



## DGR Global Limited

2 November 2015

### Non-renounceable Rights Issue and Cleansing Notice

DGR Global Ltd (**DGR** or **Company**) is pleased to announce an accelerated non-renounceable rights issue to both institutional and retail eligible shareholders, on the basis of 1 new fully paid ordinary shares for every 4 shares held at an issue price of \$0.038 per share (**New Share**), to raise approximately \$4 million (before costs) (**Rights Issue**). Assuming no existing options on issue in the Company are exercised, approximately 105,413,348 New Shares will be offered under the Rights Issue.

The Rights Issue consists of an entitlement offer to institutional shareholders to close at 10am (Sydney time) Wednesday 4 November 2015 (**Institutional Entitlement Offer**) and an entitlement offer to retail shareholders to close on Monday 30 November 2015 (**Retail Entitlement Offer**). The Retail Entitlement Offer will be available to all registered retail shareholders who hold shares at 7.00pm Brisbane time on Thursday 5 November 2015 (**Record Date**) with registered addresses in Australia, New Zealand, Hong Kong and Singapore (**Eligible Retail Shareholders**).

Existing option holders need to exercise their options and be a registered retail holder of shares on the Record Date if they wish to participate in the Retail Entitlement Offer.

Where not all Eligible Retail Shareholders take up all of their respective Entitlements (**Shortfall**), the Shortfall will be offered to Eligible Retail Shareholders who have taken up all of their Entitlements and also apply for additional New Shares (**Additional New Shares**).

Where the number of Additional New Shares exceeds the Shortfall, at the discretion of the Underwriter in consultation with the Company, there may be, separate and distinct from the Rights Issue, an allocation and issue of an additional 21,052,631 New Shares over and above those offered under the Entitlement Facility (Overallotment Facility). Shares issued under the Overallotment Facility will only be available to sophisticated and professional investors who are Eligible Retail Shareholders. The Overallotment Facility may raise up to \$800,000 (before costs).

In accordance with the ASX Listing Rules and the *Corporations Act 2001* (Cth) (**Corporations Act**), DGR has considered the number of shareholders with registered addresses in various jurisdictions outside of Australia, New Zealand, Hong Kong and Singapore and the size of the shareholdings held by those shareholders. Taking this into consideration, as well as the costs of complying with the legal requirements and the requirements of the regulatory authorities relating to the shareholders with registered addresses in various jurisdictions outside of Australia, New Zealand, Hong Kong and Singapore the Company has formed the view that it is unreasonable to extend the Rights Issue to those shareholders.

Bizzell Capital Partners Pty Ltd has been appointed the lead managers of the Rights Issue. The Rights Issue is fully underwritten by Bizzell Capital Partners Pty Ltd.

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The purpose of the Rights Issue is to raise approximately \$4 million, including the costs of the Rights Issue. The Overallotment Facility may raise up to a further \$800,000, excluding the costs of the Overallotment Facility. The funds raised from the Rights Issue and Overallotment Facility will be used to continue the implementation of DGR's long-term project generation and investment diversification strategy, assist in providing the short-term, unsecured financing facility to Armour Energy as previously announced, and to provide working capital and fund the costs of the Rights Issue and Overallotment Facility.

The Rights Issue is being made without a disclosure document, in accordance with section 708AA of the Corporations Act. DGR will prepare and send a Retail Offer Booklet to all eligible Retail Shareholders on Tuesday 10 November 2015, as set out in the timetable below. The Overallotment Facility is also made without disclosure and not in reliance on section 708AA of the Corporations Act. As such, it is only available to Eligible Shareholders who are sophisticated or professional investors and who are Eligible Retail Shareholders.

A proposed timetable for the Rights Issue and Overallotment Facility is set out in the table below:

<b>Event</b>	<b>Date</b>
Announcement of Accelerated Rights Issue and Institutional Entitlement Offer.	Monday 2 November 2015 (pre-market open)
Institutional Entitlement Offer opens	Monday 2 November 2015
Institutional Entitlement Offer closes	Wednesday 4 November 2015
Institutional Entitlement Offer Shortfall	Wednesday 4 November 2015
Release of Retail Offer Booklet to ASX	Wednesday 4 November 2015 (pre market open)
Trading resumes on an ex-entitlement basis	Wednesday 4 November 2015
Record Date for Retail Entitlement Offer	Thursday 5 November 2015 <b>(6:00pm Brisbane time)</b>
Despatch of Retail Offer Booklet and Personalised Entitlement and Acceptance Form	Tuesday 10 November 2015
Retail Entitlement Offer Opens	Tuesday 10 November 2015 <b>(9:00am Brisbane time)</b>
Quotation of Shares issued under Institutional Entitlement Offer	Friday 13 November 2015
Retail Entitlement Offer Closing Date	Monday 30 November 2015 <b>(5:00pm Brisbane time)</b>
Notification to ASX of Shortfall under the Retail Entitlement Offer	Thursday 3 December 2015
Quotation of Shares issued under Retail Entitlement Offer	Tuesday 8 December 2015
Despatch of holding statements to Eligible Retail Shareholders	Wednesday 9 December 2015

This timetable is indicative only and may be subject to change subject to the requirements of the Corporations Act and the ASX Listing Rules.

## Cleansing Notice

Pursuant to section 708AA(7) of the Corporations Act, DGR provides notice of the following:

1. DGR will offer the New Shares for issue without disclosure to investors under part 6D.2 of the Corporations Act.
2. DGR is providing this notice under section 708AA(2)(f) of the Corporations Act.
3. As at the date of this notice, DGR has complied with:
  - (a) the provisions of chapter 2M of the Corporations Act as they apply to DGR; and
  - (b) section 674 of the Corporations Act.
4. As at the date of this notice there is no information:
  - (a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - (b) that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
    - (1) the assets and liabilities, financial position and performance, profits and losses and prospects of DGR; or
    - (2) the rights and liabilities attaching to the New Shares.
5. If all shareholders take up their entitlement under the Rights Issue, the Rights Issue will have no effect on the control of DGR. However, the proportional shareholdings of shareholders who are not residents in Australia, New Zealand, Hong Kong and Singapore may be diluted as those shareholders are not entitled to participate in the Rights Issue. Additionally, if an Eligible Retail Shareholder does not take up their entitlement in full there may be a dilutionary effect on that shareholder's proportionate shareholding.

In the event of a shortfall, the directors of DGR in consultation with Bizzell Capital Partners Pty Ltd reserve the right to place the shortfall at their sole discretion. Acceptance of entitlements or the placement of any shortfall may also result in existing shareholders or new investors significantly increasing their interest in the Company or obtaining a substantial interest in the Company. However, the shortfall will only be placed to the extent that such placement is in compliance with the takeover provisions of the Corporations Act, which restrict a person and their associates from having a relevant interest in the Company of not more than 20%, subject to a number of exemptions.

## Further information

The Company anticipates that approximately 126,465,979 New Shares will be issued (this number may have to be increased by 12,475,000 New Shares if existing option holders exercise their options and are registered shareholders by the Record Date).

Upon completion of the Rights Issue (including the Overallotment Facility), and assuming it is fully subscribed and that existing options are not exercised, the issued capital of DGR will comprise approximately 548,119,370 shares and 55,900,000 unlisted options exercisable at between \$0.065 and \$0.12 with expiry dates varying between 14 April 2016 and 30 September 2017.

The New Shares issued under both the Institutional Entitlement Offer, the Retail Entitlement Offer and Overallotment Facility will rank equally in all respects with DGR's existing shares. If an Eligible Retail Shareholder's entitlement results in a fraction of a New Share, the entitlement will be rounded down to the nearest whole number.

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Trading in the New Shares is expected to commence on Friday 13 November 2015 for the New Shares issued pursuant to the Institutional Entitlement Offer and on Tuesday 8 December 2015 for New Shares issued pursuant to the Retail Entitlement Offer (and Overallotment Facility if any).

An Appendix 3B applying for quotation of the New Shares following the Institutional Entitlement Offer, the Retail Entitlement Offer and Overallotment Facility will be released to the ASX separately to this release.

DGR encourages all eligible institutional shareholders and Eligible Retail Shareholders to participate in the capital raising.

Yours faithfully



Nicholas Mather  
CEO & Managing Director  
DGR Global Ltd

Electronic copies and more information are available on the Company website: [www.dgrglobal.com.au](http://www.dgrglobal.com.au)

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**About DGR Global Limited**

DGR Global's business is the creation of resource exploration development and mining companies.

The business uses the skills of a core team of talented geoscientists to identify resource projects capable of yielding world class discoveries of attractive commodities.

This is achieved through:

- The identification of commodities with a favorable 20 year price outlook.
- Geological terranes with:
  - A demonstrated strong endowment for that commodity;
  - An under-explored history;
  - Opportunity for the application of recently developed exploration techniques;
  - Jurisdictions with improving socio-economic and regulatory frameworks;
  - Extensive available tenures.

DGR provides initial seed funding and management support to secure these assets in subsidiaries and develop these assets to more advanced funding stages. The Company has a pipeline of projects in daughter companies at various stages of emergence, and has recently crystallised a significant return through the sale of its 15% holding in Orbis Gold for \$26million. Further development of its holdings in

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AIM listed SolGold and IronRidge Resources and ASX Listed AusTin Mining, Navaho Gold and Armour Energy and unlisted Archer Resources, are expected over the coming years.

The Company is currently involved in the search for safe high grade, high-yielding production operations in which to invest the bulk of its available cash resources.

DGR Global has commenced an intended program of judicious dividend payments to its shareholders. The future of the dividend program will depend on circumstances from time to time.

The previous resource exploration and funding activities of DGR's key personnel underscore the opportunities provided by the DGR business model.