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DAMPIER GOLD LIMITED

ACN 141 703 399

NOTICE OF ANNUAL GENERAL MEETING

TIME: 12:00 pm AEDT

DATE: 29 November 2016

PLACE: Level 27
25 Bligh Street
Sydney, NSW, 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

TIME AND PLACE OF MEETING

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 12:00 pm AEDT on Tuesday 29 November 2016 at:

Level 27
25 Bligh Street
Sydney, NSW, Australia 2000

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

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 AEDT on 27 November 2016.

VOTING IN PERSON

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

VOTING BY PROXY

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 came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- 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 on these changes is 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.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 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 3.

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 2016."

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

Voting Prohibition Statement for Resolution 3:

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.

5. RESOLUTION 4 – ISSUE OF 6,000,000 OPTIONS 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 6,000,000 Options 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.

6. RESOLUTION 5 – ISSUE OF 6,000,000 OPTIONS 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 6,000,000 Options 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:
 - (iii) a member of the Key Management Personnel; or
 - (iv) 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.

DATED: 26 OCTOBER 2016

BY ORDER OF THE BOARD

**MICHAEL HIGGINSON
COMPANY SECRETARY**

EXPLANATORY STATEMENT

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.

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 2016 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

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, Mr Zhang will retire at the Annual General Meeting and is eligible for re-election.

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 19 October 2015 was \$1.67m.

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 95,740,141 Shares on issue (all of which are quoted by ASX) and no options on issue.

The Company is currently seeking to acquire new resources assets or investments. The Company may use the funds raised from the issue of Equity Securities under the 10% Placement Facility for the acquisition of new resource assets or investments. Any Equity Securities used to acquire new resources assets or investments will not be quoted by ASX and will be subject to ASX imposed holding locks and escrow.

Following completion of the sale by the Company of its interest in the Plutonic Dome Gold Project on 25 August 2016, the Company has no activities. On 29 August 2016, ASX advised the Company that it had a period of six months to demonstrate to ASX that the Company is in compliance with Listing Rule 12.1 (see below). If the Company does not demonstrate compliance with Listing Rule 12.1 to the ASX's satisfaction by the close of business on 28 February 2017, ASX may suspend the Company's securities from official quotation.

ASX Listing Rule 12.1 states that "The level of an entity's operations must, in ASX's opinion, be sufficient to warrant the continued quotation of the entity's securities and its continued listing."

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 one class of Equity Securities, namely Shares.

(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 95,740,141 Shares and as a result of the issue of the issue on 16 November 2015 of 12,487,844 Shares has a capacity to issue:

- (i) nil Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being obtained under Resolution 2, 9,574,014 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 | | |
|--|---------------------|---|------------------------|---|
| | | \$0.0155 50% decrease in Issue Price | \$0.031 Issue Price | \$0.062 100% increase in Issue Price |
| 95,740,141 Current Variable A | 10% Voting Dilution | 9,574,014 Shares | 9,574,014 Shares | 9,574,014 Shares |
| | Funds raised | \$148,397 | \$296,794 | \$593,588 |
| 143,610,211 50% increase in current Variable A | 10% Voting Dilution | 14,361,021 Shares | 14,361,021 Shares | 14,361,021 Shares |
| | Funds raised | \$222,595 | \$445,191 | \$890,383 |
| 191,480,282 100% increase in current Variable A | 10% Voting Dilution | 19,148,028 Shares | 19,148,028 Shares | 19,148,028 Shares |
| | Funds raised | \$296,794 | \$593,588 | \$1,187,177 |

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 \$0.031, being the closing price of the Shares on ASX on 5 October 2016.
- (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 2015 Annual General Meeting on 30 November 2015.
- On 16 November 2015, the Company issued 12,487,844 fully paid ordinary shares at an issue price of \$0.019 per Share to raise \$237,269 (before costs) in working capital. No securities have been issued by the Company during the 12 months preceding the date of the Meeting.
- (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

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 were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

4.4 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.

5. RESOLUTION 4 – ISSUE OF 6,000,000 OPTIONS TO MALCOLM CARSON

Resolution 4 seeks Shareholder approval for the issue of 6,000,000 Options 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 6,000,000 Options 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 Options to Mr Carson constitutes a "financial benefit" as defined in the Corporations Act. Accordingly, the proposed issue of Options 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 6,000,000 Options to Mr Carson.

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:

- For personal use only
- (a) the related party to whom the financial benefit will be given is Mr Malcolm Carson, or his nominee;
 - (b) the maximum number of Options (being the nature of the financial benefit to be provided) to be issued to Mr Carson is 6,000,000 Options;
 - (c) the Options will be issued on the terms and conditions set out in Annexure A;
 - (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 Options will be issued as an incentive to Mr Carson for his continuing involvement in the management and growth of the Company and the exercise of these Options is linked to the success of this outcome; and
 - (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 options proposed to be issued. The value of the Options has been calculated using the Black & Scholes pricing model and is set out in this Explanatory Statement.

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 Options to Mr Carson as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the 6,000,000 Options 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 Options in accordance with ASX Listing Rule 10.13:

- (a) the related party that will be issued the Options is Mr Carson or his nominee and the maximum number of Options to be issued to Mr Carson is 6,000,000 Options;
- (b) the Company will issue the Options 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 Options will be issued on one date;
- (c) the Options will be issued for nil consideration. The Options are to be issued to Mr Carson for his continuing involvement in the management and growth of the Company and the exercise of these Options is linked to the success of this outcome;
- (d) the Options will be issued on the terms and conditions set out in Annexure A; and
- (e) no funds will be raised by the issue of the Options to Mr Carson.

Valuation of Options

The Options have been valued using the Black & Scholes pricing model.

The assumptions used to value the Options are as follows:

- (a) the expiry date of 3,000,000 of the Options is 31 July 2019 (**Class 1 Options**) and the expiry date of a further 3,000,000 of the Options is 31 July 2021 (**Class 2 Options**);
- (b) the Class 1 Options are exercisable at \$0.05 per Share and the Class 2 Options are exercisable at \$0.10 per Share;
- (c) the market price of a Share is \$0.031 (this being the market price of a Share);
- (d) a volatility factor of 100%. This is based on the history of share trading in the Shares and is consistent with the volatility factor used by the Company in its audited financial statements;
- (e) a risk-free interest rate of 1.5%;
- (f) the valuations ascribed to the Options may not necessarily represent the market price of the Options at the date of the valuation;
- (g) the valuation date for the Options is 11 October 2016; and
- (h) based on the above, the Class 1 Options are valued at \$0.0153 each (\$45,822 for 3,000,000 Class 1 Options) and the Class 2 Options are valued at \$0.01698 each (\$50,937 for 3,000,000 Class 2 Options).

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 \$0.013 on 22 December 2015. The latest trading price was \$0.031 on 5 October 2016;

- (b) The total number of fully paid ordinary shares on issue at the date of this Notice is 95,740,141. There are no options on issue at the date of this Notice. If the Options proposed in Resolutions 4 and 5 are issued this number will increase to 6,000,000 Class 1 Options and 6,000,000 Class 2 Options;
- (c) Mr Carson hold no Shares or options;
- (d) If all of the Class 1 Options proposed in Resolution 4 were to be exercised, the effect on the fully paid ordinary shares would be to increase the number from 95,740,141 to 98,740,141, resulting in the receipt by the Company of \$150,000 and a dilution to existing shareholders of 3.04%. If all the Class 1 Options and Class 2 Options proposed in Resolution 4 were to be exercised the effect on the fully paid ordinary shares would be to increase the number from 95,740,141 to 101,740,141, resulting in the receipt by the Company of \$450,000 and a dilution to existing shareholders of 5.6%;
- (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 2015 - \$174,340
- Proposed for current financial year ended 30 June 2016 - \$170,000
- (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.

6. RESOLUTION 5 – ISSUE OF 6,000,000 OPTIONS TO HUI GUO

Resolution 5 seeks Shareholder approval for the issue of 6,000,000 Options to Ms Hui Guo, 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 6,000,000 Options constitutes giving a financial benefit to a related party.

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

The issue of the Options to Ms Guo constitutes a "financial benefit" as defined in the Corporations Act. Accordingly, the proposed issue of Options 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 6,000,000 Options to Ms Guo.

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 Ms Guo:

- (a) the related party to whom the financial benefit will be given is Ms Hui Guo, or her nominee;
- (b) the maximum number of Options (being the nature of the financial benefit to be provided) to be issued to Ms Guo is 6,000,000 Options;
- (c) the Options will be issued on the terms and conditions set out in Annexure A;
- (d) Ms Guo is precluded from considering the Resolution. Ms Guo has an interest in the outcome of the Resolution because she is the proposed recipient of the financial benefit;
- (e) the Options will be issued as an incentive to Ms Guo for her continuing involvement in the management and growth of the Company and the exercise of these Options is linked to the success of this outcome; and

- (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 options proposed to be issued. The value of the Options has been calculated using the Black & Scholes pricing model and is set out in this Explanatory Statement.

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 Options to Ms Guo as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the 6,000,000 Options 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 Options in accordance with ASX Listing Rule 10.13:

- (a) the related party that will be issued the Options is Ms Guo or her nominee and the maximum number of Options to be issued to Ms Guo is 6,000,000 Options;
- (b) the Company will issue the Options 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 Options will be issued on one date;
- (c) the Options will be issued for nil consideration. The Options are to be issued to Ms Guo for her continuing involvement in the management and growth of the Company and the exercise of these Options is linked to the success of this outcome;
- (d) the Options will be issued on the terms and conditions set out in Annexure A; and
- (e) no funds will be raised by the issue of the Options to Ms Guo.

Valuation of Options

The Options have been valued using the Black & Scholes pricing model.

The assumptions used to value the Options are as follows:

- (a) the expiry date of 3,000,000 of the Options is 31 July 2019 (**Class 1 Options**) and the expiry date of a further 3,000,000 of the Options is 31 July 2021 (**Class 2 Options**);
- (b) the Class 1 Options are exercisable at \$0.05 per Share and the Class 2 Options are exercisable at \$0.10 per Share;
- (c) the market price of a Share is \$0.031 (this being the market price of a Share);
- (d) a volatility factor of 100%. This is based on the history of share trading in the Shares and is consistent with the volatility factor used by the Company in its audited financial statements;
- (e) a risk-free interest rate of 1.5%;
- (f) the valuations ascribed to the Options may not necessarily represent the market price of the Options at the date of the valuation;
- (g) the valuation date for the Options is 11 October 2016; and
- (h) based on the above, the Class 1 Options are valued at \$0.0153 each (\$45,822 for 3,000,000 Class 1 Options) and the Class 2 Options are valued at \$0.01698 each (\$50,937 for 3,000,000 Class 2 Options).

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 \$0.013 on 22 December 2015. The latest trading price was \$0.031 on 5 October 2016;
- (b) The total number of fully paid ordinary shares on issue at the date of this Notice is 95,740,141. There are no options on issue at the date of this Notice. If the Options proposed in Resolutions 4 and 5 are issued this number will increase to 6,000,000 Class 1 Options and 6,000,000 Class 2 Options;
- (c) Ms Guo holds a relevant interest in 12,630,849 Shares registered in the name of Columbus Minerals Pty Ltd;
- (d) If all of the Class 1 Options proposed in Resolution 5 were to be exercised, the effect on the fully paid ordinary shares would be to increase the number from 95,740,141 to 98,740,141, resulting in the receipt by the Company of \$150,000 and a dilution to existing shareholders of 3.04%. If all the Class 1 Options and Class 2 Options proposed in Resolution 5 were to be

exercised the effect on the fully paid ordinary shares would be to increase the number from 95,740,141 to 101,740,141, resulting in the receipt by the Company of \$450,000 and a dilution to existing shareholders of 5.6%;

- (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 2015 - \$226,158

Proposed for current financial year ended 30 June 2016 - \$170,000

- (f) Each of the Directors, namely Messrs Carson and 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.

For personal use only

GLOSSARY

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales, Australia.

Annexure means an annexure to this Explanatory Statement.

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.

Class 1 Option means an option to acquire a Share each exercisable at \$0.05 and expiring 31 July 2019 and otherwise on the terms and conditions set out in Annexure A.

Class 2 Option means an option to acquire a Share each exercisable at \$0.10 and expiring 31 July 2021 and otherwise on the terms and conditions set out in Annexure A.

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.

Options mean Class 1 Options and Class 2 Options.

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 2016.

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 A

TERMS AND CONDITIONS OF CLASS 1 OPTIONS (RESOLUTIONS 4 and 5)

The Class 1 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 Class 1 Option is \$0.05 ("Exercise Price").
- b) The Class 1 Options expire at 5:00 pm Western Standard Time in Perth, Australia on 31 July 2019 ("Expiry Date").
- c) The Class 1 Options can be exercised by the holder at any time on or before the Expiry Date.
- d) Each Class 1 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 Class 1 Option and payment to the Company of the Exercise Price.
- e) Shares issued as a result of the exercise of any of the Class 1 Options will rank equally in all respects with all Shares currently on issue.
- f) The Class 1 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 Class 1 Option is exercised before the relevant record date for that new issue.
- g) Shares issued on the exercise of Class 1 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 a Class 1 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 ("ASX") it will, pursuant to the exercise of a Class 1 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.
- h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Class 1 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.

TERMS AND CONDITIONS OF CLASS 2 OPTIONS (RESOLUTIONS 4 and 5)

The Class 2 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 Class 2 Option is \$0.10 ("Exercise Price").
- b) The Class 2 Options expire at 5:00 pm Western Standard Time in Perth, Australia on 31 July 2021 ("Expiry Date").
- c) The Class 2 Options can be exercised by the holder at any time on or before the Expiry Date.
- d) Each Class 2 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 Class 2 Option and payment to the Company of the Exercise Price.
- e) Shares issued as a result of the exercise of any of the Class 2 Options will rank equally in all respects with all Shares currently on issue.
- f) The Class 2 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 Class 2 Option is exercised before the relevant record date for that new issue.
- g) Shares issued on the exercise of Class 2 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 a Class 2 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 ("ASX") it will, pursuant to the exercise of a Class 2 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.
- h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Class 2 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.

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 12:00 pm AEDT, on Tuesday, 29 November 2016 at Level 27, 25 Bligh Street, Sydney, New South Wales, Australia, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions.

Important – If the Chair of the Meeting is your proxy or is appointed your proxy by default

The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 1 to 5 (inclusive). If the Chair of the Meeting is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolutions 1 to 5 (inclusive), you will be authorising the Chair to vote in accordance with the Chair's voting intentions on Resolutions 1 to 5 (inclusive) even though Resolutions 1, 3, 4 and 5 are connected directly or indirectly with a member of Key Management Personnel.

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

Voting on business of the Meeting

| | | FOR | AGAINST | ABSTAIN |
|--------------|--|--------------------------|--------------------------|--------------------------|
| 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 | Issue of 6,000,000 Options to Malcolm Carson | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Issue of 6,000,000 Options to Hui Guo | <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, 116 Alastair Street, Lota, QLD 4179; or
 - (b) in person at 116 Alastair Street, 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.