DEFINITIONS

1. DEFINITIONS

In this document, the following words and expressions shall have the following meanings, unless the context otherwise requires.

"AFRC"	the Accounting and Financial Reporting Council of Hong Kong
"Articles"	the articles of association of the New Holdco (as amended from time to time)
"ASIC"	Australian Securities and Investments Commission
"associate(s)"	has the meaning ascribed to it under the Corporations Act
"ASX"	Australian Securities Exchange operated by ASX Limited
"AU$"	Australian dollars, the lawful currency of Australia
"Australia"	Commonwealth of Australia
"AVI(s)"	the six Regional State Administrative Agencies under the Finnish Ministry of Social Affairs and Health, the authorities responsible for supervising occupational safety and health conditions at work places. They are the authorities which grant Environmental Permits under the Environmental Protection Act and water permits under the Water Act
"Beneficial Owner"	any beneficial owner of the Shares whose Shares are registered in the name of a Registered Owner
"Board"	the Board of Directors of the Company
"Buyback Mandate"	the unconditional general mandate given to the New Holdco Board to buy back New Holdco Shares on the Stock Exchange (or any other stock exchange(s) on which the securities of the New Holdco may be listed and which is reorganised by the SFC and the Stock Exchange)
"Capital Reduction"	means an equal capital reduction under section 256B of the Corporations Act pursuant to which all of the Scheme Shares are to be cancelled
"Capital Reduction Resolution"	means a resolution passed by a majority (equal to or greater than 50%) of the Shareholders at the Extraordinary General Meeting to approve the Capital Reduction
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC

"close associate"	has the meaning ascribed to it in the Listing Rules
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (as amended, supplemented or otherwise modified from time to time)
"Companies (Winding Up and Miscellaneous Provisions) Ordinance"	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (as amended, supplemented or otherwise modified from time to time)
"Companies Registrar"	the Registrar of Companies in Hong Kong
"Company"	Dragon Mining Limited (ACN 009 450 051) (Stock Code: 1712), a company incorporated in Western Australia with limited liability, the Shares of which are listed on the Main Board
"Conditions Precedent"	the conditions required to be satisfied before the Scheme will become Effective as set out at Clause 3.1 of the Scheme Implementation Deed
"Constitution"	the constitution of the Company, as amended from time to time
"Corporations Act"	the *Corporations Act 2001* (Cth) (as amended, supplemented or otherwise modified from time to time)
"Corporations Regulations"	the *Corporations Regulations 2001* (Cth) (as amended, supplemented or otherwise modified from time to time)
"Court"	the Federal Court of Australia, or such other court of competent jurisdiction under the Corporations Act as is agreed by the Company and the New Holdco
"Directors"	the directors of the Company
"Effective"	means the coming into effect, pursuant to section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) of the Corporations Act in relation to the Scheme
"Effective Date"	the date upon which the Scheme, if approved and sanctioned by the Court, becomes Effective in accordance with its terms and the Corporations Act, being the date on which the order of the Court made under section 411(4)(b) of the Corporations Act in relation to the Scheme comes into effect pursuant to section 411(10) of the Corporations Act (but in any event at no time before an office copy of the order of the Court is delivered to the ASIC for registration), which is expected to be [REDACTED]

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"EGM Proxy Form"	the form of proxy in respect of the Extraordinary General Meeting
"EIA(s)"	stands for Environmental Impact Assessment. Under the Mineral Act 1991 and in Finnish Mining Act, an application for mining concessions should be accompanied by an EIA. An EIA is a report that describes the expected environmental impact that the proposed mining operations will have and how this can be managed. An EIA is required in order to obtain an Environmental Permit. The information that should be included in an EIA is contained in the Environmental Code and in the Act on Environmental Impact Assessment Procedure (468/1994)
"End Date"	[REDACTED], or such other date as agreed in writing between the Company and the New Holdco
"Environmental Code"	the Swedish Environmental Code (1998:808) is the principal environmental law in Sweden, and is closely tied to the Mineral Act 1991, which with few exceptions, is applicable to all types of operations, including exploration and exploitation of land in Sweden
"Environmental Permit(s)"	the environmental permits required to carry out certain environmentally hazardous operations or water operations associated with the mining operations in Finland and Sweden, as stipulated by the Environmental Protection Act and Environmental Code. They are granted by the relevant AVI and the Land and Environmental Court in the respective jurisdiction of Finland and Sweden
"Environmental Protection Act"	the Finnish Environmental Protection Act (527/2014) stipulates the regulations regarding environmental rehabilitation, which is applied to the prevention of pollution from emissions of mining activity and to waste management of a mine. It is required under the Environmental Protection Act that an operator must provide environmental collateral and the financial guarantee for securing the appropriate waste management of mines and processing plants
"EU or European Union"	the politico-economic union of 27 member states that are located in Europe

"EU Directive(s)"	an EU directive is a legislative act, directed to EU member states, that sets out an objective or a policy which needs to be attained in the EU member states. The EU member states must then pass the relevant domestic legislation to give effect to the terms of the directive within a time frame set out in the directive
"EUR"	Euros, the lawful currency of the Eurozone of the EU
"Extraordinary General Meeting"	the extraordinary general meeting of the Company to be held at [REDACTED] on [REDACTED] for the purpose of considering and if thought fit, approving the Capital Reduction Resolution, notice of which is set out in Appendix XIV of this document, and includes any meeting convened following any adjournment or postponement thereof
"FINI"	"Fast Interface for New Issuance," the online platform operated by HKSCC that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on subscription in and settlement for the New Holdco Shares
"Finland"	the Republic of Finland, a member of the EU
"General Mandate"	has the same meaning ascribed to it at Section 7.6 of this document
"Government Agency"	any government, governmental, semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or entity or recognised stock exchanges and includes any other person authorised by Law to give consents or impose requirements
"Group"	the Company and its subsidiaries before the Scheme become Effective, or (where the context so requires) the New Holdco and its subsidiaries (including the Company) upon the Scheme becoming Effective
"Headcount Threshold"	has the meaning ascribed to it at Section 2.1(a) "Overview of the Reorganisation Proposal" of this document
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"HKEx Listing"	the listing of the New Holdco Shares on the Main Board
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC

"Implementation Conditions"	the conditions (in addition to the Conditions Precedent) required to be satisfied before the Scheme will be implemented as set out at Clause 4.1 of the Scheme Implementation Deed, being the Scheme becoming Effective and the Stock Exchange granting unconditional approval for the listing on the Stock Exchange by way of introduction, and permission to deal in, the New Holdco Shares to be issued pursuant to the Scheme and such approval has not been revoked prior to the implementation of the Scheme
"Implementation Date"	the ninth Business Day after the Record Date or such other date as agreed in writing between the Company and the New Holdco
"Independent Expert"	Grant Thornton Corporate Finance Pty Ltd (holding an Australian Financial Services Licence that authorises it to provide general financial product advice for securities to retail and wholesale clients, and deal in securities for wholesale clients)
"Independent Expert's Report"	the independent expert's report prepared by the Independent Expert dated [•], a copy of which is included in Appendix VIII
"Investor Participants"	persons admitted to participate in CCASS as an investor participant who may be an individual or joint individual or a corporation
"ISP"	means the Swedish Inspectorate of Strategic Products
"JORC"	the Joint Ore Reserve Committee, as that term is applied in the listing rules of and applied by the ASX
"JORC Code"	the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves sets out the minimum standards, recommendations and guidelines for public reporting. The JORC Code is adopted by the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists and endorsed by the Minerals Council of Australia
"Land and Environmental Court"	the Swedish Land and Environmental Court, which is responsible for granting the Environmental Permits for carrying out mining operations in Sweden
"Latest Practicable Date"	[20 April 2026], being the latest practicable date prior to the issue of this document for ascertaining certain information contained in this document

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"Law"	includes any law, regulation, authorisation, ruling, judgment, order or decree of any Government Agency; and any statute, regulation, proclamation, ordinance or bye-law in Hong Kong, Australia or any other jurisdiction
"Listing Committee"	the listing committee of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
"Main Board"	the Main Board of the Stock Exchange
"New Holdco"	Dragon Gold Mining Limited, a company incorporated in Hong Kong with limited liability which is a wholly-owned subsidiary of the Company and, upon the Scheme becoming Effective, will become the new holding company of the Group, and an application will be made for listing its shares on the Main Board by way of introduction
"New Holdco Board"	the board of New Holdco Directors
"New Holdco Directors"	the directors of New Holdco
"New Holdco Information"	has the meaning ascribed to it in the Scheme Implementation Deed
"New Holdco Shareholders"	the holders of the New Holdco Shares
"New Holdco Shares"	ordinary shares in the share capital of New Holdco
"NGO(s)"	non-governmental organisation(s)
"Non-Qualifying Overseas Shareholders"	those Overseas Shareholders who will not receive the New Holdco Shares pursuant to the Scheme but will receive cash in full satisfaction of their rights to receive the New Holdco Shares where the law of any relevant jurisdiction precludes the issuance of the New Holdco Shares or precludes it except after compliance by New Holdco with conditions with which the New Holdco is unable to comply or which the New Holdco regards as unduly onerous, as further described in Sections 2.20 and 10.11 of this document

"Nordic region"	all municipalities and administrative regions of the five Nordic countries, being Denmark, Finland, Iceland, Norway and Sweden, as well as the Faroe Islands and Greenland (both part of the Kingdom of Denmark), and Åland (part of the Republic of Finland)
"Other CCASS Participant"	a person admitted to participate in CCASS other than an Investor Participant
"Overseas Shareholders"	Shareholders whose addresses, as shown on the register of members of the Company at the Record Date, are in any jurisdiction other than Hong Kong and Australia
"PRC"	the People's Republic of China
"Prescribed Occurrence"	has the meaning ascribed to it in the Scheme Implementation Deed
"Prospectus"	the prospectus of the Company issued on 18 October 2018 for the listing of the Shares on the Main Board
"Proxy Form(s)"	the Scheme Proxy Form, and the EGM Proxy Form, as applicable
"Record Date"	[REDACTED] (Hong Kong/Perth time) on [REDACTED] or such other date as may be announced to the Shareholders, being the record date (and time) for determining entitlements of the Scheme Shareholders under the Scheme
"Registered Owner"	in respect of a Beneficial Owner, any nominee, trustee, depositary or any other authorised custodian or third party whose name is entered in the register of members of the Company as the holder of the Shares in which the Beneficial Owner is beneficially interested
"Related Body Corporate"	has the meaning ascribed to it in the Corporations Act
"Reorganisation Proposal"	the proposed change of the holding company of the Group from the Company to the New Holdco, a company incorporated in Hong Kong with limited liability, by way of the Scheme

"Requisite Majority"	means the threshold for approval of a resolution on a scheme of arrangement between a body and its members under Part 5.1 of the Corporations Act, being 'in favour' of the Scheme Resolution received from: (a) unless the Court orders otherwise, a majority in number (more than 50%) of members who are present and voting, either in person or by proxy, attorney or, in the case of a corporation its duly appointed corporate representative ("**Headcount Threshold**"); and (b) at least 75% of the total number of votes cast on the resolution
"Sale Agent"	has the meaning ascribed to it in the Scheme, being a nominee selected by the New Holdco prior to the Implementation Date to be issued the Scheme Consideration that would otherwise have been issued to the Non-Qualifying Overseas Shareholders
"Scheme"	means the scheme of arrangement pursuant to Part 5.1 of the Corporations Act proposed between the Company and the Scheme Shareholders, pursuant to which the Scheme Shares will be cancelled and Scheme Shareholders (other than Non-Qualifying Overseas Shareholders) will receive the New Holdco Shares, the form of which is contained in Appendix XI, together with any alterations or conditions made or required by the Court under section 411(6) of the Corporations Act and approved in writing by the Company and the New Holdco
[REDACTED]	[REDACTED]
"Scheme Consideration"	means the number of the New Holdco Shares to be received by the Scheme Shareholders in consideration for the cancellation of their Scheme Shares, being 1 (one) New Holdco Share for every 1 (one) Scheme Share, as set out in the Scheme
"Scheme Implementation Deed"	the scheme implementation deed dated 29 April 2026 entered into between the Company and the New Holdco and set out in Appendix X (save for the annexures to that deed on the basis that the Scheme and Deed Poll appear separately in this document at Appendix XI and Appendix XII)

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"Scheme Meeting"	the Court ordered meeting of the Company to be held at [REDACTED] on [REDACTED] for the purpose of considering and if thought fit, approving the Scheme Resolution in relation to the Reorganisation Proposal, notice of which is set out in Appendix XIII of this document, and includes any meeting convened following any adjournment or postponement thereof
"Scheme Proxy Form"	the form of proxy in respect of the Scheme Meeting
"Scheme Resolution"	the resolution to vote on the Scheme as set out in the Notice of Scheme Meeting is at Appendix XIII
"Scheme Shareholders"	holders of the Scheme Shares as at the Record Date
"Scheme Shares"	all the Shares on issue at the Record Date
"SEC"	the US Securities and Exchange Commission
"Second Court Date"	the day on which the Court makes an order pursuant to sections 411(4)(b) and 411(6) of the Corporations Act approving the Scheme
"Second Court Hearing"	the hearing of the application made to the Court to consider an order pursuant to sections 411(4)(b) and 411(6) of the Corporations Act approving the Scheme
"Securities Act"	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
"SFC"	Securities and Futures Commission of Hong Kong
"SFC Executive"	the executive director of the Corporate Finance Division of the SFC or any delegate of the executive director
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended, supplemented or otherwise modified from time to time)
"Shareholders"	holders of the Shares
"Shares"	fully paid ordinary share(s) in the issued share capital of the Company
"Stock Exchange"	the Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the meaning ascribed to it in the Listing Rules

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“Superior Proposal”	means a bona fide proposal under which a Third Party may acquire control of the Company which is received by the Company, and the Directors, acting in good faith and having regard to the conditions and circumstances of the proposal determine that proposal is more favourable to Shareholders than the Scheme
“Sweden”	the Kingdom of Sweden, a member of the EU
“Swedish FDI Act”	means the Swedish Screening of Foreign Direct Investments Act (2023: 560)
“Swedish FDI Approval”	means approval of the Scheme by the ISP pursuant to the Swedish FDI Act
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC (as amended, supplemented or otherwise modified from time to time)
“Third Party”	means a person other than the New Holdco and its associates
“US” or “United States”	the United States of America, its territories and possessions, any State of the United States and the District of Columbia
“US$”	United States dollar, the lawful currency of the US
“%”	per cent. All percentages stated in this document are approximations