



DGR Global Limited  
ABN 67 052 354 837

## Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting: 30 November 2022

Time of Meeting: 11:00am (Brisbane time)

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

### COVID-Related Disclosure

If Shareholders wish to attend the Meeting in person, they will need to email the Company Secretary ([gwalker@dgrglobal.com.au](mailto:gwalker@dgrglobal.com.au)) in order for the Company to ensure that it will be able to comply with COVID-related restrictions applicable at the time and place of the Meeting.

**The Company advises that only shareholders who have received two doses of a COVID vaccine will be able to enter the venue of the Meeting.**

Each Resolution to be put to the Meeting will be decided by poll vote, as a combination of proxy votes lodged, together with any votes cast in person at the Meeting. Accordingly, Shareholders are encouraged to lodge their votes online via the Company's Registry ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)) or via the proxy form to be supplied.

Any questions that Shareholders would like put to the Meeting can also be emailed to the Company Secretary ([gwalker@dgrglobal.com.au](mailto:gwalker@dgrglobal.com.au)) by 5:00pm on 28 November 2022. Responses to any questions will be given verbally at the Meeting.

Notice is given that the Annual General Meeting of Shareholders of DGR Global Limited ACN 052 354 837 (the **Company** or **DGR**) will be held at Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000, on 30 November 2022 at 11:00am (Brisbane time).

Terms used in this Notice of Meeting are defined in the “**Definitions**” section of the accompanying Explanatory Memorandum.

## AGENDA

### ORDINARY BUSINESS

#### Annual Financial Reports

To receive and consider the Company’s Annual Report comprising the Directors’ Report and Auditors’ Report, Directors’ Declaration, Income Statement, Balance Sheet, Statements of Changes in Equity, Cash Flow Statement and the Notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2022.

**See the Explanatory Memorandum for further information.**

#### 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 2022 (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. The Company’s Annual Report 2021, which contains the Remuneration Report, is available on the Company’s website at the following URL: <https://www.dgrglobal.com.au/annual-reports>

**See the Explanatory Memorandum for further information.**

#### VOTING RESTRICTION PURSUANT TO SECTION 250R OF THE CORPORATIONS ACT

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, this does not apply to a vote cast in favour of the relevant Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with directions given to the proxy or attorney to vote on the relevant Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with a direction given to the Chair to vote on the relevant Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant Resolution; and
  - the holder votes on the relevant Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### VOTING INTENTION OF CHAIRMAN

*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, other than Resolutions where the Chairman is a related party and the subject of the Resolution, or is an associate of a related party the subject of a Resolution, in which case the Chairman cannot cast undirected proxies in respect to that Resolution.*

**Resolution 2 - Re-election of Mr Peter Wright as a Director**

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

*“That in accordance with Rule 39.8 of the Company’s Constitution, Mr Peter Wright, who retires by rotation in accordance with Rule 39 of the Company’s Constitution, being eligible and offering himself for re-election, be re-elected as a Director of the Company.”*

**See the Explanatory Memorandum for further information.**

**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  
Geoff Walker  
Company Secretary  
31 October 2022

# Explanatory Memorandum

## Introduction

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This Explanatory Memorandum is provided to Shareholders of DGR Global Limited ACN 052 354 837 (the **Company** or **DGR**) 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 30 November 2022 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.

## Consider the Company's 2022 Annual Report

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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 2021 Annual Report is placed before the Shareholders for discussion only. No voting is required for this item. Shareholders can obtain a copy of the Company's 2022 Annual Report by sending a request to [info@dgrglobal.com.au](mailto:info@dgrglobal.com.au) or by downloading a copy from the Company's website: [www.dgrglobal.com.au](http://www.dgrglobal.com.au)

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.

## ORDINARY RESOLUTIONS

### Resolution 1 - Remuneration Report

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The Board has submitted its Remuneration Report (included in the 2022 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 2022 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.

A Voting Exclusion Statement is set out in the Notice of Meeting for this 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.

### Resolution 2 - Re-election of Mr Peter Wright as a Director

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Mr Peter Wright retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director. Mr Wright has served on the DGR Global Board since 19 January 2021 and was elected Chairman of the Board on 26 August 2021.

Mr Wright is a partner at Bizzell Capital Partners Pty Ltd (**BCP**), a Brisbane-based corporate advisory and funds management firm. Mr Wright has over 25 years of experience in financial markets working primarily on asset transactions, corporate advisory assignments, research and primary market transactions.

Mr Wright is also an executive director of Greenwing Resources Ltd, non-executive director of Laneway Resources Ltd (ASX:LNY). Mr Wright has degrees in commerce and economics, and has a Graduate Diploma in Applied Finance, along

with extensive experience in capital market transactions and management including of resource companies and producing assets.

There is no voting exclusion statement for this Resolution.

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

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Geoff Walker (the 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: [walker@dgrglobal.com.au](mailto:walker@dgrglobal.com.au)

**LODGE YOUR VOTE**

**ONLINE**
<https://investorcentre.linkgroup.com>

**BY MAIL**

DGR Global Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia


**BY FAX**

+61 2 9287 0309


**BY HAND**

Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or  
Level 12, 680 George Street, Sydney NSW 2000


**ALL ENQUIRIES TO**

Telephone: 07 3303 0680

Overseas: +61 7 3303 0680

## PROXY FORM

I/We being a member(s) of DGR Global Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Brisbane time) on Monday, 30 November 2022 at Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

#### Resolutions

For Against Abstain\*

1 Remuneration Report

☐ ☐ ☐

2 Election of Mr Peter Wright as a Director

☐ ☐ ☐


\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (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; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Brisbane time) on Saturday, 28 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MAIL

DGR Global Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*

Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

or

Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**