ASX Announcement 29 OCTOBER 2026

PROCESS FOR INDEPENDENT DIRECTOR SELECTION AND APPOINTMENT

DGR Global Ltd (ASX: DGR) ("**DGR**" or "the **Company**") notes the declaration of unacceptable circumstances ("**Declaration**") made by the Takeovers Panel ("**Panel**") and the final orders ("**Orders**") made by the Panel in respect of the application made by Mr Jeremy Raper on 4 July 2026 in relation to the affairs of DGR.

The Orders include orders directed to Samuel Holdings Pty Ltd ("Samuel Holdings"), Tenstar Trading Limited and other parties, including orders vesting certain DGR shares in the Commonwealth for sale.

The Orders are set out in the Panel's media release and on the Panel's website in full.

The Orders require DGR to appoint a new independent director through a process approved by the Panel. In this regard, DGR will move promptly to identify to the Panel, and then engage, a recruitment consultant specialising in board appointments that has no previous or existing relationship with DGR or any of its directors. The consultant will be instructed to identify suitably qualified candidates who are amongst other matters, independent of DGR, its directors, investments, operations and the associated parties named in the Orders.

The Company notes that it has previously established an independent board committee ("IBC") (consisting of Mr Moller and Mr Crow) to manage any processes which might result in a change in control of the Company.

The Orders require that DGR also provide the Panel with a draft of a charter for an IBC that does not include Mr Mather or Mr Hassell, includes the new independent director, once appointed, and provides the IBC with full authority to consider, respond to, and make all decisions concerning a takeover bid for DGR (whether made by Samuel Holdings or otherwise) or any other control proposal that may arise until all of the shares vested in the Commonwealth under the Orders have been sold. Once the Panel confirms in writing that it does not object to the form of the charter, DGR must establish an IBC on the terms set out in the charter and the IBC must adopt the charter.

DGR notes that the Orders facilitate the making of a takeover bid for DGR by Samuel Holdings or any other person, including through permitting the appointed seller of the DGR shares vested in the Commonwealth for sale to accept such shares into a bid (subject to certain requirements). In this regard, the IBC notes that it is not in possession of any proposal in respect of a takeover bid or control transaction that is capable of acceptance and shareholders should not place undue reliance upon such a takeover bid or other form of control transaction for DGR eventuating.

The Company is considering any broader implications arising from the Declaration and the Orders and will provide further updates in due course.

This announcement has been authorised for release by the Board of DGR Global Ltd.

Geoff Walker | **Company Secretary**

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ABOUT DGR GLOBAL LIMITED

DGR Global's business involves the creation of resource exploration development and mining companies. The business uses the skills of a core team of talented geoscientists to identify resource projects capable of yielding world class discoveries of attractive commodities.

This is achieved through:

- The identification of commodities with a favourable 20-year price outlook.
- Geological terranes with:
  - A demonstrated strong endowment for that commodity.
  - An under-explored history.
  - Opportunity for the application of recently developed exploration techniques.
  - Jurisdictions with improving socio-economic and regulatory frameworks.
  - Extensive available tenures.

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As a valued shareholder, you can now stay up to date of forces influencing the value of your investment in DGR Global by following us on LinkedIn. We regularly post information about the operations and the DGR companies as well as what is happening in our sectors around Australia and around the world – with links to documents in the media, brokers, and other authoritative sources so you can stay up to date. Our LinkedIn posts will also alert you to our latest ASX announcements. Join the thousands who follow us on LinkedIn @DGRGlobal. We've also added a "News Articles" page to our website which contains any news about DGR and the DGR sponsored companies and is located under the investor section on the DGR website: www.dgrglobal.com.au