

# GOLD ROAD DECLARES ITS RECOMMENDED OFFER FOR DGO UNCONDITIONAL

- Gold Road declares its recommended Offer for DGO unconditional having achieved a 83.35% relevant interest<sup>1</sup> in DGO
- Having met the minimum acceptance condition, all remaining defeating conditions of the Offer have been waived
- DGO shareholders are urged to accept the Offer promptly and without delay
- Offer is due to close at 7:00pm (Sydney time) on 30 June 2022<sup>2</sup>
- Accelerated payment terms apply<sup>3</sup>

# **Offer Declared Unconditional**

Gold Road Resources Limited (**Gold Road**) (ASX:GOR) is pleased to announce that, having achieved **83.35%** acceptances in relation to its **recommended** off-market takeover offer for all the ordinary shares in DGO Gold Limited (**Offer**), the 80% minimum acceptance condition applicable to the Offer has now been met.<sup>4</sup>

Accordingly, Gold Road has today waived all of the remaining defeating conditions to the Offer and **declared its Offer unconditional**.

A formal notice under sections 630(4) and 650F of the Corporations Act is attached to this announcement.

DGO shareholders who have already accepted the Offer will receive **2.25 Gold Road shares** for every DGO shares they hold<sup>5</sup> by Friday, 24 June 2022. DGO shareholders who accept the Offer from today onwards will receive the consideration shares within 7 business days of Gold Road receiving their acceptance.

As announced on 30 May 2022, Gold Road's Offer is **best and final and will not be increased** except in limited circumstances<sup>6</sup> which include if a Competing Proposal<sup>7</sup> emerges (considered unlikely, given the level of Offer acceptances now received by Gold Road).

As advised by Gold Road in its Bidder's Statement dated 7 April 2022, Gold Road intends to compulsorily acquire all of the DGO shares that are not accepted into the Offer should it meet the requisite thresholds (which will be met if Gold Road acquires a relevant interest in 90% of the DGO shares).

The **Offer will close at 7:00pm (Sydney time) on 30 June 2022** (unless further extended in accordance with the limited circumstances set out in Gold Road's announcement dated 30 May 2022<sup>8</sup>).

## ASX Code GOR

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ABN 13 109 289 527

COMPANY DIRECTORS Tim Netscher Chairman Duncan Gibbs Managing Director & CEO

Brian Levet Non-Executive Director

Maree Arnason Non-Executive Director

Denise McComish **Non-Executive Director** Hayden Bartrop

Company Secretary

CONTACT DETAILS Principal & Registered Office Level 2, 26 Colin St West Perth WA 6005 www.goldroad.com.au perth@goldroad.com.au T +61 8 9200 1600 F +61 8 6169 0784





<sup>&</sup>lt;sup>1</sup> Given Gold Road has given written notice to the facility agent requiring the facility agent to take steps to cause the Offer to be accepted, Gold Road's relevant interest includes both valid acceptances under the Offer and acceptance instructions received under the institutional acceptance facility.

<sup>&</sup>lt;sup>2</sup> Unless further extended in accordance with the limited circumstances set out in Gold Road's announcement dated 20 May 2022. See also section 4 of its Third Supplementary Bidder's Statement dated 30 May 2022.

<sup>&</sup>lt;sup>3</sup> See section 5 of the Third Supplementary Bidder's Statement dated 30 May 2022. DGO shareholders who have already accepted the Offer will receive their consideration within 7 business days. Remaining DGO shareholders will receive their consideration within 7 business days of valid acceptance. <sup>4</sup> See section 10.12(a) (minimum acceptance condition) of the Bidder's Statement.

<sup>&</sup>lt;sup>5</sup> See Gold Road's improved offer announcement dated 30 May 2022 and Third Supplementary Bidder's Statement for more information.

<sup>&</sup>lt;sup>6</sup> See section 2 of the Third Supplementary Bidder's Statement dated 30 May 2022.

<sup>&</sup>lt;sup>7</sup> As defined in the Bidder's Statement dated 7 April 2022.

<sup>&</sup>lt;sup>8</sup> See also section 4 of its Third Supplementary Bidder's Statement dated 30 May 2022.



# **Gold Road Acquires Control of DGO**

As a result of:

- Gold Road's 83.35% relevant interest in DGO; and
- the Offer being declared unconditional,

Gold Road has acquired control of DGO.

In accordance with the provisions of the Bid Implementation Agreement dated 4 April 2022<sup>9</sup>, DGO and Gold Road have agreed to effect as soon as practicable following payment of the consideration to DGO shareholders who have accepted the Offer prior to the date of this announcement (ie, on or before 14 June 2022) the following Board changes in respect of DGO and its wholly owned subsidiaries:

- appoint Duncan Gibbs, John Mullumby and Hayden Bartrop as Directors to the Boards of DGO and its wholly owned subsidiaries; and
- Ross Hutton and Katina Law have agreed to resign from the Board of DGO immediately following the above appointments.

Following implementation of these Board changes (expected to occur on or around 24 June 2022), Gold Road will assume control of day-to-day operations of the DGO business.

Eduard Eshuys will remain as Executive Chairman, Bruce Parncutt will remain as Executive Director and Markus Ziemer will remain as DGO Company Secretary to assist with the transition and integration of the Gold Road and DGO businesses.

All the outgoing DGO Directors have accepted the Offer in relation to all the DGO shares they previously held or controlled.

Gold Road will, through its nominees on the DGO Board, ensure that interim arrangements are in place for the efficient management of the DGO business pending completion of the Offer, and to determine the appropriate long-term management arrangements for DGO, following completion of the review noted in section 6.3(b) of the Bidder's Statement dated 7 April 2022.

A further announcement will be made to confirm once these changes have been effected.

# **Reasons to Accept the Offer**

In light of these developments, DGO shareholders are encouraged to **ACCEPT the Offer without further delay**. As previously announced, Gold Road will pay the scrip consideration due to accepting shareholders within 7 business days of valid acceptance of the Offer.

Gold Road takes the opportunity to reiterate the following reasons why DGO shareholders should ACCEPT the Offer:

- The Offer is unconditional.
- Gold Road now controls DGO, meaning that the likelihood of a counterbidder emerging with a superior proposal is low.
- If DGO shareholders do not accept the Offer but Gold Road becomes entitled to proceed to compulsory acquisition in accordance with Part 6A.1 of the Corporations Act, those shareholders will receive their consideration at a later date than if they accepted the Offer.
- If DGO shareholders do not accept the Offer and Gold Road does <u>not</u> become entitled to proceed to compulsory acquisition in accordance with Part 6A.1 of the Corporations Act, the following risks apply:
  - If DGO continues to be listed on the ASX following the Offer, the presence of a major shareholder is likely to significantly reduce liquidity in, and potentially also the market value of, DGO shares.
  - Depending on the level of acceptances received and other matters, the DGO Board may determine to delist DGO from the ASX<sup>10</sup>, in which case it may become more difficult for DGO shareholders to sell their DGO shares.

<sup>&</sup>lt;sup>9</sup> See Gold Road's ASX announcement dated 4 April 2022 and clause 4.10(a) of the Bid Implementation Agreement.

<sup>&</sup>lt;sup>10</sup> Removal from the official list is at the discretion of the ASX and may be subject to conditions imposed by ASX, including DGO shareholder approval.



- Gold Road's Offer represents compelling value and a significant premium for DGO shareholders relative to the respective unaffected volume weighted average share prices of both companies.
- Accelerated payment terms (noted above) apply.

# **DGO Performance Rights and Options**

As the Offer has now been declared unconditional, DGO optionholders who have signed cancellation deeds will be paid their consideration by Wednesday, 22 June 2022 in respect of the cancellation of their DGO Options.

DGO optionholders who have not signed cancellation deeds may either accept into the Offer or may have their securities compulsorily acquired by Gold Road under Part 6A.1 of the Corporations Act, if Gold Road becomes entitled to do so.<sup>11</sup>

The DGO Performance Rights will lapse in accordance with their terms upon Gold Road becoming entitled to compulsorily acquire DGO Shares.<sup>12</sup>

# Acceptance of the Offer

If you have already accepted the Offer you do not need to take any action. If you have not accepted the Offer for your DGO shares or convertible securities you are encouraged to accept without delay.

For further information regarding the Offer, please refer to the Bidder's Statement dated 7 April 2022, First Supplementary Bidder's Statement dated 29 April 2022, Second Supplementary Bidder's Statement dated 13 May 2022 and Third Supplementary Bidder's Statement dated 30 May 2022 and also the Target's Statement dated 21 April 2022.

Full details on how to accept the Offer are set out in section 10.6 of the Bidder's Statement and a new acceptance form was sent to DGO shareholders on 30 May 2022. DGO shareholders who require assistance can contact Gold Road's Offer Information Line on 1300 620 416 (within Australia) or +61 3 9415 4653 (outside of Australia), Monday to Friday between 8:30am and 5:00pm (Sydney time).

This release was authorised by the Board of Directors of Gold Road.

# Gold Road Contacts:For further information, please visit www.goldroad.com.au or contact:Gold Road ResourcesMediaDuncan HughesPeter KManager – Corporate Development & Investor RelationspklingeTel: +61 8 9200 1600Tel: +6

Media Enquiries – Cannings Purple Peter Klinger pklinger@canningspurple.com.au Tel: +61 411 251 540

 $<sup>^{\</sup>rm 11}$  See section 6.2(a) of the Bidder's Statement dated 7 April 2022.

<sup>&</sup>lt;sup>12</sup> See section 9.3 of the Target's Statement dated 21 April 2022.



#### Disclaimer

#### Summary information

This announcement has been prepared by Gold Road and includes information regarding the conditional takeover offer by Gold Road to acquire all of the shares on issue during the bid period in DGO (the **Transaction**). The information in this announcement has been prepared by Gold Road. This announcement should also be read in conjunction with Gold Road and DGO's other periodic and continuous disclosure announcements lodged with the ASX, which are available at www.asx.com.au and also available on Gold Road's website at www.goldroad.com.au and on DGO's website at www.dgogold.com.au.

#### No Offer or Recommendation

This announcement is not a bidder's statement or disclosure document under Australian law or under any other law. It is for information purposes only and is not an invitation nor an offer of Gold Road securities. It does not provide or constitute legal, financial or investment advice, nor is it a recommendation to acquire Gold Road or DGO shares. This announcement does not purport to contain all the information that a prospective investor may require in evaluating a possible investment in Gold Road by accepting the Offer nor does it contain all the information which would be required in a bidder's statement prepared in accordance with the requirements of the Corporations Act.

#### No Investment Advice

This announcement has been prepared without taking into account the investment objectives, financial situation, taxation considerations or particular needs of any person. Before making an investment decision, prospective investors should consider the appropriateness of the information contained in, or referred to in, this announcement having regard to their own investment objectives, financial situation and needs and seek legal and taxation advice appropriate to their jurisdiction.

#### **US Restrictions**

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

#### Future and Past Performance

To the extent this announcement contains certain "forward-looking statements" and comments about future events (including projections, guidance on future earnings and estimates) these statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Certain statements in this announcement are forward looking statements. Forward looking statements can generally be identified by the use of words such as "anticipate", "estimate", "expect", "project", "intend", "plan", "believe", "target", "may", "assume" and words of similar import. These forward-looking statements speak only as at the date of this announcement. These statements are based on current expectations and beliefs and, by their nature, are subject to a number of known and unknown risks and uncertainties that could cause the actual results, performances and achievements to differ materially from any expected future results, performance or achievements expressed or implied by such forward looking statements. Indications of, and guidance on, future earnings and financial position and performance, including forecast financial information for the combined Gold Road and DGO merged group, are forward-looking statements. Investors are cautioned that forward-looking statements are not guarantees of future performance and, accordingly, not to put undue reliance on such statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions related to future business, economic, market, political, social and other conditions that, while considered reasonable by Gold Road as at the date of this announcement, are inherently subject to significant uncertainties and contingencies. Many known and unknown factors could cause actual events or results to differ materially from estimated or anticipated events or results reflected in such forward-looking statements. Gold Road disclaims any intent or obligation to update any forward looking information, whether as a result of new information, future events or otherwise, except to the extent required by law.

#### Disclaimer

No representation or warranty, express or implied, is made by Gold Road, or any of their related bodies corporate, or respective officers, directors, employees, agents or advisers (together the **Limited Parties**), as to the accuracy, reliability, completeness or fairness of the information, opinions and conclusions contained in this announcement. To the maximum extent permitted by law, the Limited Parties expressly disclaim any and all liability, including, without limitation, any liability arising out of fault or negligence, for any direct, indirect, consequential or contingent loss, damage, expenses or costs arising from the use of information contained in this announcement.

Brookfield Place Tower 2 123 St Georges Terrace, Perth WA 6000, Australia GPO BOX 9925, Perth WA 6001, Australia Tel +61 8 9460 1666 Fax +61 8 9460 1667 www.corrs.com.au

### CORRS CHAMBERS WESTGARTH

Sydney Melbourne Brisbane Perth Port Moresby

15 June 2022

DGO Gold Limited By email to: mziemer@dgogold.com.au With a copy to: AMcLean@piperalderman.com.au Contacts Oliver Carrick (08) 9460 1701 Email: oliver.carrick@corrs.com.au

Marisa Orr (08) 9460 1665 Email: marisa.orr@corrs.com.au

Dear Sir / Madam

# Takeover bid by Gold Road for DGO – notice of fulfilment of defeating condition and freeing offer from remaining conditions

We act for Gold Road Resources Limited ACN 109 289 527 (**Gold Road**) in respect of its takeover offer (**Offer**) for all of the fully paid ordinary shares in DGO Gold Limited ACN 109 289 527 (**DGO**) contained in its bidder's statement dated 7 April 2022 (**Original Bidder's Statement**) as supplemented on 29 April 2022, 13 May 2022 and 30 May 2022.

We attach, by way of service pursuant to sections 630(5)(a) and section 650F(1) of the *Corporations Act 2001* (Cth), a formal notice declaring:

- the defeating condition in section 10.12(a) (minimum acceptance condition) of Gold Road's Original Bidder's Statement has been fulfilled; and
- the Offer is now free of all of the remaining defeating conditions set out in section 10.12 of Bidder's Statement.

Yours faithfully

**Corrs Chambers Westgarth** 

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Oliver Carrick Partner



# Notices under sections 630(4) and 650F of the Corporations Act

# To: DGO Gold Limited

**ASX** Limited

This notice is given by Gold Road Resources Limited ACN 109 289 527 (ASX: GOR) (**Gold Road**) for the purposes of sections 630(4) and 650F of the *Corporations Act 2001* (Cth) (**Corporations Act**) in respect of its takeover offer (**Offer**) for all of the fully paid ordinary shares in DGO Gold Limited ACN 109 289 527 (**DGO**) contained in its bidder's statement dated 7 April 2022 (**Original Bidder's Statement**), as supplemented on 29 April 2022, 13 May 2022 and 30 May 2022. Capitalised terms in this notice have the same meaning given in the Original Bidder's Statement, unless the context requires otherwise.

## 1. Minimum acceptance condition fulfilled

In accordance with section 630(4) of the Corporations Act, Gold Road gives notice that the defeating condition in section 10.12(a) (minimum acceptance condition) of the Original Bidder's Statement was fulfilled on 14 June 2022 so that the Offer and each contract resulting from acceptance of the Offer have become free of that defeating condition.

## 2. Offer freed from remaining conditions

In accordance with section 650F of the Corporations Act, Gold Road gives notice that:

- the Offer and each contract resulting from acceptance of the Offer are freed from all remaining defeating conditions set out in section 10.12 of the Original Bidder's Statement; and
- (b) as at the date of this notice:
  - the aggregate of Gold Road's voting power in DGO and the number of DGO Shares in respect of which Acceptance Instructions have been deposited with the Acceptance Facility is 83.35%, comprising 69,921,585 DGO Shares out of a total of 83,892,727 DGO Shares presently on issue; and
  - Gold Road's voting power in DGO (excluding DGO Shares in respect of which Acceptance Instructions have been received in the Acceptance Facility) is 44.98%, comprising 37,734,495 DGO Shares out of a total of 83,892,727 DGO Shares.

Dated 15 June 2022

Hayden Bartrop Company Secretary Gold Road Resources Limited