

Retail Offer Booklet

DGR Global Limited ACN 052 354 837

An accelerated non-renounceable *pro rata* entitlement offer to existing shareholders of DGR Global Limited of 1 New Share at an issue price of \$0.038 each for every 4 Shares held, to raise up to approximately \$4.0m before costs (**Entitlement Offer**). The Entitlement Offer consists of both the Retail Entitlement Offer and the Institutional Entitlement Offer. The Institutional Entitlement Offer was closed prior to the date of this Retail Offer Booklet.

The Retail Entitlement Offer is to be conducted pursuant to this Retail Offer Booklet and will raise approximately \$2,665,492.82. Retail Shareholders who apply for their full Entitlements will also be entitled to apply for additional New Shares to be allocated out of any shortfall (**Retail Shortfall Facility**).

Separate and distinct from the Entitlement Offer, an additional placement may be made to sophisticated and professional investors (**Additional Placement**). The Additional Placement will seek to raise up to approximately, an additional \$800,000 (before costs) over and above the \$4 million raised from the Entitlement Offer. Up to approximately 21,052,631 Additional Placement Shares may be offered.

The Entitlement Offer is fully underwritten by Bizzell Capital Partners.

The Retail Entitlement Offer closes at 5:00pm (Brisbane time) on Monday 30 November 2015.

Important notice

Applications for new shares by Eligible Retail Shareholders can only be made by using or following instructions on an Entitlement and Acceptance Form, as attached to this Retail Offer Booklet. Each Entitlement and Acceptance Form sets out the relevant Eligible Retail Shareholder's Entitlement to participate in the Retail Entitlement Offer.

Please read this document (being this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form) in its entirety.

This document is not a prospectus. This document does not contain all of the information that an investor may require in order to make an informed investment decision regarding the New Shares offered by this document. The New Shares offered by this document should be considered speculative.

If after reading this document you have any questions about the Retail Entitlement Offer or the New Shares then you should consult your stockbroker, accountant or other professional advisor.

BIZZELL CAPITAL PARTNERS

Underwriter


HopgoodGanim
Legal Adviser

Important notice

The Retail Entitlement Offer made pursuant to this Retail Offer Booklet is part of a rights issue of continuously quoted securities (as defined in the Corporations Act) of the Company. This Retail Offer Booklet is not a disclosure document for the purposes of Chapter 6D of the Corporations Act. The Company is offering the securities under this Retail Offer Booklet without disclosure to investors under Chapter 6D of the Corporations Act, but pursuant to section 708AA of the Corporations Act and ASIC Class Order [08/35]. Accordingly, the level of disclosure contained in this Retail Offer Booklet is significantly less than that required under a prospectus and Eligible Retail Shareholders should consider all relevant facts and circumstances, including their knowledge of the Company and disclosures made to ASX, and should consult their professional advisers before deciding whether to accept the Retail Entitlement Offer.

This Retail Offer Booklet is dated Wednesday 4 November 2015 and was lodged with ASX on that date. ASX does not take any responsibility for the contents of this Retail Offer Booklet.

Shares will only be issued on the basis of this Retail Offer Booklet in accordance with the terms set forth in this Retail Offer Booklet.

As at the date of this Retail Offer Booklet, the Company has complied with:

- the provisions of Chapter 2M of the Corporations Act, as they apply to the Company; and
- section 674 of the Corporations Act.

No excluded information

As at the date of this Retail Offer Booklet, the Company is not aware of any excluded information of the kind which would require disclosure in this Retail Offer Booklet pursuant to sections 708AA(8) and (9) of the Corporations Act.

Foreign Shareholders

The Company has not made any investigation as to the regulatory requirements that may prevail in the countries, outside of Australia, New Zealand, Singapore and Hong Kong, in which the Company's Shareholders may reside. The distribution of this Retail Offer Booklet in jurisdictions outside Australia, New Zealand, Singapore or Hong Kong may be restricted by law and persons who come into possession of this Retail Offer Booklet should seek advice on and observe those restrictions. Any failure to comply with restrictions might constitute a violation of applicable securities laws.

The Retail Entitlement Offer may only be accepted by Eligible Retail Shareholders and does not constitute an offer in any place in which or to any person to whom, it would be unlawful to make such an offer.

The Company has decided that it is unreasonable to make offers under the Retail Entitlement Offer to Shareholders with registered addresses outside Australia, New Zealand, Singapore and Hong Kong having regard to the number of Shareholders in those places, the number and value of the New Shares they would be offered and the cost of complying with the legal and regulatory requirements in those places. Accordingly, the Retail Entitlement Offer is not being extended to, and does not qualify for distribution or sale by, and no New Shares will be issued to Shareholders having registered addresses outside Australia, New Zealand, Singapore and Hong Kong.

Forward-looking statements

This Retail Offer Booklet contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Retail Offer Booklet, are expected to take place. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the Company's management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Retail Offer Booklet will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements. The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Retail Offer Booklet, except where required by law.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 2.2 of this Retail Offer Booklet.

Privacy Act

If you complete an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and uses that information to assess your Application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and to carry out any associated administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that the Company holds about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Retail Offer Booklet.

The collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application.

Please read this document carefully before you make a decision to invest. An investment in the Company has a number of specific risks which you should consider before making a decision to invest. Some of these risks are summarised in Section 2.2.

Chairman's Letter

4 November 2015

Dear Shareholder,

On behalf of the Directors, I am pleased to invite you, as a valued Shareholder of DGR Global Limited (**DGR or the Company**), to participate in the Company's 1 for 4 non-renounceable entitlement offer of new DGR ordinary shares (**New Shares**) at an issue price of \$0.038 per New Share to raise up to approximately \$4.0m before costs (the **Entitlement Offer**). The Entitlement Offer is comprised of both the Retail Entitlement Offer and the Institutional Entitlement Offer. There is also a Retail Shortfall Facility whereby Retail Shareholders who apply for their full Entitlements under the Retail Entitlement Offer may also apply for additional New Shares to be allocated out of any Retail Shortfall.

In addition additional Shares may be placed to investors who are sophisticated and professional investors (**Additional Placement**). The Additional Placement would seek to raise approximately \$800,000 (before costs). Approximately 21,520,631 New Shares may be offered under the Additional Placement.

Entitlement Offer

DGR has announced its intention to raise gross proceeds of approximately \$4,005,707 through this Entitlement Offer. The Entitlement Offer is fully underwritten by Bizzell Capital Partners (the **Underwriter**). However, this Retail Offer Booklet relates to the Retail Entitlement Offer only. The Retail Offer Booklet will raise approximately \$2,665,492.82.

The Rights Issue is intended to raise approximately \$4 million (before costs), and the Additional Placement is intended to raise approximately \$800,000 (before costs). It is proposed that the funds raised from the Rights Issue and Additional Placement will be used to: continue the implementation of DGR's long-term project generation and investment diversification strategy; assist in DGR providing a short-term, unsecured debt financing facility to Armour Energy Limited (**Armour**) for Armour's acquisition of the Surat basin assets of Origin Energy as announced by the Company to the market on 30 September 2015 and as amended on 1 October and 28 October 2015; to provide additional working capital; and fund the costs of the Rights Issue and the Additional Placement.

All of the Directors intend to take up their Entitlements to New Shares.

The number of New Shares that you are entitled to subscribe for under the Retail Entitlement Offer (the **Retail Entitlement**) is set out in your personalised Entitlement and Acceptance Form that accompanies this Retail Offer Booklet. The Issue Price of \$0.038 per New Share is the same issue price at which the Institutional Entitlement Offer was conducted, and represents a 21% discount to the five-day volume-weighted average Share price as at 2 November 2015. If you take up your full Retail Entitlement, you can also apply for additional New Shares (**Additional New Shares**) under a Retail Entitlement Shortfall Facility (refer to Section 4 of this Retail Offer Booklet for more information) (the **Retail Entitlement Shortfall Facility**). The offer price for the Additional New Shares will be the Issue Price of \$0.038 per Additional New Share. Any Additional New Shares must be allocated from that pool of New Shares which remain available for allocation, after the allocation of all Retail Entitlements to each Eligible Retail Shareholder who has applied for their Retail Entitlements (the **Retail Entitlement Shortfall Shares**).

The Underwriter, in consultation with the Board of DGR will not allocate Additional New Shares to any Eligible Retail Shareholder to the extent that the allocation will result in that Eligible Retail Shareholder acquiring a holding of more than 19.99% in DGR. Please see Sections 4.3 and 4.4 of this Retail Offer Booklet for details on how to apply for Additional New Shares and a full explanation of the allocations policy associated therewith.

If you are an Eligible Retail Shareholder and you wish to accept your Retail Entitlement pursuant to the Retail Entitlement Offer, you will need to complete the Entitlement and Acceptance Form accompanying this Retail Offer Booklet and return it and make payment of the appropriate Application Money to the Company's Share Registry before **5:00pm (Brisbane time)** on the Closing Date of **30 November 2015**.

The Entitlement Offer has been fully underwritten by Bizzell Capital Partners Pty Ltd. Further details about the potential effect the issue of the New Shares under the Retail Entitlement Offer will have on the control of DGR can be found in the Important Information Section of this Retail Offer Booklet.

The Entitlement Offer is non-renounceable and therefore your Retail Entitlements will not be tradeable on the ASX or otherwise transferable. I encourage you to consider this Retail Offer carefully.

Pursuant to the Corporations Act, DGR is not required to prepare a prospectus for the Entitlement Offer. A summary of the key information with respect to the Retail Entitlement Offer is set out in this Retail Offer Booklet. Please read the Retail Offer Booklet carefully before deciding whether or not to invest. If there is any matter on which you require further information, you should consult your stockbroker, accountant or other professional adviser.

On behalf of the Directors, I encourage you to consider this investment opportunity and thank you for your ongoing support of DGR.

Yours sincerely,



Bill Stubbs
Chairman

Important Information

Entitlement and Acceptance Forms

It is the responsibility of overseas Applicants to ensure compliance with all laws of any country relevant to their Acceptance. A number of terms and abbreviations used in this Retail Offer Booklet have defined meanings, which are explained in the Glossary. Money as expressed in this Retail Offer Booklet is in Australian dollars or else as indicated.

Key dates for investors

Event	Date
Trading Halt	Monday 2 November 2015
Announcement of Entitlement Offer (before market opens)	Monday 2 November 2015
Institutional Entitlement Offer opens	Monday 2 November 2015
Institutional Entitlement Offer closes Confirm allocations (including shortfall allocation) under Institutional Entitlement Offer bookbuild (12:00pm)	Wednesday 4 November 2015
Release Retail Offer Booklet to ASX (pre-open)	Wednesday 4 November 2015
Trading resumes on an ex-entitlement basis	Wednesday 4 November 2015
Record Date for Retail Entitlement Offer	Thursday 5 6:00pm Brisbane time
Despatch Retail Offer Booklet entitlement and acceptance form to shareholders and announcement that despatch has been completed Retail Entitlement Offer opens	Tuesday 10 November 2015
Quotation of shares issued under the Institutional Entitlement Offer	Friday 13 November 2015
Retail Entitlement Offer Closing Date	Monday 30 November 5:00pm Brisbane time
Quotation of New Shares	Tuesday 8 December 2015
Holding statements sent to retail investors	Wednesday 9 December 2015

The dates set out in the above table are subject to change and are indicative only. The Company, in conjunction with the Underwriter, reserves the right to alter this timetable at any time, subject to the Corporations Act and the Listing Rules, without notice. The Directors, subject to the requirements of the Listing Rules and the Corporations Act, may extend the period of the Retail Entitlement Offer or bring forward the Closing Date at their discretion. This may have a consequential effect on the other dates. Investors are encouraged to submit their Entitlement and Acceptance Forms as soon as possible.

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Key Retail Entitlement Offer Details

Number of New Shares to be issued pursuant to the Entitlement Offer (approx)	105,413,347
Number of Additional Placement Shares that may be issued (approx)	21,052,631
Issue Price	\$0.038
Gross proceeds (approx)	\$4,805,707

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1. Retail Entitlement Offer details

1.1 Overview of the Entitlement Offer

The Entitlement Offer is an offer of approximately 105,413,347 New Shares at \$0.038 per New Share to raise approximately \$4,005,707 (before costs).

The Entitlement Offer has three components:

(a) the Institutional Entitlement Offer – where Eligible Institutional Shareholders will be invited to apply for their Entitlements under the Institutional Entitlement Offer on Monday 2 November 2015. Entitlements under the Institutional Entitlement Offer are non-renounceable;

(b) the Institutional Shortfall Bookbuild – New Shares not taken up by Eligible Institutional Investors through their Entitlements, and those New Shares that were not taken up because the Entitlement Offer was not extended to Ineligible Institutional Shareholders, will be sold through the bookbuild process on Tuesday 3 November 2015 and

(c) the Retail Entitlement Offer – where Eligible Retail Shareholders will be invited to apply for their Entitlements under the Retail Entitlement Offer. Retail Entitlements are also non-renounceable.

In addition the Underwriter may after consultation with the Company make an Additional Placement to investors who are sophisticated and professional investors, for up to an additional 21,052,631 Additional Placement Shares over and above those offered under the Entitlement Offer.

1.2 The Institutional Entitlement Offer

The Institutional Entitlement Offer is not being conducted pursuant to this Retail Offer Booklet. The Institutional Entitlement Offer was closed prior to the date of this Retail Offer Booklet.

The Institutional Entitlement Offer provided Eligible Institutional Shareholders with the opportunity to subscribe for one (1) New Share for every four (4) Shares held at an Issue Price of \$0.038.

New Shares are expected to be issued under the Institutional Entitlement Offer on 12 November 2015.

1.3 The Retail Entitlement Offer

The Retail Entitlement Offer is being conducted pursuant to this Retail Offer Booklet. The Retail Entitlement Offer is an offer to Eligible Retail Shareholders only. However the Company, in consultation with the Underwriter, may agree to extend the Retail Entitlement Offer to certain institutional shareholders who did not participate in the Institutional Entitlement Offer or to other retail shareholders (subject to compliance with applicable laws).

The Entitlement Offer will raise gross proceeds of approximately \$4,005,707. The Retail Entitlement Offer will raise gross proceeds of approximately \$2,665,492.

The proceeds of the Entitlement Offer raised will be utilized to continue the implementation of DGR's long-term project generation and investment diversification strategy; assist in the

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provision of a short-term, unsecured debt financing facility to Armour Energy Limited (**Armour**) for Armour's acquisition of the Surat basin assets of Origin Energy as announced by the Company to the market on 30 September 2015 and as amended on 1 October and 28 October 2015; to provide additional working capital; and fund the costs of the Rights Issue and the Additional Placement.

Eligible Retail Shareholders who are on the Company's share register at 6:00pm (Brisbane time) on the Record Date of 5 November 2015 are entitled to acquire 1 New Share for every 4 Shares held on the Record Date (**Entitlement**). The issue price of \$0.038 per New Share represents a discount of approximately 21% to the five-day volume-weighted average Share price as at 2 November 2015. Fractional Entitlements will be rounded down to the nearest whole number of New Shares.

The Retail Entitlement Offer is non-renounceable. Accordingly, Entitlements do not trade on the ASX, nor can they be transferred or otherwise disposed of.

An Entitlement and Acceptance Form setting out your Entitlement accompanies this Retail Offer Booklet. Eligible Retail Shareholders may subscribe for all or part of their Entitlement.

On the same date as announcing the Entitlement Offer, the Company applied to the ASX for the New Shares to be granted official quotation on the ASX. Quotation and trading of the New Shares is expected to occur on or about 8 December 2015.

1.4 Retail Entitlement Shortfall Facility

Each Eligible Retail Shareholder may apply for Additional New Shares, in addition to their Retail Entitlement, at an issue price of \$0.038 per New Share (**Retail Shortfall Offer**).

Any New Shares not taken up under the Retail Entitlement Offer by the Closing Date (**Retail Entitlement Shortfall**) may be made available to those Eligible Retail Shareholders who took up their full Retail Entitlement and applied for Additional New Shares under the Retail Entitlement Shortfall Facility (**Retail Entitlement Shortfall Facility**). There is no guarantee that such Eligible Retail Shareholders will receive the number of Additional New Shares applied for, or indeed any Additional New Shares at all. There is no cap on the number of Additional New Shares that Eligible Retail Shareholders may apply for under the Retail Entitlement Shortfall Facility, although the number of New Shares issued under the Retail Entitlement Shortfall Facility will not exceed the Retail Entitlement Shortfall following the Retail Entitlement Offer.

The Directors, in conjunction with the Underwriter, shall allot and issue Additional New Shares in accordance with the allocation policy for the Retail Entitlement Shortfall set out in Section 4.4. The Company may reject any Application for Additional New Shares or allocate fewer Additional New Shares than applied for by Eligible Retail Shareholders for Additional New Shares.

The ability for the Company to issue Additional New Shares is dependent upon the extent of any Retail Entitlement Shortfall. Applications for Additional New Shares must be made in the Additional New Shares section on the Entitlement and Acceptance Form accompanying this Retail Offer Booklet.

1.5 Eligibility of Shareholders

The Retail Entitlement Offer is being offered to all Eligible Retail Shareholders only.

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Eligible Retail Shareholders are Shareholders on the Record Date who:

- (a) are not an Eligible Institutional Shareholder or an Ineligible Institutional Shareholder;
- (b) have a registered address in Australia, New Zealand, Singapore or Hong Kong or is a Shareholder that the Company has otherwise determined is eligible to participate;
- (c) are not in the United States and are not a person (including a nominee or custodian) acting for the account or benefit of a person in the United States; and
- (d) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus or other disclosure document to be lodged or registered.

The Retail Entitlement Offer is not being extended to the Ineligible Retail Shareholders because of the small number of such Shareholders, the number and value of Shares that they hold and the cost of complying with the applicable regulations in jurisdictions outside Australia, New Zealand, Singapore and Hong Kong.

1.6 Additional Placement

The Underwriter may after consultation with the Company, accept subscriptions for Additional Placement Shares to a maximum value of \$800,000 (before costs) (the **Additional Placement**).

However, this Additional Placement is an offer separate, distinct and in addition to the Entitlement Offer. Subscriptions for and the issue of any Additional Placement Shares will not be accepted pursuant to either the Offer or the Retail Entitlement Shortfall Facility, but pursuant to an entirely separate facility.

The issue of Additional Placement will be made without disclosure. Accordingly, subscriptions for Additional Placement will only be accepted from investors who are either sophisticated or professional investors (the **Qualified Investors**). Any Additional Placement issued, will be issued at the same subscription price as the Issue Price. The maximum number of Additional Placement that may be issued will be 21,052,631. Any Additional Placement Shares issued will rank equally with New Shares.

1.7 Investment risks

Eligible Retail Shareholders should be aware that an investment in DGR involves risks, a number of which are specific to DGR and the industry in which it operates. The key risks identified by DGR are outlined within Section 2.2 of this Retail Offer Booklet.

1.8 New Share terms

Each New Share will rank equally with all existing Shares then on issue. Full details of the rights and liabilities attaching to the Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

1.9 Underwriting

The Entitlement Offer is fully underwritten by Bizzell Capital Partners Pty Ltd (**BCP** or the **Underwriter**).

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Under the terms of the Underwriting Agreement, DGR will pay the Underwriter:

- a) **Management Fee:** 2% of the total amount raised by the Company (including in respect of the Overallotment Shares) being in total an amount up to \$4.8 million – which can be taken in shares. The Management Fee may be satisfied, at the election of the Underwriter, by the issue to the Underwriter of so many Shares as equals the Management Fee divided by the Issue Price.
- b) **Underwriting Fee:** 3% of so much of the underwritten amount as is raised from subscribers other than directors or their associates (the **Primary Underwriting Fee**). The Primary Underwriting Fee may be satisfied, at the election of the Underwriter, by the issue to the Underwriter of so many Shares as equals the Primary Underwriting Fee divided by the Issue Price.
- c) **Underwriting Fee:** 0.5% of so much of the underwritten amount as is raised from directors or their associates (the **Secondary Underwriting Fee**). The Secondary Underwriting Fee may be satisfied, at the election of the Underwriter, by the issue to the Underwriter of so many Shares as equals the Secondary Underwriting Fee divided by the Issue Price.
- d) **Option Fee:** 6 million Unlisted Options, exercise price of 6.5cents, expiry 2 years from date of issue.
- e) **Placement Fee:** 3% of any amounts raised by the Underwriter through the Additional Placement. The Placement Fee may be satisfied, at the election of the Underwriter, by the issue to the Underwriter of so many Shares as equals the Placement Fee divided by the Offer Price.

In addition the Underwriting Agreement contains standard terms and conditions for a firm underwriting agreement for a capital raising of this size and type, and contains customary covenants, indemnities and representations and warranties by the Company and terminating events which if they occur, will relieve the Underwriters of their underwriting obligations.

The Underwriter has entered into sub-underwriting arrangements and firm commitment agreements with several parties including some of the Directors (and their associates). The Underwriter may also elect to pay any fee to any sub-underwriter by way of the issue of Shares in the Company.

Further details of the Underwriting Agreement are set out in Section 5.13 of this Retail Offer Booklet.

1.10 Potential effects of Underwriting on Control

If at completion of the Retail Entitlement Offer the Underwriter was required to subscribe for the entire underwritten amount it is possible that the Underwriter may be issued with up to a maximum of 105,413,347 New Shares, which would represent 20% of the voting power in the Company. There is a takeover threshold of 20% so that any investor acquiring a Relevant Interest in more than 20% of the Voting Power of the Company would be in breach of the Corporations Act unless it could rely on one of the exceptions to that rule. In this case there are no applicable exceptions to this rule.

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Accordingly the Underwriter will not subscribe for more New Shares than equal the lesser of:

- the Shortfall; and
- the number of New Shares such that the Underwriter and its Associates would as a result in aggregate hold no more than 20% of the voting power of the Company following the issue and allotment of all New Shares.

In addition the Retail Entitlement Offer is being partially sub-underwritten by Samuel Holdings Pty Ltd (**Samuel**), an entity controlled by Nicholas Mather, a Director and Executive Chairman of the Company. Currently Nicholas Mather and his Associates, together hold approximately 13.90% of the Company. As a sub-underwriter, Samuel has agreed to sub-underwrite the number of New Shares as equals the lesser of:

- up to 32,156,349 Shares of any Shortfall; and
- the number of New Shares such that the Samuel and its Associates (including Nicholas Mather) would as a result hold a relevant interest in, an aggregate of no more than 20% of the Voting Power of the Company following the issue and allotment of all New Shares.

The terms of the sub-underwriting agreement with Samuel Holdings Pty Ltd include:

- Samuel will be a priority Sub-underwriter for 32,156,349 shares and will not charge a sub-underwriting fee; and
- Samuel will not take any part in the Additional Placement.

1.11 Proposed use of funds

The Rights Issue is to raise approximately \$4 million (before costs). The Additional Placement is to raise approximately \$800,000 (before costs). The funds raised from the Rights Issue and the Additional Placement will be used to: continue the implementation of DGR's long-term project generation and investment diversification strategy; assist in DGR providing a short-term, unsecured debt financing facility to Armour Energy Limited (**Armour**) for Armour's acquisition of the Surat basin assets of Origin Energy as announced by the Company to the market on 30 September 2015 and as amended on 1 October and 28 October 2015; to provide additional working capital; and fund the costs of the Rights Issue and the Additional Placement .

The above statement is a statement of current intentions as at the date of this Retail Offer Booklet. As with any budget, intervening events and new circumstances have the potential to affect the ultimate way funds will be applied. The Board reserves the right to alter the way funds are applied on this basis.

1.12 Important dates

The following are the important dates with respect to the Retail Entitlement Offer.

Announcement of accelerated non-renounceable rights issue Trading Halt	Monday 2 November 2015
Release Retail Offer Booklet to ASX (pre-open)	Wednesday 4 November 2015
Institutional Entitlement Shares commence trading ex-rights	Wednesday 4 November 2015
Record Date for the Retail Entitlement Offer (7:00pm Brisbane time)	Thursday 5 November 6:00pm Brisbane time
Retail Offer Booklet and Entitlements and Acceptance Form dispatched to Eligible Retail Shareholders	Tuesday 10 November 2015
Retail Entitlement Offer opens (9:00am Brisbane time)	Tuesday 10 November 2015
Retail Entitlement Offer closes (5:00pm Brisbane time) (Closing Date)	Monday 30 November 2015 5:00pm Brisbane time
Notification to ASX of under subscriptions	Thursday 3 December 2015
Issue date	Monday 7 December 2015
Normal trading of New Shares on ASX commences	Tuesday 8 December 2015

The dates set out in the above table are subject to change and are indicative only. The Company, in conjunction with the Underwriter, reserves the right to alter this timetable at any time, subject to the Corporations Act and the Listing Rules, without notice. The Directors, subject to the requirements of the Listing Rules and the Corporations Act, may extend the period of the Retail Entitlement Offer or bring forward the Closing Date at their discretion. This may have a consequential effect on the other dates. Investors are encouraged to submit their Entitlement and Acceptance Forms as soon as possible.

1.13 Allotment and allocation

The Company will proceed to allocate New Shares as soon as possible after the Closing Date and receiving ASX permission for official quotation of the New Shares.

Allocation of New Shares applied for under the Retail Entitlement Shortfall Facility will be allocated and allotted in accordance with the allocation policy set out in Section 4.4. Successful Applicants will be notified in writing of the number of New Shares allocated to them as soon as possible following the allocation being made.

It is the responsibility of Applicants to confirm the number of New Shares allocated to them prior to trading in New Shares. Applicants who sell New Shares before they receive notice of the number of New Shares allocated to them do so at their own risk.

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1.14 ASX listing

The Company applied for the listing and official quotation of the New Shares on the ASX on Monday 2 November 2015. If granted, official quotation of the New Shares will commence as soon as practicable after allotment of the New Shares to Applicants. It is the responsibility of the Applicants to determine their allocation of New Shares prior to trading.

1.15 CHESS

The Company will apply for the New Shares to participate in CHESS, in accordance with the ASX Listing Rules and ASX Settlement Operating Rules. The Company will not issue certificates to Shareholders with respect to the New Shares. After allotment of the New Shares, participating Shareholders will receive a transaction confirmation statement.

CHESS holders will also receive an allotment advice. The CHESS statements, which are similar in style to bank account statements, will set out the number of New Shares allotted to each successful Applicant pursuant to this Retail Offer Booklet. The statement will also advise holders of their holder identification number. Further statements will be provided to holders which reflect any changes in their holding in the Company during a particular month.

1.16 Option Holders

Option Holders will not be entitled to participate in the Retail Entitlement Offer unless they:

- (a) have become entitled to exercise their Existing Options under the terms of their issue and do so prior to the Record Date; and
- (b) participate in the Retail Entitlement Offer as a result of being a holder of Shares registered on the share register at 7:00pm (Brisbane time) on the Record Date.

There are currently 49,900,000 Existing Options on issue with various exercise prices and various expiry dates. Please refer to Section 3.2 for further details of the Existing Options on issue.

In the event that all entitled Option Holders elect to exercise their Existing Options prior to the Record Date to participate in the Entitlement Offer, a further 12,475,000 New Shares may be issued as part of the Entitlement Offer under this Retail Offer Booklet.

1.17 Overseas Shareholders

The Company has not made investigations as to the regulatory requirements that may prevail in the countries, outside of Australia, New Zealand, Singapore and Hong Kong, in which the Company's Shareholders reside.

This Retail Offer Booklet and the accompanying Entitlement and Acceptance Form do not, and are not intended to, constitute an offer of New Shares in any place outside Australia, New Zealand, Singapore and Hong Kong in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Retail Offer Booklet. The distribution of this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form in jurisdictions outside Australia, New Zealand, Singapore and Hong Kong may be restricted by law and persons who come into possession of this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form should seek advice on and observe those restrictions. Any failure to comply with those restrictions may constitute a violation of applicable securities laws.

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The Company has decided that it is unreasonable to make offers under the Retail Entitlement Offer to Shareholders with registered addresses outside Australia, New Zealand, Singapore and Hong Kong having regard to the number of Shareholders in those places, the number and value of the New Shares they would be offered and the cost of complying with the legal and regulatory requirements in those places. Accordingly, the Retail Entitlement Offer is not being extended to, and does not qualify for distribution or sale by, and no New Shares will be issued to Shareholders having registered addresses outside Australia, New Zealand, Singapore and Hong Kong.

New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of these New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Singapore

This document and any other materials relating to the rights and the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares may not be issued, circulated or distributed, nor may these securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the **SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an existing holder of the Company's shares. In the event that you are not such a shareholder, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the rights or the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

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Hong Kong

WARNING: The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

1.18 Notice to nominees and custodians

Eligible Retail Shareholders resident in Australia, New Zealand, Hong Kong or Singapore holding Shares on behalf of persons who are resident in other jurisdictions are responsible for ensuring that taking up a Retail Entitlement Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

1.19 Electronic Offer Document

An electronic version of this Retail Offer Booklet is available on the Company's website at www.dgrglobal.com.au.

The Entitlement and Acceptance Form may only be distributed together with a complete and unaltered copy of the Retail Offer Booklet. The Company will not accept a completed Entitlement and Acceptance Form if it has reason to believe that the Eligible Retail Shareholder has not received a complete paper copy or electronic copy of the Retail Offer Booklet or if it has reason to believe that the Entitlement and Acceptance Form or electronic copy of the Retail Offer Booklet has been altered or tampered with in any way.

While the Company believes that it is extremely unlikely that during the period in which the Retail Entitlement Offer is open to Eligible Retail Shareholders the electronic version of the Retail Offer Booklet will be tampered with or altered in any way, the Company cannot give any absolute assurance that it will not be the case. Any investor in doubt concerning the validity or integrity of an electronic copy of the Retail Offer Booklet should immediately request a paper copy of the Retail Offer Booklet directly from the Company or the Share Registry.

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2. Investor Presentation and Risks

2.1 Company Information

DGR 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'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. 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 currently retains an equity interest and board representation in five of its listed subsidiaries. A breakdown of DGR's *listed group company investments* is illustrated in the table below (as at 2 November 2015) followed by a brief description of each company, the information for which is also current as at 2 November 2015.

Investment	Listed Code	Number of Shares owned by DGR	Market Value (AUD) to DGR	Closing Share Price
SolGold plc	AIM: SOLG	74.5m	\$3.1m	1.9p
IronRidge Resources	AIM: IRR	62.3m	\$3.9m	2.88p
Navaho Gold Ltd	ASX: NVG	113.5m	\$0.3m	0.3c
Aus Tin Mining Ltd	ASX: ANW	258m	\$1.5m	0.6c
Armour Energy Ltd	ASX: AJQ	75m	\$12.0m	16c
Total market value of DGR's listed group assets				\$20.8m
Cash, loans and other current assets (net of liabilities)				\$19.3m
Total DGR shares on issue				421,653,391
Value attributable to each DGR share				9.5 cents
DGR actual closing share price on 29 October 2015				4.8 cents
Price of DGR Entitlement Issue				3.8 cents

SolGold is listed in London (AIM: SOLG) and at a current trading price of approximately 1.9 pence per share, has a market capitalization of approximately AUD\$31.2 million. DGR holds approximately 74.5 million shares in SolGold, representing approximately 9.8% of the company and approximately AUD\$3 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.

SolGold has some distinctively attractive features: -

- Cascabel has a footprint comparable in size to several world class copper-gold porphyries;
- High surface copper-gold grades encountered at Cascabel indicate the potential for multiple porphyry systems and high grade targets, unlike many of the run of the mill low grade Andean projects;
- Favourable logistics at Cascabel including available water, low elevation, proximity to power stations and port;
- From the work program undertaken to date by SolGold, a number of diamond drill holes with world class assay results, including two holes each containing over a kilometre of continuous copper-gold mineralisation.

IronRidge Resources (AIM: IRR) was listed in London on 12 February 2015 after substantial cornerstone investments by Assore Limited of South Africa, and Sumitomo Corporation of Japan. IronRidge is currently trading at approximately 2.9 pence per share, and has a market capitalization of approximately AUD\$14.7 million. DGR Global's 26% stake in IronRidge is worth approximately AUD\$3.9 million.

IronRidge was created by DGR Global to focus on the exploration for and potential future development of iron ore resources, and focus quickly turned to Africa. DGR Global was attracted to iron and Africa by forecast strong macroeconomic growth driven by relentless urbanisation globally, underpinning the outlook for long term world iron and steel markets.

DGR Global, IronRidge, Assore and Sumitomo all believe that Africa offers several strategic advantages for mineral exploration generally and iron explorers specifically. Importantly, strong improvements in sovereign risk and tenement security, and ground access is attracting increasing exploration funding available for African projects. DGR Global considers Gabon to be at the forefront of this trend and has established a significant presence in Gabon. Of particular note is the Gabonese Government's USD\$14 billion commitment to infrastructure development with a focus on road, rail and port facilities. Gabon's rich petroleum reserves are also considered advantageous to future mineral processing projects.

Aus Tin Mining (ASX: ANW) has a current market capitalisation of approximately \$7.8 million at \$0.06 cents per share. DGR holds almost 258 million shares in Aus Tin Mining, representing approximately 19.9% of the company and approximately \$1.55m in current market value. The 2013 maiden JORC resource estimate confirmed Taronga as a world class tin project. Furthermore, the metallurgical flow sheet completed for the Taronga pre-feasibility study described the ore as coarse grained, having simple metallurgy, and highly amenable to pre-concentration. The 2014 Pre-Feasibility Study confirmed the technical and economic viability of the Taronga Tin Project and highlighted areas of potential economic upside.

Aus Tin is currently progressing its plans for trial mining and pilot scale production of Stage 1 of the Taronga Project, whilst also evaluating a potential near-term, small-scale production operation at Granville East in Tasmania.

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Navaho Gold (ASX: NVG) has a current market capitalisation of approximately \$1.75 million at a price of \$0.003 cents per share. DGR currently holds 113 million shares in Navaho Gold, representing approximately 19.5% of the company and approximately \$350,000 in current market value. Navaho has evolved over the past 3 years to become a diversified resource exploration company which is in the rebuilding phase. Whilst Navaho retains an interest in its US gold projects, it now holds interests in oil and gas projects in Australia (Queensland and South Australia) and two separate coal projects in Argentina (via the scrip-based acquisition of Excarb and the appointment of new Directors). Subject to approval by shareholders at the upcoming AGM, Navaho Gold is to change its name to Dark Horse Resources Limited.

Armour Energy (ASX: AJQ) has a current market capitalisation of approximately \$49 million at \$0.16 cents per share. DGR holds 75 million shares in Armour, representing approximately 24.7% of the company and approximately \$12 million in current market value. Armour Energy has one of the largest shale gas acreage positions in Australia with exploration tenements in Northern Australia which cover an area of approximately 139,000km² or 34 million acres. Armour is focusing on the exploration of the McArthur, Isa Superbasin and Georgina Basins in the Northern Territory and Queensland, and in the onshore Gippsland Basin in Victoria in joint venture with Lakes Oil, for gas and associated petroleum liquids.

On 31 August 2015, WestSide Corporation Limited (**WestSide**) made an unsolicited, hostile take-over bid for all of the shares of Armour Energy at \$0.12 per share, payable in cash. This initial offer was rejected by the Board of Armour Energy in its Target's Statement of 7 October 2015.

In September 2015 Armour agreed to acquire the Roma Self project in the Surat Basin, Queensland for \$13 million from Origin Energy. The assets are strategically located connected to the Wallumbilla gas hub including valuable gas storage capacity. On completion of the acquisition, the assets will offer Armour near-term production and cash flow opportunities through production of gas, oil and liquids, representing a potentially key source of funding for Armour Energy's overall growth strategy.

On 15 October 2015, Armour Energy and WestSide entered into a bid implementation agreement, pursuant to which WestSide made a revised offer for all of the shares in Armour Energy at \$0.20 per share, payable in cash (**Revised Offer**).

On 27 October 2015, Armour Energy entered into a bid implementation agreement with American Energy, whereby American Energy agreed to make a proportional takeover bid for 13.62% of each Armour Energy Shareholders' shares at \$0.25 per Share (Proportional Bid), provided that the AEP Northern Territory Farm-Out was approved by Armour Energy shareholders at the EGM.

On 29 October 2015 in the Second Supplementary Target's Statement of Armour Energy, the directors of Armour Energy recommended that Shareholders:

- vote in favour of the AEP Northern Territory Farm-Out at the EGM;
- accept American Energy's Proportional Bid; and
- reject WestSide's Revised Offer.

On 30 October 2015, shareholders of Armour Energy approved the AEP Northern Territory Farm-Out at the EGM. Following the EGM, WestSide announced that as a result of shareholders approving the AEP Northern Territory Farm-Out, that its Offer was not capable of becoming unconditional and that therefore binding contracts would not result from any acceptances of the Offer. WestSide also terminated their bid implementation agreement with Armour Energy.

Altogether these listed group investments represent approximately \$20.8 million in value to DGR 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 Archer Resources Limited, which is focussed on the discovery and development of zinc, copper, gold and silver deposits in Eastern Australia. However, for the purposes of the value table outlined above, no value has been imputed via Archer Resources at this time.

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 (and a director of DGR'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.



DGR group company structure.

2.2 Risks

Investing in New Shares in the Company involves some risk. There are a number of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance of the Company and the value of your investment in the Company. Some of these factors can be mitigated by appropriate commercial action. However, many are outside the control of the Company, are dependent on the policies adopted and approaches taken by regulatory authorities, or cannot otherwise be mitigated.

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If you are unsure about subscribing for New Shares in the Company, you should first seek advice from your stockbroker, accountant, financial or other professional adviser.

The New Shares offered under this Retail Offer Booklet carry no guarantee in respect of profitability, dividends, return of capital or the price at which they may trade on ASX. The past performance of the Company should not necessarily be considered a guide to the future performance of the Company.

As with any equity investment, substantial fluctuations in the value of your investment may occur. This Retail Offer Booklet does not set out all the risks you may face in applying for, and holding, additional shares in the Company.

The key risks are summarised below.

Key Business risk	Description
Financing	<p>The Company's ability to effectively implement its business strategy over time may depend in part on its (and its subsidiaries) ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available on favourable terms or at all. If adequate funds are not available on acceptable terms, the Company (or its subsidiaries) may not be able to take advantage of opportunities or otherwise respond to competitive pressures.</p> <p>The Company may decide to raise additional funds in the future through further capital raising. This may result in the Company issuing additional shares in the Company to third parties who are not presently shareholders of the Company. As a result, existing shareholdings may be diluted.</p>
Armour Energy Funding	<p>DGR is the largest shareholder in ASX listed Armour Energy Ltd (Armour). Armour has agreed to acquire petroleum resources, tenures, production and transportation infrastructure assets on the Roma Shelf in the Surat Basin in Queensland (Surat basin assets) from Origin Energy. As announced to ASX on 30 September 2015 and as amended on 1 October and 28 October 2015, DGR has agreed to provide funding to assist Armour in respect of that acquisition up to a maximum of \$19m. Whilst DGR has no reason to believe that Armour will not be able to repay any funding provided, Armour is currently the subject of a proportional bid from American Energy Partners LLC and no assurances can be given by DGR as to Armour's ability to repay any funding provided.</p>
Operational risks	<p>Prosperity for the Company and its subsidiaries will depend largely upon an efficient and successful implementation of all the aspects of exploration, developments, business activities and management of commercial factors.</p> <p>The operations of the Company and its subsidiaries may be disrupted by a variety of risks and hazards which are beyond the control of the Company. Exploration has been and will continue to be hampered on occasions by unforeseen weather events, accidents, unforeseen cost changes, environmental considerations, natural events and other incidents beyond the control of the Company.</p>

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Government policy and taxation	Changes in relevant taxation, interest rates, prospecting, development, production, labour standards, occupational health and safety, other legal, legislative and administrative regimes, and Government policies in Australia (at Federal and State level), may have an adverse effect on the assets, operations and ultimately the financial performance of Company.
Commodity prices	The Company's prospects and perceived value will be influenced from time to time by the prevailing short-term prices of the commodities targeted in exploration programs of the Company and its subsidiaries. Commodity prices fluctuate and are affected by factors including supply and demand for mineral products, hedge activities associated with commodity markets, the costs of production and general global economic and financial market conditions. Further, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined by international markets. These factors may cause volatility which in turn, may affect the Company's ability to finance its future exploration and/or bring the Company's projects to market.
Tenement risks	All mining licences and exploration permits in which Company has an interest (directly or indirectly) will require compliance with certain levels of expenditure and renewal from time to time. If for any reason expenditure requirements are not met or a licence or permit is not renewed then the Company may suffer damage and as a result may be denied the opportunity to develop certain mineral resources.
Land access risks	Land access is critical for exploration and evaluation to succeed. Access to land for exploration purposes can be affected by factors such as land ownership and Native title claims.
Environmental risks	The various tenements which the Company has interests in (whether directly or indirectly) are subject to laws and regulations regarding environmental matters, which mean there are potential liability risks.
Exploration and production	Tenements in which the Company or its Related Bodies Corporate has an interest are at various stages of exploration. There can be no assurance that exploration of the project areas will result in the discovery of an economic reserve.
Contractual risk	The Company's ability to efficiently conduct its operations in a number of respects depends upon a third party product and service providers and contracts have, in some circumstances, been entered into by the Company and its subsidiaries in this regard. Any default under such contracts by a third party may adversely affect the Company.

3. Effect of Entitlement Offer on control of DGR

3.1 Present position

As at the date of this Retail Offer Booklet, Nicholas Mather (together with his Associates) is the Company's largest Shareholder, controlling approximately 13.90% of the Shares on issue in the Company.

The following table sets out details of the Shareholders who held more than 5% of the Shares on issue prior to the date of this Retail Offer Booklet.

Shareholder ¹	Shares	% issued capital (current)
Nicholas Mather ¹	58,605,599	13.90%
Tenstar Trading Limited	49,463,418	11.73%

¹ Includes indirect holdings

3.2 Capital structure

Subject to rounding of fractional Entitlements and depending on the number of Existing Options (if any) that are exercised before the Record Date, the capital structure of the Company following the issue of New Shares under the Retail Entitlement Offer (assuming full subscription under the Entitlement Offer) is expected to be as follows:

Shares on issue as at Monday 2 November 2015 (announcement of the Entitlement Offer)	421,653,391
New Shares to be issued under the Institutional Entitlement Offer	35,268,794
New Shares to be issued under the Retail Entitlement Offer	70,144,553
Additional Placement Shares to be issued	21,052,631
Shares on issue following the Retail Entitlement Offer	548,119,370

As at the date of this Retail Offer Booklet, the Company has the following Existing Options on issue:

No of Options	Exercise price	Vesting date/Performance hurdle	Expiry date
12,000,000	\$0.12	Fully vested	30 Nov 2016
9,500,000	\$0.12	Fully vested	29 May 2017
4,400,000	\$0.065	Fully vested	14 April 2016
1,000,000	\$0.065	Fully vested	10 July 2016
23,000,000	\$0.065	Fully vested	30 Sept 2017

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Pursuant to the Underwriting Agreement, the Company has agreed to issue 6 million unlisted options to the Underwriter. The options will have a strike price of a \$0.065 and an expiry date 2 years from the date of issue.

3.3 Potential effects of the Entitlement Offer on control

The Retail Entitlement Offer is a fully underwritten, pro-rata offer so that if all Eligible Retail Shareholders take up their Entitlements and none of the Option Holders exercise their Existing Options and participate in the Retail Entitlement Offer, the voting power of all Eligible Retail Shareholders will remain substantially the same.

Eligible Retail Shareholders who do not take up all of their Entitlements will have their interest in the Company further diluted. The proportional shareholdings of Shareholders who are not resident in Australia, New Zealand, Singapore or Hong Kong may be diluted as those Shareholders are not entitled to participate in the Entitlement Offer.

In the event of a Retail Entitlement Shortfall, the Directors will allocate and allot shares in accordance with Applications for Additional New Shares made under the Retail Entitlement Shortfall Facility if any. In the event of any New Shares remaining unallocated at the end of that process, the Directors will look to the Underwriter to fulfil its obligations under the Underwriting Agreement.

The Offer is being fully underwritten by Bizzell Capital Partners Pty Ltd. Further details of the effect that the Underwriting arrangements may have on the control of the Company are set out in section 3.4.

3.4 Underwriting and potential effects on control

If at completion of the Retail Entitlement Offer the Underwriter was required to subscribe for the entire underwritten amount it is possible that the Underwriter may be issued with up to a maximum of 105,413,537 New Shares, which would represent 20% of the voting power in the Company. There is a takeover threshold of 20% so that any investor acquiring a Relevant Interest in more than 20% of the Voting Power of the Company would be in breach of the Corporations Act unless it could rely on one of the exceptions to that rule. In this case there are no applicable exceptions to this rule. Accordingly the Underwriter will not subscribe for more New Shares than equals the lesser of:

- the Shortfall; and
- the number of New Shares such that the Underwriter and its Associates would as a result in aggregate hold no more than 20% of the voting power of the Company following the issue and allotment of all New Shares.

In addition the Retail Entitlement Offer is being partially sub-underwritten by Samuel Holdings Pty Ltd (**Samuel**), an entity controlled by Nicholas Mather, a Director and Executive Chairman of the Company. Currently Nicholas Mather and his Associates, together hold approximately 13.90% of the Company. As a sub-underwriter, Samuel has agreed to sub-underwrite the number of New Shares as equals the lesser of:

- 32,156,349 of any Shortfall; and
- the number of New Shares such that the Samuel and its Associates (including Nicholas Mather) would as a result hold a relevant interest in, an aggregate of no more than 20% of the Voting Power of the Company following the issue and allotment of all New Shares.

The terms of the sub-underwriting agreement with Samuel Holdings Pty Ltd include:

- Samuel will be a priority Sub-underwriter for 32,156,349 shares and will not charge a sub-underwriting fee; and
- Samuel will not take any part in the Additional Placement.

3.5 Dilution

Eligible Retail Shareholders should note that if they do not participate in the Retail Entitlement Offer, their holdings are likely to be diluted by up to approximately 20% (as compared to their holdings and number of Shares on issue as at the date of this Retail Offer Booklet).

3.6 Directors' Interests and Participation

Each of the Directors has indicated that he will take up his Entitlement under the institutional component of the Entitlement Offer.

As at the date of this Offer Document, some of the Directors have either a direct or indirect interest in Shares. Set out below is a table summarising the Entitlement of each Director based on their current holding.

Director	Shares	New Share Entitlement
Nicholas Mather	58,605,599	14,651,399
Brian Moller	1,883,694	470,923
Vincent Mascolo	4,000,000	1,000,000
William Robert Stubbs	1,422,566	355,641

In addition, as set out in section 3.4 above, the Retail Entitlement Offer is being partially sub-underwritten by Samuel Holdings Pty Ltd (**Samuel**), an entity controlled by Nicholas Mather, a Director and Executive Chairman of the Company.

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4. How to Apply

4.1 Your choices as an Eligible Retail Shareholder

The number of New Shares to which each Eligible Retail Shareholder is entitled (**Retail Entitlement**) is calculated as at the Record Date of **Thursday 5 November 6:00pm Brisbane time** and is shown on the personalised Entitlement and Acceptance Form accompanying this Retail Offer Booklet.

Eligible Retail Shareholders may:

- (a) take up their Retail Entitlement in full, refer to section 4.2;
- (b) take up their Retail Entitlement in full, and apply for Additional New Shares under the Retail Entitlement Shortfall Facility (refer to Section 4.3);
- (c) take up part of their Retail Entitlement, in which case the balance of their Retail Entitlement would lapse (refer to Section 4.5); or
- (d) allow their Retail Entitlement to lapse (refer to Section 4.6).

Ineligible Shareholders may not take up any of their Entitlement.

The Company reserves the right to reject any Application that is received after the Closing Date. The Closing Date for acceptance of the Retail Entitlement Offer is 5:00pm (Brisbane time) on **Monday 30 November 2015**.

4.2 Taking up your Entitlement in Full

If you wish to take up your Entitlement in full, follow the instructions set out on the Entitlement and Acceptance Form.

Forward your completed Entitlement and Acceptance Form together with your cheque or bank draft in Australian currency drawn on and payable at an Australian bank and made payable to "DGR Global Limited" and crossed "Not negotiable" for the amount shown on the form using the envelope provided to reach the Company's Share Registry, Link Market Services Limited, by no later than 5:00pm (Brisbane time) on **Monday 30 November 2015**, to the appropriate address set out below:

By hand delivery (not to be used if mailing)

DGR Global Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2128

By Post

DGR Global Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Entitlement and Acceptance Forms will not be accepted at the Company's registered office.

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Eligible Retail Shareholders may submit payments for New Shares applied for using BPAY. In order to use BPAY, please follow the instructions set out on the Entitlement and Acceptance Form. If you make payment by BPAY, you do not need to return your Entitlement and Acceptance Form, however, your payment must be received by no later than 5:00pm (Brisbane time) on **Monday 30 November 2015**. It is your responsibility to ensure that your BPAY payment is received by the Company's share registry by no later than 5:00pm on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should take this into consideration when making payment.

4.3 Taking up your Entitlement in full and participating in the Retail Entitlement Shortfall Facility

If you wish to take up all of your Retail Entitlement and also apply for Additional New Shares under the Retail Entitlement Shortfall Facility, complete the accompanying Entitlement and Acceptance Form for New Shares and the Top Up section in accordance with the instructions set out in the form.

In order to apply for Additional New Shares under the Retail Entitlement Shortfall Facility you must be an Eligible Retail Shareholder and must have first taken up your Retail Entitlement in full.

Amounts received by the Company in excess of the Issue Price multiplied by your Entitlement (**Excess Amount**) will be treated as an Application to apply for as many additional New Shares as your Excess Amount will pay for in full.

If you apply for Additional New Shares under the Retail Entitlement Shortfall Facility and your Application is successful (in whole or in part), your Additional New Shares will be issued at the same time that other New Shares are issued under the Entitlement Offer. The basis on which the Directors will allocate and issue Additional New Shares under the Retail Entitlement Shortfall Facility is set out in Section 4.4.

Refund amounts, if any, will be paid in Australian dollars. You will be paid either by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders), or by direct credit to the nominated bank account as noted on the share register as at the Closing Date of the Entitlement Offer.

4.4 Allotment and Allocation Policy for Additional New Shares issued under the Retail Entitlement Shortfall Facility

A Retail Entitlement Shortfall will exist if any Eligible Retail Shareholder does not take up their full Retail Entitlement. Additional New Shares applied for will only be allocated and issued if any Eligible Retail Shareholders do not apply for their full Retail Entitlement, and therefore a Shortfall exists – resulting in the Retail Entitlement Offer being undersubscribed.

Allocation and allotment of any Additional New Shares applied for will be made in accordance with the following policy:

- (a) The Directors will allocate the Retail Shortfall Shares to Eligible Retail Shareholders that have applied to take up their full Entitlements and in addition have indicated that they wish to take up their Additional Shares as provided for in Section 4.3.

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- (b) These Additional New Shares will be allocated on a pro-rata basis if there is a greater demand than available shares.
- (c) No Related Party or Eligible Retail Shareholder associated with the Directors (including Nicholas Mather, or the Underwriter) will participate in the Retail Entitlement Shortfall Facility
- (d) Once Directors have exhausted the allotment and allocation of Additional New Shares under the Retail Entitlement Shortfall Facility, then the Company will call on the Underwriter to take up the remaining Retail Shortfall Shares in accordance with its underwriting obligations under the Underwriting Agreement. The Underwriting Agreement is summarised in Section 5.13. Additional New Shares will be issued at the same time as all other New Shares are issued under the Entitlement Offer.
- (e) DGR will not allocate or issue Additional New Shares under the Retail Entitlement Shortfall Facility, where it is aware that to do so would result in a breach of the Corporations Act, the Listing Rules or any other relevant legislation or law. Eligible Retail Shareholders wishing to apply for Additional New Shares must consider whether or not the issue of the Additional New Shares applied for would breach the Corporations Act or the Listing Rules having regard to their own circumstances.
- (f) There is no guarantee that Eligible Retail Shareholders will be successful in being allocated any of the Additional New Shares that they apply for. The Company may reject any Application for Additional New Shares or allocate fewer Additional New Shares than applied for by Applicants for Additional New Shares in accordance with the policy set out above. The Directors reserve the right at their discretion to place a maximum on the number of Additional New Shares that will be issued to Eligible Retail Shareholders who apply for Additional New Shares. That maximum will be equal to twice the number of Shares that is their Entitlement.

4.5 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement, complete the Entitlement and Acceptance Form for the number of New Shares that you wish to apply for and follow the other steps in accordance with section 4.2.

You may arrange for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If the Company receives an amount that is less than the Issue Price multiplied by your Entitlement (**Reduced Amount**), your payment will be treated as an Application for as many New Shares as your Reduced Amount will pay for in full.

4.6 Allowing your Entitlement to lapse

If you do not wish to accept all or any part of your Entitlement, do not take any further action and that part of your Entitlement will lapse.

4.7 Consequences of not taking up your Entitlement

If you do not take up all of your Entitlement in accordance with the instructions set out above, any New Shares that you would have otherwise been entitled to under the Retail Entitlement Offer (or New Shares that relate to the portion of your Entitlement that has not been accepted) may be acquired by other Shareholders under the Retail Entitlement Shortfall Facility, and failing that, by the Underwriter.

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4.8 Payment

The consideration for the New Shares (including under the Retail Entitlement Shortfall Facility and Additional Placement) is payable in full on Application by a payment of \$0.038 per New Share.

The Entitlement and Acceptance Form must be accompanied by a cheque for the Application Monies. Cheques must be drawn in Australian currency or an Australian bank and made payable to "DGR Global Limited" and crossed "Not negotiable".

Alternatively, you may arrange for payment of the Application Monies through BPAY or by cheque or bank draft in accordance with the instructions on the Entitlement and Acceptance Form.

Eligible Retail Shareholders must not forward cash. Receipts for payment will not be issued.

4.9 Binding effect of Entitlement and Acceptance Form

A payment made through BPAY or the lodgement of an Entitlement and Acceptance Form and corresponding Application Monies in accordance with the instructions contained in this Section 4 and on the Entitlement and Acceptance Form constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Retail Offer Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid Application for New Shares. The Directors' decision whether to treat an acceptance as valid is final.

By making a payment through BPAY or lodging an Entitlement and Acceptance Form and corresponding Application Monies, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Retail Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Entitlement Offer;
- (b) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or under the laws of any other jurisdiction outside Australia, New Zealand, Singapore or Hong Kong; and
- (c) you have not and will not send any materials relating to the Retail Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States.

4.10 Return of Surplus Application Monies

Subject to the issue of any Overallotment Shares, Application Monies received but not applied towards subscriptions for Additional New Shares on a Shortfall will be refunded by cheque as soon as reasonably practicable following the allocation of Additional New Shares. No interest will be paid on Application Monies held and returned.

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4.11 Brokerage, handling fees and stamp duty

No brokerage, handling fees or stamp duty is payable by Applicants in respect of their Applications for New Shares under this Retail Offer Booklet. The amount payable on acceptance will not vary during the period of the Retail Entitlement Offer and no further amount is payable on allotment.

Application Monies will be held in trust in a subscription account until allotment of the New Shares. The subscription account will be established and kept by the Company on behalf of the Applicants. Any interest earned on the Application Monies will be retained by the Company irrespective of whether allotment takes place.

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5. Material Contracts

A summary of the material contracts to which the Company is a party relevant to the Retail Entitlement Offer and not otherwise disclosed to ASX is set out below:

5.13 Underwriting Agreement

The Company has entered into the Underwriting Agreement with Bizzell Capital Partners Pty Ltd (**BCP, the Underwriter**).

Pursuant to the terms of the Underwriting Agreement the Underwriter has agreed to underwrite the Offer up to 105,413,348 Shares, representing 100% of the Entitlement Offer. The Underwriter's obligations will only arise if any Shortfall remains after allocation of Retail Shortfall Shares under the Retail Entitlement Shortfall Facility.

Pursuant to the Underwriting Agreement, DGR will pay BCP:

- a) The Company must pay the Underwriter a management fee of 2% of the total amount raised by the Company (including in respect of any Additional Placement) being in total an amount up to \$4.8 million (**Management Fee**). The Management Fee may be satisfied, at the election of the Underwriter, by the issue to the Underwriter of so many Shares as equals the Management Fee divided by the Issue Price.
- b) The Company must pay the Underwriter an underwriting fee of 3% of so much of the Underwritten Amount as is raised from subscribers other than Directors or their associates (**the Primary Underwriting Fee**). The Primary Underwriting Fee may be satisfied, at the election of the Underwriter, by the issue to the Underwriter of so many Shares as equals the Primary Underwriting Fee divided by the Issue Price.
- c) The Company must pay the Underwriter an underwriting fee of 0.5% of so much of the Underwritten Amount as is raised from Directors or their associates (**the Secondary Underwriting Fee**). The Secondary Underwriting Fee may be satisfied, at the election of the Underwriter, by the issue to the Underwriter of so many Shares as equals the Secondary Underwriting Fee divided by the Issue Price.
- d) **Placement Fee:** 3% of any amounts raised by the Underwriter through the Additional Placement. The Placement Fee may be satisfied, at the election of the Underwriter, by the issue to the Underwriter of so many Shares as equals the Placement Fee divided by the Offer Price.
- e) The Company must issue to the Underwriter six (6) million options at strike price of \$0.065, exercisable up until the second anniversary of the date of their issue (**the Option Fee**).

Any sub underwriting fees with respect to the Underwritten Amount will be paid from the Underwriting Fee by the Underwriter.

Pursuant to the terms of the Underwriting Agreement the Underwriter may terminate for any number of events typically found in such underwriting agreements including but not limited to (each an **Event of Termination**):

- (1) **S & P/ASX 200 Index fall:** if the S & P/ASX 200 Index is, at any time for 5 consecutive Business Days after the date of this Agreement, prior to the Allotment Date more than 10% below the level of that Index at the close of ASX trading on the Trading Day before the date of lodgement of the Offer Document;

- (2) **adverse change:** any material adverse change occurs in the assets, liabilities, share capital, share structure, financial position or performance, profits, losses or prospects of the Company and the Group (insofar as the position in relation to an entity in the Group affects the overall position of the Company) from those respectively disclosed in the Accounts, Offer Document or the Public Information, including:
- (A) any material adverse change in the reported earnings or future prospects of the Company or an entity in the Group;
 - (B) any material adverse change in the nature of the business conducted by the Company or an entity in the Group; or
 - (C) the insolvency or voluntary winding up of the Company or an entity in the Group or the appointment of any receiver, receiver and manager, liquidator or other external administrator; or
 - (D) any material adverse change to the rights and benefits attaching to in Shares; or
 - (E) any change that may have a Material Adverse Effect.
- (3) **withdrawal:** the Company withdraws the Offer Document or terminates the Offer;
- (4) **capital structure:** other than as contemplated by the Offer Document, the Company or any Related Body Corporate of the Company takes any steps to alter its capital structure without the prior written consent of the Underwriter;
- (5) **financial assistance:** the Company or a Related Body Corporate passes or takes any steps to pass a resolution under section 260B of the Corporations Act, without the prior written consent of the Underwriter;
- (6) **disclosures in the Retail Offer Booklet:** a statement contained in the Retail Offer Booklet is materially misleading or deceptive, or a matter required by the Corporations Act is omitted from the Offer Document;
- (7) **disclosures in Due Diligence Questionnaire:** any information supplied by or on behalf of the Company to the Underwriter in relation to the Group or the Offer as part of the due diligence process is or becomes materially misleading or deceptive;
- (8) **legal proceedings and offence by Directors:** any of the following occurs:
- (A) material legal proceedings are commenced against the Company; or
 - (B) any Director is disqualified from managing a corporation under section 206A Corporations Act; or
- (9) **Retail Offer Booklet to comply:** the Retail Offer Booklet or any aspect of the Entitlement Offer does not materially comply with the Corporations Act, the Listing Rules or any other applicable law or regulation;
- (10) **breach:** the Company breaches any of their material obligations under the Underwriting Agreement;
- (11) **timetable:** an event specified in the Timetable is delayed for more than 3 Business Days other than as the result of actions taken by the Underwriter (unless those actions were requested by the Company) or the actions of the Company (where those actions were taken with the Underwriter' prior consent).

5.14 DGR Bridging Finance Facility

On 30 September 2015 (and as amended on 1 October 2015 and 28 October 2015), DGR has agreed to provide Armour Energy up to \$19 million of funding if required to complete the acquisition of the Roma Shelf Assets (Facility).

The Facility is unsecured. The interest rate is 22 per cent per annum but in the event the Facility becomes secured, the interest rate reduces to 15 per cent per annum. The term of the Facility is on an unsecured basis until 31 March 2016 (**Maturity Date**), but provision is made for Armour Energy to seek up to a 12 month extension if it is able to provide the following:

- a) a first ranking security and mortgage over the unsecured Roma Shelf Assets and a fixed and floating charge over the assets of Armour Energy and subsidiaries and the assets of those subsidiaries;
- b) the grant of a 0.5 per cent gross sales royalty over production from the Roma Shelf Assets;
- c) the grant of 50,000,000 options (which would be exercisable at 150% of Armour Energy's Share price immediately prior to grant, for a period of two years from the Maturity Date); and
- d) a right to convert no more than 50% of any part of the drawn part of the Facility to share equity in Armour Energy at any time, at 90% of the preceding 10 day volume weighted average in accordance with the provisions of the Corporations Act and ASX Listing Rules but subject to Armour Energy having a right, if conversion is requested, to repay the Facility early.

The Facility is subject to various conditions precedent including obtainment of Ministerial approvals for the transfer of the Roma Shelf Assets to Armour Energy. In the event that Armour Energy grants security rights to another financier, DGR shall be given a right to seek a first ranking security.

Armour Energy has also agreed not to enter into other debt facilities without DGR's consent. DGR is entitled to require repayment of the Facility provided in the event of a change in control of Armour Energy during the term of the Facility.

Armour Energy and DGR are currently in the process of finalising the terms sheet into definitive agreements reflecting the above.

6. Additional information

6.1 Section 708AA Corporations Act

The Company is a disclosing entity and therefore subject to regular reporting and disclosure obligations under the Corporations Act. Under those obligations, the Company is obliged to comply with all applicable continuous disclosure and reporting requirements in the Listing Rules.

This Retail Offer Booklet is issued under section 708AA(2)(f) of the Corporations Act. This section enables disclosing entities to issue an Retail Offer Booklet in relation to securities in a class of securities which has been quoted by ASX at all times during the 12 months before the date of the Retail Offer Booklet or options to acquire such securities. Apart from formal matters, this Retail Offer Booklet need only contain:

- (a) information that is excluded information as at the date of the Retail Offer Booklet pursuant to sections 708AA (8) and (9); and
- (b) information regarding:
 - (1) the potential effect the issue of the New Shares will have on the control of the Company; and
 - (2) the consequences of that effect.

6.2 ASIC Class Order 08/35

The rights issue is being conducted by way of both an Institutional Entitlement Offer and an Retail Entitlement Offer component, and the Institutional Entitlement Offer was conducted and closed before the Retail Entitlement Offer the subject of this Retail Offer Booklet. Despite the fact that these two Offers are being conducted separately, and that this Retail Offer Booklet relates only to the retail offer component, the Company is still able to rely on to sections 708AA of the Corporations Act to undertake a non-renounceable rights issue, as a result of ASIC Class Order 08/35. ASIC Class Order 08/35 amends section 9A of the Corporations Act to allow for an accelerated non-renounceable rights issue.

As a result of ASIC Class Order 08/35, section 708AA(12) requires that if, after the notice required under section 708AA(2)(f) (**Cleansing Notice**) has been lodged and before the New Shares are issued (**Relevant Period**) the Company becomes aware of:

- (a) any information that would be Excluded Information for the purpose of the Cleansing Notice; or
- (b) a material change to the potential effect the issue of the relevant securities will have on the control of the Company or the consequences of that effect,

(**Additional Information**), the Company must disclose that Additional Information to the ASX as soon as practicable and before the end of the Relevant Period.

Accordingly, the Company will disclose by announcement to the ASX any Additional Information that it becomes aware of during the Relevant Period.

6.3 Rights and liabilities attaching to New Shares

The New Shares will have from issue the same rights attaching to all existing Shares on issue.

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The rights attaching to ownership of the New Shares are set out in the Company's Constitution, a copy of which is available for inspection at the registered office of the Company during business hours.

This Retail Offer Booklet does not contain a summary of the principal rights and liabilities of holders of the New Shares.

6.4 Expenses of the Entitlement Offer

All expenses connected with the Entitlement Offer are being borne by the Company. Total expenses of the Entitlement Offer are estimated to be in the order of \$180,000.

6.5 Consents and disclaimers

Written consents to the issue of this Retail Offer Booklet have been given and at the time of this Retail Offer Booklet have not been withdrawn by the following parties:

Link Market Services Limited has given and has not withdrawn its consent to be named in this Retail Offer Booklet as the Share Registry of the Company in the form and context in which it is named. It has had no involvement in the preparation of any part of this Retail Offer Booklet other than recording its name as Share Registry to the Company. It takes no responsibility for any part of the Retail Offer Booklet other than the references to its name.

HopgoodGanim has given and has not withdrawn its consent to be named in this Retail Offer Booklet as solicitors to the Retail Entitlement Offer in the form and context in which it is named. It takes no responsibility for any part of the Retail Offer Booklet other than references to its name.

Bizzell Capital Partners Pty Limited has given and has not withdrawn its consent to be named in this Retail Offer Booklet as the Underwriter in the form and context in which it is named. It takes no responsibility for any part of the Retail Offer Booklet other than references to its name.

6.6 Directors' statement

This Retail Offer Booklet is issued by DGR. Each Director has consented to the lodgement of the Retail Offer Booklet with ASX.

Signed on the date of this Retail Offer Booklet on behalf of DGR by:



Bill Stubbs
Chairman
DGR Global Limited

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7. Definitions and glossary

Terms and abbreviations used in this Retail Offer Booklet have the following meaning:

Acceptance	An acceptance of Entitlements.
Additional New Shares	Those New Shares which Eligible Retail Shareholders may apply for under the Retail Entitlement Shortfall Facility in excess of their Entitlement, in the event that there is a Shortfall as described in Section 1.4.
Additional Placement	The facility whereby the Company may at the election of the Underwriter issue Shares to a Qualified Investors.
Additional Placement Shares	New Shares issued pursuant to the Additional Placement .
Applicant	An Eligible Retail Shareholder who has applied to subscribe for New Shares by arranging for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
Application	Application for New Shares by applying in accordance with the instruction on an Entitlement and Acceptance Form.
Application Monies	The aggregate amount payable for the New Shares applied for through BPAY and/or received via post, calculated as the Issue Price multiplied by the number of New Shares applied for.
ASIC	Australian Securities & Investments Commission.
Associate	An associate for the purposes of Chapter 6 of the Corporations Act.
ASX or Australian Securities Exchange	ASX Limited ACN 008 624 691.
Board	The board of Directors of the Company.
Business Day	has the same meaning as in the Listing Rules.
CHESS	The Clearing House Electronic Sub Register System, an automated transfer and settlement system for transactions in securities quoted on the ASX under which transfers are affected in paperless form.
Closing Date	5:00pm Brisbane time on 30 November 2015, being the date the Retail Entitlement Offer closes.
Company or DGR	DGR Global Limited ACN 052 354 837.
Constitution	The constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Eligible Institutional	A Shareholder who is: (a) an institutional or sophisticated Shareholder on the

Shareholder	<p>commencement of the Institutional Entitlement Offer with a registered address in either Australia, New Zealand, Singapore and Hong Kong Institutional Shareholder; and</p> <p>(b) has received an offer under the Institutional Entitlement Offer (either directly or through a nominee).</p>
Eligible Retail Shareholder	As defined in section 1.5.
Entitlement	The entitlement to subscribe for New Shares pursuant to the Entitlement Offer.
Entitlement and Acceptance Form	The entitlement and acceptance form accompanying this Retail Offer Booklet.
Entitlement Offer	The pro rata, non-renounceable offer to Eligible Retail Shareholders to subscribe for 1 New Share for every 4 Shares of which the Shareholder is the registered holder as at 6:00pm (Brisbane time) on the Record Date, at an Issue Price of \$0.038 per New Share and includes both the Institutional Retail Entitlement Offer conducted before the date of this Retail Offer Booklet, and the Retail Entitlement Offer made pursuant to this Retail Offer Booklet.
Existing Options	All existing Options to subscribe for Shares currently on issue as at the date of this Retail Offer Booklet.
Ineligible Institutional Shareholder	A Shareholder who is an institutional or sophisticated Shareholder on the Record Date with a registered address outside Australia, New Zealand, Singapore and Hong Kong and that the Company determines will be an Ineligible Institutional Shareholder for the purposes of the Institutional Entitlement Offer.
Ineligible Retail Shareholder or Foreign Shareholders	A Shareholder (or beneficial holder of Shares) on the commencement of the Institutional Entitlement Offer with a registered address outside Australia, New Zealand, Singapore or Hong Kong or any other jurisdiction that the Company and the Underwriter agree that ASX Listing Rule 7.7.1(a) applies to.
Institutional Entitlement	Entitlements under the Institutional Entitlement Offer.
Institutional Entitlement Offer	The offer of Shares to Eligible Institutional Shareholders under the Entitlement Offer.
Institutional Entitlement Shortfall	A shortfall between the number of Shares applied for under the Institutional Entitlement Offer and the number of Shares offered to Eligible Institutional Shareholders under the Institutional Entitlement Offer.
Institutional Shortfall Bookbuild	The bookbuild process conducted in relation to the Institutional Entitlement Shortfall and Shares which would have been offered to Ineligible Institutional Shareholders, had they been eligible to participate in the Institutional Entitlement Offer.
Retail Offer Booklet	Retail Offer Booklet

Investor Presentation	The presentation to investors, incorporated in Section 2 of this Retail Offer Booklet.
Issue Price	\$0.038 for each New Share applied for.
Listing Rules	The official listing rules of ASX.
New Shares	Shares to be allotted and issued under the Retail Entitlement Offer, and including where the context requires, Retail Shortfall Shares issued under the Retail Entitlement Shortfall Facility or to the Underwriter.
Opening Date	9:00am (Brisbane time) on Monday 2 November 2015, being the date the Retail Entitlement Offer opens.
Option Holders	The holders of the Existing Options
Professional Investor	Has the meaning given to that term in the Corporations Act.
Qualified Investors	An investor who is either a Sophisticated or Professional Investor.
Record Date	6:00pm (Brisbane time) Thursday 5 November 2015 .
Retail Entitlement	Entitlements under the Retail Entitlement Offer.
Retail Entitlement Offer	The pro rata non-renounceable offer to Eligible Retail Shareholders of up to approximately 70,144,553 New Shares at an issue price of \$0.038 per New Share on the basis of one (1) New Share for every (4) Shares held at the Record Date.
Retail Offer Booklet	This Retail Offer Booklet dated 4 November 2015.
Retail Entitlement Shortfall or Retail Shortfall	A shortfall between the number of New Shares applied for under the Retail Entitlement Offer and the number of New Shares offered to Eligible Retail Shareholders under the Retail Entitlement Offer.
Retail Entitlement Shortfall Offer	As defined in Section 1.4 of this Retail Offer Booklet.
Related Party	A related party for the purposes of the Corporations Act.
Share	A fully paid ordinary share in the capital of the Company.
Share Registry	Link Market Services Limited ACN 083 214 537.
Shareholder	A holder of Shares.
Sophisticated Investor	Has the meaning given to that term in the Corporations Act.
Retail Entitlement Shortfall Facility or Retail Shortfall Facility	The facility described in Section 4.2 under which Eligible Retail Shareholders may apply for Additional New Shares in excess of their Retail Entitlement.
Retail Entitlement Shortfall Shares or Retail Shortfall	Any New Shares not taken up pursuant to the Entitlement Offer.

Shares	
Surat basin assets of Origin Energy	<p>Certain acquire petroleum resources, tenures, production and transportation infrastructure assets on the Roma Shelf in the Surat Basin in Queensland including the Kincora Gas and LPG Plant and Infrastructure, consisting of:</p> <ul style="list-style-type: none"> • 76 wells (of which 38 wells are proposed to be brought back on production); • Gas, LPG and condensate processing and gas compression facilities at Kincora, south of Roma; • a number of in field gas compression and stand alone oil gathering/processing facilities as well as inter-field pipelines; • a dedicated pipeline from the Kincora Gas Plant to Wallumbilla connecting to the Roma to Brisbane Pipeline; and • a gas storage facility with a capacity of 7.5 PJ, currently containing 2.3 PJ of sales gas.
Underwriter	Bizzell Capital Partners Pty Ltd.
Underwriting Agreement	The underwriting agreement between the Company and the Underwriter dated on or about Wednesday 4 November 2015 .
US Securities Act	The US Securities Act of 1933, as amended.
Voting Power	has the same meaning as in the Corporations Act.

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8. Corporate directory

Directors and Company Secretary	Solicitors to the Entitlement Offer
Mr William (Bill) Stubbs (Non-Executive Chairman) Mr Nicholas Mather (Managing Director) Mr Vincent Mascolo (Non-Executive Director) Mr Brian Moller (Non-Executive Director) Mr Karl Schlobohm (Company Secretary)	HopgoodGanim Level 8 Waterfront Place 1 Eagle Street Brisbane QLD 4000 Tel: +61 7 3024 0000 www.hopgoodganim.com.au
Administration and Registered Office	Share Registry
DGR Global Limited Level 27, 111 Eagle Street Brisbane QLD 4000 Tel: +61 7 3303 0680 www.dgrglobal.com	Link Market Services Limited Level 15 324 Queen Street Brisbane QLD 4000 Tel: 1300 554 474 www.linkmarketservices.com.au
Underwriter	
Bizzell Capital Pty Ltd GPO Box 1164 Brisbane Qld 4001	

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