



DGR Global Limited
ABN 67 052 354 837

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting: 21 November 2016

Time of Meeting: 11.00am (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 (**Company**) will be held at Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000, on 21 November 2016 at 11.00am (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, Income Statements, Balance Sheets, Statements of Changes in Equity, Cash Flow Statements and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2016.

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 2016 (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 250(R) OF THE CORPORATION 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 member of the Key Management Personnel ("KMP") details of whose remuneration are included in the Remuneration Report; or
- 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:

- the KMP or a Closely Related Party of a KMP does so as a proxy appointed in writing;
- 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
- either:
 - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
 - the voter is the Chairman of the meeting and the appointment of the Chairman as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - 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.

Resolution 2 - Re-election of Brian Moller as a Director

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

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

Resolution 3 - Ratify Previous Shares Issued

To consider, and if thought fit, pass the following resolution as an Ordinary Resolution of the Company:

“That in accordance with the provisions of Listing Rule 7.4 of the Official Listing Rules of the ASX Limited (ASX), and for all other purposes, the Shareholders of DGR Global Limited (DGR Global) ratify the previous issue of 23,815,349 fully paid ordinary shares at an issue price of \$0.038 (Placement Shares) in the Company to those persons and corporations (Recipients) set forth in the Explanatory Memorandum and being investors that fell within one or more of the classes of exemptions specified in Section 708 of the Corporations Act.”

NOTES:

The rights attaching to the Placement Shares are identical in all respects to the existing ordinary shares on issue in the Company.

The funds raised by the issue of the Placement Shares have and will continue to be used by the Company for:

- continuing the implementation of DGR’s long-term project generation and investment diversification strategy; and
- providing additional working capital.

The Placement Shares were issued to investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act 2001 (Cth).

Further details of the Placement Shares are contained in the Explanatory Memorandum accompanying this Notice of Meeting.

VOTING EXCLUSION STATEMENT

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

- the Recipients; and
- any associate of the Recipients.

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 Annual General 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.

Resolution 4 - Ratify Previous Underwriting Options Issued

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

"That in accordance with the provisions of Listing Rule 7.4 of the Official Listing Rules of the ASX Limited (ASX), and for all other purposes, the Shareholders of DGR Global Limited (DGR Global) ratify the previous issue of 6 million Underwriting Options (exercisable at 6 cents, expiring 14 December 2017) to Bizzell Capital Partners Pty Ltd (Underwriter) on the terms set out in the Explanatory Memorandum, and pursuant to the Underwriting Agreement of 4 November 2015 executed by DGR Global and Bizzell Capital."

VOTING EXCLUSION STATEMENT

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

- Bizzell Capital Partners; and
- any associate of the Bizzell Capital Partners.

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 Annual General 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.

Resolution 5 - Approval of Employee Share Option Plan

To consider and, if thought fit, pass the following Ordinary Resolution, without amendment:

"That for the purpose Exception 9(b) of Listing Rule 7.2 of the ASX Listing Rules and for all other purposes, the Company be authorised to issue securities under the DGR Global Limited Employee Share Option Plan (ESOP) as an exception to Listing Rule 7.1 of the ASX Listing Rules."

VOTING EXCLUSION STATEMENT

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

- A director of the entity (except one who is ineligible to participate in any employee incentive scheme in relation to the entity); and
- An associate of that person (or those persons).

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 Annual General 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.

Proxy Appointment Restriction:

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 5 by a member of KMP or their Closely Related Parties who has been **appointed as a proxy** unless:

- The appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or
- The appointed proxy is the Chairman and the appointment of the Chairman as proxy:
 - Does not specify the way the proxy is to vote on the resolution; and
 - Expressly authorizes the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

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
6 October 2016

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to shareholders of **DGR Global Limited (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 21 November 2016 commencing at 11.00am (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 2016 Annual Report

The Corporations Act requires the financial report, the Directors' report and the auditor's report 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 financial report, the Directors' report or the auditor's report. The Company's 2016 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 2016 Annual Report by sending a request to info@dgrglobal.com.au or by downloading a copy from the Company's website: www.dgrglobal.com.au

Shareholders will also have the opportunity to ask any questions they may have about the Annual Report and the Financial Statements of Company management or the auditors.

3. Resolution 1 - Remuneration Report

The Board has submitted its Remuneration Report (included in the 2016 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 2016 Annual Report. 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 Company; 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 makes no recommendation on voting for this resolution. A vote on this resolution is advisory only and does not bind the Directors of the Company.

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 Brian Moller as a Director

Mr Brian Moller retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director. Mr Moller has served on the DGR Global Board since 2nd August 2002.

Mr Moller is a corporate partner in the Brisbane based law firm Hopgood Ganim where he has been a partner since 1983. He practices almost exclusively in the corporate area with an emphasis on capital raising, mergers and acquisitions. Mr Moller acts for many public listed resource and industrial companies and brings a wealth of experience and expertise to the board particularly in the corporate regulatory and governance areas.

He holds an LLB Hons from the University of Queensland and is a member of the Australian Mining and Petroleum Law Association.

Mr Moller is currently a non-executive director of SolGold plc; the Chairman of Aus Tin Mining Ltd and a Non-Executive Director of Dark Horse Resources Ltd, Platina Resources Ltd and Agua Resources Ltd.

There is no voting exclusion statement for this Resolution.

5. Resolution 3 - Ratification of Placement Shares Issued

Background

Pursuant to Resolution 2, the Company is seeking Shareholder approval to ratify the previous issue of 23,815,349 fully paid ordinary shares (**Placement Shares**) to those persons and corporations (Recipients) set forth in the Explanatory Memorandum and being investors that fell within one or more of the classes of exemptions specified in Section 708 of the Corporation Act.

Listing Rule 7.4

As noted above, in accordance with Listing Rule 7.4, the Company is seeking Shareholders ratification of the previous issue of Placement Shares, being issues of securities made by the Company during the previous 12 months for which Shareholder approval has not already been obtained.

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders.

The Company seeks Shareholder approval to ratify the previous issue of the Interest Placement Shares in accordance with Listing Rule 7.4 in order to refresh the Company's ability to issue up to 15% of its share capital (in a 12 month period) under Listing Rule 7.1.

Under Listing Rules 7.4 and 7.5, an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval if the issue:

- did not breach Listing Rule 7.1 (i.e. the issue did not exceed the 15% limit under Listing Rule 7.1); and
- holders of the ordinary securities subsequently approve the issue.

Terms of the Previous Issue of Shares

For the purposes of Listing Rule 7.5 the Company advises as follows:

- 1) The number of securities issued – Listing Rule 7.5.1
On 7 December 2015, 23,815,349 ordinary shares (Placement Shares) were issued at \$0.038 per share to sophisticated and professional investors which are separate and distinct from the Company's entitlement offer.
- 2) The price at which the securities were issued – Listing Rule 7.5.2
The issue price of \$0.038 per share is the same price at which the Company's entitlement offer was conducted, and represents a 21% discount to the five-day volume-weighted average Share price as at 2 November 2015.
- 3) The terms of the securities – Listing Rule 7.5.3
The Placement Shares rank equally with fully paid ordinary shares on issue within the Company.
- 4) The names of the persons to whom the entity issued – Listing Rule 7.5.4

Rookharp Investments Pty Ltd	5,263,158
Mr Phillip Alexander Purdie + Mrs Carol Ann Purdie <Purdie Super Fund>	789,474
Mr Nick Hartwig	657,895
Mr Benjamin Dunn + Mrs Renee Dunn <Ben Dunn Super Fund A/C>	789,474
DGCS PTY LTD < G & C Bodyworks S/F A/C>	526,316
JL Gibson Investments Pty Ltd <JL Gibson Investment A/C>	921,053
Finn Air Holdings Pty Ltd	1,315,789
Mr Rodney Kelly	789,474
Ronald Peter Kelly & Kaye Sandra Kelly <RP + KS Kelly S/F>	263,158
Hartnell Nominees Pty Ltd <House Trading A/C>	394,737
Kate Slesarewich	328,947
Ventoux Pty Ltd	526,316
Donald Geoffrey Rees	657,895
Mattford Pty Ltd <Matthew Super Fund A/C>	657,895
James Stuart & Michelle Lillian Brown	526,316
Walsh Transport (Australia) Pty Ltd ATF The White Property Trust	921,053
Kabila Investments Pty Limited	263,158
Mr Ian Lindsay Campbell	2,631,579
CPS Control Systems Pty Limited <The Ian Campbell S/Fund a/c>	2,631,579
Westdive Pty Ltd < ATF West Coast Unit Trust A/C>	526,316
Row Boat Pty Ltd <The Rowthorne Super Fund A/C>	657,895
Bizzell Capital Partners Pty Ltd	1,775,875
TOTAL	23,815,349

- 5) The use of the funds raised – listing Rule 7.5.5
Funds raised from the allotment of shares were and being used to:
 - continuing the implementation of DGR's long-term project generation and investment diversification strategy; and
 - providing additional working capital.
- 6) A voting exclusion statement – Listing Rule 7.5.6
A Voting Exclusion Statement in relation to this Resolution is set out in the Notice of Meeting.

6. Resolution 4 – Ratification of Underwriting Options Issued

Background

Resolution 3 seeks Shareholder approval to ratify the previous issue of 6,000,000 unlisted options over ordinary shares (Underwriting Options) to Bizzell Capital Partners Pty Ltd (Underwriter), pursuant to an Underwriting Agreement entered into on 4 November 2015 between the Company and the Underwriter in connection with the Company's institutional and retail non-renounceable accelerated entitlement issue of AUD\$4,910,682. The Underwriting Options are exercisable at \$0.06 each, vested immediately on their allotment, and will expire on 14 December 2017. The terms of the Underwriting Options are set out in more detail below.

Listing Rule 7.4

In accordance with Listing Rule 7.4 and 7.5, the Company is seeking Shareholders ratification of the previous issue of Underwriting Options, being issues of securities made by the Company during the previous 12 months for which Shareholder approval has not already been obtained.

Under Listing Rule 7.4, an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval if the issue:

- did not breach Listing Rule 7.1 (i.e. the issue did not exceed the 15% limit under Listing Rule 7.1); and
- holders of the ordinary securities subsequently approve the issue.

Terms of the Previous Issue of Underwriting Options

For the purposes of Listing Rule 7.5 the Company advises as follows:

- 1) The number of securities issued – Listing Rule 7.5.1
6,000,000 unlisted options were issued to Underwriter on 14 December 2015.
- 2) The price at which the securities were issued – Listing Rule 7.5.2
Option exercisable price is \$0.06 each, vest immediately on their allotment, and will expire 14 December 2017,
- 3) The terms of the securities – Listing Rule 7.5.3
A summary of the material terms of the Underwriting Options is set out below:
 - The securities to be issued to the Underwriter are options to subscribe for fully paid Shares.
 - The Underwriting Options are to be issued for no consideration.
 - The exercise price of the Underwriting Option is \$0.06 (**Exercise Price**).
 - The Underwriting Options will vest on the date of allotment.
 - The Underwriting Options will expire on 14 December 2017 (**Expiry Date**).
 - Shares issued on exercise of the Underwriting Options will rank equally with all existing Shares from the date of issue.
 - The Underwriting Options may be exercised wholly or in part by notice in writing to the Company received at any time on or before the Expiry Date together with a cheque for the Exercise Price of the Underwriting Option multiplied by the number of Shares in respect of which Underwriting Options are being exercised.
 - The Underwriting Options shall be unlisted but shall be transferable.
 - Upon allotment of Shares pursuant to the exercise of Underwriting Options, the Company shall use its best endeavours to have such Shares quoted and listed on the Official List of the ASX.
 - As the holder of the Underwriting Options only, the Underwriter does not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where required pursuant to the Listing Rules, provide the Underwriter with notice

prior to the books record date (to determine entitlements to any new issue of securities made to Shareholders generally) to exercise the Underwriting Options, in accordance with the requirements of the Listing Rules.

- The Option holder does not participate in dividends or in bonus issues unless the Options are exercised and the resultant shares of the Company are issued prior to the record date to determine entitlements to the dividend or bonus issue.
- In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
 - the number of Underwriting Options, the exercise price, or both will be reconstructed (as appropriate) in a manner consistent with the Listing Rules, but with the intention that such reconstruction will not result in any benefits being conferred on the Underwriter which are not conferred on Shareholders; and
 - subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of Shareholders of the Company approving a reconstruction of capital, in all other respects the terms for the exercise of the Underwriting Options will remain unchanged.
- If there is a bonus issue to the holders of Shares, the number of Shares over which an Underwriting Option is exercisable will be increased by the number of Shares which the Underwriter would have received if the Options had been exercised before the record date for the bonus issue.
- If, during the life of any Underwriting Option, there is a pro rata issue (except a bonus issue), the Exercise Price of an Underwriting Option may be reduced according to the following formula:

$$O^1 = O - \frac{E [P - (S + D)]}{N + 1}$$

$$\text{where}$$

where

O^1 = the new exercise price of the Underwriting Options

O = the old exercise price of the Underwriting Options

E = the number of underlying securities into which one Underwriting Option is exercisable

P = the average market price per security (weighted by reference to volume) of the underlying securities during the five (5) trading days ending on the day before the ex right date or the ex entitlements date

S = the subscription price for a security under the pro-rata issue

D = the dividend due but not yet paid on existing underlying securities (except those to be issued under the pro-rata issue)

N = the number of securities with rights or entitlements that must be held to receive a right to one new security

- The terms of the Underwriting Options shall only be changed if holders (whose votes are not to be disregarded) of Shares approve of such a change. However, the terms of the Underwriting Options shall not be changed to reduce the Exercise Price, increase the number of Underwriting Options or change any period for exercise of the Underwriting Options.

4) The names of the persons to whom the entity issued – Listing Rule 7.5.4

The options were issued to Bizzell Capital Partner Pty Ltd for the underwriting services undertaken for the Company's 2015 non-renounceable entitlement offer.

5) The use of the funds raised – Listing Rule 7.5.5

No funds were raised from the allotment of the options.

6) A voting exclusion statement – Listing Rule 7.5.6

A Voting Exclusion Statement in relation to this Resolution is set out in the Notice of Meeting.

7. Resolution 5 – Approval of Employee Share Option Plan

Background

Pursuant to Resolution 5 the Company is seeking Shareholder approval for the potential future issue of securities under the Company's Employee Share Option Plan (**ESOP**) as an exception to Listing Rule 7.1.

The Board of the Company adopted the ESOP, as a means of rewarding its key employees. A summary of the terms of the ESOP are set out in Annexure A to this Explanatory Memorandum.

Listing Rule 7.1

Subject to certain exemptions (none of which are relevant here) Listing Rule 7.1 restricts a listed company from issuing or agreeing to issue equity securities (including shares or options) in any 12 month period which amounts to more than 15% of the Company's ordinary securities on issue without shareholder approval.

As a result, any issue of securities by the Company to eligible employees under the ESOP would reduce the Company's 15% capacity to issue Shares under Listing Rule 7.1.

Exception 9 of Listing Rule 7.2 however, allows a company to issue securities without specific shareholder approval and without reducing the 15% capacity under Listing Rule 7.1 where shareholders of a company have approved the issue of securities under an ESOP as an exception to Listing Rule 7.1 within three (3) years prior to the issue of the securities. Resolution 5 is being put to the Shareholders for this purpose and will allow the Company to utilise Exception 9 to Listing Rule 7.2 for three (3) years from the date of the Resolution being passed.

Information for Shareholders

In accordance with Exception 9 of Listing Rule 7.2 the Company advises as follows:

A summary of the terms of the ESOP are set out in Annexure A;

The following options are currently on issue under the employee share option plan, and were allotted since the plan was last approved by shareholders at the Company's 2013 AGM:

- 9,500,000 employee options exercisable at \$0.12 each expiring on 29 May 2017;
- 23,000,000 employee options exercisable at \$0.065 expiring on 30 September 2017;

As Directors are eligible to participate in the ESOP, a voting exclusion statement is included in the Notice of Meeting in relation to Directors and KMP and their associates.

Participation of Directors

Whilst under the provisions of the ESOP Directors are eligible to participate in the plan, no Options will be issued to Directors (or their nominees) unless further specific approval for the issue of those Options is obtained pursuant to the provisions of Listing Rule 10.11.

Due to a potential interest in the outcome of this Resolution 5, the Directors make no recommendation as to how you should vote on this Ordinary Resolution.

Voting restrictions

There are restrictions on voting on this resolution by Directors and their associates and KMP and their Closely Related Parties, for additional details please refer to the Voting Exclusion Statement in Resolution 5 of the Notice of Meeting. 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 5, subject to compliance with the Corporations Act.

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
6 October 2016

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;

Company means DGR Global Limited ACN 052 354 837;

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

Director means a director of the Company;

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

Listing Rules means the official listing rules of the ASX;

Meeting and Annual General Meeting means the annual general meeting to be held on 21 November 2016;

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

Option means an option to subscribe for a Share on the terms set out in the Explanatory Memorandum;

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

ANNEXURE A

DGR GLOBAL LIMITED ACN 052 354 837 EMPLOYEE SHARE OPTION PLAN SUMMARY OF TERMS AND CONDITIONS OF THE PLAN

1. The Plan is to extend to Eligible Employees of DGR Global Limited ACN 052 354 837 (the Company) or an associated body corporate of the Company as the Board may in its discretion determine.
2. The total number of Shares to be issued by the Company to Eligible Employees in respect of which Options have been issued under the Plan shall not at any time exceed five percent (5%) of the Company's total issued ordinary Share capital in that class at that time when aggregated with:
 - (a) the number of Shares in the same class which would be issued were each outstanding offer with respect to Options under any share option plan of the Company accepted and exercised; and
 - (b) the number of Shares in the same class issued during the previous five (5) years pursuant to:
 - (1) the Plan to an Eligible Employee; or
 - (2) any employee share option plan of the Company,but excluding for the purposes of the calculation, any offer made or Option acquired by way of or as a result of:
 - (c) any offer to a person situated at the time of receipt of the offer referred to in paragraph 2(a) and (b) outside of this jurisdiction; or
 - (d) an offer that did not require disclosure to investors because of Section 708 of the *Corporations Act 2001 (Cwlth)*; or
 - (e) an offer that did not require the giving of a product disclosure statement because of Section 1012D of the *Corporations Act 2001 (Cwlth)*; or
 - (f) an offer made under a disclosure document or product disclosure statement within the meaning of those terms in the *Corporations Act 2001 (Cwlth)*.
3. The Options are to be issued for no consideration.
4. The exercise price of an Option is to be determined by the Board at its sole discretion.
5. The Vesting Date will be any such date or dates with respect to the Options or tranches of Options (as the case may be) as may be determined by the Board from time to time.
6. The Option Commencement Date will be the later of:
 - (a) the Issue Date; and
 - (b) the Vesting Date;

7. The Option Exercise Period commences on the Option Commencement Date and ends on the earlier of:
 - (1) three (3) years from the date on which the Options are issued; or
 - (2) the Business Day after the expiration of thirty days, or any longer period which the Board may determine, after the Eligible Employee ceases to be employed or ceases to be a director (if the Eligible Employee is not also employed) by the Company or an associated body corporate of the Company; or
 - (3) the Eligible Employee ceasing to be employed by the Company or an associated body corporate of the Company due to fraud or dishonesty;
8. Eligibility to participate is determined by the Board. Eligibility is restricted to Eligible Employees of the Company or an associated body corporate of the Company. The Board is entitled to determine:
 - (a) subject to paragraph 2, the total number of Options to be offered in any one (1) year to Eligible Employees;
 - (b) the Eligible Employees to whom offers will be made; and
 - (c) the terms and conditions of any Options granted, subject to the Plan.
9. Participants do not participate in dividends or in bonus issues unless the Options are exercised.
10. While the Option holders do not have any participating rights in new issues of securities in the Company during the term of any Options held, the Option holders shall be afforded a period of at least ten (10) Business Days before the record date to determine entitlements to the issue, to exercise the Options and it shall be a condition of the Options that any entitlements to bonus issues of securities are only available to Option holders in the event of a prior exercise of the Options.
11. In the event that a rights issue is made by the Company during the term of the Options at a discount to the independently ascertained value of the Shares, then the Company shall be obliged to adjust the exercise price for the Options in accordance with a specific formula.
12. The Board has the right to vary the entitlements of all participants to take account of the effective capital reconstructions, bonus issues or rights issues.
13. The Board may vary the Plan.
14. At any time from the date of an Offer until the Acceptance Date of that Offer, the Board undertakes that it shall provide information as to:
 - (a) the Current Market Price of the Shares; and
 - (b) the Exercise Price of the Shares were this calculated as at the date of the Offer,to any Participant by mail (or such other form of notification as agreed by the Company and the Participant) within five (5) Business Days of a written request to the Company from that Participant to do so.

Notes

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 6.00pm 19 November 2016 (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.

Proxy Form

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 21 November 2016 at 11.00am (Brisbane time) and at any adjournment of that meeting.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default, and you do NOT wish to direct your proxy how to vote as your proxy in respect of the resolution/s, please place a mark in the box opposite. ☐

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of any resolution (**Relevant Resolution**) and that votes cast by the Chair of the meeting for the Relevant Resolution other than as proxy holder will be disregarded because of that interest.

If the Chair of the meeting is your proxy and you do not mark this box or direct the Chair of the meeting how to vote above, the Chair of the meeting will not cast your votes on the Relevant Resolution and your votes will not be counted in calculating the required majority if a poll is called on the Relevant Resolution.

The Chairman of the meeting intends to vote undirected proxies in favour of the resolutions including the Relevant Resolution.

If no directions are given, the Proxy may vote as the Proxy thinks fit or may abstain. 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. 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:

Resolutions	For	Against	Abstain
1. Remuneration Report	☐	☐	☐
2. Re-election of Brian Moller	☐	☐	☐
3. Ratification of Previous Shares Issued.	☐	☐	☐
4. Ratification of Underwriting Options Issued	☐	☐	☐
5. Approval of ESOP	☐	☐	☐

Individual or Security holder 1

Sole Director and Secretary

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 in section A. 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 section A. 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 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.

5 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, either security holder may 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.

6 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 11.00 am on 19 November 2016, 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.

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