



NOTICE OF 2024 ANNUAL GENERAL MEETING

Tuesday, 28 May 2024

10am Johannesburg time (4pm Perth time)

- In Johannesburg at Building 33, Woodlands Office Park, 20 Woodlands Drive, Woodlands, Sandton, Gauteng 2080

Notice is given that the 2024 Annual General Meeting of DRA Global Limited ACN 622 581 935 (“DRA” or the “Company”) will be held in person on Tuesday, 28 May 2024 at 10am Johannesburg time (4pm Perth time) in Johannesburg at Building 33, Woodlands Office Park, 20 Woodlands Drive, Woodlands, Sandton, Gauteng 2080. The meeting will also be webcast live (viewing only, no live voting) through this link: www.draglobal.com/agm

Resolution		Shareholder Approval	Voting Restrictions
	DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS	To receive and consider the Financial Report, Directors' Report, Remuneration Report and Auditor's Report for the financial year ended 31 December 2023.	Not required N/A
1	ADOPTION OF REMUNERATION REPORT	To consider and, if thought fit, to pass the following as a non-binding Ordinary Resolution: <i>"That the remuneration report for the year ended 31 December 2023 be adopted."</i>	Not required Yes (see below)
2	ELECTION OF DIRECTOR – SEBASTIANO (SAM) RANDAZZO	To consider and, if thought fit, to pass the following as an Ordinary Resolution: <i>"That for the purposes of clause 8.1(h) of the Company's Constitution and for all other purposes, Sebastiano (Sam) Randazzo be elected as a Director."</i>	Ordinary Resolution No
3	ELECTION OF DIRECTOR – CHARLES PETTIT	To consider and, if thought fit, to pass the following as an Ordinary Resolution: <i>"That for the purposes of clause 8.1(h) of the Company's Constitution and for all other purposes, Charles Pettit be elected as a Director."</i>	Ordinary Resolution No
4	ELECTION OF DIRECTOR – LINDIWE MTHIMUNYE	To consider and, if thought fit, to pass the following as an Ordinary Resolution: <i>"That for the purposes of clause 8.1(h) of the Company's Constitution and for all other purposes, Lindiwe Mthimunye be elected as a Director."</i>	Ordinary Resolution No
5	ELECTION OF DIRECTOR – VALENTINE COETZEE	To consider and, if thought fit, to pass the following as an Ordinary Resolution: <i>"That for the purposes of clause 8.1(h) of the Company's Constitution and for all other purposes, Valentine Coetzee be</i>	Ordinary Resolution No

Resolution		Shareholder Approval	Voting Restrictions
		<i>elected as a Director."</i>	
6	ELECTION OF DIRECTOR – DARREN NAYLOR	To consider and, if thought fit, to pass the following as an Ordinary Resolution: <i>"That for the purposes of clause 8.1(h) of the Company's Constitution and for all other purposes, Darren Naylor be elected as a Director."</i>	Ordinary Resolution No
7	APPROVAL OF THE ISSUE OF OPTIONS PURSUANT TO THE INCENTIVE OPTIONS PLAN	To consider and if thought fit, to pass the following as an Ordinary Resolution. <i>"That, for the purposes of Listing Rule 7.2 Exception 13 and for all other purposes, Shareholders approve the issue of up to a maximum of 5,504,159 Options under the Incentive Option Plan to persons known as "Eligible Participants" on the terms and conditions described in the Explanatory Memorandum."</i>	Ordinary Resolution Yes (see below)
8	APPOINTMENT OF AUDITOR	To consider and if thought fit, to pass the following as an Ordinary Resolution. <i>"That, for the purposes of section 327B of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having consented in writing to act as auditor, be appointed as the auditor of the Company, with effect from the close of the Meeting."</i>	Ordinary No



NOTICE OF 2024 ANNUAL GENERAL MEETING

VOTING EXCLUSION STATEMENTS

RESOLUTIONS 1: ADOPTION OF REMUNERATION REPORT

The Company will disregard any votes cast on Resolution 1, if required:

- by or on behalf of a member of the KMP as disclosed in the Remuneration Report;
- by or on behalf of a Closely Related Party (such as close family members and any controlled companies) of a member of the KMP; and/or
- as a proxy by a member of the KMP or their Closely Related Parties,

unless the vote is cast as a proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chair pursuant to an express authorisation to exercise the proxy.

RESOLUTION 7: APPROVAL OF AWARDS PLAN

The Company will disregard any votes cast on Resolution 7 by or on behalf of a person who is eligible to participate in the Incentive Option Plan, or an Associate of that person or persons.

However, this does not apply to a vote cast in favour of each of Resolution 7 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the meeting as proxy for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further details about the Meeting and the Resolutions are contained in the Notes Related to Voting and the Explanatory Notes, which form part of this Notice of Meeting.

By order of the Board

Tony Bevan

Group Company Secretary

26 April 2024



2024 AGM – NOTES RELATED TO VOTING

Attending the Meeting

The Meeting will be held in person on Tuesday, 28 May 2024, at 10am Johannesburg time (4pm Perth Time), and which is also accessible to Shareholders unable to attend the venue in person by a Microsoft Teams webcast. These arrangements are intended to provide Shareholders with a reasonable opportunity to observe or participate in the Meeting.

The Meeting will be held at Building 33, Woodlands Office Park, 20 Woodlands Drive, Woodlands, Sandton, Gauteng 2080, Johannesburg, South Africa at 10am (Johannesburg Time).

There will be a live webcast of the Meeting on Microsoft Teams. Those persons viewing the Meeting through the webcast may observe the Meeting but will not be able to speak at the Meeting or participate in live online voting. Accordingly, anyone intending to observe through the live webcast is encouraged to submit a directed Proxy Form ahead of the Meeting in accordance with the instructions set out in the Notice of Meeting. The webcast may be accessed via the following link:

www.draglobal.com/agm

Shareholders viewing the meeting through the live webcast by Microsoft Teams are able to submit written questions during the Meeting. Please note that anonymous questions may not be answered, and all questions submitted through Microsoft Teams will be moderated.

If you intend to attend the Meeting at the Johannesburg venue in person, please would you RSVP by no later than Friday, 24 May 2024 to shareholders@draglobal.com and proxy@computershare.co.za.

You may still attend the Meeting if you don't RSVP, but your response will assist with planning for the Meeting.

Shareholders are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting if possible, to allow time for Shareholders to sign the attendance register and so that the Company may check their shareholdings against the Company's share register and note their attendances. Shareholders are asked to please bring the enclosed Proxy Form and some form of identification to the meeting to assist in registering your attendance and number of votes.

Voting Procedure - Generally

Shareholders can vote in one of two ways:

- where the shareholder is an individual, by attending the Meeting in person in Johannesburg and voting; or
- by appointing a proxy (including the Chair of the Meeting) using a Proxy Form or, where the shareholder is a body corporate, appointing a corporate representative to attend and vote on their behalf.

Specific instructions on 'How to Vote' for Shareholders holding Shares on the Australian register and South African register are set out below.

Shareholders are encouraged to submit a Proxy Form appointing the Chair of the Meeting or another person who will physically attend the Meeting as their proxy and directing the proxy to vote in accordance with the Shareholder's instructions. You can direct your proxy to vote for or against, or to abstain from voting on, a Resolution by marking the appropriate box in the enclosed Proxy Form. If you do not direct your proxy how to vote then your proxy may vote at his or her discretion.



2024 AGM – NOTES RELATED TO VOTING

Voting on all proposed Resolutions at the Meeting will be conducted by poll. Under the Company's Constitution, any poll will be conducted as directed by the Chair of the Meeting. Shareholders are encouraged to lodge directed proxies in advance of the Meeting.

The results of the Meeting will be advised to Shareholders as soon as possible after the close of the Meeting on the ASX's Market Announcement Platform and JSE SENS.

Proxies Voting - Generally

Enclosed with this Notice of Meeting is a Proxy Form. The Proxy Form allows Shareholders who are not attending the Meeting in person to appoint the Chair of the Meeting or another person who is attending the Meeting to vote on their behalf.

If you hold Shares in the Company in more than one capacity, please complete the Proxy Form in respect of each holding.

All Shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a Shareholder. Shareholders holding two or more Shares can appoint a maximum of two proxies. If two proxies are appointed, the appointing Shareholder can specify what proportion of their votes each proxy is to exercise. A Shareholder may appoint a body corporate or individual as its proxy. A body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy. To vote by proxy, please complete and return to the Company the Proxy Form enclosed with this Notice of Meeting as soon as possible, in accordance with the instructions below.

How to Vote – Shareholders on the Australian register

Voting in person

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed Proxy Form to the meeting to assist in registering your attendance and number of votes. Please arrive 30 minutes prior to the start of the meeting to facilitate this registration process.

Voting by corporate representative

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the meeting. This form may be obtained from the Company's share registry.

Voting by proxy

If you do not wish to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a shareholder. If a representative of a corporate proxy is to attend the meeting, you must ensure that the appointment of the representative is in accordance with section 250D of the Corporations Act. The corporate representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. A form of the certificate may be obtained from the Company's share registry.



2024 AGM – NOTES RELATED TO VOTING

You are entitled to appoint up to two (2) proxies to attend the meeting and vote on your behalf and may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Computershare, the Company's share registry, or you may copy the enclosed Proxy Form. To appoint a second proxy, you must follow the instructions on the Proxy Form.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of these provisions of the Corporations Act, as they will apply to this meeting. Broadly, the provisions mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair of the meeting, who must vote the proxies as directed.

To be valid, your Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 4pm (AWST) on Sunday, 26 May 2024. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Completed Proxy Forms may be lodged using any of the following methods:

- Online:** At www.investorvote.com.au
- By mail:** Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
- By fax:** 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)
- By mobile:** Scan the QR Code on your Proxy Form and follow the prompts
- Custodian voting:** For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

All Shareholders are encouraged to vote prior to the Meeting by returning their Proxy Form before the deadline detailed below.

How to Vote – Shareholders on the South African register

Voting in person

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the enclosed Proxy Form to the Meeting to assist in registering your attendance and number of votes. Please arrive 30 minutes prior to the start of the Meeting to facilitate this registration process.

“Own Name” Ordinary Shareholders on the South African register

If you are a Shareholder who holds Ordinary Shares in your “own name”, you will find enclosed a Proxy Form, for use in connection with DRA's 2024 Annual General Meeting.

Completed Proxy Forms should be sent, in the case of DRA Global Ltd Ordinary Shareholders on the South African branch register:



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By post to: Computershare Investor Services Proprietary Limited, Private Bag X9000, Saxonwold 2132, Republic of South Africa

By hand to: Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank 2196, Republic of South Africa

Or by email to: proxy@computershare.co.za

The completion and return of the Proxy Form will not preclude Shareholders from attending the Annual General Meeting and voting in person should they wish to do so.

DRA Global Ltd Ordinary Shareholders holding Ordinary Shares through a broker or CSDP

DRA Global Ltd Ordinary Shareholders on the SA Register who have dematerialised their Ordinary Shares must NOT complete the Proxy Form but instead must inform their CSDP or broker of their intention to attend the Annual General Meeting and request their CSDP or broker to issue them with the necessary authorisation to attend the Annual General Meeting in person or provide their CSDP or broker with their voting instructions should they not wish to attend the Annual General Meeting in person. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature. If your CSDP or broker does not obtain instructions from you, they will be obliged to act in terms of the mandate furnished to them by you.

Shareholders are strongly encouraged to return their Proxy Form to ensure their ability to participate in voting on the resolutions.

Other Information

Undirected proxies

The Chair of the Meeting intends to vote all undirected proxies in favour of the resolutions. The Chair of the Meeting is deemed to be appointed proxy where a signed Proxy Form is returned which does not contain a named proxy representative or where a named proxy does not attend and vote at the Meeting.

Voting entitlements

The Board has determined that, for the purpose of voting at the Meeting, Shareholders are those persons who are the registered holders of the Company's Shares at 4pm (Perth time) / 10am (Johannesburg time) on Sunday, 26 May 2024 (for JSE purposes, the practical time is market close on the JSE on Friday, 24 May 2024).

Voting exclusions

Any voting exclusions, including under the Corporations Act or the ASX Listing Rules, for each item of business are set out above.

Required majority

Each resolution is required to be passed as an ordinary resolution, being a simple majority of 50% plus 1 of the votes cast by Shareholders present (in person, by proxy or representative) and entitled to vote on each Resolution.



2024 AGM – NOTES RELATED TO VOTING

Questions from Shareholders

The Company welcomes your feedback. You are encouraged to submit written questions relating to the business of the Meeting by email to shareholders@draglobal.com by Tuesday, 21 May 2024.

The Chair of the Meeting will endeavour to address any questions submitted after this date (including those submitted in writing on Microsoft Teams during the meeting).

Further information

If you need any further information about this Notice of Meeting or attending / viewing the Meeting please contact Tony Bevan by email at shareholders@draglobal.com or telephone on +61 8 6163 5900.



2024 AGM – EXPLANATORY NOTES

EXPLANATORY NOTES

The accompanying Explanatory Notes form part of the Notice of Meeting and should be read carefully in conjunction with it.

DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS

Section 317 of the Corporations Act requires the Company's Financial Report, Directors' Report and Auditor's Report for the last financial year that ended, lay before the Company's Annual General Meeting, being the financial year ended 31 December 2023.

The 2023 Financial Statements and Reports are included in the Company's 2023 Annual Report, a copy of which can be accessed online at <https://www.draglobal.com/investors> or on the ASX website at <https://www2.asx.com.au/markets/company/dra> or on the JSE Client Portal at <https://clientportal.jse.co.za/companies-and-financial-instruments/issuer-profile?issuermasterid=5294>.

In accordance with the Corporations Act, Shareholders will have a reasonable opportunity to ask questions or make comments on the Company's 2023 Financial Statements and Reports.

The Company's Auditor, BDO, will be present at the Meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies and the independence of the auditor.

The Auditor will also respond to any written questions provided these are submitted to the Company no later than five Business Days prior to the Meeting, being Tuesday, 21 May 2024.

There is no requirement under the Corporations Act or the Company's Constitution for Shareholders to approve the Company's 2023 Financial Statements and Reports.

RESOLUTION 1

ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

The remuneration report for the year ended 31 December 2023 is set out in the Company's 2023 Annual Report (**Remuneration Report**).

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of Key Management Personnel and the Company's performance; and
- sets out the remuneration arrangements in place for the Directors and other Key Management Personnel.

Section 250R(2) of the Corporations Act requires the AGM of a publicly listed company to include a non-binding advisory vote on the adoption of the remuneration report. The objective of this requirement is to increase levels of transparency and accountability on remuneration arrangements, strengthen alignment of remuneration with performance, and provide for greater shareholder engagement and feedback on remuneration matters.

In accordance with section 250R(3) of the Corporations Act, the vote on the resolution is advisory only and does not bind the Directors or the Company. However, the Directors will take the discussion at the AGM and the outcome of the vote into account when considering the Company's remuneration policies.



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Shareholders should be aware that in accordance with Division 9 of Part 2G.2 of the Corporations Act, if at least 25% of votes cast are against adoption of the remuneration report at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution proposing that another general meeting be held (**Spill Meeting**), at which all of the Directors (other than the Managing Director) would need to stand for re-election (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second annual general meeting. All of the Directors who were in office when the applicable Remuneration Report was approved, other than any Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The remuneration report for the financial year ended 31 December 2022 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held on 9 May 2023. Accordingly, even if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report, it will not result in the Company putting a Spill Resolution to Shareholders.

Section 250SA of the Corporations Act requires that a reasonable opportunity be allowed to Shareholders at the AGM to ask questions about, or make comments on, the remuneration report.

Shareholders are encouraged to read the Remuneration Report (and the Explanatory Notes above) carefully and to the extent that Shareholders have questions or comments regarding the Remuneration Report, the Company encourages them to contact the Company Secretary by email at shareholders@draglobal.com or by phone on +61 8 6163 5900, prior to voting on this item of business.

Board Recommendation

The Board unanimously recommends that Shareholders vote **in favour** of Resolution 1. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1.

RESOLUTION 2

ELECTION OF DIRECTOR – SEBASTIANO (SAM) RANDAZZO

Resolution 2 seeks approval for the election of Sebastiano (Sam) Randazzo as a Director, with his retirement and proposed election to take effect at the conclusion of the Meeting (in accordance with clause 8.1(c) and 8.1(i) of the Constitution).

Mr Randazzo, was appointed by the Board as Non-executive Chairman to fill a casual vacancy from 4 October 2023 and is eligible for election to the office of director under clause 8.1(j)(1) of the Constitution.

Mr Randazzo's relevant skills and experience are summarised below.

	Mr Sebastiano (Sam) Randazzo
Term	Mr Randazzo was appointed a Director to fill a casual vacancy from 4 October 2023.
Independent	Yes, Independent Non-Executive Director



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Skills and experience	<p>Sam Randazzo is a Chartered Accountant in Australia and a mineral resources industry professional with more than 35 years' experience. Sam has held several senior leadership positions, including executive and non-executive directorships, chairman, CEO, CFO and company secretary for publicly listed companies on the ASX, TSX, JSE and AIM stock markets.</p> <p>In addition, Sam has extensive operational experience in project identification, merger and acquisitions, initial and secondary public offerings, capital raisings in international markets, corporate finance, feasibility studies and project development.</p> <p>He has also worked for companies involved in the mining, exploration, engineering and construction of gold, diamonds, base metals, mineral sands, coal and uranium projects.</p>
Other Listed Company Directorships	<p>None</p> <p>Former Director of MC Mining Limited, Bardoc Gold Limited</p>
Special responsibilities	<p>Member of the following Committees:</p> <ul style="list-style-type: none">• Audit & Risk Committee; and• Special Project Approval Committee
Interests in the Company	<p>Mr Randazzo holds no equity interests in the Company.</p>

Board Recommendation

The Board (other than Mr Randazzo who has an interest in this Resolution) unanimously recommends that Shareholders vote **in favour** of Resolution 2. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

RESOLUTION 3

ELECTION OF DIRECTOR – CHARLES PETTIT

Resolution 3 seeks approval for the election of Charles Pettit as a Director, with his retirement and proposed election to take effect at the conclusion of the Meeting (in accordance with clause 8.1(c) and 8.1(i) of the Constitution).

Mr Pettit, was appointed by the Board as a Non-executive Director to fill a casual vacancy from 1 July 2023 and is eligible for election to the office of director under clause 8.1(j)(1) of the Constitution.

Mr Pettit's relevant skills and experience are summarised below.

	Mr Charles Pettit
Term	Mr Pettit was appointed a Director to fill a casual vacancy from 1 July 2023.
Independent	No, Non-independent Non-Executive Director
Skills and experience	Charles Pettit is the CEO and Founder of Apex Partners, a holding company that makes long-term investments in engineering, equipment and industrial distribution businesses.



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	<p>Prior to founding Apex, Charles founded and was the CEO of Torre Industries Ltd and Stellar Capital Partners Ltd, both JSE-listed industrial businesses. Charles has also held senior roles for Close Brothers Corporate Finance and AfrAsia Corporate Finance.</p> <p>He has a BCom (Honours) from the University of Cape Town and is a qualified CFA charter holder.</p>
Other Listed Company Directorships	None
Special responsibilities	<p>Member of the following Committees:</p> <ul style="list-style-type: none">• Audit & Risk Committee; and• Special Project Approval Committee
Interests in the Company	Mr Pettit holds interests in 12,116,517 ordinary shares in the Company.

Board Recommendation

The Board (other than Mr Pettit who has an interest in this Resolution) unanimously recommends that Shareholders vote **in favour** of Resolution 3. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 3.

RESOLUTION 4

ELECTION OF DIRECTOR – LINDIWE MTHIMUNYE

Resolution 4 seeks approval for the election of Lindiwe Mthimunye as a Director, with her retirement and proposed election to take effect at the conclusion of the Meeting (in accordance with clause 8.1(c) and 8.1(i) of the Constitution).

Ms Mthimunye was appointed by the Board as a Non-executive Director to fill a casual vacancy from 25 October 2023 and is eligible for election to the office of director under clause 8.1(j)(1) of the Constitution.

Ms Mthimunye's relevant skills and experience are summarised below.

	Ms Lindiwe Mthimunye
Term	Ms Mthimunye was appointed a Director to fill a casual vacancy from 25 October 2023.
Independent	Yes, Independent Non-Executive Director
Skills and experience	<p>Lindiwe Mthimunye is a chartered accountant in South Africa with extensive experience in governance, finance and business.</p> <p>During her career Lindiwe has held senior positions in the investment banking and oil and gas industries, including the position of chief financial officer.</p> <p>She has served on the Board of various listed and unlisted companies.</p>

Other Listed Company Directorships	Metrofile Holdings Limited, Sabvest Capital Limited, Blue Label Telecoms Limited Former Director of Woolworths Holdings Limited, Group 5 Limited
Special responsibilities	Chair of the following Committee: <ul style="list-style-type: none"> Audit & Risk Committee
Interests in the Company	Ms Mthimunye holds no equity interests in the Company.

Board Recommendation

The Board (other than Ms Mthimunye who has an interest in this Resolution) unanimously recommends that Shareholders vote **in favour** of Resolution 4. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 4.

RESOLUTION 5

ELECTION OF DIRECTOR – VALENTINE (VAL) COETZEE

Resolution 5 seeks approval for the election of Valentine (Val) Coetzee as a Director, with his retirement and proposed election to take effect at the conclusion of the Meeting (in accordance with clause 8.1(c) and 8.1(i) of the Constitution).

Mr Coetzee, was appointed by the Board as a Director to fill a casual vacancy from 25 October 2023 and is eligible for election to the office of director under clause 8.1(j)(1) of the Constitution.

Mr Coetzee’s relevant skills and experience are summarised below.

	Mr Valentine (Val) Coetzee
Term	Mr Coetzee was appointed a Director to fill a casual vacancy on 25 October 2023.
Independent	No, Executive Director
Skills and experience	<p>Val Coetzee is a qualified engineer and leader in the mining and mineral services industries. Val has held the position of metallurgist and technical manager at Impala Platinum and De Beers Consolidated where he was responsible for overseeing new greenfield projects.</p> <p>Val has played a vital role in the global expansion of the Group during his 15 years tenure. Val is currently the Director Process and Technology, supporting our EMEA and SAMER business units.</p> <p>He holds a Bachelor of Engineering in Chemical Engineering from the University of Stellenbosch and a Master of Engineering Mining (Mining Economics) from the University of the Witwatersrand.</p>
Other Listed Company Directorships	None

Special responsibilities	Chair of the following Committee: <ul style="list-style-type: none"> Special Project Approval Committee
Interests in the Company	Mr Coetzee holds interests in 197,178 ordinary shares in the Company.

Board Recommendation

The Board (other than Mr Coetzee who has an interest in this Resolution) unanimously recommends that Shareholders vote **in favour** of Resolution 5. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 5.

RESOLUTION 6

ELECTION OF DIRECTOR – DARREN NAYLOR

Resolution 6 seeks approval for the election of Darren Naylor as a Director, with his retirement and proposed election to take effect at the conclusion of the Meeting (in accordance with clause 8.1(c) and 8.1(i) of the Constitution).

Mr Naylor, was appointed by the Board as a Director to fill a casual vacancy from 5 October 2023 and is eligible for election to the office of director under clause 8.1(j)(1) of the Constitution.

Mr Naylor's relevant skills and experience are summarised below.

	Mr Darren Naylor
Term	Mr Naylor was appointed a Director to fill a casual vacancy on 5 October 2023.
Independent	No, Executive Director
Skills and experience	<p>Darren Naylor has more than 25 years' experience across various industrial sectors, of which more than 15 are specialising in the engineering, mining and metals industry across Africa and Australia.</p> <p>During this time, Darren was responsible for managing numerous multi-disciplinary mining studies and projects and operated at both senior executive and board levels.</p> <p>He holds a B-Tech in Marketing from the University of Johannesburg and an MBA with distinction from Henley Business School. .</p>
Other Listed Company Directorships	None
Special responsibilities	None
Interests in the Company	Mr Naylor holds interests in 460,144 ordinary shares and 217,742 options in the Company.



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Board Recommendation

The Board (other than Mr Naylor who has an interest in this Resolution) unanimously recommends that Shareholders vote **in favour** of Resolution 6. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 6.

RESOLUTION 7

APPROVAL OF ISSUE OF OPTIONS PURSUANT TO THE INCENTIVE OPTION PLAN

Background

The Company's Incentive Options Plan was adopted by the Board and approved by Shareholders at the 2019 Annual General Meeting (prior to listing) and a summary of the terms of the Plan and the maximum number of equity securities proposed to be issued under the Plan was set out in the Prospectus dated 7 July 2021.

Apart from specific grants of equity to the Company's Directors pursuant to ASX Listing Rule 10.14, the issues of securities under the Company's Equity Incentive Plan have not previously been approved by Shareholders at the Company's annual general meeting since listing. Resolution 7 seeks Shareholder approval for the issue of Options under the Incentive Options Plan for the purposes of the ASX Listing Rules.

The main purposes of the Equity Incentive Plan are to assist in the reward, retention and motivation of Eligible Participants (as defined in Appendix 1), align the interests of Eligible Participants with the interests of Shareholders, and allow Eligible Participants the opportunity to share in the growth in value of the Company and provide greater incentive for Eligible Participants to focus on the Company's strategic and longer term goals. The Board considers that the ability to issue Options to Eligible Employees provides a necessary mechanism to attract, retain and motivate personnel to achieve the Company's goals.

Summary of Equity Incentive Plan

The Equity Incentive Plan contemplates the issue of Options to Eligible Participants which carry the entitlement to be issued Shares on satisfaction of performance conditions determined by the Board. The definition of Eligible Participant under the plan includes any Director, full-time, part-time and casual employees and contractors of the Group who are declared by the Board to be eligible.

A summary of the terms of the Equity Incentive Plan is set out in Appendix 1 of this Explanatory Note.

Listing Rule 7.1 and Listing Rule 7.2, Exception 13 (b)

Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Exception 13 of Listing Rule 7.2 provides an exception to this rule, where shareholders have approved the issue of the securities under the scheme. The Listing Rule approval obtained for the issue of securities under the Incentive Option Plan is valid for three years from the date of Shareholder approval.



2024 AGM – EXPLANATORY NOTES

This Resolution seeks Shareholder approval for the issue of securities under the terms of the Incentive Option Plan for the next three years so that the Company retains the ability to manage its capital requirements efficiently by ensuring that the 15% limit is not reduced by issues of Equity Securities under the Equity Incentive Plan. The Board believes this will provide the Company with additional flexibility to raise capital as and when appropriate.

If the Shareholder approval for the issue of securities under the terms of the Incentive Option Plan is not obtained, any issues of Shares under the Incentive Option Plan would reduce the Company's 15% placement capacity under Listing Rule 7.1.

It is important to note that this Resolution 7 does not of itself authorise the issue of Options to Directors. Any such issues need to be specifically approved under Listing Rule 10.14, unless an exception applies or a waiver is obtained.

An approval under this Resolution 7 is only available to the extent that:

- the number of equity securities issued under the Incentive Option Plan does not exceed the maximum number of securities proposed to be issued as set out in the resolution; and
- there is no material change to the terms of the Equity Incentive Plan from those set out in this Notice (which includes Appendix 1).

Information required by Listing Rule 7.2, Exception 13(b)

The following information is provided in accordance with Listing Rule 7.2, Exception 13(b) which sets out the information that must be provided to Shareholders in order to obtain Shareholder approval under Listing Rule 7.2:

- (a) A summary of the terms of the Incentive Option Plan is set out in Appendix 1.
- (b) Since the Company was listed on 9 July 2021 a total of 3,448,304 Options have been issued under the Incentive Option Plan.
- (c) Following approval of Resolution 7, the maximum number of securities proposed to be issued within the next three years under the Incentive Option Plan is 5,504,159 Options.

The maximum number stated above is not intended to be a prediction of the actual number of Options that may be issued under the Incentive Option Plan – it is simply a ceiling for the purposes of Listing Rule 7.2, Exception 13(b). The total number of Options ultimately issued under the Incentive Option Plan within the next three years may be less than the maximum number stated above or may be more than the maximum number stated above (in which case the excess will count towards the Company's 15% placement capacity under Listing Rule 7.1).

The actual number of Options that will be issued will be determined by the Board on the basis of (among other things) the number of persons entitled to Options and the forward work plans of the Company. Any issues of Options will be in accordance with the terms of the Equity Incentive Plan and the Listing Rules.

- (d) A voting exclusion statement in respect of Resolution 7 is set out in the Notice.



2024 AGM – EXPLANATORY NOTES

Board Recommendation

The Board unanimously recommends that Shareholders vote **in favour** of Resolution 7. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 7.

RESOLUTION 8

APPOINTMENT OF AUDITOR

Background

Resolution 8 seeks approval for the appointment of BDO Audit Pty Ltd as auditor of the Company.

Under section 327B of the Corporations Act, shareholder approval is required for the appointment of a new auditor. BDO Audit (WA) Pty Ltd is the current auditor of the Company. As part of becoming a national entity, BDO Audit (WA) Pty Ltd is being replaced by BDO Audit Pty Ltd for the provision of BDO's audit services in Western Australia. In effect, there will be no change to the auditor of the Company.

BDO Audit (WA) Pty Ltd has agreed to resign as auditor with effect from the close of the Meeting and has obtained consent from ASIC for the resignation in accordance with section 329(5) of the Corporations Act prior to the Meeting. BDO Audit Pty Ltd has consented in writing to act as auditor for the Company.

Section 328B(1) of the Corporations Act requires that written notice of nomination of a new auditor be received from a member of the Company. The Company has received such a nomination from Managing Director James Smith, in his capacity as a member of the Company. A copy of the nomination is set out in Appendix 2.

If Resolution 8 is passed, the appointment of BDO Audit Pty Ltd as the Company's new auditor will take effect on the later of the close of the Annual General Meeting and the date on which ASIC gives its consent.

If Resolution 8 is not passed the Company will need to appoint a new auditor other than BDO Audit Pty Ltd.

Board Recommendation

The Board unanimously recommends that Shareholders vote **in favour** of Resolution 8. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 8.

GLOSSARY

In the Notice of Meeting, the Notes Related to Voting, the Explanatory Notes and the Proxy Form:

\$ means Australian dollars.

2023 Financial Statements and Reports means the Company's Financial Report, Director's Report, Remuneration Report and Auditor's Report for the financial year ended 31 December 2023.

Annual General Meeting or **AGM** means the Annual General Meeting of the Shareholders to be held on Tuesday, 28 May 2024 by the Company on the terms and for the purposes as set out in this Notice of Meeting.

Associate has the meaning given to that term in the Corporations Act.

Auditor's Report means the report of the Company's auditor on the Company's Financial Report.

Board means the Company's Board of Directors.

Business Day means a day on which banks are open for general banking business in both Perth, Western Australia and Johannesburg, South Africa, excluding Saturday and Sunday.

Closely Related Party of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealing with the entity;
- a company the member controls; or
- a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means DRA Global Limited ACN 622 581 935.

Constitution means the Constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

CSDP means central securities depository participants.

Director means a director of the Company.

Directors' Report means the annual Directors' Report prepared under Chapter 2M of the Corporations Act for the financial year ended 31 December 2023 for the Company and its controlled entities.

DRA has the same meaning as Company.

Equity Securities has the meaning given in the ASX Listing Rules.

Explanatory Notes means the explanatory notes forming part of this Notice of Meeting.

Financial Report means the annual Financial Report prepared under Chapter 2M of the Corporations Act for the financial year ended 31 December 2023 for the Company and its controlled entities.

Group means the Company and its related bodies corporate.

Incentive Option Plan the Company's Incentive Option Plan.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated Group’;

Meeting has the same meaning as Annual General Meeting.

Notice of Meeting means this notice of general meeting provided to Shareholders for the purpose of convening the Annual General Meeting.

Option is a right to acquire a Share.

Proxy Form means the appointment of proxy form enclosed in this Notice of Meeting.

Related Body Corporate has the meaning given to that term in the Corporations Act.

Remuneration Report means the Company’s remuneration report for the financial year ended 31 December 2023 contained in the Directors’ Report.

Resolution means a resolution set out in this Notice of Meeting.

Share means a fully paid ordinary share in the issued capital of the Company.

Shareholder means a registered holder of a Share.

In the Notice of Meeting, the Notes to Voting, the Explanatory Notes and the Proxy Form words importing the singular include the plural and vice versa.

APPENDIX 1 – TERMS AND CONDITIONS OF INCENTIVE OPTIONS PLAN

The key terms of the Incentive Option Plan are as follows:

- **Participation:** Any Director, full-time, part-time and casual employees and contractors of the Group to receive grants of options is eligible if declared by the Board to be eligible (**Eligible Participants**).
- **Purpose:** The Incentive Option Plan has been put in place to assist in the reward and motivation of Eligible Participants, align the interests of Eligible Participants with the success of the Company and Shareholders, and allow Eligible Participants the opportunity to share in the growth in value of the Company.
- **Offer:** The Board may make an offer at any time to Eligible Participants to apply for Options, having regard to the person's length of service, contribution and potential future contribution to the Group and any other matter the Board considers relevant. A person may nominate an immediate family member, personal company or trustee to receive the offer of Options on their behalf where permitted by the Board subject to regulatory compliance.
- **Number and price of Options:** The number of Options offered and the price of the Options at any time is to be determined by the Board in accordance with the Corporations Act and ASX Listing Rules. The Company must ensure that when an offer is made, the number of Shares issued on exercise of the Options, when aggregated with Shares issued under in the previous three years, is no greater than 10% of the total Shares of the Company on issue at the date of the Offer.
- **Issue of Options:** On receipt of acceptance of the offer, the Company must promptly issue the Options on the terms of the offer and the plan. The Company will then issue a certificate to the Option holder. Options will only be issued if they are in compliance with the Corporations Act and ASX Listing Rules.
- **Transfer:** Any offer of Options is personal and not assignable, and the Options issued are not able to be transferred, hedged or otherwise disposed of except in special circumstances as approved by the Board or by force of law (ie on death of bankruptcy of the holder). The Options are not quoted.
- **Exercise of Options:** An Option holder may exercise their Options at any time after the option has vested and any exercise condition has been satisfied or waived prior to the offer lapsing (the time for lapse of an offer to be determined by the Board). If the exercise requirements have been met, the Company will issue or transfer the Option holder the applicable number of Shares within 10 Business Days, subject to the Corporations Act and ASX Listing Rules.
- **Shares:** The Shares issued will be quoted on the ASX if listed in a class of Shares which is quoted and, subject to the terms of the Incentive Option Plan and the Constitution, there will be no restrictions on the transfer of Shares issued under the plan.
- **Lapse:** Circumstances where an option will lapse include the earlier of: the Board determining it has lapsed due to unauthorised dealing; a vesting condition not being satisfied; and a person becoming ineligible to participate in the plan.
- **Rights:** No participation rights or entitlements attach to the Options.

APPENDIX 2 – NOMINATION OF AUDITOR



// DRA Global Ltd

Level 7, 256 Adelaide Terrace, Perth, WA, 6000 / Australia
PO Box 3130, East Perth, WA, 6892 / Australia
T +61 (0)8 6163 5900 / E info@draglobal.com / W draglobal.com

2024/04/08

Mr Tony Bevan

Company Secretary
DRA Global Limited
Level 7, 256 St George Tce
Perth WA 6000

Dear Sir

INTENTION TO APPOINT NEW AUDITOR

I, James Smith, being a Director and Shareholder of DRA Global Limited (“Company”) request that a general meeting of the Company be called to consider, and if appropriate, to pass the following resolutions:

1. That BDO Audit (WA) Pty Ltd be removed as auditor of the Company.
2. That BDO Audit Pty Ltd (ACN 134 022 870, RCA 332285) be appointed as auditor of the Company.


Yours sincerely,


A handwritten signature in black ink, appearing to be 'JS', written over a light blue rectangular background.

James Smith

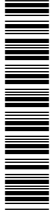
Director

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact

DRARM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **4:00pm (Perth time) on Sunday, 26 May 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of DRA Global Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of DRA Global Limited to be held at Building 33, Woodlands Office Park, 20 Woodlands Drive, Woodlands, Sandton, Gauteng 2080, South Africa on Tuesday, 28 May 2024 at 10:00am Johannesburg time (4:00pm Perth time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 7 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Director – Sebastiano (Sam) Randazzo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director – Charles Pettit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Director – Lindiwe Mthimunye	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Election of Director – Valentine Coetzee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Election of Director – Darren Naylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval of the issue of Options pursuant to the Incentive Options Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically





DRA Global Limited

(Incorporated in Australia under the Corporations Act 2001 (Cth))
ACN 622 581 935
ASX / JSE Share Code: DRA
ISIN: AU0000155814
("DRA" or "the Company")

FORM OF PROXY – ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON TUESDAY, 28 MAY 2024 AT 10AM JOHANNESBURG TIME (4PM PERTH TIME)

Only for use by certificated shareholders or dematerialised shareholders of DRA Global Limited who have selected "own-name" registration.

For use by DRA Global Limited shareholders at the Annual General Meeting to be held in person on Tuesday, 28 May 2024 at 10am Johannesburg time (4pm Perth time) in Johannesburg at Building 33, Woodlands Office Park, 20 Woodlands Drive, Woodlands, Sandton, Gauteng 2080. The meeting will also be webcast live (viewing only, no live voting) through this link: www.draglobal.com/agm and at any adjournment or postponement of that Meeting.

If you have dematerialised your shares with a Central Securities Depository Participant ("CSD Participant") or broker and have not selected "own-name" registration, you must arrange with your CSD Participant or broker to provide you with the necessary letter of representation to attend the Annual General Meeting or you must instruct them as to how you wish to vote in this regard. This must be done in terms of the agreement entered into between you and the CSD Participant or broker.

I/We (Names in full – please print)

of (address – please print):

being the holder of shares in DRA Global Limited hereby appoint:

1. _____ of _____ or failing him/her,
2. _____ of _____ or failing him/her,

or if no person is named, the Chair of the Meeting, as my/our proxy to attend and vote for me/us at the Annual General Meeting of shareholders to be held on Tuesday, 28 May 2024 at 10am Johannesburg time (4pm Perth time), which will be held as a virtual meeting, and at any adjournment or postponement of that Meeting and at any adjournment or postponement thereof, and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat in accordance with the following instructions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) (see notes). The Chairman intends to vote all available undirected proxies in favour of all Resolutions. The Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

RESOLUTION	For	Against	Abstain
RESOLUTION 1: ADOPTION OF REMUNERATION REPORT			
RESOLUTION 2: ELECTION OF DIRECTOR – SEBASTIANO (SAM) RANDAZZO			
RESOLUTION 3: ELECTION OF DIRECTOR – CHARLES PETTIT			
RESOLUTION 4: ELECTION OF DIRECTOR – LINDIWE MTHIMUNYE			
RESOLUTION 5: ELECTION OF DIRECTOR – VALENTINE COETZEE			
RESOLUTION 6: ELECTION OF DIRECTOR – DARREN NAYLOR			
RESOLUTION 7: APPROVAL OF INCENTIVE OPTIONS PLAN			
RESOLUTION 8: APPOINTMENT OF AUDITOR			

Signed at _____ on _____ 2024

Name
(In block letters)

Signature/s

Assisted by me
(If applicable)

Full name/s of signatory/ies if signing in a representative capacity
(In block letters and authority to be attached – see note 11)



Please read the notes below:

Notes

- (1) Each shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder of DRA Global) to attend, speak, vote or abstain from voting in place of that shareholder at the Annual General Meeting of shareholders.
- (2) A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided, with or without deleting "the Chair of the Meeting," but any such deletion must be initialled by the shareholder. The person whose name stands first on the form of proxy and who is present at the Annual General Meeting of shareholders will be entitled to act as proxy to the exclusion of those whose names follow.
- (3) **Forms of proxy must be lodged with or posted to the transfer secretaries, Computershare Investor Services (Proprietary) Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa, (Private Bag X9000, Saxonwold, 2132, South Africa), faxed to +27 11 688-5238 or emailed to Proxy@Computershare.co.za to be received not less than 48 hours prior to the time of commencement of the Meeting (excluding weekends and public holidays).**
- (4) The completion and lodging of this form of proxy will not preclude the shareholder from attending the Annual General Meeting and speaking and voting in person to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
- (5) **If the signatory does not indicate in the appropriate place on the face hereof how he/she wishes to vote in respect of any resolutions, his/her proxy shall be entitled to vote as he/she deems fit in respect of that resolution. The Chairman intends to vote all available undirected proxies in favour of all Resolutions.**
- (6) The Chair of the Meeting shall be entitled to decline to accept the authority of a person signing this form of proxy:
 - under a power of attorney; or
 - on behalf of a company;unless the power of attorney or authority is deposited at the office of DRA Global's transfer secretaries, not less than 48 hours before the time appointed for the holding of the Annual General Meeting.
- (7) The Chair of the Meeting may reject or accept any form of proxy, which is completed and/or received other than in accordance with these notes, provided that the Chair is satisfied as to the manner in which the shareholder concerned wishes to vote.
- (8) Subject to note (2) above, a deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alterations must be signed, not initialled.
- (9) If the shareholding is not indicated on the form of proxy, the proxy will be deemed to be authorised to vote the total shareholding registered in the shareholder's name.
- (10) A vote given in terms of an instrument of proxy shall be valid in relation to the Annual General Meeting, notwithstanding the death of the person granting it, or the revocation of the proxy, or the transfer of the shares in DRA Global in respect of which the vote is given, unless an intimation in writing of such death, revocation or transfer is received by the transfer secretaries no less than 48 hours before the commencement of the Annual General Meeting.
- (11) Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy unless previously recorded by DRA Global or its transfer secretaries or waived by the Chair of the Meeting.
- (12) Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy, unless it has previously been registered with DRA Global or the transfer secretaries.
- (13) Where there are joint holders of shares and if more than one such joint holder is present or represented thereat, then the person whose name appears first in the register of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.
- (14) Where shares are held jointly, all joint holders are required to sign.
- (15) A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of DRA Global.
- (16) Dematerialised shareholders who have not selected "own-name" registration and who wish to attend the Annual General Meeting or to vote by way of proxy, must advise their CSD Participant or broker who will issue the necessary letter of representation in writing, for a dematerialised shareholder or proxy to do so.

Transfer Secretaries
Computershare Investor Services (Proprietary) Limited
Reg. No. 2004/003647/07
Proxy Dept. Private Bag X9000, Saxonwold, 2132, South Africa
Fax: +27 11 688-5238
Email: Proxy@Computershare.co.za