



dampiergold

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**DAMPIER GOLD LIMITED**

**ACN 141 703 399**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 9:00 am AET

**DATE:** Wednesday 16 October 2019

**PLACE:** 29 Brookside Place  
Lota, Queensland, 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 9:00 am AET on Wednesday 16 October 2019 at 29 Brookside Place, Lota, Queensland, Australia

### 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 AET on Monday 14 October 2019.

### 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.

#### ***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. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

#### 2. RESOLUTION 1 - RE-ELECTION OF DIRECTOR – MR PEIQI ZHANG

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

*"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Peiqi Zhang, a Director who retires by rotation, and being eligible, is re-elected as a Director."*

The Board (with Mr Zhang abstaining) recommends the re-election of Mr Zhang.

#### 3. RESOLUTION 2 – APPROVAL OF 10% PLACEMENT FACILITY

To consider and if thought fit, to pass the following resolution as a **special resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."*

##### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by a person who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed and any associates of such persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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.

The Board recommends that Shareholders vote in favour of Resolution 2.

#### 4. RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT

To consider and if thought fit, to pass the following resolution as a **non-binding resolution**:

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2019."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

##### **Voting Prohibition Statement for Resolutions 3 and 4:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

**The Board recommends that Shareholders vote in favour of Resolution 3.**

**Under section 250R of the Corporations Act, although the vote on Resolution 3 is advisory only, if 25% or more of votes cast on this Resolution are against the Resolution, then the Spill Meeting Resolution (Resolution 4) will be put to Shareholders for their consideration and vote.**

## CONTINGENT BUSINESS OF THE MEETING

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### 5. RESOLUTION 4 – SPILL MEETING RESOLUTION (CONTINGENT RESOLUTION)

**This Resolution 4 will only be put to the Meeting if 25% or more of votes validly cast on Resolution 3 are cast “against” Resolution 3. If less than 25% of the votes cast on Resolution 3 are against the resolution, then there will be no second strike and Resolution 4 will not be put to the Meeting.**

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

*“That, for the purposes of section 250V(1) of the Corporations Act:*

- (a) a general meeting of the Company (**Spill Meeting**) will be held within 90 days of the passing of this Resolution;
- (b) all of the Directors in office when the Board resolved to adopt the Remuneration Report for the financial year ended 30 June 2019 (being Malcolm Carson, Hui Guo and Peiqi Zhang) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Spill Meeting.”

**The Board recommends that Shareholders vote against Resolution 4.**

**The Chairman intends to vote all undirected eligible proxies held by him in favour of Resolutions 1, 2, 3, 5, 6, 7, 8, 9 and 10 and against Resolution 4 (if Resolution 4 is put to shareholders).**

**The Voting Prohibition Statement for Resolution 4 is set out above in agenda item 4 of this Notice.**

## END OF CONTINGENT BUSINESS OF THE MEETING

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### 6. RESOLUTION 5 – RATIFICATION OF ISSUE OF 10,000,000 SHARES ON 7 JANUARY 2019

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 10,000,000 Shares at an issue price of \$0.037 per Share on 7 January 2019 in part consideration for the acquisition by the Company of the Menzies and Goongarrie tenements 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.

### 7. RESOLUTION 6 – RATIFICATION OF ISSUE OF 1,000,000 SHARES ON 2 APRIL 2019

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 1,000,000 Shares issued on 2 April 2019 at an issue price of \$0.28129 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.

### 8. RESOLUTION 7 – RATIFICATION OF ISSUE OF 11,585,711 SHARES ON 7 AUGUST 2019

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 11,585,711 Shares issued on 7 August 2019 at an issue price of \$0.28 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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**9. RESOLUTION 8 – RATIFICATION OF ISSUE OF 2,260,143 SHARES ON 7 AUGUST 2019**

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 2,260,143 Shares issued on 7 August 2019 at an issue price of \$0.28 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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**10. RESOLUTION 9 – ISSUE OF 5,357,149 OPTIONS EACH EXERCISABLE AT \$0.06 AND EXPIRING 30 NOVEMBER 2020**

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, the Company grants 5,357,149 free attaching Options 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 may participate in the proposed 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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**11. RESOLUTION 10 – 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 60,000,000 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: 11 SEPTEMBER 2019**

**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. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the Declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on the website of ASX Limited at [www.asx.com.au](http://www.asx.com.au)

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### 2. RESOLUTION 1 - RE-ELECTION OF DIRECTOR – MR PEIQI ZHANG

Clause 13.2 of the Constitution of the Company provides that at each annual general meeting one third of the Directors, or if their number is not a multiple of three, then the number nearest to but not more than one third of the directors must retire from office. A retiring director is eligible for re-election.

Pursuant to Resolution 1, Mr Peiqi Zhang retires in accordance with the Constitution and being eligible for re-election, offers himself for re-election at the Meeting.

Mr Peiqi Zhang has more than 30 years' experience and knowledge in the Chinese mining industry. Mr Zhang is the Chairman and founder of China Shanxi Guxian Jin Yu Coking Co., Ltd, Chairman of Inner Mongolia Jiyuan Iron and Steel Company, a senior member of Shanxi Province Federation of Industry and the Standing Committee, and a senior member of the CPPCC Standing Committee of Linfen City. China Shanxi Guxian Jin Yu Coking Co., Ltd mining enterprise has annual sales income of more than one billion Yuan, fixed assets of 500 million Yuan, employs 650 workers and has an annual production of 800,000 tons of coal. He is also a fellow of world academy of productivity science, and the Vice President of Glory Institution, a well-known charity organisation in China. Mr Zhang is one of the prominent leaders in the mining industry of Shanxi Province.

In accordance with clause 13.2 of the Constitution, Ms Zhang will retire at the Annual General Meeting and is eligible for re-election.

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### 3. RESOLUTION 2 – APPROVAL OF 10% PLACEMENT FACILITY

#### 3.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity because it is not included in the S&P/ASX 300 and its market cap as at 8 August 2019 was \$5.7m.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 3.2(c) below).

As at the date of this Notice, the Company has 190,485,995 Shares on issue (all of which are quoted by ASX) and 6,000,000 options on issue.

The Company is currently seeking to develop the K2 Deposit, explore the Ruby Plains, Menzies and Goongarrie gold projects and acquire new resource assets and investments. The Company may use the funds raised from the issue of Equity Securities under the 10% Placement Facility for the development of the K2 Deposit, exploration of the Ruby Plains, Menzies and Goongarrie gold projects and the acquisition of new resource assets or investments. Any Equity Securities used to acquire new resources assets or investments may not be quoted by ASX and may be subject to ASX imposed holding locks and escrow.

#### 3.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue two classes of Equity Securities, namely Shares and options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

**(A x D) – E**

- A** is the number of fully paid shares on issue 12 months before the date of issue or agreement:
- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
  - (B) plus the number of partly paid shares that became fully paid in the 12 months;
  - (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
  - (D) less the number of fully paid shares cancelled in the 12 months.
- Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*
- D** is 10%
- E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 190,485,995 Shares and therefore has a capacity to issue:

- (i) up to 28,572,899 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being obtained under Resolution 2, 19,048,599 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 3.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class of security were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (**10% Placement Period**).

### **3.3 Listing Rule 7.1A**

The effect of Resolution 2 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 2 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### **3.4 Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class of security were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 2 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.015 50% decrease in Issue Price	\$0.03 Issue Price	\$0.06 100% increase in Issue Price
190,485,995 Current Variable A	10% Voting Dilution	19,048,599 Shares	19,048,599 Shares	19,048,599 Shares
	Funds raised	\$285,729	\$571,458	\$1,142,916
285,728,992 50% increase in current Variable A	10% Voting Dilution	28,572,899 Shares	28,572,899 Shares	28,572,899 Shares
	Funds raised	\$428,593	\$857,187	\$1,714,374
380,971,990 100% increase in current Variable A	10% Voting Dilution	38,097,199 Shares	38,097,199 Shares	38,097,199 Shares
	Funds raised	\$571,458	\$1,142,916	\$2,285,832

**The table has been prepared on the following assumptions:**

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No options are exercised into Shares before the date of the issue of the Equity Securities;
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (vii) The issue price is \$0.03, being the closing price of the Shares on ASX on 8 August 2019.



- (g) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 2 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (h) The Company may seek to issue the Equity Securities for the following purposes:
  - (i) non-cash consideration for the acquisition of new resources assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
  - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards the further development of the Plutonic Dome Gold Project, the acquisition of new assets or investments (including expenses associated with such acquisition) and general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

- (i) The Company previously obtained Shareholder approval for the 10% Placement Facility under Listing Rule 7.1A at the 2017 Annual General Meeting on 23 November 2017.

During the period preceding the date of the 2018 Annual General Meeting (being 29 November 2019), a total of 24,845,854 Shares have been issued by the Company. The 24,845,584 Shares represent a 15% increase over the total number of Shares on issue as at 29 November 2018. No other securities have been issued by the Company during the period preceding the date of the 2018 Annual General Meeting.

Further details of the 24,845,854 Shares issued during the period preceding the date of the 2018 Annual General Meeting are set out in Annexure 1.

- (j) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

#### **4. RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT**

RESOLUTION 3 IS SUPPORTED BY THE BOARD

##### **4.1 General**

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out a company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of a company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

##### **4.2 Voting consequences**

In accordance with the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

#### **4.3 Previous voting results**

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting exceeded 25%. Accordingly, the Spill Resolution is relevant for this Annual General Meeting.

### **CONTINGENT BUSINESS OF THE MEETING**

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#### **5. RESOLUTION 4 – SPILL MEETING RESOLUTION (CONTINGENT RESOLUTION)**

RESOLUTION 4 IS NOT SUPPORTED BY THE BOARD

**This Resolution 4 will only be put to the Meeting if 25% or more of votes validly cast on Resolution 3 are cast against Resolution 3.**

##### **5.1 General**

The Corporations Act requires that 25% or more of votes cast against the adoption of the remuneration report at two consecutive annual general meetings, then a Spill Resolution must be put to shareholders at the second annual general meeting.

##### **5.2 Voting consequences**

At the 2018 annual general meeting, more than 25% of the votes validly cast on the resolution concerning the adoption of the remuneration report presented at that meeting were cast against that resolution. Accordingly, if at this Annual General Meeting less than 25% of votes validly cast are against the adoption of the Remuneration Report (Resolution 3), then Resolution 4 will not be put to the Meeting.

On the other hand, if 25% or more of the votes validly cast at this Annual General Meeting are cast against the adoption of the Remuneration Report (Resolution 3), then Resolution 4 will be put to the Meeting.

If Resolution 4 is put to the Meeting and passed (as an ordinary resolution), then it will be necessary for the Board to convene a further general meeting (**Spill Meeting**) of the Company within 90 days of this Meeting in order to consider the composition of the Board.

Section 250V of the Corporations Act relevantly provides that all of the Directors in office when the Board passed its resolution to adopt the Directors' Report for the 2019 financial year cease to hold office immediately before the end of the Spill Meeting. Consequently, if a Spill Meeting is held, all Directors will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at the Spill Meeting.

Even if Mr Zhang is re-elected at this year's Meeting, he will still need to be re-elected at the Spill Meeting to remain in office after the Spill Meeting.

At the Spill Meeting, resolutions will be voted on to elect individuals to fill the vacated offices.

If all the current Directors cease to be Directors prior to the Spill Meeting, the Spill Meeting need not be held.

No voting restrictions or exclusions will apply to any resolutions appointing Directors at the Spill Meeting. Accordingly there is no barrier for any shareholder exercising their voting rights to support the re-appointment of all the existing Directors at the Spill Meeting. If Resolution 4 is passed, each of the existing Directors intends to stand for re-election at the Spill Meeting and if such Spill Meeting is held, may vote, where relevant, their own shares in support of their re-appointment. Shareholders will also be able to put forward their own nominees for consideration and potential election at the Spill Meeting.

Clause 13.4 of the Constitution requires that where the number of nominations for election as a Director exceeds the number of Directors who have or are to resign at the general meeting (in this instance all three Directors), the order in which the nominations are to be voted on shall be determined by drawing lots and once the relevant vacancies have been filled, no further nominations shall be voted on.

##### **5.3 Consequences of voting "for" the Spill Resolution**

The impact of the Spill Resolution on the composition of the Board should be considered carefully by Shareholders.

If the Spill Resolution is put to the Meeting and is passed:

- (a) The Company will need to incur expenses (including legal, printing, mail out, share registry costs, meeting room costs and attendance at the meeting by the contract company secretary as well as potentially the auditors) which the Board estimates will be in excess of \$5,000;
- (b) The Spill Meeting is likely to disrupt the Board and divert their focus away from core business due to the necessary diversion of resources and time towards organising the Spill Meeting;

- (c) There will be uncertainty as to the composition and continuity of the Board until the Spill Meeting is held. Such uncertainty may create instability within the Company and may have a negative effect on the Company's share price and operations.

#### 5.4 Board Comment and Recommendations

If Resolution 4 is put to Shareholders and you support your current Directors and wish them to continue as Directors, you should vote **against** the Spill Resolution.

If the Spill Meeting Resolution (Resolution 4) is required to be put to the Meeting, the Board unanimously recommends that Shareholders vote **AGAINST** Resolution 4.

#### 5.5 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

***If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy***

***You must direct your proxy how to vote on this Resolution.*** Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

***If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).***

You ***do not*** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you ***must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.***

***If you appoint any other person as your proxy***

You ***do not*** need to direct your proxy how to vote on this Resolution, and you ***do not*** need to mark any further acknowledgement on the Proxy Form.

### END OF CONTINGENT BUSINESS OF THE MEETING

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## 6. RESOLUTION 5 – RATIFICATION OF ISSUE OF 10,000,000 SHARES ON 7 JANUARY 2019

### Background

On 7 January 2019, the Company announced to the ASX that it had issued 10,000,000 Shares in part consideration for the acquisition of the Menzies and Goongarrie gold projects located in the Kalgoorlie gold mining district in Western Australia.

Resolution 5 seeks Shareholder ratification for the issue and allotment of the 10,000,000 Shares that the Directors issued in part consideration for the Menzies and Goongarrie gold projects on 7 January 2019.

### 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 5:

- (i) the number of Shares issued and allotted was 10,000,000;
- (ii) the Shares were issued at an issue price of \$0.037 per Share, as part consideration for the acquisition of the Menzies and Goongarrie gold projects located in Kalgoorlie gold mining district in Western Australia;
- (iii) the 10,000,000 Shares rank pari passu with the Company's existing issued Shares; and
- (iv) the Shares were allotted to Magnum Mining & Exploration Limited (3,125,000 Shares), Discovery Capital Limited (3,125,000 Shares), S Konecny (1,875,000 Shares), H & L Dawson (1,562,500 Shares) and B McAuliffe (312,500 Shares), who are not related parties of the Company.

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**7. RESOLUTION 6 – RATIFICATION OF ISSUE OF 1,000,000 SHARES ON 2 APRIL 2019****Background**

On 2 April 2019, the Company announced to the ASX that it had issued 1,000,000 Shares, at an issue price of \$0.028129 per Share, to repay a creditor.

Resolution 6 seeks Shareholder ratification for the issue and allotment of the 1,000,000 Shares that your Directors issued at an issue price of \$0.028129 per Share, on 2 April 2019.

**ASX Listing Rules**

For information on ASX Listing Rules 7.1 and 7.4, please refer to Section 6 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 6:

- (i) the number of Shares issued and allotted was 1,000,000;
- (ii) the Shares were issued at an issue price of \$0.028129 per Share, in order to pay \$29,129 in legal fees;
- (iii) the 1,000,000 Shares rank pari passu with the Company's existing issued Shares;
- (iv) the Shares were allotted to Blueknight Corporation Pty Ltd, who is not a related party of the Company; and
- (v) the Shares were issued to repay a creditor for the provision of legal services.

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**8. RESOLUTION 7 – RATIFICATION OF ISSUE OF 11,585,711 SHARES ON 7 AUGUST 2019****Background**

On 7 August 2019, the Company announced to the ASX that it had issued 11,585,711 Shares, at an issue price of \$0.028 per Share, to raise \$324,400 (before costs) in working capital.

Resolution 7 seeks Shareholder ratification for the issue and allotment of the 11,585,711 Shares that the Directors issued at an issue price of \$0.028 per Share, on 7 August 2019.

**ASX Listing Rules**

For information on ASX Listing Rules 7.1 and 7.4, please refer to Section 6 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 7:

- (i) the number of Shares issued and allotted was 11,585,711;
- (ii) the Shares were issued at an issue price of \$0.028 per Share, which raised \$324,400 for the Company, before costs;
- (iii) the 11,585,711 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 will be applied towards exploration of the Ruby Plains, Menzies and Goongarrie gold projects.

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**9. RESOLUTION 8 – RATIFICATION OF ISSUE OF 2,260,143 SHARES ON 7 AUGUST 2019****Background**

On 7 August 2019, the Company announced to the ASX that it had issued 2,260,143 Shares, at an issue price of \$0.028 per Share, to repay creditors.

Resolution 8 seeks Shareholder ratification for the issue and allotment of the 2,260,143 Shares that your Directors issued at an issue price of \$0.028 per Share, on 7 August 2019.

**ASX Listing Rules**

For information on ASX Listing Rules 7.1 and 7.4, please refer to Section 6 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 8:

- (i) the number of Shares issued and allotted was 2,260,143;

- (ii) the Shares were issued at an issue price of \$0.028 per Share, in order to pay \$63,284 in geological and professional consulting fees;
- (iii) the 2,260,143 Shares rank pari passu with the Company's existing issued Shares;
- (iv) the Shares were allotted to Nalpan Pty Ltd (871,249 Shares), Zhongjie Guo (300,000 Shares), B McAuliffe (750,000 Shares), A Felton (653,000 Shares) and B Lantzke (357,143 Shares), who are not related parties of the Company; and
- (v) the Shares were issued to repay creditors totalling \$63,284 for the provision of consulting services, including geological, geophysical and tenement administration services and business development services.

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## 10. RESOLUTION 9 – ISSUE OF 5,357,149 OPTIONS EACH EXERCISABLE AT \$0.06 AND EXPIRING 30 NOVEMBER 2020

### Background

On 7 August 2019, the Company placed 11,585,711 Shares to professional and sophisticated investors at an issue price of \$0.028 per Share to raise \$324,400 in working capital (refer Resolution 7).

Pursuant to Resolution 9, it is proposed that those investors that subscribed for the first \$300,000 of the \$324,400 raised be issued a total of 5,357,149 free attaching options on a 1 for 2 basis.

### ASX Listing Rule 7.1

For information on ASX Listing Rules 7.1 please refer to Section 6 of this Explanatory Statement.

The effect of Resolution 9 will be to allow the Company to issue the free attaching options to those professional and sophisticated investors 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 issue of the free attaching options:

- (i) the number of free attaching options to be issued is 5,357,149;
- (ii) the free attaching options will be issued on one day 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 free attaching options will be issued for no consideration;
- (iv) the free attaching options will be issued on a 1 for 2 basis to the same professional and sophisticated investors that subscribed for the first \$300,000 of the \$324,400 raised pursuant to the issue of the 11,585,711 Shares the subject of Resolution 7; and
- (v) the free attaching options will be issued on the terms and conditions as set below:

#### TERMS AND CONDITIONS OF FREE ATTACHING OPTIONS

The free attaching options entitle the holder to subscribe for Shares in the capital of Dampier Gold Limited on the following terms and conditions:

- a) The exercise price of each option is \$0.06 ("Exercise Price").
- b) The options expire at 5:00pm AET on 30 November 2020 ("Expiry Date").
- c) The options can be exercised by the holder at any time on or before the Expiry Date.
- e) Each option shall entitle the holder to subscribe for and be issued one Share in the capital of Dampier Gold Limited (the "Company") upon exercise of the option and payment to the Company of the Exercise Price.
- f) Shares issued as a result of the exercise of any of the options will rank equally in all respects with all Shares currently on issue.
- g) The option holder is not entitled to participate in new issues of securities offered to shareholders of the Company (including any rights issue, entitlement issue or bonus issue) unless the option is exercised before the relevant record date for that new issue.
- h) Shares issued on the exercise of options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares issued pursuant to the exercise of an option will rank equally with the then issued Shares of the Company in all respects. If the Company is listed on the Australian Securities Exchange it will, pursuant to the exercise of an option, apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act 2001 and the ASX Listing Rules.
- i) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.

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## 11. RESOLUTION 10 – 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 Deposit located at Plutonic Dome (Terms Sheet).

Under the Terms Sheet, Dampier agreed to contribute towards the development of the K2 Deposit 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 Deposit 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 Deposit in milestone and royalty payments pursuant to the sale by Dampier in 2016 of its 40% interest in the Plutonic Dome Gold Project.

On 22 June 2018, the Company announced the acquisition of the Ruby Plains gold project located in the East Kimberley region of Western Australia and on 7 January 2019, the Company announced the acquisition of the Menzies and Goongarrie gold projects (refer Section 6 of this Explanatory Statement).

### General

Resolution 10 seeks Shareholder approval for the issue of up to 60,000,000 Shares, at an issue price of not less than 80% of the VWAP of the Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the Share issue is made (**Private Placement**), to raise working capital for the Company.

Shareholder approval for the issue of up to 60,000,000 Shares is being sought in accordance with ASX Listing Rule 7.1. A summary of ASX Listing Rule 7.1 is set out in Section 6 of this Explanatory Statement.

The effect of Resolution 10 will be to allow the Company to issue up to 60,000,000 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 60,000,000;
- (i) 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);
- (ii) the issue price per Share will be not less than 80% of the VWAP of the Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the Private Placement is made;
- (iii) the Shares will be issued progressively to sophisticated investors (as that term is defined in section 708 of the Corporations Act);
- (iv) the Directors will determine to whom the Shares will be issued and these persons will not be related parties of the Company;
- (v) the Company has not yet determined who the Shares will be issued to;
- (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 exploration and development of the Ruby Plains, Menzies and Goongarrie gold projects and the K2 Deposit.

Details of the proposed exploration and development activities include:

#### Menzies and Goongarrie gold projects

Planned exploration programs to be implemented following the granting of the tenements include:

1. Detailed geophysical analysis and interpretation
2. Reconnaissance field mapping and rock chip sampling
3. Shallow stratigraphic drilling and geochemical sampling
4. RC drilling of defined targets and anomalies
5. Diamond drilling
6. Field support analytical test work
7. Data compilation, geological resource interpretation, and report writing

#### Ruby Plains gold project

The planned exploration programs to be implemented include:

1. Detailed geomorphological analysis and interpretation
2. Reconnaissance field mapping and rock chip sampling

3. Shallow stratigraphic drilling and sampling of prospective lithological horizons
4. RC drilling of defined target areas
5. Field support analytical test work
6. Data compilation, geological resource interpretation, and report writing

**K2 Deposit**

In accordance with the Binding terms sheet for the K2 Joint Venture, dated 12 May 2017, Dampier need to expend \$3m to earn up to a 50% interest in the K2 Deposit.

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## GLOSSARY

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**AET** means Australian Eastern Time as observed in Brisbane, Queensland, Australia.

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

**ASX** means ASX Limited.

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

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

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

- (i) a spouse or child of the member;
- (ii) a child of the member's spouse;
- (iii) a dependent of the member or the member's spouse;
- (iv) 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;
- (v) a company the member controls; or
- (vi) 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).

**Constitution** means the Company's constitution.

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

**Directors** mean the current directors of the Company.

**Equity Securities** has the same meaning as in the Listing Rules.

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

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

**Meeting** means the Annual General Meeting convened by the Notice.

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

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

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2018.

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

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

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

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**VWAP** means the volume weighted average price.



## ANNEXURE 1

Details of the 24,845,854 Shares issued in the period preceding the date of the 2018 Annual General Meeting are set out in the following 4 tables:

Date of issue	7 January 2019
Number issued	10,000,000
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	The Shares were issued as part consideration for the acquisition of the Menzies and Goongarrie gold projects
Price	\$0.037 (being the closing Share price on 7 January 2019)
Discount to market price (if any)	Not applicable (based on the closing Share price as at 8 August 2019 of \$0.03)
<b>For cash issues</b>	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
<b>For non-cash issues</b>	
Non-cash consideration paid	\$370,000 (based on the closing Share price of \$0.037 on 7 January 2019)
Current value of that non-cash consideration	\$300,000 (based on the closing Share price as at 8 August 2019 of \$0.03)

Date of issue	2 April 2019
Number issued	1,000,000
Class/type of equity security	Shares
Summary of terms	Ordinary fully paid shares
Name of persons who received securities or basis on which those persons were determined	the Shares were allotted to Blueknight Corporation Pty Ltd
Price	\$0.028129
Discount to market price (if any)	\$0.001871 (based on the closing price as at 8 August 2019 of \$0.03)
<b>For cash issues</b>	
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable

Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
<b>For non-cash issues</b>	
Non-cash consideration paid	\$29,129
Current value of that non-cash consideration	\$30,000 (based on the closing Share price as at 8 August 2019 of \$0.03)

Date of issue	7 August 2019
Number issued	11,585,711
Class/type of equity security	Shares
Summary of terms	Fully paid ordinary shares
Name of persons who received securities or basis on which those persons were determined	The Shares were allotted to investors who qualified as professional or sophisticated investors
Price	\$0.028
Discount to market price (if any)	\$0.002 (based on the closing Share price as at 8 August 2019 of \$0.03)
<b>For cash issues</b>	
Total cash consideration received	\$324,400
Amount of cash consideration spent	nil
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Exploration of the Ruby Plains, Menzies and Goongarrie gold projects
<b>For non-cash issues</b>	
Non-cash consideration paid	Not applicable
Current value of that non-cash consideration	Not applicable

Date of issue	7 August 2019
Number issued	2,260,143
Class/type of equity security	Shares
Summary of terms	Ordinary fully paid shares
Name of persons who received securities or basis on which those persons were determined	the Shares were allotted to Nalpan Pty Ltd (871,249 Shares), Zhongjie Guo (300,000 Shares), B McAuliffe (750,000 Shares), A Feltin (653,000 Shares) and B Lantzke (357,143 Shares),
Price	\$0.028
Discount to market price (if any)	\$0.002 (based on the closing price as at 8 August 2019 of \$0.03)
<b>For cash issues</b>	

Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
<b>For non-cash issues</b>	
Non-cash consideration paid	\$63,284
Current value of that non-cash consideration	\$67,804 (based on the closing Share price as at 8 August 2019 of \$0.03)

**PROXY FORM**  
**DAMPIER GOLD LIMITED ACN 141 703 399**  
**ANNUAL GENERAL MEETING**

I/We

of:

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

Name:

**OR:**  the Chair of the Meeting 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 9:00 am AET, on Wednesday, 16 October 2019 at 29 Brookside Place, Lota, Queensland, Australia, and at any adjournment thereof.

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 3 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 3 and 4 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

**CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES**

The Chair intends to vote undirected proxies in favour of all Resolutions other than Resolution 4 where the Chair intends to vote against. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

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

Please read the voting instructions overleaf before marking any boxes with

<b>Voting on business of the Meeting</b>		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1	Re-election of Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Spill Meeting Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of issue of 10,000,000 Shares on 7 Jan 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of issue of 1,000,000 Shares on 2 April 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of issue of 11,585,711 Shares on 7 Aug 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Ratification of issue of 2,260,143 Shares on 7 Aug 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Issue of 5,357,149 options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	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):**

**Individual or Shareholder 1**

Sole Director/Company Secretary

**Shareholder 2**

Director

**Shareholder 3**

Director/Company Secretary

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

**Contact name:** \_\_\_\_\_

**Contact ph (daytime):** \_\_\_\_\_

**E-mail address:** \_\_\_\_\_

**Consent for contact by e-mail in relation to this Proxy Form:** YES  NO

## Instructions for completing Proxy Form

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, QLD 4179; or
  - (b) in person at 29 Brookside Place, Lota, QLD 4179; or
  - (c) facsimile to the Company on facsimile number +61 7 3901 0751; or
  - (d) email to the Company at admin@dampiergold.com,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.**