

16 July 2018

The Manager
Company Announcements
Australian Securities Exchange Ltd
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

Share Purchase Plan and Cleansing Notice

Please find attached a Share Purchase Plan (Offer) booklet and a Cleansing Notice pursuant to ASIC Class Order [09/425] in respect of the Offer announced to the ASX on Wednesday 11 July 2018. The Offer booklet and personalised application forms will be despatched to shareholders today.

Eligible shareholders are advised that further details regarding the Offer, a copy of the Offer booklet and an online application facility can be accessed at the following website:

<https://daciangoldspoffer.thereachagency.com>

Dacian Gold Limited

Kevin Hart
Company Secretary

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ACN 154 262 978

Share Purchase Plan Offer

The Offer closes at 5pm (WST) on Monday, 30 July 2018

This is an important document and should be read in its entirety.

This document has been prepared by Dacian Gold Limited. The Offer is an initiative that provides Eligible Shareholders with the opportunity to purchase additional Shares at a discount without brokerage and transaction costs.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR FOR THE BENEFIT OF US PERSONS

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Key Offer Information

Introduction

Dacian Gold Limited (**Company**) is pleased to provide Eligible Shareholders the opportunity to subscribe for up to A\$15,000 of new fully paid ordinary shares in the Company (**New Shares**) under a share purchase plan on the terms and conditions set out in this document (**Offer**). Participation in the Offer will not incur brokerage costs. This document has been issued by the Company and explains the features of the Offer.

The amount intended to be raised under the Offer is up to A\$5 million comprising a total of approximately 1.85 million ordinary shares at A\$2.70 per share. The Company reserves the right to close the Offer early and/or scale back applications in its absolute and sole discretion should the total demand for New Shares exceed A\$5 million. Accordingly, applicants are strongly encouraged to act promptly in regards to this Offer in order to avoid possible disappointment.

Key dates

Event	Date
Record Date	5pm (WST) Tuesday 10 July 2018
Announcement Date	Wednesday 11 July 2018
Offer Documents mailed to Eligible Shareholders	Monday 16 July 2018
Offer opens	Monday 16 July 2018
Offer closes	5pm (WST) Monday 30 July 2018
Allotment Date	Thursday 2 August 2018
Despatch of holding statements/ confirmation advices for New Shares	Friday 3 August 2018
Commencement of trading of Shares	Tuesday 7 August 2018

The timetable is indicative only and the Company may, at its discretion, vary any of the above dates by making an announcement to ASX.

Defined terms and abbreviations used in this document are set out in **clause 19** of the Terms and Conditions.

Important notices

The offer contained in this document is not a recommendation to purchase New Shares. If you are in any doubt about the Offer, you should consult your financial or other professional adviser.

If you apply to participate in the Offer by making a BPAY^{®1} payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of Shares may change between the date of the Offer and the Allotment Date.

This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares on market at a lower price than the Offer Price. If the market price of Shares is lower than the Offer Price after the Allotment Date, the price at which you will be able to sell your New Shares, and their value, will be less than what you paid for them.

¹ [®] Registered to BPAY Pty Limited ABN 69 079 137 518. New Zealand based shareholders cannot apply using BPAY[®] unless they have an Australian bank account.

Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person.

This document has been prepared to comply with the requirements of the laws of Australia. This document does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register the New Shares or otherwise permit an offering of New Shares in any jurisdiction outside of Australia except to the extent permitted below.

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand). This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

The Company recommends that you monitor its announcements and the Share price, which can be found on its website at www.daciangold.com.au and on the ASX website at www.asx.com.au (ASX code: DCN). The Share price can also be found in the financial pages of major Australian metropolitan newspapers.

Further information

The Offer is being made to Eligible Shareholders as part of a Capital Raising which includes a placement to institutional investors to raise up to A\$37 million with the ability to accept oversubscriptions for up to an additional A\$3m to fund the acceleration of exploration programs and extinguish a life of mine royalty (**Institutional Placement**). On 13 July 2018 the Company announced the successful completion of the Institutional Placement to raise \$40m. Please also refer to the announcement and Equity Raising Investor Presentation made by the Company on 11 July 2018 for further background and information in relation to the Offer.

If you have any questions in relation to the Offer or how to complete the Application Form, please call the Company Secretary, Mr Kevin Hart, on +61 8 9316 9100, or consult your financial or other professional adviser.

Frequently Asked Questions

This section provides a summary of the key aspects of the Offer. You should read it in conjunction with the terms and conditions of the Offer provided in the annexure to this document.

What is the Offer? This share purchase plan is a means by which Eligible Shareholders may subscribe for up to A\$15,000 worth of New Shares without brokerage or other transaction costs.

New Shares issued under the Offer will rank equally with other Shares as at the date of issue, and will be able to be traded on ASX (subject to ASX granting quotation of the New Shares).

The Company reserves the right, at its absolute discretion, to close the Offer early and/or scale back Eligible Shareholders' entitlement to acquire New Shares under the Offer if the total applications received for New Shares exceed A\$5 million. Accordingly, applicants are strongly encouraged to act promptly in regards to this Offer in order to avoid possible disappointment.

Who is eligible to participate in the Offer? Shareholders with a registered address in either Australia (and its external territories) or New Zealand as at 5pm (WST) on Tuesday 10 July 2018 are eligible to participate in the Offer, provided that such shareholder is not in the United States and is not, and is not acting for the account or benefit of, a US Person.

For New Zealand shareholders, you must still be a shareholder at the date of the Offer, that is Monday 16 July 2018.

Do I have to participate in the Offer? No. Participation is voluntary. If you do not wish to participate in the Offer, you do not need to do anything, and the Offer will lapse at 5pm (WST) on Monday 30 July 2018.

Can a third party participate in the Offer in my place? No. The Offer is non-renounceable and cannot be transferred.

How much can I invest under the Offer? The maximum investment under the Offer is A\$15,000. You may apply to purchase a parcel of A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500 or A\$15,000 worth of New Shares.

The number of New Shares is rounded down to the nearest whole number after dividing the dollar amount by the Offer Price.

What is the issue price of New Shares under the Offer? The Offer Price is A\$2.70 per New Share, representing a discount of 10.3% to the Company's closing Share price on ASX on Tuesday 10 July 2018 (being the last trading day before the details of the Offer were announced).

The Offer Price is an 8% discount to the volume weighted average price of Shares of A\$2.94 over the preceding five day trading period from 4 July 2018 to 10 July 2018.

There is a risk that the market price of Shares may rise or fall between the date of this document and the Allotment Date. This means that the price you pay for the New Shares issued to you under the Offer may be less than or exceed the market price of Shares on the Allotment Date.

Accordingly, you should monitor the Company's announcements and its Share price, which can be found on its website at www.daciangold.com.au and on the ASX website at www.asx.com.au (ASX code: DCN). The Share price can also be found in the financial pages of major Australian metropolitan newspapers.

You should be aware that your application, once made, is unconditional and may not be withdrawn even if the market price of Shares is less than the Offer Price.

How do I apply for New Shares under the Offer?

If you wish to participate in the Offer, you need to do either of the following:

Option 1

Pay via BPAY®

To pay via BPAY you will need to:

- be an account holder with an Australian financial institution;
- use the personalised reference number shown on your Application Form, which is required to identify your holding; and
- ensure that your payment is received by the Share Registry before 5pm (WST) on Monday 30 July 2018.

If paying via BPAY, you **do not** need to complete and submit the Application Form but you will be taken to have made the statements and certifications on the Application Form.

Please note that your financial institution may implement earlier cut-off times with regards to electronic payment. Please take this into consideration when making payment via BPAY.

Option 2

Pay by cheque

Please complete the Application Form and forward it with your payment by cheque (or money order) in Australian dollars made payable to “Dacian Gold Limited” to the Share Registry, at the address set out below:

Dacian Gold Limited
c/- Computershare Investor Services Pty Ltd
GPO Box 505
Melbourne VIC 3001

Your completed Application Form and cheque must be received by the Share Registry prior to the close of the Offer at 5pm (WST) on Monday 30 July 2018.

Are there any other terms and conditions attached to the Offer?

The terms and conditions relating to the Offer are set out in full in the annexure to this document. Please read the Terms and Conditions carefully, as you will be bound by them in participating in the Offer. Eligible Shareholders accepting the Offer will also be bound by the constitution of the Company.

What is the maximum investment for each shareholder?

The maximum investment for each shareholder is A\$15,000. If you receive more than one offer (e.g. due to multiple registered holdings), you may only apply for a maximum of 5,555 New Shares in aggregate across those offers. For example, you may apply for one maximum parcel of A\$15,000 for one holding or, alternatively, apply for parcels of New Shares across multiple holdings so long as the aggregate total amount applied for across those holdings does not exceed A\$15,000.

How many shares will I receive?

You may apply for a parcel of New Shares with one of the application amounts set out in **clause 6.2** of the Terms and Conditions. In the absence of the Company exercising its right to scale back your entitlement or close the Offer early (see **clause 10** of the Terms and Conditions), the number of New Shares to be issued to you will be calculated by dividing your chosen application amount by the Offer Price, with any resulting fractions of a New Share being rounded down to the nearest whole number of Shares.

When will I receive my shares?

New Shares will be allotted on Thursday 2 August 2018 (**Allotment Date**). Holding statements will be despatched on Friday 3 August 2018.

When can I trade allocated shares?

You can trade your New Shares after the Allotment Date. However, given the possibility that applications may be scaled back, you should confirm your holding on or after the Allotment Date before trading any New Shares you believe you have acquired under the Offer.

Note the Allotment Date may be earlier than Thursday 2 August 2018 if the Company exercises its right to close the Offer early.

Is the Offer underwritten?

No, the Offer is not underwritten.

Terms and Conditions of the Share Purchase Plan

1. Offer

The Offer entitles eligible shareholders of the Company to apply to purchase up to A\$15,000 worth of Shares through this share purchase plan.

2. Eligibility to participate

2.1. You are eligible to participate in the Offer if you were a registered holder of Shares at 5pm (WST) on Tuesday 10 July 2018 (**Record Date**) with a registered address in Australia (and its external territories) or New Zealand, unless:

(a) you hold Shares on behalf of another person who resides outside Australia (and its external territories) or New Zealand; or

(b) you are, or are acting for the account or benefit of, a US Person.

2.2. For New Zealand shareholders, you must still be a shareholder at the date of the Offer, that is Monday 16 July 2018.

2.3. The Company has determined that it is either unlawful or impracticable for holders of Shares with registered addresses in jurisdictions outside Australia (and its external territories) and New Zealand to participate in the Offer.

2.4. If you are the only registered holder of a holding of Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply for a maximum parcel of New Shares of A\$15,000 in aggregate across those holdings.

2.5. Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under **clause 7.1(j)** by one joint holder will be effective in respect of the other joint holder(s).

2.6. If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of New Shares for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person). Further information in relation to how Custodians may apply for New Shares is set out in **clause 7.2**.

2.7. Directors and employees of the Company who hold Shares may be Eligible Shareholders.

3. Rights to apply for New Shares are non-renounceable

3.1. If you are an Eligible Shareholder, your rights under the Offer are personal to you and are non-renounceable, which means that you cannot transfer your rights to another person.

4. Offer Price

4.1. The Offer Price for each New Share issued under the Offer is A\$2.70, representing a discount of 10.3% to the Company's closing Share price on ASX on Tuesday 10 July 2018 (being the last trading day before the details of the Offer were announced).

4.2. This is also a discount of 8% to the volume weighted average market price of the Company's Shares over the last five trading days on which sales were recorded before the day on which the Offer was announced, being A\$2.94.

4.3. The Offer Price is fixed, regardless of any changes in the market price of the Company's Shares during the Offer period.

5. Timing

- 5.1. The Offer opens on Monday 16 July 2018 and closes at 5pm (WST) on Monday 30 July 2018, unless extended or closed early. The Company proposes to allot New Shares on Thursday 2 August 2018 and send confirmations to shareholders on Friday 3 August 2018, unless the Offer is extended or closed early.
- 5.2. The Company reserves the right to extend the Offer or the proposed Allotment Date at any time by making an announcement to ASX.

6. Applying for New Shares

- 6.1. You may apply for a parcel of New Shares under the Offer with one of the application amounts set out in the table below. The maximum investment by an Eligible Shareholder under the Offer is A\$15,000.
- 6.2. The number of New Shares you will receive, at each of the available levels, is set out below. Where applicable, the number of New Shares for each parcel has been rounded down to the nearest whole number of New Shares:

Amount payable	Number of Shares
A\$15,000	5,555
A\$12,500	4,629
A\$10,000	3,703
A\$7,500	2,777
A\$5,000	1,851
A\$2,500	925

- 6.3. You may not apply for more than A\$15,000 of New Shares in aggregate under the Offer, even though you may receive more than one offer, or offers in more than one capacity, under the Offer.
- 6.4. If you wish to apply for New Shares under the Offer you should either:
 - (a) pay directly via BPAY® on the internet or by telephone, using the details on the Application Form (New Zealand based shareholders cannot apply using BPAY unless they have an Australian bank account). Please ensure that your payment is received by the Share Registry before 5pm (WST) on Monday 30 July 2018. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should take this into consideration when making any electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received in time. The Application Form does not need to be returned in this case; or
 - (b) complete the Application Form and forward it with your payment by cheque (or money order) in Australian dollars made payable to "Dacian Gold Limited" to the Share Registry, at the address set out on the Application Form. Application Forms (with application payments) must be received by the Share Registry by 5pm (WST) on Monday 30 July 2018.
- 6.5. Do not forward cash. Receipts for payment will not be issued.
- 6.6. Funds paid via BPAY® or Application Forms (with application payments) must be received by the Share Registry by the applicable time (specified above) on Monday 30 July 2018. The Company may reject applications received after this time. If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred.

- 6.7. If your Application Form or application is incomplete, contains errors or is otherwise invalid or defective, the Company may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions. Any necessary refund will be paid to you shortly after the close of the Offer. No interest will be paid on any refunded money.
- 6.8. You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY®.

7. Effect of making an application

- 7.1. If you submit a BPAY® payment or complete and return the Application Form:
- (a) you will be deemed to have represented and warranted that you are an Eligible Shareholder, you have read and understood these Terms and Conditions and you subscribe for New Shares in accordance with these Terms and Conditions;
 - (b) you authorise the Company to correct or amend your Application Form as contemplated by **clause 6.7**;
 - (c) you acknowledge that the market price of Shares may rise or fall between the date of the Offer and the Allotment Date and that the Offer Price you pay for the New Shares may exceed the market price of the Shares on the Allotment Date;
 - (d) you accept the risk associated with any refund that may be despatched to you at your address as shown on the Share register;
 - (e) you are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment which is dishonoured;
 - (f) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia (and its external territories) or New Zealand, and accordingly, the New Shares purchased under the Offer may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
 - (g) you represent and warrant that you are not a US Person, and are not applying under the Offer for or on behalf of a US Person;
 - (h) you represent and warrant that you have not and will not send any materials relating to the Offer to any person in the United States that is, or is acting for the account or benefit of, a US Person;
 - (i) you acknowledge that you have not been provided with investment advice or financial product advice by the Company or the Share Registry; and
 - (j) you certify that you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf under the Offer or any similar Company arrangement in the 12 months prior to your application, exceeds A\$15,000. This certification by one joint holder of Shares will be effective in respect of the other joint holder(s).

7.2. If you are a Custodian, you certify:

- (a) that, as at the Record Date, you hold Shares on behalf of one or more beneficiaries, and that those beneficiaries have been provided with a copy of this document and instructed you to apply for New Shares;
- (b) that the following are correct:
 - (i) details of the number of beneficiaries who have instructed you to apply for New Shares on their behalf;
 - (ii) the names and addresses of the beneficiaries;
 - (iii) the number of Shares you hold on behalf;
 - (iv) the number or dollar amount of the New Shares that each beneficiary has instructed you to apply for; and
 - (v) the name and address of any interposed custodians;
- (c) you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the Offer or any similar Company arrangement in the 12 months prior to your application, exceed A\$15,000; and
- (d) that you:
 - (i) hold an Australian financial services licence that covers the provision of a custodial or depository service (within the meaning given by section 766E of the Corporations Act) or covers the operation of an IDPS (as defined in ASIC Class Order CO [13/763]); or
 - (ii) do not hold an Australian financial services licence for the provision of a custodial or depository service as described in the Class Order and are exempt from the requirement to hold such a licence; or
 - (iii) otherwise meet the definition of Custodian in the Class Order.

7.3. Custodians wishing to participate on behalf of one or more beneficiaries should contact the Share Registry to obtain more information on how to apply and the form of certification to be given.

7.4. Please note that if you hold Shares in the capacity of a trustee or a nominee for another person but you do not meet the definition of Custodian in the Class Order, you cannot participate for beneficiaries in the manner outlined in **clause 7.2** above. In this case, the rules for multiple registered holdings as described in **clause 2.4** apply.

8. Rights attached to the New Shares

8.1. New Shares issued under the Offer will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Allotment Date. The Company will apply for the New Shares to be quoted on ASX.

9. Costs of participation

9.1. No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, New Shares under the Offer.

10. Right to scale back entitlements or close the Offer early

- 10.1. The Company reserves the right to scale back your entitlement to acquire New Shares under the Offer (if, for example, the applications for New Shares would exceed the overall cap of A\$5 million). If this occurs, excess funds will be returned to applicants without interest. If there is a scale back, you may receive less than the parcel of New Shares for which you have applied.
- 10.2. The Company reserves the right to close the Offer early in its absolute and sole discretion should the total demand for New Shares exceed A\$5 million. If the Offer is closed early, and your valid application was not received by that date, then you will not receive any New Share pursuant to the Offer and your application funds will be refunded.

11. Refunds

- 11.1. Refunds under the Offer may be paid under various circumstances. For example, if applications are made incorrectly or the Offer is closed early the entire payment may be refunded, or if allocations are scaled back a partial refund may be made.
- 11.2. If a refund is made, payment will be by cheque mailed to your address as shown on the share register.
- 11.3. You will not receive any interest on funds refunded to you.
- 11.4. Any refund made to you is despatched at your risk.

12. United States

- 12.1. Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person. Participation in the Offer, directly or indirectly, in violation of these restrictions is not permitted, and any such participation will be invalid.
- 12.2. This document is not an offer of securities for sale in the United States or to any person that is, or is acting for the account or benefit of, a US Person. The Company's Shares have not been, and will not be, registered under the US Securities Act and may not be offered, sold or delivered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person, except in accordance with an available exemption from registration.
- 12.3. Because of the legal restrictions summarised above, you must not send copies of any Offer materials to any of your clients (or any other person) in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Consistent with the warranties set out above, you are also advised not to submit any Application Form or make payment by BPAY[®] or otherwise in respect of the purchase of New Shares under the Offer on behalf of any of your clients (or any other person) in the United States or that is, or is acting for the account or benefit of, a US Person. Failure to comply with these restrictions may result in violations of applicable securities laws.

13. Dispute resolution

- 13.1. The Company reserves the right to settle, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Offer. The Company's decision will be conclusive and binding on all shareholders and other persons to whom the determination relates.

14. Waiver, amendment, suspension and termination

- 14.1. The Company may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions or suspend, withdraw or terminate the Offer at any time. Any such waiver, amendment, variation, suspension, withdrawal or termination will be binding on all Eligible Shareholders even where the Company does not notify you of the event.
- 14.2. The Company is not liable for loss, cost or expense arising out of any exercise of its discretions under these Terms and Conditions.

15. ASIC relief

- 15.1. The Offer is made in accordance with the Class Order. The Class Order grants relief from the requirement to prepare a prospectus for the offer of New Shares up to A\$15,000 under the Offer, subject to certain terms and conditions.
- 15.2. In accordance with the terms of the Class Order, the Company will give a notice to ASX that complies with the Class Order.

16. Governing law

- 16.1. These Terms and Conditions are governed by the laws in force in Western Australia.

17. Binding terms

- 17.1. By accepting the offer to purchase New Shares under the Offer, you agree to be bound by these Terms and Conditions and the constitution of the Company.

18. Underwriting

- 18.1. The Offer is not underwritten.

19. Definitions

In this document the following terms have these meanings:

A\$	Australian dollars
Allotment Date	The date the New Shares are allotted, expected to be Thursday 2 August 2018.
Application Form	The application form which accompanies this document.
ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited or the Australian Securities Exchange, as the context requires.
Class Order	ASIC class order CO 09/425.
Company	Dacian Gold Limited ACN 154 262 978.
Corporations Act	<i>The Corporations Act 2001</i> (Cth).
Custodian	The meaning given in the Class Order.
Directors	The directors of the Company.
Eligible Shareholder	A person who is eligible to participate in the Offer in accordance with clause 2 of the Terms and Conditions.
New Shares	The Shares offered in the document.
Offer	The offer of New Shares in this document.
Offer Price	A\$2.70 per New Share.
Record Date	The record date for the Offer being 5pm (WST) on Tuesday 10 July 2018.
Share Purchase Plan Offer	This document.
Share Registry	Computershare Investor Services ACN 078 279 277.
Shares	Fully paid ordinary shares in Dacian Gold Limited.
Terms and Conditions	The terms and conditions of the Offer set out in the annexure to this Share Purchase Plan Offer.
US Person	A "U.S. person" as defined in Regulation S under the US Securities Act of 1933.
US Securities Act	The US Securities Act of 1933, as amended.

16 July 2018

CLEANSING NOTICE

Shares issued under Share Purchase Plan

Notice under ASIC Class Order [09/425]

This notice is given by Dacian Gold Limited (**Company**) under ASIC Class Order [09/425].

The Company announced on Wednesday, 11 July 2018 that it intends to offer eligible shareholders the opportunity to subscribe for up to \$15,000 of fully paid ordinary shares (**Shares**) in the Company under a share purchase plan (**SPP**). The SPP offer documents will be dispatched to eligible shareholders today, Monday 16 July 2018.

The Company advises that:

- (a) the offer will be made without disclosure to investors under Part 6D.2 of the *Corporations Act 2001* (Cth) (**Act**) and without a prospectus for the Shares being prepared;
- (b) this notice is being given in accordance with ASIC Class Order [09/425];
- (c) as a disclosing entity, the Company is subject to regular reporting and disclosure obligations;
- (d) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Act, as they apply to the Company; and
 - (ii) section 674 of the Act, as it applies to Company; and
- (e) as at the date of this notice, there is no information that is 'excluded information' within the meanings of sections 708A(7) and 708A(8) of the Act.

Yours sincerely



Kevin Hart
Company Secretary