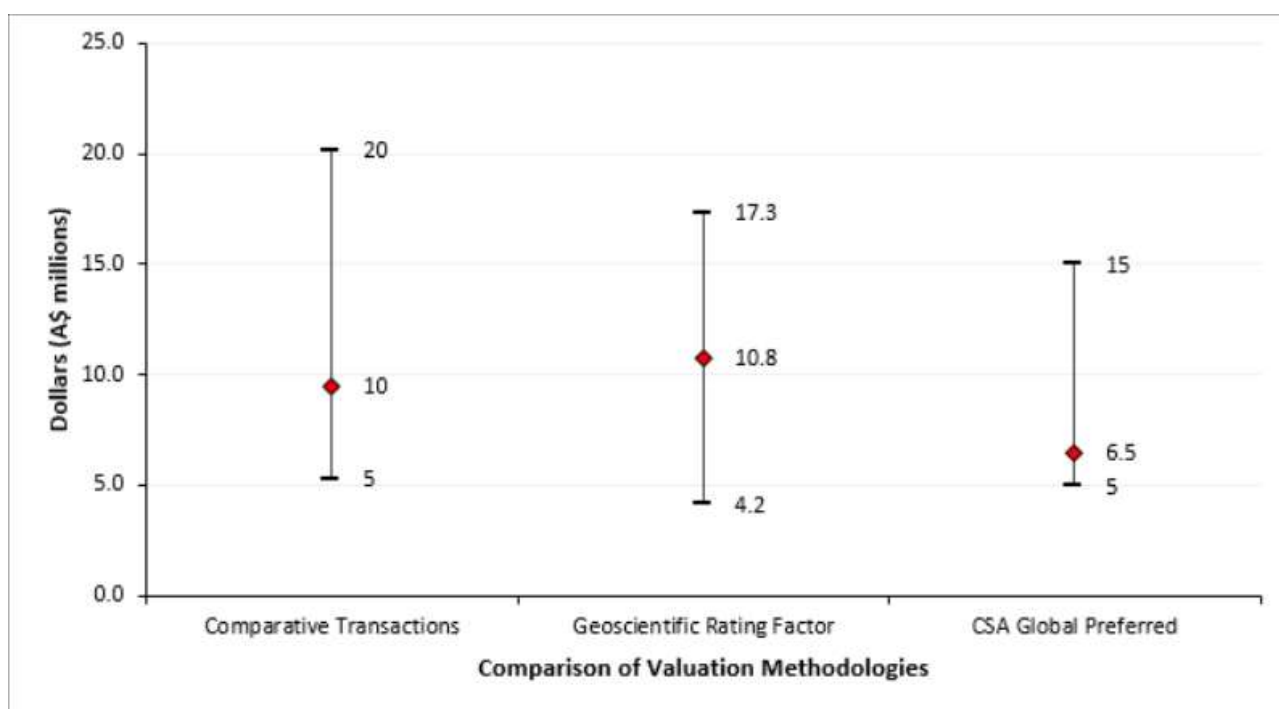


Figure 57: *Stuart Shelf exploration licences – comparison of valuation techniques*

9.6.2 *Yerrida Project*

In forming an opinion on the market value of the Yerrida Project exploration licences, CSA Global has considered valuations derived from the Comparative Transactions method and the Geoscience Factor method (Figure 58).

The Comparative Transactions valuation method provides a direct, albeit backward-looking, indication of market value, whereas the GFM method provides a technically driven valuation.

In the case of the Yerrida, GFM valuation method, provides a slightly higher value due to the large tenement area. The effect of a large tenement increases the overall value due to the cumulative value of each tenement. The CSA Global preferred valuation provides a slight discount to both the comparative transactions and GFM factor. In doing so, CSA Global consider that the DGO tenements are located in proximity to known mineralisation (i.e. DeGrussa), but not necessarily in the most prospective stratigraphy. A summary of comparative transactions is included in (Table B3).

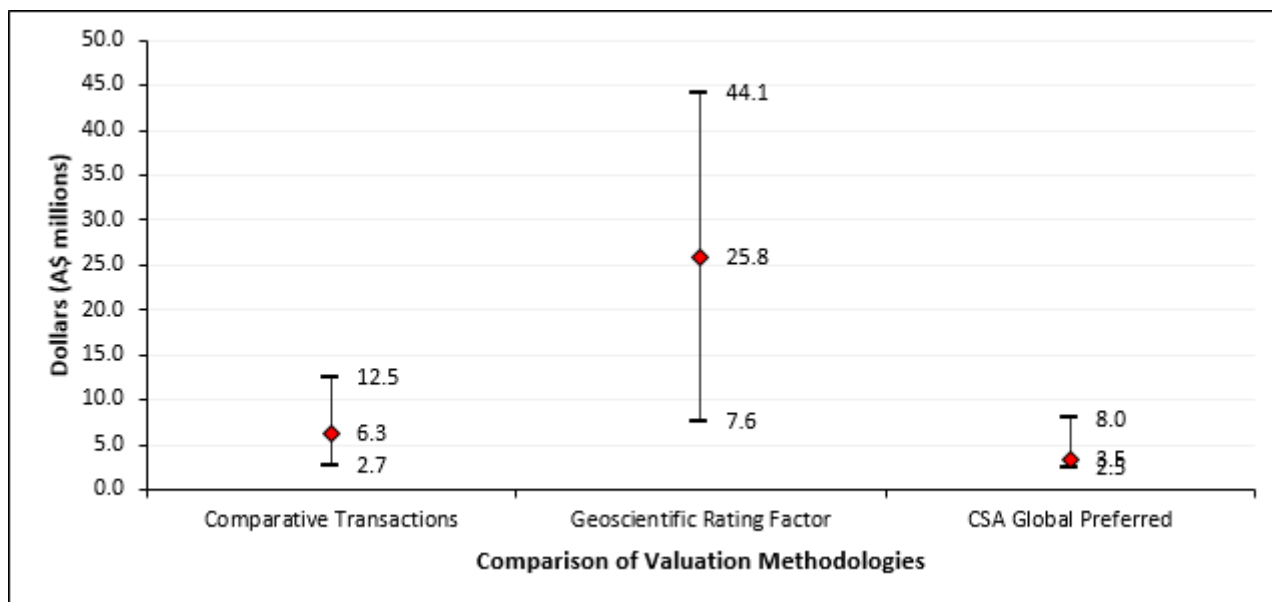


Figure 58: Yerrida exploration licences – comparison of valuation techniques

9.6.3 Bryah Project

In forming an opinion on the market value of the Bryah Project exploration licences, CSA Global has considered valuations derived from the Comparative Transactions and the Geoscience Factor method (GFM)(Figure 59).

The Comparative Transactions valuation method provides a direct, albeit backward-looking, indication of market value, whereas the GFM method provides a technically driven valuation.

The CSA Global preferred valuation is slightly higher than the comparative transactions and lower than the GFM factor. This reflects the location within the same stratigraphy as the DeGrussa mine and some encouraging geophysics (AEM survey). At this stage there is little in the way of confirmatory drilling which lowers the CSA Global preferred value (Figure 59). A summary of comparative transactions is included in (Table B3).

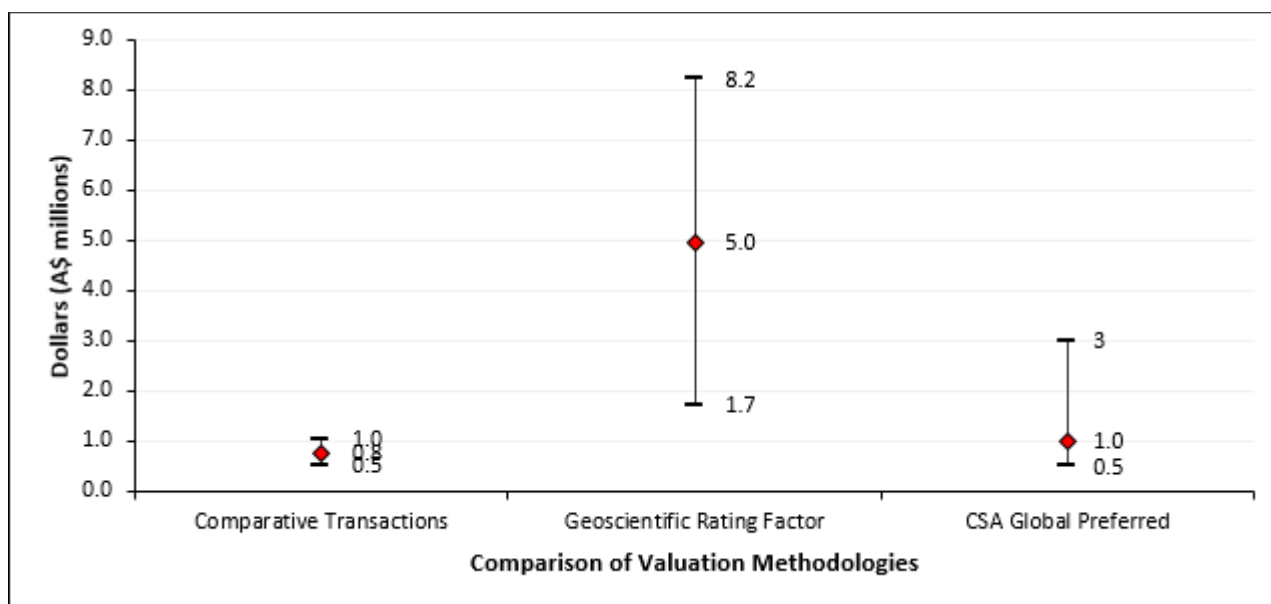


Figure 59: Bryah exploration licences – comparison of valuation techniques

9.6.4 Mallina Project

In forming an opinion on the market value of the Mallina Project exploration licences, CSA Global has considered valuations derived from the Comparative Transactions and the Geoscience Rating Factor (GFM).

The Comparative Transactions valuation method provides a direct, albeit backward-looking, indication of market value, whereas the GFM method provides a technically driven valuation.

Whilst the Comparative Transactions valuation method is a primary valuation method and a more robust methodology for providing an indication of market value, in the case of the Mallina tenements, the level of geoscientific data, due to the proximity of the Mallina tenements to known mineral resources on the DeGrey mining tenements and recent Hemi discovery, provides support to increase the value of the tenements to approximately the midpoint of the comparative transaction's and the GFM factor as shown in Figure 60.

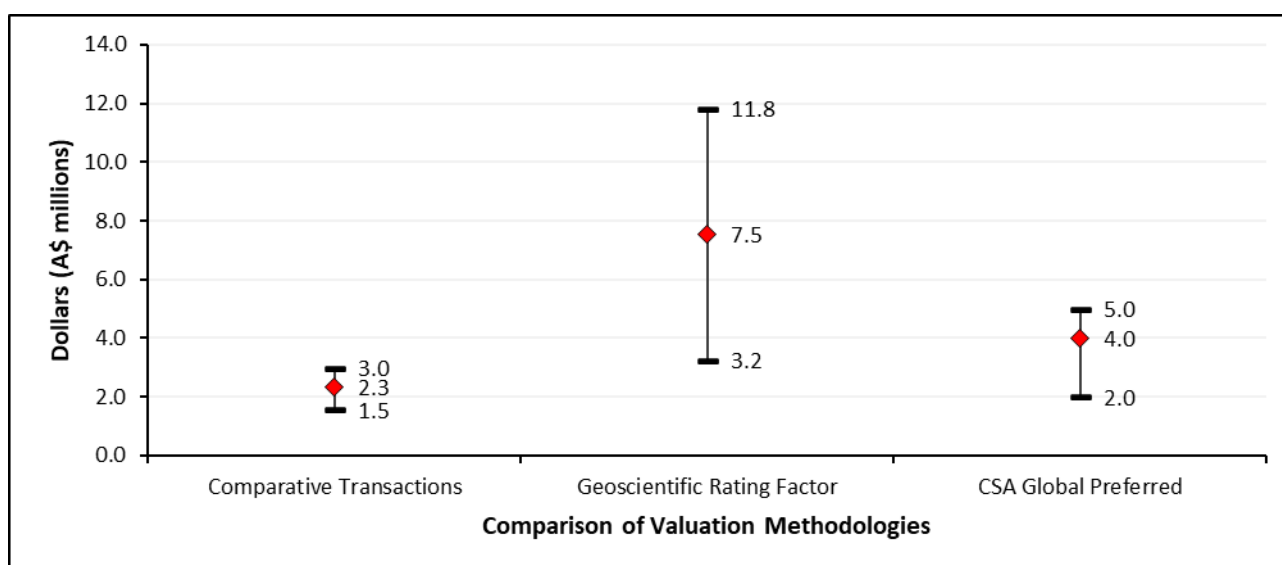


Figure 60: Mallina exploration licences – comparison of valuation techniques

9.6.5 Tom Price Project

In forming an opinion on the market value of the Tom Price Project exploration licences, CSA Global has considered valuations derived from the Comparative Transactions method and the GFM (Figure 61).

The Comparative Transactions valuation method provides a direct, albeit backward-looking, indication of market value, whereas the GFM method provides a technically driven valuation.

The GFM method reflects the lack of known gold mineralisation in the district with DGO presenting a new model of mineralisation supported by data sets that are incomplete or not well-defined. The GFM is supported by the presence of anomalous gold in stream sediments and rockchips. But the large area of the tenure gives a high valuation.

CSA Global's valuation range spans the lowest GFM value to an average Market approach value factor. The preferred value is at the lower end of our range due to the substantial work still being required to advance the exploration at Tom Price.

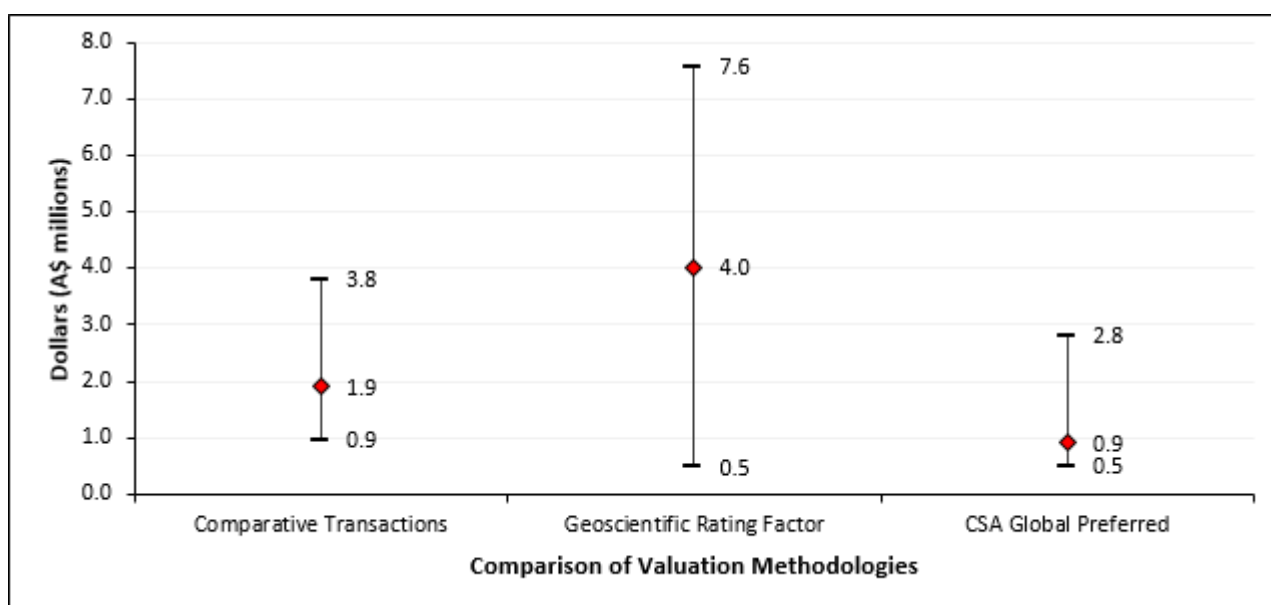


Figure 61: Tom Price exploration licences – comparison of valuation techniques

9.6.6 Lake Randall Project

In forming an opinion on the market value of the Lake Randall Project exploration licences, CSA Global has considered valuations derived from the Comparative Transactions and the Geoscience Factor method (GFM) (Figure 62).

The Comparative Transactions valuation method provides a direct, albeit backward-looking, indication of market value, whereas the GFM method provides a technically driven valuation.

In the case of the GFM, the data sets are limited and the district model for gold deposit formation typically related to folded BIF units, which are not present in the tenements. There is, however, evidence that suggests the presence of interpreted felsic intrusions and major through going structures which are positive for providing exploration targets which influences the CSA Global preferred valuation to be between the GFM and Comparative transaction as demonstrated in

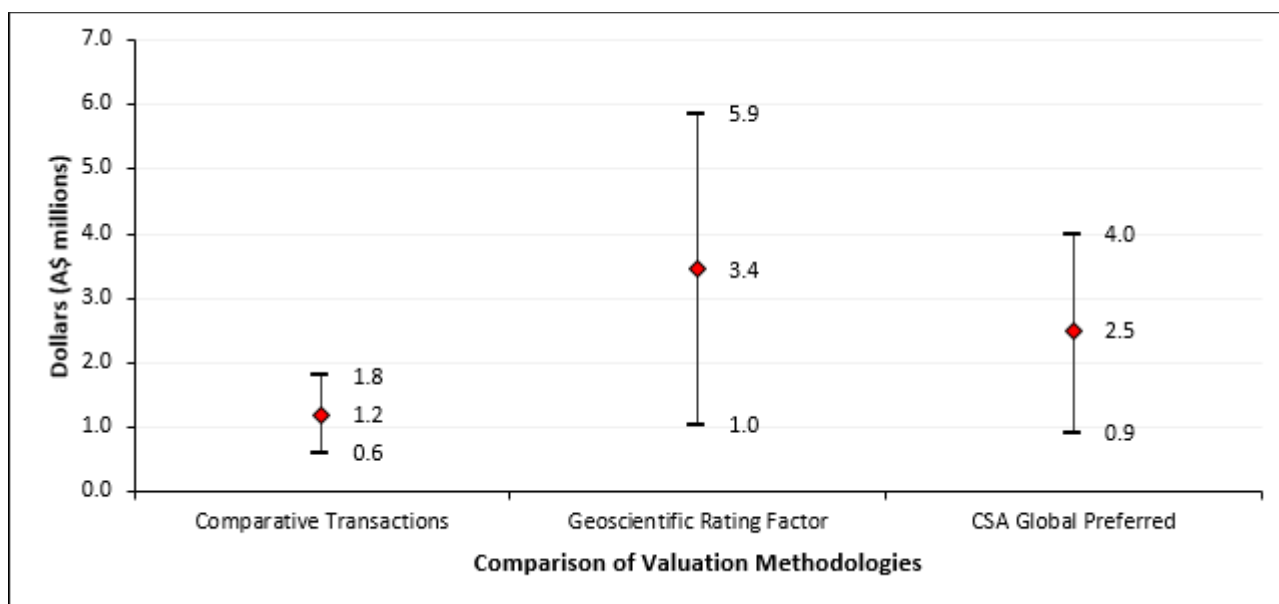


Figure 62: Lake Randall exploration licences – comparison of valuation techniques

9.6.7 Black Flag Project

In forming an opinion on the market value of the Black Flag Project exploration and Prospecting licences, CSA Global has considered valuations derived from the Comparative Transactions method and the Geoscience Factor (Figure 63).

A summary of comparative WA and SA gold transactions on Exploration Tenements and Prospecting Licences are listed in Appendix 2.

The Comparative Transactions valuation method provides a narrow range of values and, whilst the majority of tenements are Prospecting Licences, which are higher valued than Exploration Licences, they form a small tenement holding.

The GFM rating provides a rating that is well supported by being in a prolific gold producing district and along strike from existing mineral resources as well as some encouraging drill intersections as discussed in section 6.7.

In assigning a valuation to the Black Flag Project using the market approach, CSA Global chose valuation factors at the upper end of EL market analysis to reflect the location and prospectivity of the project – many ELs are large and with limited actual work, but the small area and subsequent exploration focus at Black Flag increases the value. The valuation factors used for the PLs were chosen to reflect the median and third quartiles of the data but skewed high using the practitioner's professional judgement to reflect the prospectivity of the area.

The GFM valuation delivers a higher valuation because the Black Flag project is relatively more advanced than the other more greenfields projects held by DGO. The off property factors load higher because of the location and geology, and there is more information and better results to push the on property, geology and anomaly factors higher as well.

In selecting final values for the Black Flag Project, CSA Global considered the location of the project (geologically and geographically), the higher value transactions for PLs, the recent drilling results, the current very favourable market for Australian gold assets, the current very high Australian gold price, and the potential for further project consolidation in the Eastern Goldfields (as evidenced by the level of M&A activity in the district over the past 18 months). On balance, CSA Global concluded that the if Black Flag Project was subject to a transaction it would deliver a value higher than the historical comparable transactions.

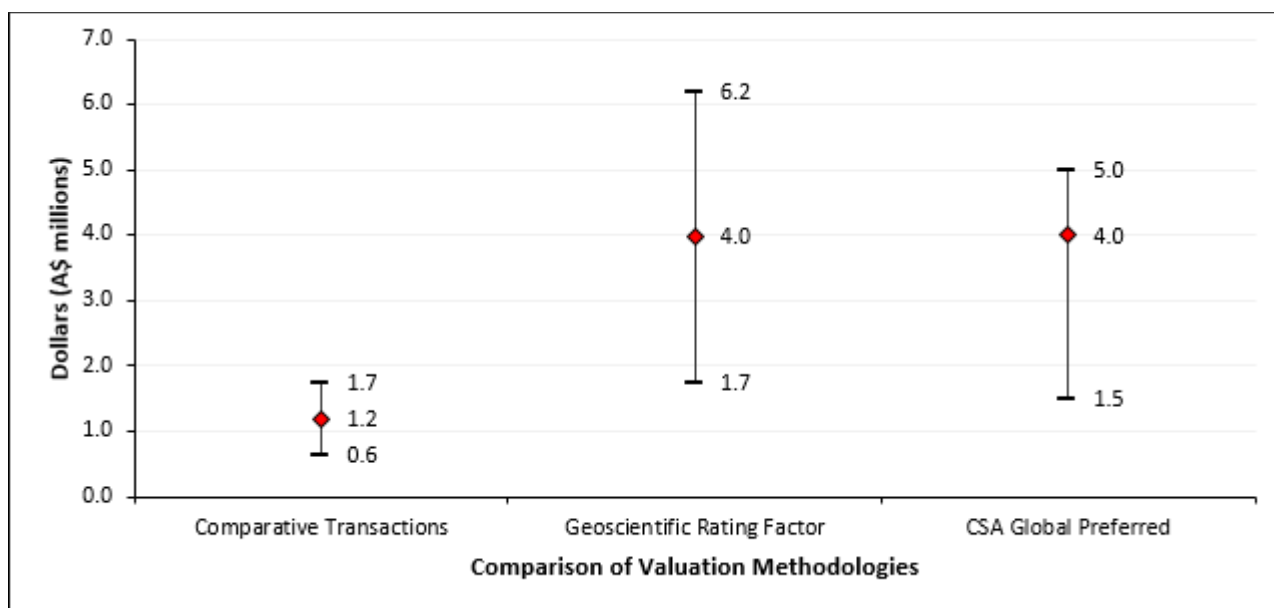


Figure 63: Black Flag exploration and prospecting licences – comparison of valuation techniques

9.6.8 Yamarna West Project

In forming an opinion on the market value of the Yamarna West Project exploration licences, CSA Global has considered valuations derived from the Comparative Transactions method and Geoscience Factor method (GFM) (Figure 64). A summary of comparative WA and SA gold transactions are listed in Appendix 2.

The Comparative Transactions valuation method provides a direct, albeit backward-looking, indication of market value, whereas the GFM method provides a technically driven valuation.

In the case of the Yamarna West tenements the GFM and the comparative transactions have arrived at a similar result. These factors influences the CSA Global preferred valuation to be between the GFM and Comparative transaction as demonstrated in Figure 64.

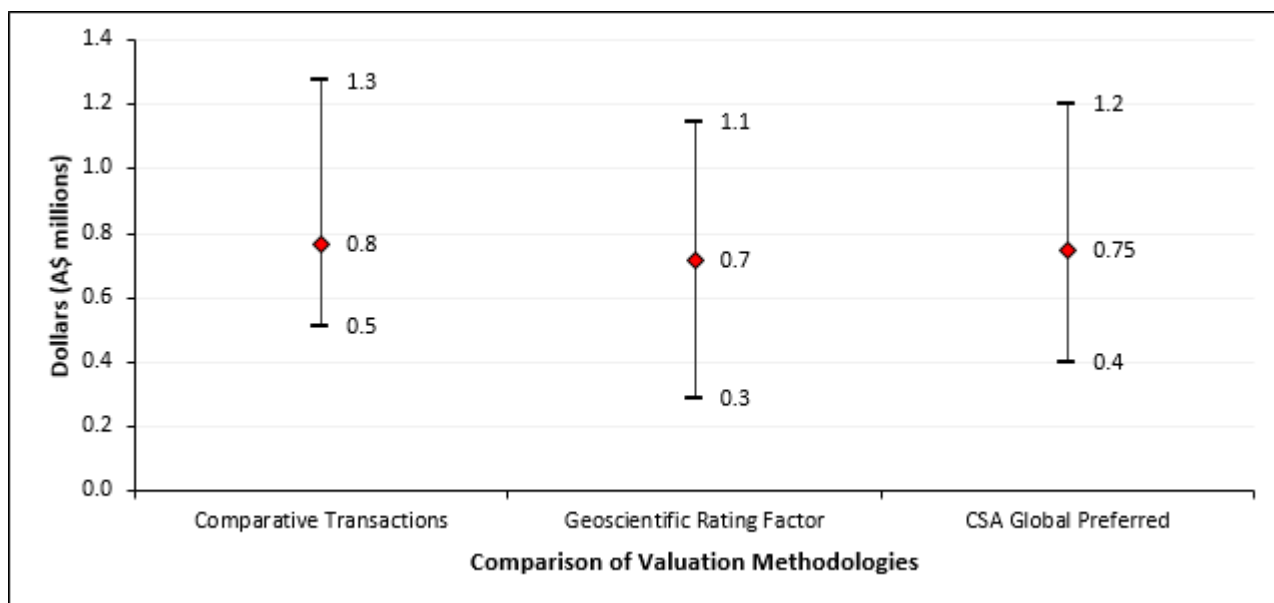


Figure 64 Yamarna West exploration licences – comparison of valuation techniques

9.6.9 CSA Global Valuation Summary

CSA Global's opinion on the Market Value of DGO's Australian mineral assets as at the valuation date is presented in Table 37.

Table 37: Summary market valuation of the DGO's mineral assets

Mineral asset	DGO interest (%)	Valuation (A\$ million)		
		Low	Preferred	High
Stuart Shelf Exploration Tenure	100	5.0	6.5	15.0
Black Flag Exploration & Prospecting Tenure	100	1.5	4.0	5.0
Lake Randall Exploration Tenure	70, 100	0.9	2.5	4.0
Mallina Exploration Tenure	100	2.0	4.0	5.0
Tom Price Exploration Tenure	80, 100	0.5	0.9	2.8
Yerrida Exploration Tenure	100	2.5	3.5	8.0
Bryah Exploration Tenure	100	0.5	1.0	3.0
Yamarna West Exploration Tenure	100	0.4	0.75	1.2
Total		13.3	23.2	44.0

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding.

It is stressed that the values are opinions as to likely values, not absolute values, which can only be tested by going to the market.

CSA Global notes that the valuation ranges are comparatively large, averaging from 46% below to 105% above the preferred value. CSA Global has considered these ranges and concludes that they provides a reasonable representation of possible valuation outcomes for the projects, given the uncertainties inherent in valuing exploration projects. CSA Global views this as appropriate for the current development stage of these projects, i.e. comparatively early-stage exploration projects where mineral resources have not been established. In CSA Global's professional judgement, a range of approximately 50% above and below the preferred value would be typical for mineral projects at this stage. The large valuation range selected reflects CSA Global's view on the risks and uncertainties associated with a project at current stage of development, where the price paid by a potential buyer will be largely determined by a potential buyer's risk appetite.

The generally larger range at the high end of this particular set of mineral properties is indicative of CSA Global's view that the properties have upside value potential, which could be realised in a better market environment.

CSA Global notes that our opinion on the Market Value of the DGO Mineral Assets, as expressed in this report, must be considered in total, and that choosing parts of the analysis or the factors considered by it, without bearing in mind all the factors and analyses together could result in a misleading view of the process underpinning the valuation opinion presented in this report. The preparation of a valuation of a mineral asset is a complex process incorporating varying degrees of qualitative opinion and does not readily lend itself to partial analysis or summary.

CSA Global has no obligation or undertaking to advise any person or entity of any development in relation to the mineral assets which comes to its attention after the date of the shareholders meeting. CSA Global will not review, revise or update the valuation, or provide an opinion in respect of any such development occurring after the date of this report.

Impact of COVID-19

CSA Global notes that the COVID-19 pandemic has dramatically escalated in its effects on the global economy and Australian society and markets. There are significant uncertainties regarding the influence of COVID-19, with global financial markets having experienced significant downward movements and substantial volatility

since the beginning of March 2020. As at the Valuation Date and the date of this Report, these uncertainties remain.

No specific adjustments for the potential impact of Covid-19 have been reflected in the Market Value of the DGO Mineral Assets. Specifically, in the present case, we note that gold markets and shares in gold-focused companies (including DGO) appear to have been resilient to the impact of the Covid-19. Furthermore, the time to assess and test mineral assets is generally several years in duration, whereas the effects of the COVID-19 crisis are hopefully shorter in duration than this. Accordingly, no specific adjustment has been made to our valuation assessments in this regard.

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11 Glossary

Below are brief descriptions of some terms used in this report. For further information or for terms that are not described here, please refer to internet sources such as Wikipedia (www.wikipedia.org).

aeromagnetic	A survey undertaken by helicopter or fixed-wing aircraft for the purpose of recording magnetic characteristics of rocks by measuring deviations of the Earth's magnetic field.
air core drilling	A relatively inexpensive drilling technique similar to RC drilling, in which the drill cuttings are returned to surface inside the rods.
air track drilling	A percussion drilling technique on a track mounted rig used pre-1990 which is similar to the RAB method.
amphibolite	A mafic metamorphic rock consisting mainly of amphibole minerals, especially hornblende and actinolite.
anomaly	An area where exploration has revealed results higher than the local background level.
Archaean	The oldest geologic time period, pertaining to rocks older than about 2,500 million years.
assay	The testing and quantification metals of interest within a sample.
auger	Geochemical sampling technique involving the use of either a hand auger or a small drilling rig with an auger bit.
Base Acquisition Cost	The Base Acquisition Cost (BAC) represents the average cost to identify, apply for and retain a base unit of area of tenement.
carbonate	Rock or mineral dominated by the carbonate ion (CO ₃ ²⁻), of sedimentary or hydrothermal origin, composed primarily of calcium, magnesium or iron, carbon, and oxygen. Essential component of limestones and marbles.
Comparative Transaction Valuations	The Comparative Transactions method looks at prior transactions for the property and recent arm's length transactions for comparative properties.
Craton	An old and stable part of the continental lithosphere.
diamond drilling	Drilling method employing a (industrial) diamond encrusted drill bit for retrieving a cylindrical core of rock.
domain	Geological zone of rock with similar geostatistical properties; typically, a zone of mineralisation.
dyke	A tabular body of intrusive igneous rock, crosscutting the host strata at a high angle.
en echelon	Closely-spaced, parallel or subparallel, overlapping or step-like minor structural features in rock, which lie oblique to the overall structural trend.
fault	A wide zone of structural dislocation and faulting.
geochemical	Pertains to the concentration of an element.
Geoscientific Factor Rating Valuation	The Geoscience method requires the consideration of those aspects of a mineral property, which enhance or downgrade the intrinsic value of the property.
Geochronology	The science of determining the absolute age of rocks. Dating methods involve measuring the amount of radioactive decay of a radioactive isotope with a known half-life.

Geophysical	Pertains to the physical properties of a rock mass.
granite	A coarse-grained igneous rock containing mainly quartz and feldspar minerals and subordinate micas.
greenstone	A metamorphosed basic igneous rock which owes its colour and schistosity to abundant chlorite.
greenstone belt	A broad term used to describe an elongate belt of rocks that have undergone regional metamorphism to greenschist facies.
ground magnetic	Geophysical survey method using a handheld magnetometer to record the strength of the earth's magnetic field usually along a grid.
intrusion	Any igneous rock formed by intrusion and cooling of hot liquid rock below the earth's surface.
IOCG	Iron Oxide Copper-Gold deposits: a diverse family of mineral deposits characterised by the following features: (1) Cu ± Au, as economic metals, (2) hydrothermal features and strong structural controls, (3) abundant magnetite and/or haematite, and (4) no clear spatial associations with igneous intrusions as, for example, displayed by porphyry and skarn ore deposits. The Olympic Dam deposit being the type example.
lithology	The description of a rock unit's physical characteristics visible in hand or core samples, such as colour texture grain size and composition.
lode	A deposit of metalliferous ore formed in a fissure or vein.
mafic	Igneous rock composed dominantly of dark coloured minerals such as amphibole pyroxene and olivine, generally rich in magnesium and iron.
metamorphic	A rock that has been altered by metamorphism from a pre-existing igneous or sedimentary rock type.
outcrop	A visible exposure of bedrock or ancient superficial deposits on the surface of the Earth.
pegmatite	An exceptionally coarse-grained igneous rock with interlocking crystals, usually found as irregular dykes lenses or veins around the margins of batholiths.
pluton	Body of intrusive igneous rock, typically several kilometres in dimension.
porphyry	Igneous rocks in which large crystals (phenocrysts) are set in finer groundmass, which may be crystalline or glass.
quartz	Common mineral composed of crystalline silica, with chemical formula SiO ₂ .
RAB drilling	Rotary Air Blast. A relatively inexpensive but less accurate percussion drilling technique involving the collection of sample returned by compressed air from outside the drill rods.
RC drilling	Reverse Circulation. A percussion drilling method in which the fragmented sample is brought to the surface inside the drill rods, thereby reducing contamination.
saprolite	Soft clayey porous rock formed by in-place chemical weathering of rocks.
sedimentary	A term describing a rock formed from sediment.
shear	A deformation resulting from stresses that cause rock bodies to slide relatively to each other in a direction parallel to their plane of contact.
shoot	Part of an orebody of elongated shape where higher grades are concentrated.

soil sampling	The collection of soil specimens for mineral analysis.
strata	Sedimentary rock layers.
stratigraphic	Pertaining to the composition, sequence and correlation of stratified rocks.
strike	Horizontal direction or trend of a geological strata or structure.
structural	Pertaining to rock deformation or to features that result from it.
terrane	Any rock formation or series of formations or the area in which a particular formation or group of rocks is predominant.
ultramafic	Igneous and meta-igneous rocks composed of greater than 90% mafic minerals with very high magnesium and iron content, very low silica and potassium content.
volcanics	Rocks formed or derived from volcanic activity.
“Zambian” Copper Belt deposit	sediment-hosted stratabound copper deposits; mineralisation is hosted in a variety of rocks and fluid traps, and emplaced by a number of events spread over a period of time (tens of millions of years); structurally and chemically controlled.

12 Abbreviations and Units of Measurement

%	percent
°	degrees
°C	degrees Celsius
3D	three-dimensional
A\$	Australian dollars
AAS	atomic absorption spectroscopy
AFO	Albany-Fraser Orogen
AIG	Australian Institute of Geoscientists
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
Au	gold
AusIMM	Australasian Institute of Mining and Metallurgy
AUSLIG	Australian Surveying and Land Information Group
BAC	base acquisition cost
cm	centimetre(s)
CSA Global	CSA Global Pty Ltd
DMIRS	Department of Mines, Industry Regulation and Safety
EL	exploration licence
EM	electromagnetic
g/t	grams per tonne
ha	hectares
ICP-AES	inductively coupled plasma – atomic emission spectroscopy
ICP-MS	inductively coupled plasma – mass spectrometry
IER	independent expert's report
IP	induced polarisation
IRG	intrusion-related gold
JORC Code	2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves
JORC	Joint Ore Reserves Committee
k	thousand(s)
km	kilometres
km ²	square kilometres
m	metre(s)
M	million(s)
mm	millimetre(s)
nT	nano Tesla

oz	troy ounce (31.1035 grams)
PGE	platinum group elements
PL	Prospecting License
ppb	parts per billion (measure of concentration)
ppm	parts per million (measure of concentration)
QAQC	quality assurance and quality control (for sampling and assaying)
RAB	rotary air blast
RC	reverse circulation
SedEx	sedimentary exhalative
t	tonne(s)
US\$	United States of America dollars
VALMIN	Code for the Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Expert Reports
VMS	volcanogenic massive sulphide

Appendix 1: Valuation Approaches

Valuation of Mineral Assets is not an exact science; and a number of approaches are possible, each with varying strengths and shortcomings. Whilst valuation is a subjective exercise, there are a number of generally accepted methods for ascertaining the value of Mineral Assets. CSA Global consider that, wherever possible, inputs from a range of methods should be assessed to inform the conclusions about the Market Value of Mineral Assets.

The valuation opinion is always presented as a range, with the preferred value identified. The preferred value need not be the median value and is determined by the Practitioner based on their experience and professional judgement.

Background

Mineral Assets are defined in the VALMIN Code² as all property including (but not limited to) tangible property, intellectual property, mining and exploration tenure and other rights held or acquired in connection with the exploration, development of and production from those tenures. This may include the plant, equipment and infrastructure owned or acquired for the development, extraction, and processing of minerals in connection with that tenure.

Business valuers typically define market value as “The price that would be negotiated in an open and unrestricted market between a knowledgeable, willing, but not anxious buyer, and a knowledgeable, willing but not anxious seller acting at arm’s length”. The accounting criterion for a market valuation is that it is an assessment of “fair value”, which is defined in the accounting standards as “the amount for which an asset could be exchanged between knowledgeable, willing parties in an arm’s length transaction.” The VALMIN Code defines the value of a Mineral Asset as its Market Value, which is “the estimated amount (or the cash equivalent of some other consideration) for which the Mineral Asset should exchange on the date of Valuation between a willing buyer and a willing seller in an arm’s length transaction after appropriate marketing where the parties had each acted knowledgeably, prudently and without compulsion”.

Market Value usually consists of two components, the underlying or Technical Value, and a premium or discount relating to market, strategic or other considerations. The VALMIN Code recommends that a preferred or most likely value be selected as the most likely figure within a range after considering those factors which might impact on Value.

The concept of Market Value hinges upon the notion of an asset changing hands in an arm’s length transaction. Market Value must therefore consider, inter alia, market considerations, which can only be determined by reference to “comparable transactions”. Generally, truly comparable transactions for Mineral Assets are difficult to identify due to the infrequency of transactions involving producing assets and/or Mineral Resources, the great diversity of mineral exploration properties, the stage to which their evaluation has progressed, perceptions of prospectivity, tenement types, the commodity involved and so on.

For exploration tenements, the notion of value is very often based on considerations unrelated to the amount of cash which might change hands in the event of an outright sale, and in fact, for the majority of tenements being valued, there is unlikely to be any “cash equivalent of some other consideration”. Whilst acknowledging these limitations, CSA Global identifies what it considers to be “comparative transactions” (i.e. transactions that are useful to consider) to be used in assessing the values to be attributed to Mineral Assets.

The approach by CSA Global for this Valuation has been to use the Comparative Transactions Valuation method with the Geoscientific Rating Factor as the secondary method.

² Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (The VALMIN Code) 2015 Edition. Prepared by the VALMIN Committee, a joint committee of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists.

Market

Comparative Transaction Method

The Comparative Transactions method looks at prior transactions for the property and recent arm's length transactions for comparative properties.

The Comparative Transaction method provides a useful guide where a mineral asset that is generally comparable in location and commodity has in the recent past been the subject of an "arm's length" transaction, for either cash or shares.

For the market approach resources are not generally subdivided into their constituent JORC Code categories. The total endowment or consolidated in situ resources are what drives the derivation of value. Each transaction implicitly captures the specific permutation of resource categories in a project. There are too many project-specific factors at play to allow any more than a consideration of price paid versus total resource base. Therefore, considering individual project resource permutations is neither practicable nor useful for this valuation approach. To that end, CSA Global's discussion of the market approach is predicated on the consolidated resource base, to allow application of the method.

Where a progressively increasing interest is to be earned in stages, it is likely that a commitment to the second or subsequent stages of expenditure will be so heavily contingent upon the results achieved during the earlier phases of exploration that assigning a probability to the subsequent stages proceeding will in most cases be meaningless. A commitment to a minimum level of expenditure before an incoming party can withdraw must reflect that party's perception of minimum value and should not be discounted. Similarly, any upfront cash payments should not be discounted.

The terms of a sale or joint venture agreement should reflect the agreed value of the tenements at the time, irrespective of transactions or historical exploration expenditure prior to that date. Hence the current Value of a tenement or tenements will be the Value implied from the terms of the most recent transaction involving it/them, plus any change in Value as a result of subsequent exploration.

High quality Mineral Assets are likely to trade at a premium over the general market. On the other hand, exploration tenements that have no defined attributes apart from interesting geology or a "good address" may well trade at a discount to the general market. Market Values for exploration tenements may also be impacted by the size of the land holding, with a large, consolidated holding in an area with good exploration potential attracting a premium due to its appeal to large companies.

Geoscience Factor Ranking

The Geoscience Factor (or Kilburn) method (GFM), as described by Kilburn (1990), provides an approach for the technical valuation of the exploration potential of mineral properties, on which there are no defined resources. It seeks to rank and weight geological aspects, including proximity to mines, deposits and the significance of the camp and the commodity sought.

Valuation is based upon a calculation in which the geological prospectivity, commodity markets, and mineral property markets are assessed independently. The GFM is essentially a technique to define a Value based upon geological prospectivity. The method appraises a variety of mineral property characteristics:

- Location with respect to any off property mineral occurrence of value, or favourable geological, geochemical, or geophysical anomalies
- Location and nature of any mineralisation, geochemical, geological, or geophysical anomaly within the property and the tenor of any mineralisation known to exist on the property being valued
- Number and relative position of anomalies on the property being valued
- Geological models appropriate to the property being valued.

The GFM method systematically assesses and grades these four key technical attributes of a tenement to arrive at a series of multiplier factors (Table A1).

Table A1: Geoscience Factor Ranking

Rating	Address/Off property factor	On property factor	Anomaly factor	Geological factor
0.5	Very little chance of mineralisation; Concept unsuitable to the environment	Very little chance of mineralisation; Concept unsuitable to the environment	Extensive previous exploration with poor results	Generally unfavourable lithology; No alteration of interest
1	Exploration model support; Indications of prospectivity; Concept validated	Exploration model support; Indications of Prospectivity; Concept validated	Extensive previous exploration with encouraging results; Regional targets	Deep cover; Generally favourable lithology/alteration (70%)
1.5	Reconnaissance (RAB/aircore) drilling with some scattered favourable results; Minor workings	Exploratory sampling with encouragement	Several early-stage targets outlined from geochemistry and geophysics	Shallow cover; Generally favourable lithology/alteration (50% to 60%)
2	Several old workings; Significant reverse circulation percussion drilling leading to advanced project	Several old workings; reconnaissance drilling or reverse circulation percussion drilling with encouraging intersections	Several well-defined targets supported by recon drilling data	Exposed favourable; Lithology/alteration
2.5	Abundant workings; Grid drilling with encouraging results on adjacent sections	Abundant workings; Core drilling after reverse circulation percussion with encouragement	Several well-defined targets with encouraging drilling results	Strongly favourable lithology, alteration
3	Mineral Resource areas defined	Advanced resource definition drilling (early stages)	Several significant sub-economic targets; No indication of "size"	Generally favourable lithology with structures along strike of a major mine; Very prospective geology
3.5	Abundant Workings/mines with significant historical production; Adjacent to known mineralisation at PFS stage	Abundant workings/mines with significant historical production; Mineral Resource areas defined	Several significant sub-economic targets; Potential for significant "size"; Early-stage drilling	
4	Along strike or adjacent to Resources at Definitive Feasibility Study stage	Adjacent to known mineralisation at PFS stage	Marginally economic targets of significant "size" advanced drilling	
4.5	Adjacent to development stage project	Along strike or adjacent to Resources at Definitive Feasibility Study stage	Marginal economic targets of significant "size" with well drilled Inferred Resources	
5	Along strike from operating major mine(s)	Adjacent to development stage project	Several significant ore grade co-relatable intersections	

The Geoscience Rating Factor valuation method is a subjective valuation method and different valuation practitioners are likely to derive different on-off property, anomaly, and geological factors, based on their interpretation and understanding of the project. Different descriptions of the rating factors also exist. However, provided the same rating system of factors and descriptions of their values is used, the results from different practitioners should not be dramatically different.

The BAC is an important input to the GFM. In essence, it is the average cost to acquire and hold an average age tenement in the jurisdiction and it is determined by summing the costs to identify and area of interest, application fees, annual rents and other government costs, work required to facilitate granting (e.g. native title, environmental etc.) and minimum annual statutory expenditures. In other words, the BAC is the total average expenditure per standard unit area (km², hectare, sub-block, etc.) and captures the identification

cost and then the application and retention costs. Each factor is then multiplied serially by the BAC to establish the overall technical value of each mineral property. A fifth factor, the market factor, is then multiplied by the technical value to arrive at the fair market value.

The standard references on the method (Kilburn, 1990; Goulevitch and Eupene, 1994) do not provide much detail on how the market factor should be ascertained. CSA Global takes the approach of using the implied value range from our selected Comparable Transactions to inform the selection of a GFM market factor. Our presumption is that the comparatives are capturing the market sentiment, so any other valuation method should not be significantly different (order of magnitude).

This is achieved by finding the market factor that produces an average GFM preferred value per unit area for whole project (i.e. total preferred GFM value divided by the total area) that falls within the range of the comparatives implied values per unit area. It is CSA Global's view that this adequately accounts for global market factors on an empirical basis. For example, if the implied value range is \$100/km² to \$2,000/km², then the market factor should give an average GFM preferred value per unit area that falls within that range.

CSA Global generally would select a market factor (rounded to an appropriate number of significant digits) that gives a value closer to the upper end of the range (though this is the valuer's judgement call). This is because the GFM is a tool that addresses the exploration potential of a project and is best suited to informing the upper end of valuation ranges for a project.

Valuation Approaches by Asset Stage

Regardless of the technical application of various valuation methods and guidelines, the valuer should strive to adequately reflect the carefully considered risks and potentials of the various projects in the valuation ranges and the preferred values, with the overriding objective of determining the "fair market value".

Table 1A shows the valuation approaches that are generally considered appropriate to apply to each type of mineral property.

Appendix 2: Comparative Transactions

Table B1: Selected comparative transactions of gold exploration licences in Western Australia and South Australia

Date	Project	Buyer	Seller	Transaction Type	Transaction value (100%) A\$k	Implied value A\$/km ²	Normalised value ^ A\$/km ²
12-Mar-20	Purdy's Reward	Novo Resources Corp	Artemis Resources Limited	Purchase	5,036	35,866	37,803
11-Feb-20	Sandstone	Westar Resources Ltd	Rafaella Resources Ltd	Purchase	150	579	654
10-Dec-19	Desdemona South	Genesis Minerals Limited	Kin Mining NL	JV	1,445	9,261	11,333
06-Dec-19	Metzke's Find	Dreadnaught Resources Limited	Private seller	Purchase	115	9,567	11,769
25-Jul-19	Bar and Twenty	Private Buyer	Anova Metals Limited	Purchase	25	1,379	1,776
25-Jul-19	Balagundi	Black Cat Syndicate Limited	Pioneer Resources Limited	JV	630	15,527	20,000
23-Jul-19	Lake Rebecca	Bulletin Resources Limited	Matsa Resources Limited	Purchase	156	908	1,174
09-Jul-19	Marble Bar	Calidus Resources Limited	Epmine WA Pty Ltd	Purchase	110	11,659	15,183
09-Jul-19	Bulgera	Norwest Minerals Limited	Accelerate Resources Limited	Purchase	220	5,977	7,783
04-Jul-19	South Gawler	Freport-McMoran Exploration Australia Pty Ltd	Terramin Australia Limited	JV	3,715	821	1,070
24-Jun-19	Illaara	Dreadnaught Resources Limited	Newmont Goldcorp Corp	Purchase	120	165	215
14-Jun-19	Myall Creek	Fortescue Metals Group	Strategic Energy Resources Limited	JV	1,477	2,757	3,689
05-Jun-19	Wild Horse	Freeport-McMoran Exploration Australia Pty Ltd	Terramin Australia Limited	JV	4,861	10,523	14,499
23-May-19	Mount Venn	Woomera Mining Limited	Cazaly Resources Limited	JV	2,740	7,026	9,896
14-May-19	Tambourah, Hillside, Panorama & Bonnie scot	Fe Limited	Macarthur Minerals Limited	JV	6,869	4,293	6,042
01-May-19	Ned's Creek	Vango Mining Limited	Lodestar Minerals Limited	JV	8,628	25,534	36,847
11-Apr-19	Carterton	Syndicated Metals Limited	Gateway Mining Limited	purchase	283	3,167	4,579
29-Mar-19	Hobbes	Crosspick Resources Pty Ltd	OreCorp Limited	JV	705	7,416	10,678
27-Mar-19	Pilbara	Thor Mining PLC	Private Seller	Purchase	833	1,063	1,508
11-Mar-19	Pilbara Basin	Monteray Minerals Inc	CTTR Mining Tenements Pty Ltd	Purchase	813	1,549	2,220
11-Feb-19	Sherlock River	Monteray Minerals Inc	Ridge Street Investments Pty Ltd	Purchase	1,105	8,185	11,605
08-Feb-19	Laverton	Global Fortune Investment Limitted	Expose Resources Limited	JV	740	4,836	6,856
18-Jan-19	Paynes Find	Oakajee Corporation limited	Attgold Pty Ltd	Purchase	44	974	1,430

Date	Project	Buyer	Seller	Transaction Type	Transaction value (100%) A\$/k	Implied value A\$/km ²	Normalised value ^ A\$/km ²
11-Dec-18	Penny West	Spectrum Metals Limited	Private Seller	Purchase	15	3,359	5,109
28-Nov-18	Kirkalocka	Blaze International Limited	Iron Clad Prospecting Pty Ltd	Purchase	130	981	1,536
28-Nov-18	Kirkalocka	Blaze International Limited	Beau Resources	Purchase	160	1,662	2,603
15-Oct-18	Mount Hawthorn	Marindi Metals Limited	Bar none Exploration Pty Ltd	Purchase	41	2,831	4,329
27-Sep-18	Golden Palm	Pacton Gold Inc.	Private Seller	Purchase	280	11,373	18,235
20-Sep-18	Wallbrook	Nexus Minerals Limited	Newmont Exploration Pty Ltd	Purchase	13	69	109
03-Sep-18	Mon Ami Area	Great Southern Mining Limited	Strategic Minerals Plc	Purchase	145	2,876	4,540
23-Aug-18	Pilbara	Pacton Gold Inc.	Arrow Minerals Limited	Purchase	4,147	6,809	10,936
31-Jul-18	Holleton	Ramelius Resources Limited	Element 25 Limited	Purchase	1,000	2,604	4,163
18-Jun-18	Ruby Plains	Dampier Gold Limited	Private Seller	Purchase	473	577	880
25-May-18	South Darlot	Kingwest Resources limited	Central Iron Ore Limited	Purchase	580	2,007	3,056
04-May-18	Kirkalocka	Bar None Exploration Pty Ltd	Blaze International Limited	Purchase	100	3,012	4,541
18-Apr-18	Slate Dam	Aruma Resources Ltd	Rare Earth Contracting Pty Ltd	Purchase	66	3,474	5,258
16-Apr-18	Ockerburry Hill	Red 5 Limited	AngloGold Ashanti Australia Ltd	Purchase	45	664	1,005
29-Mar-18	Warrawoona	Calidus Resources Limited	Gardner Mining Pty Ltd	Purchase	77	1,714	2,610
26-Feb-18	Queen Lapage	Riversgold Limited	Alloy Resources Limited	JV	448	1,392	2,153
05-Feb-18	South Yamarna	Gold Road Resources Limited	Sumitomo Metal Mining Oceana Pty Ltd	Purchase	14,000	5,675	8,859
31-Jan-18	Mary River	Pantoro Limited	Private Seller	Purchase	80	1,246	1,971
22-Dec-17	Hacks Well	Matsa Resources Limited	Australian Potash Ltd	Purchase	55	611	973
22-Dec-17	Omni Projects	Gateway Mining Ltd	OMNI GeoX Pty Ltd	Purchase	1,500	1,120	1,783
13-Dec-17	Pilbara Region	Tando Resources Limited	Geko-Co Pty Ltd	Option to Purchase	223	9,935	15,935
12-Dec-17	Dalgaranga	Gascoyne Resources Limited	Private Seller	Purchase	499	3,868	6,202
22-Nov-17	Eastman	Peako Limited	Sandrib Pty Ltd	JV	920	4,160	6,429
08-Nov-17	Croydon Top Camp	Coziron Resources Limited	Creasy Group Companies	JV	1,829	5,768	9,049
06-Nov-17	Black Hills	Greatland Gold Plc	Private Seller	Purchase	225	9,000	14,224
03-Oct-17	Mertondale East	Magnetic Resources NL	Private Seller	Purchase	40	13,333	21,524

Date	Project	Buyer	Seller	Transaction Type	Transaction value (100%) A\$/k	Implied value A\$/km ²	Normalised value ^ A\$/km ²
29-Sep-17	Charteris Creek	LMTD Wits Pty Ltd	Riedel Resources Limited	Purchase	500	4,065	6,527

The spot price used for normalising the transactions was A\$2,627.88/oz.

^ Reflects implied values adjusted for movements in AUD gold / copper prices between the transaction date and the Valuation Date

Summary statistics for Exploration Licence transactions

Group	Statistic	Normalised Cost per square kilometre (GOLD)	Normalised Cost per square kilometre (COPPER)
All Data	Min	109	66
	Max	37,803	33,529
	Median	4,844	2,982
	Mean	7,663	5,078
<200km	Count	31	31
	Min	109	66
	Max	37,803	33,529
	Median	5,258	3,156
	Mean	8,361	5,669
>200km	count	19	19
	Min	215	156
	Max	36,847	23,245
	Median	3,689	2,482
	Mean	6,524	4,113
>500km	Count	10	10
	Min	215	156
	Max	10,936	6,679
	Median	2,002	1,174
	Mean	3,720	2,314

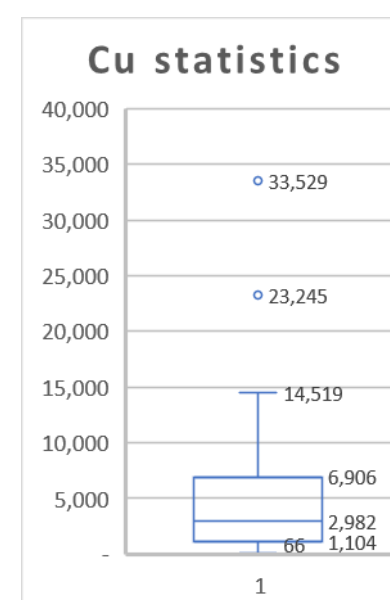
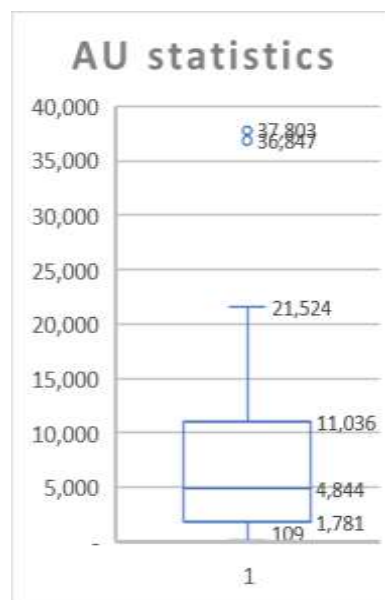


Table B2: Comparative transactions of prospecting licences prospective for gold in Western Australia

Date	Project	Buyer	Seller	Transaction Type	Transaction value (100%) A\$K	Implied value A\$/km ²	Normalised value ^ A\$/km ²
27-Feb-20	Lady Julie	Magnetic Resources NL	Private Seller	Purchase	236	33,239	34,875
04-Oct-19	Credo Well	Dampier Gold Ltd	Torian Resources Ltd	JV	1,884	110,844	130,741
02-Sep-19	Vettersburg	Bardoc Gold Limited	Private Seller	Purchase	60	30,000	34,737
08-May-19	Bardoc	Bardoc Gold Limited	Torian Resources Limited	Purchase	150	3,061	4,396
29-Mar-19	Ulysses	Genesis Minerals Limited	Private Seller	Purchase	45	9,130	13,145
10-Oct-18	Wombola	Torian Resources Limited	Private Seller	Purchase	10	102,976	161,636
30-Aug-18	Bonnie Value	Torian Resources Limited	Private Seller	Purchase	99	188,356	299,569
25-Jan-18	Golden Lode	MinTails Limited	Investor Group	Purchase	600	51,414	80,427
05-Jan-18	Queenslander	Primary Gold Limited	Private Seller	Purchase	19	65,749	102,882
18-Oct-17	Blue Moon	De Grey Mining Limited	Private Seller	Purchase	940	1,316,973	2,117,019
22-Jun-17	Mertondale	Kin Mining NL	Kazoo Nominees Pty Ltd	Purchase	8	507	802
18-Jan-17	Transfield Extended	Southern Gold Limited	Undisclosed Seller	Option to Purchase	215	347,241	567,838
09-Dec-16	Not Stated	Syndicated Metals Limited	Undisclosed Seller	Purchase	25	9,653	16,252
08-Dec-16	Violet	Navigator Resources Limited	Undisclosed Seller	Purchase	23	27,439	45,941
30-Nov-16	Not Stated	Western Mining Network Limited	Redfield Pty Ltd	Purchase	3	27,273	45,093
12-Oct-16	Mainlode East	Primary Gold Limited	Undisclosed Seller	Purchase	39	36,981	58,791
16-Feb-16	Goongarrie	Intermin Resources Limited	Cove Resources Ltd	Purchase	40	5,353	8,204
20-Mar-15	Ora Banda South	Siburan Resources Limited	Western Resources Pty Ltd	JV	267	29,080	50,072

Notes: The Joint Venture transaction earn in percentage is the first earn in percentage; the spot price used for normalising the transactions was A\$2,627.88/oz.

^ Reflects implied values adjusted for movements in AUD gold / copper prices between the transaction date and the Valuation Date

Transactions highlighted in orange were considered outliers and excluded from the analysis

Summary Statistics for WA PL transactions

Group	Statistic	Normalised Cost/km2 to 31 Mar 2020
All Data	Min	802
	Max	2,117,019
	Median	48,006
	Mean	209,579
Less Outliers	Min	4,396
	Max	299,569
	Median	45,941
	Mean	72,451

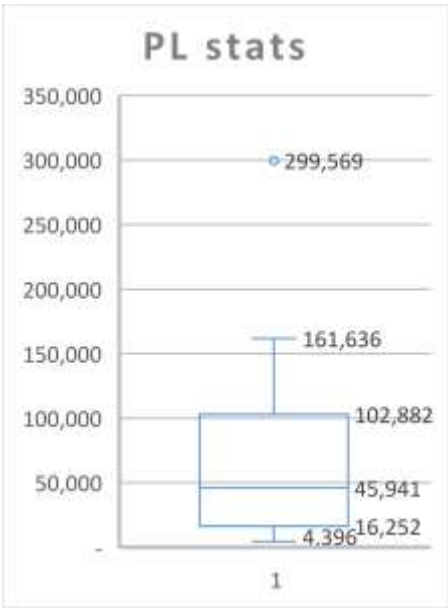


Table B3: Comparative transactions of Australian copper projects

Date	Project	Buyer	Seller	Transaction Type	Transaction value (100%) A\$/k	Implied value A\$/km ²	Normalised value [^] A\$/km ²
18-Feb-20	Breena Plains	Minotaur Exploration Ltd & OZ Minerals Ltd	Sandfire Resources Ltd	JV	6,798	5,545	5,198
30-Jan-20	Six projects	Kincora Copper Ltd	RareX Limited	JV	1,764	3,006	2,917
23-Jan-20	Barraba	Comet Resources Ltd	Private Investor	Purchase	1,448	60,979	56,313
23-Jan-20	Pharos	Element 25 Ltd	Scorpion Minerals Ltd	Purchase	85	416	384
18-Dec-19	West Musgrave	Cassini Resources Ltd	Traka Resources Ltd	Purchase	250	191	172
27-Nov-19	Forrest	Westgold Resources Ltd	Fe Ltd	Purchase	1,995	9,114	8,393
25-Nov-19	Mount Isa	Hammer Metals Ltd	Japan Oil, Gas and Metals National Corporation	JV	8,070	27,827	25,929
18-Nov-19	Mount Macpherson	Avira Resources Ltd	Mount Macpherson Pty Ltd	Purchase	250	1,919	1,811
11-Oct-19	Belgravia	Krakatoa Resources Ltd	Losksley Holdings Pty Ltd	Purchase	800	10,000	9,511
11-Oct-19	Walanbanba	Core Lithium Ltd	Todd River Resources Ltd	Purchase	50	683	649
09-Oct-19	Cullarin & Kangiara	Sky Metals Ltd	Heron Resources Ltd	JV	2,167	6,392	6,127
26-Sep-19	Belgravia	Private Buyer	Locksley Holdings	Purchase	570	7,125	6,808
24-Sep-19	Barkly	Blina Minerals NL	Colour Minerals Pty Ltd	Purchase	1,292	15,808	15,027
20-Sep-19	Cashman	Sandfire	Auris	earn in	2,000	8,889	8,397
30-Aug-19	Vulcan	FMG	Tasman Resources	JV	7,843	7,269	6,967
06-Aug-19	Byrah Basin	Sandfire Resources	Independence Gold/Alchemy	earn in	3,875	26,817	25,842
18-Jul-19	South Telfer	Artemis	Rincon	purchase	2,700	3,814	3,621
17-Jul-19	Maslins project	Oz Minerals	Investigator Resources	Earn In	16,286	37,413	35,379
04-Jul-19	South Gawler	Freeport-McMoRan Exploration Australia Pty Ltd	Terramin Australia Limited	JV	3,715	821	785
14-Jun-19	Myall Creek	Fortescue Metals Group	Strategic Energy Resources Limited	JV	1,477	2,757	2,632
07-Jun-19	Calyerup	Magmatic	Kokoda Exploration	Purchase	50	5,747	5,613

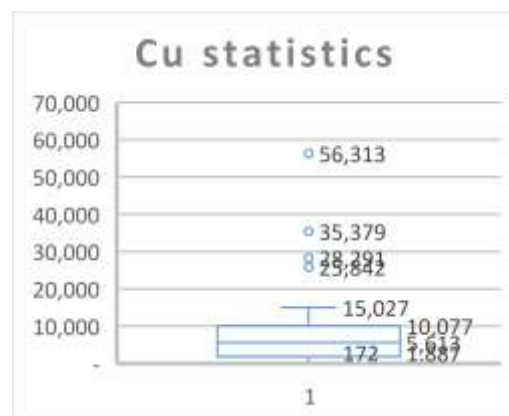
Date	Project	Buyer	Seller	Transaction Type	Transaction value (100%) A\$k	Implied value A\$/km ²	Normalised value [^] A\$/km ²
05-Jun-19	Wild Horse	Freeport-McMoRan Exploration Australia Pty Ltd	Terramin Australia Limited	JV	4,861	10,523	10,220
23-May-19	Mount Venn	Woomera Mining Limited	Cazaly Resources Limited	JV	2,740	7,026	6,611
28-Feb-19	Munarra Gully - M51/122	Rumble Resources	Radman Mining Pty	JV	3,160	32,410	28,291
28-Feb-19	Munarra Gully - E51/1677	Rumble Resources	Marjorie Anne Malloy	purchase	240	2,162	1,887
27-Feb-19	Morck's Well East & Doolgunna	Sandfire Resources	Auris Minerals	purchase	5,000	11,486	10,077
19-Feb-19	Hollaindaire	Cyprium	Musgrave Resources	Earn in	2,598	3,506	3,179
14-Dec-18	Yerrida Basin	Great Western Exploration	Metallicity	purchase	510	490	462
25-Mar-18	Cobar	Private Buyer	Anchor Resources	Purchase	1,050	525	494
22-Dec-17	Omni Projects	Gateway Mining Ltd	OMNI GeoX Pty Ltd	Purchase	1,500	1,120	983
21-Dec-17	Pernatty Lagoon	Oz Minerals	Red Metal	Earn in	11,617	16,764	14,751
22-Nov-17	Eastman	Peako Limited	Sandrib Pty Ltd	JV	920	4,160	3,668
18-Nov-17	Byrah Basin	Bryah Resources	prospectors	purchase	30	4,917	4,432

The spot price used for normalising the transactions was A\$8,050.56/t.

^ Reflects implied values adjusted for movements in AUD gold / copper prices between the transaction date and the Valuation Date

Summary Statistics for Copper Transactions

Statistic	Normalised Cost per square kilometre (COPPER)
Count	33
Min	172
Max	56,313
Mean	9,501
Median	5,613
W. avg.	4,584
Sed Cu av. (WA)	8,516
IOCG Cu av.	11,789



Appendix 3: Detailed Geoscientific Factor Rating Valuation

Table C1: Stuart Project exploration licence Geoscientific Factor Rating valuation (Note: The BAC used was A\$1,500/km² and a 0.5 market factor was applied.)

Tenement		Equity	Grant factor [#]	Area (km ²)	Off property		On property		Anomaly		Geology		Valuation (A\$M)		
					Low	High	Low	High	Low	High	Low	High	Low	Preferred	High
EL 6030	100%	100%	490.7	1	2	1	1.5	1	1.5	1	1.5	0.37	1.43	1.43	2.48
EL 6145	100%	100%	269.0	3.5	4	1.5	2	1.5	2	1.5	2	2.38	4.42	4.42	6.46
EL 6436	100%	100%	280.4	1	2	1	1.5	1	1.5	1	1.5	0.21	0.81	0.81	1.42
EL 6302	100%	100%	79.0	3.5	4	1	2	1.5	2	1.5	2	0.47	1.18	1.18	1.90
EL 6303	100%	100%	308.2	1	2	1	1.5	1	1.5	1	1.5	0.23	0.90	0.90	1.56
EL 6474	100%	100%	386.0	1	2	1	1.5	1	1.5	1	1.5	0.29	1.12	1.12	1.95
EL 6473	100%	100%	149.0	1	2	1	1.5	1	1.5	1	1.5	0.11	0.43	0.43	0.75
ELA 2020/18	100%	70%	228.0	1	2	1	1.5	1	1.5	1	1.5	0.12	0.46	0.46	0.81
Total			2,190.4										4.18	10.76	17.33

[#] Grant factor of 100% for granted tenure and 70% for pending tenure

Table C2: Yerrida Project exploration licence Geoscientific Factor Rating valuation (Note: The BAC used was A\$8,000 and 0.5 market factor was applied.)

Tenement		Equity	Grant factor [#]	Area (km ²)	Off property		On property		Anomaly		Geology		Valuation (A\$M)		
					Low	High	Low	High	Low	High	Low	High	Low	Preferred	High
E51/1920	100%	100%	178.8	1.5	1.5	2	0.75	1.25	0.75	1.25	0.75	1.25	0.45	1.62	2.79
E51/1921	100%	100%	178.8	1.5	1.5	2	0.75	1.25	0.75	1.25	0.75	1.25	0.45	1.62	2.79
E51/1730	100%	100%	126.5	1.5	1.5	2	0.75	1.25	0.75	1.25	0.75	1.25	0.32	1.15	1.98
E51/1748	100%	100%	215.8	1.5	1.5	2	0.75	1.25	0.75	1.25	0.75	1.25	0.55	1.96	3.37
E51/1749	100%	100%	215.8	1.5	1.5	2	0.75	1.25	0.75	1.25	0.75	1.25	0.55	1.96	3.37
E51/1750	100%	100%	215.6	1.5	1.5	2	1	1.5	1	1.5	0.75	1.25	0.97	2.91	4.85
E51/1751	100%	100%	215.6	1.5	1.5	2	0.75	1.25	0.75	1.25	0.75	1.25	0.55	1.96	3.37
E51/1752	100%	100%	215.4	1.5	1.5	2	0.75	1.25	0.75	1.25	0.75	1.25	0.55	1.96	3.37
E51/1753	100%	100%	215.2	1.5	1.5	2	0.75	1.25	0.75	1.25	0.75	1.25	0.54	1.95	3.36

Tenement		Equity	Grant factor [#]	Area (km ²)	Off property		On property		Anomaly		Geology		Valuation (A\$M)		
					Low	High	Low	High	Low	High	Low	High	Low	Preferred	High
E51/1833	100%	100%	108.2	1.5	1.5	2	1	1.5	1	1.5	0.75	1.25	0.49	1.46	2.43
E51/1897	100%	100%	215.6	1.5	1.5	2	0.75	1.25	0.75	1.5	0.75	1.5	0.55	2.70	4.85
E51/1725	100%	100%	216.2	1.5	1.5	2	1	1.5	1	1.5	0.75	1.25	0.97	2.92	4.86
E51/1726	100%	100%	52.4	1.5	1.5	2	1	1.5	1	1.5	0.75	1.25	0.24	0.71	1.18
E51/1952	100%	70%	135.0	1.5	1.5	2	1	1.25	1	1.25	0.75	1.25	0.43	0.95	1.48
Total			2,504.8										7.59	25.82	44.06

[#] Grant factor of 100% for granted tenure and 70% for pending tenure

Table C3a: Bryah Project exploration licence Geoscientific Factor Rating valuation (Note: The BAC used was A\$8,000 and .50 market factor was applied.)

Tenement		Equity	Grant factor [#]	Area (km ²)	Off property		On property		Anomaly		Geology		Valuation (A\$M)		
					Low	High	Low	High	Low	High	Low	High	Low	Preferred	High
E51/1729	100%	100%	61.8	1.5	1.5	2	1	2	1.5	2	1.5	2	0.83	2.39	3.95
E51/1590	100%	100%	66.8	1.5	1.5	2	1	2	1.5	2	1.5	2	0.90	2.59	4.27
Total			128.6										1.74	4.98	8.23

[#] Grant factor of 100% for granted tenure and 70% for pending tenure

Table C4: Mallina Project exploration licence Geoscientific Factor Rating valuation (Note: The BAC used was A\$8,000 and .50 market factor was applied.)

Tenement		Equity	Grant factor [#]	Area (km ²)	Off property		On property		Anomaly		Geology		Valuation (A\$M)		
					Low	High	Low	High	Low	High	Low	High	Low	Preferred	High
E47/4315	100%	70%	22.4	3	3.25	3	3.25	1	1.5	1	1.5	1	0.19	0.44	0.69
E47/4316	100%	70%	15.9	3	3.25	3	3.25	1	1.5	1	1.5	1	0.13	0.31	0.49
E47/3327	100%	100%	140.5	3	3.25	3	3.25	1	1.5	1	1.5	1	1.69	3.93	6.16
E47/3328	100%	100%	25.5	3	3.25	3	3.25	1	1.5	1	1.5	1	0.31	0.71	1.12
E47/3329	100%	100%	76.7	3	3.25	3	3.25	1	1.5	1	1.5	1	0.92	2.14	3.37
Total			281.0										3.23	7.53	11.83

[#] Grant factor of 100% for granted tenure and 70% for pending tenure

Table C5: Tom Price Project exploration licence Geoscientific Factor Rating valuation (Note: The BAC used was A\$8,000 and 50 market factor was applied.)

Tenement		Equity	Grant factor [#]	Area (km ²)	Off property		On property		Anomaly		Geology		Valuation (A\$M)		
					Low	High	Low	High	Low	High	Low	High	Low	Preferred	High
E47/3898	100%	70%	458.4	0.25	0.25	0.5	1	2	1	2	0.5	1	0.16	1.36	2.57
E47/3900	100%	70%	528.0	0.25	0.25	0.5	1	2	1	2	0.5	1	0.18	1.57	2.96
E47/3629	80%	100%	38.0	0.25	0.25	0.5	1	2	1	2	0.5	1	0.02	0.13	0.24
E47/3651	80%	100%	117.4	0.25	0.25	0.5	1	2	1	2	0.5	1	0.05	0.40	0.75
E47/3716	80%	100%	167.0	0.25	0.25	0.5	1	2	1	2	0.5	1	0.07	0.57	1.07
Total			1,308.8									0.47	0.47	4.03	7.59

[#] Grant factor of 100% for granted tenure and 70% for pending tenure

Table C6: Lake Randall Project exploration licence Geoscientific Factor Rating valuation (Note: The BAC used was A\$8,000 and 50 market factor was applied.)

Tenement		Equity	Grant factor [#]	Area (km ²)	Off property		On property		Anomaly		Geology		Valuation (A\$M)		
					Low	High	Low	High	Low	High	Low	High	Low	Preferred	High
E25/584	100%	100%	179.9	1.5	1.5	2	1	1.5	0.75	1.5	1	1.5	0.81	2.83	4.86
E15/1573	70%	100%	52.9	1.5	1.5	2	1	1.5	1	1.5	1	1.5	0.22	0.61	1.00
Total			232.8										1.03	3.44	5.86

[#] Grant factor of 100% for granted tenure and 70% for pending tenure

Table C7: Black Flag Project prospecting and exploration licence Geoscientific Factor Rating valuation

Tenement	Equity	Grant factor [#]	Area (km ²)	Off property		On property		Anomaly		Geology		Valuation (A\$M)		
				Low	High	Low	High	Low	High	Low	High	Low	Preferred	High
E24/197	100%	100%	16.7	2.5	3	1.5	2	1.5	2	1.5	2.5	0.56	1.28	2.00
P24/4986	100%	100%	2.0	2.5	3	1.5	2	1.5	2	1.5	2.5	0.17	0.38	0.6
P24/4987	100%	100%	2.0	2.5	3	1.5	2	1.5	2	1.5	2.5	0.17	0.38	0.6
P24/4988	100%	100%	2.0	2.5	3	1.5	2	1.5	2	1.5	2.5	0.17	0.38	0.6
P24/4989	100%	100%	2.0	2.5	3	1.5	2	1.5	2	1.5	2.5	0.17	0.38	0.6
P24/4990	100%	100%	2.0	2.5	3	1.5	2	1.5	2	1.5	2.5	0.17	0.38	0.6
P24/4991	100%	100%	2.0	2.5	3	1.5	2	1.5	2	1.5	2.5	0.17	0.38	0.6

Tenement	Equity	Grant factor [#]	Area (km ²)	Off property		On property		Anomaly		Geology		Valuation (A\$M)		
				Low	High	Low	High	Low	High	Low	High	Low	Preferred	High
P24/4992	100%	100%	2.0	2.5	3	1.5	2	1.5	2	1.5	2.5	0.17	0.38	0.6
Total			30.7									1.75	3.98	6.21

[#] Grant factor of 100% for granted tenure and 70% for pending tenure

The BAC used for exploration licenses was A\$8,000/km² and a 0.5 market factor was applied

The BAC used for prospecting licenses was A\$40,000/km² and a 0.25 market factor was applied

Table C8: Yamarna West exploration licence Geoscientific Factor Rating valuation (Note: The BAC used was A\$8,000 and 0.5 market factor was applied.)

Tenement	Equity	Grant factor [#]	Area (km ²)	Off property		On property		Anomaly		Geology		Valuation (A\$M)		
				Low	High	Low	High	Low	High	Low	High	Low	Preferred	High
E38/3343	100%	70%	520.9	0.5	0.75	0.5	0.75	0.75	1	0.75	1	0.21	0.51	0.82
E38/3344	100%	70%	206.9	0.5	0.75	0.5	0.75	0.75	1	0.75	1	0.08	0.20	0.33
Total			727.8									0.29	0.72	1.15

[#] Grant factor of 100% for granted tenure and 70% for pending tenure

The BAC used for exploration licenses was A\$8,000/km² and a 0.5 market factor was applied

Appendix 4: Tenement schedule

PROJECT	Tenement ID	Jurisdiction	Status	Holders	Grant Date	Anniversary	Term Granted	Expiry	Rent	Blocks	Area Ha	Shire Rates	Expenditure Requirement	Area km²	Commitment
WESTERN AUSTRALIA														PROJECT	PROJECT
GOLDFIELDS															
Lake Randell JV	E15/1573	WA	Granted/JV	Romardo Gold (WA) Pty Ltd	11-Oct-17	11-Oct-20	5 Years	10-Oct-22	\$4,194.00	18	5,280.59	\$1,242.95	\$30,000	231.77	\$91,000.00
Lake Randall	E25/584	WA	Granted	Yandan Gold Mines Pty Ltd	06-Feb-20	06-Feb-21	5 Years	05-Feb-25	\$8,418.00	61	17,896.42	\$4,212.05	\$61,000		LAKE RANDALL
Sub-Total	2								\$12,612.00	79	23,177.01	\$5,455.00	\$91,000.00		
Black Flag	E24/197	WA	Granted	Yandan Gold Mines Pty Ltd	11-Aug-16	11-Aug-20	5 Years	10-Aug-21	\$1,398.00	6	1,668.60	\$369.13	\$30,000	30.67	\$86,000.00
	P24/4986	WA	Granted	Yandan Gold Mines Pty Ltd	09-Mar-16	09-Mar-20	4 Years	08-Mar-20	\$580.00		199.97	\$477.48	\$8,000		BLACK FLAG
	P24/4987	WA	Granted	Yandan Gold Mines Pty Ltd	09-Mar-16	09-Mar-20	4 Years	08-Mar-20	\$580.00		199.96	\$477.48	\$8,000		
	P24/4988	WA	Granted	Yandan Gold Mines Pty Ltd	09-Mar-16	09-Mar-20	4 Years	08-Mar-20	\$580.00		199.18	\$477.48	\$8,000		
	P24/4989	WA	Granted	Yandan Gold Mines Pty Ltd	07-Apr-16	07-Apr-20	4 Years	06-Apr-20	\$580.00		199.97	\$477.48	\$8,000		
	P24/4990	WA	Granted	Yandan Gold Mines Pty Ltd	09-Mar-16	09-Mar-20	4 Years	08-Mar-20	\$580.00		199.81	\$477.48	\$8,000		
	P24/4991	WA	Granted	Yandan Gold Mines Pty Ltd	09-Mar-16	09-Mar-20	4 Years	08-Mar-20	\$580.00		199.91	\$477.48	\$8,000		
	P24/4992	WA	Granted	Yandan Gold Mines Pty Ltd	09-Mar-16	09-Mar-20	4 Years	08-Mar-20	\$580.00		199.97	\$477.48	\$8,000		
Sub-Total	8								\$5,458.00	6	3,067.37	\$3,711.49	\$86,000.00		
Yamarna West	E38/3343	WA	Pending	Yandan Gold Mines Pty Ltd					\$22,632.00	164	52,094.51	\$10,168.00	\$164,000	727.85	\$229,000.00
	E38/3344	WA	Pending	Yandan Gold Mines Pty Ltd					\$8,970.00	65	20,690.55	\$4,030.00	\$65,000		YAMARNA WEST
Sub-Total	2								\$31,602.00	229	72,785.06	\$14,198.00	\$229,000.00		
GOLDFIELDS SUB-TOTAL	12								\$49,672.00	314	99,029.44	\$23,364.49	\$406,000.00		
PILBARA															
Mallina	E47/3327	WA	Granted	Yandan Gold Mines Pty Ltd	20-Oct-16	20-Oct-20	5 Years	19-Oct-21	\$10,252.00	44	14,055.73	\$2,010.74	\$44,000	242.83	\$157,000.00
	E47/3328	WA	Granted	Yandan Gold Mines Pty Ltd	05-May-16	05-May-20	5 Years	04-May-21	\$1,864.00	8	2,556.84	\$100.15	\$30,000		MALLINA
	E47/3329	WA	Granted	Yandan Gold Mines Pty Ltd	05-May-16	05-May-20	5 Years	04-May-21	\$5,592.00	24	7,670.89	\$1,096.77	\$48,000		
Mallina North	E47/4315	WA	Pending	Yandan Gold Mines Pty Ltd					\$966.00	7	2,237.24	\$87.63	\$20,000	22.37	
	E47/4316	WA	Pending	Yandan Gold Mines Pty Ltd					\$690.00	5	1,597.78	\$62.58	\$15,000	15.98	
Sub-Total	5								\$19,364.00	88	28,118.48	\$3,357.87	\$157,000.00		
Tom Price	E47/3898	WA	Pending	Yandan Gold Mines Pty Ltd					\$20,010.00	145	45,843.83	\$7,975.00	\$145,000	986.54	\$312,000.00
	E47/3900	WA	Pending	Yandan Gold Mines Pty Ltd					\$23,046.00	167	52,809.90	\$9,185.00	\$167,000		TOM PRICE
Sub-Total	2								\$43,056.00	312	98,653.73	\$17,160.00	\$312,000.00		
Tom Price JV	E47/3629	WA	Granted/Farm-in	Forge Resources Swan Pty Ltd	03-Dec-18	03-Dec-20	5 Years	02-Dec-23	\$1,656.00	12	3,792.83	\$660.00	\$20,000	322.62	\$110,000.00
	E47/3651	WA	Granted/Farm-in	Forge Resources Swan Pty Ltd	03-Dec-18	03-Dec-20	5 Years	02-Dec-23	\$5,106.00	37	11,699.91	\$2,035.00	\$37,000		TOM PRICE JV
	E47/3716	WA	Granted/Farm-in	Forge Resources Swan Pty Ltd	14-Aug-18	13-Aug-20	5 Years	13-Aug-23	\$7,314.00	53	16,769.65	\$2,915.00	\$53,000		
Sub-Total	3								\$14,076.00	102	32,262.39	\$5,610.00	\$110,000.00		
PILBARA SUB-TOTAL	10								\$76,496.00	502	159,034.60	\$26,127.87	\$579,000.00		
MURCHISON															
Bryah (gold)	E51/1590	WA	Granted/JV	Tasex Geological Services Pty Ltd	26-Mar-14	26-Mar-20	5 Years	25-Mar-24	\$7,813.00	13	3,936.85	\$1,445.26	\$50,000	101.02	\$80,000.00
	E51/1729	WA	Granted	Yandan Gold Mines Pty Ltd	30-Nov-16	30-Nov-20	5 Years	29-Nov-21	\$4,660.00	20	6,164.94	\$1,313.88	\$30,000		BRYAH
Bryah Sub-Total	2								\$12,473.00	33	10,101.79	\$2,759.14	\$80,000.00		
Yerrida (copper)	E51/1730	WA	Granted	Yandan Gold Mines Pty Ltd	15-Dec-16	15-Dec-20	5 Years	14-Dec-21	\$9,553.00	41	12,622.93	\$2,693.48	\$61,500	126.23	\$1,091,500.00



PROJECT	Tenement ID	Jurisdiction	Status	Holders	Grant Date	Anniversary	Term Granted	Expiry	Rent	Blocks	Area Ha	Shire Rates	Expenditure Requirement	Area km²	Commitment	
Yerrida (copper)	E51/1748	WA	Granted	Yandan Gold Mines Pty Ltd	15-Dec-16	15-Dec-20	5 Years	14-Dec-21	\$16,310.00	70	21,547.63	\$4,598.62	\$105,000	215.48	YERRIDA	
Yerrida (copper)	E51/1749	WA	Granted	Yandan Gold Mines Pty Ltd	15-Dec-16	15-Dec-20	5 Years	14-Dec-21	\$16,310.00	70	21,549.64	\$4,598.62	\$105,000	1076.08		
	E51/1750	WA	Granted	Yandan Gold Mines Pty Ltd	15-Dec-16	15-Dec-20	5 Years	14-Dec-21	\$16,310.00	70	21,535.62	\$4,598.62	\$105,000			
	E51/1751	WA	Granted	Yandan Gold Mines Pty Ltd	15-Dec-16	15-Dec-20	5 Years	14-Dec-21	\$16,310.00	70	21,524.77	\$4,598.62	\$105,000			
	E51/1752	WA	Granted	Yandan Gold Mines Pty Ltd	15-Dec-16	15-Dec-20	5 Years	14-Dec-21	\$16,310.00	70	21,503.84	\$4,598.62	\$105,000			
	E51/1753	WA	Granted	Yandan Gold Mines Pty Ltd	15-Dec-16	15-Dec-20	5 Years	14-Dec-21	\$16,310.00	70	21,493.67	\$4,598.62	\$105,000			
Yerrida (copper)	E51/1833	WA	Granted	Yandan Gold Mines Pty Ltd	04-Sep-18	03-Sep-20	5 years	03-Sep-23	\$4,830.00	35	10,805.54	\$2,299.15	\$35,000	108.06		
	E51/1897	WA	Granted	Yandan Gold Mines Pty Ltd	08-Feb-19	07-Feb-20	5 years	07-Feb-24	\$9,660.00	70	21,522.98	\$4,598.62	\$70,000	215.23		
	E51/1920	WA	Granted	Yandan Gold Mines Pty Ltd	16-Dec-19	16-Dec-20	5 Years	15-Dec-24	\$8,004.00	58	17,856.73	\$3,810.29	\$58,000	178.57		
	E51/1921	WA	Granted	Yandan Gold Mines Pty Ltd	16-Dec-19	16-Dec-20	5 Years	15-Dec-24	\$8,004.00	58	17,844.91	\$3,810.29	\$58,000	178.45		
	E51/1952	WA	Pending	Yandan Gold Mines Pty Ltd					\$6,072.00	44	13,509.44	\$2,890.56	\$44,000	135.09		
Middelen Option	E51/1725	WA	Option	Middelen Pty Ltd	31-Oct-16	30-Oct-20	5 years	30-Oct-21	\$16,310.00	70	21,590.48	\$4,598.62	\$105,000	268.17		
	E51/1726	WA	Option	Middelen Pty Ltd	31-Oct-16	30-Oct-20	5 years	30-Oct-21	\$3,961.00	17	5,226.80	\$1,116.81	\$30,000			
Yerrida Sub-Total	14								\$164,254.00	352	250,134.98	\$53,409.53	\$1,091,500.00			
MURCHISON SUB-TOTAL	16								\$176,727.00	385	260,236.77	\$56,168.67	\$1,171,500.00			
WESTERN AUSTRALIA TOTAL		38							\$302,895.00	1,201	518,300.81	\$105,661.03	\$2,156,500.00			
SOUTH AUSTRALIA										km²						
Stuart Shelf	BOOKALOO	EL 6030	SA	Granted	Yandan Gold Mines Pty Ltd	12-Oct-17	12-Oct-20		11-Oct-20	\$11,001.00	490	49,000.00		\$80,000.00	1973.00	\$410,000.00
		EL 6436	SA	Granted	Yandan Gold Mines Pty Ltd	25-Nov-19	24-Nov-20	2 years	24-Nov-21	\$6,625.20	280	29,200.00		\$60,000.00		
		EL 6474	SA	Granted	Yandan Gold Mines Pty Ltd	25-Feb-20	24-Feb-21	2 years	24-Feb-22	\$8,702.60	386	38,600.00		\$65,000.00		
	PERNATTY	EL 6145	SA	Granted	Yandan Gold Mines Pty Ltd	16-Apr-18	16-Apr-20		15-Apr-20	\$6,116.90	269	26,900.00		\$55,000.00		
		EL 6302	SA	Granted	Yandan Gold Mines Pty Ltd	07-Feb-19	06-Feb-20		06-Feb-21	\$1,917.90	79	7,900.00		\$40,000.00		
		EL 6473	SA	Granted	Yandan Gold Mines Pty Ltd	21-Feb-20	20-Feb-21	2 years	20-Feb-22	\$3,464.90	149	14,900.00		\$50,000.00		
		ELA 2020/18	SA	Pending	Yandan Gold Mines Pty Ltd					\$5,210.80	228					
	MYALL CREEK	EL 6303	SA	Granted	Yandan Gold Mines Pty Ltd	07-Feb-19	06-Feb-20		06-Feb-21	\$6,978.80	308	30,800.00		\$60,000.00		
Sub-Total	8								\$50,018.10	2,190	197,300.00		\$410,000.00			
SOUTH AUSTRALIA TOTAL		8							\$50,018.10	2,190	197,300.00	\$0.00	\$410,000.00			
TOTAL	46								\$352,913.10		715,600.81	\$105,661.03	\$2,566,500.00	7156.01	\$2,566,500.00	



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Appendix E

Series B and Series C Performance Rights Valuation

Reference: V100136
Contact: Ian Wood



20 April 2020

Cindie Jupp
DGO Gold Ltd
Level 9, 63 Exhibition Street
Melbourne VIC 3000
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PERFORMANCE RIGHTS VALUATION

You have requested us to provide an independent valuation of performance rights to be issued to executives and contractors for the purpose of disclosing expenses in the company's financial statements and presentation at an Extraordinary General Meeting.

The valuation of the performance rights issued is attached in Appendix 1.

SHARE BASED PAYMENTS

AASB 2 Share Based Payment requires that reporting entities must recognise services acquired in a share-based payment transaction as the services are received. The issue of performance rights is in return for employment services provided to the company, therefore the value of these services is to be recognised.

The value of the services acquired by the company is to be measured at the fair value of the equity instruments granted, where the fair value of the services provided cannot be estimated reliably. As the issue of performance rights is in consideration of future services, the fair value of the services cannot be reliably measured. As such, the value of the performance rights to be issued needs to be used as the reliable measurement of the services provided.

As the performance rights will not be listed on the ASX and will not be tradable, the market value of the performance rights cannot be readily determined from any sales data. Therefore, a pricing model is necessary to provide a value for the rights issued.

The performance rights do not have any voting rights, rights to dividends, rights to capital and have no entitlement to participate in new issues offered to ordinary shareholders of the company.

As the performance rights convert to ordinary shares, they can be treated like an option with no exercise price. As such, an option valuation model is appropriate to value the performance rights issued.

OPTION VALUATION MODEL

The options valuation model to be adopted has to provide a valuation of the performance rights issued in accordance with AASB 2. Namely the model has to take into account the following factors:

- The Exercise Price (X)
- The share price at the time of issue (S)
- The expected life of the options (T)
- The share's expected volatility (σ)
- Expected dividends (D)
- The expected risk-free interest rate (rf)

EXERCISE PRICE

The exercise price is set in accordance with the terms and conditions of the performance rights to be issued to executives and contractors. The exercise price of the performance rights has been set at \$0.00 per right. As the exercise price has presently not been altered, and there is no intention that it be altered, no adjustment to the exercise price is to be made.

SHARE PRICE AT THE TIME OF ISSUE

The time of issue is the day on which the performance rights are granted. Grant date is defined in AASB 2 as being the date on which the company and the recipient agree to the terms of the rights. If the grant of performance rights is subject to shareholder approval the grant date is the date on which the approval is obtained.

The performance rights in question have a proposed grant date being when shareholder approval is given at the EGM, which is expected to be 19 June 2020. As the grant date of the performance rights is in the future, the share price at the time of issue has been estimated as the share price on 20 April 2020. This share price was \$2.200.

EXPECTED LIFE OF THE PERFORMANCE RIGHTS

As the performance rights do not require any payment to exercise, it is expected that the holder will exercise as soon as the performance rights vest and can be exercised. The exercise/vesting date has been adjusted to take into account the earlier exercise, and the value has been calculated according to the earliest exercise date when the exercise hurdle is expected to be met.

SHARE PRICE VOLATILITY

The company has a long history of share transactions by which to gauge the company's share price volatility, and this data provides some indication of the expected future volatility of the company's share price. The share price volatility over the last 3 years was 91.670%. Due to the company's historical share price movements, and the relative percentage of each movement against the share price, it is expected that this volatility will not change significantly over the life of the performance rights.

Therefore a volatility of 91.670% has been used as the expected future share price volatility over the life of the rights.

EXPECTED DIVIDENDS

The company has not declared dividends in the past and does not expect to declare dividends in the future. As a result, no adjustment has been made to the pricing of the performance rights to take into account payment of dividends, to reflect the expectation that dividends are not expected to be declared over the period of the life of the rights.

RISK FREE RATE

The risk free rate is the implied yield at the date the performance rights were issued on zero-coupon national government bonds with a remaining life equal to the life of the rights.

The interest rates were taken from historical data available from the Reserve Bank of Australia for 2 year and 3 year Treasury Bonds.

NUMBER OF PERFORMANCE RIGHTS ON ISSUE

AASB 2 requires that where the grant (or vesting) of an equity instrument is conditional upon satisfying specified vesting conditions (except market conditions), those vesting conditions are not taken into account when calculating the fair value of the performance rights at the grant, or issue, date. Instead, the number of rights included in the measurement is adjusted to reflect the likelihood of those vesting conditions being met. The amount treated as remuneration is based on the number of rights that are expected to vest.

As a result, in accordance with AASB 2, the number of shares to be vested must be adjusted to take into account any expected forfeitures.

As the vesting conditions attaching to the performance rights are market conditions (i.e. the 1 month Volume Weighted Average Price must be greater than the hurdle price of \$3.00 (Series B) and \$4.00 (Series C)) this is taken into account when estimating the value of the rights, rather than the number of rights which are to be expensed by the company. As such, there has been no adjustment to the number of performance rights included in the calculation of the amount to be expensed in the financial statements.

The total number of performance rights offered to name/employees/directors is 1,850,000 Series B and 1,000,000 Series C rights.

BLACK-SCHOLES VS BINOMIAL MODEL VS MONTE CARLO SIMULATION

Our engagement is to provide a valuation of performance rights for the purposes of disclosing expenses in the financial statements in accordance with AASB 2 Share Based Payment.

The performance rights to be issued will have a vesting condition that the 1 month Volume Weighted Average Price must be greater than the hurdle price of \$3.00 (Series B) and \$4.00 (Series C). As this is a market condition, the vesting condition is to be taken into account when calculating the value of the rights.

Upon reviewing the factors to be taken into account and the variables to be calculated, it is considered that a Monte Carlo Simulation is the most relevant methodology to calculating the value of the rights to be issued to executives and contractors.

Both Black-Scholes and Binomial model calculations are provided for comparison.

DISCLAIMER

This report has been prepared from information provided by the directors of DGO Gold Ltd, and from other information available to the public. Whilst Value Logic Pty Ltd has taken proper care in assessing the completeness and accuracy of this information, it has not conducted an audit of the information or of the business. Value Logic Pty Ltd's report should not therefore be construed as an auditor's opinion.

Value Logic Pty Ltd does not hold an Australian Financial Services Licence. This report is not intended to influence a person in making a decision in relation to a particular financial product.

CONCLUSION

Upon taking into account the above factors, the Monte Carlo Simulation calculations provided the most appropriate valuations for the performance rights to be issued by the company. These valuations were checked and considered reasonable when taking into account the various influencing factors, such as time to expiry, company share price volatility and vesting conditions attaching to the performance rights.

Should you have any queries, please do not hesitate to contact the writer.

Yours Sincerely



Value Logic Pty Ltd

Encl.

Name of Valuer:	Ian Wood
Name of Firm:	Value Logic Pty Ltd
Professional Qualifications:	B. Bus (Acc), LLB., CA, certificate of public practice holder with ICAA
Statement of experience:	Over 20 years working in public practice, valuing options, convertible notes and performance rights issued by companies and valued for the purposes of AASB 2 and ITAA 1997 and ITAA 1936.
Statement of independence:	This valuation has been prepared with regard to the standards provided under APES 225 Valuation Services. The opinion provided is an independent opinion of value and in providing my opinion I do not consider that I have been influenced by any factors that would cause

my independence to be influenced or compromised. Fees charged for this valuation have been calculated on the basis of time, work and professional expertise required to provide this opinion. They have not been calculated on, or were contingent upon, in any way, the outcome of the opinion provided.

APPENDIX 1

DGO Gold Limited Valuation of Performance Rights



Series	Series B	Series C	Total
No of options	1,850,000	1,000,000	
Issue Date	19 June 2020	19 June 2020	
Vesting Date	10 October 2021	24 September 2022	
Expiry Date	30 June 2022	30 June 2023	
Share Price (\$)	\$2.200	\$2.200	
Exercise Price (X)	\$0.000	\$0.000	
Time to Expiry (T)	2.03	3.03	
Risk Free Rate (Rf)	0.25%	0.25%	
Dividend Yield (D)	0.00%	0.00%	
Volatility (σ)	91.670%	91.670%	
Black-Scholes Value	\$2.200	\$2.200	
Binomial Model Value	\$2.200	\$2.200	
Monte Carlo Value	\$1.7016	\$1.6920	
Total Value	\$3,148,034	\$1,692,034	\$4,840,068

Appendix F

2018 Performance Rights Valuation

Reference: V100136
Contact: Ian Wood



6 May 2020

Ms Cindie Jupp
DGO Gold Limited
Level 17, 41 Exhibition Street
Melbourne VIC 3000
cjupp@dggold.com.au

PERFORMANCE RIGHTS VALUATION

You have requested us to provide an independent valuation of performance rights issued to Michael Ilett, which are proposed to have their terms changed to allow Michael to retain his performance rights after resignation from his employment, and revalued for the purpose of disclosing expenses in the company's financial statements.

The valuation of the performance rights modified is attached in Appendix 1.

SHARE BASED PAYMENTS

AASB 2 Share Based Payment requires that reporting entities must recognise services acquired in a share-based payment transaction as the services are received. The issue of performance rights is in return for employment services provided to the company, therefore the value of these services is to be recognised.

The value of the services acquired by the company is to be measured at the fair value of the equity instruments granted, where the fair value of the services provided cannot be estimated reliably. As the issue of performance rights is in consideration of future services, the fair value of the services cannot be reliably measured. As such, the value of the performance rights to be issued needs to be used as the reliable measurement of the services provided.

Where the terms and conditions on which the equity instruments were granted are modified, the entity shall recognise the effects of modifications that increase the total fair value of the share-based payment arrangement.

As the amended performance rights will not be listed on the ASX and will not be tradable, the market value of the performance rights cannot be readily determined from any sales data. Therefore, a pricing model is necessary to provide a value for the rights to be modified.

As the performance rights convert to ordinary shares, they can be treated like an option with zero exercise price. As such, an option valuation model is appropriate to value the performance rights to be modified.

OPTION VALUATION MODEL

The options valuation model to be adopted has to provide a valuation of the performance rights to be modified in accordance with AASB 2. Namely the model has to take into account the following factors:

- The Exercise Price (X)
- The share price at the time of issue (S)
- The expected life of the options (T)
- The share's expected volatility (σ)
- Expected dividends (D)
- The expected risk-free interest rate (rf)

EXERCISE PRICE

The exercise price is set in accordance with the terms and conditions of the performance rights issued to directors and employees. The exercise price of the performance rights has been set at \$0.00 per right. As the exercise price has presently not been altered, and there is no intention that it be altered, no adjustment to the exercise price is to be made.

SHARE PRICE AT THE TIME OF MODIFICATION

The time of issue is the day on which the performance rights are granted. Grant date is defined in AASB 2 as being the date on which the company and the recipient agree to the terms of the rights. If the grant of performance rights is subject to shareholder approval the grant date is the date on which the approval is obtained.

The performance rights have a modification date of 19 June 2020 being the date on which shareholder approval for the modifications will be voted on, and it is this future date which will be the date used for the valuation date. The share price at that future time is estimated to be the price as of 5 May 2020, which was \$1.900.

EXPECTED LIFE OF THE PERFORMANCE RIGHTS

The expected life of the performance rights will be taken to be the full period of time from modification date to expiry date. While there may be an adjustment made to take into account any expected early exercise of the rights or any variation of the expiry date by the company, there is no past history that either of these factors would warrant an earlier exercise of the performance rights, and no other factors which would indicate that this would be a likely occurrence.

Therefore, no adjustment to the remaining expected life of the performance rights has been made.

SHARE PRICE VOLATILITY

The company has a long history of share transactions by which to gauge the company's share price volatility, and this data provides some indication of the expected future volatility of the company's share price. The share price volatility over the last 12 months was 72.768%. Due to the company's historical share price movements, and the relative percentage of each movement against the share price, it is expected that this volatility will not change significantly over the remaining life of the performance rights.

Therefore a volatility of 72.768% has been used as the expected future share price volatility over the life of the rights.

EXPECTED DIVIDENDS

The company has not declared dividends in the past and does not expect to declare dividends in the future. As a result, no adjustment has been made to the pricing of the performance rights to take into account payment of dividends, to reflect the expectation that dividends are not expected to be declared over the period of the life of the rights.

RISK FREE RATE

The risk free rate is the implied yield, at the date the performance rights are modified, on zero-coupon national government bonds with a remaining life equal to the life of the rights.

The interest rates were taken from historical data available from the Reserve Bank of Australia for 2 year Treasury Bonds.

NUMBER OF PERFORMANCE RIGHTS ON ISSUE

AASB 2 requires that where the grant (or vesting) of an equity instrument is conditional upon satisfying specified vesting conditions (except market conditions), those vesting conditions are not taken into account when calculating the fair value of the performance rights at the grant, or issue, date. Instead, the number of rights included in the measurement is adjusted to reflect the likelihood of those vesting conditions being met. The amount treated as remuneration is based on the number of rights that are expected to vest.

As a result, in accordance with AASB 2, the number of shares to be vested must be adjusted to take into account any expected forfeitures.

As the vesting conditions attaching to the performance rights includes a market condition (i.e. the 90 day volume weighted average share price must be greater than \$2.00) this market condition is taken into account when estimating the value of the rights, rather than the number of rights which are to be expensed by the company. As such, there has been no further adjustment to the number of performance rights included in the calculation of the amount to be expensed in the financial statements.

The total number of performance rights issued to directors whose conditions are being modified is 250,000 rights.

EXPECTED VESTING DATE

As the performance rights have a vesting condition that the 90 day volume weighted average share price must exceed \$2.00, the expected vesting date of the performance rights must be determined by reference to the valuation method providing an expected vesting date.

The Monte Carlo Simulation was used to calculate the value as well provide the expected vesting date based upon the vesting condition being met under the conditions of the valuation model.

BLACK-SCHOLES VS BINOMIAL MODEL VS MONTE CARLO SIMULATION

The performance rights to be modified will have a vesting condition that the 90 day volume weighted average share price must exceed \$2.00 between the date of modification of the rights and the vesting date. As this is a market condition, the vesting condition is to be taken into account when calculating the value of the rights.

Upon reviewing the factors to be taken into account and the variables to be calculated, it is considered that a Monte Carlo Simulation is the most relevant methodology to calculating the value of the rights to be modified.

Both Black-Scholes and Binomial model calculations are provided for comparison.

DISCLAIMER

This report has been prepared from information provided by the directors of DGO Gold Limited, and from other information available to the public. Whilst Value Logic Pty Ltd has taken proper care in assessing the completeness and accuracy of this information, it has not conducted an audit of the information or of the business. Value Logic Pty Ltd's report should not therefore be construed as an auditor's opinion.

Value Logic Pty Ltd does not hold an Australian Financial Services Licence. This report is not intended to influence a person in making a decision in relation to a particular financial product.

CONCLUSION

Upon taking into account the above factors, the Monte Carlo Simulation calculations provided the most appropriate valuations for the performance rights to be modified by the company. These valuations were checked and considered reasonable when taking into account the various influencing factors, such as time to expiry, company share price volatility and vesting conditions attaching to the performance rights.

Should you have any queries, please do not hesitate to contact the writer.

Yours Sincerely



Value Logic Pty Ltd

Encl.

Name of Valuer: Ian Wood

Name of Firm: Value Logic Pty Ltd

Professional Qualifications: B. Bus (Acc), LLB., CA, certificate of public practice holder with ICAA

Statement of experience: Over 20 years working in public practice, valuing options, convertible notes and performance rights issued by companies and valued for the purposes of AASB 2 and ITAA 1997 and ITAA 1936.

Statement of independence: This valuation has been prepared with regard to the standards provided under APES 225 Valuation Services. The opinion provided is an independent opinion of value and in providing my opinion I do not consider that I have been influenced by any factors that would cause my independence to be influenced or compromised. Fees charged for this valuation have been calculated on the basis of time, work and professional expertise required to provide this opinion. They have not been calculated on, or were contingent upon, in any way, the outcome of the opinion provided.

APPENDIX 1

DGO Gold Limited Valuation of Performance Rights



Series	Changed conditions	Michael Ilett - original valuation	Modification
No of options	250,000	250,000	
Issue Date	19 June 2020	27 September 2018	
Vesting Date	5 April 2021	19 May 2020	
Expiry Date	31 July 2021	31 July 2021	
Share Price (S)	\$1.900	\$0.620	
Exercise Price (X)	\$0.000	\$0.000	
Time to Expiry (T)	1.12	2.84	
Risk Free Rate (Rf)	2.10%	2.10%	
Dividend Yield (D)	0.00%	0.00%	
Volatility (σ)	72.768%	90.735%	
Black-Scholes Value	\$1.900	\$0.620	
Binomial Model Value	\$1.900	\$0.620	
Monte Carlo Value	\$1.3176	\$0.3397	
Total Value	\$329,402	\$84,925	\$244,477

DKO Gold Limited

ACN 124 562 849

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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



BY FAX

+61 2 9287 0309



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11:00am on Wednesday, 17 June 2020**, 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).

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 and email address 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:

- 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
- 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" 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.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of DGO 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 and email of the person or body corporate you are appointing as your proxy

Name

Email

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 on Friday, 19 June 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://agmlive.link/DG020> (refer to details in the Virtual Meeting Online Guide).

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*		For	Against	Abstain*
1 Issue of shares to Andama Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Issue of Performance Rights to Ms Chloe Augustes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Issue of shares to Regal Funds Management Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Issue of Performance Rights to Ms Naomi Taylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of shares to Ginga Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Issue of Performance Rights to Ms Stephanie Connell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of shares to Mutual Trust Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 Issue of Performance Rights to Mr Fergus Jockel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of shares to Resource Surveys Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Issue of Performance Rights to Professor Ross Large	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Issue of Performance Rights to Mr Jeffrey (Bruce) Parncutt AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 Issue of Performance Rights to Dr Stuart Bull	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Issue of Performance Rights to Executive Chairman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 Issue of Performance Rights to Mr Barry Borne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Issue of Performance Rights to Ms Katina Law	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20 Issue of Performance Rights to Dr Neil Phillips	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Issue of Performance Rights to Company COO and CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21 Issue of 7,121,111 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Issue of Performance Rights to Ms Cindie Jupp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22 Increase Limit of remuneration pool for directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Issue of Performance Rights to Mr David Hamlyn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23 Variation to terms of prior grant of performance rights to Mr Michael Ilett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Issue of Performance Rights to Mr Gregory Marks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	24 Approval to issue up to 6,250,000 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

DGO PRX2001N