

17 September 2018

## Off-market takeover offer for Dampier Gold Limited by Vango Mining Limited

### KEY DETAILS

- The Offer comprises two Vango ordinary shares for every seven Dampier Gold ordinary shares;
- Offer represents a significant premium to the traded price of Dampier Shares during the period leading up to this announcement;
- The Offer is only subject to a limited number of conditions, including that Vango acquires a relevant interest in at least 50.1% of Dampier Gold Shares; and
- Dampier Gold shareholders holding 12.63% of all Dampier Gold Shares have agreed to accept the Offer in pre-bid acceptance agreements.

**Vango Mining Limited** (ASX:VAN) ("**Vango**"), which is focused on the exploration and development of the Plutonic Dome Gold Project located in the Midwest Region of Western Australia is pleased to announce an off-market takeover offer ("Offer") to acquire all of the ordinary shares in Dampier Gold Limited (ASX:DAU) ("**Dampier Gold**").

Dampier Gold shareholders who accept the Offer will, subject to the fulfilment or waiver of the conditions to the Offer, receive two Vango ordinary shares ("**Vango Shares**") for every seven Dampier Gold ordinary shares ("**Dampier Gold Shares**") they hold.

Based on the ASX closing price of Vango Shares on 14 September 2018 of 19.5 cents, the Offer values each Dampier Gold Share at 5.6 cents. This represents a 86.7% premium to the closing price of Dampier Gold Shares on the ASX on the same date of 3.0 cents. On the basis of the 1 and 3 month volume weighted average prices of the shares traded in both companies on the ASX, the Offer represents premiums of 98.3% and 98.7% respectively.

The Offer is subject to limited conditions, including (but not limited to):

- no 'prescribed occurrences' occurring, including the issue of any further shares in Dampier Gold;
- Vango obtaining a relevant interest in at least 50.1% of Dampier Gold Shares; and
- no regulatory action

Full details of these conditions and other relevant provisions are set out in Vango's Bidder's Statement which has been sent to Dampier Gold and lodged with ASIC today. A copy of the Bidder's Statement accompanies this announcement.

Dampier Gold shareholders holding 12.63% of all Dampier Gold Shares have already agreed to accept the Offer in pre-bid acceptance agreements. Vango believes that these pre-bid acceptance agreements provide an endorsement of the merits of accepting the Offer for all Dampier Gold Shareholders.

### Indicative Timetable

Event	Key Date
Announcement of the Offer	17 September 2018
Date of lodgement of Bidder's Statement with ASIC and ASX	17 September 2018
Expected date of despatch of Bidder's Statement to Dampier Gold shareholders	1 October 2018
Offer open date	1 October 2018
Offer close date (unless extended in accordance with the Corporations Act 2001 (Cth))	1 November 2018

The above timetable is indicative only and subject to the terms of the Bidder's Statement and the *Corporations Act 2001* (Cth).

### Benefits of the Offer to Dampier Gold Shareholders

The directors of Vango believe there are compelling reasons for Dampier Gold shareholders to accept the Offer. In summary:

- the implied value of the Offer is a premium to Dampier Gold's recent trading price;
- the Offer has already received support from Dampier Gold shareholders;
- subject to the conditions of the Offer being satisfied or waived, Dampier Gold shareholders who accept the Offer will become shareholders of Vango Mining which has:
  - increased liquidity and scale;
  - achieved recent exploration success and is assessing the development of the Plutonic Dome Gold Project; and
  - demonstrated its ability to access new investment to fund exploration and development activities.

### About Dampier Gold

Dampier Gold is an ASX-listed gold exploration company and as at 14 September 2018 had a market capitalisation of approximately \$3.6m. Detailed descriptions of Dampier Gold's operations are set out in the Bidder's Statement.

Based on publicly available information, the substantial shareholders of Dampier Gold are:

<b>Shareholder</b>	<b>Shares held</b>	<b>% held</b>
Huang Qian	16,567,247	13.85
Columbus Minerals Ltd	12,630,849	10.56
Dezhi Qiu	12,487,844	10.44
Grant Mooney	9,970,000	8.33
Zlatomir Sas	8,330,000	6.96
Futurity Private Pty Ltd	5,590,576	5.80

### **Impact of the Offer on Vango**

The acquisition of Dampier Gold is not expected to have a material effect on the existing assets and operations of Vango.

In the event that Vango acquires 100% of Dampier Gold, former Dampier Gold Shareholders will represent approximately 7% of Vango's expanded issued share capital.

### **Next Steps**

Detailed information in relation to the Offer is set out in the attached Bidder's Statement and will also be set out in Dampier Gold's target statement which will be lodged with the ASX and ASIC and sent to Dampier Gold Shareholders.

Vango will advise its shareholders of any further relevant developments as they occur.

### **Advisers**

Vango's corporate adviser on the Offer is DJ Carmichael Pty Limited and its legal adviser is Gilbert + Tobin.

For more information please contact:

Vango Mining Limited  
Mr Bruce McInnes  
+61 (0) 2 8278 9941

DJ Carmichael  
Oliver Morse / Matthew Hall  
+61 (0) 8 9263 5200

For personal use only