

8 June 2022

The Manager
Market Announcements Office
ASX Limited
Level 40, Central Park
152-158 St George's Terrace
PERTH WA 6000

Dear Sir / Madam

Off-market takeover bid for DGO Group Limited
Notice of change of interests under Institutional Acceptance Facility

We refer to the Institutional Acceptance Facility (**Acceptance Facility**) established by Gold Road Resources Limited (**Gold Road**) in relation to its off-market takeover bid for all the current and to be issued ordinary shares in DGO Gold Limited (**DGO**), the terms of which are set out in section 10.7 of Gold Road's bidder's statement dated 7 April 2022 (**Bidders Statement**). Capitalised terms used but not defined in this letter have the same meaning given to them in the Bidder's Statement.

Gold Road currently has a relevant interest in 35,866,872 DGO shares (representing approximately 42.75% of the total number of DGO Shares on issue). This is an increase from 35,154,396 DGO Shares (representing approximately 41.90% of the total number of DGO Shares on issue) as disclosed in Gold Road's previous Form 604 dated 7 June 2022.

As at 7.00 pm (Sydney time) on 8 June 2022, the aggregate number of DGO Shares in respect of which:

- a) acceptance instructions (in the form of acceptance forms and/or directions to custodians to accept the Offer) that are held subject to the Acceptance Facility (**Acceptance Instructions**); and
- b) Gold Road has a relevant interest,

as a percentage of the total number of DGO Shares on issue, has changed from 67.39% on 7 June 2022 to **72.69%**. The following table shows a breakdown between those two categories:

| | PREVIOUS UPDATE* | | CURRENT UPDATE | |
|--------------------------------|----------------------|--------------------------|----------------------|--------------------------|
| | Number of DGO Shares | Percentage of DGO Shares | Number of DGO Shares | Percentage of DGO Shares |
| Acceptance Instructions | 21,377,660 | 25.48% | 25,111,801 | 29.93% |
| Relevant interest | 35,154,396 | 41.90% | 35,866,872 | 42.75% |
| Total | 56,532,056 | 67.39% | 60,978,673 | 72.69% |

*As reported on 8 June 2022 as at 7.00pm (Sydney time) on 7 June 2022

ASX Code GOR

ABN 13 109 289 527

COMPANY DIRECTORS

Tim Netscher

Chairman

Duncan Gibbs

Managing Director & CEO

Brian Levett

Non-Executive Director

Maree Arnason

Non-Executive Director

Denise McComish

Non-Executive Director

Hayden Bartrop

Company Secretary**CONTACT DETAILS**

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DGO Shares which are the subject of the Acceptance Facility do not, at this stage, constitute formal acceptances of the Offer and may be withdrawn at any time prior to the preconditions being met. Those preconditions require the operator of the Acceptance Facility to receive written notice from Gold Road (**Confirmation Notice**) that it has declared the Offer free of all Bid Conditions no later than the time that all Acceptance Instructions are processed. Accordingly, DGO Shares in which Gold Road has a relevant interest (as set out in the table above) do not include the DGO Shares which are the subject of the Acceptance Facility. As soon as possible after (and not before) Gold Road provides the Confirmation Notice to the facility operator, the facility operator must release the Acceptance Instructions. Gold Road will obtain a relevant interest in the DGO Shares which are the subject of those Acceptance Instructions once they are released.

Further details regarding the Acceptance Facility, including all relevant terms and the arrangements Gold Road has entered into to enable the operation of the facility, can be found in section 10.7 of the Bidder's Statement.

This release has been authorised by the Company Secretary, Hayden Bartrop.

Yours faithfully

Gold Road Resources Limited

Hayden Bartrop
Company Secretary

For further information, please visit www.goldroad.com.au or contact:

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