



DGR Global Limited
ABN 67 052 354 837

**Notice of Annual General Meeting
and Explanatory Memorandum**

Date of Meeting: 28 November 2025

Time of Meeting: 10:00am (Brisbane time)

Place of Meeting: Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000

Each Resolution to be put to the Meeting will be decided by poll vote, as a combination of proxy votes lodged, together with any votes cast in person at the Meeting. Accordingly, Shareholders are encouraged to lodge their votes online via the Company's Registry (<https://www.mpms.mufig.com/en/mufg-corporate-markets>) or via the proxy form to be supplied.

Any questions that Shareholders would like to put to the Meeting can also be emailed to the Company Secretary (gwalker@dgrglobal.com.au) by 10:00am on 28 November 2025. Responses to any questions will be given verbally at the Meeting.

Notice is given that the Annual General Meeting of Shareholders of DGR Global Limited ACN 052 354 837 (the **Company** or **DGR**) will be held at Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000, on 28 November 2025 at 10:00am (Brisbane time).

Terms used in this Notice of Meeting are defined in the “Definitions” section of the accompanying Explanatory Memorandum

AGENDA

ORDINARY BUSINESS

Annual Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Income Statement, Balance Sheet, Statements of Changes in Equity, Cash Flow Statement and the Notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2025.

See the Explanatory Memorandum For Further Information.

Resolution 1 - Remuneration Report

To consider and, if thought fit, pass the following Advisory Resolution:

“That the Remuneration Report for the year ended 30 June 2025 (as set out in the Directors' Report) is adopted.”

The vote on Resolution 1 is advisory only and does not bind the Directors of the Company. The Company's Annual Report 2025, which contains the Remuneration Report, is available on the Company's website at the following URL: <https://www.dgrglobal.com.au/annual-reports>

See the Explanatory Memorandum For Further Information.

VOTING RESTRICTION PURSUANT TO SECTION 250R OF THE CORPORATIONS ACT

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, this does not apply to a vote cast in favour of the relevant Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with directions given to the proxy or attorney to vote on the relevant Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with a direction given to the Chair to vote on the relevant Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on the relevant Resolution; and
 - the holder votes on the relevant Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

VOTING INTENTION OF CHAIRMAN

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, other than Resolutions where the Chairman is a related party and the subject of the Resolution, or is an associate of a related party the subject of a Resolution, in which case the Chairman cannot cast undirected proxies in respect to that Resolution.

For personal use only

Resolution 2 - Re-election of Mr Ben Hassell as a Director

To consider and, if thought fit, pass the following Ordinary Resolution:

"That in accordance with Rule 39.8 of the Company's Constitution, Mr Ben Hassell, who retires by rotation in accordance with Rule 39 of the Company's Constitution, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

See the Explanatory Memorandum For Further Information.

Resolution 3 - Approval to issue 20,000,000 Options to Mr Peter Wright or his nominated Associate

To consider and, if thought fit, pass the following Ordinary Resolution:

"That, for the purposes of Listing Rule 10.14, sections 195(4), 200E, 208, 259B(2) and 260C(4) of the Corporations Act and for all other purposes, the issue of up to 20,000,000 Options, having an exercise price of \$0.04 and expiry date that is 3 years after the date of issue, to Mr Peter Wright (or his nominated Associate) in accordance with the Explanatory Memorandum, be approved."

See the Explanatory Memorandum For Further Information.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast in favour of this Resolution by a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, a person who holds an option that is the subject of the approval and any of their respective Associates

However, the Company need not disregard a vote if:

- it is cast by a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial, or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Restriction Pursuant to Section 250BD of the Corporations Act

As Resolution 3 is connected directly or indirectly with the remuneration of a member of Company's Key Management Personnel, pursuant to section 250BD of the Corporations Act, a person must not cast a vote, and the Company will disregard any votes cast on this Resolution 3 by:

(a) any member of the Company's Key Management Personnel; or

(b) a Closely Related Party of such Key Management Personnel,

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not direct in writing the way the proxy is to vote on this Resolution 3.

However, the Company need not disregard a vote if it is cast by the Chair as proxy for a person who is entitled to vote, where the Shareholder does not direct in writing the way the proxy is to vote on this Resolution 3, if the appointment of proxy expressly authorises the Chair to exercise the proxy even if this Resolution 3 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

Voting Exclusion Statement – Sections 200E and 224 of the Corporations Act

For personal use only

A person must not cast a vote, and the Company will disregard any votes cast, (in any capacity) on Resolution 3 by or on behalf of:

- (a) Mr Peter Wright; or
- (b) an Associate of Mr Peter Wright.

However, this does not apply to a vote cast on Resolution 3 by:

- (a) a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 3;
- and
- (b) it is not cast on behalf of Mr Peter Wright or his Associate.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast in favour of Resolution 3 by the Chair, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

Resolution 4 - Approval to issue 20,000,000 Options to Mr Brian Moller or his Nominated Associate

To consider and, if thought fit, pass the following Ordinary Resolution:

"That, for the purposes of Listing Rule 10.14, sections 195(4), 200E, 208, 259B(2) and 260C(4) of the Corporations Act and for all other purposes, the issue of up to 20,000,000 Options, having an exercise price of \$0.04 and expiry date that is 3 years after the date of issue, to Mr Brian Moller (or his nominated Associate) in accordance with the Explanatory Memorandum, be approved."

See the Explanatory Memorandum For Further Information.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast in favour of this Resolution by a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, a person who holds an option that is the subject of the approval and any of their respective Associates

However, the Company need not disregard a vote if:

- it is cast by a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial, or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Restriction Pursuant to Section 250BD of the Corporations Act

As Resolution 4 is connected directly or indirectly with the remuneration of a member of Company's Key Management Personnel, pursuant to section 250BD of the Corporations

Act, a person must not cast a vote, and the Company will disregard any votes cast on this Resolution 4 by:

- (a) any member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of such Key Management Personnel,

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not direct in writing the way the proxy is to vote on this Resolution 4.

However, the Company need not disregard a vote if it is cast by the Chair as proxy for a person who is entitled to vote, where the Shareholder does not direct in writing the way the proxy is to vote on this Resolution 4, if the appointment of proxy expressly authorises the Chair to exercise the proxy even if this Resolution 4 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

Voting Exclusion Statement – Sections 200E and 224 of the Corporations Act

A person must not cast a vote, and the Company will disregard any votes cast, (in any capacity) on Resolution 4 by or on behalf of:

- (a) Mr Brian Moller; or
- (b) an Associate of Mr Brian Moller.

However, this does not apply to a vote cast on Resolution 4 by:

- (a) a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 4; and
- (b) it is not cast on behalf of Mr Brian Moller or his Associate.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast in favour of Resolution 4 by the Chair, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

Resolution 5 - Approval to issue 20,000,000 Options to Mr Ben Hassell or his Nominated Associate

To consider and, if thought fit, pass the following Ordinary Resolution:

"That, for the purposes of Listing Rule 10.14, sections 195(4), 200E, 208, 259B(2) and 260C(4) of the Corporations Act and for all other purposes, the issue of up to 20,000,000 Options, having an exercise price of \$0.04 and expiry date that is 3 years after the date of issue, to Mr Ben Hassell (or his nominated Associate) in accordance with the Explanatory Memorandum, be approved."

- See the Explanatory Memorandum For Further Information.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast in favour of this Resolution by a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, a person who holds an option that is the subject of the approval and any of their respective Associates

However, the Company need not disregard a vote if:

- it is cast by a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial, or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Restriction pursuant to Section 250BD of the Corporations Act

As Resolution 5 is connected directly or indirectly with the remuneration of a member of Company's Key Management Personnel, pursuant to section 250BD of the Corporations Act, a person must not cast a vote, and the Company will disregard any votes cast on this Resolution 5 by:

- (a) any member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of such Key Management Personnel,

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not direct in writing the way the proxy is to vote on this Resolution 5.

However, the Company need not disregard a vote if it is cast by the Chair as proxy for a person who is entitled to vote, where the Shareholder does not direct in writing the way the proxy is to vote on this Resolution 5, if the appointment of proxy expressly authorises the Chair to exercise the proxy even if this Resolution 5 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

Voting Exclusion Statement – Sections 200E and 224 of the Corporations Act

A person must not cast a vote, and the Company will disregard any votes cast, (in any capacity) on Resolution 5 by or on behalf of:

- (a) Mr Ben Hassell; or
- (b) an Associate of Mr Ben Hassell.

However, this does not apply to a vote cast on Resolution 5 by:

- (a) a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 5; and
- (b) it is not cast on behalf of Mr Ben Hassell or his Associate.

Voting Intention of the Chair

- Shareholders should be aware that any undirected proxies given to the Chair will be cast in favour of Resolution 5 by the Chair, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

SPECIAL BUSINESS

Resolution 6 - Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A

To consider and if thought fit, 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 of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions described in the Explanatory Memorandum (the **Placement Securities**)."*

See Explanatory Memorandum for Further Information.

VOTING EXCLUSION STATEMENT

- The Company will disregard any votes cast in favour of Resolution 6 by, or on behalf of, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit arising solely from their capacity as a holder of Shares) and any of their respective Associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- it is cast by the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial, or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

IMPORTANT NOTE

The proposed allottees of any Placement Securities are not as yet known or identified, as the Company is not, at the date of dispatch of this notice of meeting, proposing to make an issue of equity securities under rule 7.1A.2. In these circumstances, for a person's vote to be excluded, it must be known that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities),

shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company. Specific comments relating to the Resolutions are set out in the Explanatory Memorandum.

By order of the Board

Geoff Walker

Company Secretary

27 October 2025

For personal use only

Explanatory Memorandum

Introduction

This Explanatory Memorandum is provided to Shareholders of DGR Global Limited ACN 052 354 837 (the **Company** or **DGR**) to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Qld, 4000 on 28 November 2025 commencing at 10:00am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Consider the Company's 2025 Annual Report

The Corporations Act requires the financial report, the Directors' Report and the Auditor's Report to be tabled at the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the Directors' Report or the Auditor's Report. The Company's 2025 Annual Report is placed before the Shareholders for discussion only. No voting is required for this item. Shareholders can obtain a copy of the Company's 2025 Annual Report by sending a request to info@dgrglobal.com.au or by downloading a copy from the Company's website: www.dgrglobal.com.au

Shareholders will also have the opportunity to ask any questions they may have about the Annual Report and the Financial Statements of Company management or the auditors.

ORDINARY RESOLUTIONS

Resolution 1 - Remuneration Report

The Board has submitted its Remuneration Report (included in the 2025 Annual Report) to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the 2025 Annual Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The Board makes no recommendation on voting for this Resolution. A vote on this Resolution is advisory only and does not bind the Directors of the Company.

A Voting Exclusion Statement is set out in the Notice of Meeting for this Resolution. Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

Resolution 2 - Re-election of Mr Ben Hassell as a Director

Mr Ben Hassell retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director. Mr Hassell has served on the DGR Global Board since 2 August 2002.

Mr. Hassell is a Chartered Accountant who has worked across a broad cross-section of industries, including listed and non-listed companies. He also has extensive experience working with private discretionary trusts, SMSFs and Private Ancillary Funds. Importantly, Ben has worked at all levels - operational, management and executive level - and has an excellent understanding of business at all phases of its development. Ben also has extensive experience in Debt and Equity Funding, Stakeholder Management and Regulatory Compliance. Ben's special areas of expertise are financial modelling, forecasting/projecting and risk mitigation. Currently, Ben holds the position of Group General Manager of the Samuel Group of Companies, a Brisbane based Investment and Consultancy Group directing and managing a diverse portfolio including cattle stations, listed mineral resource companies, rural and residential Real Estate and philanthropic services associated with DGR CEO, Nicholas Mather.

There is no voting exclusion statement for this Resolution.

The Directors (with Mr Hassell abstaining) recommend that you vote in favour of this Resolution.

Resolutions 3 to 5 - Approval to issue 20,000,000 Options to the Non-Executive Directors or their nominated Associates

Resolutions 3 to 5 seek Shareholder approval for the purpose of Listing Rule 10.14, sections 195(4), 200E and 208 of the Corporations Act and all other purposes, to issue a total of up to 60,000,000 Options to the Directors or their nominated Associates (Director Options), pursuant to the terms of the Plan and as part of their long-term incentive arrangements as follows:

- 20,000,000 Options to Mr Peter Wright or his nominated Associate (Resolution 3);
- 20,000,000 Options to Mr Brian Moller or his nominated Associate (Resolution 4); and
- 20,000,000 Options to Mr Ben Hassell or his nominated Associate (Resolution 5).

Summary of the Director Options

The Director Options will:

- be unquoted;
- have an exercise price of \$0.04;
- have an expiry date that is three years from their date of issue; and
- be issued subject to having received Shareholder approval,

and will otherwise be subject to the terms of the Plan set out in Annexure A.

Listing Rule 10.14

Listing Rule 10.14 provides that a company must not issue or agree to issue Equity Securities under an employee incentive scheme (such as the Plan) to a Director or their Associates without Shareholder approval. An Equity Security includes a convertible security or a right to an unissued share, such as the Director Options (the Director Securities).

Accordingly, the Company seeks Shareholder approval pursuant to Listing Rule 10.14 for the issue of the Director Securities to the Directors or their nominated Associates.

If Resolutions 3 to 5 are passed, the Company will proceed with the issue and the Directors or their nominated Associates will receive their respective Director Securities in accordance with the terms of the Plan.

Shareholders should be aware that if Shareholder approval is obtained under Listing Rule 10.14, further approval for the issue of the Director Securities is not required under Listing Rule 7.1 (Listing Rule 7.2, Exception 14) or under Listing Rule 10.11 (Listing Rule 10.12, Exception 8).

If Resolutions 3 to 5 are not passed, the Director Securities will not be issued to the Directors or their nominated Associates.

Chapter 2E of the Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a Related Party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the Related Party.

The Directors are each a Related Party of the Company. In accordance with section 208 of the Corporations Act, to give a financial benefit to a Related Party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Board (in the absence of the relevant Director regarding their respective issue) has formed the view that Shareholder approval under sections 208 and 195(4) of the Corporations Act is not required for the proposed issue of the Director Securities pursuant to Resolutions 3

to 5, on the basis that the benefits constitute reasonable remuneration that is consistent with the Directors' engagement with the Company and, therefore, the exception in section 211 of the Corporations Act applies to Resolutions 3 to 5. Section 211 provides that Shareholder approval is not required for the purposes of section 208 in circumstances where the benefit constitutes remuneration which would be reasonable given the Company's and the Related Party's circumstances.

Having considered the circumstances of the Company and the circumstances of the Directors to receive the Director Securities, the Board (in the absence of the relevant Directors regarding their respective issue) considers that the financial benefits conferred by the grant of the Director Securities to the Directors is reasonable in the circumstances, and therefore the exception in section 211 applies because:

- they are a cost effective and efficient means for the Company to remunerate its Directors, as opposed to alternative forms of incentive, such as the payment of additional cash compensation;
- they reflect the extensive experience, track record and reputation that each Participating Director has within the resources industry;
- the expiry date of the Director Options is three years from the date of issue;
- the issue of Director Securities will ensure that the remuneration offered is competitive with market standards and practice. The Board has considered the proposed number of Equity Securities to be granted and ensured that the Directors' overall remuneration is line with market practice; and
- the issue of the Director Securities will retain and ensure continuity of service of the Directors, who each have appropriate knowledge and expertise while maintaining the Company's cash reserves for other preferred uses.

Section 200E – Termination Benefits

The Corporations Act restricts the Company from giving certain "benefits" to certain persons (those who hold a managerial or executive office, as defined in the Corporations Act) on ceasing their employment with the Company (Termination Benefits), in the absence of prior shareholder approval unless an exemption applies.

The term "benefit" is defined broadly in the Corporations Act and includes benefits arising from the Board exercising its discretion under the rules of the Plan.

Under the terms of the Plan and subject to the Listing Rules, the Board possesses the discretion to vary the terms or conditions of the Equity Securities. As a result of this discretion, the Board has the power to determine that some or all of a participant's Equity Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Equity Securities, including as a result of death or total permanent disability.

The exercise of this discretion by the Board may constitute a Termination Benefit for the purposes of the Corporations Act. Accordingly, Resolutions 3 to 5 also seeks Shareholder approval, for the Company to potentially provide these Termination Benefits to participants in the Plan.

For the purposes of Listing Rule 10.15 and sections 200E and 219 of the Corporations Act, the following information is provided in respect of Resolutions 3 to 5:

Name of the Person	<p>If Resolution 3 is passed, 20,000,000 Options will be issued to Mr Peter Wright or his nominated Associate.</p> <p>If Resolution 4 is passed, 20,000,000 Options will be issued to Mr Brian Moller or his nominated Associate.</p> <p>If Resolution 5 is passed, 20,000,000 Options will be issued to Mr Ben Hassell or his nominated Associate.</p>
Which Category in Listing Rules 10.14.1 – 10.14.3 the Person falls within and why	Each Director is a person falling within the prescribed category set out in Listing Rule 10.14.1 and their Associates fall within Listing Rule 10.14.2.
If not Fully Paid Ordinary Securities, a Summary of Material Terms	<p>A summary of the material terms pursuant to which the Tranche 3 Options will be issued is set out in Schedule 2 to this Explanatory Memorandum.</p> <p>The Options have an exercise price of \$0.04 unless otherwise adjusted on the terms as set out in section 2 of Schedule 2.</p>
Number and Class of Securities Proposed to be Issued to the Person	<p>If Resolution 3 is passed, 20,000,000 Options will be issued to Mr Peter Wright or his nominated Associate.</p> <p>If Resolution 4 is passed, 20,000,000 Options will be issued to Mr Brian Moller or his nominated Associate.</p> <p>If Resolution 5 is passed, 20,000,000 Options will be issued to Mr Ben Hassell or his nominated Associate.</p>
Details of the Director's Current Total Remuneration Package	<p>Mr Wright currently receives fixed remuneration of \$150,000 per annum (inclusive of statutory superannuation) for his services as Non-Executive Chairman.</p> <p>Mr Moller currently receives fixed remuneration of \$70,000 per annum (inclusive of statutory superannuation) for his services as Non-Executive Director and Chairman of the Audit Committee</p> <p>Mr Hassell currently receives fixed remuneration of \$50,453 per annum (inclusive of statutory superannuation) for his services as Non-Executive Director.</p>
Number of Securities Previously Issued Under the Scheme and the Average Acquisition Price Paid for those Securities	None of the Directors have been issued securities under the Plan previously.
If the Securities are not Ordinary Securities, Provide a Summary of the Material Terms of the Securities, An Explanation as to why that Type of Security is being used and the Value the	<p>A summary of the material terms of the Director Options is set out above this table under the heading "Summary of material terms of the Director Options".</p> <p>The Company has proposed to issue the Director Securities to reward and incentivise the Directors as Directors to contribute to the growth of the Company. The Company believes that the grant of the Director Securities provides a cost effective and efficient incentive as</p>

Entity attributes to that Security and its basis	<p>opposed to alternative forms of incentives (e.g., increased remuneration).</p> <p>It is also considered that the value of the Options is dependent upon a concomitant increase in the value of the Company generally.</p> <p>The Company has used a Black-Scholes valuation methodology of the Director Securities utilising a underlying share price of \$0.022, being the closing Share price on 17 October 2025 (being the date of the valuation).</p> <table border="1" data-bbox="555 483 1422 976"> <tr> <td>Underlying Share Price</td><td>\$0.022</td></tr> <tr> <td>Exercise Price</td><td>\$0.04</td></tr> <tr> <td>Term</td><td>3 Years</td></tr> <tr> <td>Risk-Free Rate</td><td>3.251</td></tr> <tr> <td>Dividend Yield</td><td>Nil</td></tr> <tr> <td>Volatility (rounded)</td><td>100%</td></tr> <tr> <td>Number of Director Options</td><td>60,000,000</td></tr> <tr> <td>Value per Director Option</td><td>\$0.00129</td></tr> <tr> <td>Total Value</td><td>\$77,400</td></tr> </table> <p>As such, the total value per the above valuation of the Director Securities for each of the Directors is:</p> <p>(a) Peter Wright: \$25,800;</p> <p>(b) Brian Moller: \$25,800; and</p> <p>(c) Ben Hassell: \$25,800</p> <p>Please note that the Director Securities will be valued on the date of Shareholder approval and the above is provided as a guide only.</p>	Underlying Share Price	\$0.022	Exercise Price	\$0.04	Term	3 Years	Risk-Free Rate	3.251	Dividend Yield	Nil	Volatility (rounded)	100%	Number of Director Options	60,000,000	Value per Director Option	\$0.00129	Total Value	\$77,400
Underlying Share Price	\$0.022																		
Exercise Price	\$0.04																		
Term	3 Years																		
Risk-Free Rate	3.251																		
Dividend Yield	Nil																		
Volatility (rounded)	100%																		
Number of Director Options	60,000,000																		
Value per Director Option	\$0.00129																		
Total Value	\$77,400																		
The date or dates on or by which the entity will issue the securities to the person under the scheme	<p>The Director Securities will be issued as soon as possible following the Meeting, but in any event, no later than three years of the date of the Meeting.</p>																		
The price at which the entity will issue the securities to the person under the scheme	<p>The Director Securities will be issued for nil consideration as they are being issued to remunerate the Directors.</p>																		
Summary of the Material Terms of the Scheme	<p>A summary of the Plan, under which the Director Securities are to be issued, is set out in Annexure A.</p>																		
Summary of the material terms of any loan that will be made to the person in relation to the acquisition	<p>No loan will be provided to the Directors in relation to the Director Securities.</p>																		
Statement for the Purpose of Listing Rule 10.15.11	<p>Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p>																		

	Any additional persons covered by Listing Rule 10.14 who will become entitled to participate in an issue of securities under the Plan after Resolutions 3 to 5 are approved (should it be approved) and who are not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.
Explanation of the Termination Benefits	<p>Under the terms of the Plan and subject to the Listing Rules, the Board possesses various discretions, including to determine that some or all of a participant's Equity Securities will not lapse in the event of a participant ceasing employment or office before the vesting of their Equity Securities, including as a result of death or total permanent disability. It also enables the Board to exercise its discretion to deem some or all Director Securities to be forfeited and/ or waive any vesting or exercise conditions attaching to those Director Securities in the event of cessation of employment or engagement by the Company.</p> <p>As noted above, the exercise of these discretions by the Board will constitute a "benefit" for the purposes of the restrictions contained in the Corporations Act's regarding Termination Benefits.</p>
Value of the Termination Benefits	<p>Various matters will or are likely to affect that value of the Termination Benefits that the Board may give under the Plan and, therefore the value of the Termination Benefits cannot be determined in advance.</p> <p>The value of a particular benefit resulting from the exercise of the Board's discretion under the Plan will depend on factors such as the Share price at the time of the exercise of this discretion and the number of Director Securities that the Board decides to will not be forfeited and/ or waive the vesting or exercise conditions in respect of. Some of the factors that may affect the value of the Termination Benefits are as follows:</p> <p>(a) the nature and extent of any vesting conditions or exercise conditions waived by the Board;</p> <p>(b) the number of vesting conditions that have been satisfied at the time that the Board exercises this discretion; and</p> <p>(c) the number of unexercised Director Securities that the participant holds at the time that this discretion is exercised.</p>

The Directors, other than the relevant Director in respect of their respective Resolution, recommend that Shareholders vote in favour of Resolutions 3 to 5.

The Chair intends to vote all undirected proxies in favour of Resolutions 3 to 5.

Resolution 6 - Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A

1. Introduction

Pursuant to Resolution 4, the Company is seeking Shareholder approval by way of a special Resolution to issue an additional 10% of its issued capital over up to a 12-month period pursuant to Listing Rule 7.1A. If passed, this Resolution will allow the Company to allot and issue, for cash consideration, up to the number of new equity securities, in an existing quoted class (currently only ordinary shares), calculated in accordance with the formula in Listing Rule 7.1A.2 (the **7.1A Placement Shares**), each at an issue price of at least 75% of the VWAP for the Company's equity securities in that class (calculated over the last 15 days on which trades in the equity securities in that class are recorded immediately

before the date on which the price at which the relevant 7.1A Placement Shares are to be issued is agreed, or if the 7.1A Placement Shares are not issued within ten trading days of that date, the date on which the 7.1A Placement Shares are issued) (the **Issue Price**).

This approval is sought pursuant to Listing Rule 7.1A, under which small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by Special Resolution at their annual general meeting, are permitted to issue an additional 10% of the issued capital over a 12-month period from the date of the annual general meeting (the **Additional 10% Placement**).

The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without Shareholder approval over a 12-month period pursuant to Listing Rule 7.1. The Company may issue the 7.1A Placement Shares to raise funds for the Company.

Funds raised from the issue of 7.1A Placement Shares, if undertaken, would be applied towards the acquisition of new assets or investments (including expenses associated with such acquisitions), continued exploration and feasibility study expenditure on the Company's current assets and general working capital.

The Directors unanimously recommend that Shareholders vote in favour of this Special Resolution.

2. Listing Rule 7.1A

Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its Annual General Meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index (**Eligible Entity**).

For illustrative purposes only, on 17 October 2025, the Company's market capitalisation was approximately \$23.0 million based on the closing market price of the Shares on that date. The calculation of market capitalisation will be based on the closing market price of the Shares, on the last trading day on which trades in the Shares were recorded before the date of the Annual General Meeting, multiplied by the number of Shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is also not included in the S&P/ASX300 Index as at the time of this Annual General Meeting; however, it should be noted that the S&P/ASX300 Index is rebalanced twice a year in March and September. The Company is therefore an Eligible Entity and able to undertake an Additional 10% Placement under Listing Rule 7.1A. In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholder approval pursuant to this Resolution, the approval obtained will not lapse and the Company will still be entitled to issue the 7.1A Placement Shares during the 12-month period following this AGM.

Shareholder Approval by Special Resolution

The ability to issue the 7.1A Placement Shares is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution passed at the Meeting. A Special Resolution is a resolution passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to Listing Rule 7.1A, no 7.1A Placement Shares will be issued until and unless this Special Resolution is passed at the Meeting.

3. Formula for Calculating 10% Placement Facility – Listing Rule 7.1A.2

Listing Rule 7.1A2 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 the equity securities calculated in accordance with the following formula:

(A x D) – E

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:

plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where: (a) the convertible securities were issued to or agreed to be issued before the commencement of the 12 months; or (b) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

plus the number of fully paid ordinary securities issued in the 12 months under an agreement to issue securities within Listing Rule 7.2 exception 16 where: (a) the agreement was entered into before the commencement of the 12 months; or (b) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

plus the number of partly paid ordinary securities that became fully paid in the 12 months;

plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of shares under Listing Rules 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);

less the number of fully paid ordinary securities cancelled in the 12 months.

Note that A is 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.

4. Listing Rules 7.1 and 7.1A

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

At the date of this Notice of Meeting, the Company has on issue 1,043,695,978 Shares. If this Resolution is passed the Company will have the capacity to issue the following equity securities immediately following the Meeting:

- (1) 156,554,397 equity securities under Listing Rule 7.1; and
- (2) subject to Shareholder approval being obtained under this Resolution, a further 104,369,597 7.1A Placement Shares under Listing Rule 7.1A.

The actual number of 7.1A Placement Shares that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the 7.1A Placement Shares in accordance with the formula prescribed in Listing Rule 7.1A.2 (and set out above).

5. Information to be given to ASX – Listing Rule 7.1A.4

If Resolution 5 is passed and the Company issues any 7.1A Placement Shares under Listing Rule 7.1A, the Company will give to ASX:

- (1) a list of allottees of the 7.1A Placement Shares and the number of the 7.1A Placement Shares allotted to each placee (this list will not be released to the market);
- (2) state in its announcement of the proposed issue under rule 3.10.3 or in its application for quotation of the Placement Shares under rule 2.7 that the Placement Shares are being issued under rule 7.1A; and
- (3) details of the proposed issue of equity securities in the form of, or accompanied by, an Appendix 3B.

6. Specific Information Required by Listing Rule 7.3A

Listing Rule 7.3A sets out the requirements for notices of meeting at which shareholder approval is sought for the additional capacity to issue equity securities under Listing Rule 7.1A. For the purposes of Listing Rule 7.1A the Company advises as follows:

1. *Period of time for which approval granted under Listing Rule 7.1A will be valid – Listing Rule 7.3A.1*

If this Resolution is passed, Shareholder approval for the Additional 10% Placement will be valid from the date of the Meeting until the earlier to occur of:

- (1) the date that is 12 months after the date of the Meeting at which the approval is obtained; or
- (2) the date of the approval by Shareholders of 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); or
- (3) The time and date of the next annual general meeting.

Accordingly, if Shareholders give approval for the issue of the 7.1A Placement Shares pursuant to this Resolution, then that approval will expire on 28 November 2025 or the next annual general meeting (if earlier) unless Shareholder approval is granted pursuant to Listing Rules 11.1.2 or 11.2 prior to that date.

2. *Minimum Price of securities issued under Listing Rule 7.1A – Listing Rule 7.3A.2*

Pursuant to and in accordance with Listing Rule 7.1A.3, the 7.1A Placement Shares issued pursuant to an approval under Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the equity securities over the 15 trading days on which trades in that class were recorded immediately before:

- (1) the date on which the price at which the 7.1A Placement Shares are to be issued is agreed; or
- (2) if the 7.1A Placement Shares are not issued within ten trading days of the date in paragraph (1) above, the date on which the 7.1A Placement Shares are issued.

The Company will disclose to the ASX the issue price on the date of issue of the 7.1A Placement Shares.

3. *Purpose – Listing Rule 7.3A.3*

As noted above, the purpose for which the 7.1A Placement Shares may be issued include to raise funds to be applied towards the acquisition of new assets or investments (including expenses associated with such acquisitions), continued exploration and feasibility study expenditure on the Company's current assets and general working capital.

4. *Risk of Economic and Voting Dilution – Listing Rule 7.3A.4*

As provided by Listing Rule 7.3A.2, if this Resolution is passed and the Company issues the 7.1A Placement Shares, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 1,043,695,978 Shares. Subject to the passing of this Special Resolution, the number of Shares that the Company could issue pursuant to Listing Rule 7.1A will be 104,369,597 (however, it is important to note that the exact number of 7.1A Placement Shares which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2, the details of which

are set out above). Any issue of the 7.1A Placement Shares will have a dilutive effect on existing Shareholders.

There is a specific risk of economic and voting dilution to existing ordinary security holders that may result from an issue of Placement Shares under rule 7.1A.2, including the risk that:

- (1) the closing market price for the Company's equity securities may be significantly lower on the date of the issue of any 7.1A Placement Shares than it is on the date of the Meeting; and
- (2) the 7.1A Placement Shares may be issued at a **Listing Rule 10.14** price that is at a discount to the closing market price for the Company's equity securities on the issue date.

As required by Listing Rule 7.3A.2, Table 2 below shows the potential economic and voting dilution effect, including where the issued share capital has increased (by both 50% and 100%) and the closing market price of the Shares has:

- (1) decreased by 50%; and
- (2) increased by 100%.

Table 2:

	50% Decrease in Closing Market Price		Closing Market Price		100% Increase in Closing Market Price	
	\$ 0.011		\$ 0.022		\$ 0.044	
	10% Voting Dilution	Capital Raised	10% Voting Dilution	Capital Raised	10% Voting Dilution	Capital Raised
Present Issued Share Capital 1,043,695,978	104,369,598	\$ 1,148,066	104,369,598	\$ 2,296,131	104,369,598	\$ 4,592,262
50% Increase in Share Capital 1,565,543,967	156,554,397	\$ 1,722,098	156,554,397	\$ 3,444,197	156,554,397	\$ 6,888,393
100% Increase in Share Capital 2,087,391,956	208,739,196	\$ 2,296,131	208,739,196	\$ 4,592,262	208,739,196	\$ 9,184,525

Assumptions and Explanations for Table 2

- a. The closing market price is \$0.022, based on the closing market price of the Shares on ASX on 17 October 2025.
- b. The above table only shows the dilutionary effect based on the issue of the 7.1A Placement Shares (assuming only Shares are issued), and not any Shares issued under the 15% capacity under Listing Rule 7.1.
- c. The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. It shows the number of shares that the Company's share capital will increase by.
- d. The Company issues the maximum number of 7.1A Placement Shares.
- e. As prescribed by Listing Rule 7.3A.4, the issued Share capital figure used in Table 2 is the same as the variable "A" in the formula prescribed by Listing Rule 7.1A.2, calculated as at 16 October 2025.
- f. The issue price of the 7.1A Placement Shares used in the table is the same as the closing market price and does not take into account the discount to the closing market price (if any).
- g. The table above does not show the potential dilutionary effect to a particular shareholder.

5. Company's Allocation Policy – Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the 7.1A Placement Shares. The identity of the allottees of 7.1A Placement Shares will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- (1) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing shareholders can participate;
- (2) the effect of the issue of the 7.1A Placement Shares on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

The allottees of the 7.1A Placement Shares have not been determined as at the date of this Notice but may include existing substantial Shareholders and new Shareholders who are not related parties or associates of a related party of the Company.

6. *Details of all equity securities issued under Listing Rule 7.1A.2 where Shareholder approval under Listing Rule 7.1A was previously obtained – Listing Rule 7.3A.6*

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the previous Annual General Meeting held on 24 November 2024. The Company has not issued any securities under Listing Rule 7.1A.2 since that approval was granted.

As at the date of this Notice of Meeting, the Company does not have any intention to issue any Equity Securities under Listing Rule 7.1A which has not previously been disclosed..

7. *Further information required by Listing Rule 14.1A*

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval as set out in Listing Rule 7.1.

7. Directors' Recommendation

The Directors recommend that you vote in favour of this Special Resolution.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Geoff Walker (the Company Secretary):

DGR Global Limited

Street Address: Suite 9C, London Offices, 30 Florence Street, Teneriffe 4005

Postal Address: GPO Box 5261, Brisbane QLD 4001

Ph: (07) 3303 0680 Fax: (07) 3303 0681

Email: gwalker@dgrglobal.com.au

Annexure A – Summary of Employee Awards Plan

Overview	<p>The Employee Awards Plan (Plan) is extended to eligible persons of the Company as the Board may in its discretion determine (Eligible Persons).</p> <p>The Plan is a long-term incentive aimed at creating a stronger link between both an Eligible Person's performance and reward, whilst increasing Shareholder value in the Company.</p>
Eligible Person and Eligible Associate	<p>An Eligible Person is a Director, employee, contractor or prospective participant of the Company or an associated body corporate or a person who is otherwise a primary participant who the Board, in its discretion, determines to be eligible to participate in the Plan.</p> <p>An Eligible Associate is:</p> <ul style="list-style-type: none"> (a) an immediate family member of an Eligible Person; (b) a company whose members comprise no persons other than the Eligible Person or immediate family members of the Eligible Person; (c) a corporate trustee of a self-managed superannuation fund (within the meaning of the <i>Superannuation Industry (Supervision) Act 1993</i>) where the Eligible Person is a director of the corporate trustee; and/or (d) a person who is an associate of the Eligible Person within the meaning of "associate" in section 318 of the <i>Income Tax Assessment Act 1936</i> (Cth).
Participant	<p>An Eligible Person or an Eligible Associate who accepts an offer to participate in the Plan is a Participant.</p>
Acceptance of Offer to Participate in the Plan	<p>An offer to participate in the Plan may be accepted by an Eligible Person (to whom the offer is made):</p> <ul style="list-style-type: none"> (a) by delivering to the Company written acceptance of the offer in the form determined by the Board and stated in the letter of offer; (b) by paying the issue price applicable to the offer in cleared funds; and (c) in accordance with the instructions that accompany the offer, or in any other way that the Board determines. <p>An Eligible Person who receives an offer may renounce the offer in favour of the offer being made to an Eligible Associate.</p>
Performance Hurdles	<p>The Board will determine, in its absolute discretion, whether any performance hurdles or other conditions (including as to time) will be required to be met before the Awards which have been granted under the Plan can vest (Performance Hurdles).</p> <p>Awards will vest upon:</p> <ul style="list-style-type: none"> (a) the satisfaction of the Performance Hurdles; (b) the waiver of the Performance Hurdles by the Board; or

For personal use only

	<p>(c) the deemed satisfaction of the Performance Hurdles in accordance with the Plan,</p> <p>and when a vesting notice in respect of that Award has been given to the Participant (if applicable).</p>
Issue Price	<p>The issue price for an Award will be an amount determined by the Board, in its sole discretion, and shall be payable by a Participant at the time that the Participant accepts the Offer.</p> <p>For the avoidance of doubt, the issue price may be nil.</p>
Exercise Price	<p>The exercise price of a Performance Right or Option will be an amount determined by the Board, in its sole discretion, and shall be payable by a Participant on the exercise of a vested Performance Right or Option.</p> <p>For the avoidance of doubt, the exercise price may be nil.</p>
Award Period	<p>The terms for exercise, including the award period, are stated in the letter of offer.</p>
Lapse	<p>An Award lapses, to the extent that it has not been exercised, on the earlier to occur:</p> <ul style="list-style-type: none"> (a) the date that the award period expires; (b) the date on which the Board makes a determination that a Participant acts fraudulently or dishonestly or is in material breach of his or her obligations to the Company or an associated body corporate; (c) the date on which the Board allots and issues such number of Shares in respect of Awards that have been exercised; (d) the date that is 6 months from the actual change in control of the Company unless the Board determines otherwise; (e) if an Eligible Person's employment or engagement with the Company ceases because of: <ul style="list-style-type: none"> (1) death, serious injury, disability or illness which renders the Eligible Person incapable of continuing their employment or engagement (or providing the services the subject of the engagement) with the Company or associated body corporate; (2) forced early retirement, retrenchment or redundancy; or (3) such other circumstances which results in a Eligible Person leaving the employment of or ceasing their engagement with the Company or associated body corporate and which the Board determines is an Uncontrollable Event, <p>(each an Uncontrollable Event), the last day of:</p> <ul style="list-style-type: none"> (4) the award period; or (5) the 6 month period from the date of cessation of employment or engagement (or such other period determined by the Board in its absolute discretion); and

	<p>(f) if an Eligible Person's employment or engagement with the Company ceases for reasons other than due a Uncontrollable Event (Controllable Event), the date:</p> <p>(1) of the Controllable Event; or</p> <p>(2) determined by the Board in its absolute discretion.</p>
Rights and Restrictions of Awards	<p>(a) Performance Rights and Options issued pursuant to the Plan have no rights to dividends or other distributions and no rights to vote at meetings of the Company until that Performance Right or Option is exercised and the holder of the Performance Rights and/or Options is a Shareholder in the Company.</p> <p>(b) Performance Rights and Options issued pursuant to the Plan have no participating rights or entitlements in pro rata issues of securities to Shareholders by way of bonus issues until that Performance Right or Option is exercised and the holder of the Performance Rights and/or Options is a Shareholder in the Company as at the date for determining entitlements under such bonus issue.</p> <p>(c) In the event of a pro rata issue (except a bonus issue) made by the Company during the award period of the Options or of any unexercised Performance Right (and such Performance Right has an exercise price above nil) the Company may adjust the exercise price in accordance with the formula in the terms of the Plan (being the formula set out in Listing Rule 6.22.2 as at the date of this Notice of Meeting). All Awards allotted under the Plan will upon allotment rank pari passu in all respects with other Awards of the same class, except as set out in the Plan.</p> <p>(d) If there are certain variations of the share capital of the Company (including winding up, sub-division, consolidation or a reduction or return in share capital), the Board may make such adjustments to the entitlement of Participants as it considers appropriate, including to the extent necessary to comply with the Listing Rules including on the reorganisation of capital at the time of the reorganisation.</p> <p>(e) Performance Rights and Options will not be quoted on the ASX. The Company will use its best endeavours to apply for quotation and listing of any Shares issued under the Plan (including upon exercise of Performance Rights and Options) on the ASX.</p> <p>(f) An Award does not confer on the Participant the right to participate in a new issues of securities by the Company.</p>
Assignability	<p>The Board may implement any procedure it considers appropriate (including specifying a holding lock on the transfer of Shares or refusing to register a transfer) to restrict a Participant from disposing of any Awards acquired under this Plan.</p>
Administration	<p>The Plan is administered by the Board, which has the discretion to determine appropriate procedures for its administration, resolve questions of interpretation of the Plan or the terms of allotment of any Award and</p> <p>waive, in whole or in part, any part of the terms of allotment of any Award.</p> <p>The Board may delegate its powers and discretions under the Plan.</p>

Change of Control	<p>(a) Where there is a Change of Control Event, any unvested or unexercised Awards will automatically vest or become exercisable prior to the effective date of the Change of Control Event or such earlier date determined by the Board in its absolute discretion.</p> <p>(b) Where the Board determines that a Change of Control Event is likely to occur, the Board may determine the manner in which any or all of the Awards will be dealt with, provided that such manner does not include the lapsing or forfeiture of unvested or unexercised Awards for less than the full vesting period and the Performance Hurdles applicable to such Awards.</p> <p>(c) Notwithstanding the above, the Board may specify a particular treatment that will apply to unvested or unexercised Awards in the context of a Change of Control Event in the letter of offer.</p> <p>A Change of Control Event means any of the following:</p> <p>(a) the Company entering into a scheme of arrangement with its creditors or Shareholders or any class thereof pursuant to section 411 of the Corporations Act;</p> <p>(b) the commencement of a bid period (as defined in the Corporations Act) in relation to the Company to acquire any Share where the takeover bid extends to Shares issued and allotted after the date of the takeover bid;</p> <p>(c) when a person or group of associated persons having a relevant interest in, subsequent to the adoption of the Plan, sufficient Shares in the Company to give it or them the ability, in general meeting, to replace all or a majority of the Directors in circumstances where such ability was not already held by a person associated with such person or group of associated persons; or</p> <p>(d) that, in the Board's opinion, is likely to result in, or should otherwise be treated as, a change in the control of the Company.</p>
Amendments	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan, including (without limitation) the terms and conditions upon which any Awards have been granted under the Plan (which may include, the waiver of the Performance Hurdles) and determine that any amendments to the terms of the Plan be given retrospective effect.</p> <p>No amendment to any provision of the Plan may be made if the amendment materially adversely affects the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants who between them hold not less than 75% of the total number of affected Awards.</p>
Termination and suspension	<p>The Plan may be terminated or suspended at any time by resolution of the Directors and notification to the ASX in accordance with the Listing Rules.</p>

LODGE YOUR VOTE

ONLINE
<https://au.investorcentre.mpms.mufig.com>

BY MAIL

DGR Global Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia


BY FAX

+61 7 3303 0681


BY HAND

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 215


ALL ENQUIRIES TO

Telephone: 07 3303 0680

Overseas: +61 7 3303 0680

PROXY FORM

I/We being a member(s) of DGR Global Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY
☐
the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Brisbane time) on Friday, 28 November 2025 at Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions
For Against Abstain*
For Against Abstain*

1 Remuneration Report

☐ ☐ ☐

5 Approval to issue 20,000,000 Options to Mr Ben Hassell or his Nominated Associate

☐ ☐ ☐

2 Re-election of Mr Ben Hassell as a Director

☐ ☐ ☐

6 Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A

☐ ☐ ☐

3 Approval to issue 20,000,000 Options to Mr Peter Wright or his nominated Associate

☐ ☐ ☐

4 Approval to issue 20,000,000 Options to Mr Brian Moller or his Nominated Associate

☐ ☐ ☐


* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufig.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufig.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Brisbane time) on Wednesday, 26 November 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufig.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN)..



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link <https://au.investorcentre.mpms.mufig.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

DGR Global Limited
C/- MUFG Corporate Markets (AU) Limited
PO BOX 91976
Auckland 1142



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

For personal use only