



dampiergold

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## DAMPIER GOLD LIMITED

ACN 141 703 399

### NOTICE OF GENERAL MEETING

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**TIME:** 11:00 am AEST

**DATE:** 18 September 2018

**PLACE:** Level 27  
25 Bligh Street  
Sydney, New South Wales, Australia

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61) 42 999 5000.***

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## **IMPORTANT INFORMATION**

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### **TIME AND PLACE OF MEETING**

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Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00 am AEST on 18 September 2018 at:

Level 27  
25 Bligh Street  
Sydney, New South Wales, Australia, 2000

### **YOUR VOTE IS IMPORTANT**

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The business of the Meeting affects your shareholding and your vote is important.

### **VOTING ELIGIBILITY**

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00 pm AEST on 16 September 2018.

### **VOTING IN PERSON**

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To vote in person, attend the Meeting at the time, date and place set out above.

### **VOTING BY PROXY**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Sections 250BB and 250BC of the Corporations Act require that:

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- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – RATIFICATION OF ISSUE OF 13,460,000 SHARES ON 22 JUNE 2018

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue and allotment of 13,460,000 Shares issued on 22 June 2018 in part consideration for the acquisition by the Company of the Ruby Plains Gold Project and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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#### 2. RESOLUTION 2 – RATIFICATION OF ISSUE OF 9,540,000 SHARES ON 22 JUNE 2018

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue and allotment of 9,540,000 Shares issued on 22 June 2018 at an issue price of \$0.025 per Share and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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#### 3. RESOLUTION 3 – RATIFICATION OF ISSUE OF 900,000 SHARES ON 4 DECEMBER 2017

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue and allotment of 900,000 Shares issued on 4 December 2017 at an issue price of \$0.03 per Share and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the directions

on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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**4. RESOLUTION 4 – ISSUE OF 3,000,000 SHARES TO MALCOLM CARSON**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Shares to Malcolm Carson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Malcolm Carson (and his nominee) and any of his associates. However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement for Resolution 4:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

**Voting Prohibition under section 224 of the Corporations Act**

Votes by or on behalf of Mr Carson or an associate of Mr Carson will be excluded unless:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a related party or associate of a kind referred to in subsection (a) above.

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**5. RESOLUTION 5 – ISSUE OF 3,000,000 SHARES TO HUI GUO**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Shares to Hui Guo (or her nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Hui Guo (and her nominee) and any of her associates. However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement for Resolution 5:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - )i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

**Voting Prohibition under section 224 of the Corporations Act**

Votes by or on behalf of Ms Guo or an associate of Ms Guo will be excluded unless:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a related party or associate of a kind referred to in subsection (a) above.

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**6. RESOLUTION 6 – PRIVATE PLACEMENT**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 40,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**DATED: 16 AUGUST 2018**

**BY ORDER OF THE BOARD**

**MICHAEL HIGGINSON  
COMPANY SECRETARY**

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## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

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### **1. RESOLUTION 1 – RATIFICATION OF ISSUE OF 13,460,000 SHARES ON 22 JUNE 2018**

#### **Background**

On 22 June 2018, the Company announced to the ASX that it had issued 13,460,000 Shares in part consideration for the acquisition of the Ruby Plains Gold Project located in the East Kimberley region of Western Australia.

Resolution 1 seeks Shareholder ratification for the issue and allotment of the 13,460,000 Shares that the Directors issued in part consideration for the Ruby Plains Gold Project, on 22 June 2018.

#### **ASX Listing Rules**

Subject to certain exceptions, ASX Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval.

The exception to this rule contained in ASX Listing Rule 7.4 provides an issue made within the 15% limit will be treated as having been made with the approval of shareholders under ASX Listing Rule 7.1 if subsequently approved by shareholders, thereby 'refreshing' the company's ability to issue shares within the 15% limit, and restoring the company's ability to make placements within that limit (if that is thought desirable) without the need for shareholder approval.

While the Shares described in this Resolution 1 have been issued within the 15% limit, the Company seeks Shareholder ratification of the issue of those Shares for the purpose of ASX Listing Rule 7.4 so that the Company's ability to issue securities will be 'refreshed' and it will have flexibility to issue further securities should the need or opportunity arise.

#### **Information Required by ASX Listing Rule 7.5**

Pursuant to and in accordance with the requirements of ASX Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Shares the subject of this Resolution 1:

- (i) the number of Shares issued and allotted was 13,460,000;
- (ii) the Shares were issued as part consideration for the acquisition of the Ruby Plains Gold Project located in East Kimberley region of Western Australia;
- (iii) the 13,460,000 Shares rank pari passu with the Company's existing issued Shares; and
- (iv) the Shares were allotted to Mr Grant Mooney (6,730,000 Shares) and Mr Zlatomir Sas (6,730,000 Shares), who are not related parties of the Company.

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## **2. RESOLUTION 2 – RATIFICATION OF ISSUE OF 9,540,000 SHARES ON 22 JUNE 2018**

### **Background**

On 22 June 2018, the Company announced to the ASX that it had issued 9,540,000 Shares, at an issue price of \$0.25 per Share, to raise \$238,500 (before costs) in working capital.

Resolution 2 seeks Shareholder ratification for the issue and allotment of the 9,540,000 Shares that the Directors issued at an issue price of \$0.025 per Share, on 22 June 2018.

### **ASX Listing Rules**

For information on ASX Listing Rules 7.1 and 7.4, please refer to Section 1 of this Explanatory Statement.

### **Information Required by ASX Listing Rule 7.5**

Pursuant to and in accordance with the requirements of ASX Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Shares the subject of this Resolution 2:

- (i) the number of Shares issued and allotted was 9,540,000;
- (ii) the Shares were issued at an issue price of \$0,025 per Share, which raised \$238,500 for the Company, before costs;
- (iii) the 9,540,000 Shares rank pari passu with the Company's existing issued Shares; and
- (iv) the Shares were allotted to investors who qualified as professional or sophisticated investors (no related party of the Company participated in the issue); and
- (v) the funds raised from the issue of the Shares has been applied \$60,000 as part consideration of the Ruby Plains Gold Project and the balance will be applied to exploration of the Ruby Plains Gold Project.

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## **3. RESOLUTION 3 – RATIFICATION OF ISSUE OF 900,000 SHARES ON 4 DECEMBER 2017**

### **Background**

On 4 December 2017, the Company announced to the ASX that it had issued 900,000 Shares, at an issue price of \$0.03 per Share, to repay creditors.

Resolution 3 seeks Shareholder ratification for the issue and allotment of the 900,000 Shares that your Directors issued at an issue price of \$0.03 per Share, on 4 December 2017.

### **ASX Listing Rules**

For information on ASX Listing Rules 7.1 and 7.4, please refer to Section 1 of this Explanatory Statement.



## **Information Required by ASX Listing Rule 7.5**

Pursuant to and in accordance with the requirements of ASX Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Shares the subject of this Resolution 3:

- (i) the number of Shares issued and allotted was 900,000;
- (ii) the Shares were issued at an issue price of \$0.03 per Share, in order to pay \$27,000 in consulting fees;
- (iii) the 900,000 Shares rank pari passu with the Company's existing issued Shares;
- (iv) the Shares were allotted to Kunwei Li (200,000 Shares), Neil Soares (100,000 Shares), Zhongjie Guo (200,000 Shares), Zhuang Yue (200,000 Shares) and Jianjun Zhou (200,000 Shares), who are not related parties of the Company; and
- (v) the Shares were issued to repay creditors totalling \$27,000 for the provision of consulting services, including introducing potential mining industry investors (both within Australia and in China), reviewing and presenting to the Company various opportunities including mineral resource projects, natural resources, agriculture and energy assets.

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## **4. RESOLUTION 4 – ISSUE OF 3,000,000 SHARES TO MALCOLM CARSON**

Resolution 4 seeks Shareholder approval for the issue of 3,000,000 Shares to Mr Malcolm Carson, or his nominee.

### **Chapter 2E of the Corporations Act**

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a "financial benefit" to a "related party" unless either one of the exceptions to the section apply or shareholders have in general meeting approved the giving of that financial benefit to the related party.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (i) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (ii) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of 3,000,000 Shares constitutes giving a financial benefit to a related party.

Mr Carson is a related party of the Company due to the fact that he is a Director.

The issue of the Shares to Mr Carson constitutes a "financial benefit" as defined in the Corporations Act. Accordingly, the proposed issue of Shares to Mr Carson will constitute the provision of a financial benefit to a related party of the Company.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought under Section 208 of the Corporations Act for the issue of the 3,000,000 Shares to Mr Carson.

### **Section 195 of the Corporations Act**

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

Two of the Directors have a material personal interest in the outcome of Resolutions 4 and 5. In the absence of Resolutions 4 and 5, the Directors may not be able to form a quorum at directors meetings necessary to carry out the terms of Resolutions 4 and 5.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

### **Sections 217 to 227 of the Corporations Act**

Pursuant to Sections 217 to 227 of the Corporations Act, the Company provides the following information to Shareholders in respect of the proposed financial benefit to be given to Mr Carson:

- (a) the related party to whom the financial benefit will be given is Mr Malcolm Carson, or his nominee;
- (b) the maximum number of Shares (being the nature of the financial benefit to be provided) to be issued to Mr Carson is 3,000,000 Shares;
- (c) the Shares are fully paid ordinary shares in the capital of the Company and will rank pari passu with the Company's existing listed Shares;
- (d) Mr Carson is precluded from considering the Resolution. Mr Carson has an interest in the outcome of the Resolution because he is the proposed recipient of the financial benefit;
- (e) the Shares will be issued to reward Mr Carson for his work over the last 4.5 years and to provide an incentive for the future.
- (f) the ASIC in reviewing documents lodged under section 218 relating to the giving of financial benefits to related parties of public companies requires explanatory information regarding the value of the securities proposed to be issued. Details of the value of the Shares is set out below under the heading "Valuation of the 3,000,000 Shares" and details of the market price of the Shares is set out below under the heading "Additional Information".

### **ASX Listing Rules**

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

ASX Listing Rule 10.11 provides that a company may not issue securities to a related party without obtaining prior shareholder approval. Directors are related parties for the purposes of the ASX Listing Rules.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares to Mr Carson as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the 3,000,000 Shares to Mr Carson will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

The following information is provided in relation to the proposed issue of Shares in accordance with ASX Listing Rule 10.13:

- (a) the related party that will be issued the Shares is Mr Carson or his nominee and the maximum number of Shares to be issued to Mr Carson is 3,000,000 Shares;

- (b) the Company will issue the Shares within 1 month of the date of the Meeting (or such other date as extended by ASX) and it is anticipated that all of the Shares will be issued on one date;
- (c) the Shares will be issued for nil consideration. The Shares are to be issued to Mr Carson for his continuing involvement in the management and growth of the Company;
- (d) the Shares are fully paid ordinary shares in the capital of the Company and will rank pari passu with the Company's existing listed Shares; and
- (e) no funds will be raised by the issue of the Shares to Mr Carson.

### **Valuation of the 3,000,000 Shares**

The last sale price of the Shares on the ASX was \$0.029 on 19 July 2018. Accordingly, the value of the 3,000,000 Shares to be issued to Mr Carson, or nominee, is \$87,000. For further information on the market price of the Shares, please refer to the "Additional Information" set out below.

### **Additional Information**

- (a) The fully paid ordinary shares of the Company have traded over the last twelve months at a high of \$0.046 on 8 August 2016 and a low of \$0.025 on 21 March 2018. The latest trading price was \$0.029 on 19 July 2018;
- (b) The total number of fully paid ordinary shares on issue at the date of this Notice is 119,640,141. There are 6,000,000 Class 1 Options and 6,000,000 Class 2 Options on issue as at the date of this Notice;
- (c) Mr Carson holds no Shares, 3,000,000 Class 1 Options and 3,000,000 Class 2 Options;
- (d) If the 3,000,000 Shares proposed in Resolution 4 were issued, the effect on the fully paid ordinary shares would be to increase the number from 119,640,141 to 122,640,141, resulting in a dilution to existing shareholders of 2.45%;
- (e) The remuneration and emoluments from the Company to Mr Carson for the previous financial year and the proposed remuneration and emoluments for the current financial year are as set follows:  

Previous financial year ended 30 June 2018 - \$207,420 (including a base fee of \$130,000, Director fees of \$39,420 and a one off geological consulting fee of \$38,000).

Proposed for current financial year ended 30 June 2019 - \$169,762 (including a base fee of \$130,000 and Director fees of \$36,000 and superannuation of \$3,762) .
- (f) Each of the Directors, namely Ms Guo and Mr Zhang recommend the approval of Resolution 4 as it provides an effective incentive to Mr Carson and enables the Company to preserve working capital;
- (g) As Mr Carson has an interest in the outcome of Resolution 4 he is unable to make a recommendation on the outcome of that Resolution; and
- (h) The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 4.

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## **5. RESOLUTION 5 – ISSUE OF 3,000,000 SHARES TO HUI GUO**

Resolution 5 seeks Shareholder approval for the issue of 3,000,000 Shares to Ms Hui Guo, or her nominee.

### **Chapter 2E of the Corporations Act**

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” to a “related party” unless either one of the exceptions to the section apply or shareholders have in general meeting approved the giving of that financial benefit to the related party.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (i) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (ii) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of 3,000,000 Shares constitutes giving a financial benefit to a related party.

Ms Guo is a related party of the Company due to the fact that she is a Director.

The issue of the Shares to Ms Guo constitutes a “financial benefit” as defined in the Corporations Act. Accordingly, the proposed issue of Shares to Ms Guo will constitute the provision of a financial benefit to a related party of the Company.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought under Section 208 of the Corporations Act for the issue of the 3,000,000 Shares to Ms Guo.

### **Section 195 of the Corporations Act**

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a “material personal interest” are being considered.

Two of the Directors have a material personal interest in the outcome of Resolutions 4 and 5. In the absence of Resolutions 4 and 5, the Directors may not be able to form a quorum at directors meetings necessary to carry out the terms of Resolutions 4 and 5.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

### **Sections 217 to 227 of the Corporations Act**

Pursuant to Sections 217 to 227 of the Corporations Act, the Company provides the following information to Shareholders in respect of the proposed financial benefit to be given to Mr Carson:

- (a) the related party to whom the financial benefit will be given is Ms Hui Guo, or her nominee;
- (b) the maximum number of Shares (being the nature of the financial benefit to be provided) to be issued to Ms Guo is 3,000,000 Shares;
- (c) the Shares are fully paid ordinary shares in the capital of the Company and will rank *pari passu* with the Company's existing listed Shares;

- (d) Ms Guo is precluded from considering the Resolution. Ms Guo has an interest in the outcome of the Resolution because he is the proposed recipient of the financial benefit;
- (f) reward Ms Guo for her work over the last 4.5 years and to provide an incentive for the future.
- (e) the ASIC in reviewing documents lodged under section 218 relating to the giving of financial benefits to related parties of public companies requires explanatory information regarding the value of the securities proposed to be issued. Details of the value of the Shares is set out below under the heading "Valuation of the 3,000,000 Shares" and details of the market price of the Shares is set out below under the heading "Additional Information"..

### **ASX Listing Rules**

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

ASX Listing Rule 10.11 provides that a company may not issue securities to a related party without obtaining prior shareholder approval. Directors are related parties for the purposes of the ASX Listing Rules.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares to Ms Guo as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the 3,000,000 Shares to Ms Guo will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

The following information is provided in relation to the proposed issue of Shares in accordance with ASX Listing Rule 10.13:

- (a) the related party that will be issued the Shares is Ms Guo or her nominee and the maximum number of Shares to be issued to Ms Guo is 3,000,000 Shares;
- (b) the Company will issue the Shares within 1 month of the date of the Meeting (or such other date as extended by ASX) and it is anticipated that all of the Shares will be issued on one date;
- (c) the Shares will be issued for nil consideration. The Shares are to be issued to Ms Guo for her continuing involvement in the management and growth of the;
- (d) the Shares are fully paid ordinary shares in the capital of the Company and will rank pari passu with the Company's existing listed Shares; and
- (e) no funds will be raised by the issue of the Shares to Ms Guo.

### **Valuation of the 3,000,000 Shares**

The last sale price of the Shares on the ASX was \$0.029 on 19 July 2018. Accordingly, the value of the 3,000,000 Shares to be issued to Ms Guo, or nominee, is \$87,000. For further information on the market price of the Shares, please refer to the "Additional Information" set out below.

### **Additional Information**

- (a) The fully paid ordinary shares of the Company have traded over the last twelve months at a high of \$0.046 on 8 August 2016 and a low of \$0.025 on 21 March 2018. The latest trading price was \$0.029 on 19 July 2018;
- (b) The total number of fully paid ordinary shares on issue at the date of this Notice is 119,640,141. There are 6,000,000 Class 1 Options and 6,000,000 Class 2 Options on issue as at the date of this Notice;

- (c) Ms Guo holds no Shares, 3,000,000 Class 1 Options and 3,000,000 Class 2 Options;
- (d) If all of the Shares proposed in Resolution 5 were to be issued, the effect on the fully paid ordinary shares would be to increase the number from 119,640,141 to 122,640,141, resulting in a dilution to existing shareholders of 2.45%;
- (e) The remuneration and emoluments from the Company to Ms Guo for the previous financial year and the proposed remuneration and emoluments for the current financial year are as set follows:  
  
Previous financial year ended 30 June 2018 - \$169,420 (including a base fee of \$130,000, Director fees of \$36,000 and superannuation of \$3,420).  
  
Proposed for current financial year ended 30 June 2019 - \$169,420 (including a base fee of \$130,000, Director fees of \$36,000 and superannuation of \$3,420).
- (f) Each of the Directors, namely Mr Carson and Mr Zhang recommend the approval of Resolution 5 as it provides an effective incentive to Ms Guo and enables the Company to preserve working capital;
- (g) As Ms Guo has an interest in the outcome of Resolution 5 she is unable to make a recommendation on the outcome of that Resolution; and
- (h) The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 5.

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## 6. RESOLUTION 6 – PRIVATE PLACEMENT

### Background

On 16 May 2017, the Company announced the execution of a Binding Terms Sheet with Vango Mining Limited for the farm-in by Dampier into the development and ore production from the K2 Mine located at Plutonic Dome (Terms Sheet).

Under the Terms Sheet, Dampier agreed to contribute towards the development of the K2 Mine up to the lesser of 50% of CAPEX or \$3,000,000 to the management, development, exploration and mining of gold ore and its processing for the extraction of gold from the K2 Mine ore bodies and extensions.

In addition to its 50% share of free cash flow, Dampier stands to earn up to a further \$6M from the development of the K2 Mine in milestone and royalty payments pursuant to the sale by Dampier in 2016 of its 40% interest in the Plutonic Dome Gold Project.

### General

Resolution 6 seeks Shareholder approval for the issue of up to 40,000,000 Shares, at an issue price of not less \$0.025 per Share, to raise up to \$1,000,000 in working capital (**Private Placement**).

Shareholder approval for the issue of up to 40,000,000 Shares is being sought in accordance with ASX Listing 7.1. A summary of ASX Listing Rule 7.1 is set out in Section 1.

The effect of Resolution 6 will be to allow the Company to issue up to 40,000,000 Shares pursuant to the Private Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### **Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Private Placement:

- (i) the maximum number of Shares to be issued is 40,000,000;
- (ii) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (iii) the issue price will be not less than \$0.025 per Share;
- (iv) the Shares will be issued progressively to sophisticated investors (as that term is defined in section 708 of the Corporations Act);
- (v) the Directors will determine to whom the Shares will be issued and these persons will not be related parties of the Company;
- (vi) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (vii) the Company intends to use the funds raised from the Private Placement towards the immediate exploration and development of the K2 Mine.

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## GLOSSARY

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**\$** means Australian dollars.

**AEST** means Australian Eastern Standard Time as observed in Sydney, NSW, Australia.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the board of directors of the Company.

**Chair** means the chair of the Meeting.

**Class 1 Option** means an option to acquire a Share each exercisable at \$0.05 and expiring 31 July 2019.

**Class 2 Option** means an option to acquire a Share each exercisable at \$0.10 and expiring 31 July 2021.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Dampier Gold Limited (ACN 141 703 399).

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a current director of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Private Placement** has the meaning given to that term in Section 6.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.



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# PROXY FORM

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**APPOINTMENT OF PROXY  
DAMPIER GOLD LIMITED  
ACN 141 703 399**

## GENERAL MEETING

I/We

of

being a Shareholder entitled to attend and vote at the Meeting, hereby

appoint

Name of proxy

OR

the Chair as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 11:00 am AEST on 18 September 2018 at Level 27, 25 Bligh Street, Sydney, New South Wales, Australia 2000, and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

### Voting on business of the Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Ratification of 13,460,000 Share issue on 22 June 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Ratification of 9,340,000 Share issue on 22 June 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Ratification of 900,000 Share issue on 4 December 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Issue of 3,000,000 Shares to Malcolm Carson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Issue of 3,000,000 Shares to Hui Guo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Private Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_ %

### Signature of Shareholder(s):

Date: \_\_\_\_\_

#### Individual or Shareholder 1

Sole Director/Company Secretary

#### Shareholder 2

Director

#### Shareholder 3

Director/Company Secretary

Contact Name: \_\_\_\_\_ Contact Ph (daytime): \_\_\_\_\_

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## Instructions for Completing 'Appointment of Proxy' Form

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1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Dampier Gold Limited, 29 Brookside Place, Lota, Queensland 4179; or
  - (b) facsimile to the Company on facsimile number +61 7 3901 0751,so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**