



DGR Global Limited

22 April 2013

Shareholder Share Purchase Plan

The Directors of DGR Global Ltd (ASX: DGR; "the Company") are pleased to announce that the Company invites shareholders to participate in a share purchase plan ("SPP").

Shareholders registered on the Company's share register at 7pm on the Record Date (19 April 2013) of the Plan will be entitled to take up, at their election, either:

- \$2,500;
- \$5,000;
- \$10,000; or
- \$15,000

of new shares at the issue price of **3.5 cents per share**.

The Board has structured the SPP to encourage our loyal, smaller shareholders to apply and increase their shareholding in DGR, particularly those that may find they hold an unmarketable parcel (ie. a parcel of shares with a current market value less than \$500).

The key dates for the SPP are as follows:

Event	Date
Record Date of the SPP (7.00pm Brisbane time)	Friday, 19 April 2013
Despatch of SPP Documents to Shareholders	Wednesday, 24 April 2013
Opening Date of the SPP	Friday, 26 April 2013
Closing Date of the SPP	Friday, 17 May 2013
Issue and Allotment of new shares under the SPP	Wednesday, 22 May 2013
Despatch of New Holding Statements	Friday 24 May 2013
Quotation of new shares under the SPP	Friday, 24 May 2013

An offer to shareholders of DGR to purchase additional fully paid ordinary shares in DGR under the terms and conditions of this Share Purchase Plan. This is an important document and should be read in its entirety.

This document has been prepared by DGR. The Share Purchase Plan provides Eligible Shareholders with the opportunity to purchase additional DGR shares without brokerage and transaction costs.

The Share Purchase Plan does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to subscribe for Shares in the Share Purchase Plan, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS

The SPP will involve the offer of a maximum of 97,000,000 new shares at an issue price of \$0.035 representing a discount of approximately 8% to the volume weighted average closing price over the last five days of trading of the shares of the Company and a 12.5% discount over the average closing price over the past month on the ASX prior to the date of this announcement. The Plan is not underwritten.

The attached SPP documentation will be personalised and dispatched to shareholders by the share registry on 24 April 2013.



On behalf of the board
Karl Schlobohm
Company Secretary

About DGR Global Limited

DGR Global Limited is focused on generating exploration and development companies in a wide array of minerals.

Projects are conceived directly through the skills and experience of DGR Global'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 – faster and less dilutive to DGR Global. As the subsidiary project develops and starts to derisk the subsidiary is separately capitalised (seed raisings followed by an IPO).

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

DGR Global projects tend to be very large, targeting new provinces with the potential to make world-class discoveries. The exploration concepts are often novel. While increased metal prices and advances in technology can turn former sub-economic deposits into viable projects, DGR Global subsidiary projects frequently emerge from detailed reassessment and reinterpretation of large databases – looking at things from a new angle and with a different focus using state of the art techniques. The DGR Global Directors and Managers have in the past applied new exploration models to extensive tenement areas which have led to identification of new mineral provinces and the discovery of nationally significant resources. These efforts are now being dedicated to DGR Global.

DGR Global currently holds 75 million shares (25%) in Armour Energy Limited (ASX: AJQ) currently focused on the discovery and development of world class gas resources in northern Australia, 39 million shares (18%) in Orbis Gold Limited (ASX: OBS) currently expanding its gold resource in Burkina Faso, 54 million shares (10%) in SolGold plc (LSE: SOLG) currently exploring for gold and copper in the Solomons, Ecuador and Queensland, 60 million shares (14%) in AusNiCo Limited (ASX: ANW) owner of the Taronga Tin Project, and 57 million shares (28%) in Navaho Gold Limited (ASX: NVG) exploring for Carlin style gold in Nevada and owner of the prospective NavGas Project in South Australia.

DGR Global currently has 324,202,760 shares on issue.

Email: info@dgrglobal.com

Electronic copies and more information are available on the Company website: www.dgrglobal.com

For further information contact:

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Managing Director DGR Global Ltd
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Karl Schlobohm

Company Secretary, DGR Global Ltd
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THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY

22 April 2013

Highlights:

Offer to existing DGR Global Ltd ACN 052 354 837 (**DGR**) shareholders to participate in a Share Purchase Plan (**SPP**).

Shareholders can, at their election, take up

- 71,428 shares for \$2,500
- 142,857 shares for \$5,000
- 285,714 shares for \$10,000
- 428,571 shares for \$15,000

of new shares under the SPP, **at 3.5 cents per share.**

The SPP will raise a maximum of approximately \$3.4 million and is not underwritten.

DGR plans to use the funds raised from the SPP (after issue costs) to:

- continue the implementation of its long-term project generation and investment diversification strategy (refer Section 3 within this summary document); and
- to provide general working capital.

Dear Shareholder,

The Directors of DGR Global Ltd ACN 052 354 837 (DGR) would like to invite you to participate in DGR's Share Purchase Plan (**SPP**).

1. Summary of the SPP

The SPP provides shareholders on the Company's register at the Record Date with an opportunity to subscribe for \$2,500, \$5,000, \$10,000, or \$15,000 in new shares at **3.5 cents per share** in DGR, which is at a discount to the closing price of DGR shares on the Record Date of 12.5% and a discount to the 5 day VWAP (Volume Weighted Average Price) up to and including the Record Date of approximately 8%. The Board has structured the SPP to encourage our loyal, smaller shareholders to apply and increase their shareholding in DGR, particularly those with unmarketable parcels. Only shareholders of DGR having a registered address in Australia or in any other jurisdiction where, in the opinion of the Directors of DGR, it is lawful and reasonably practical for DGR to offer and issue shares under this SPP, and who are on the share register as at 7pm (Brisbane time) on 19 April 2013 are afforded the opportunity to participate in the SPP. Shareholders not registered as at this date will not receive an offer under the SPP. The rights of Eligible Shareholders to participate under this SPP are not transferable.

The Company proposes a maximum raising of approximately \$3.4 million under the SPP, comprising the issue of up to 97 million new shares at 3.5 cents per share. The SPP is not underwritten.

The proposed use of the funds raised under the SPP (after issue costs) is as follows:

- continue the implementation of its long-term project generation and investment diversification strategy (refer Section 3 within this summary document); and
- to provide general working capital.

Your Board strongly supports this capital raising initiative and advises that they will be participating at the maximum permissible level in respect of their own and associated holdings.

2. Terms of the SPP

The terms and conditions of the SPP are outlined in the enclosed document. By making an application to purchase shares under the SPP, you will have agreed to be bound by those terms and conditions. The right to participate in this offer under the SPP is available exclusively to persons who were registered as holders of fully paid ordinary shares in DGR at 7pm (Brisbane time) on the record date of 19 April 2013 and whose registered address is in Australia or in any other jurisdiction where, in the opinion of the Directors of DGR, it is lawful and reasonably practical for DGR to offer and issue shares under this SPP.

Eligible shareholders are entitled to apply for a **maximum** of \$15,000 of new shares, at the Subscription Price of 3.5 cents per new share, under the SPP.

You may apply only for shares in one of the following amounts:

- 71,428 shares for \$2,500
- 142,857 shares for \$5,000
- 285,714 shares for \$10,000
- 428,571 shares for \$15,000.

The Subscription Price of 3.5 cents per share represents a discount to the VWAP of DGR's shares for the five day period up to and including the Record Date of approximately 8% and a discount to the closing price on the Record Date of 12.5%.

The market price and trade volume for DGR shares over the last five days of trading prior to the announcement of the SPP was as follows:

Date	Market Price	Volume
15 April 2013	3.9 cents	550,000
16 April 2013	3.7 cents	270,000
17 April 2013	3.7 cents	322,667
18 April 2013	3.7 cents	80,000
19 April 2013	4.0 cents	80,000

Participation in the SPP is entirely at your discretion but the SPP is non-renounceable which means you cannot transfer your right to purchase shares under the SPP to anyone else.

The application period will close at 5.00pm (Brisbane time) on Friday, 17 May 2013. Therefore, if you wish to apply for any shares under the SPP, you should follow the instructions outlined in the enclosed Application Form so payment is received at our Share Registrar by that date in cleared funds. Payment may be made by cheque, bank draft or BPAY®.

It is proposed that the following timetable apply in respect of the SPP:

Event	Date
Record Date of the SPP (7.00pm Brisbane time)	Friday, 19 April 2013
Despatch of SPP Documents to Shareholders	Wednesday, 24 April 2013
Opening Date of the SPP	Friday, 26 April 2013
Closing Date of the SPP	Friday, 17 May 2013
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The above timetable is indicative only. DGR reserves the right to vary any of the key dates above, including the Closing Date and the Issue Date, without further notice.

If you are a “custodian” (which includes where you are noted on the share register as holding shares in DGR Global on account of another person) you may be required to submit a custodian certificate in order to participate on behalf of any beneficiaries. Further details in this regard are set out in the SPP Terms and Conditions. For further information contact DGR Global Company Secretary Mr Karl Schlobohm on 07 – 3303 0661 or kschlobohm@dgrglobal.com

3. The DGR Global Business Strategy

DGR Global is focused on generating resource exploration companies and developing them from an early exploration stage through to independently financed, listed and managed companies, with a specific advanced project focus. Projects are generated directly through the skills and experience of DGR Global’s accomplished team of exploration geoscientists, not by the costly purchase of properties. This approach enables our investors an early entry and thus a lower entry price.

While the earlier stages of resource exploration and development carry more risk, investments at this stage benefit from the maximum upside potential in the life of the project. Each project is held, and that exploration strategy pursued, in a separate subsidiary.

Focused and specialist management is then engaged within the subsidiary, with project specific finance raised in that subsidiary – faster and less dilutive to DGR Global. As the subsidiary project develops and starts to derisk, the subsidiary is separately capitalised and independent management installed. DGR focuses on potentially large world class targets held 100% under extensive and secure tenures. DGR primarily focuses on metals and commodities that benefit from ongoing global demand growth. Iron, nickel and tin to build infrastructure, gas to power it, copper to network it and gold to hedge against financial disorder. DGR is active in a global exploration theatre.

DGR Global currently retains an equity interest and board representation in five of its listed subsidiaries. A breakdown of DGR Global's listed company investments is illustrated in the table below followed by a brief description of each company.

Investment	Listed Code	Number of Shares owned by DGR	Number of Options (with a listed price)	Market Value (AUD) to DGR	Closing Share Price
SolGold plc	LSE:AIM: SOLG	54,517,440	-	\$1,090,300	2 cents (Au equivalent)
Orbis Gold Ltd	ASX: OBS	39,000,000	-	\$7,995,000	20.5 cents
Navaho Gold Ltd	ASX: NVG	57,787,518	-	\$1,560,000	2.7 cents
AusNiCo Ltd	ASX: ANW	59,776,500	-	\$956,000	1.6 cents
Armour Energy Ltd	ASX: AJQ	75,050,000	18,837,500 6.5 cents	\$16,985,000	21 cents
Total market value of DGR Global's <u>listed assets</u>				\$28,586,700	
Total DGR Global shares on issue				324,202,760	
Value attributable to each DGR share				8.8 cents	
DGR actual closing share price on the Record Date				4 cents	

SolGold is listed in London (AIM: SOLG) and at a current trading price of 1.35p per share, has a market capitalization of approximately \$11 million (AUD). DGR holds 54.5 million shares in SolGold, representing approximately 10% of the company and approximately \$1.1 million in value. SolGold is focused on developing a significant gold-copper porphyry deposit at Cascabel in Ecuador in joint venture with Cornerstone Capital Resources. Cascabel is located in the same continental scale belt as some of the world's largest copper and gold porphyry deposits on the Andean copper trend. Drilling is due to commence at Cascabel in mid 2013.

SolGold has some distinctively attractive features: -

- Inferred and indicated resource of 550,000 ounces of gold equivalent^{N1} at Rannes in Central Queensland which more than justifies the market capitalisation of SolGold;
- Cascabel has a footprint comparable in size to several world class copper-gold porphyries;
- High surface copper-gold grades encountered at Cascabel indicate the porphyry system to be a high grade target unlike many of the run of the mill low grade Andean targets;
- Favourable logistics at Cascabel including available water, low elevation, proximity to power stations and port;
- A mining friendly environment recently re-established in Ecuador, and the emergence of projects including Codelco and Kinross underscore the attractiveness of Ecuador as a mining investment destination;
- A team of geoscientists responsible for several large copper gold porphyries.

Orbis Gold is listed in Australia (ASX: OBS) and at a current trading price of 20.5 cents per share, has a market capitalisation of approximately \$44 million. DGR holds 39 million shares in Orbis Gold, representing approximately 18% of the company and approximately \$8m in current market value. Orbis Gold is focused on the discovery and development of large-scale gold deposits in world-class mineral provinces. The company has established a significant land holding in Burkina Faso, West Africa, and in addition to its 668,000 ounce indicated gold resource^{N2} at its high grade Nabanga gold project, has recently announced a significant high grade discovery over the Natangou prospect within the Bongou Project, which has potential for significant expansion. Currently, only 2% of the 4,500 hectare Bongou anomaly has been drill tested.

AusNiCo (ASX:ANW) has a current market capitalisation of approximately \$7 million at 1.6 cents per share. DGR holds almost 60 million shares in AusNiCo, representing approximately 14% of the company and approximately \$950,000 in current market value. AusNiCo's flagship project is the Taronga Tin Project in New South Wales, a world class tin project, currently ranked the 11th largest undeveloped hard rock tin project globally with a historic resource estimate of 46.7Mt containing 68,000 tonnes of tin^{N3}. The Taronga Tin Project also contains significant copper and silver (up to 0.12%Cu and 6.5g/t respectively based upon bulk samples taken for the pre-feasibility study) and other minerals of possible by-product potential including tungsten, molybdenum and bismuth. AusNiCo remains an active explorer and also holds a substantial portfolio of exploration tenure highly prospective for tin, nickel and a range of other metals. Recent analysis of the Taronga Tin Project indicates a positive economic evaluation and recent favourable broker analysis has also been published (see www.ausnico.com.au)^{N3}.

Navaho Gold (ASX:NVG) has a current market capitalisation of approximately \$5.5 million at 2.7 cents per share. DGR holds 57 million shares in Navaho Gold, representing approximately 28% of the company and approximately \$1.5 million in current market value. Navaho Gold's flagship project is held within subsidiary NavGas. NavGas has secured a shale gas project in the Flinders Ranges in South Australia covering 50,000km² of petroleum exploration licence applications. NavGas is targeting conventional and unconventional gas plays in a region with historic gas flows in the 1990's. The tenements are in close proximity to the Moomba to Adelaide gas pipeline and Moomba to Port Bonython liquids pipeline. The company is completing an independent appraisal of the gas resource potential of the project.

Armour Energy (ASX:AJQ) has a current market capitalisation of approximately \$63 million at 21 cents per share. DGR holds 75 million shares in Armour, representing approximately 25% of the company and approximately \$15.7 million in current market value. DGR also holds 18.84 million listed options in Armour with a current market value of approximately \$1.2 million. Armour Energy has one of the largest shale gas acreage positions in Australia with 100% ownership of 33 million acres in northern Australia. A mean prospective resource of 41.3 trillion cubic feet of gas and 2.2 billion barrels of associated liquids^{N4} has been estimated in Armour's northern Australian permits. The projects are close to existing pipelines and major domestic energy users and the Company plans to commence its 2013 drilling program in May. Armour intends to benefit from the looming east coast Australian gas shortage as demand more than triples as a result of the Gladstone (Central Queensland Port) LNG projects come on line in 2015.

Altogether these listed investments represent approximately \$28.5 million in value to DGR Global and its shareholders.

In addition there are a number of unlisted subsidiaries in the DGR group which promote the opportunity for further world class discoveries. The most advanced example of which is IronRidge Resources, which holds several proposed iron ore projects in Gabon; the first major tenement area being close to the giant Belinga Railway project, and a second site at Tchibanga, which is only 60km east of the Gabonese port of Mayumba. This value has been created directly through DGR Global as a resource company generator, as part of its on-going business development initiatives.

It is important to note that the timeframe from value creation to value realization within the resource industry is sometimes variable and unpredictable. The project generation process championed by DGR however, is typically a cheaper route to ultimate value realization than the acquisition of projects on the open market. For example, Armour Energy was listed approximately 2.5 years after it was created as a subsidiary of DGR Global and applied for its first tenements. The “cost” to DGR Global and its shareholders for the creation and fostering of Armour during this period was (and remains) nil. Upon the IPO of Armour, the value of DGR Global’s listed assets was increased by approximately \$40 million. Similarly, the Orbis Gold shares held by DGR Global also have a nil cost. It is this value creation and realization process that defines the DGR business model, and whilst patience may be required to ride out the inevitable cycles in financial and commodity markets, I firmly believe that as the market more fully appreciates the scale and repeatability of this business model, value will be restored and delivered to all DGR Global shareholders.

Thank you for your support and loyalty to the Company to date, and I look forward to your continued support as a shareholder.

Yours sincerely



Nicholas Mather
CEO
DGR Global Ltd

Competent Persons Statement

The information herein that relates to Exploration Results is based on information compiled by Nicholas Mather B.Sc (Hons) Geol., who is a Member of The Australian Institute of Mining and Metallurgy. Mr Mather is employed by Samuel Capital Pty Ltd which provides certain consultancy services including the provision of Mr Mather as the Managing Director of DGR Global Ltd (and a director of DGR Global Ltd’s subsidiaries and associates).

Mr Mather has more than five years experience which is relevant to the styles of mineralization and types of deposits being reported and to the activity which he is undertaking to qualify as a Competent Person for the purposes of the Listing Rules. This public report is issued with the prior written consent of the Competent Person(s) as to the form and context in which it appears.

- Note 1. The resource information quoted for SolGold plc has been taken from SolGold’s London Stock Exchange release of 25 March 2012.
- Note 2. The information regarding the gold resource for Orbis Gold Ltd was taken from that company’s market release of 25 September 2012.
- Note 3. The information regarding the historic tin resource and other matters associated with AusNiCo’s Taronga Tin Project have been taken from that company’s market releases of 27 March and 8 April 2013.
- Note 4. The resource estimates used in this announcement with respect to oil and gas for Armour Energy Limited were taken from recent Armour Energy market releases and were, where indicated, compiled by MBA Petroleum Consultants, and detailed in the Independent Expert’s Report, Replacement Prospectus dated 20 March 2012 for Armour Energy (Chapter 9).

Terms and Conditions of the Share Purchase Plan dated 22 April 2013

WARNING

The contents of this document have not been reviewed by any regulatory authority in any jurisdiction. Please read this document carefully before you make a decision to invest. If you are in any doubt about the contents of this document, you should obtain independent professional advice

1. Definitions

1.1 In this SPP, unless the context otherwise indicates:

Application Form means the application form distributed with these Terms and Conditions.

Application Amount means the total amount payable by an Eligible Shareholder who applies for Shares under the SPP based on the Subscription Price for the total number of Shares applied for by that Eligible Shareholder.

Average Market Price means the average of the Market Price for ordinary securities in the Company calculated over the last 5 days on which sales in the securities were recorded before the day on which the SPP was announced.

ASX means the Australian Securities Exchange.

Board means the board of directors of DGR from time to time.

DGR means DGR Global Ltd ACN 052 354 837.

Class Order means ASIC Class Order 09/425 dated 15 June 2009 as amended or supplemented from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time.

Custodian means a registered holder:

- (a) that holds an Australian financial services licence that:
 - (1) covers the provision of a custodial or depository service (as defined in Section 766E of the Corporations Act); or
 - (2) includes a condition requiring the holder to comply with the requirements of ASIC Class Order 02/294; or
- (b) that is exempt under:
 - (1) paragraph 7.6.01(1)(k) of the *Corporations Regulations 2001*; or
 - (2) ASIC Class Order 05/1270 to the extent that it relates to ASIC Class Order 03/184, from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service.
 - (3) ASIC Class Orders [CO 03/1099], [CO 03/1100], [CO 03/1101], [CO 03/1102], [CO 04/829] or [CO 04/1313];
 - (4) an individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in subparagraph (3) above;
 - (5) paragraph 911A(2)(h) of the Corporations Act, from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service; or

- (c) that is a trustee of a:
 - (1) self-managed superannuation fund; or
 - (2) superannuation master trust; or
- (d) that is the responsible entity of an IDPS-like scheme; or
- (e) that is the registered holder of shares or interests in the class and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.

Custodian Certificate means the certification required to be given by a Custodian to DGR pursuant to the Terms and Conditions.

Eligible Shareholders means those Shareholders who satisfy the conditions set out in clause 2.1.

Listing Rules means the official listing rules of the ASX (as amended from time to time).

Market Price has the meaning given to that term in the Listing Rules from time to time.

Offer means a non-renounceable offer of \$2,500, \$5,000 or \$10,000 or \$15,000 worth of ordinary fully paid shares in DGR (at the Subscription Price) to Eligible Shareholders under the SPP.

Record Date means 7.00pm (Brisbane time) on 19 April 2013.

SPP means the DGR Global Ltd ACN 052 354 837 Share Purchase Plan approved by the Board.

Share Registrar means Link Market Services Limited.

Shareholders means those persons or entities that hold ordinary shares in the issued capital of DGR.

Shares means up to a maximum of 97,000,000 the new ordinary shares in DGR to be issued pursuant to the SPP.

Subscription Price means the subscription price of the Shares being 4 cents per Share.

Terms and Conditions means the terms and conditions set out in this document.

References to “\$” means a reference to the respective amount in Australian dollars.

2. Eligibility to participate

- 2.1 Those shareholders of DGR that will be eligible to apply for Shares under the SPP must:
 - (a) be recorded in DGR’s register of shareholders at 7.00pm (Brisbane time) on the Record Date; and
 - (b) have a registered address in Australia or another jurisdiction where in the opinion of the Directors, it is lawful and reasonably practical for DGR to issue the Shares as set out in DGR’s shareholder register on the Record Date.
- 2.2 The Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer.
- 2.3 If you are the only registered holder of a holding of DGR shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply in aggregate for a maximum of \$15,000 worth of Shares.
- 2.4 If you are registered with one or more persons as the joint shareholders of a holding of DGR shares, that joint holding is considered to be a single registered holding for the purpose of this SPP and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only apply in aggregate for a maximum of \$15,000 worth of Shares.

- 2.5 Custodians should refer to section 6 of the Terms and Conditions regarding Custodian participation. If you do not hold shares in DGR as a Custodian, these provisions do not apply.
- 2.6 If you hold DGR shares as a trustee or nominee for another person, but you are not a Custodian, you cannot participate for beneficiaries in the manner described in section 6 of the Terms and Conditions. In this case, the rules for multiple single holdings (see section 2.3 above) apply.

3. Terms of the Offer

- 3.1 The Offer will be open for a period commencing on and from 9.00am (Brisbane time) on Thursday 26 April 2013 (**Opening Date**) until, subject to the discretion of the Board, 5.00pm (Brisbane time) on 17 May 2013 (**Closing Date**).
- 3.2 The Board reserves the right to close the Offer at any time prior to the Closing Date and/or extend the Closing Date without further notification.
- 3.3 In response to the Offer, Eligible Shareholders wishing to apply for Shares under the SPP may apply for either:
- (a) 71,428 shares for \$2,500
 - (b) 142,857 shares for \$5,000;
 - (c) 285,714 shares for \$10,000; or
 - (d) 428,571 shares for \$15,000,
- subject to clauses 5 and 6.
- 3.4 All Offers for Shares under the SPP are non-renounceable and therefore the right to participate in the SPP cannot be transferred.
- 3.5 Participation in the SPP by Eligible Shareholders is entirely optional and subject to these Terms and Conditions.

4. Applications for shares

- 4.1 Eligible Shareholders wishing to apply for Shares under the SPP must:
- (a) If paying by cheque or bank draft:
 - (1) complete the Application Form;
 - (2) pay the Application Amount in the manner specified on the Application Form; and
 - (3) forward the completed Application Form and payment for the Application Amount to DGR's Share Registrar at the addresses specified on the Application Form, to reach such addresses by no later than 5.00pm (Brisbane time) on the Closing Date.
 - (b) If you elect to use the BPAY[®] option (subject to clause 4.2):
 - (1) pay the Application Amount electronically using BPAY with payment to reach's Share Registry by no later than 5.00pm (Brisbane time) on the Closing Date; and
 - (2) do not return the Application Form if you elect the BPAY option.
- 4.2 Please note that only Eligible Shareholders having an account with an Australian financial institution who participates in the BPAY scheme have the ability to elect to use the BPAY option.

- 4.3 All application money will be deposited into an account and any application money received in respect of any applications rejected by the Board under clauses 4.4 or 4.5 shall be refunded by DGR without interest.
- 4.4 The Board reserves the right to reject any application for Shares (in whole or in part) including (without limitation) if:
- (a) an Application Form is not correctly completed;
 - (b) the applicant is not an Eligible Shareholder;
 - (c) the issue of those Shares would contravene any law or the Listing Rules;
 - (d) the exact payment for the Shares applied for is not received;
 - (e) to accept the application in full would have the effect of exceeding the maximum offer of Shares under the SPP;
 - (f) it is not reasonably satisfied that the issue of those Shares will not result in any person receiving ordinary shares in DGR with an application price totalling more than \$15,000 as a result of:
 - (1) Shares issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian to apply for Shares on their behalf) under the SPP; and
 - (2) any other ordinary shares in DGR issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian to apply for ordinary shares in DGR on their behalf) under an arrangement similar to the SPP operated by DGR in the 12 months prior to the Issue Date,except to the extent that the person is issued with shares or interests as a Custodian under a custodian offer;
 - (g) the applicant is a Custodian and has failed to provide DGR with a Custodian Certificate; or
 - (h) the applicant has not otherwise complied with the Terms and Conditions.
- 4.5 The Board reserves the right to allocate fewer, or no, Shares than an Eligible Shareholder applies for under the SPP, including, without limitation, in the event that the SPP is oversubscribed at its sole discretion.
- 4.6 If there is a consolidation or re-organisation of the issued share capital of DGR prior to the Closing Date, the maximum number of Shares to be issued pursuant to and in accordance with the SPP shall be consolidated in the same ratio as the issued capital of DGR.

5. Certification by Eligible Shareholder

- 5.1 By submitting an Application Form, together with the appropriate payment of the Application Amount in the manner specified in clause 4.1(a), or by making a BPAY payment of the Application Amount in the manner specified in section 4.1(b), you certify, acknowledge, warrant and represent as true, correct and not misleading to the Company that if you are not a Custodian, the aggregate of the application price paid by you for:
- (a) the Shares the subject of the Application Form or the BPAY payment;
 - (b) any other ordinary shares in DGR issued to you, or a Custodian (as a result of an instruction given by you to the Custodian to apply for ordinary shares in DGR on your behalf) under the SPP or under any similar arrangement operated by DGR in the 12 months prior to the date of submission of the Application Form or making the BPAY payment; and
 - (c) any other Shares which you have instructed a Custodian to acquire on your behalf under the SPP, does not exceed \$15,000.

6. Custodian

- 6.1 Eligible Shareholders who are Custodians may participate in the SPP on behalf of;
- (a) a person, who is not a Custodian, on whose behalf the Custodian is holding Ordinary Shares;
 - (b) a person that another Custodian (Downstream Custodian) holds the beneficial interest in Ordinary Shares on behalf of and that the Custodian holds the shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian.
- (each a **Participating Beneficiary**) ..
- 6.2 If you are a Custodian holding DGR shares on behalf of two or more persons jointly, the joint beneficiaries will be taken to be a single Participating Beneficiary for the purposes of these Terms and Conditions.
- 6.3 If you are a Custodian and hold DGR shares on behalf of one or more Participating Beneficiaries, you may apply for up to a maximum of \$15,000 worth of Shares for each Participating Beneficiary subject to providing DGR with a Custodian Certificate (in the form or substantially in the form set out in Schedule 1), in addition to the Application Form, certifying the following:
- (a) that, as at the Record Date, you hold shares on behalf of one or more Participating Beneficiaries and the Participating Beneficiaries have instructed you to apply for Shares on their behalf under the SPP;
 - (b) the number of Participating Beneficiaries;
 - (c) the name and address of each Participating Beneficiary for whom the Custodian applies for Shares;
 - (d) in respect of each Participating Beneficiary either:
 - (1) the number of Ordinary Shares that the Custodian holds on their behalf; or
 - (2) in the case of a Downstream Holding, the number of Ordinary Shares to which the beneficial interest relates;
 - (e) in respect of each Participating Beneficiary either:
 - (1) the number or the dollar amount of Shares the Participating Beneficiary has instructed the Custodian to accept on their behalf; or
 - (2) in the case of a Downstream Holdings, the number or the dollar amount of Shares the Participating Beneficiary has instructed the Downstream Custodian to accept on their behalf;
 - (f) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$15,000:
 - (1) the Shares applied for by you as Custodian on their behalf under the SPP; and
 - (2) any other ordinary shares in DGR issued to you as Custodian in the 12 months prior to the date of submission of the Application Form as a result of an instruction given by them to you as Custodian , or to the Downstream Custodian as the case may be, to apply for ordinary shares in DGR under an arrangement similar to the SPP operated by DGR;
 - (g) that a copy of the written offer document was given to each Participating Beneficiary;
 - (h) in the event of a Downstream Holding, the name and address of each Custodian who holds beneficial interests in Ordinary Shares in relation to each Participating Beneficiary.
- 6.4 Custodians should contact the Company Secretary, Mr Karl Schlobohm, on kschlobohm@dgrglobal.com or + 617 – 3303 0661, in order to obtain a copy of the Custodian Certificate.

7. Issue of Shares

- 7.1 DGR is prohibited from issuing any Shares to any Eligible Shareholder unless the Eligible Shareholder has provided the certification set out in section 5, and if a Custodian, has provided a Custodian Certificate, at the time of applying for the Shares.
- 7.2 The Directors of DGR reserve the right to issue to Eligible Shareholders such number of Shares under the SPP as is permitted under the Listing Rules without shareholder approval. In the event that the SPP is oversubscribed, the Board reserves the right to allocate fewer, or no, Shares than an Eligible Shareholder applies for under the SPP at its sole discretion.
- 7.3 DGR intends to issue the Shares under the SPP on or about 22 May 2013 (**Issue Date**). DGR reserves the right to vary the Issue Date without further notice in the event that the Closing Date is varied pursuant to clauses 3.2 and/or 10.1.
- 7.4 In respect of application monies received from an Eligible Shareholder, DGR will, prior to the Issue Date, determine the maximum number of Shares rounded down to the nearest whole number which may be acquired by any Eligible Shareholder.
- 7.5 The allocation of Shares and any scale back methodology will be determined by the Board at its sole discretion.
- 7.6 In the event that the Offer under the SPP is not fully subscribed, the Board reserves its right to issue Shares in excess of the maximum \$15,000 worth of Shares specified in clause 3.3 (**Additional Issue**), to any person (whether or not such person is an Eligible Shareholder) so long as the Additional Issue:
- (a) satisfies section 708 of the Corporations Act; and
 - (b) any approval of Shareholders to the Additional Issue which is required under the Listing Rules or the Corporations Act is obtained.
- 7.7 DGR will apply to ASX for quotation of the Shares issued under the SPP and the Additional Issue (if any) within the period prescribed in the Listing Rules.

8. Subscription Price

- 8.1 The price of the Shares will be the Subscription Price.
- 8.2 Compared with the Average Market Price over the last 5 days on which trading in DGR's shares were recorded prior to the announcement of the SPP, the Subscription Price represents an approximate 8% discount to the Average Market Price over that period.
- 8.3 The Shares are a speculative investment and the Market Price of the Shares may change between the Opening Date and the Issue Date. This means that the Subscription Price you pay for the Shares may exceed the Market Price of the Shares at the Issue Date. The Company does not make any assurance as to the Market Price of Shares and there can be no certainty that Shares in the Company will trade at or above the Subscription Price following the Issue Date. Shareholders should seek their own financial advice in relation to this Offer and participation in the SPP.
- 8.4 No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders in respect of an application for, and an issue of, Shares under the SPP.
- 8.5 The Company may pay brokerage and other commissions in respect of any subscriptions procured in respect of any Additional Issue, as determined by the Board in its discretion.

9. Non-residents

- 9.1 The right to participate in this offer under the SPP is available exclusively to persons who were registered as holders of fully paid ordinary shares in DGR at 7.00pm (Brisbane time) on the Record Date and whose registered address was in Australia or in another jurisdiction where, in the opinion of the Board, it is lawful and reasonably practical to extend the Offer according to the laws of that jurisdiction.
- 9.2 Eligible Shareholders who are not residents of Australia should consult their professional advisers as to whether any formalities need to be observed (either by them or the Company) to enable them to apply for Shares. It is the responsibility of such Eligible Shareholders to obtain all necessary approvals so they may legally apply for Shares. The return of a completed Application Form and accompanying Application Amount, or the forwarding of payment of the Application Amount using BPAY from a non-resident Eligible Shareholder will be taken by the Company to constitute a representation and warranty by that Eligible Shareholder that all relevant approvals have been obtained and that the Company may legally offer the Shares to that Eligible Shareholder.

10. General

- 10.1 The Board may change or terminate the SPP at any time prior to the Issue Date. If the Board does so, it will advise the ASX. Any omission to give notice of changes to, or termination of, the SPP, or the non-receipt of any such notice, will not invalidate the change or termination.
- 10.2 If the SPP is withdrawn, all Application Amounts received by DGR will be refunded. No interest will be paid on any refunded Application Amounts.
- 10.3 In addition to any rights of the Board to reject applications as set out in these Terms and Conditions, the Board also reserves the right to allocate fewer, or no, Shares than an Eligible Shareholder applies for under the SPP if the Board believes that the allotment of those Shares would contravene any of the Listing Rules or the requirements of the Class Order. In any such case, excess Application Amounts will be returned to the relevant applicant(s). No interest will be paid on Application Amounts so returned.
- 10.4 DGR may settle in any manner it deems appropriate, any disputes or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any applicant or application of shares. The decision of DGR will be conclusive and binding on all persons to whom the determination relates.
- 10.5 DGR reserves the right to waive compliance with any provision of the SPP Terms and Conditions.
- 10.6 The Offer of Shares under the SPP is in accordance with the Class Order which grants relief from the requirement to prepare a disclosure document for this Offer and in accordance with the Listing Rules.
- 10.7 The contents of this document have not been reviewed by any regulatory authority in any jurisdiction.