ASX Announcement 26 November 2026

Notice of Intention to make Takeover Offer – **TAKE NO ACTION**

DGR Global Limited (ASX:DGR) ("DGR" or "**the Company**") refers to the announcement made earlier today ("**Notice of Intention Announcement**") by Samuel Holdings Pty Ltd as trustee for the Samuel Discretionary Trust ("**Samuel Holdings**") stating that it intends to make an off-market takeover offer ("**Offer**") to acquire all of the ordinary shares ("**DGR Shares**") of the Company that the Mather Entities do not currently own.

The key terms of the Offer as set out in the Notice of Intention Announcement are detailed below:

- the Offer is for cash consideration of $0.045 per DGR Share ("**Offer Consideration**");
- the Offer is expressed to extend to all DGR Shares issued as a result of the exercise of any DGR options during the offer period;
- the Offer is expressed to be conditional upon certain conditions, including without limitation:
  - a non-waivable minimum acceptance condition that at the end of the offer period, Samuel Holdings has received acceptances under the Offer for a "Majority of the Minority" (as that term is defined in the Notice of Intention Announcement); and
  - conditions in respect of there being no prescribed occurrences, no material adverse change, no adverse regulatory action, no success fees and conditions relating to the conduct of the DGR business and in respect of the DGR options.

As previously announced, the Company has established an independent board committee (consisting of Mr Moller and Mr Crow) ("**IBC**") to consider, respond to, and make all decisions concerning any takeover bid made for the Company. Having regard to the involvement of Mr Mather (the DGR Managing Director) and Mr Hassell (a DGR Non-Executive Director) in the Offer, the IBC has also implemented further specific conflict protocols in relation to the consideration of the Offer and the disclosure of confidential information.

The final orders made by the Panel ("**Orders**") in relation to the affairs of DGR, provide that Samuel Holdings must not lodge a bidder's statement with ASIC before the later of the date that is 1 month after the date of the Orders and the day on which DGR appoints an independent director under the Orders.

In this regard, the Company notes that while it continues to progress through the recruitment process with an external recruitment consultant for an independent director, no such appointment has yet been made. As such, the IBC has not yet received the bidder's statement in relation to the Offer and is not in a position to make a formal recommendation to Shareholders. Upon receipt of the bidder's statement, the IBC (that will include the new independent director, once appointed) will carefully consider the Offer and make a recommendation to DGR shareholders in a target's statement in due course. Shareholders will have sufficient time to make an informed decision prior to the close of the Offer, and are

encouraged to wait until the target's statement becomes available before taking any action.

As Mr Mather is a director of the Company, the Company is required to commission an independent expert's report, which will also state whether, in the expert's opinion, the Offer is fair and reasonable for Shareholders.

Accordingly, Shareholders are advised to **TAKE NO ACTION** in relation to the Offer at this stage.

The IBC will keep Shareholders fully informed of further developments as they occur.

This announcement has been authorised for release by the Chairman of the IBC of DGR Global Limited.

Please direct enquires or requests for further information to:

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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

[1] The Notice of Intention Announcement provides that (i) the sole director and shareholder of Samuel Holdings is Mr Nicholas Mather (the Managing Director of DGR); and (ii) Mr Ben Hassell (a Non-Executive Director of DGR) is the General Manager of the Samuel Group entities (including Samuel Holdings and certain other entities controlled by Mr Nicholas Mather).
[2] The Notice of Intention Announcement provides that the Offer extends to the Samuel Holdings Vested Shares and the Other Vester Shares (as those terms are defined in the Orders) and to DGR Shares held by the Tenstar Entities.
[3] The full terms of the proposed Offer are detailed in the Notice of Intention Announcement of today's date, and Shareholders should refer to that announcement for further information on the proposal.
[4] Refer DGR ASX Announcements, "Process for Independent Director Selection and Appointment" and "Letter to Shareholders" of 30 October 2026 and 19 November 2026.
[5] Refer to the Panel Media Release No:TP26/076 of 27 October 2026.
[6] Refer to the Panel Media Release No:TP26/039 of 6 July 2026.