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DGR Global Limited

ABN 67 052 354 837

Date of Meeting: 26 November 2014

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 26 November 2014 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 2014.

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 2014 (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 – Ratification of Share Issues to Tenstar Trading Ltd

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, and for all other purposes, Shareholders ratify the previous issue by the Company of 1,160,134 Shares to Tenstar Trading Ltd (Interest Payable Shares) at an issue price of \$0.026 on 6 March 2014 for interest payable on a \$500,000 Convertible Note as detailed in Annexure A accompanying this Notice of Meeting.”

NOTES:

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

The Interest Payable Shares were issued 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 Interest Payable 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:

- a person who participated in the issue; and
- an associate of a person who participated in the issue.

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 3 – Re-election of William Stubbs as a Director

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

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

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
15 October 2014

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 26 November 2014 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 2014 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 2014 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 2014 Annual Report by sending a request to info@dgrglobal.com or by downloading a copy from the Company's website: www.dgrglobal.com

3. Resolution 1 - Remuneration Report

The Board has submitted its Remuneration Report (included in the 2014 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 2014 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 unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. 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 - Ratification of Shares Issue

Background

Pursuant to Resolution 2, the Company is seeking Shareholder approval to ratify the previous issue of 1,160,134 Shares (**Interest Payable Shares**) to Convertible Note Holder – Tenstar Trading Ltd.

Listing Rule 7.4

As noted above, in accordance with Listing Rule 7.4, the Company is seeking Shareholders to ratify the previous issue of the Interest Payable 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 Payable 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 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 Shares

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

The number of securities issued – Listing Rule 7.5.1

On 6 March 2014, 1,160,134 ordinary shares was issued at \$0.026 per share for the interest payable from 16 November 2013 to 16 February 2014 based on 80% of the 5 day VWAP for DGR shares as traded on the ASX. The allotment of shares was issued in consideration and satisfaction of the interest payable on the Convertible Notes, which the Company issued on 16 November 2012.

The price at which the securities were issued – Listing Rule 7.5.2

The issue prices were determined based on a calculation of 80% of the 5 day VWAP for DGR shares as set out in the term of the Note refer in the Annexure A, which was \$0.026 per share for the shares issued on 6 March 2014.

The terms of the securities – Listing Rule 7.5.3

The terms of the Convertible Note is unsecured with 3 (three) years duration at an issue price of \$1.00 per Note. Until the Notes are converted into shares or redeemed, the Notes will pay 12% per annum payable quarterly in advance. Interest to be paid in cash or shares at the election of the Noteholder (based on 80% of the 5 day VWAP per DGR share). The term sheet of Convertible Note set out in the Annexe A in the Explanatory Memorandum.

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

The unsecured Convertible Noteholder is Tenstar Trading Ltd, which is domiciled in Hong Kong.

The use of the funds raised – Listing Rule 7.5.5

The allotment of shares is paid for the interest due on the Convertible Notes, otherwise the cash will be liable to the Company.

A voting exclusion statement – Listing Rule 7.5.6

A Voting Exclusion Statement in relation to this Resolution 2 is set out above.

Resolution 3 – Re-election of Mr William Stubbs as a Director

Mr William Stubbs retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for election as a Non-Executive Director. Mr Stubbs has served on the DGR Global Board since 26 November 2009.

Mr Stubbs is a lawyer of 35 years experience and has previously worked with DGR Global Managing Director Nick Mather on the boards of numerous emerging globally significant resource companies. He was the co-founder of the legal firm Stubbs Barbeler and has practised extensively in the area of Commercial Law including Stock Exchange listings and all areas of mining law.

Mr Stubbs has been a Director of various public companies over the past 25 years in the mineral exploration and biotech fields. He is the former Chairman of Alchemica Limited, Bemax Resources N.L, and was the founding Chairman of Arrow Energy Limited. Mr Stubbs currently is a Non-Executive Director of Lakes Oil N.L (ASX:LKO).

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

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
15 October 2014

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;

Convertible Notes means the Company issued a \$500,000 Convertible Notes to Tenstar Trading Ltd on 19 November 2012.

Director means a director of the Company;

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

Interest Payable Shares means the previous issue of 1,160,134 Ordinary Shares to a Convertible Note Holder – Tenstar Trading Ltd.

Listing Rules means the official listing rules of the ASX;

Meeting and Annual General Meeting means the annual general meeting to be held on 26 November 2014;

Notice of Meeting means this Notice of Meeting convening the Meeting and 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

ANNEXURE A
DGR Global Limited - Appendix 3B (19 November 2012)
Term Sheet for Convertible Notes

AREA	DETAIL
Issuer	DGR Global Limited
Issue Price	\$1.00 per Note
Security	Unsecured
Term	3 years
Interest	Until the notes are converted into shares or redeemed, the Notes will pay 12% per annum payable quarterly in advance. Interest to be paid in cash or shares at the election of the Noteholder (based on 80% of the 5 day VWAP a DGR share).
Conversion Rights	<p>The Notes may NOT be converted in the first 12 months from issue, unless due to a Change of Control event. However, in the circumstances of a Change of Control event and the notes are redeemed in Year 1, the Company will pay the Noteholder an early redemption penalty being 120 per cent of the face value of the Notes.</p> <p>Subsequently, the Notes may be converted into DGR shares or into a basket of shares in listed unencumbered entities held by the Company (calculated based on the proportional value of the basket of shares held by DGR), at the Noteholder's election, at the Maturity Date, or on the Directors accepting a Change of Control proposal for the Company. If the Noteholder elects to convert into a basket of shares, the proportional value of the basket will be determined by the 5 day VWAP of the listed unencumbered shares.</p>
Conversion Price	<p>The higher of \$0.12 or 80% of the last published net tangible asset value of DGR's investment.</p> <p>The conversion of the Notes to be done in tranches of \$10,000.</p>
Redemption	If the Notes are not redeemed or converted prior to maturity (i.e. term) the Notes must be redeemed by the Company at an equivalent issue price (i.e. face value).
Early Redemption Rights	The Company may exercise an early redemption right in Year 2 or Year 3 by providing the Noteholder 15 days written notice. If the Note is redeemed within the second year of its term, the Company will pay the Noteholder an early redemption penalty being 110 per cent of the face value of the Notes. If the Note is redeemed with the third year of its term, the Company will pay the Noteholder an early redemption penalty being 105 per cent of the face value of the Notes.
Transferability	The Notes are transferable
Rights	The Notes shall carry the right to attend but NOT vote at any general meeting. The Notes do not carry any entitlement to participate in future issues of shares by the Company prior to any conversion or redemption of the Notes.
Approval	The Notes will be subject to all regulatory approval.

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 7.00pm 24 November 2014 (Sydney 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 26 November 2014 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of Shares Issued to Tenstar Trading Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of William Stubbs as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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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 24 November 2014, 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