



DGR Global Limited

25 October 2017

DGR Global Executes Convertible Note Agreement with Tribeca

Ben Cleary Appointed to Board of Directors

Further to the Company's market release of 22 August 2017, the Board of Directors of international resource company creator, DGR Global Limited (**the Company; ASX: DGR**), is pleased to confirm the execution of the formal documentation associated with the arrangements with Tribeca Investment Partners (**Tribeca**) for up to \$10 million in convertible note funding to further develop its resource company creation business.

The primary funding amount of \$8 million under the arrangements was received by the Company in September. With the execution of the formal documentation, the Company will now issue the Convertible Notes to Tribeca, the principal terms of which are as outlined in Annexure A, and as published on the DGR Global website at : <http://www.dgrglobal.com.au/investors-information/convertible-note-terms>

The Tribeca note funding is designed to provide DGR with working capital to further advance the development of positions held in its various listed company investments, and the unlisted company and project assets held by DGR. Tribeca is also entitled to subscribe for a further \$2 million worth of notes in any further Convertible Note fundraising undertaken at DGR's election.

In conjunction with the settlement of the Convertible Notes, DGR has appointed Tribeca Natural Resources Fund Manager Ben Cleary to the Board of DGR. Ben Cleary is a Portfolio Manager for Tribeca Investment Partners and is based in Singapore. Tribeca Global Natural Resources run by Ben was the best performing hedge fund globally in 2016 and has been actively involved in the metals and mining, energy and soft commodities sectors from a project finance perspective, including the arrangements with DGR Global. Tribeca was founded in 1998 in Sydney and currently manages around \$3bn. Prior to founding the Tribeca Global Natural Resources Fund, Ben was a financial and commodity analyst for investment banks Macquarie Bank and the Royal Bank of Canada and was based in Asia, London and Sydney.

Ben has travelled extensively throughout Asia, Africa and the Americas assessing mining projects from an investment perspective and maintains relationships with financiers, trading houses, government officials and corporates. He will leverage these relationships to help DGR Global maximise the potential returns from their current and future investments. Ben is a graduate of the Australian Institute of Company Directors, holds a Bachelor of Economics from the University of Queensland, and a Masters of Applied Finance from FINSIA.

DGR Global Chairman, Mr Bill Stubbs said: ***"On behalf of the existing Directors, I would very much like to welcome Ben to the Board of DGR Global, and I look forward to his contribution to the ongoing maturity of the Company's business model. With his financial background and range of industry contacts and experience, I am sure this marks the start of a fruitful partnership."***

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DGR Global CEO Mr Nick Mather said: *“As the DGR creation model continues to develop and mature, I see the relationship with Tribeca, and the addition of Ben to the DGR Board, as another step in the right direction for the continued growth and evolution of the business.”*

Commenting on the agreement reached with DGR Global, Tribeca’s Ben Cleary said: *“As a resource industry investor, Tribeca believes that demand for resource commodities will continue to grow over the next 5 to 10 years as the world maintains its hectic pace of development. As I have previously stated, DGR Global and its key executives have an established track record in the generation and delivery of world class resource assets, and Tribeca intends to help develop that further. DGR also provides a great portfolio-style entry point to a number of emerging resource discoveries and provinces, epitomized by Cascabel (SolGold) and the gold province in Chad (IronRidge) to name just two.”*



On behalf of the Board
Karl Schlobohm
Company Secretary

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

DGR Global’s business is the creation of resource exploration development and mining companies.

The business uses the skills of a core team of talented geoscientists to identify resource projects capable of yielding world class discoveries of attractive commodities.

This is achieved through:

- The identification of commodities with a favorable 20 year price outlook.
- Geological terranes with:
 - A demonstrated strong endowment for that commodity;
 - An under-explored history;
 - Opportunity for the application of recently developed exploration techniques;
 - Jurisdictions with improving socio-economic and regulatory frameworks;
 - Extensive available tenures.

DGR provides initial seed funding and management support to secure these assets in subsidiaries and develop these assets to more advanced funding stages. The Company has a pipeline of projects in daughter companies at various stages of emergence, and in 2015 crystallised a significant return through the sale of its 15% holding in Orbis Gold for \$26million. Further development of its holdings in LSE and TSX-listed SolGold, AIM-listed IronRidge Resources and ASX-listed AusTin Mining, Dark Horse Resources and Armour Energy, and unlisted Auburn Resources, are expected over the coming years.

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Get regular news from DGR Global on social media

As a valued shareholder, you can now stay up to date of forces influencing the value of your investment in DGR Global by following us on Twitter.

We regularly post information about the operations of us and the DGR companies as well as what is happening in our sectors around Australia and around the world - with links to documents in the media, brokers, and other authoritative sources so you can stay up to date.

As well, our posts on Twitter will alert you to our latest ASX announcements. Join the hundreds who follow us on Twitter [@DGRGlobal](#).

We've also added to our website a corporate newsroom with monthly news flow concerning DGR and the DGR sponsored companies. Located under News Bank in the investor section of the DGR website: www.dgrglobal.com.au

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ANNEXURE A
SUMMARY OF THE CONVERTIBLE NOTE DEED INCLUDING TERMS OF CONVERTIBLE NOTES

Issuer	DGR Global Limited ACN 052 354 837 (DGR)
Holder	Tribeca Investment Partners Pty Ltd ACN 080 430 100 (Tribeca)
Total Principal Amount	\$8,000,000 (noting the Right of First Refusal)
Approved Purpose	A condition precedent to the funds being advanced is that the Company delivers to the Holder a detailed description of the proposed use of the Principal Amount by the Company.
Commencement Date	Dependent upon the execution of the Convertible Note Deed
Shareholder Approval	A condition precedent to the funds being advanced is that the Company obtain all required regulatory and shareholder approvals for the issue of the Notes.
Issue of Convertible Note	Notes will be issued 2 business days after satisfaction or waiver of the last of the conditions precedent set out in the Note Deed.
Conversion	<p>Notes may only be converted during the first 12 months of the Note Deed if DGR declares or pays any special dividend or capital return, or an action is taken that results in, or is likely to result in, a change in control of DGR, after the Commencement Date, at the Holder's election.</p> <p>After the first 12 months of the Note Deed, at any time the Holder may at their election convert the Notes into DGR shares by issuing the Company with a notice.</p> <p>Notes will be converted into shares in accordance with the following formula:</p> $N = FV/IP$ <p>Where:</p> <p>N is the number of Conversion Shares to be issued.</p> <p>FV is the aggregate Face Value of the Notes being converted.</p> <p>CP is the Conversion Price.</p>
Conversion Price	\$0.20 per Note, subject to adjustment under the terms of the Note Deed.
Interest Rate and Payment	<p>12% per annum, payable quarterly.</p> <p>All interest accruing in the first 12 months of the Note Deed must be paid in immediately available funds.</p> <p>All interest accruing after the first 12 months of the Note Deed may be paid in cash or via the issue of shares or further notes. If DGR elects to satisfy interest payments by the issue of shares or further Notes, it must give notice to Tribeca, who can elect which to receive.</p>
Maturity Date	Two years after the issue date of the Notes.
Prepayment Offer	The Company is not entitled to repay the Principal Amount otherwise than in accordance with the Note Deed.
Security	The Notes are unsecured.
Appointment of Director	So long as the Holder holds all of the Notes and/or all of the Conversion Shares (if issued), the Holder shall be entitled to appoint Mr Ben Cleary (or with the Company's consent a substitute) as a Non-executive Director of the Company.

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Redemption	<p>Redemption of the Notes will occur:</p> <ul style="list-style-type: none"> at the election of the Holder following an Early Redemption Event, by the giving of a Holder Redemption Notice to the Company; at the election of the Company at any time prior to the Maturity Date, by the giving of a Redemption Notice to the Holder; and for all Notes not otherwise Redeemed or Converted, on the Maturity Date. <p>An 'Early Redemption Event' means:</p> <ul style="list-style-type: none"> a Change in Control of the Company; the Company being removed from the official list of ASX for a continuous period of three Business Days or longer, or any class of Company securities are suspended from trading on the ASX for a continuous period of 10 Business Days or longer; and a financial statement provided pursuant to clause 12.5(c) by the Company to the Holder reveals that the mark to market value of the Listed Assets and cash, less the current creditors and current liabilities in the Company, is less than 3 times the face value of all Notes on issue. <p>On Redemption following an Early Redemption Event or at the election of the Company, the Company must pay a premium (Early Redemption Premium), being:</p> <ul style="list-style-type: none"> where the Redemption Notice is given within 6 months of the Issue Date, 24% of the Face Value of the Notes; where the Redemption Notice is given on or after the date that is 6 months after the Issue Date and before the date that is 12 months after the Issue Date, 18% of the Face Value of the Notes; where the Redemption Notice is given on or after the date that is 12 months after the Issue Date and before the date that is 18 months after the Issue Date, 12% of the Face Value of the Notes; and where the Redemption Notice given on or after the date that is 18 months after the Issue Date, 6% of the Face Value of the Notes.
Events of Default	<p>Customary events of default including:</p> <ul style="list-style-type: none"> If the Company fails to pay any amount of principal, interest or other amounts payable pursuant to the Notes or the Note Deed; if the Company does not comply with any material obligation or warranty and (if capable of remedy) the Company does not remedy the non-compliance within 5 business days; the Company suffers an Insolvency Event; and a force majeure circumstance occurs. <p>If an event of default occurs, the Holder may declare the Notes to be due and payable, and seek to recover any accrued but unpaid interest owing in respect of the Notes.</p>
Right of First Refusal	<p>DGR has also granted to Tribeca a first right of refusal for a potential additional debt funding of \$2,000,000 in return for further convertible redeemable notes on the same terms and conditions as the Notes.</p>

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