



## Notice of Annual General Meeting and Explanatory Memorandum

### **DGR Global Limited**

ABN 67 052 354 837

Date of Meeting: 29 November 2012

Time of Meeting: 3:00pm (Brisbane time)

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

Notice is given that the Annual General Meeting of shareholders of DGR Global Limited ABN 67 052 354 837 (**Company**) will be held at Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000, on 29 November 2012 at 3:00pm (Brisbane time).

## Agenda

### ORDINARY BUSINESS

#### Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to, and forming part of, the financial statements for the Company and its controlled entities for the financial year ended 30 June 2012.

#### 1. Resolution 1 - Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2012 (as set out in the Directors' Report) is adopted."

The vote on Resolution 1 is advisory only and does not bind the Directors of the Company.

#### Voting Restriction pursuant to Section 250R(4) of the Corporations Act

Terms used in this Notice of Meeting are defined in the Interpretation section of the accompanying Explanatory Memorandum.

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

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

However, a vote **may** be cast on Resolution 1 by a KMP or a Closely Related Party of a KMP, if:

- (a) the KMP or a Closely Related Party of a KMP does so as a proxy appointed in writing;
- (b) the vote is not cast on behalf of a member of the KMP, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of a KMP; and
- (c) either:
  - (1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
  - (2) the voter is the Chairman of the meeting and the appointment of the Chairman as proxy:
    - (A) does not specify the way the proxy is to vote on the resolution; and
    - (B) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP for the Company or, if the Company is part of a consolidated entity, for the entity.

*Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions the subject of this Meeting, including Resolution 1.*

## 2. Resolution 2 – Re-election of Vince Mascolo as a Director

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

“That Mr Vince Mascolo, who retires by rotation in accordance with Article 40 of the Company’s Constitution and, being eligible, offers himself for re election, be re-elected as a Director.”

### SPECIAL BUSINESS

## 3. Resolution 3 – Approval for Transfer of Tenements (EPM 15238 and EPM 18586) to Archer Resources Limited

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

“That Shareholders approve the transfer of all rights, title to and interests in (including any rights or interests arising pursuant to or in connection with applications for renewal) Exploration Permits EPM 15238 and EPM 18586 from the Company to its subsidiary Archer Resources Limited (**Archer**) for nil cash consideration.”

#### VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on this Resolution by:

- any Director with a material personal interest in Archer; and
- an associate of a Director with a material personal interest in Archer.

However, the Company need not disregard a vote if:

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

## 4. Resolution 4 – Approval of grant of Option over ML 50059 and ML 50099 to Archer Resources Limited

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

“That Shareholders approve the grant of an option to Archer Resources Limited (**Archer**) over Mining Leases ML 50059 and 50099 (**Mining Leases**) and the subsequent transfer of the Mining Leases to Archer if the option is exercised, for nil cash consideration on the terms and conditions set out in the Explanatory Memorandum.”

#### VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on this Resolution by:

- any Director with a material personal interest in Archer; and
- an associate of a Director with a material personal interest in Archer.

However, the Company need not disregard a vote if:

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

**GENERAL BUSINESS**

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

Specific comments relating to the Resolutions are set out in the Explanatory Memorandum.

By order of the Board

Karl Schlobohm  
Company Secretary  
26 October 2012

## Explanatory Memorandum

### 1. Introduction

This Explanatory Memorandum is provided to shareholders of **DGR Global Limited ABN 67 052 354 837 (Company)** to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Qld, 4000 on 29 November 2012 commencing at 3:00pm (Brisbane time).

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

### 2. Consider the Company's 2012 Annual Report

The Corporations Act requires the Company's Annual Report comprising the Directors' Report, the Auditor's Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements to be tabled at the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the Company's Annual Report. The Company's 2012 Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

Shareholders can obtain a copy of the Company's 2012 Annual Report by sending a request to [info@dgrglobal.com.au](mailto:info@dgrglobal.com.au) or by downloading a copy from the Company's website: [www.dgrglobal.com.au](http://www.dgrglobal.com.au). The Company's 2012 Annual Report was released to the ASX on 28 September 2012.

### 3. Resolution 1 - Remuneration Report

The Board has submitted its Remuneration Report (included in the 2012 Annual Report) to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the 2012 Annual Report (see pages 18 to 24). The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the "consolidated group" (ie. DGR Global and each company in which DGR Global holds (or held) a greater than 50% interest); and
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company.

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

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

#### **Voting restrictions on Key Management Personnel and their proxies and Closely Related Parties**

Members of the Key Management Personnel ("KMP") and their proxies and Closely Related Parties are restricted from voting on a resolution ("Voting Restriction") put to Shareholders that the remuneration report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- (a) the Chairman or any other KMP is appointed in writing (by a Shareholder who is not a KMP or a Closely Related Party of a KMP) as a proxy with specific instructions on how to vote on a resolution to adopt the remuneration report of the Company; or
- (b) the Chairman is appointed in writing (by a Shareholder who is not a KMP or a Closely Related Party of a KMP) as a proxy with no specific instructions on how to vote on a resolution to adopt the remuneration report, where the Shareholder provides express authorisation for the Chairman to vote on the resolution.

***Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.***

#### **4. Resolution 2 – Re-election of Mr Vince Mascolo as a Director**

Mr Vince Mascolo retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director. Mr Mascolo has served on the DGR Global Board since 30 September 2002.

Mr Mascolo is a qualified mining engineer with extensive experience in a variety of fields, including gold and coal mining, quarrying, civil-works, bridge-works, water and sewage treatment and estimating.

Mr Mascolo has completed numerous assignments in the Civil and Construction Industry, including construction and project management, engineering, quality control and environment and safety management. He is also a member of both the Australian Institute of Mining and Metallurgy and the Institute of Engineers of Australia.

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

#### **5. Resolution 3 – Approval for the Transfer of Tenements (EPM 15238 and EPM 18586) to Archer Resources Limited**

Resolution 3 seeks the approval of Shareholders for the transfer of all rights, title to and interests in (including any rights or interests arising pursuant to or in connection with applications for renewal) Exploration Permits EPM 15238 and EPM 18586 (**Tenements**) from the Company to Archer for nil consideration (**Transfer**). As three of the Company's Directors have a material personal interest in the outcome of Resolution 3, the Directors have resolved, in the interest of good corporate governance, to seek Shareholder approval for the transfer of the Tenements.

##### **5.1 Rationale for the Transfer**

The long-term holding and exploration of the Tenements is not considered by the Board to fit within the Company's business strategy and is considered to be more in line with the business strategy of Archer. The Company is the holding company of Archer. Due to the alignment of Archer's exploration interests and the potential mineral deposits in the Tenements, the Board is of the view that the value of the Tenements will be enhanced if they are held by Archer as it already holds tenements of a similar mineral prospectivity.

The Tenements are located in Queensland at Manumbar and North West of Monto and are broadly prospective for gold and silver, although exploration work conducted by the Company to date has been restricted to surface sampling and interpretation of existing geological data.

To date, the Company has capitalised a combined total of approximately \$1,219,267 on the exploration and holding of these Tenements and Archer will assume responsibility for the exploration and maintenance cost of the Tenements upon completion of the Transfer.

The Company is of the view that in the longer term, the Company is likely to derive greater value from the Tenements through its holding in Archer, rather than through direct retention of the Tenements.

Further details on the Company's business strategy and Archer are set out in sections 5.3 and 5.4 below.

### 5.2 Terms of the Proposed Transfer

The Company proposes to transfer the Tenements to Archer Resources for nil cash consideration.

The transfers will require the consent of the Minister under the Mineral Resources Act, which is expected to be given.

As noted above, the Board of the Company believes that the commercial value of the Tenements will be better enhanced under the ownership and management of Archer, which will, in turn, be reflected in the commercial value of the Company's shareholding stake in Archer moving forward.

The Company has received advice from its auditors that the capitalised value of these exploration licences in the Company's balance sheet (approximately \$1,219,267) can be transferred to the cost of the Company's shareholding in Archer and continue to be carried on the Company's balance sheet as an investment.

### 5.3 DGR Global's Business Strategy

The Company is a diversified global resource company generator and investment house with a strong track record of commercialising innovative exploration concepts.

Projects are conceived directly through the skills and experience of the Company's accomplished team of exploration geoscientists (with an enviable track record), not by the costly purchase of properties. Each project or exploration strategy is held in a separate subsidiary. Focused and specialist management is then engaged in the subsidiary, with project specific finance raised in the subsidiary which is faster and less dilutive to the Company. As the subsidiary project develops and starts to derisk, the subsidiary is separately capitalised (seed raisings followed by a capital market listing).

Investors can choose to invest specifically in a particular project/commodity, or by investing in the Company, invest in the resource company generating business which retains a significant carried interest in each project.

The Company currently holds the following investments in its subsidiary companies that have already been listed:

- **Orbis Gold Limited** (ASX: OBS) exploring for gold in Burkina Faso: 45 million shares (20.74%);
- **SolGold Plc** (LSE: SOLG) exploring for gold, copper and silver in Ecuador, South America; Queensland, Australia and in the Solomon Islands: 46.24 million shares (10.9%);
- **AusNiCo Limited** (ASX: ANW) exploring for nickel, cobalt, copper and silver in Queensland: 60 million shares (41.5%);
- **Navaho Gold Limited** (ASX: NVG) exploring for Carlin style gold mineralisation in Nevada, USA and Queensland: 27 million shares (29%);
- **Armour Energy Limited** (ASX: AJQ) dedicated to the discovery and development of world class gas resources in an extensive new province in Northern Australia. Further details about Armour Energy are set out below: 75 million shares (25%).

The Company is also progressing the corporate and project development of the following companies:

- **Archer Resources Limited** (67%) - (refer section 5.4 below);
- **IronRidge Resources Limited** (56.5%) which is focused on exploration for and the development of large scale bulk commodities, including iron ore and titanium in Gabon, West Africa and in Queensland and New South Wales, Australia;
- **Pinnacle Gold Pty Ltd** (94%) exploring for gold in New South Wales, Australia.

Furthermore, the Company is currently developing plans for the potential addition of further unlisted subsidiary companies with interests in tin, copper, gold, silver, uranium, rare earths, antimony, coal and graphite. This demonstrates the ability of the Company to continually repeat the creation of new mineral exploration and development companies year after year.

Typically the Company generates two or more new wholly owned subsidiaries per year. The Company raises seed capital, installs management and executives and organises capital raisings and stock exchange listings. In the crucial early life as a listed company, substantial support is provided by the Company to its subsidiaries, sharing corporate overhead costs such as offices, administration and accounting, together with seconding key geological and field staff on an “as needs” basis until such time as the new company can justify its own staff. As the new company advances and grows over time, the Company aims to hold its position as a solid cornerstone shareholder enjoying capital appreciation.

#### 5.4 About Archer Resources Limited (Archer)

Archer owns 100% of Barlyne Mining Pty Ltd and AimFire Pty Ltd. Previously, Archer was a 100% subsidiary of the Company, but seed capital raised in Archer earlier in 2011 resulted in the Company holding a 67% ownership of Archer. A planned IPO and ASX listing for Archer has been put on hold following the significant downturn in capital markets and a smaller pre-IPO raising is now envisaged. It is currently intended that Archer may be listed within the next year.

Archer’s business model is focused on the development of a porphyry copper-gold-silver-molybdenum mining company. Archer’s existing tenements are located in the southeast Queensland area, at Mt Abbot (west of Bowen, Qld) and at Bathurst in NSW. Many of Archer’s projects already host significant drill intersections of copper-gold-silver-molybdenum mineralisation. The Company believes that the transfer of the Tenements to Archer would compliment Archer’s existing tenement portfolio and enhance the value of Archer which would benefit The Company and its Shareholders in the long term when Archer undertakes its ASX listing.

### **6. Resolution 4 – Approval of grant of Option over ML 50059 and ML 50099 to Archer Resources Limited**

Resolution 4 seeks the approval of Shareholders for the grant of an option (**Option**) to Archer over Mining Leases ML 50059 and 50099 (**Mining Leases**) and the subsequent transfer of the Mining Leases to Archer if the Option is exercised (**Transfer on Exercise**). As three of the Company’s Directors have a material personal interest in the outcome of Resolution 4, the Directors have resolved, in the interest of good corporate governance, to seek Shareholder approval for the grant of the Option and the Transfer on Exercise.

#### 6.1 Rationale for the Option

The long-term holding and exploration of the Mining Leases is not considered by the Board to fit within the Company’s business strategy and is considered to be more in line with the business strategy of Archer. The Company is the holding company of Archer. Due to the alignment of Archer’s exploration interests and the potential mineral deposits in the Mining Leases, the Board is of the view that the value of the Mining Leases will be enhanced if they are held by Archer as it already holds tenements of a similar mineral prospectivity.

The Tenements are located in Queensland in the Manumbar area and are broadly prospective for gold.

To date, the Company has capitalised a combined total of approximately \$188,179 on the exploration and holding of the Mining Leases. Archer will assume responsibility for the exploration and maintenance cost of the Tenements during the term of the Option and in the event that Archer exercises the Option.

The Company is of the view that in the longer term, the Company is likely to derive greater value from the Mining Leases through its holding in Archer, rather than through direct retention of the Mining Leases.

Further details on the Company's business strategy and Archer are set out in sections 5.3 and 5.4 above.

## **6.2 Terms of the Option**

The Company proposes to grant the Option for nil cash consideration. The Option will give Archer the right to elect to have the Mining Leases transferred to it for nil cash consideration.

The term of the Option is 3 years, however, Archer has the right to terminate the Option on the 1st or 2nd anniversary of the grant of the Option. The Option may be exercised at any time during the term by providing written notice to the Company.

During the term of the option Archer:

- will be responsible for funding rates (approximately \$1,500 pa), mining lease rental costs (approximately \$9,947 pa) and a portion of the environmental authority costs associated with a number of tenements held by the Company, including the Mining Leases (in an amount of \$10,000 pa);
- will have the right to enter, access and undertake exploration on the Mining Leases.

The Option provides that if the Company proposes to sell or transfer the Mining Leases (whether by themselves or in conjunction with other tenements), the purchaser will be required to be bound by the Option.

There is no exercise price payable on exercise of the Option, however, subject to approval of the Department, on exercise of the Option Archer shall assume the rehabilitation liabilities attached to the Mining Leases and shall replace the current bond of \$114,847.98 lodged in respect of the Mining Leases with the Department.

The transfer of the Mining Leases upon exercise of the Option will require the consent of the Minister under the Mineral Resources Act, which is expected to be given.

As noted above, the Board of the Company believes that the commercial value of the Mining Leases will be better enhanced under the ownership and management of Archer, which will, in turn, be reflected in the commercial value of the Company's shareholding stake in Archer moving forward.

The Company has received advice from its auditors that the capitalised value of the Mining Leases in the Company's balance sheet (approximately \$188,179) can be transferred to the cost of the Company's shareholding in Archer and continue to be carried on the Company's balance sheet as an investment.

## **6.3 DGR Global's Business Strategy**

Details regarding the Company's Global Business Strategy are set out in section 5.3 above.

## **6.4 About Archer Resources Limited**

Details regarding the Company's Global Business Strategy are set out in section 5.4 above.

The Company believes that the transfer of the Mining Lease to Archer would compliment Archer's existing tenement portfolio and enhance the value of Archer which would benefit The Company and its Shareholders in the long term when Archer undertakes its ASX listing.

## 7. Interpretation

**ASIC** means the Australian Securities and Investments Commission;

**ASX** means the ASX Limited ACN 008 624 691;

**Board** means the board of directors of the Company;

**Closely Related Party** (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph;

**Company** means DGR Global Limited ABN 67 052 354 837;

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time;

**Department** means the Queensland Department of Natural Resources and Mines or its equivalent from time to time;

**Director** means a director of the Company;

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Meeting;

**Key Management Personnel or KMP** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

**Listing Rule** means the official listing rules of the ASX as amended from time to time;

**Meeting or Annual General Meeting** means the annual general meeting to be held on 29 November 2012;

**Mineral Resources Act** means the *Mineral Resources Act 1989* (Qld);

**Notice of Meeting** means this Notice of Meeting convening the Meeting and the Explanatory Memorandum;

**Option** means an option granted by the Company exercisable in Shares on certain terms and conditions from time to time;

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders;

**Resolution** means a resolution proposed at the Meeting;

**Share** means an ordinary fully paid share in the issued capital of the Company;

**Shareholder** means a holder of Shares in the Company.

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

**DGR Global Limited**

**Street address:** Level 27, 111 Eagle Street, Brisbane QLD 4000

**Postal address:** GPO Box 5261, Brisbane QLD 4001

**Ph:** (07) 3303 0680 **Fax:** (07) 3303 0681

**Email:** [kschlobohm@dgrglobal.com.au](mailto:kschlobohm@dgrglobal.com.au)

# Proxy, Representative and Voting Entitlement Instructions

## Proxies and Representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001 (Cth)* (**Corporations Act**).

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

### DGR Global Limited

**Street address:** Level 27, 111 Eagle Street, Brisbane QLD 4000

**Postal address:** GPO Box 5261, Brisbane QLD 4001

**Ph:** (07) 3303 0680 **Fax:** (07) 3303 0681

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company.

A proxy form is attached to this Notice.

## Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm 27 November 2012 (Brisbane time). Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Signing instructions

You must sign the proxy 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 of the security holders should sign.

**Power of Attorney:** To sign under Power of Attorney, you must have already lodged this document 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*) 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.

**APPOINTMENT OF PROXY**

I/We being shareholder(s) of DGR Global Limited (Company) hereby appoint:

the Chairman of the Meeting **OR**  
(mark with an "X")

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of DGR Global Limited to be held at Level 7, Waterfront Place, 1 Eagle Street Brisbane, Qld on 29 November 2012 at 3:00pm (Brisbane time) and at any adjournment of that meeting.

**IMPORTANT NOTE**

The Chairman of the Meeting intends to vote undirected proxies **in favour of each item of business**. If the Chairman of the Meeting is your proxy (or becomes your proxy by default), you authorise the Chairman to exercise your proxy on Resolution 1, that the Remuneration Report for the year ended 30 June 2012 (as set out in the Directors' Report) be adopted (except where I/we have indicated a different voting intention below), even though Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chairman. If you do not wish to authorise the Chairman (if he is or becomes your proxy) to vote in this way, you should direct your vote by marking the For, Against or Abstain box for Resolution 1 below.

If no directions are given, the Proxy may vote as the Proxy thinks fit or may abstain, subject to compliance with the Corporations Act. By signing this appointment you acknowledge that the Proxy (whether voting in accordance with your directions or voting in their discretion under an undirected Proxy) may exercise your proxy even if he/s he has an interest in the outcome of the resolution and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest, subject to compliance with the Corporations Act.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is .....%. (An additional proxy form will be supplied by the Company on request).

If you wish to appoint the proxy to exercise voting power over only some of your shares, the number of shares in respect of which this proxy is to operate is ..... shares (Note: proxy will be over all shares if left blank).

I/we direct my/our proxy to vote as indicated below:

<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Vince Mascolo as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval for Transfer of Tenements (EPM 15238 and EPM 18586) to Archer Resources Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of grant of Option over ML 50059 and ML 50099 to Archer Resources Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Individual or Security holder 1

Sole Director and Secretary  
(if appointed)

Security holder 2

Director

Security holder 3

Director/Company Secretary

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Contact Daytime Telephone

\_\_\_\_\_  
Date

## How to complete this Proxy Form

### 1 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.**

### 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person in the proxy form where indicated. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

### 3 Votes on Items of Business

You should 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, except in relation to Resolution 1 where you have appointed a member of the Key Management Personnel of the Company (other than the Chairman) or their closely related parties as your proxy, in which case there are additional restrictions explained below. If you mark more than one box on an item your vote on that item will be invalid.

### 4 Exercise of undirected proxies by Key Management Personnel

If a member of the Company's Key Management Personnel (other than the Chairperson) or their closely related parties is your proxy and you have not directed the proxy how to vote, that person will not vote your shares on Resolution 1 (being a resolution which is connected directly or indirectly with the remuneration of members of the Company's Key Management Personnel).

If the Chairperson of the Meeting is appointed your proxy (or becomes your proxy by default), and you have not directed the proxy how to vote, you authorise the Chairperson to exercise your proxy on Resolution 1, even though Resolution 1 is connected directly or indirectly with the remuneration a member of Key Management Personnel (and the Chairperson is a member of Key Management Personnel).

The Chairperson of the Meeting intends to vote undirected proxies in favour of all items of business (including Resolution 1). If you do not wish to authorise the Chairperson to vote your proxy in this way, you should direct your proxy in accordance with the instructions in this proxy form.

### 5 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 or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form, state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) Return both forms together.

### 6 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 of the security holders should sign.
- Power of Attorney:** To sign under Power of Attorney, you must have already lodged 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.

**7 Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below by 3pm on 27 November 2012, 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 via fax, post or delivery as follows:

**DGR Global Limited**

**Street address:** Level 27, 111 Eagle Street, Brisbane QLD 4000

**Postal address:** GPO Box 5261, Brisbane QLD 4001

**Ph:** (07) 3303 0680 **Fax:** (07) 3303 0681

**Email:** [kschlobohm@dgrglobal.com](mailto:kschlobohm@dgrglobal.com)