

Supplementary Prospectus

Mako Gold Limited
ACN 606 241 829

Important Information

This is a supplementary prospectus dated 23 March 2018 and was lodged with the Australian Securities and Investments Commission (**ASIC**) pursuant to Section 719 of the *Corporations Act 2001* (Cth) on 23 March 2018 (**Supplementary Prospectus**). This Supplementary Prospectus supplements the prospectus dated 19 January 2018 (**Prospectus**) issued by Mako Gold Limited (**Company**) and is issued in substitution for the supplementary prospectus dated 9 March 2018 and lodged with ASIC on that date.

The ASIC, ASX Limited (**ASX**), and their officers take no responsibility as to the contents of this Supplementary Prospectus. This Supplementary Prospectus shall be read in its entirety together with the contents of the Prospectus. If you are in any doubt as to the contents of this document, you should consult your professional advisers without delay.

Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms used in this Supplementary Prospectus shall have the same meaning ascribed to them in the Prospectus.

1. Background

This Supplementary Prospectus has been prepared to update the Closing Date of the Offer to no later than 5pm Friday 6 April 2018 (AEST) and to provide updated disclosure to investors regarding new developments. The Company makes amendments to the Prospectus as set out in sections 2 and 5 below.

2. Update to Closing Date

The Closing Date of the Offer has been extended to no later than 5.00pm on Friday 6 April 2018 (AEST), and accordingly the indicative Key Offer Dates as set out on pages 8 and 24 of the Prospectus (and any references to those dates throughout the Prospectus, including references to those dates in the Application Form at page 225) are replaced as follows:

Lodgement of Prospectus with the ASIC	19 January 2018
Opening Date of Offer	2 February 2018
Lodgement of Supplementary Prospectus with the ASIC	23 March 2018
Closing Date of Offer (and the date by which all Application Forms must be received as set out in the Application Form)	6 April 2018
Settlement Date of Offer	10 April 2018
Allotment Date of Shares and Options	10 April 2018
Expected date for dispatch of holding statements	13 April 2018
Admission to the Official List of ASX	17 April 2018
Expected commencement of trading on ASX	20 April 2018

This timetable is indicative only. Unless otherwise indicated, all times given are AEST. The Company, in consultation with the Lead Manager, reserves the right to vary any and all of the above dates without notice (including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the Closing Date, or to accept late Applications or bids, either generally or in particular cases, or to cancel or withdraw the Offer before completion of the Offer, in each case without notifying any recipient of this Prospectus or Applicants). If the Offer is cancelled or withdrawn before completion of the Offer, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their Applications as soon as possible after the Offer opens.

3. Reduction of Capital

On 23 March 2018, the Company:

- (a) held an extraordinary general meeting;
- (b) passed two special resolutions to reduce the capital of the Company by cancelling 16,200,000 Shares for nominal consideration (**Capital Reduction**); and
- (c) lodged with ASIC, a copy of the resolutions regarding the Capital Reduction.

On or around 6 April 2018, the Company will give effect to the Capital Reduction and cancel:

- (a) 10,800,000 Shares held by Peter Ledwidge and Ann Ledwidge as trustee for the Ledwidge Family Investment Trust for \$2.00 total consideration; and
- (b) 5,400,000 Shares held by Elliott Nominees Pty Ltd, an entity associated with Mark Elliott for \$1.00 total consideration.

As a result of the Capital Reduction, the number of shares on issue following the completion of the Offer will be reduced from that set out in the Prospectus and accordingly, the following changes are to be made to the Prospectus.

3.1 Key Offer Statistics

The Key Offer Statistics table on page 9 of the Prospectus is replaced as follows:

	Minimum Subscription	Maximum Subscription
Offer price per Share	\$0.20	\$0.20
Shares available under the Offer ¹	25,000,000	30,000,000
Options available under the Offer ^{2&3}	12,500,000	15,000,000
Shares on issue prior to the Offer	32,875,100	32,875,100
Options on issue prior to the Offer	0	0
Total number of Shares on issue following the Offer (on an undiluted basis) ⁴	58,250,100	63,250,100
Total Options on issue following the Offer ³	12,500,000	15,000,000
Indicative market capitalisation of the Company at the Offer Price on completion of the Offer	\$11,650,020	\$12,650,020
Gross proceeds from the Offer (before Costs of the Offer) ⁵	\$5,000,000	\$6,000,000

Notes

1. Inclusive of the Shares and Options subscribed to by Resolute or its nominee under the Offer. See Sections 2.7 and 9.4.
2. One Option will be issued for every two Shares subscribed for under the Offer.
3. The terms of the Options are set out in Section 10.2.
4. Note that this includes the Shares to be issued to Novus under the Lead Manager Mandate described in Section 9.5 of the Prospectus, upon successful completion of the Offer and excludes the 16,200,000 Shares which are to be cancelled on or around 6 April 2018 pursuant to the Capital Reduction (refer to section 3 of the Supplementary Prospectus).
5. Costs of the Offer are described in Section 10.7.

3.2 Capital Structure

(a) The table:

(1) to right of the topic/heading “What are the Director shareholders?” on page 18 of the Prospectus; and

(2) in section 7.4 on page 71 of the Prospectus,

is deleted in its entirety and replaced as follows:

Director	Shares	% holding (\$5M Raise)	% holding (\$6M Raise)
Mark Elliott	3,266,667	5.61%	5.16%
Peter Ledwidge	7,533,433	12.93%	11.91%
Michele Muscillo	500,000	0.86%	0.79%

(b) Paragraphs “a.” and “b.”:

(1) to right of the topic/heading “Are there any significant related party transactions?” on page 19 of the Prospectus; and

(2) in section 7.12 on page 73 of the Prospectus,

are appended with a footnote as follows:

1. A number of Shares the subject of these transactions will be cancelled by the Company on or around 6 April 2018 in connection with the Capital Reduction (refer to section 3 of the Supplementary Prospectus).

(c) The paragraph to the right of the topic/heading “What will the market capitalisation of the Company be upon Listing on the ASX?” on page 19 of the Prospectus is deleted in its entirety and replaced as follows:

The undiluted market capitalisation of the Company on Listing is expected to be approximately A\$11,650,020, assuming the Minimum Subscription, and approximately A\$12,650,020, assuming the Maximum Subscription.

(d) The second paragraph to the right of the topic/heading “Are there any firm commitments from investors under the Offer?” on page 21 of the prospectus is deleted in its entirety and replaced as follows:

A summary of the Subscription Agreement is outlined in Section 9.4. Upon completion of the Offer, Resolute will hold 10,000,000 Shares, comprising 17.17% of the total issued share capital of the Company assuming the Minimum Subscription, and 15.81% assuming the Maximum Subscription.

(e) The table:

(1) to the right of the topic/heading “Are there any substantial holders?” on page 22 of the Prospectus; and

(2) under section 10.4 on page 92 of the Prospectus ,

is deleted in its entirety and replaced as follows:

Shareholder	As at date of Prospectus		Minimum Subscription ³		Maximum Subscription ³	
	Shares	%	Shares	%	Shares	%
Peter and Ann Ledwidge ¹	18,333,433 ²	37.36	7,533,433	12.93	7,533,433	11.91
Elliott Nominees Pty Ltd	8,666,667 ²	17.66	3,266,667	5.61	3,266,667	5.16
Resolute Mining Limited (or its nominee)	0	0	10,000,000	17.17	10,000,000	15.81

Notes

- Peter and Ann Ledwidge's shares are held by them as joint trustees for the Ledwidge Family Investment Trust
- Inclusive of the 16,200,000 Shares which are to be cancelled on or around 6 April 2018 pursuant to the Capital Reduction (refer to section 3 of the Supplementary Prospectus).
- Exclusive of the 16,200,000 Shares which are to be cancelled on or around 6 April 2018 pursuant to the Capital Reduction (refer to section 3 of the Supplementary Prospectus).

3.3 Section 2 - Details of the Offer

- (a) Section 2.4 on page 26 of the Prospectus is deleted in its entirety and replaced as follows:

Upon completion of the Offer, following the cancellation of the shares the subject of the Capital Reduction (refer to section 3 of the Supplementary Prospectus) and the allotment of Shares and Options pursuant to this Prospectus, the Company's capital will be as follows:

a. Capital Structure

Minimum subscription

Shareholder	Number of Shares before Offer	Ordinary Shares % holding before Offer	Number of Shares after Offer ²	Ordinary Shares % holding after Offer	Options ³
Existing Shareholders ¹	49,075,100 ⁵	100%	33,250,100 ⁶	57.08%	-
Public	-	-	25,000,000 ⁴	42.92%	12,500,000 ⁴
TOTAL	49,075,100	100%	58,250,100	100%	12,500,000

Maximum subscription

Shareholder	Number of Shares before Offer	Ordinary Shares % holding before Offer	Number of Shares after Offer ²	Ordinary Shares % holding after Offer	Options ³
Existing Shareholders ¹	49,075,100 ⁵	100%	33,250,100 ⁶	52.57%	-
Public	-	-	30,000,000 ⁴	47.43%	15,000,000 ⁴
TOTAL	49,075,100	100%	63,250,100	100%	15,000,000

Notes

- These securities may be subject to ASX escrow conditions governing their resale.
- Includes 375,000 shares to be issued to Novus Capital Limited under the Lead Manager Mandate described in Section 9.5.

3. For full terms and conditions of the Options see Section 10.2 of this Prospectus. Also see the following table for Directors' and officers' interests.
4. Inclusive of the Shares and Options subscribed to by Resolute (or its nominee) under the Offer. See Sections 2.7 and 9.4.
5. Inclusive of the 16,200,000 Shares which are to be cancelled on or around 6 April 2018 pursuant to the Capital Reduction (refer to section 3 of the Supplementary Prospectus).
6. Exclusive of the 16,200,000 Shares which are to be cancelled on or around 6 April 2018 pursuant to the Capital Reduction (refer to section 3 of the Supplementary Prospectus).

b. Directors' Interests in Mako Gold

The interests of Directors and officers and of any associates of them in the securities of the Company are as follows:

Name	Number of Shares
Peter Ledwidge ¹	7,533,433
Mark Elliott ²	3,266,677
Michele Muscillo	500,000
Paul Marshall	500,000

Notes

1. Exclusive of the 10,800,000 Shares which are to be cancelled on or around 6 April 2018 pursuant to the Capital Reduction (refer to section 3 of the Supplementary Prospectus).
2. Exclusive of the 5,400,000 Shares which are to be cancelled on or around 6 April 2018 pursuant to the Capital Reduction (refer to section 3 of the Supplementary Prospectus).

3.4 Section 9 - Material Contracts

Paragraph "b." of the fifth paragraph under section 9.4 on page 86 of the Prospectus is appended with a footnote as follows:

1. Resolute has waived its right to terminate the Subscription Agreement or be refunded the Subscription Price as a result of the Capital Reduction (refer to section 3 of the Supplementary Prospectus).

3.5 Section 10 - Additional Information

The table under section 10.3 on page 91 of the Prospectus is deleted in its entirety and replaced as follows:

Category	Shares	Percentage of Share Capital		Period of Escrow
		Minimum Subscription	Maximum Subscription	
Directors and other related parties, promoters or consultants	13,750,100 ¹	23.61%	21.74%	24 months from Admission
Seed capitalists	13,000,000	22.32%	20.55%	12 months from the date of issue of the Shares ²

Notes

1. Exclusive of the 16,200,000 Shares which are to be cancelled on or around 6 April 2018 pursuant to the Capital Reduction (refer to section 3 of the Supplementary Prospectus).
2. Of these Shares, 10,500,000 were issued on 17 May 2017 and 2,500,000 were issued on 6 December 2017.

4. Update to Occidental Farm-in Agreement

As at the date of the Prospectus, the AAIF JV Agreement referred to in section 9.1 of the Prospectus had not been signed by the parties to that agreement. On 26 February 2018, the AAIF JV Agreement was executed by Occidental Gold SARL and AAIF.

As a result of the AAIF JV Agreement being executed, the following changes are to be made to the Prospectus.

4.1 Investment Risks

The three paragraphs under:

- (a) the heading "Côte d'Ivoire Contract Risk" in section 1.4 on page 16 of the Prospectus; and
- (b) section 5.2(c) on page 58 of the Prospectus,

are deleted in their entirety and replaced with the following:

*The Company's interest in the Napié Permit is summarised in Section 9.1. The holder of the Napié Permit, Occidental Gold SARL (**Occidental**) has negotiated a joint venture agreement with the African American Investment Fund SARL (**AAIF**) (**AAIF JV Agreement**). The AAIF JV Agreement was signed on 26 February 2018. Any default by the parties to the AAIF JV Agreement could indirectly have an adverse impact on the exercise of rights of the Company under the Farm-in Agreement to the extent that Occidental or the Permit is affected. Such events will be outside of the control of the Company because it is not a party to the AAIF JV Agreement.*

5. Other Material Information

The Directors of the Company are not aware of any acts, matter or thing (not already described in the Prospectus) which may be material to the making of an informed assessment of:

- (a) the effect of the Offer on the Company; or
- (b) the rights attaching to the Shares.

This Supplementary Prospectus has been signed by a Director of **Mako Gold Limited ACN 606 241 829** with the authority of each of the Directors and is dated 23 March 2018.


.....
Director



PROSPECTUS

Mako Gold Limited ACN 606 241 829

Prospectus for the issue of 25,000,000 Shares at an issue price of \$0.20 each to raise a minimum of \$5,000,000, with provision for oversubscriptions of a further 5,000,000 Shares to raise an additional \$1,000,000, with 1 attaching listed Option exercisable at \$0.30 on or before 3 years from Official Quotation for every 2 Shares subscribed for. Each Option is exercisable into 1 Share.

Lead Manager: Novus Capital Limited

This Document is important and it should be read in its entirety. If you are in any doubt as to the contents of this document, you should consult your sharebroker, solicitor, professional adviser, banker or accountant without delay.

This Prospectus is issued pursuant to section 710 of the Corporations Act 2001 (Cth).

The securities offered by this Prospectus are considered to be speculative.

CORPORATE DIRECTORY

DIRECTORS

Mark Elliott – Chairman
Peter Ledwidge – Managing Director
Michele Muscillo – Non-executive Director

COMPANY SECRETARY

Paul Marshall

REGISTERED ADDRESS

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PROPOSED STOCK EXCHANGE LISTING

Australian Securities Exchange (ASX)

Proposed ASX code: MKG

LEAD MANAGER

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Cover image: Gold in quartz from Mako Gold's Niou Project

TABLE OF CONTENTS

Chairman's Letter	10
1. Investment Overview	12
2. Details of the Offer	24
3. Regional Overview	30
4. Company and Projects Overview	36
5. Investment risks	58
6. Historical and Pro-Forma Financial Information	62
7. Directors and Management	70
8. Corporate Governance	74
9. Summary of material contracts	82
10. Additional information	90
11. Glossary of defined terms	98
 ANNEXURES	
Annexure A – Independent Geologist's Report	100
Annexure B – Legal report KSK Société d'Avocats	183
Annexure C – Legal report SCP Yanogo Bobson	204
Annexure D – Investigating Accountant's Report	221
Application Form	225

DETAILS OF THE OFFER

OFFER

The offer (the **Offer**) contained in this prospectus (this **Prospectus**) is an invitation to acquire up to 25,000,000 Shares in Mako Gold Limited ACN 606 241 829 (**Mako Gold**, the **Company**, **we** or **us**) at an issue price of \$0.20 each to raise a minimum of \$5,000,000, with provision for oversubscriptions of a further 5,000,000 Shares to raise an additional \$1,000,000, with 1 attaching Option exercisable at \$0.30 on or before 3 years from Official Quotation for every 2 Shares subscribed for. Each Option is exercisable into 1 Share. This Prospectus is issued by the Company for the purposes of Chapter 6D of the Corporations Act 2001 (Cth) (**Corporations Act**).

LODGEMENT AND LISTING

This Prospectus is dated 19 January 2018 and a copy of this Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The Company will apply to the Australian Securities Exchange (**ASX**) for admission of the Company to the official list of the ASX (the **Official List**) within seven days after the date of this Prospectus. The fact that the ASX may admit the Company to its Official List is not to be taken in any way as an indication of the merits of the Shares and Options, the Offer or the Company.

ASIC, the ASX and their officers take no responsibility for the contents of this Prospectus or the merit of the investment to which this Prospectus relates.

EXPIRY DATE

No Shares or Options will be allotted or issued on the basis of this Prospectus after 13 months from the date of this Prospectus.

NOTICE TO APPLICANTS

The information in this Prospectus is not financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Prospectus should not be construed as financial, taxation, legal or other advice. The Company is not licensed to provide financial product advice in respect of its securities or any other financial products.

This Prospectus is important and you should read it in its entirety, along with each of the documents incorporated by reference, prior to deciding whether to invest in the Company. There are risks associated with an investment in the Company, and you must regard the Shares and Options offered under this Prospectus as a speculative investment. Some of the risks that you should consider are set out in Section 5. You should carefully consider these risks in light of your personal circumstances including financial and

taxation issues. There may also be additional risks that you should consider in light of your personal circumstances.

If you do not fully understand this Prospectus or are in doubt as to how to analyse or interpret it, you should seek professional guidance from your stockbroker, lawyer, accountant or other professional advisor before deciding whether to participate in this Offer.

No person named in this Prospectus guarantees the Company's performance or any return on investment or any return of capital made pursuant to this Prospectus.

NO OFFER WHERE OFFER WOULD BE ILLEGAL

This Prospectus does not constitute a public 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 or qualify the Shares and Options or the Offer, or to otherwise permit a public offering of the Shares and Options in any jurisdiction outside Australia.

There may be legal restrictions related to the distribution of this Prospectus (including in electronic form) outside Australia, and therefore any person who resides outside Australia, and who receives this Prospectus outside Australia, should seek advice on, and observe, any such restrictions. Any person who has a registered address in any country outside of Australia, and who receives this Prospectus may only apply for Shares and Options if that person is able to reasonably demonstrate to the satisfaction of the Company that they may participate in the Offer relying on a relevant exception from, or are not otherwise subject to, the lodgement, filing, registration or other requirements of any applicable securities laws in the jurisdiction in which they have such registered address.

The Company will not offer to sell, nor solicit an offer to purchase, any securities in any jurisdiction where such offer, sale or solicitation may be unlawful. Any failure to comply with these restrictions may constitute violation of applicable securities laws.

This document does not constitute an offer of new ordinary Shares or Options of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Shares and Options may not be offered or sold, in any country outside Australia except to the extent permitted below.

HONG KONG

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws

of Hong Kong (the **SFO**). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Shares and the Options have not been and will not be offered or sold in Hong Kong other than to “professional investors” (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Shares or the Options has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Shares or Options that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Shares or Options may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

If you (or any person for whom you are acquiring the Shares and the Options) are in Hong Kong, you (and any such person) are a “professional investor” as defined under the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong.

SINGAPORE

This document and any other materials relating to the Shares and the Options have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares or Options, may not be issued, circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (**SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an “institutional investor” (as defined in the SFA) or (ii) a “relevant person” (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares or the Options being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Shares or Options. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

If you (or any person for whom you are acquiring the Shares and the Options) are in Singapore, you (and any such person):

- are an “institutional investor” or a “relevant person” (as such terms are defined in the Securities and Futures Act of Singapore (SFA));
- will acquire the Shares and the Options in accordance with applicable provisions of the SFA; and
- acknowledge that the offer of the Shares and the Options is subject to the restrictions (including selling restrictions) set out in the SFA.

UNITED KINGDOM

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the Shares and the Options.

This document is issued on a confidential basis to “qualified investors” (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the Shares and the Options may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Shares or the Options has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth

DETAILS OF THE OFFER

companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together “relevant persons”). The investments to which this document relates are available only to, and any offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

If you (or any person for whom you are acquiring the Shares and the Options) are in the United Kingdom, you (and any such person) are:

- a “qualified investor” within the meaning of Section 86(7) of the United Kingdom Financial Services and Markets Act 2000; and
- within the categories of persons referred to in Article 19(5) (investment professionals) or Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the United Kingdom Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended.

FINANCIAL INFORMATION AND AMOUNTS

All financial amounts contained in this Prospectus are expressed in Australian Dollars (**Australian Dollars** or **A\$**), unless otherwise stated. Any discrepancies between totals and sums of components in figures and tables contained in this Prospectus are due to rounding.

Section 6 sets out in detail the financial information referred to in this Prospectus. The basis of preparation of that information is set out in Section 6.

INCORPORATION BY REFERENCE

The Company’s Corporate Governance Charter is not contained in this Prospectus, but has been lodged with ASIC and is taken by law to be included in this Prospectus (refer to Section 8). If you are unsure whether you require the information contained in the Corporate Governance Charter to decide whether or not to invest in the Company, it is recommended that you obtain a copy of the Corporate Governance Charter. A copy of the Corporate Governance Charter can be obtained during the application period free of charge from the Company’s website at www.makogold.com.au or by contacting the Company on +61 417 197 842 or by email at info@makogold.com.au.

DISCLAIMER

No person should rely on any information that is not contained in this Prospectus for making a decision as to whether to acquire Shares and Options under the Offer. No person is authorised by the Company or the Lead Manager to give any information or make any representation in connection with the Offer that is

not contained in this Prospectus. Any information or representation that is not contained in this Prospectus may not be relied on as having been authorised by the Company, its Directors or any other person in connection with the Offer. The Company’s business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

This Prospectus may contain forward-looking statements concerning the Company’s business, operations, financial performance and condition, as well as the Company’s plans, objectives and expectations for its business, operations and financial performance and condition. Any statements contained in this Prospectus that are not of historical facts may be deemed to be forward-looking statements. You can identify these statements by words such as “aim”, “anticipate”, “assume”, “believe”, “could”, “due”, “estimate”, “expect”, “goal”, “intend”, “may”, “objective”, “plan”, “predict”, “potential”, “positioned”, “should”, “target”, “will”, “would” and other similar expressions that are predictions of or indicate future events and future trends.

These forward-looking statements are based on current expectations, estimates and projections about the Company’s business and the industry in which the Company operates and Management’s beliefs and assumptions. These forward-looking statements are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond the Company’s control. As a result, any or all of the Company’s forward-looking statements in this Prospectus may turn out to be inaccurate. Factors that may cause such differences between forward-looking statements and actual performance include, but are not limited to, the risks described in Section 5 of this Prospectus.

You are urged to consider the risk factors carefully for evaluating the forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements. The forward-looking statements speak only as at the date of this Prospectus. Unless required by law, the Company does not intend to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise. You should, however, review the information and risks the Company describes in the reports to be filed from time to time with the ASX after the date of this Prospectus.

This Prospectus contains industry data and forecasts that were obtained from industry publications, third-party market research and publicly available information. These publications generally state or imply that the information contained in them has been obtained from sources believed to be reliable, but the Company has not independently verified the accuracy or completeness of such information. In addition, where a source has been identified in this Prospectus as the source for providing specific information included in the Prospectus, the author of that information has not given their consent to this

information being included in the Prospectus and has not authorised or caused the issue of the Prospectus.

This Prospectus also includes trade marks, trade names and service marks that are the property of other organisations.

EXPOSURE PERIOD

The Corporations Act prohibits the Company from processing applications to subscribe for Shares and Options under the Offer (**Application**) during the seven day period after the date of lodgement of this Prospectus (the **Exposure Period**). This period may be extended by ASIC for a further seven days. This period is an Exposure Period to enable market participants to examine this Prospectus prior to the raising of funds under the Offer. Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on Applications received during the Exposure Period.

ELECTRONIC PROSPECTUS

This Prospectus, with an accompanying Application Form, may be viewed online at the Company's website, www.makogold.com.au. The Offer constituted by this Prospectus in electronic form is only available to Australian residents accessing an electronic version of this Prospectus in Australia. It is not available to persons in other jurisdictions. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

PRIVACY

By completing an Application Form, you consent to the collection, use and disclosure of your personal information as summarised below.

Collection of your personal information – we collect personal information about you so that we can administer our dealings with you, provide you with Company information, products and services, service your needs as a Shareholder (if you become one), carry out appropriate administration of your Application and deal with any requests that you may have. If we do not collect your personal information, we may be unable to deal with your request or provide you with services and benefits, and we may not be able to process your Application.

Disclosure of your personal information – we may disclose your personal information to third parties, such as our Share Registry, the Lead Manager, auditors, Management, legal and other professional advisors, service providers, suppliers, insurers, IT providers who run our IT services, payment processors who process payments, marketing providers who provide marketing and public relations services, and if we are required to by law.

Our privacy policy – our Shareholder privacy policy (the **Shareholder Privacy Policy**), which may be found on the Company website, sets out our approach to the management of personal information. Subject to the Privacy Act 1998 (Cth), you can have access to and seek correction of your personal and sensitive information. The Shareholder Privacy Policy contains information about how you can do this. The Shareholder Privacy Policy also contains information about how you can make a complaint about a breach of privacy.

MAKO GOLD WEBSITE

Any documents included on the Company's website (and any reference to them) are provided for convenience only and none of the documents or other information on the Company's website (other than the Company's corporate governance material) are incorporated by reference into this Prospectus. Any references to documents included on the Company's website are provided for convenience only, and none of the documents or other information on the website is incorporated in this Prospectus by reference unless specified in this Prospectus.

DEFINITIONS AND ABBREVIATIONS

Defined terms and abbreviations used in this Prospectus and not otherwise defined herein are defined and explained in the Glossary in Section 11.

REFERENCES TO TIME

All references to time in this Prospectus refer to the time in Brisbane, Australia (AEST), unless stated otherwise.

PHOTOGRAPHS AND DIAGRAMS

Photographs used in this Prospectus that do not have any description are for illustration or design purposes only and should not be interpreted to mean that any person shown endorses this Prospectus or its contents or that the Company owns the assets shown. Similarly, any assets depicted in the photographs such as equipment, buildings or other property are not necessarily assets that are owned or used by the Company and have been included for presentation and illustrative purposes unless stated otherwise. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available as at the date of this Prospectus.

KEY OFFER INFORMATION

KEY DATES

19 January 2018 Lodgement of Prospectus with ASIC	2 February 2018 Opening Date of Offer	9 March 2018 Closing Date of Offer	15 March 2018 Settlement Date of Offer
15 March 2018 Allotment Date of Shares and Options	21 March 2018 Expected date for dispatch of holding statements	23 March 2018 Expected commencement of trading on ASX	

NOTES

This timetable is indicative only. Unless otherwise indicated, all times given are AEST. The Company, in consultation with the Lead Manager, reserves the right to vary any and all of the above dates without notice (including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the Closing Date, or to accept late Applications or bids, either generally or in particular cases, or to cancel or withdraw the Offer before completion of the Offer, in each case without notifying any recipient of this Prospectus or Applicants). If the Offer is cancelled or withdrawn before completion of the Offer, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their Applications as soon as possible after the Offer opens.

KEY OFFER INFORMATION

KEY OFFER STATISTICS

	Minimum subscription	Maximum subscription
Offer price per Share	\$0.20	\$0.20
Shares available under the Offer ¹	25,000,000	30,000,000
Options available under the Offer ^{2&3}	12,500,000	15,000,000
Shares on issue prior to the Offer	49,075,100	49,075,100
Options on issue prior to the Offer	0	0
Total number of Shares on issue following the Offer (on an undiluted basis) ⁴	74,450,100	79,450,100
Total Options on issue following the Offer ³	12,500,000	15,000,000
Indicative market capitalisation of the Company at the Offer Price on completion of the Offer	\$14,890,020	\$15,890,020
Gross proceeds from the Offer (before costs of the Offer) ⁵	\$5,000,000	\$6,000,000

NOTES

1. Inclusive of the Shares and Options subscribed to by Resolute or its nominee under the Offer. See Sections 2.7 and 9.4.
2. One Option will be issued for every two Shares subscribed for under the Offer.
3. The terms of the Options are set out in Section 10.2.
4. Note that this includes the Shares to be issued to Novus under the Lead Manager Mandate described in Section 9.5 of this Prospectus, upon successful completion of the Offer.
5. Costs of the Offer are described in Section 10.7.

CHAIRMAN'S LETTER

Dear Investor,

On behalf of the Board of Mako Gold Limited (**Mako Gold** or the **Company**), I am pleased to present this Prospectus for the Company's Initial Public Offering (**IPO**).

Mako Gold is an Australian incorporated exploration company exploring for multiple million-ounce gold deposits in the highly prospective Birimian greenstone belts of West Africa.

Mako Gold has rights to permits containing three exciting mineral projects located in Côte d'Ivoire (Napié) and Burkina Faso (Niou and Tangora). All of the projects were selected and secured based on prospective geology confirmed by extensive geochemical anomalies (up to 29km long), high-grade gold rock-chip samples (up to 59g/t Au) and shallow gold mineralisation, as evidenced by extensive artisanal gold mines and in the case of Napié, shallow RAB drilling.

These projects are located in the highly mineralised Birimian greenstone belts in Côte d'Ivoire and Burkina Faso, where up over 80 million ounces of gold has been discovered in the last few decades with 13 gold mines built, 2 in construction and a further 5 completed feasibility studies. The democratic governments are pro-mining and have modern mining laws favourable to exploration, development and operation of gold mines.

Mr Peter Ledwidge our Managing Director and Ms Ann Ledwidge our General Manager Exploration are experienced geologists who previously were involved in acquiring and exploring projects, which led to discovery of three gold deposits in West Africa, totalling 2.6 million ounces for an Australian public company.

The Board has significant expertise and experience in mineral exploration, development, mining, finance, law and corporate management to ensure the Company's funds are spent cost-effectively to advance the Company's projects.

I believe Mako Gold has the experience, passion and drive to make new gold discoveries and advance the Company to build shareholder value.

The Company is offering 25,000,000 Shares at an issue price of \$0.20 each to raise a minimum of \$5,000,000, with provision for oversubscriptions of a further 5,000,000 Shares to raise an additional \$1,000,000. Also 1 attaching listed Option exercisable at \$0.30 on or before 3 years from Official Quotation will be issued for every 2 Shares subscribed for (Offer). Each Option is exercisable into 1 Share.

Mako Gold is pleased to advise that it has received a firm commitment from mid-tier West African and Australian Gold producer Resolute Mining Limited for a \$2,000,000 cornerstone IPO investment in the Company under the Offer.

The raise will provide the Company with sufficient funds to undertake budgeted exploration programs and cover corporate costs, working capital and IPO expenses. Funds raised by the oversubscription would allow for an increase in drilling to accelerate our projects, as well as provide further funds for the acquisition of additional attractive projects.

Details of the Offer as well as management, risk factors, operating and financial information of the Company are set out in this Prospectus, which I encourage you to read in its entirety.

As Chairman of Mako Gold, I commend this Offer and look forward to you becoming a shareholder of the Company enabling you to share in this exciting investment opportunity.

Yours sincerely,



Dr Mark Elliott
Chairman

*"I believe Mako Gold has the experience,
passion and drive to make new gold
discoveries and advance the Company
to build shareholder value."*

Chairman

1. INVESTMENT OVERVIEW

The information in this Section is a summary only. It should be read in conjunction with the information set out in the remainder of this Prospectus

Topic	Summary	For more information
1.1. Background		
What is Mako Gold?	Mako Gold is an Australian public company, incorporated on 4 June 2015. The Company is a junior explorer with the rights to explore properties which are prospective for gold discoveries in Côte d'Ivoire and Burkina Faso, West Africa.	Section 4
Why is the Offer being conducted?	<p>The purpose of the Offer is to:</p> <ol style="list-style-type: none"> a. raise a Minimum Subscription of \$5,000,000 and a Maximum Subscription of \$6,000,000 before costs to fund: <ol style="list-style-type: none"> 1. the Company's expenditure commitments in relation to exploration costs on the projects; 2. general working capital requirements including potential new acquisitions; 3. corporate overhead and administration costs; and 4. the costs of the Offer; b. meet the requirements of the ASX and satisfy Chapters 1 and 2 of the ASX Listing Rules to enable the Company to list on the ASX; and c. provide a market for the Company's Shares and Options and better enable the Company to access capital markets to assist in pursuing its growth strategy. 	Section 2.3
1.2. Key Features of Mako Gold's Business Model		
What are the Company's visions, strategies and values?	<p>Our Vision</p> <ol style="list-style-type: none"> a. build a gold exploration company to enhance significant shareholder value by the discovery and development of large high-quality gold deposits in West Africa; and b. explore projects in the world-renowned Paleoproterozoic Birimian gold province located in West Africa which has around 400Mozs of gold discovered to date and is underexplored. <p>Our Strategy</p> <ol style="list-style-type: none"> a. target multiple shallow multi-million-ounce, high-grade gold deposits for early discovery; b. use modern exploration methods and best practice in cost effective programs; c. systematically explore and develop the Company's projects in Côte d'Ivoire and Burkina Faso; d. commence drilling of structural and geochemical anomalous targets at the Napié and Tangora projects after listing on the ASX; e. define further drilling targets on the Company's projects through systematic exploration programs and interpretation of previous results; 	Section 4.3

Topic	Summary	For more information
	<p>f. advance discoveries to the development stage while also exploring and advancing a pipeline of other projects;</p> <p>g. acquire new projects that are considered to add shareholder value by leveraging the Company's local knowledge and our strong mining industry network in West Africa; and</p> <p>h. undertake regular communication with investors and the ASX.</p> <p>Our Values</p> <p>a. people – respect all people through collaboration, inclusion and commitment to diversity;</p> <p>b. results – adopt effective ethical practices to create company and stakeholder harmony;</p> <p>c. integrity – demonstrate accountability through fair and transparent actions;</p> <p>d. safety – create a safe, harm free environment for employees; and</p> <p>e. community – commit to social responsibilities which benefit communities where we operate.</p>	
<p>What is the nature of the Company's business?</p>	<p>Mako Gold is a junior gold exploration company with highly prospective gold projects in Côte d'Ivoire and Burkina Faso, West Africa. The Company is led by an experienced team of mining industry professionals with a proven track record of gold discovery in Burkina Faso and production in Australia. The Company has secured the rights to three gold projects in West Africa's gold-bearing Birimian greenstone belts.</p>	<p>Section 4</p>
<p>What is the Company's growth strategy?</p>	<p>The Company is focussed on exploring its gold projects for major gold discoveries while actively seeking new projects to add to its portfolio.</p>	<p>Section 4</p>
<p>How does the Company expect to fund its operations?</p>	<p>The Company</p> <p>a. believes that the net proceeds of the Offer, together with current cash reserves, will be sufficient to fund the Company's operational requirements, and position Mako Gold to achieve its short-term growth strategy and business objectives; and</p> <p>b. will consider the use of further funding initiatives where appropriate to further accelerate growth or fund a specific project, transaction or expansion.</p>	<p>Section 2.3</p>
<p>What are the material contracts that will affect the Company's operations?</p>	<p>The contracts entered into by Mako Gold which are material to its operations are as follows:</p> <p>a. Napié Exploration Permit Farm-in and Joint Venture Agreement;</p> <p>b. Niou Exploration Permit Option Agreement;</p> <p>c. Tangora Exploration Permit Option Agreement;</p> <p>d. Subscription Agreement;</p> <p>e. Lead Manager Mandate;</p> <p>f. Executive Service Agreement with Peter Ledwidge (Managing Director);</p> <p>g. Executive Service Agreement with Ann Ledwidge (General Manager Exploration);</p>	<p>Section 9</p>

INVESTMENT OVERVIEW

Topic	Summary	For more information
	<ul style="list-style-type: none"> h. Executive Service Agreement with an entity associated with Paul Marshall (CFO and Company Secretary); i. Non-Executive Director Letter of Appointment of Mark Elliott; j. Non-Executive Director Letter of Appointment of Michele Muscillo; and k. Deeds of Access, Indemnity and Insurance for Officers. 	

1.3. Key Investment Highlights

<p>What are the key perceived investment highlights and benefits?</p>	<p>The key perceived investment highlights include:</p> <ul style="list-style-type: none"> a. exposure to world-renowned West African gold greenstone belts with more than 60 major gold discoveries of over 1Moz and around 400Mozs discovered to date; b. led by a proven management team with previous recent exploration discoveries in West Africa (Orbis Gold), consisting of three gold discoveries; c. the Company has received a binding firm commitment from West African and Australian mid-tier miner Resolute to subscribe for Shares and Options under the Offer for an amount of \$2,000,000; d. the Company's projects contain shallow, multi-million-ounce, high-grade gold targets; e. all projects host extensive artisanal gold mining sites, and have confirmed high-grade rock chip sampling results (>10g/t Au); f. the Company's flagship project, the Napié Project in Côte d'Ivoire, has a combined strike length of 29km of gold soil geochemical and auger drilling anomalies, rock chip results up to 59g/t Au with multiple drill-ready targets; g. shallow RAB drilling results on the Napié Project are very encouraging with some of the best intercepts returning 4m@8.49g/t Au, 16m@2.08g/t Au, 4m@5.78g/t Au, 4m@4.83g/tAu, 4m@5.06g/t Au, 9m@3.76g/t Au; h. the Company's Niou Project in Burkina Faso hosts a 2km long by 1.2km wide gold artisanal mining site that has doubled in size since 2016 when Mako Gold acquired rights to the project and has rock chip results up to 10g/t Au; i. the Company's Tangora Project in Burkina Faso has rock chip samples up to 14.8g/t Au; and j. the Company plans to drill its multiple gold targets on the Napié and Tangora projects after listing on the ASX. 	<p>Section 4.2</p>
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Topic	Summary	For more information
1.4. Summary of Key Investment Risks		
<p>What are the key risks for the Company?</p>	<p>There are a number of risks associated with an investment in the Company that may affect its financial performance, financial position, cash flows, distributions, growth prospects and Share Price.</p> <p>Further details about those listed below and other risks associated with an investment in Mako Gold are set out in Section 5.</p> <p>Potential investors should consider an investment in the Company as speculative and should consult their professional advisors before deciding whether to apply for Shares and Options under the Offer.</p> <p>Exploration and Evaluation Risk</p> <p>Potential investors should understand that mineral exploration and development are high risk undertakings. While the Company has attempted to reduce this risk by selecting projects that have identified advanced mineral targets, there is still no guarantee of success. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited. It is impossible to ensure that the exploration or development programmes planned by Mako Gold will result in profitable commercial mining operations. The circumstances in which a mineral deposit becomes or remains commercially viable depend on a number of factors. These include the particular attributes of the deposit, such as size, grade and proximity to infrastructure. A combination of these factors may result in projects not being developed, or operations becoming unprofitable. Furthermore, should Mako Gold be unable to secure new exploration areas and resources, there could be a material adverse effect on the Company's prospects for mineral exploration and its success in the future.</p> <p>Contractual Risks</p> <p>The Company's interests in the Niou and Tangora permits in Burkina Faso, and the Napié Permit in Côte d'Ivoire, are by virtue of contractual rights under the Option Agreements (summarised in sections 9.2 and 9.3 respectively) in respect of the Burkina Faso permits, and the Farm-in Agreement (summarised in Section 9.1) in respect of the Côte d'Ivoire permit (collectively the Relevant Agreements and each a Relevant Agreement).</p> <p>Accordingly, as in any contractual relationship the ability of the Company to be registered as the holder of an interest in the Burkina Faso permits and the Napié Permit is dependent upon the respective holders of the Burkina Faso permits and the Napié Permit complying with their contractual obligations to deliver title in accordance with the Relevant Agreements. To the extent that a permit holder defaults on their obligations under a Relevant Agreement, it may be necessary for the Company to approach a court in the relevant jurisdiction to seek a legal remedy. Such legal action may be costly and no guarantee can be given by the Company that a legal remedy will ultimately be granted or whether the terms of such a legal remedy will be sufficient.</p>	<p>Section 5</p>

INVESTMENT OVERVIEW

Topic	Summary	For more information
	<p>Côte d'Ivoire Contract Risk</p> <p>The Company's interest in the Napié Permit is summarised in Section 9.1. The holder of the Napié Permit, Occidental Gold SARL (Occidental) has negotiated a joint venture agreement with the African American Investment Fund SARL (AAIF) (AAIF JV Agreement), but the AAIF JV Agreement remains unsigned. The Company is entitled under the Farm-in Agreement to earn an interest in the Napié Permit regardless of whether or not the AAIF JV Agreement is entered into. On execution of the AAIF JV Agreement (on its proposed terms), AAIF will have a contractual right to earn a 10% participating interest in the Napié Permit which will be free carried until the completion of a feasibility study which demonstrates that it is commercially feasible to develop a mining project.</p> <p>As the Company is not party to the negotiations and will not be a party to the AAIF JV Agreement, it has no input into that document. The Company is entitled under the Farm-in Agreement to earn an interest in the Napié Permit regardless of whether or not the AAIF JV Agreement is entered into. To the extent that AAIF and the Napié Permit holder enter into the AAIF JV Agreement in different terms this may have an impact on the Farm-in Agreement generally and in particular require the Company to seek to enforce its rights under that document.</p> <p>On the AAIF JV Agreement being entered into, any default by the parties to that document could indirectly have an adverse impact on the exercise of rights of the Company under the Farm-in Agreement to the extent that Occidental or the Permit is affected. Such events will be outside of the control of the Company because it is not a party to the AAIF JV Agreement.</p> <p>Permit Risks</p> <p>The rights to mineral permits carry with them various obligations which the holder is required to comply with in order to ensure the continued good standing of the permit and, specifically, obligations in regard to minimum expenditure levels and responsibilities in respect of the environment and safety. Failure to observe these requirements could prejudice the right to maintain title to a given area and result in government action to forfeit a permit or permits.</p> <p>There is no guarantee that current or future exploration permit applications or existing permit renewals will be granted, that they will be granted without undue delay, or that the Company can economically comply with any conditions imposed on any granted exploration permits.</p>	Section 5

Topic	Summary	For more information
	<p>Financing</p> <p>The Company’s ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available to the Company on favourable terms or at all. If adequate funds are not available on acceptable terms, the Company may not be able to take advantage of opportunities or otherwise respond to competitive pressures.</p> <p>Although the Directors believe that on completion of the Offer the Company will have sufficient working capital to carry out its short-term business objectives, there can be no assurance that such objectives can be met without further financing or, if additional financing is necessary, that financing can be obtained on favourable terms or at all. Further, if additional funds are raised by issuing equity securities, this may result in dilution for some or all of the Shareholders.</p> <p>Land Access Risk</p> <p>Land access is critical for exploration and evaluation to succeed. In all cases the acquisition of prospective permits is a competitive business, in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential.</p> <p>Access to land for exploration purposes can be affected by small non-mechanised mining operations or land ownership, including registered and unregistered land interests and regulatory requirements within the jurisdiction where the Company operates.</p> <p>Reliance on Key Personnel</p> <p>While the Company is pursuing its exploration and evaluation programs within the time frames and within the costs structure as currently envisaged it could be dramatically influenced by the loss of existing key personnel or a failure to secure and retain additional key personnel as the Company’s exploration programs develop. The resulting impact from such loss would be dependent upon the quality and timing of the employee’s replacement.</p> <p>Although the key personnel of the Company have a considerable amount of experience and have previously been successful in their pursuits of acquiring, exploring and evaluating mineral projects, there is no guarantee or assurance that they will be successful in their objectives pursuant to this Prospectus.</p>	<p>Section 5</p>

INVESTMENT OVERVIEW

Topic	Summary	For more information																
1.5. Directors and Key Employees																		
Who are the Directors of the Company?	The Board of Directors comprises: <ol style="list-style-type: none"> Mr Peter Ledwidge (Managing Director); Dr Mark Elliott (Non-Executive Chairman); and Mr Michele Muscillo (Non-Executive Director). 	Section 7.1																
Who are the key members of Management?	Management comprises: <ol style="list-style-type: none"> Mr Peter Ledwidge (Managing Director); Ms Ann Ledwidge (General Manager Exploration); and Mr Paul Marshall (Company Secretary/CFO). 	Section 7.2																
1.6. Key People, Interests and Benefits																		
What are the Director shareholdings?	The Directors are expected to hold a direct or indirect interest in the following Shares on completion of the Offer (assuming the Directors do not apply for Shares under the Offer): <table border="1" data-bbox="518 1041 1204 1227"> <thead> <tr> <th>Director</th> <th>Shares</th> <th>% holding (\$5M Raise)</th> <th>% holding (\$6M Raise)</th> </tr> </thead> <tbody> <tr> <td>Mark Elliott</td> <td>8,666,667</td> <td>11.64%</td> <td>10.91%</td> </tr> <tr> <td>Peter Ledwidge¹</td> <td>18,333,433</td> <td>24.63%</td> <td>23.08%</td> </tr> <tr> <td>Michele Muscillo</td> <td>500,000</td> <td>0.67%</td> <td>0.63%</td> </tr> </tbody> </table> <p>1. Peter Ledwidge's Shares are held by Peter and Ann Ledwidge as joint trustees for the Ledwidge Family Investment Trust.</p>	Director	Shares	% holding (\$5M Raise)	% holding (\$6M Raise)	Mark Elliott	8,666,667	11.64%	10.91%	Peter Ledwidge ¹	18,333,433	24.63%	23.08%	Michele Muscillo	500,000	0.67%	0.63%	Sections 2.4 and 7.4
Director	Shares	% holding (\$5M Raise)	% holding (\$6M Raise)															
Mark Elliott	8,666,667	11.64%	10.91%															
Peter Ledwidge ¹	18,333,433	24.63%	23.08%															
Michele Muscillo	500,000	0.67%	0.63%															
What significant benefits are payable to the Directors?	The Directors are entitled to the following remuneration and fees: <table border="1" data-bbox="518 1377 1204 1541"> <thead> <tr> <th>Director</th> <th>Remuneration/Fees</th> <th>Other</th> </tr> </thead> <tbody> <tr> <td>Mark Elliott</td> <td>\$80,000/annum</td> <td>Nil</td> </tr> <tr> <td>Peter Ledwidge</td> <td>\$255,000/annum</td> <td>Nil</td> </tr> <tr> <td>Michele Muscillo</td> <td>\$50,000/annum</td> <td>Nil</td> </tr> </tbody> </table>	Director	Remuneration/Fees	Other	Mark Elliott	\$80,000/annum	Nil	Peter Ledwidge	\$255,000/annum	Nil	Michele Muscillo	\$50,000/annum	Nil	Section 7				
Director	Remuneration/Fees	Other																
Mark Elliott	\$80,000/annum	Nil																
Peter Ledwidge	\$255,000/annum	Nil																
Michele Muscillo	\$50,000/annum	Nil																
What escrow arrangements will be in place as at completion of the Offer?	Shares held by Directors and Existing Shareholders as at the date of this Prospectus may be subject to escrow arrangements as required by the ASX Listing Rules.	Section 7.5																
What corporate governance policies does the Company have in place?	A summary of the corporate governance policies adopted by the Company is set out in Section 8.	Section 8																

Topic	Summary	For more information
Are there any significant related party transactions?	<p>The Company has entered into of the following transactions with related parties before the Company became a public company, or have otherwise proceeded in accordance with the Corporations Act:</p> <ul style="list-style-type: none"> a. the issue of 18,333,433 Shares issued at an issue price of \$0.001 each to an entity associated with Ann Ledwidge and Peter Ledwidge, founders of the Company, during its formative stages; b. the issue of 8,666,667 Shares issued at an issue price of \$0.001 each to an entity associated with Mark Elliott, a Director, a founder of the Company, during its formative stages; c. the issue of 500,000 Shares issued at an issue price of \$0.01 each to an entity associated with Michele Muscillo, a Director, during the Company’s formative stages; d. an executive service agreement for services as a Managing Director with Peter Ledwidge. The terms of this agreement are set out in Section 9.6. The agreement is considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act and as such, member approval of the transaction was not required; e. an executive service agreement for services as a General Manager Exploration with Ann Ledwidge. The terms of this agreement are set out in Section 9.6. The agreement is considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act and as such, member approval of the transaction was not required; f. the Company has entered into letters of appointment with each of the Non-Executive Directors, Dr Mark Elliott and Mr Michele Muscillo. The terms of these agreements are set out in Section 9.7; and g. the Company has entered into Deeds of Access, Indemnity and Insurance with each Director. The terms of these agreements are set out in Section 9.8. 	Section 7.12

1.7. Summary of the Offer and the Proposed Use of Funds Raised

Who is the issuer of this Prospectus?	Mako Gold Limited	Section 4.1
What is the Offer?	This Prospectus provides investors with the opportunity to participate in the IPO of Shares and Options in the Company.	Section 2.1
What will the market capitalisation of the Company be upon Listing on the ASX?	The undiluted market capitalisation of the Company on Listing is expected to be approximately A\$14,890,020, assuming the Minimum Subscription, and approximately A\$15,890,020, assuming the Maximum Subscription.	Section 2.4

INVESTMENT OVERVIEW

Topic	Summary	For more information																																																																						
How is the Offer structured?	<p>The Offer is constituted by:</p> <ol style="list-style-type: none"> an offer of 25,000,000 Shares at an issue price of \$0.20 each to raise a minimum of \$5,000,000; provision for oversubscriptions of a further 5,000,000 Shares to raise an additional \$1,000,000; with 1 attaching listed Option exercisable at \$0.30 on or before 3 years from Official Quotation for every 2 Shares subscribed for. Each Option is exercisable into 1 Share. 	Section 2.1																																																																						
What is the proposed use of funds raised under the Offer?	<p>The funds raised under the Offer are expected to be allocated as follows:</p> <table border="1"> <thead> <tr> <th colspan="5">Use of Funds for 2 Years</th> </tr> <tr> <th>Item</th> <th>A\$5m raise</th> <th>%</th> <th>A\$6m raise</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Cash Reserves at date of Prospectus</td> <td>350,000</td> <td></td> <td>350,000</td> <td></td> </tr> <tr> <td>Funds Raised from the Offer</td> <td>5,000,000</td> <td></td> <td>6,000,000</td> <td></td> </tr> <tr> <td>TOTAL Funds Available</td> <td>5,350,000</td> <td></td> <td>6,350,000</td> <td></td> </tr> <tr> <td><i>Exploration Activity for Napié</i></td> <td>1,288,000</td> <td></td> <td>1,888,000</td> <td></td> </tr> <tr> <td><i>Exploration Activity for Niou</i></td> <td>580,000</td> <td></td> <td>780,000</td> <td></td> </tr> <tr> <td><i>Exploration Activity for Tangora</i></td> <td>696,000</td> <td></td> <td>896,000</td> <td></td> </tr> <tr> <td>Total Exploration Activity Expenditure</td> <td>2,564,000</td> <td>48%</td> <td>3,564,000</td> <td>56%</td> </tr> <tr> <td>General and Administrative Expense</td> <td>1,350,000</td> <td>25%</td> <td>1,350,000</td> <td>21%</td> </tr> <tr> <td>Business Development Expense</td> <td>200,000</td> <td>4%</td> <td>200,000</td> <td>3%</td> </tr> <tr> <td>Expenses of the Offer</td> <td>669,000</td> <td>12%</td> <td>742,000</td> <td>12%</td> </tr> <tr> <td>Cash Reserves and Working Capital</td> <td>567,000</td> <td>11%</td> <td>494,000</td> <td>8%</td> </tr> <tr> <td>TOTAL Funds Allocated</td> <td>5,350,000</td> <td>100%</td> <td>6,350,000</td> <td>100%</td> </tr> </tbody> </table>	Use of Funds for 2 Years					Item	A\$5m raise	%	A\$6m raise	%	Cash Reserves at date of Prospectus	350,000		350,000		Funds Raised from the Offer	5,000,000		6,000,000		TOTAL Funds Available	5,350,000		6,350,000		<i>Exploration Activity for Napié</i>	1,288,000		1,888,000		<i>Exploration Activity for Niou</i>	580,000		780,000		<i>Exploration Activity for Tangora</i>	696,000		896,000		Total Exploration Activity Expenditure	2,564,000	48%	3,564,000	56%	General and Administrative Expense	1,350,000	25%	1,350,000	21%	Business Development Expense	200,000	4%	200,000	3%	Expenses of the Offer	669,000	12%	742,000	12%	Cash Reserves and Working Capital	567,000	11%	494,000	8%	TOTAL Funds Allocated	5,350,000	100%	6,350,000	100%	Section 2.2
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Will the Shares and Options be quoted on the ASX?	The Company will apply to the ASX within seven days of the date of this Prospectus for Official Quotation of all Shares and Options on the ASX under the ticker MKG.	Section 2.11																																																																						
Is the Offer underwritten?	No, the Offer is not underwritten.																																																																							
Who is the Lead Manager?	<p>Novus Capital Ltd ACN 006 711 995 (Australian Financial Services Licence No. 238168) has been appointed as Lead Manager to the Offer.</p> <p>The Lead Manager is entitled to those fees and commissions described in Section 9.5.</p>	Section 2.6 and 9.5																																																																						

Topic	Summary	For more information
What is the allocation policy applicable to the Offer?	Shares and Options allocated pursuant to the Offer will be allocated at the Board's discretion in conjunction with the Lead Manager to ensure the Minimum Subscription amount is met and that the Company is able to meet the conditions of listing on the ASX.	Section 2.9
What is the minimum Application under the Offer?	The Minimum Application under the Offer is \$2,000 constituted by 10,000 Shares.	See "Application Form"
Is there any brokerage, commission or stamp duty payable by Applicants?	<p>No brokerage or stamp duty is payable by Applicants on acquisitions of Shares and Options under the Offer.</p> <p>The Lead Manager will be responsible for paying all commissions that the Lead Manager and the Company agree with any other licensed securities dealers or Australian financial services licensees out of the fees paid by the Company under the Lead Manager Mandate.</p>	Section 2.6
What are the tax implications of investing in the Company?	The taxation implications of investing in the Company will depend on an investor's individual circumstances. Applicants should obtain their own tax advice or financial planning advice prior to investing.	Section 10.8
How can I apply for Shares and Options?	<p>Eligible investors may apply for Shares and Options by completing a valid Application Form attached to or accompanying this Prospectus.</p> <p>To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.</p>	Section 2.5
Can the Offer be withdrawn?	<p>The Company reserves the right not to proceed with the Offer at any time before the issue and transfer of Shares and Options to successful Applicants.</p> <p>If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded (without interest) in accordance with the requirements of the Corporations Act.</p>	Sections 2.10 and 2.16
Where can I find more information about this Prospectus or the Offer?	<p>All enquiries in the first instance should be directed to your broker or you can contact the Company directly on +61 417 197 842 between 9:00am and 5:00pm AEST, Monday to Friday or calling the Lead Manager – Gavan Farley +61 420 520 300 or Campbell Welch +61 2 9375 0165.</p> <p>If you are unclear in relation to any matter or are uncertain as to whether Mako Gold is a suitable investment for you, you should seek professional guidance from your accountant, financial advisor, tax advisor, stock broker, lawyer or other professional advisor before deciding whether to participate in the Offer.</p>	Section 2.17
Are there any firm commitments from investors under the Offer?	<p>The Company has received a binding firm commitment from West African and Australian mid-tier miner Resolute to subscribe for Shares under the Offer for an amount of \$2,000,000.</p> <p>A summary of the Subscription Agreement is outlined in Section 9.4. Upon completion of the Offer, Resolute will hold 10,000,000 Shares, comprising 13.43% of the total issued share capital of the Company assuming the Minimum Subscription, and 12.59% assuming the Maximum Subscription.</p>	Section 2.7 and 9.4

INVESTMENT OVERVIEW

Topic	Summary	For more information																																		
1.8. Substantial Holders																																				
Are there any substantial holders?	<p>Shareholders holding a relevant interest in 5% or more of the Shares on issue as at the date of this Prospectus and on completion of the Offer assuming either the Minimum Subscription or the Maximum Subscription are set out in the table below. Other than as set out below and in Section 9.4, none of these Shareholders have provided a further commitment to participate in the Offer.</p> <table border="1"> <thead> <tr> <th rowspan="2">Shareholder</th> <th colspan="2">As at date of Prospectus</th> <th colspan="2">Minimum Subscription</th> <th colspan="2">Maximum Subscription</th> </tr> <tr> <th>Shares</th> <th>%</th> <th>Shares</th> <th>%</th> <th>Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Peter and Ann Ledwidge¹</td> <td>18,333,433</td> <td>37.36</td> <td>18,333,433</td> <td>24.63</td> <td>18,333,433</td> <td>23.08</td> </tr> <tr> <td>Elliott Nominees Pty Ltd</td> <td>8,666,667</td> <td>17.66</td> <td>8,666,667</td> <td>11.64</td> <td>8,666,667</td> <td>10.91</td> </tr> <tr> <td>Resolute Mining Limited (or its nominee)</td> <td>0</td> <td>0</td> <td>10,000,000</td> <td>13.43</td> <td>10,000,000</td> <td>12.59</td> </tr> </tbody> </table> <p>1. Peter and Ann Ledwidge's shares are held by them as joint trustees for the Ledwidge Family Investment Trust.</p>	Shareholder	As at date of Prospectus		Minimum Subscription		Maximum Subscription		Shares	%	Shares	%	Shares	%	Peter and Ann Ledwidge ¹	18,333,433	37.36	18,333,433	24.63	18,333,433	23.08	Elliott Nominees Pty Ltd	8,666,667	17.66	8,666,667	11.64	8,666,667	10.91	Resolute Mining Limited (or its nominee)	0	0	10,000,000	13.43	10,000,000	12.59	
Shareholder	As at date of Prospectus		Minimum Subscription		Maximum Subscription																															
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DETAILS OF THE OFFER

2. DETAILS OF THE OFFER

This Section is intended as an introduction and not as a summary of this Prospectus. It should be read in conjunction with the remainder of this Prospectus.

2.1 THE OFFER

This Prospectus constitutes an Offer by Mako Gold of 25,000,000 Shares at an issue price of \$0.20 each to raise a minimum of \$5,000,000, with provision for oversubscriptions of a further 5,000,000 Shares to raise an additional \$1,000,000, with 1 attaching listed Option exercisable at \$0.30 on or before 3 years from Official Quotation for every 2 Shares subscribed for. Each Option is exercisable into 1 Share.

The Shares offered by this Prospectus will be issued as fully paid shares and, when issued, will rank equally in all respects with the existing Shares.

2.2 KEY OFFER DATES

Lodgement of Prospectus with ASIC 19 January 2018

Opening Date of Offer	2 February 2018
Closing Date of Offer	9 March 2018
Settlement Date of Offer	15 March 2018
Allotment Date of Shares and Options	15 March 2018
Expected date for dispatch of holding statements	21 March 2018
Expected commencement of trading on ASX	23 March 2018

2.3 PURPOSE OF THE OFFER AND PLANNED EXPENDITURE

The purpose of the Offer is to:

- a. raise a Minimum Subscription of \$5,000,000 and a Maximum Subscription of \$6,000,000 before costs to fund:
 1. the Company's expenditure commitments in relation to exploration costs on the projects;
 2. general working capital requirements including potential new acquisitions;
 3. corporate overhead and administration costs; and
 4. the costs of the Offer;
- b. meet the requirements of the ASX and satisfy Chapters 1 and 2 of the ASX Listing Rules to enable the Company to list on the ASX; and
- c. provide a market for Shares and Options and better enable the Company to access capital markets to assist in pursuing its growth strategy.

The Directors are satisfied that upon completion of the Offer, Mako Gold will have sufficient funds to meet its stated objectives.

NOTES

This timetable is indicative only. Unless otherwise indicated, all times given are AEST. The Company, in consultation with the Lead Manager, reserves the right to vary any and all of the above dates without notice (including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the Closing Date, or to accept late Applications or bids, either generally or in particular cases, or to cancel or withdraw the Offer before completion of the Offer, in each case without notifying any recipient of this Prospectus or Applicants). If the Offer is cancelled or withdrawn before completion of the Offer, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their Applications as soon as possible after the Offer opens.

The proposed use of funds associated with the Offer are as follows:

USE OF FUNDS FOR 2 YEARS

Item	A\$5m raise	%	A\$6m raise	%
Cash Reserves at date of Prospectus	350,000		350,000	
Funds Raised from the Offer	5,000,000		6,000,000	
TOTAL Funds Available	5,350,000		6,350,000	
<i>Exploration Activity for Napié</i>	1,288,000		1,888,000	
<i>Exploration Activity for Niou</i>	580,000		780,000	
<i>Exploration Activity for Tangora</i>	696,000		896,000	
Total Exploration Activity Expenditure	2,564,000	48%	3,564,000	56%
General and Administrative Expense	1,350,000	25%	1,350,000	21%
Business Development Expense	200,000	4%	200,000	3%
Expenses of the Offer	669,000	12%	742,000	12%
Cash Reserves and Working Capital	567,000	11%	494,000	8%
TOTAL Funds Allocated	5,350,000	100%	6,350,000	100%

The above table is a statement of current intentions as at the date of this Prospectus. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including operational and development activities, regulatory developments, and market and general economic conditions. In light of this, the Board reserves its right to alter the way the funds are applied.

The Board believes that the Company's current cash reserves and the net proceeds of the Offer will be sufficient to fund the Company's short-term business objectives. The Board will consider the use of further equity funding if appropriate to further accelerate growth or fund a specific project, transaction or expansion. Expenditure for specific projects is outlined in sections 4.6 to 4.8.

DETAILS OF THE OFFER

2.4 CAPITAL STRUCTURE POST OFFER

Upon completion of the Offer and the allotment of Shares and Options pursuant to this Prospectus, the Company's capital will be as follows:

a. Capital Structure

Minimum subscription

Shareholder	Number of Shares before Offer	Ordinary Shares % holding before Offer	Number of Shares after Offer ²	Ordinary Shares % holding after Offer	Options ³
Existing Shareholders ¹	49,075,100	100%	49,450,100	66.42%	-
Public	-	-	25,000,000 ⁴	33.58%	12,500,000 ⁴
TOTAL	49,075,100	100%	74,450,100	100%	12,500,000

Maximum subscription

Shareholder	Number of Shares before Offer	Ordinary Shares % holding before Offer	Number of Shares after Offer ²	Ordinary Shares % holding after Offer	Options ³
Existing Shareholders ¹	49,075,100	100%	49,450,100	62.24%	-
Public	-	-	30,000,000 ⁴	37.76%	15,000,000 ⁴
TOTAL	49,075,100	100%	79,450,100	100%	15,000,000

NOTES

1. These securities may be subject to ASX escrow conditions governing their resale.
2. Includes 375,000 shares to be issued to Novus Capital Limited under the Lead Manager Mandate described in Section 9.5.
3. For full terms and conditions of the Options see Section 10.2 of this Prospectus. Also see the following table for Directors' and officers' interests.
4. Inclusive of the Shares and Options subscribed to by Resolute (or its nominee) under the Offer. See Sections 2.7 and 9.4.

b. Directors' Interests in Mako Gold

The interests of Directors and officers and of any associates of them in the securities of the Company are as follows:

Name	Number of Shares
Peter Ledwidge ¹	18,333,433
Mark Elliott	8,666,667
Michele Muscillo	500,000
Paul Marshall	500,000

1. Peter Ledwidge's Shares are held by Peter and Ann Ledwidge as joint trustees for the Ledwidge Family Investment Trust.

2.5 APPLICATION AND PAYMENT FOR SHARES

a. Who May Apply?

The Offer is open to institutional and retail Investors, who are persons who have a registered address in Australia.

b. How to Apply

If you decide to apply for Shares, you must:

1. complete the enclosed Application Form; and
2. pay the Application Monies in the manner prescribed by the Application Form.

An application for Shares can only be made by:

1. completing and lodging the Application Form for Shares contained at the end of this Prospectus; or
2. completing a paper copy of the relevant Application Form which accompanies the electronic version of this Prospectus, both of which can be downloaded from www.makogold.com.au; or
3. apply for Shares and pay by BPAY, using the online Application Form (described below).

Completed Application Forms and cheque(s), or otherwise, payment receipt, should be sent to the required address as soon as possible after the Offer opens as the Directors may elect to close the Offer early.

Payment for the Shares must be made in full at the issue price of 20 cents for each Share subscribed for. Applications for Shares must be for a minimum of 10,000 Shares and then in multiples of 1,000 Shares. Applications received by the Company that do not meet these requirements may be refused at the discretion of the Directors.

c. How to Pay

1. Payment via Cheque

Cheques must be made payable to Mako Gold Limited and should be crossed 'Not Negotiable'.

Payments by cheque will be deemed to have been made when the cheque is honoured by the bank on which it is drawn. Accordingly, Applicants should ensure that sufficient funds are held in the relevant account(s) to cover your cheque(s).

If the amount of your cheque(s) for Application Monies (or the amount for which those cheques clear in time for the allocation) is insufficient to pay for the amount you have applied for in your Application Form, you may be taken to have applied for such lower amount as your cleared Application Monies will pay for (and to have specified that amount in your Application Form) or your Application may be rejected.

Completed Application Forms and accompanying cheques must be received by the Company before

5.00pm AEST on the Closing Date by being delivered or mailed to the following addresses:

Mailing Address

Mako Gold Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Hand Delivery

Mako Gold Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

(do not use this address for mailing purposes)

Applicants are urged to lodge their Application Forms as soon as possible as the Offer may close early without notice.

2. Payment via BPAY

You may apply for Shares online and pay your Application Monies by BPAY.

Applicants wishing to pay by BPAY should complete the online Application Form accompanying the electronic version of this Prospectus which is available at www.makogold.com.au and follow the instructions on the online Application Form (which includes the Biller Code and your unique Customer Reference Number (CRN)).

You do not need to complete and return a paper Application Form if you pay by BPAY.

You should be aware that you will only be able to make a payment via BPAY if you are the holder of an account with an Australian financial institution which supports BPAY transactions.

When completing your BPAY payment, please make sure you use the specific Biller Code and your unique CRN provided on the online Application Form. If you do not use the correct CRN your Application will not be recognised as valid.

It is your responsibility to ensure that payments are received by 5.00pm (AEST) on the Closing Date. Your bank, credit union or building society may impose a limit on the amount which you can transact on BPAY, and policies with respect to processing BPAY transactions may vary between banks, credit unions or building societies.

The Company accepts no responsibility for any failure to receive Application Monies or payments by BPAY before the Closing Date arising as a result of, among other things, processing of payments by financial institutions.

DETAILS OF THE OFFER

3. Alternatively, Application Forms and payment may be sent to the Lead Manager.

The details of the Lead Manager's trust account are:

Payment by EFT (electronic funds transfer) Bank Transfer or Wire

Novus Capital Trust Account
Commonwealth Bank of Australia

BSB: 062 022

Account: 1009 8793

Ref: MKG and Investor Name

For international SWIFT Code: CTBAAU2S

The completed application form along with a copy of the EFT/Bank transfer receipt should be emailed to: mail@novuscapital.com.au

d. Closing Date for Receipt of Applications

The Opening Date of the Offer will be 2 February 2018 at 9.00am AEST, and the Closing Date will be 9 March 2018 at 5.00pm AEST.

The Directors, subject to the requirements of the Listing Rules and the Corporations Act, reserve the right to:

1. close the Offer early without prior notice; or
2. vary any of the key offer dates set out in this Prospectus, including extending the Offer.

e. How to Obtain a Copy of This Prospectus

Please contact your broker for instructions. You may also obtain a copy of this Prospectus as follows:

1. download a copy at www.makogold.com.au; or
2. request a copy directly from the Company via email to info@makogold.com.au or by calling +61 417 197 842 between 9.00am and 5.00pm AEST, Monday to Friday; or
3. by downloading a copy from the Lead Manager's website (www.novuscapital.com.au) or calling the Lead Manager – Gavan Farley +61 420 520 300 or Campbell Welch +61 2 9375 0165.

2.6 LEAD MANAGER

Novus Capital Ltd ACN 006 711 995 (Australian Financial Services Licence No. 238168) has been appointed as Lead Manager to the Offer. The terms of the Lead Manager Mandate with Novus Capital Ltd are summarised in Section 9.5.

2.7 FIRM COMMITMENT INVESTOR

As at the date of this Prospectus, the Company has received a binding firm commitment from Resolute, by way of the Subscription Agreement. Resolute (or its nominee) has

agreed to subscribe for 10,000,000 Shares (and 5,000,000 Options) under the Offer (for an amount of \$2,000,000).

Details of the Subscription Agreement are outlined in Section 9.4.

2.8 FEES AND COSTS ASSOCIATED WITH THE OFFER

No brokerage or stamp duty is payable by Applicants on the acquisition of Shares and Options under the Offer. The Lead Manager will be responsible for paying all commissions that the Lead Manager and the Company agree with any other licensed securities dealers or Australian financial services licensee out of the fees paid by the Company under the Lead Manager Mandate.

The total estimated costs to the Company in connection with the Offer, including advisory, legal, accounting, listing and administrative fees as well as printing, advertising and other expenses are currently estimated to be approximately \$742,000 assuming full oversubscription.

2.9 ALLOCATION POLICY

The Board in conjunction with the Lead Manager have absolute discretion regarding the allocation of Shares and Options to Applicants under the Offer and may reject an Application or bid, or allocate fewer Shares and Options than the number, or the equivalent dollar amount than applied or bid for.

2.10 APPLICATION MONIES

The Share Registry or the Lead Manager will hold all Application Monies in trust in a separate account, until Shares and Options are issued to successful Applicants.

Application Monies will be refunded to the extent that an Application is rejected or scaled back, or the Offer is withdrawn. No interest will be paid on refunded amounts. The Company will retain any interest earned on Application Monies.

2.11 ASX LISTING OF SHARES AND OPTIONS

No later than seven days after the date of this Prospectus, the Company will apply to the ASX for admission to the Official List and for the Shares and Options to be granted Official Quotation by the ASX. The Company is not currently seeking a listing of its Shares and Options on any other stock exchange.

The admission of the Company to the Official List of the ASX and Official Quotation of the Shares and Options is not to be taken in any way as an indication of the merits of the Company or the Shares and Options offered under the Offer.

The ASX takes no responsibility for the contents of this Prospectus.

If permission for Official Quotation of the Shares and Options is not granted within three months after the date of this Prospectus, all Application Monies will be refunded without interest as soon as practicable.

The Company will issue the Shares and Options to successful Applicants as soon as practicable after the Closing Date.

Trading of Shares and Options on the ASX is expected to commence on 23 March 2018 on a normal T + 2 settlement basis.

If you sell Shares and Options before receiving an initial holding statement, you may contravene the ASX Listing Rules and do so at your own risk, even if you have obtained details of your holding from your broker.

2.12 CLEARING HOUSE ELECTRONIC SUB-REGISTER SYSTEM (CHESS)

The Company will apply to participate in CHESS and will comply with the ASX Listing Rules and the ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on the ASX under which transfers are affected in an electronic form.

Following completion of the Offer, Shareholders will be sent a holding statement that sets out the number of Shares and Options that have been allocated to them. This statement will also provide details of a Shareholder's Holder Identification Number (**HIN**) for CHESS holders or, where applicable, the Security holder Reference Number (**SRN**) of issuer sponsored holders. Shareholders will subsequently receive statements showing any changes to their holding. Certificates will not be issued.

Shareholders will receive subsequent statements during the first week of the following month if there has been a change to their holding on the register and as otherwise required under the ASX Listing Rules and the Corporations Act. Additional statements may be requested at any other time either directly through the Shareholder's sponsoring broker in the case of a holding on the CHESS sub-register or through the Share Registry in the case of a holding on the issuer sponsored sub-register.

The Company and the Share Registry may charge a fee for these additional issuer sponsored statements.

2.13 OVERSEAS DISTRIBUTION

No action has been taken to register or qualify the offer of Shares and Options under this Prospectus, or to otherwise permit a public offering of Shares and Options, in any jurisdiction outside Australia.

2.14 OFFER ONLY MADE WHERE LAWFUL TO DO SO

This Prospectus does not constitute an offer of Shares and Options in any jurisdiction in which it would be unlawful. In particular, this Prospectus may not be distributed to any person, and the Shares and Options may not be offered or sold, in any country outside Australia. Investors in the United Kingdom, Hong Kong and Singapore should refer to the important information in relation to the making of the Offer in those jurisdictions as set out under the "Important Information" Section at the start of this Prospectus.

Persons into whose possession this Prospectus comes should inform themselves about and observe any restrictions on acquisition or distribution of this Prospectus. Any failure to comply with these restrictions may constitute a violation of securities laws.

2.15 RESTRICTED SECURITIES

The ASX may, as a condition of granting the Company's application for Official Quotation of its Shares, classify certain Shares and Options of the Company as restricted securities. If so, prior to Official Quotation of the Company's Shares and Options, the holders of the Shares and Options that are to be classified as restricted securities will be required to enter into appropriate restriction agreements with the Company. Refer to Section 7.5 for details.

2.16 DISCRETION REGARDING THE OFFER

The Company may, in consultation with the Lead Manager, withdraw the Offer at any time before the allotment of Shares and Options. If the Offer does not proceed, all relevant Application Monies will be refunded. No interest will be paid on unsuccessful Applications.

2.17 QUESTIONS OR FURTHER INFORMATION

If you have any queries in relation to this Prospectus, including how to complete the Application Form or how to obtain additional copies, then you can:

- a. contact your broker;
- b. between 9.00am and 5.00pm AEST, Monday to Friday; or by downloading a copy from the Novus Capital Website (www.novuscapital.com.au) or calling Novus Capital – Gavan Farley +61 420 520 300 or Campbell Welch +61 2 9375 0165;
- c. visit Mako Gold's website to download an electronic copy of this Prospectus at www.makogold.com.au.

If you are unclear in relation to any matter or are uncertain as to whether the Company is a suitable investment for you, you should seek professional guidance from your broker, solicitor, accountant, financial advisor or other independent professional advisor before deciding whether to invest.

3. REGIONAL OVERVIEW

3.1 INTRODUCTION

Mako Gold is targeting orogenic greenstone-hosted gold deposits in Côte d'Ivoire and Burkina Faso, within West Africa's prolific Paleoproterozoic gold province. Mako Gold believes that Côte d'Ivoire and Burkina Faso are the most favourable destinations for finding significant gold deposits within West Africa.

3.2 WEST AFRICAN GOLD

West Africa hosts the world-renowned Birimian greenstone gold province with more than 60 major gold deposits of over 1Mozs discovered across the region to date (Figure 3.1). The region has recently attracted a high level of gold exploration and mine investment; however, exploration is substantially less advanced than in comparable greenstone provinces in other parts of the world. As such Mako Gold believes that this lower exploration maturity provides exceptional opportunities for the discovery of large gold deposits.

In the past two decades West Africa has experienced rapid growth in exploration due to high prospectivity, modern exploration techniques and increase in the price of gold, leading to the discovery of world-class gold deposits. An estimated 400Mozs of gold has been discovered in West Africa to date. More than thirty of these deposits contain over 3Mozs. Mako Gold believes that the above statistics more than justifies its strategy to be exploring for large gold deposits in West Africa.

It is estimated that in 2016, over US\$450 million was spent on gold exploration in Africa. Of this, over 60% of the African gold exploration was spent in West Africa. This indicates that West Africa is an attractive jurisdiction for foreign exploration investment. West Africa only began significantly contributing to world production in the early 1990's, but has since shown itself to be a major player on the world stage, producing 267 tonnes in 2016, a higher output than the USA, Canada and South Africa and only slightly less than Australia and Russia (Figure 3.2).



FIGURE 3.1 West Africa is host to more than sixty +1Moz gold deposits

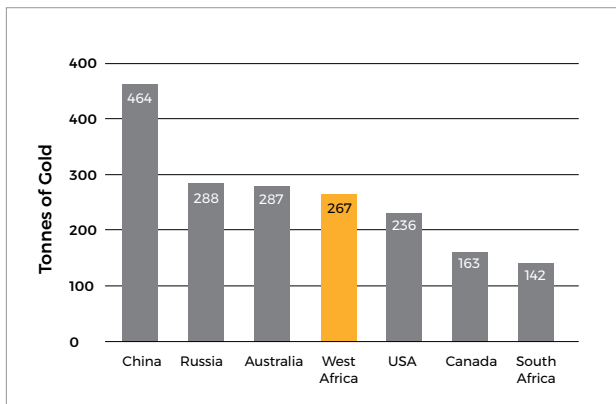


FIGURE 3.2 World gold production in 2016

Gold production in Côte d'Ivoire and Burkina Faso has grown significantly from 2007 until 2016 (Figure 3.3). This data shows the recent surge in gold mining activity in these countries and indicates that Mako Gold's timing to explore in these countries may be ideal.

Côte d'Ivoire and Burkina Faso collectively host 57% (35% + 22%) of West Africa's Birimian greenstone belts, yet account for only 19% (76Mozs out of a total of 401Mozs) of the region's total gold deposits (Table 3.1). The discovery maturity of Côte d'Ivoire and Burkina Faso are the lowest of all the gold producing countries of West Africa. This indicates they are underexplored and increases the probability for new gold discoveries. Mako Gold therefore believes that Côte d'Ivoire and Burkina Faso represent the most favourable countries in West Africa for potential gold discoveries.

TABLE 3.1 Birimian greenstone belts compared to gold mineral resource by country

Country	Birimian Greenstone (%)	Mineral Resource (Moz Au)	Discovery Maturity (Moz Au/Birimian %)
Côte d'Ivoire	35	20	0.57
Burkina Faso	22	56	2.5
Ghana	19	212	11.2
Guinea	11	30	2.7
Mali	10	71	7.1
Senegal	3	12	4
Total	100	401	N/A

3.3 REGIONAL GOLD MINERALISATION

The majority of gold deposits occur below 15° latitude on the West African Craton hosted by Palaeoproterozoic rocks of the Birimian greenstone belts (Birimian Supergroup) and are classified as orogenic gold deposits (Figure 3.1).

Orogenic gold styles vary depending on the host rocks, structure and how many periods of mineralisation occur to produce the deposit. They can consist of gold-bearing quartz veins, stockworks, sheeted veins, breccias and wall rock replacement styles, accompanied by minor sulphides. The gold deposits are localised by brittle to ductile structures within the various host rocks. The majority of deposits occur within metasediments, metavolcano-sedimentary and metavolcanic rocks that have been metamorphosed to greenschist facies, around the brittle-ductile metamorphic transition and are emplaced late in the deformation or orogenic history.

The dominant N to NE trending greenstone belts in the province were formed during the Palaeoproterozoic deformation event (Eburnean Orogeny – D2) dated between 2130 Ma and 2050 Ma. Most of the gold mineralisation in the Birimian occurs around these late stage shear zones and faults which are commonly located near greenstone belt and granitoid contacts.

Alteration commonly consists of silica, albite, chlorite, sericite, tourmaline and carbonate depending on the rock type. Gold is often associated with sulphides such as pyrite and arsenopyrite.

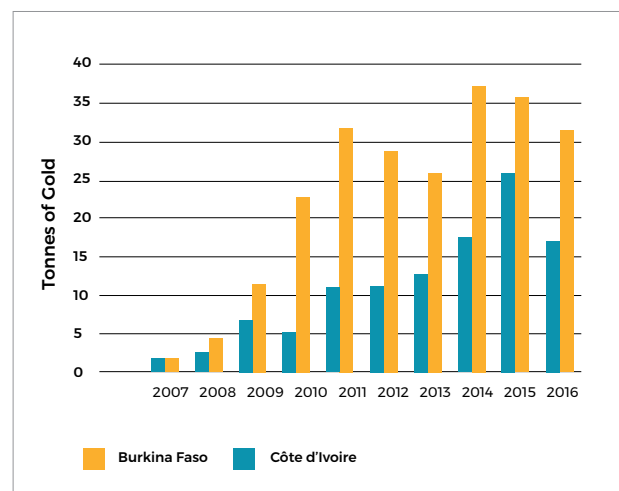


FIGURE 3.3 Gold production growth in Côte d'Ivoire, Burkina Faso 2007–2016

REGIONAL OVERVIEW

3.4 CÔTE D'IVOIRE

Côte d'Ivoire borders on the Atlantic Ocean between Ghana and Liberia (Figure 3.4). It shares its other borders with Burkina Faso, Guinea and Mali. It covers an area of 322,462km² which is a slightly smaller land mass than Germany. Its estimated population is 24 million as of 2017.

Côte d'Ivoire has a tropical climate along the coast and a semi-arid climate in the north of the country. It is a hot country with a dry season from November to May and a wet season from June to October. The terrain is mostly flat to undulating plains with a mean elevation of 250m. The highest point is Mont Nimba with an elevation of 1,752m in the northwest of the country. The official language is French. There are also over sixty indigenous languages spoken, the most widespread being Dioula.

Agriculture is the main industry in Côte d'Ivoire. It is the world's largest exporter of cocoa and a significant exporter of coffee and palm oil. Mining only contributed to 1% of its GDP as of 2013. Gold production has increased from 1 tonne in 2007 to 17 tonnes in 2016. It is anticipated to increase to 27 tonnes in 2018.

Côte d'Ivoire has a corporate tax rate of 25%. The Côte d'Ivoire government offers a tax holiday of 5 years from first gold production to mining companies. In addition, the government provides an exoneration during the entire mining phase of the following taxes; land inheritance tax, water tax from aquifers, timber royalty tax, patent tax on materials which were extracted and sold, and special equipment tax. The 2014 Mining Act includes a sliding scale royalty on gold sales to the government which is dependent on the gold price. The rates are as follows; 3% to US\$1,000; 3.5% to US\$1,300; 4% to US\$1,500; 5% to US\$2,000; and 6% when over \$2,000.

Côte d'Ivoire has only experienced modern exploration in recent years and is considered a much younger mining jurisdiction compared to its neighbours, Burkina Faso, Mali and Ghana. Political unrest which followed the 2010 election, a slow regulatory process, and a historically agricultural-based economy contributed to a lack of interest in developing the gold mining industry in the recent past. Political and economic stability has been restored by the elected president, and amendments to the Minerals regulatory system were made, resulting in the new 2014 modern mining code. Côte d'Ivoire has good infrastructure (roads, power, etc.) and a better educated workforce than most West African countries. In recent times the country has seen a steady influx of foreign investment in the gold mining industry. For these reasons, Côte d'Ivoire is now a highly favourable destination for gold exploration, and Mako Gold considers it an opportune time to explore in Côte d'Ivoire.

Côte d'Ivoire accounts for 35% of West Africa's Birimian greenstone belts which are the predominant hosts to gold mineralisation in the region (Figure 3.5). There are four gold

mines currently in production with one under construction and another having completed feasibility studies. Large mining companies such as Newcrest, Randgold and Endeavour Mining are also actively exploring in country.

In Côte d'Ivoire gold mineralisation has been recorded throughout the Birimian greenstone sequence which is comprised of basal mafic volcanics, intermediate to felsic volcanics, intercalated with detrital sediments and unconformably overlain by a coarse clastic sedimentary sequence similar to the Tarkwaian Group that hosts world-renowned gold deposits in Ghana to the east.

Gold mineralisation in Côte d'Ivoire occurs mainly within orogenic-type gold deposits of two types – quartz vein-hosted and disseminated mineralisation. In the former, gold occurs in deformed quartz veins with associated sulphides and tourmaline; in the latter, as disseminations within alteration haloes around undeformed quartz-albite-carbonate veins. Both mineralisation types can occur within the same greenstone belts and even within the same deposits. More geological details are contained in the Independent Geologist's Report in Annexure A.



FIGURE 3.4 Côte d'Ivoire Location Map

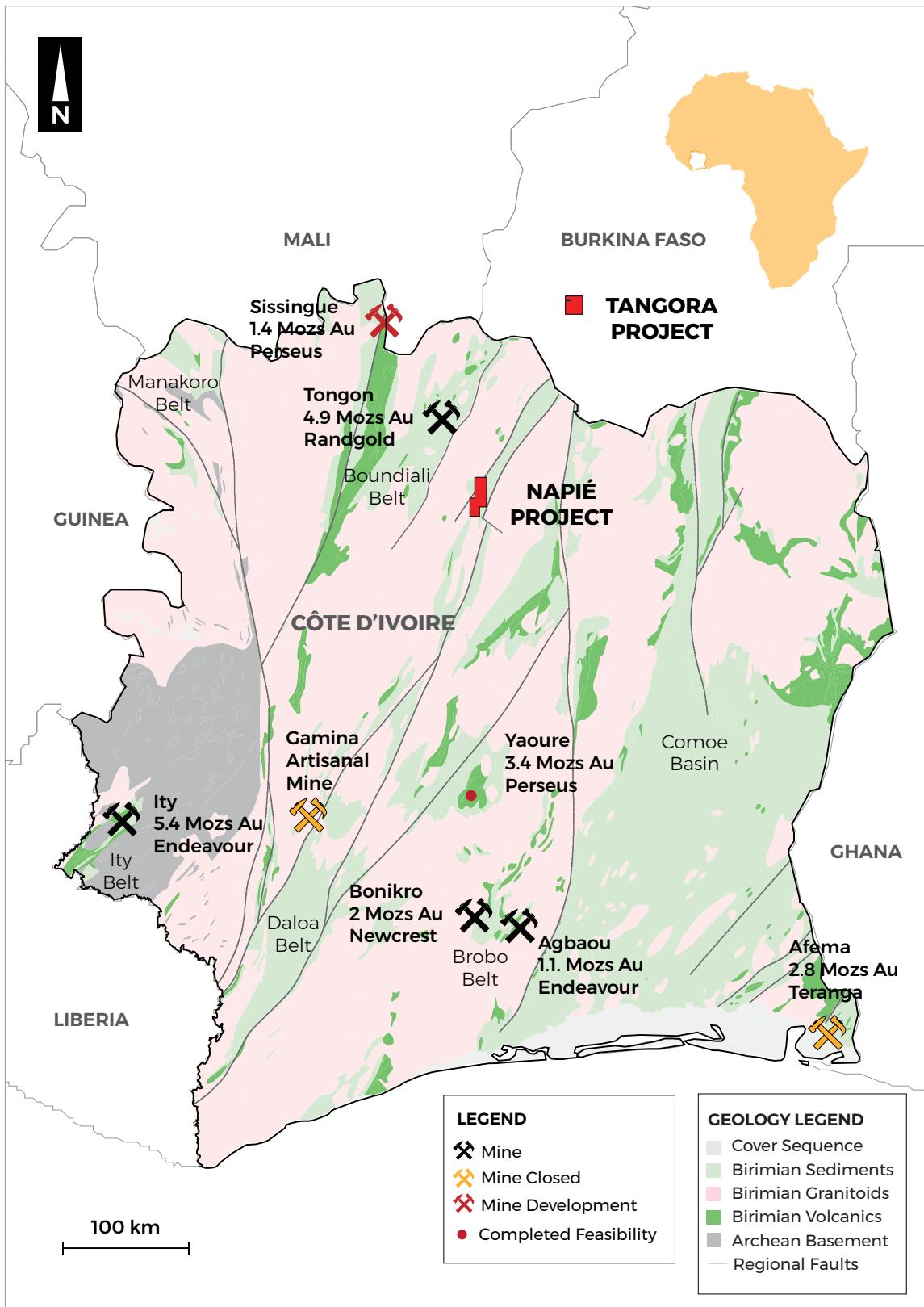


FIGURE 3.5 Location of greenstone belts, major gold deposits, and Mako Gold Project in Côte d'Ivoire

REGIONAL OVERVIEW

3.5 BURKINA FASO

Burkina Faso is a landlocked country in West Africa with an estimated population of 20.1 million as of 2017 (Figure 3.6). It shares its borders with Côte d'Ivoire, Mali, Niger, Benin, Togo, and Ghana. It has a total area of 274,200km², making it slightly larger than the state of Victoria, Australia. Burkina Faso has a tropical climate with a dry, warm winter and hot, wet summer. The rainy season is usually between late June and late October. It is a relatively flat country with a mean elevation of 297m above sea level. Gold and cotton are the two main exports with gold accounting for around three-quarters of the country's total export revenues. The official language is French but over 60 indigenous languages are spoken, the main two being Moore and Dioula.

Historically, gold mining in Burkina Faso was mainly restricted to small-scale artisanal mining activities. It was not until the first decade of the 21st century that significant modern gold mining was established.

The Burkina Faso Ministry of Mines has shown itself to be very supportive of mining and exploration. Between 2006 and 2017, ten new gold mines began production. There is currently one gold project in construction and four have completed feasibility studies. Gold production in Burkina Faso has increased from 2 tonnes in 2007 to 32 tonnes in 2016.

Modern exploration in Burkina Faso has benefited from the identification of a great number of gold occurrences by artisanal miners. Focussing on artisanal mining sites has been an effective exploration strategy and has led to many significant gold discoveries, some of which are now producing mines. These shallow artisanal gold mining sites indicate the potential for shallow economic deposits.

In Burkina Faso, gold mineralisation has been recorded throughout the Birimian greenstone sequence (Figure 3.7) from the basal mafic volcanics, through the overlying detrital sedimentary pile to an upper coarse clastic sedimentary sequence similar to the Tarkwaian Group that hosts world-renowned gold deposits in Ghana to the south.

Gold mineralisation in Burkina Faso occurs mainly within orogenic-type gold deposits of two types – quartz vein-hosted and disseminated. In the former, gold occurs in deformed quartz veins with associated sulphides and tourmaline and in the latter, as disseminations within alteration haloes around undeformed quartz-albite-carbonate veins. Both mineralisation types can occur within the same greenstone belts and even within the same deposits.

Burkina Faso has a corporate tax rate of 27.5%. The Burkina Faso government offers exemptions to mining companies on the following taxes for 7 years from first gold production; patent tax, employer apprenticeship tax, minimum annual tax, and asset tax. In addition, there is an exemption during the entire mining phase for the registration fees for company capital increase. The 2015 Mining Act includes a sliding scale royalty on gold sales to the government which is dependent on the gold price. The rates are as follows; 3% to US\$1,000; 4% to US\$1,300; and 5% when over \$1,300.

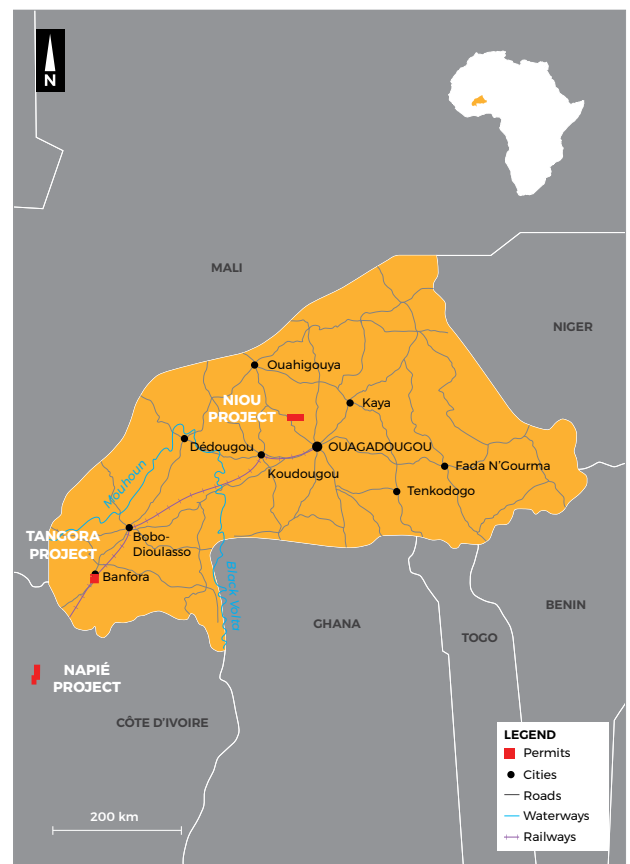


FIGURE 3.6 Burkina Faso Location Map

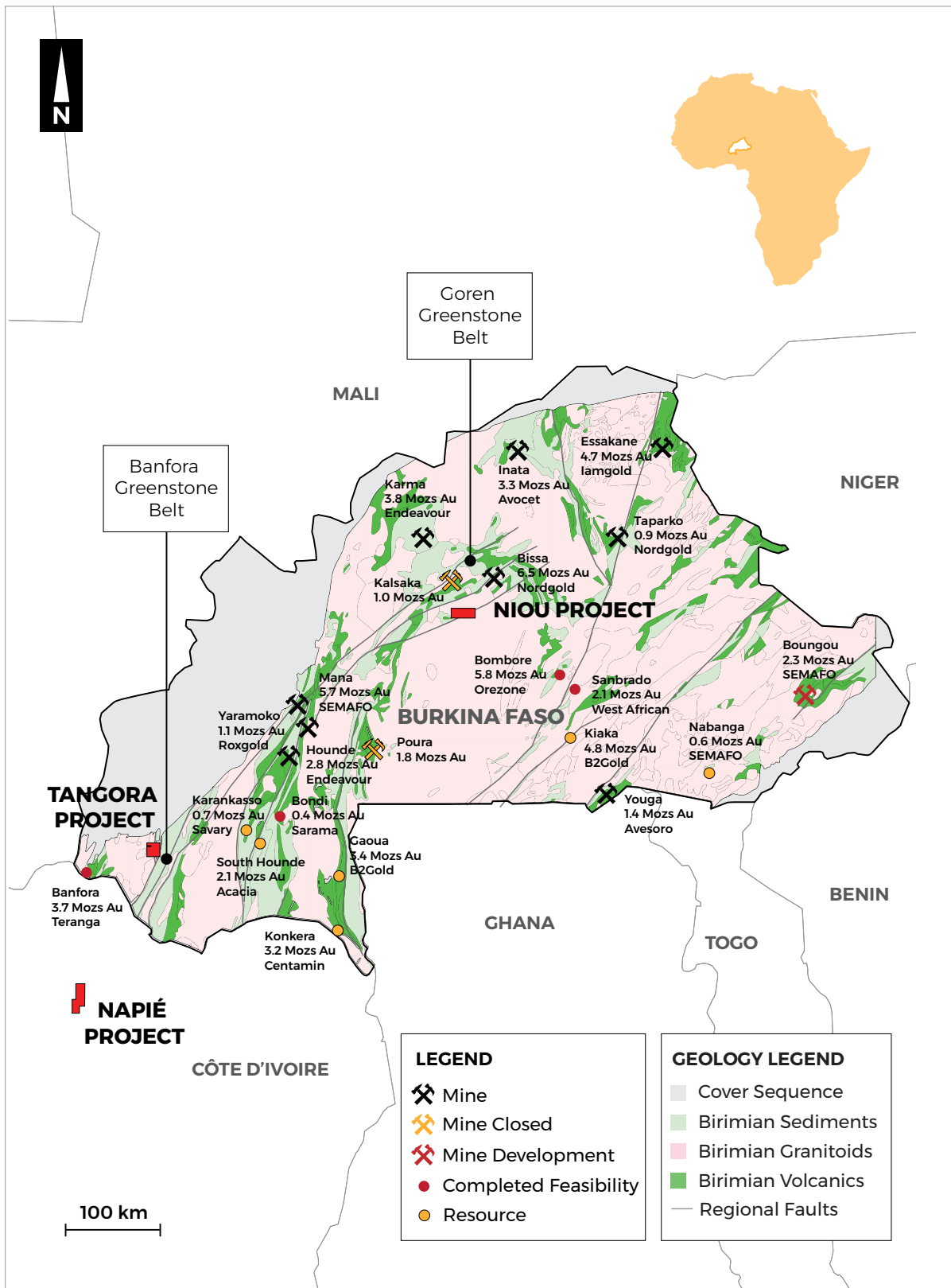


FIGURE 3.7 Location of greenstone belts, major gold deposits, and Mako Gold projects in Burkina Faso

4. COMPANY AND PROJECTS OVERVIEW

4.1 BACKGROUND

Mako Gold is an Australian-based company focussed on the discovery and development of high grade gold deposits in Côte d'Ivoire and Burkina Faso. Mako Gold was incorporated on 4 June 2015 as Mako Gold Pty Ltd. On 23 June 2017, Mako Gold Pty Ltd was converted to a public company, Mako Gold Limited.

In July 2016, Mako Gold through its wholly owned subsidiary Mako Gold SARL (**Mako SARL**), acquired the rights to purchase two Burkina Faso permits from local vendors pursuant to three-year option agreements for 100% ownership by Mako SARL¹. These option agreements were structured with low up-front payments and with increasing back-ended payments. A summary of the material terms of these option agreements is contained in Section 9 of this Prospectus.

In April 2017, Mako Gold completed a successful seed capital raising of AU\$700,000. The funds raised were used for initial exploration of the two Burkina Faso projects, additional project acquisition, preparatory costs of the Offer and general working capital.

Mako Gold began exploration on its Burkina Faso projects on 1 May 2017, immediately after the initial seed capital raising. The exploration consisted of an airborne geophysical magnetic and radiometric survey, preliminary mapping and rock chip sampling, and trenching on the Niou Project (250km²), as well as preliminary mapping and rock chip sampling on the Tangora Project (183.8km²).

Mako Gold's Managing Director, Mr Peter Ledwidge, with the Company's General Manager Exploration, Ms Ann Ledwidge, spent over two months in West Africa between June and August 2017 evaluating new gold projects for the Company.

In September 2017, Mako Gold signed a Farm-in and JV agreement with Occidental Gold SARL (**Occidental**), a subsidiary of ASX-listed Perseus Mining Limited on the Napié Permit (299km²) in northern Côte d'Ivoire (**Farm-in Agreement**). Under the terms of the Farm-in Agreement, Mako Gold can earn up to a 75% interest in the Napié Permit. It is located 160km from Mako Gold's Tangora Project in Burkina Faso, which reduces the associated cost usually encountered when entering a new country. A summary of the Farm-in Agreement is outlined in Section 9 of this Prospectus.

In November 2017, Mako Gold completed a second successful capital raising of AU\$500,000. The funds raised will be used for on-ground exploration commencing in January 2018 to prepare for drilling programs post-listing and for general working capital.

1. This is subject to the 10% Burkina Faso Government free carry interest in each of the Niou Permit and the Tangora Permit, once the permit has been converted to a mining permit.
2. The Tangora and Niou permits are subject to a 25% area reduction upon second renewal as per the Burkina Mining Code.

4.2 KEY INVESTMENT ATTRIBUTES

a. Substantial Permit Position in Highly Prospective Greenstone

The Company has agreements to explore and acquire an interest in three gold projects, totalling 733.2km², in West Africa. Mako Gold's current projects are the Napié Project in Côte d'Ivoire and the Niou and Tangora projects² in Burkina Faso (Mako Gold's projects are discussed in detail in sections 4.5, 4.6, 4.7 and 4.8).

b. Experienced Team with a Proven Track Record in West Africa

Mako Gold is led by a team of experienced mining and industry professionals with a proven track record of high-grade gold discoveries in West Africa and mine development and production in Australia.

While working for Orbis Gold, Mr Peter Ledwidge, Mako Gold's Managing Director and Ms Ann Ledwidge, General Manager Exploration, selected and secured all of Orbis Gold's projects in Burkina Faso and Côte d'Ivoire, and managed the exploration which lead to three high-grade gold discoveries totalling 2.6Mozs. One of the discoveries, the Natougou Project (Boungou Mine) is currently under construction by TSX-listed SEMAFO Inc.

Mako Gold's Managing Director and General Manager Exploration are both fluent in French, the official language of Burkina Faso and Côte d'Ivoire. This facilitates interactions with partners and government officials and is well perceived by the administration.

They have a combined 18 years' experience in West Africa and have developed excellent business and government contacts.

One of Mako Gold's Directors, Mr Michele Muscillo, was on the Board of Directors of Orbis Gold and was a crucial part of its success at the corporate level. Mr Muscillo was instrumental in the IPO, various capital raisings and ultimately the sale to SEMAFO Inc in 2015.

Mako Gold's Burkina Faso Country Manager, Mr Ibrahim Bondo, a co-founder of Mako Gold, headed logistics and was an integral part of the Orbis Gold team on the multiple discoveries. Mr Bondo speaks four languages, French, English, Moore and Dioula. Moore and Dioula are the most widespread languages in Burkina Faso and Côte d'Ivoire which allows Mr Bondo to communicate easily in both countries. Mr Bondo has many business and government contacts in West Africa and is instrumental in business development.

Mako Gold's Chairman, Dr Mark Elliott has worked in West Africa with a Swiss based finance and gold refining company investigating projects for gold loans. Dr Elliott has been responsible for exploration and evaluation of many gold projects in Australia and overseas throughout his career. As a founding director of an ASX-listed company he selected and acquired a gold deposit in Australia, which led to feasibility, financing and operation of a Carbon-in-Pulp (CIP) treatment plant and open-pit gold mine.

c. Firm Commitment Investor

The Company has received a binding firm commitment from West African and Australian mid-tier miner Resolute to subscribe for Shares and Options under the Offer for an amount of \$2,000,000. Details of the Subscription Agreement are outlined in Section 9.4.

d. All Three Projects Have Confirmed High-Grade Gold

All of the Company's projects have confirmed high-grade gold rock chip assays, ranging from 10g/t Au to 59.4g/t Au. Rock chip samples were taken by Mako Gold geologists on the Burkina Faso projects and by Mako Gold and Occidental geologists on the Napié Project in Côte d'Ivoire.

e. All Projects have Extensive Artisanal Gold Mining Sites

All of the Company's projects have extensive gold artisanal mining sites. One of the criteria Management uses to select projects is the presence of artisanal gold mining sites as they indicate the presence of gold. Artisanal miners usually only process rocks where they can visually see gold in quartz, indicating the potential for high-grade deposits.

f. Napié Project has a Combined Soil/Auger Gold Anomalies Totalling 29km

The Company's flagship Napié Project in Côte d'Ivoire has combined soil/auger gold anomalies totalling over 29km in length. In addition, it has an aggregate, coincident 11km of gold enriched corridors, defined in gold intersections in RAB drilling.

g. Niou Project Hosts a 2km x 1.2km Artisanal Gold Mining Site

The artisanal gold mining site on the Niou Project has doubled in size to 2km x 1.2km since Mako Gold Management first visited the site in July 2016, indicating that the miners are mining gold successfully. The site presents a drill ready target.



FIGURE 4.1 Abidjan Central Business District

COMPANY AND PROJECTS OVERVIEW

h. All Projects Are Ready to Drill

All three of the Company's projects are drill ready. Mako Gold has selected drill targets on the Napié Project based on the soil/auger gold anomalies, the significant gold intersections in RAB drilling, high-grade rock chip samples, gold artisanal sites as well as favourable geology and structure. Mako Gold has selected drill targets on the Niou and Tangora projects, based on the extensive artisanal sites and rock chip sampling results. Mako Gold plans on drilling the Napié Project in Côte d'Ivoire and the Tangora Project in Burkina Faso shortly after listing where the Minimum Subscription has been raised. If Mako Gold raises the Maximum Subscription, it plans on also drilling the Niou Project in Burkina Faso after listing.

i. Burkina Faso is Supportive of Gold Mine Development

Ten gold mines started production in the past 12 years and there is currently one project under construction and four have completed feasibility studies. This demonstrates that the government is very supportive of exploration and mining.

j. Côte d'Ivoire is one of West Africa's Best Developed Countries

Côte d'Ivoire has excellent infrastructure including a good road system, abundant electricity and modern cities (Figure



FIGURE 4.2 Mako Gold's Ouagadougou field exploration office/staff accommodation

4.1). It sells its excess electricity to neighbouring countries. As of 2015, Côte d'Ivoire produces an estimated 8.3 million MWh, of which 67% is generated by fossil fuels and the remaining 33% being generated by hydroelectricity.

k. New Modern Mining Codes Adopted in Côte d'Ivoire and Burkina Faso

New mining codes were adopted by Côte d'Ivoire in 2014 and by Burkina Faso in 2015. These new mining codes allow foreign investors to make business decisions based on clear, transparent modern regulations.

l. Projects Staged From Burkina Faso Field Office

All of the Company's projects can be administered from Mako Gold's exploration office in Ouagadougou, the capital city of Burkina Faso (Figure 4.2). The Napié Project in Côte d'Ivoire is only 160km from the Tangora Project in Burkina Faso. Administering the projects from Ouagadougou reduces costs usually associated with operating in two countries. Mako has recently rented a house/office in Korhogo to be used as a field office and staff accommodation for work on the Napié Project in Côte d'Ivoire.

4.3 CORPORATE OBJECTIVES

Mako Gold's vision is to be a respected professional and successful explorer in the discovery of high-grade gold deposits, which lead to mine operations and growing significant shareholder wealth. The Company's goal is to identify and secure highly prospective projects in underexplored terrains in West Africa and make multi-million-ounce gold discoveries. By applying modern, systematic exploration methods, the Company aims to rapidly make discoveries and advance them to the resource and subsequent development stages in a short timeframe. Mako Gold recognises the importance of maintaining a pipeline of projects, but prioritising the advancement of its key projects. Mako Gold has a philosophy of continually evaluating new business opportunities without jeopardising effective exploration on its major projects, and is committed to building trust and earning the respect of shareholders and stakeholders.

4.4 CORPORATE STRUCTURE

Mako Gold owns 100% of Mako Gold SARL, a Burkina Faso company which is the party entitled to acquire the interest in the Niou and Tangora permits.

4.5 PROJECTS OVERVIEW AND THE PROJECTS

Mako Gold believes its projects have the potential to host orogenic gold deposits typical of the Birimian greenstone belts. The three projects were selected based on orogenic deposit characteristics such as their proximity to regional shear zones and lithological boundaries (contact between

intrusives and greenstones), presence of second-order faults with splays and jogs, evidence of gold + quartz +/- carbonate veining, and silica wall-rock alteration.

More specifically, Mako Gold's projects were chosen based on evidence of gold mineralisation in artisanal mining, and in the case of the Napié Project, rock chips and significant gold intersects in shallow RAB drilling.

The following sections contain a summary of each project. Potential investors are referred to the Independent Geologist's Report in Annexure A of this Prospectus for more detail regarding the projects.

4.6 NAPIÉ PROJECT

a. Introduction

The Napié Project in Côte d'Ivoire is Mako Gold's flagship project. The Napié Project consists of the 299.4km² Napié Permit, located within the Daloa Greenstone Belt (Figure 3.5).

Historic exploration on the Napié Permit has identified multiple gold geochemical anomalies in three trends

totalling 29km in strike length and significant gold intersections in shallow RAB drilling. These present high priority drill targets for immediate Reverse Circulation drilling (RC) and diamond core drilling (DD).

Mako Gold believes the permit has the potential to host several multi-million-ounce gold deposits.

Pursuant to the Farm-in Agreement with the permit holder, Occidental, Mako Gold has the right to earn up to an effective 51% interest in the Napié Permit by spending US\$1.5M over 3 years and an effective 75% interest by sole funding to completion of a feasibility study.

b. Location and Access

The Napié Project is located in central northern Côte d'Ivoire (Figure 3.4). It lies 30km SE of the city of Korhogo, an ideal location from which to base field operations. A bitumen highway and secondary dirt roads provide easy access throughout the Napié Project.

The Napié Project is 160km SW from Mako Gold's Tangora Project in Burkina Faso.



FIGURE 4.3 Strongly silicified sediment with multiple generations of quartz and quartz-carbonate veins. Nearby historical rock chip samples yielded values up to 23g/t Au from the Napié Project.

c. Historical Mineral Exploration

Historical exploration in the region during the late 1990's by Occidental started on a much larger area than the current Napié Permit. This early regional work of stream sediment, rock chip and soil sampling identified the highest potential area over what is now the Napié Permit. A drilling program of 24 RAB and 2 RC holes, confined to two limited areas was conducted at the time. Nine of the 26 drill holes intersected gold mineralisation.

As a follow-up to this work, beginning in 2011, detailed soil and auger sampling was conducted on a 200m x 50m grid pattern, with E-W traverses through the centre of the Napié Permit. Artisanal gold mining sites were mapped, and rock chip samples collected over the Napié Permit.

One thousand and thirteen shallow RAB holes were drilled to test the soil and auger anomalies on wide-spaced (generally greater than 400m) drill lines. The average vertical depth of the RAB holes is 20 metres. Ninety-five of the 1013 holes drilled had significant gold mineralised intersections (+0.5 g/t Au cutoff).

Subsequent to the drilling, a detailed helicopter magnetic and radiometric survey was flown in 2013 over the Napié Permit. A comprehensive geological and structural interpretation of the geophysical data was completed.

d. Mineral Exploration Conducted by Mako Gold

A reconnaissance site visit was conducted by Mako Gold in order to assess the potential of the Napié Project and to confirm the location of select RAB drill holes prior to signing the Farm-in Agreement.

Mako Gold was encouraged by the strong alteration of host rocks and the multiple generations of quartz and quartz-carbonate veins observed (Figure 4.3). A compilation and review of the historical data has been undertaken. The geology team is preparing for drilling.

e. Highlights of Exploration Results

Highlights of the exploration results are shown in Figure 4.4 and include:

1. a major 23km long gold geochemical anomaly, as defined by soil and auger sampling (Gogbala and Tchaga prospects);
2. an additional parallel 2km long gold soil geochemical anomaly to the east (Tchaga East Prospect);
3. scattered gold geochemical soil and auger anomalies over a 4km strike length, related to mafic intrusive body, in the north of the Napié Permit (Komoro Prospect);
4. shallow artisanal gold mining sites intermittently along the full length of the Napié Permit;
5. numerous high-grade rock chip samples, up to 59.4g/t Au, often coincident with the geochemical anomalies and artisanal gold mining sites;
6. gold-enriched corridors (totalling over 11km in length) identified in RAB drilling (shown as light blue lines in Figure 4.4) coincident with the soil and auger anomalies;
7. location along and near a major regional fault and shear zone; and
8. ninety-five significant gold intersections in RAB drilling (+0.5g/t Au cutoff), which include some of the following intercepts:
 - a. 4m @ 8.49g/t Au;
 - b. 4m @ 5.06g/t Au;
 - c. 9m @ 3.76g/t Au (hole ended in mineralisation);
 - d. 6m @ 3.12g/t Au (hole ended in mineralisation);
 - e. 12m @ 2.39g/t Au; and
 - f. 16m @ 2.08g/t Au.

The above highlights indicate that the Napié Permit has the size and potential to host several multi-million-ounce deposits.

f. Geology and Mineralisation

An interpretation of the geophysical survey data has increased the understanding of the geology and structure on the Napié Permit (Figure 4.5).

The Napié Permit is underlain by Birimian metasediments that are sheared for the entire length of the permit. They have been subdivided into various units based on their magnetic and radiometric signatures. These metasediments are bounded to the west by regional belt intrusives that extend for hundreds of kilometres and are thought to be the heat source driving gold-bearing fluid movement.

A fault/shear zone oriented NNE (030° trending) is one of the most significant features identified on the permit. This is a major crustal shear/fault structure that is the likely main conduit for gold-rich fluids. The abundance of second-order ENE faults (070° trending) provides other open pathways along which the gold-rich fluids can move. High-grade gold deposits are typically found at the intersections of primary and secondary fault systems throughout the world, and particularly within orogenic gold systems of West Africa.

Mako Gold has interpreted left-lateral movement related to the NNE shearing that resulted in a dilational jog observed in the gold corridor at the Tchaga Prospect (Figure 4.5).

The gold-enriched corridor (Gogbala and Tchaga prospects) lies between the NNE (030° trending) shear zone and the belt intrusive. This corridor is defined on surface by the 23km long main gold geochemical anomaly and in bedrock by the high-grade rock chip samples and the shallow RAB drilling. The gold-enriched corridor is clearly related to a magnetically active shaley metasedimentary unit (the orange unit in Figure 4.5). The magnetic signature of this unit is attributed to an

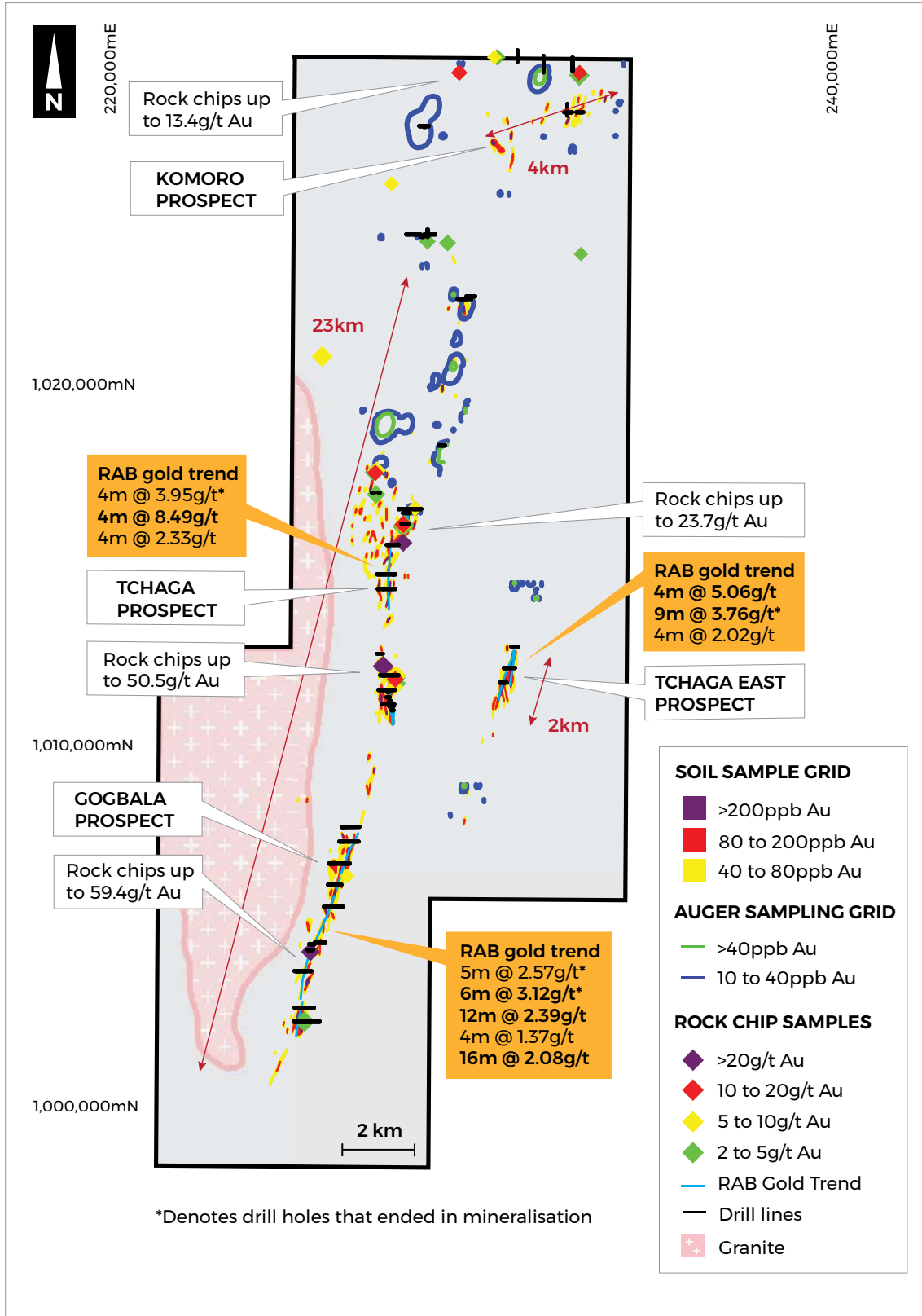


FIGURE 4.4 Napié Permit Exploration Result Highlights

COMPANY AND PROJECTS OVERVIEW

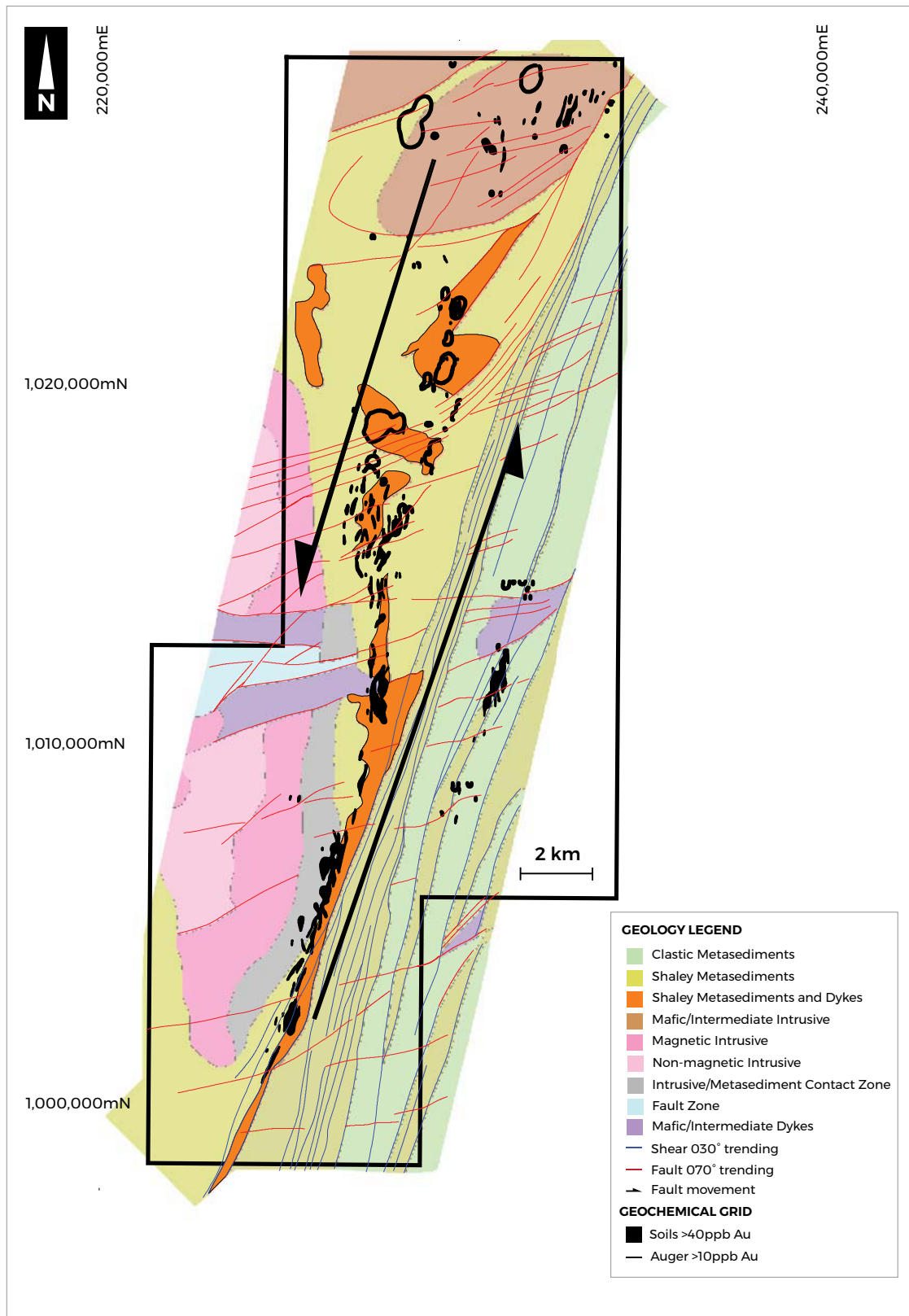


FIGURE 4.5 Napié Permit Geology and Structure Interpreted from Geophysics

abundance of cross-cutting (070° trending) mafic to intermediate dykes. These may prove to be significant controls to gold mineralisation. The gold-enriched corridor also appears to be related to the contact between the magnetic and the non-magnetic shaley metasediment. This contrast in geological units may have been the catalyst for the precipitation of gold from mineralising fluids. Mako Gold considers these environments to be encouraging for hosting significant gold mineralisation due to their large areal extent. Mako Gold considers both of these environments to be encouraging for hosting significant gold mineralisation due to their large areal extent.

The left-lateral jog, as well as the intersection of the second-order ENE faults with the principal NNE structures and geological units are likely dilational zones in which gold-bearing fluids percolated and pooled, thus having led to a concentration of gold within the zones. Mako Gold believes the location of these structures/units to be key areas to target higher-grade gold mineralised shoots.

A second gold geochemical anomaly (Tchaga East) lies to the east of the main anomaly. It trends NE over 2km long in soil sampling. Auger drilling results suggest possible extensions of the geochemical anomaly along strike in both directions. The Tchaga East anomaly lies to the east of the major shear/fault zone and is hosted mainly within a clastic metasedimentary unit. The clastic metasediments exhibit more brittle deformation whereby the rocks fractured rather than sheared. Typically, brittle fracturing of host rocks provides excellent ground preparation and increases the opportunity for the movement of gold-bearing fluids. Mako Gold considers Tchaga East Prospect to be an ideal geological setting for hosting gold deposits.

A large mafic to intermediate intrusive is present in the north of the Napié Permit. The ENE trending gold soil and auger anomalies at the Komoro Prospect extend over a 4km strike length and appear related to this mafic/intermediate intrusive. Mafic units are often a good source of gold for remobilisation and re-deposition in nearby fault structures.

g. Exploration Potential

The Daloa Greenstone Belt (Figure 3.5), in which the Napié Permit is located, is underexplored relative to other greenstone belts in West Africa. This presents significant opportunity for gold discoveries.

There is clear potential for discovery of major gold deposits within this greenstone belt as evidenced by a former large-scale artisanal mine, the Gamina Gold Mine, located 270km SW of the Napié Permit along the same greenstone belt. The Gamina Gold Mine had an estimated annual production of 80,000 ounces gold between 2013 and 2015 before being shut down as an illegal operation by the Côte d'Ivoire government.

Mako Gold believes that the Napié Project has the right structure, geology and size to potentially host one or more multi-million-ounce gold deposits. It has many elements similar with other multi-million-ounce gold deposits in Birimian greenstone belts.

One of the best analogies to the Napié Project is the eastern side of the Kenieba Inlier in western Mali, which hosts more than 6 gold deposits over 1Mozs gold, with two being over 10Mozs. The 18Moz Loulo/Goukoto deposits being mined by Randgold is used as a comparison for the Napié Project (Figure 4.6). Gold mineralisation at Loulo/Goukoto is within sandstones, shales and breccias, similar to the metasedimentary geology that hosts gold at the Napié Permit. Loulo/Goukoto deposits within the area are within second-order faults/shear zones proximal to the regional scale Senegalo-Malian Shear Zone (**SMSZ**). A similar structural setting exists at the Napié Permit, with gold mineralisation interpreted to be controlled by the second-order ENE structures along the regional-scale NE trending Greenville-Ferkessedougou-Bobo Dioulasso Shear Zone (**GFBSZ**). Figure 4.6 shows the similarities of the two areas (Napié and Loulo/Goukoto) at the same scale to each other, demonstrating the potential for large gold deposits at the Napié Permit.

Historic exploration on the Napié Permit identified extensive gold mineralisation through soil sampling, rock chip sampling, and shallow RAB drilling which warrants further exploration.

The Gogbala and Tchaga prospects are highlighted by a 23km long gold geochemical anomaly, with a coincident 11km anomalous gold corridor identified in historic RAB drilling. Elevated gold values are within metamorphosed sediments proximal to, and roughly following, the extensive N trending granite contact. Anomalous gold in rock chip sampling, up to 59.4g/t Au (Gogbala) and 50.5g/t Au (Tchaga), occurs mainly within quartz veins, often with associated pyrite and occasionally minor arsenopyrite, and occurs to a lesser degree within silicified rock.

The Tchaga East Prospect is highlighted by a 2km long gold soil anomaly with coincident gold intersected in RAB drilling.

At all three of these prospects on the Napié Permit, RAB drilling intersected numerous significant near-surface gold mineralisation (including 4m @ 8.49g/t Au and 16m @ 2.08g/t Au), but were not followed up with drilling at depth. Furthermore, many of the drill holes ended in significant gold mineralisation (including 6m @ 3.12g/t Au and 9m @ 3.76g/t Au), possibly due to limitations of the RAB drilling method not being able to penetrate hard rock. These intersections were not followed up with RC or diamond drilling and may represent a very encouraging major mineralisation system open at depth.

COMPANY AND PROJECTS OVERVIEW

The evidence presented above indicates that there is significant exploration upside within the Daloa Greenstone Belt and that the Napié Permit contains a large fertile gold system capable of hosting one or more multi-million-ounce deposits along the 29km of anomalous trends identified in soils, auger and/or RAB drilling.

h Exploration Targets

Mako Gold has compiled and reviewed all historic data available on Napié. Four main prospect areas will be the focus of Mako Gold's proposed exploration program.

Zones of interest have been identified and ranked for drill testing on three of the four prospects (Figure 4.7) and include the following:

Gogbala and Tchaga Prospects

1. mineralised intersections identified in historic shallow RAB drilling, particularly the areas that display good continuity in multiple drill

- holes and/or over multiple drill fences, and the drill holes that ended in mineralisation;
2. intrusive/metasediment contact zone, specifically the areas exhibiting strong gold geochemical anomalism;
3. magnetic, shaley metasedimentary unit, particularly along the contact margins;
4. dilational zones at the intersection of cross-cutting (070° trending) faults and dykes within the predominantly 030° trending, magnetic, shaley metasedimentary unit;
5. jog structures in the 030° trending coincident gold soil anomalies where dilational zones appear to be present; and
6. large-scale left-lateral dilational zone which provides a trap for gold mineralising fluids.

Tchaga East Prospect

1. mineralised intersections encountered in historic shallow RAB drilling;

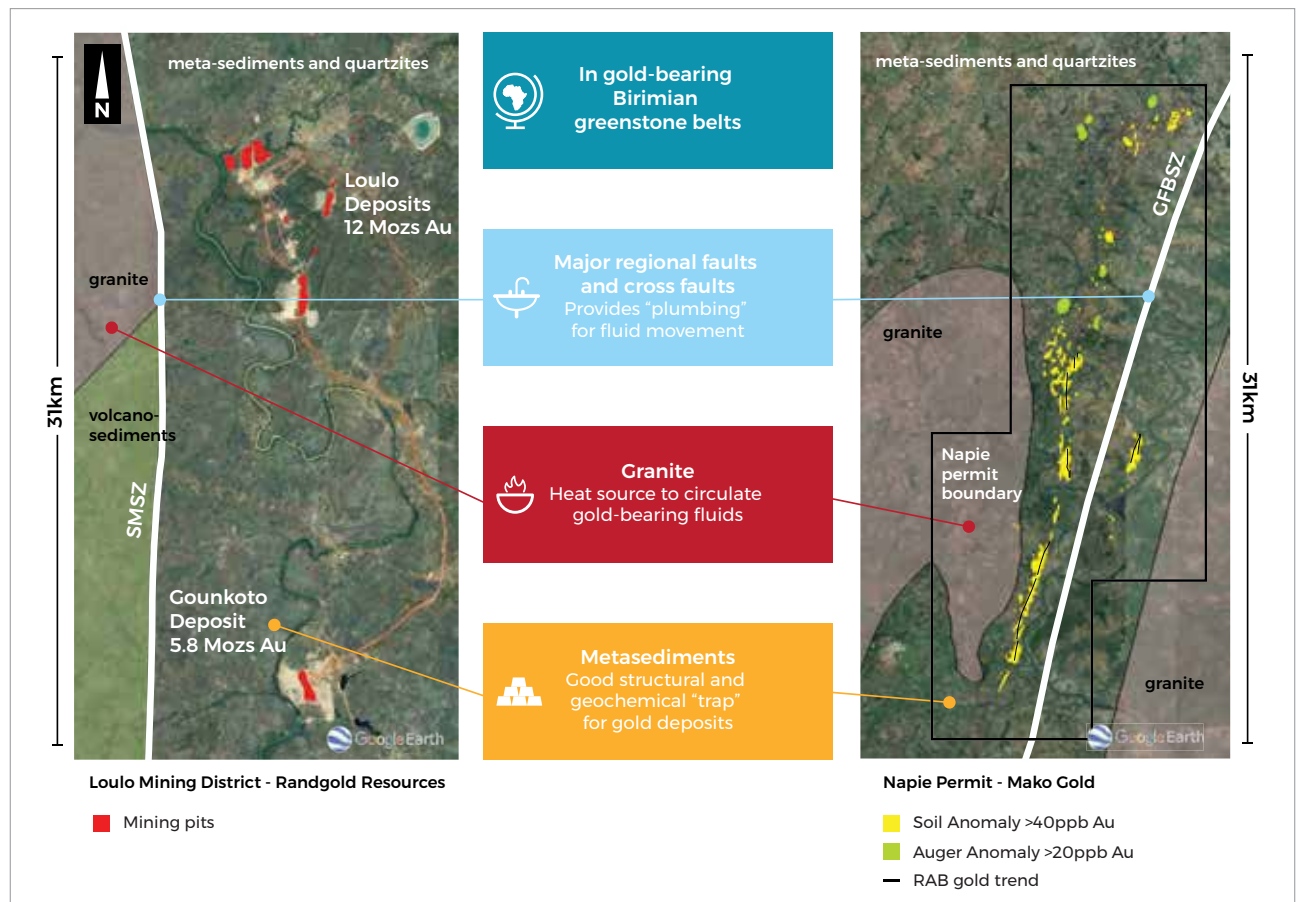


FIGURE 4.6 Comparison of the Napié Permit with Loulo Mining District (not a Mako Gold asset)

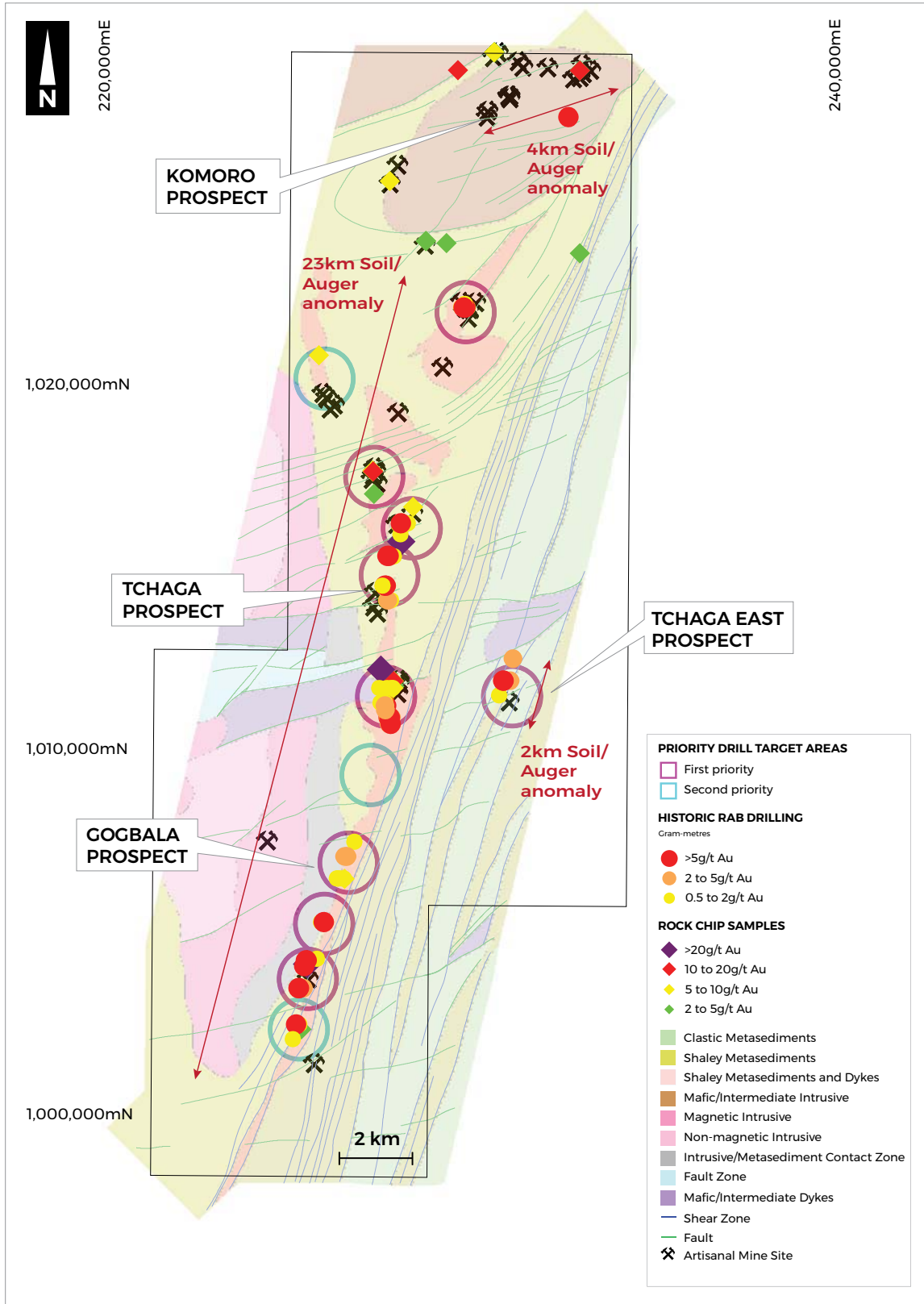


FIGURE 4.7 Napié Exploration – Prioritised Drill Targets

COMPANY AND PROJECTS OVERVIEW

2. clastic sedimentary unit, with strong gold geochemical anomalism, that exhibits brittle deformation which provide excellent pathways for mineralising fluids; and
3. +40ppb gold soil anomaly.

The Komoro Prospect has been identified for further mapping and sampling.

i. Exploration Program and Budget

The proposed exploration program for the two years following completion of the Offer includes the following:

1. data compilation and interpretation;
2. 500m of diamond drilling;
3. 5000m of RC drilling; and
4. geological mapping and sampling.

Mako Gold intends to commence the systematic drill program immediately after successful completion of the Offer.

Specific drill targets have been identified and initial drill sites will be prepared from February 2018 onwards for drilling to commence after listing. The geology team is on the ground in preparation for drilling.

The drilling will be conducted in multiple phases, with sufficient time between phases to receive and analyse results from the previous phase in order to best target subsequent drill holes. Mapping and rock chip sampling will be done to provide ongoing guidance for drill targeting.

It is proposed that the initial phase of drilling will consist of five diamond core holes, with an average length of 100m, in strategic target areas. The diamond holes are planned to test below the most prospective

zones of elevated gold identified from the historic RAB results. The goal is to achieve the best quality samples, to identify mineralisation, alteration and structural controls on gold mineralisation. This will help to increase geological understanding and direct further drilling towards the main part of the mineralisation system of potential gold deposits.

Subsequent phases of drilling should consist of 5000m of RC drilling in approximately 50 holes, with an average length of 100m. Drill hole locations may be modified as required as drilling progresses and new data is analysed.

The exploration program will be staged from the modern city of Korhogo, which is only 30km from the Napié Permit boundary.

To carry out the exploration program, Mako Gold has prepared a two-year budget for both the Minimum Subscription (\$5m) and the Maximum Subscription (\$6m) raise. A breakdown of the budget is outlined in the Table 4.1. Funds raised in excess of the Minimum Subscription will be used to increase the metres drilled on the permit and accelerate the timeline for drilling. For example, if the extra budget from the Maximum Subscription was used for RC drilling, the program would increase from 5000m (50 holes) to 11000m (110 holes). However, some DD drilling may be required which would decrease the amount of RC drilling. Mako Gold reserves the right to change or alter the use of funds as it deems necessary.

j. Regulatory Approvals

The Napié Permit is regulated by Ivorian law. The legal report completed by KSK Société d'Avocats is contained in Annexure B of this Prospectus and provides that:

1. to the best of KSK Société d'Avocats' knowledge, the Napié Permit is validly issued and registered in the name of Occidental, and constitutes good and

TABLE 4.1 Napié Project Budget for 2 years

Napié Project Budget						
A\$						
Activity	Year 1		Year 2		Total	
	\$5m raise	\$6m raise	\$5m raise	\$6m raise	\$5m raise	\$6m raise
Tenement Fees	4,000	4,000	4,000	4,000	8,000	8,000
Exploration Personnel	230,000	230,000	220,000	220,000	450,000	450,000
Field Camp Costs	30,000	30,000	10,000	10,000	40,000	40,000
General and Administrative	40,000	40,000	30,000	30,000	70,000	70,000
Data Compliation/Interpretation	30,000	30,000	20,000	20,000	50,000	50,000
Geological Mapping and Sampling	40,000	40,000	20,000	20,000	60,000	60,000
Drilling	360,000	660,000	250,000	550,000	610,000	1,210,000
TOTAL exploration Napié	734,000	1,034,000	554,000	854,000	1,288,000	1,888,000

valid title enforceable against third parties and is free of all encumbrances, charges and liens; and

2. Occidental holds all consents, permits or approvals necessary in order to carry out exploration activities relating to the Napié Permit, and is not in violation, breach or default of the Napié Permit, consents, permits and approvals nor has it received any order or written notice of any actual or intended revocation or modification of the Napié Permit, consents, permits and approvals.

4.7 NIOU PROJECT

a. Introduction

The Niou Project in Burkina Faso lies within the Goren Greenstone Belt (Figure 3.7). To date gold deposits totalling more than 10Mozs have been discovered within this belt.

The Niou Permit was selected by Mako Gold because of its favourable, yet underexplored geology, proximity to major structural boundaries, and presence of a large artisanal gold mining area. The artisanal gold mining site has doubled in size in the last year to 2km x 1.2km, indicating positive results for miners. Visible gold in quartz veins was observed by Mako Gold (Figure 4.10).

To the best of Mako Gold's knowledge there has been no drilling on the Niou Permit.

The 250km² Niou Permit is owned by Nouvelle COFIBI SARL, a Burkina Faso registered company. Mako Gold has the right to earn a 100% interest in the Niou Permit subject to staged payments to the permit vendor over three years³. Mako has the right to withdraw from the agreement at any time.

b. Location and Access

The Niou Permit is located in central Burkina Faso, approximately 55km NW of the capital city, Ouagadougou (Figure 3.6). The permit is easily accessed from Ouagadougou, and numerous small towns around the permit provide ample choice for accommodation and staging of exploration programs.

The bitumen national highway, RN02, runs northwest from Ouagadougou and passes through the SW corner of the permit. A well-maintained dirt road transects the permit EW and along with secondary tracks provides good access throughout the permit.

c. Historical Mineral Exploration

Only limited exploration has been carried out on the Niou Permit prior to Mako Gold's exploration program. The permit owner conducted reconnaissance mapping, rock chip sampling, and a wide-spaced (1000m x

500m) geochemical soil sampling program over a portion of the permit. Mapping identified a strongly sheared schist unit, silicified quartz-diorite and mafic volcanics. Several significant gold soil anomalies, that remain open in multiple directions, were identified. Following the successful delineation of gold geochemical anomalies, artisanal gold miners moved into the areas and commenced small-scale gold mining activities.

d. Mineral Exploration Conducted by Mako Gold

Since commencing exploration in 2016, Mako Gold has advanced the project considerably. During 2017, Mako Gold conducted a high-resolution helicopter supported airborne geophysical survey over the entire permit to collect magnetic and radiometric data. The survey was conducted along N-S lines at a spacing of 100m and a height of 30m.

Mako Gold engaged consultants to provide a regolith and geological interpretation of the high-resolution geophysical data and publicly available regional datasets. The geological interpretation (Figure 4.8) supports the presence of a 3km to 6km wide, E-W trending, volcano-sedimentary greenstone belt. Granitic units were subdivided based on their magnetic fabric into those with a WNW, NW, NE, NNE and an ENE structural fabric, the last two being broadly parallel to the greenstone belt. Numerous structures were identified that may be important controls on gold mineralisation and included belt parallel faults, two NNE trending major faults and parallel shear zones, and abundant local jogs and offsets due to intersections with NE and NW trending structures. Alteration zones, defined as magnetite-destructive, were interpreted parallel to significant large-scale fractures.

A mapping and rock chip sampling program and a trenching program were conducted by Mako Gold. The artisanal gold mine workings that extend over a 2km x 1.2km area in the south of the permit provided the focus for this work (Figure 4.9). Rock chip samples, up to 2.32g/t Au from surface sampling, were collected in the southern part of the artisanal site within a sheared metasediment. Trenching in this area intersected 13m at 0.70g/t Au (not true width) from 1 metre continuous chip sampling, within which 7.2g/t Au was returned from sampling of individual quartz veins. Gold appears to be hosted within NE oriented quartz veins, subparallel to the shearing observed in the metasediment host rock.

Multiple high-grade rock chip samples, up to 10g/t Au, were collected in the northern part of the artisanal site from a sheared felsic intrusive. It was in this vicinity that Mako Gold's geologists viewed gold-bearing samples from artisanal mining shafts on the Niou Project. The sample shown in Figure 4.10 comes from a 5cm quartz vein in granodiorite at a depth of 15 metres.

3. Note the 10% free carry interest to the Burkina Faso Government upon conversion to a mining permit.

COMPANY AND PROJECTS OVERVIEW

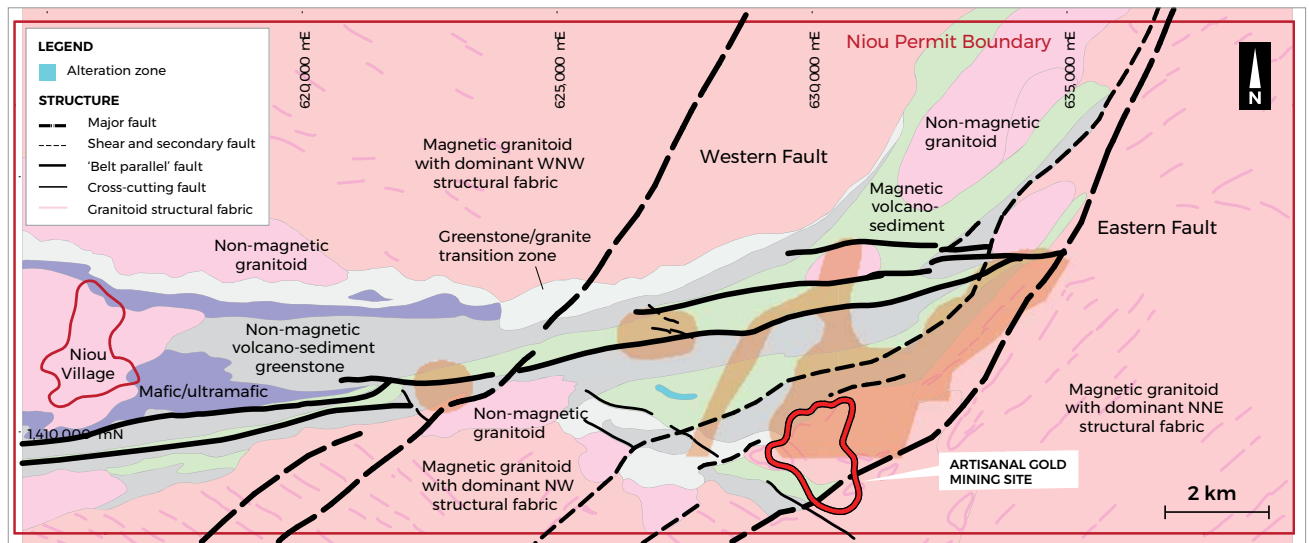


FIGURE 4.8 Niou Permit Geological and Structural Interpretation

e. Highlights of Exploration Results

The Niou Project has the following highlights:

1. it hosts an extensive artisanal gold mining area, covering a 2km x 1.2km area, that is actively recovering gold within quartz vein material at shallow depths;
2. the artisanal gold mining site has doubled in size within a year, indicating positive results for miners;
3. it has a structurally complex, 3km to 6km wide greenstone belt transecting the permit with coincident gold soil highs;
4. it has a 7km long, NE trending gold soil anomaly, open in multiple directions;
5. the 7km long gold soil anomaly is within a zone of intense shearing associated with a major regional fault;
6. it has 15km of prospective greenstone with gold targets interpreted from geophysics;
7. eight structural targets have been interpreted from geophysics; and
8. to the best of Mako Gold's knowledge there has been no previous drilling on the permit.

f. Geology

Regionally extensive granites cover a large portion of the permit. The granites can be divided into three different units based on their dominant structural fabric interpreted from the geophysics. In the north the granites show a strong WNW fabric, in the south they show a subtle NW fabric, and in the east a dominant NNE fabric. There are also smaller granite plutons that show no magnetic fabric.

An E-W trending sheared, metamorphosed, greenstone cuts across the permit. This sequence is comprised of metabasalt, dolerite and gabbro, volcano-metasediments, and a transition zone between these units and the granites.

Two significant NNE trending faults cut the metavolcanics and the granites. The eastern most fault is a major regional fault. This appears to control the orientation of the greenstone belt whereby the greenstones exhibit a change in orientation from E to NNE trending where they abut against this eastern fault and major shear zone. The artisanal gold mining area sits within this shear zone.

g. Exploration Potential

The Niou Permit is located along the southern margin of the Goren Greenstone Belt. More than 10Mozs of gold have been identified within the belt in three deposits held by other explorers and miners.

Mako Gold believes that Niou presents an underexplored opportunity for the discovery of further orogenic gold deposits within the Goren Greenstone Belt. The 3km to 6km wide greenstone belt segment within the Niou Permit contains encouraging belt-parallel faulting and internal structural complexity (Figure 4.8). Local areas within the belt exhibit cross-faults and jogs producing potential dilational zones, which are favourable sites for the precipitation of gold mineralisation.

Historic work by the permit owner identified gold soil anomalies over a large area of the Niou Permit. The gold soil anomalies occur in a roughly E-W orientation within the volcanic greenstone belt, and in a NNE orientation along the eastern contact

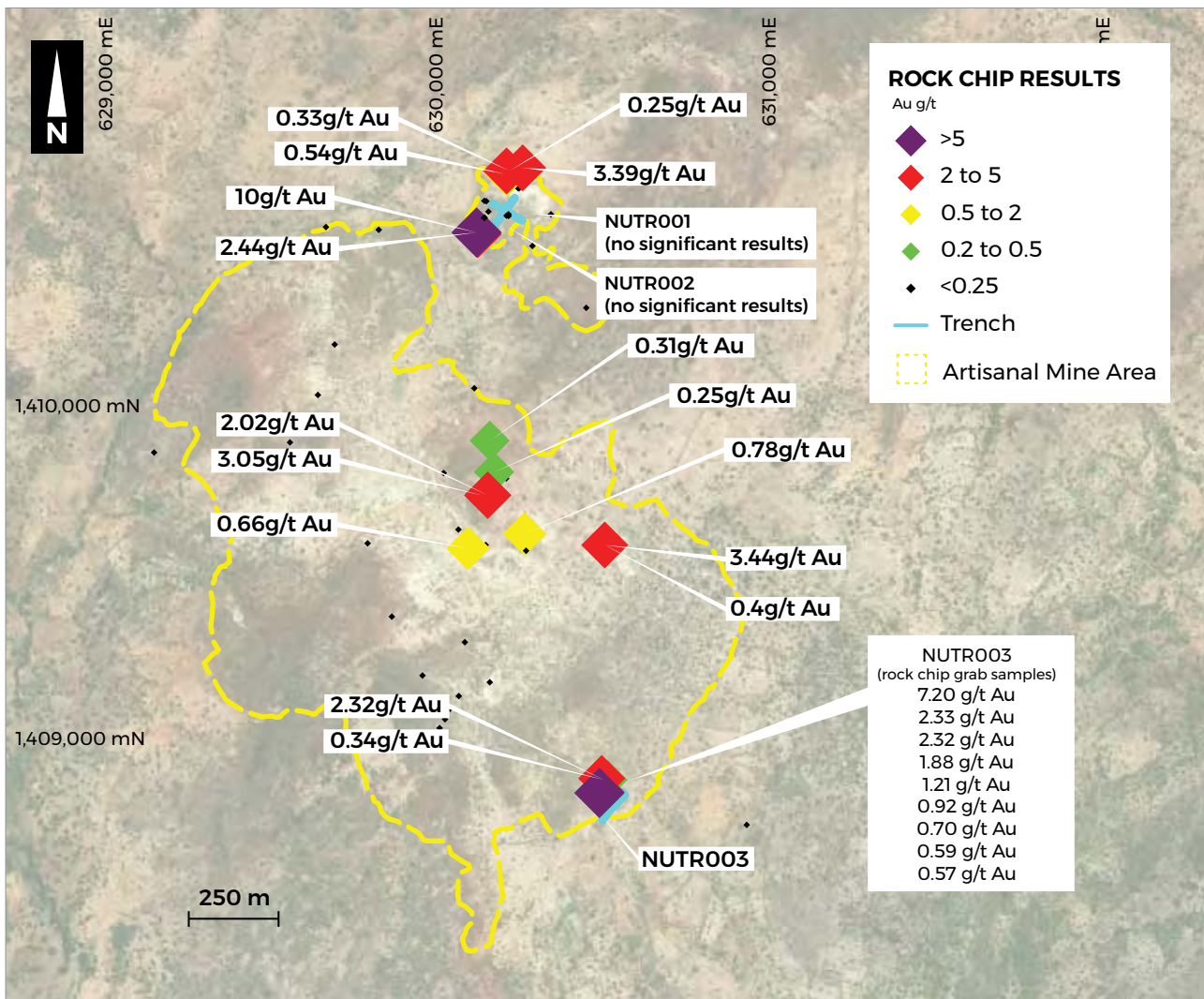


FIGURE 4.9 Niou rock chip sample results in artisanal mining area

of the volcanic and into the granitic unit where it appears to be influenced by the eastern fault.

Mako Gold has confirmed gold is present on the Niou Permit, based on high-grade rock chip samples, up to 10g/t Au, and on observations of visible gold within quartz veins being excavated by artisanal gold miners.

h. Exploration Targets

Targets identified through field work and data compilation and interpretation include (Figure 4.11):

1. T1 – zones of shearing and observed visible gold within the artisanal gold mine workings.
2. T2 – overstepping of E trending, ‘belt-parallel’ faults within, the metavolcanic unit, causing offsets and jogs, particularly in areas of gold soil highs;
3. T3 – dilational jogs where the western NNE fault cuts through the metavolcanic unit;
4. T4 – intersection of E trending ‘belt parallel’ faults and NW trending secondary splays, with coincident gold soil anomaly;
5. T5 – directional change in greenstones at contact with local granitic body, with coincident gold soil anomaly;
6. T6 – intersection of E trending ‘belt-parallel’ faults and the NE directional change in the metavolcanics unit;
7. T7 – intersection of ‘belt-parallel’ faults, the greenstone units and the major eastern NNE fault, at the northern end of the 7km long gold soil anomaly;
8. T8 – zone of strong gold soil anomaly coincident with a jog in metavolcanics, immediately north of artisanal mining area; and

COMPANY AND PROJECTS OVERVIEW



FIGURE 4.10 Niou Artisanal Site; right image is gold in quartz veins from this site; left image is one of the many artisanal mine shafts

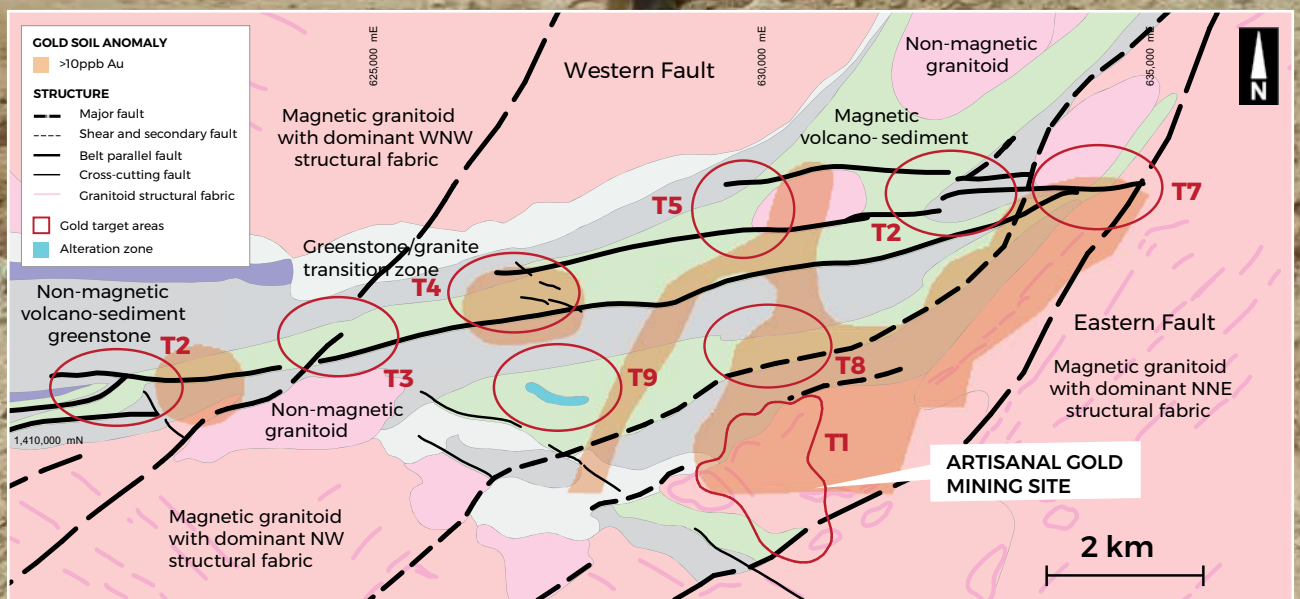


FIGURE 4.11 Niou Project exploration targets



COMPANY AND PROJECTS OVERVIEW

9. T9 – magnetite-destructive alteration zones along curvilinear E trending to NW trending fault.

i. Exploration Program and Budget

The proposed exploration program for the two years following successful completion of the Offer includes the following:

1. data compilation and interpretation;
2. geological mapping and sampling;
3. detailed soil sampling to infill the historic soil sampling; and
4. up to 2000m RC drilling in 20 holes with an average length of 100m (contingent on sufficient funds being raised over the Minimum Subscription).

Many villages in and around the Niou Permit provide suitable accommodation from which to stage the exploration program. Mako Gold's office in Ouagadougou, 55km SE of Niou, provides administrative support.

To carry out the exploration program, Mako Gold has prepared a two-year budget for both the Minimum Subscription and the Maximum Subscription. A breakdown of the budget is outlined in Table 4.2. Funds raised in excess of the Minimum Subscription will be used for drill testing of the highest priority targets. Mako Gold reserves the right to change or alter the use of funds as it deems necessary.

j. Regulatory Approvals

Details of regulatory approvals for the Niou Permit are outlined in Section 4.8(i).

TABLE 4.2 Niou Project Budget for 2 years

Niou Project Budget A\$						
Activity	Year 1		Year 2		Total	
	\$5m raise	\$6m raise	\$5m raise	\$6m raise	\$5m raise	\$6m raise
Tenement Fees /Option Payments	46,000	46,000	98,000	98,000	144,000	144,000
Exploration Personnel	130,000	130,000	130,000	130,000	260,000	260,000
Field Camp Costs	50,000	50,000	40,000	40,000	90,000	90,000
General and Administrative	6,000	6,000	10,000	10,000	16,000	16,000
Data Compliation/Interpretation	20,000	20,000	-	-	20,000	20,000
Geological Mapping and Sampling	-	-	50,000	50,000	50,000	50,000
Drilling	-	-	-	200,000	-	200,000
TOTAL exploration Niou	252,000	252,000	328,000	528,000	580,000	780,000

4.8 TANGORA PROJECT

a. Introduction

The Tangora Project lies within the underexplored Banfora Greenstone Belt in southwestern Burkina Faso (Figure 3.7). The project contains artisanal gold mine workings that are aligned along a NE trending second-order fault splay off of a major regional fault, and that are within the prospective Birimian volcano-sedimentary rocks near the contact with a regional granitic batholith. Both the second-order fault and the greenstone-granite contact present excellent geological environments for the discovery of orogenic gold.

Mako Gold is not aware of any previous drilling on the Tangora Permit.

The 183.8km² Tangora Permit is owned by Daouda Ouedraogo, a Burkina Faso national. Mako Gold has the right to acquire a 100% interest in the Tangora Permit subject to staged payments to the permit vendor over three years⁴. Mako has the right to withdraw from the agreement at any time.

b. Location and Access

The Tangora Project is located approximately 400km SE of Ouagadougou, the capital of Burkina Faso (Figure 3.6). Access to the property is via national highway RN07 which runs south, through the project, from Bobo Dioulasso, Burkina Faso's second largest city. The regional centre of Banfora lies along RN07, only 2km north of the project, and provides an excellent staging area for exploration activities. Numerous dry weather roads provide access throughout the project.

c. Historical Mineral Exploration

A local Burkina Faso company conducted preliminary exploration on the Tangora Permit during 2015 on behalf of the permit owner. Work consisted of the identification of major geological units, mapping of artisanal gold mine sites, and the collection of twenty-two rock chip samples. Significant rock chip results include 2.42g/t Au from schist and 2.75g/t Au from a quartz vein.

d. Mineral Exploration Conducted by Mako Gold

Mako Gold conducted a reconnaissance field visit to the Tangora Permit in July 2016 and follow-up sampling in July 2017. The main area of interest covered two parallel artisanal gold mining sites (Tangora West and Tangora East) located in the southeast corner of the permit. Both sites contain numerous artisanal gold mining pits into bedrock, as well as shallow surface diggings into the iron-rich lateritic cap, that extend for more than 500m in a NE direction.

e. Highlights of Exploration Results

The Tangora Project has the following highlights:

1. the permit lies within the underexplored Banfora Greenstone Belt;
2. it hosts two parallel artisanal gold mine workings and numerous smaller artisanal mining sites within geology and structure favourable for orogenic gold deposits;
3. the artisanal mining sites are within the prospective Birimian metavolcano-sedimentary rocks near the contact with a regional granitic batholith (favourable geology);
4. the artisanal mine sites align along a NE trending fault splay off a major regional fault (favourable structure);
5. Tangora East returned high-grade rock chip samples with values up to 14.8g/t Au;
6. Tangora West returned encouraging rock chip samples with values up to 3.1g/t Au; and
7. Mako Gold is not aware of any previous drilling on the permit.

Based on the above, Mako Gold plans to drill immediately after successful completion of the Offer.

f. Geology and Mineralisation

The Tangora Project is located within the Banfora Greenstone Belt that stretches over 300km in Burkina Faso in a NNE trending orientation and extends into Côte d'Ivoire to the south as the Daloa Greenstone Belt. The project sits along second-order and third-order splays off a major regional shear zone. Tangora straddles the western margin of the greenstone belt where it comes into contact with the regionally extensive tonalite, trondhjemite and granodiorite of the Niangoloko granitoid domain.

Numerous small artisanal gold mining sites trend N within the volcanic greenstones and are spatially related to the greenstone-granite contact and a second-order fault splay.

g. Exploration Potential and Exploration Targets

The fault splays that cut across the Tangora Permit provide ideal targets for gold exploration as these second-order faults often provide ideal pathways for the movement of gold-bearing fluids (Figure 4.12).

The two artisanal gold mining sites are oriented parallel to, and appear to be related to, at least one of these faults, and indicate potential for structurally hosted gold mineralisation in this area.

4. Note the 10% free carry interest to the Burkina Faso Government upon conversion to a mining permit.

COMPANY AND PROJECTS OVERVIEW

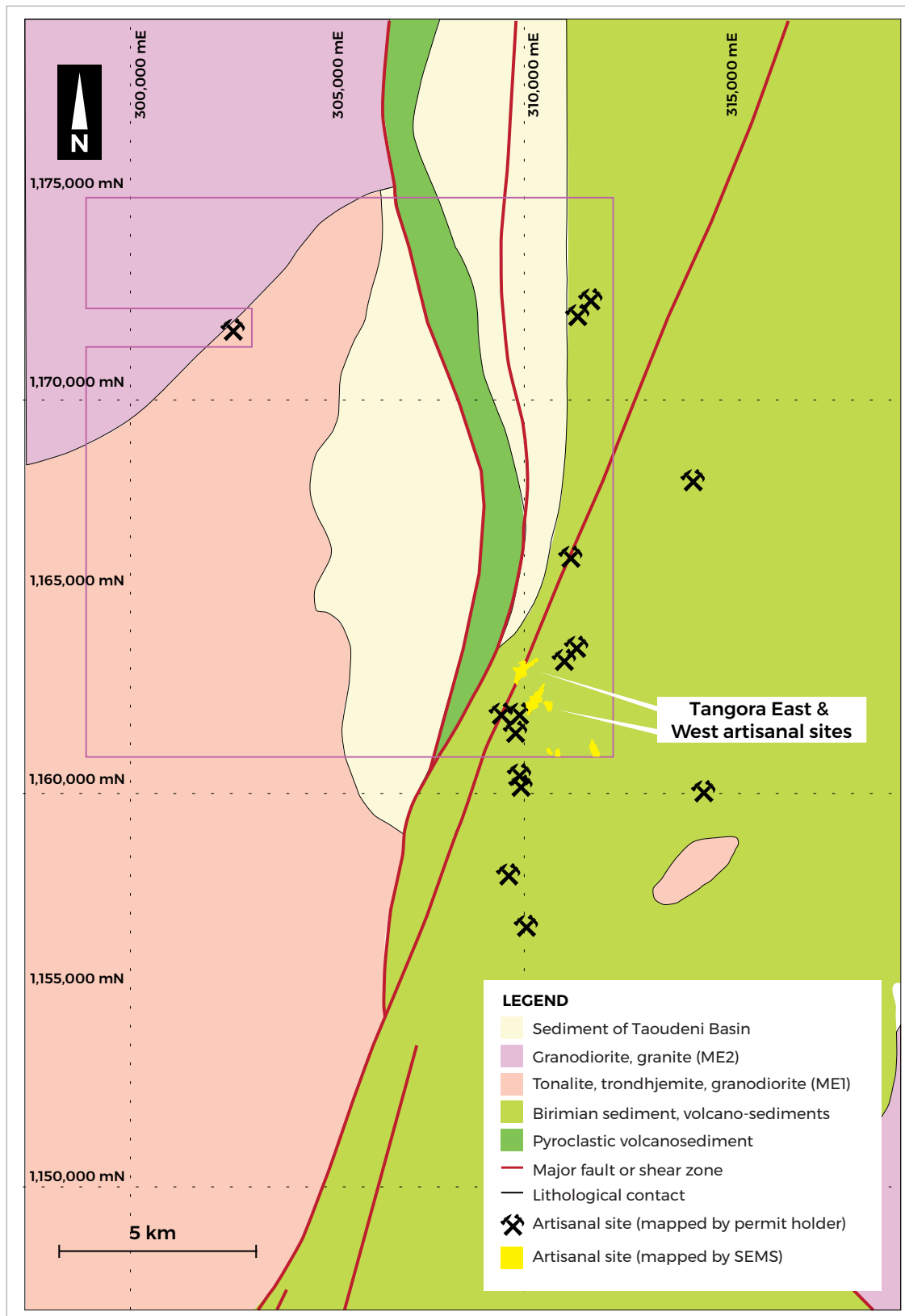


FIGURE 4.12 Tangora Geology Map

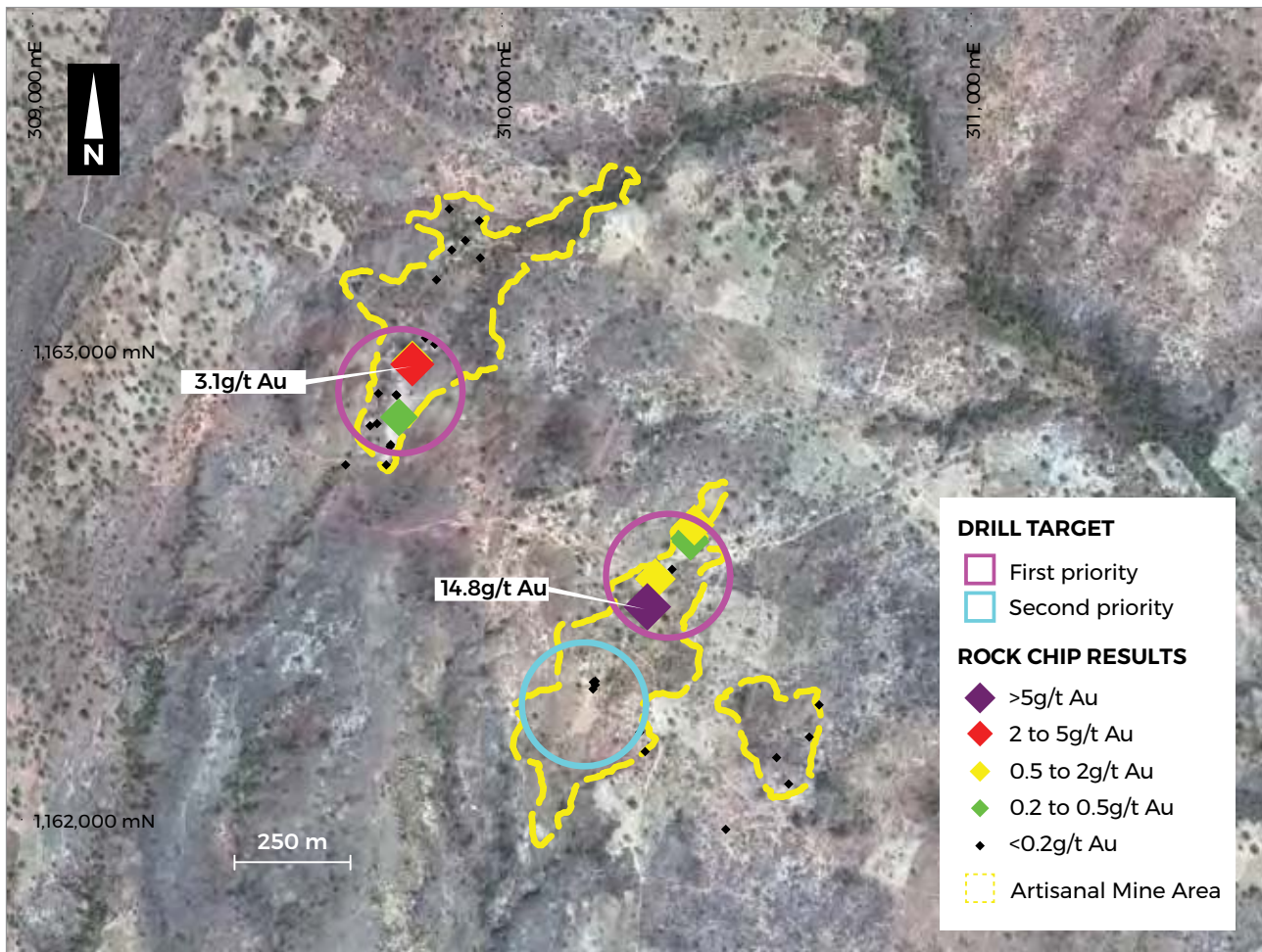


FIGURE 4.13 Tangora Exploration Targets

The high-grade gold in rock chips (up to 14.8g/t Au) occur in a linear trend and form the core of the two main artisanal gold mining sites at Tangora (Figure 4.13). These artisanal sites present priority targets that are ready for drill testing.

The N-S contact between the granites and the metavolcano-sedimentary rocks are classic settings in which West African gold deposits are typically found. This is supported by the positioning of the artisanal sites within the greenstone rocks, adjacent to this contact and running the length of the permit, as shown on Figure 4.12. Regional soil sampling over the greenstone rocks and the contact zone would highlight any areas anomalous in gold for further follow-up exploration.

h. Exploration Program and Budget

The proposed exploration program on Tangora for the two years following successful completion of the Offer includes the following:

1. data compilation and interpretation;
2. regional soil sampling (800m x 100m spaced grid);
3. geological mapping and sampling; and
4. at least 1200m of RC drilling in 12 holes at an average length of 100m.

Mako Gold intends to commence drill testing of the artisanal gold mine sites immediately following the successful completion of the Offer. Mako Gold may increase the total metres drilled and/or accelerate the timeline for drilling, if funds are raised in excess of the Minimum Subscription.

The exploration program will be staged from the city of Banfora, which is only 2km north of the Tangora Permit boundary, and where accommodation and internet is readily available.

To carry out the exploration program, Mako Gold has prepared a two-year budget for both the Minimum

COMPANY AND PROJECTS OVERVIEW

Subscription and the Maximum Subscription. A breakdown of the budget is outlined in Table 4.3.

Funds raised in excess of the Minimum Subscription will be used to increase the metres drilled on the permit. For example, if the extra budget from the Maximum Subscription was used for RC drilling, the program would increase from 1200m (12 holes) to 3200m (32 holes). However, some DD drilling may be required which would decrease the amount of RC drilling.

Mako Gold reserves the right to change or alter the use of funds as it deems necessary.

i. Regulatory Approvals for Niou and Tangora Projects

The Niou and Tangora permits (collectively the **Exploration Permits**) are regulated by Burkina

Faso law. The legal report completed by SCP Yanogo Bobson is contained in Annexure C of this Prospectus and provides that:

1. the Exploration Permits are validly issued, subsisting and registered in the name of each title holder (the **Title Holders**), and constitute good and valid exclusive title enforceable and of full force and effect against third parties, free and clear of all encumbrances, charges and liens and have not been suspended; and
2. the Title Holders hold all consents, permits or approvals necessary in order to carry out exploration activities relating to the Exploration Permits, and are not in violation, breach or default of the Exploration Permits, consents, permits and approvals.

TABLE 4.3 Tangora Project Budget for 2 years

Tangora Project Budget						
A\$						
Activity	Year 1		Year 2		Total	
	\$5m raise	\$6m raise	\$5m raise	\$6m raise	\$5m raise	\$6m raise
Tenement Fees/Option Payments	60,000	60,000	76,000	76,000	136,000	136,000
Exploration Personnel	110,000	110,000	130,000	130,000	240,000	240,000
Field Camp Costs	10,000	10,000	-	-	10,000	10,000
General and Administrative	40,000	40,000	40,000	40,000	80,000	80,000
Data Compilation/Interpretation	10,000	10,000	10,000	10,000	20,000	20,000
Geological Mapping and Sampling	30,000	30,000	-	-	30,000	30,000
Soil sampling	50,000	50,000	-	-	50,000	50,000
Drilling	130,000	130,000	-	200,000	130,000	330,000
TOTAL exploration Tangora	440,000	440,000	756,000	456,000	695,000	896,000



Family sponsored by Mako Gold Management, during Ramadan celebrations in Ouagadougou

5. INVESTMENT RISKS

5.1 INTRODUCTION

As with any equities investment, there are risks involved with investing in the Company. This Section 5 seeks to identify the major areas of risk associated with an investment in Mako Gold, but should not be viewed as an exhaustive list of all risk factors to which the Company and its Shareholders are exposed.

Potential investors should read this Prospectus in its entirety and consult their professional advisors before deciding whether to participate in the Offer.

5.2 SPECIFIC RISKS

In addition to the general market and economic risks noted in Section 5.3, investors should be aware of the risks specific to an investment in the Company. The major risks are described below.

a. Exploration and Evaluation Risk

Potential investors should understand that mineral exploration and development are high risk undertakings. While the Company has attempted to reduce this risk by selecting projects that have identified gold mineralisation, there is still no guarantee of success. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited. It is impossible to ensure that the exploration or development programs planned by Mako Gold will result in profitable commercial mining operations. The circumstances in which a mineral deposit becomes or remains commercially viable depend on a number of factors. These include the particular attributes of the deposit, such as size, grade and proximity to infrastructure. A combination of these factors may result in projects not being developed, or operations becoming unprofitable. Furthermore, should Mako Gold be unable to secure new exploration areas and resources, there could be a material adverse effect on the Company's prospects for mineral exploration and its success in the future.

b. Contractual Risks

The Company's interests in the Niou and Tangora permits in Burkina Faso, and the Napié Permit in Côte d'Ivoire, are by virtue of contractual rights under the Option Agreements (summarised in sections 9.2 and 9.3 respectively) in respect of the Burkina Faso permits, and the Farm-in Agreement (summarised in Section 9.1) in respect of the Côte d'Ivoire Permit (collectively the **Relevant Agreements** and each a **Relevant Agreement**).

Accordingly, as in any contractual relationship, the ability of the Company to be registered as the holder of an interest in the Burkina Faso permits and the Napié Permit is dependent upon the respective holders of the Burkina Faso permits and the Napié Permit complying

with their contractual obligations to deliver title in accordance with the Relevant Agreements. To the extent that a permit holder defaults on their obligations under a Relevant Agreement, it may be necessary for the Company to approach a court in the relevant jurisdiction to seek a legal remedy. Such legal action may be costly and no guarantee can be given by the Company that a legal remedy will ultimately be granted or whether the terms of such a legal remedy will be sufficient.

c. Côte d'Ivoire Contract Risk

The Company's interest in the Napié Permit is summarised in Section 9.1. The holder of the Napié Permit, Occidental has negotiated a joint venture agreement with the African American Investment Fund SARL (**AAIF**) (**AAIF JV Agreement**), but the AAIF JV Agreement remains unsigned. The Company is entitled under the Farm-in Agreement to earn an interest in the Napié Permit regardless of whether or not the AAIF JV Agreement is entered into. On execution of the AAIF JV Agreement (on its proposed terms), AAIF will have a contractual right to a 10% participating interest in the Napié Permit which will be free carried until the completion of a feasibility study which demonstrates that it is commercially feasible to develop a mining project.

If the AAIF JV Agreement is signed on its current terms, AAIF will have an entitlement to 10% interest in the Napié Permit. As the Company is not party to the negotiations and will not be a party to the AAIF JV Agreement, it has no input into that document. The Company is entitled under the Farm-in Agreement to earn an interest in the Napié Permit regardless of whether or not the AAIF JV Agreement is entered into. To the extent that AAIF and the Napié Permit holder enter into the AAIF JV Agreement in different terms this may have an impact on the Farm-in Agreement generally and in particular require the Company to seek to enforce its rights under that document.

On the AAIF JV Agreement being entered into, any default by the parties to that document could indirectly have an adverse impact on the exercise of rights of the Company under the Farm-in Agreement to the extent that Occidental or the Permit is affected. Such events will be outside of the control of the Company because it is not a party to the AAIF JV Agreement.

d. Permit Risks

The rights to mineral permits carry with them various obligations which the holder is required to comply with in order to ensure the continued good standing of the permit and, specifically, obligations in regard to minimum expenditure levels and responsibilities in respect of the environment and safety. Failure to observe these requirements could prejudice the right to maintain title to a given area and result in government action to forfeit a permit or permits.

There is no guarantee that current or future exploration permit applications or existing permit renewals will be granted, that they will be granted without undue delay, or that the Company can economically comply with any conditions imposed on any granted exploration permits.

e. Title Risk

The exploration permits in which the Company has now, or may, in the future, acquire an interest, are subject to the applicable local laws and regulations. There is no guarantee that any permits, applications or conversions in which the Company has a current or potential interest will be granted.

All of the projects in which the Company has an interest will be subject to application for permit renewal from time to time. Renewal of the term of each permit is subject to applicable legislation. If the permit is not renewed for any reason, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that permit.

Although the Company has taken steps to verify the title to the resource properties in which it has or has a right to acquire an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title. Title to resource properties may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or other stakeholder rights.

f. Country Risk

Any future material adverse changes in government policies or legislation in Australia, Côte d'Ivoire and Burkina Faso that affect foreign ownership, mineral exploration, development or mining activities, may affect the viability and profitability of the Company and its projects.

g. Financing

The Company's ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available to the Company on favourable terms or at all. If adequate funds are not available on acceptable terms, the Company may not be able to take advantage of opportunities or otherwise respond to competitive pressures.

Although the Directors believe that on completion of the Offer the Company will have sufficient working capital to carry out its short-term business objectives, there can be no assurance that such objectives can be met without further financing or, if additional financing is necessary, that financing can be obtained on favourable terms or at all. Further, if additional funds are raised by issuing equity securities, this may result in dilution for some or all of the Shareholders.

h. Changes in Commodity Price

Mako Gold's possible future revenues may be derived mainly from gold and/or from royalties gained from potential joint ventures or from mineral projects sold. The development viability of the Company's projects and the Company's potential future earnings are closely related to the price of gold.

i. Operational Risk

If the Company decides to develop and commission a mine, the operations of the Company including mining and processing may be affected by a range of factors. These include failure to achieve the predicted grade in exploration, mining and processing, technical difficulties encountered in commissioning and operating plant and equipment, mechanical failure, metallurgical problems which affect extraction rates and costs, adverse weather conditions, industrial and environmental accidents, industrial disputes, unexpected shortages or increase in the costs of consumables, spare parts, plant and equipment.

j. Management Actions

Directors of the Company will, to the best of their knowledge, experience and ability (in conjunction with their management) endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability for the same, with the aim of eliminating, avoiding and mitigating the impact of risks on the performance of the Company and its operations.

k. Exchange Rate Risk

The revenues, earnings, assets and liabilities of Mako Gold may be exposed adversely to exchange rate fluctuations. Mako Gold's expenses and revenue may be denominated in Australian Dollars or a foreign currency. As a result, fluctuations in exchange rates could result in unanticipated and material fluctuations in the financial results of the Company.

l. Industrial Risk

Industrial disruptions, work stoppages and accidents in the course of Mako Gold's operations could result in losses and delays, which may adversely affect profitability.

m. Environmental Regulation and Risks

Mako Gold's operations and projects are subject to the laws and regulations of all jurisdictions in which it has mineral interests and carries on business, regarding environmental compliance and relevant hazards.

These laws and regulations set standards regulating certain aspects of health and environmental quality and provide for penalties and other liabilities for the violation of such standards. They also establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted.

INVESTMENT RISKS

Significant liability could be imposed on Mako Gold for damages, clean-up costs, or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of property acquired by the Company, or non-compliance with environmental laws or regulations. Mako Gold proposes to minimise these risks by conducting its activities in an environmentally responsible manner, in accordance with applicable laws and regulations and where possible, by carrying appropriate insurance coverage. There is also a risk that the environmental laws and regulations may become more onerous, making the Company's operations more expensive.

n. Insurance Arrangements

The Company intends to ensure that insurance is maintained within ranges of coverage that the Company believes to be consistent with industry practice and having regard to the nature of activities being conducted. No assurance however, can be given that the Company will be able to obtain such insurance coverage at reasonable rates or that any coverage it arranges will be adequate and available to cover any such claims.

o. Land Access Risk

Land access is critical for exploration and evaluation to succeed. In all cases the acquisition of prospective permits is a competitive business, in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential.

Access to land for exploration purposes can be affected by small non-mechanised mining operations or land ownership, including registered and unregistered land interests and regulatory requirements within the jurisdiction where the Company operates.

p. Government Policy

Changes in relevant taxation, interest rates, other legal, legislative and administrative regimes, and Government policies in Australia, Côte d'Ivoire and Burkina Faso, may have an adverse effect on the assets, operations and ultimately the financial performance of Mako Gold.

In addition to the normal level of income tax imposed on all industries, Mako Gold may be required to pay government royalties, indirect taxes, VAT, GST and other imposts which generally relate to revenue or cash flows. Industry profitability can be affected by changes in government taxation policies.

Changing attitudes to environmental, land care, cultural heritage and stakeholder rights' issues, together with the nature of the political process, provide the possibility for future policy changes. There is a risk that such changes may affect the Company's exploration plans or, indeed, its rights and/or obligations with respect to the permits.

q. Reliance on Key Personnel

The Company's progress in pursuing its exploration and evaluation programs within the time frames and within the costs structure as currently envisaged, could be dramatically influenced by the loss of existing key personnel or a failure to secure and retain additional key personnel as the Company's exploration program develops. The resulting impact from such loss would be dependent upon the quality and timing of the employee's replacement.

Although the key personnel of the Company have a considerable amount of experience and have previously been successful in their pursuits of acquiring, exploring and evaluating mineral projects, there is no guarantee or assurance that they will be successful in their objectives pursuant to this Prospectus.

r. Limited Operating History

Mako Gold was incorporated in 2015 and has yet to generate a profit from its activities. Accordingly, the Company has limited operating history in the gold industry in West Africa and has limited historical financial information and record of performance. The Company's business plan requires significant expenditure, particularly capital expenditure, during its gold exploration phase. Any future revenue and profitability from the Company's business will be dependent upon the successful exploration and development of the Company's permits, and there can be no assurance that the Company will achieve profitability in the future.

5.3 GENERAL RISKS

a. Liquidity Risk

In accordance with the admission requirements in Chapter 9 of the ASX Listing Rules, at completion of the Offer it is likely that certain Shares held by Existing Shareholders will not be able to be traded for a period of up to 24 months commencing on the date of Listing.

Given the number of Shares restricted from trading, there will only be liquidity with respect to remaining Shares and Options on issue at completion of the Offer until such time as applicable escrow periods end.

The Shares and Options issued under the Offer will only be listed on the ASX and will not be listed for trading on any other securities exchanges in Australia or elsewhere. As such, there can be no guarantee that an active market will develop or continue, or that the market price of the Shares and Options will increase. If a market does not develop or is not sustained, it may be difficult for investors to sell their Shares and Options. If illiquidity arises, there is a risk that Shareholders will be unable to realise their investment in the Company.

b. Investment Risk

There are a number of risks associated with any stock market investment. The market price of Shares and Options can be expected to rise and fall in accordance with general market conditions and factors and there can be no certainty that, following listing, an active market for the Shares and Options will develop.

The value of the Shares and Options will be determined by the stock market and will be subject to a range of factors beyond the control of the Company or its Directors. These factors include movements in local and international stock exchanges, local interest rates and exchange rates, domestic and international economic and political conditions, government taxation, market supply, competition and demand and other legal, regulatory or policy changes.

The trading price after listing may also be affected by the financial and operating performance of the Company.

c. Share Market Risk

The market price of the Company's Shares and Options can be expected to rise and fall in accordance with general market conditions and factors specifically affecting the Australian resources sector and exploration companies in particular.

There are a number of factors (both national and international) that may affect the share market price and neither the Company nor its Directors have control of these factors.

d. Taxation

The acquisition and disposal of Shares and Options will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares and Options from a taxation point of view and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Shares and Options under this Prospectus.

e. Force Majeure Events

Acts of terrorism, an outbreak of international hostilities or fires, floods, earthquakes, labour strikes, civil wars and other natural disasters may affect the Company's operations, or cause an adverse change in investor sentiment with respect to Mako Gold specifically, or the stock market more generally, which could have a negative impact on the value of an investment in the Shares and Options.

f. Speculative Nature of Investment

The above list of risk factors ought not to be taken as an exhaustive list of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may materially affect the financial performance of the Company and the value of the Shares or Options offered under the Offer. The Shares and Options issued under the Offer carry no guarantee in respect of profitability, dividends, return of capital or the price at which they may trade on the ASX. Potential investors should therefore consider an investment in the Company as speculative and should consult their professional advisers before deciding whether to apply for Shares and Options under the Offer.

6. HISTORICAL AND PRO-FORMA FINANCIAL INFORMATION

6.1 INTRODUCTION

Mako Gold was incorporated on 4 June 2015. The financial information set out in this Section 6 contains the following financial information in relation to the Company:

- summary historical statements of profit or loss for the period ended 30 June 2017;
- summary historical statement of cash flows for the period ended 30 June 2017; and
- historical statement of financial position as at 30 June 2017, and a pro-forma statement of financial position as at that date and the associated details of the pro-forma adjustments, (together, the **Historical Financial Information**).

The Historical Financial Information should be read together with the other information contained in this Prospectus, including:

- the risk factors described in Section 5;
- the description of the use of the Proceeds of the Offer described in Section 2.3;
- the Investigating Accountant's Report, set out in Annexure D; and
- the indicative capital structure described in Section 2.4.

Please note that past performance is not an indication of future performance.

6.2 BASIS OF PREPARATION OF THE HISTORICAL FINANCIAL INFORMATION BACKGROUND

The Historical Financial Information included in this Section has been prepared in accordance with the recognition and measurement principles of Australian Accounting Standards (including the Australian Accounting Interpretations) adopted by the Australian Accounting Standards Board and the Corporations Act.

The Historical Financial Information is presented in an abbreviated form insofar as it does not include all the presentation, disclosures, statements or comparative information as required by Australian Accounting Standards applicable to annual financial reports prepared in accordance with the Corporations Act. Significant accounting policies applied to the Historical Financial Information are noted at the end of this section under the heading 'Significant accounting policies'.

The Historical Financial Information has been reviewed and reported on by BDO as set out in the Investigating Accountants Report in Annexure D. Investors should note the scope and limitations of the Investigating Accountants Report. The Historical Financial Information has been prepared for the purpose of the Offer. The Historical Financial Information of the Company has been extracted from the audited financial statements for the financial period ended

30 June 2017 which were audited by BDO. An unmodified audit opinion including an emphasis of matter in relation to going concern was issued for the period ended 30 June 2017.

The information set out in this Section and Mako's selected financial information should be read together with:

- Management's discussion and analysis set out in this Section 6;
- the risk factors described in Section 5;
- the use of proceeds of the offers described in Section 2.3;
- the indicative capital structure described in Section 2.4;
- the Investigating Accountants Report set out in Annexure D; and
- the other information contained in this Prospectus.

Investors should also note that historical results are not a guarantee of future performance.

6.3 GENERAL FACTORS AFFECTING THE OPERATING RESULTS OF THE COMPANY

Below is a discussion of the main factors which affected the Company's operations and relative financial performance for the period ended 30 June 2017 which the Company expects may continue to affect it in the future.

The discussion of these general factors is intended to provide a summary only and does not detail all factors that affected the Company's historical operating and financial performance, nor everything which may affect the Company's operations and financial performance in the future. Statutory Audited Historical Statement of profit or loss and other comprehensive income.

The table below presents the Historical Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2017.

6.4 HISTORICAL STATEMENT OF PROFIT OR LOSS

For the year ended 30 June 2017, the loss for the Consolidated Entity after providing for income tax was \$62,879:

TABLE 1 Historical Consolidated Statement of Profit or Loss

	2017 \$
Bank interest	690
Employment & consulting costs	(17,333)
Legal expenses	(28,530)
Other expenses	(17,016)
Loss before and after income tax	(62,879)

HISTORICAL AND PRO-FORMA FINANCIAL INFORMATION

Notes to the Statement of Profit or Loss

The following sets out the main contributors that influenced the Company's operations and relative financial performance in the year ending 30 June 2017.

Employee and consultancy costs

Employee and consultancy costs comprise of expenses in relation to accounting and company secretarial costs. In line with accounting standards employee and consulting costs in relation to exploration projects are capitalised on the balance sheet and not expensed as incurred.

Legal expenses

These costs relate mainly to work undertaken in relation to the capital raising in the period and the planning for the IPO.

Other expenses

Other expenses comprise primarily general administrative costs and travel.

6.5 HISTORICAL STATEMENT OF CASH FLOWS

The table below presents the summary historical statement of cash flows for the period ended 30 June 2017.

Operating cash flows

Operating cash flows were negative as the Company

has not generated any operating revenue. The Company was focussed on identifying, securing and commencing exploration on its exploration projects. Costs have primarily consisted of consulting fees, legal fees and other administration and operation expenses.

Investing cash flows

The Company's focus has been on identifying, securing and commencing exploration on its projects therefore investing cash flows have been negative as the Company incurs costs associated with those activities.

Financing activities

The Company's activities have been financed mainly through the funds raised from the offer of Shares in the Company.

6.6 HISTORICAL AND PRO-FORMA STATEMENT OF FINANCIAL POSITION

The table below sets out the summary historical statement of financial position as at 30 June 2017 and the pro forma adjustments that have been made to the statement of financial position as at 30 June 2017. The pro forma statement of financial position below is provided for illustrative purposes only and is not represented as being necessarily indicative of the Company's view of its future financial position.

TABLE 2 Historical Consolidated Statement of Cash Flows

	Consolidated Year ended 30 June 2017 \$
Cash Flows from Operating Activities	
Payments to suppliers and employees	(51,213)
Interest received	690
Net Cash Used in Operating Activities	(50,523)
Cash Flow From Investing Activities	
Payments for exploration & development	(256,863)
Net Cash Flow Used in by Investing Activities	(256,863)
Cash Flow from Financing Activities	
Proceeds from issue of shares	720,667
Loan received – Director loan facility	27,497
Net Cash Flow from Financing Activities	748,163
Net increase/(decrease) in cash held	440,778
Net foreign exchange differences	(6,401)
Cash at the beginning of the financial year	100
Cash at the end of the financial year	434,477

HISTORICAL AND PRO-FORMA FINANCIAL INFORMATION

TABLE 3 Historical and pro forma Consolidated Statement of Financial Position

	30 June 2017 Actual	Subsequent Events	IPO Adjustments Minimum	IPO Adjustments Maximum	IPO Pro-forma Minimum	IPO Pro-forma Maximum
	\$	\$	\$	\$	\$	\$
Current Assets						
Cash and cash equivalents	434,477	(67,136)	4,331,000	5,258,000	4,698,341	5,625,341
Trade and other receivables	6,084				6,084	6,084
Prepayments	3,171				3,171	3,171
Total Current Assets	443,732	(67,136)	4,331,000	5,258,000	4,707,596	5,634,596
Non-Current Assets						
Exploration and development	332,737	295,000			627,737	627,737
Other assets	1,256				1,256	1,256
Total Non-Current Assets	333,993	295,000	0	0	628,993	628,993
Total Assets	777,724	227,864	4,331,000	5,258,000	5,336,588	6,263,588
Current Liabilities						
Trade and other payables	101,037				101,037	101,037
Borrowings	33,311	(33,311)			(0)	(0)
Total Current Liabilities	134,348	(33,311)	0	0	101,037	101,037
Total Liabilities	134,348	(33,311)	0	0	101,037	101,037
Net Assets	643,376	261,175	4,331,000	5,258,000	5,235,551	6,162,551
Shareholders' equity						
Share capital	739,100	500,000	4,466,000	5,385,000	5,705,100	6,624,100
Reserves	(6,446)				(6,446)	(6,446)
Accumulated Losses	(89,278)	(238,825)	(135,000)	(127,000)	(463,103)	(455,103)
Total Equity	643,376	261,175	4,331,000	5,258,000	5,235,551	6,162,551

Description of Pro Forma Adjustments

The Pro-forma Historical Statement of Financial Position comprises:

- Material transactions undertaken that have occurred since 30 June 2017 as if they had occurred as at 30 June 2017 (Subsequent Events); and
- Transactions that will be undertaken on completion of the Company's Initial Public Offering (IPO Adjustments).

HISTORICAL AND PRO-FORMA FINANCIAL INFORMATION

Subsequent Events

Set out below are the material transactions that have occurred since 30 June 2017 and the impact on the Statement of Financial Position as if they had occurred as at 30 June 2017.

- a. 5,075,000 shares issued for:
 - i. During December 2017, the Company issued 5,000,000 Shares for \$0.10 each to raise \$500,000.
 - ii. 75,000 Shares are to be issued to the Lead Manager as part of their fees as brokers to the IPO. These shares are to be issued once the Prospectus opens for applications. There is no financial impact of the share issues on the pro-forma Financial Position.
- b. The pro-forma adjustments include amounts of \$238,825 charged to corporate and administration expenses (through the Profit & Loss), \$295,000 capitalised as Exploration and Evaluation Assets for spend on the Company's projects in the period from June 30 2017 to December 2017, the repayment of \$33,311 of loan funds outstanding as at 30 June 2017 and the increase of \$47,136 of creditors from June to December 2017.

IPO Adjustments

Set out below are the transactions that will be undertaken on completion of the Company's IPO as if they had occurred as at 30 June 2017.

- a. A capital raising of 25,000,000 Shares (at \$0.20 each) to raise \$5,000,000 (cash) before costs (Minimum Subscription) with the provision to accept oversubscriptions up to a maximum of \$1,000,000, resulting in issuing up to 30,000,000 Shares (as \$0.20 each) to raise \$6,000,000 (cash) before costs (Maximum Subscription), in accordance with this Prospectus.
- b. Costs of the capital raising comprising cash fees in the range of \$669,000 (Minimum Subscription) to \$742,000 (Maximum Subscription). Depending on the nature of the cost, the capital raising fees were split between \$135,000 (Minimum Subscription) and \$127,000 (Maximum Subscription) expensed (through the Profit & Loss) and between \$534,000 (Minimum Subscription) and \$615,000 (Maximum Subscription) charged to Issued Capital (within Equity account).

6.7 NOTES TO AND FORMING PART OF THE FINANCIAL INFORMATION

The following is a summary of the material accounting policies adopted by the Company in the preparation of the Historical and Pro-forma Financial Information contained in this section. The accounting policies have been consistently applied unless otherwise stated.

6.8 SIGNIFICANT ACCOUNTING POLICIES

The Historical and Pro Forma Financial Information is for Mako Gold as an individual entity and Mako Gold and its subsidiaries (for this purpose, collectively the "Consolidated Entity").

The Historical and Pro Forma Financial Information is in compliance with the recognition and measurement requirements of Australian Accounting Standards – Reduced Disclosure Requirements, Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act.

Historical Cost Convention

The Historical Financial Information has been prepared under the historical cost convention, as modified by revaluations to fair value for certain classes of assets as described in the accounting policies.

The Historical and Pro-forma Financial Information has been prepared for the consolidated entity consisting of Mako Gold Limited and its Controlled Entities. Mako Gold Limited is a public company, incorporated and domiciled in Australia. The Historical and Pro-forma Financial Information has been prepared on an accruals basis and are based on historical cost, modified by the measurement at fair value of selected non-current assets, financial assets and liabilities.

a. Going Concern

The Historical and Pro-forma Financial Information has been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the normal course of business.

The ability of the Group to continue as a going concern is principally dependent upon the following conditions:

- the ability of the Group to successfully raise capital, as and when necessary;
- the ability to complete successful exploration and subsequent exploitation of the areas of interest; and
- the ability of the Group to sell non-core assets.

These conditions gave rise to material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern as at 30 June 2017.

The Directors believe that the going concern basis of preparation is appropriate due to the planned IPO during which it is planned to raise approximately \$5,000,000 before costs (with the ability to accept oversubscriptions of up to \$1,000,000).

Should the Group be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts that differ from

HISTORICAL AND PRO-FORMA FINANCIAL INFORMATION

those stated in the Historical and Pro-forma Financial Information. The Historical and Pro-forma Financial Information does not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts or classification of liabilities and appropriate disclosures that may be necessary should the Group be unable to continue as a going concern.

b. Principles of Consolidation

Subsidiaries

The Historical and Pro-forma Financial Information incorporate the assets and liabilities of all subsidiaries of Mako Gold Limited (“Company” or “parent entity”) as at 30 June 2017, and the results of all subsidiaries for the period then ended. Mako Gold Limited and its subsidiaries together are referred to in the Historical and Pro-forma Financial Information as the Group or the economic entity.

Subsidiaries are all entities over which the Group has control. The Group has control over an entity when the Group is exposed to, or has a right to, variable returns from its involvement with the entity, and has the ability to use its power to affect those returns. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of controlled entities have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling Interests

Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as “non-controlling interests”. The Group initially recognises non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary’s net assets on liquidation at either fair value or at the non-controlling interests’ proportionate share of the subsidiary’s net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non-controlling interests are shown separately within the equity section of the statement of financial position and statement of comprehensive income.

Changes in ownership interests

When the Group ceases to have control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value, with the change in the carrying amount recognised in profit or loss.

The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

c. Income Tax

The income tax expense/(income) for the period comprises current income tax expense/(income) and deferred tax expense/(income). Current income tax expense charged to profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities/(assets) are therefore measured at the amounts expected to be paid to/ (recovered from) the relevant taxation authority. Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the period as well as unused tax losses. Current and deferred income tax expense/(income) is charged or credited directly to equity instead of profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which Management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised. The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the economic entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

d. Exploration and Evaluation Assets

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. Such expenditures comprise net direct costs and an appropriate portion of related overhead expenditure but do not include overheads or administration expenditure not having a specific nexus with a particular area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves and active or significant operations in relation to the area are continuing.

A regular review will be undertaken on each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

A provision is raised against exploration and evaluation assets where the Directors are of the opinion that the carried forward net cost may not be recoverable or the right of tenure in the area lapses. The increase in the provision is charged against the results for the year. Accumulated costs in relation to an abandoned area are written off in full against profit or loss in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

e. Impairment of Assets

At each reporting date, the economic entity reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to profit or loss.

f. Financial Instruments

Recognition and Initial Measurement

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the entity becomes a party to the contractual provisions of the instrument. Trade date accounting is adopted for financial assets.

Financial instruments are initially measured at fair value plus transactions costs where the instrument is not classified as at fair value through profit or loss. Transaction costs related to instruments classified as at fair value through profit or loss are expensed to profit or loss immediately.

Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset.

Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expire. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

Classification and Subsequent Measurement

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest rate method, or cost.

Fair value is the price that would be received to sell an asset or paid to transfer an asset. Amortised cost is calculated as:

- the amount at which the financial asset or financial liability is measured at initial recognition;
- less principal repayments;
- plus or minus the cumulative amortisation of the difference, if any, between the amount initially recognised and the maturity amount calculated using the effective interest method; and
- less any reduction for impairment.

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability.

Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense in profit or loss.

The economic entity does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial instruments.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

HISTORICAL AND PRO-FORMA FINANCIAL INFORMATION

Financial Liabilities

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.

g. Impairment

At each reporting date, the economic entity assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant or prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen. Impairment losses are recognised in profit or loss.

h. Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of less than 3 months.

i. Issued Capital

Ordinary shares are classified as equity. Transaction costs (net of tax where the deduction can be utilised) arising on the issue of ordinary shares are recognised in equity as a reduction of the share proceeds received.

j. Share Based Payments

The economic entity may make equity-settled share based payments to Directors, employees and other parties for services provided or the acquisition of exploration assets. Where applicable, the fair value of the equity is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. The fair value of shares is ascertained as the market bid price. The fair value of options is ascertained using the Black and Scholes option valuation pricing model which incorporates all market vesting conditions. Where applicable, the number of shares and options expected to vest is reviewed and adjusted at each reporting date such that the amount recognised for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Where the fair value of services rendered by other parties can be reliably determined, this is used to measure the equity-settled payment.

k. Foreign Currency Transactions and Balances

Functional and presentation currency

The functional and presentation currency of Mako Gold Limited is Australian dollars (\$A).

Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing

at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were measured. Exchange differences arising on the translation of monetary items are recognised in profit or loss, except where deferred in equity as a qualifying cash flow or net investment hedge.

Group Companies

The financial results and position of foreign operations whose functional currency is different from the economic entity's presentation currency are translated as follows:

- assets and liabilities are translated at period-end exchange rates prevailing at that reporting date;
- income and expenses are translated at average exchange rates for the period;
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.
- Exchange differences arising on translation of foreign operations are recognised in other comprehensive income.

l. Critical Accounting Estimates and Judgements

The Directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the economic entity.

m. Key Judgements:

Exploration and Evaluation Assets

The economic entity performs regular reviews on each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. These reviews are based on detailed surveys and analysis of exploration and drilling results performed to reporting date.

6.9 DIVIDEND POLICY

The Company does not intend to declare a dividend in the coming financial year. The Company may distribute dividends in the future based on future growth prospects and capital requirements.



Peter Ledwidge, Managing Director, at historic artisanal gold mining site at Tchaga Prospect at the Napié Project.

7. DIRECTORS AND MANAGEMENT

7.1 BOARD OF DIRECTORS

The Directors bring relevant experience and skills to the Board, including industry and business knowledge, financial management and corporate governance experience.

DR MARK ELLIOTT

Chairman

Dip Appl Geology, PhD, FAICD, FAusIMM(CP Geol), FAIG

Dr Mark Elliott, a founder of Mako Gold, is a Chartered Professional (CP) geologist with over 40 years' experience in economic geology, exploration, mining, project development and in corporate management roles as chairman and managing director for a number of ASX-listed resource companies.

Dr Elliott has extensive experience in managing companies and exploration/mining operations in a wide range of commodities including gold. His management experience includes founding IPOs from commencement of project acquisition, exploration to production, capital raising and negotiating joint ventures. Dr Elliott is a Non-Executive Director of ASX-listed Western Australian Archean gold explorers, Nexus Minerals Limited and Aruma Resources Limited.

MR PETER LEDWIDGE

Managing Director

BSc Geology, MAusIMM

Mr Peter Ledwidge, a founder of Mako Gold, is a qualified geologist with over 30 years' experience in the exploration and mining industry. His career has focussed primarily on gold exploration along with some base metals exploration. Mr Ledwidge has worked extensively in Canada, Africa and Australia, in a variety of roles in exploration, development and mining projects.

Most recently he spent six years working for ASX-listed Orbis Gold in senior management roles whereby he secured all of Orbis' permits in Burkina Faso and Côte d'Ivoire. Mr Ledwidge played a critical role in the discovery of the Nabanga gold deposit in Burkina Faso and thereafter contributed geological ideas which helped achieve success for the company including the discovery of the Natougou gold deposit, currently being developed by TSX-listed SEMAFO Inc.

Mr Ledwidge is fluently bilingual in French and has established and maintained good professional contacts in Burkina Faso and Côte d'Ivoire in government as well as in the private sector.

MICHELE MUSCILLO

Non-Executive Director

LLB

Mr Michele Muscillo is a Partner specialising in corporate law with HopgoodGanim Lawyers. He is an admitted Solicitor and has a practice focusing almost exclusively on mergers and acquisitions, and capital raising.

Mr Muscillo has a Bachelor of Laws from Queensland University of Technology and was a recipient of the QUT University Medal.

In his role with HopgoodGanim Lawyers, Mr Muscillo has acted on a variety of corporate transactions including initial public offerings, takeovers and other acquisitions. Mr Muscillo's experience brings to the Board expertise on corporate regulation, governance and compliance matters.

Michele was previously a director of ASX-listed Orbis Gold Limited until its takeover by TSX-listed SEMAFO Inc, and is a non-executive director of ASX-listed Aeris Resources Limited, ASX-listed Xanadu Mines Limited and ASX-listed and TSX-listed Cardinal Resources Limited.

7.2 MANAGEMENT

Management comprises the following:

ANN LEDWIDGE

General Manager Exploration

BSc Geology (Hon), MBA, MAusIMM

Ms Ann Ledwidge, a founder of Mako Gold, is a qualified geologist with over 25 years' experience in mineral exploration.

Ms Ledwidge has worked in various commodities but has focussed primarily on gold and base metals projects for both junior and major companies in Canada, Africa and Australia. Ms Ledwidge ran her own consultancy for a number of years, based in Yukon, Canada providing technical expertise to a diverse group of junior exploration companies.

Ms Ledwidge most recently held the position of General Manager Exploration with Orbis Gold until its recent takeover by SEMAFO Inc. During her time with Orbis she led the project team responsible for Orbis' Natougou discovery and advanced the Nabanga and Natougou projects to the resource estimation stage. Ms Ledwidge also oversaw the Scoping Study initially completed for the Natougou deposit.

DIRECTORS AND MANAGEMENT

PAUL MARSHALL

Company Secretary

LLB, ACA

Mr Paul Marshall holds a Bachelor of Laws degree, a post Graduate Diploma in Accounting and is a Chartered Accountant. He has more than thirty years' experience initially with Ernst & Young and subsequently over twenty years spent in commercial roles as company secretary and chief financial officer for a number of listed and unlisted companies, mainly in the resources sector.

Mr Marshall has extensive experience in all aspects of company financial reporting, corporate regulatory and governance areas, business acquisition and disposal due diligence, capital raising and company listings and company secretarial responsibilities.

7.3 DIRECTOR DISCLOSURES

No Director has been the subject of any disciplinary action, criminal conviction, personal bankruptcy or disqualification in Australia or elsewhere in the last 10 years.

No Director has been an officer of a company that has entered into any form of external administration as a result of insolvency during the time that such Director was an officer or within a 12 month period after they ceased to be an officer.

7.4 DISCLOSURE OF INTERESTS

The Company has paid or agreed to pay the following remuneration to its Board since incorporation to the date of this Prospectus:

Director	Remuneration ¹	Description of Services
Mark Elliott	\$5,000/month commencing from March 2017	Services of Chairman of the Board and consulting services.
Peter Ledwidge	\$5,000/month commencing from March 2017	The services of Managing Director and general consulting services.
Michele Muscillo	\$0	Nil

- This remuneration has been deferred and will be paid subject to and on successful completion of the Offer

The proposed annual remuneration of each Director for the financial year following the Company being listed on the ASX, along with each Director's relevant interest in securities of the Company at the date of this Prospectus, are set out in the tables below:

Director	Remuneration	Description of Services
Mark Elliott	\$80,000/annum	Chairman of the Board
Peter Ledwidge	\$255,000/annum	Managing Director
Michele Muscillo	\$50,000/annum	Non-Executive Director

Director	Shares	% holding (\$5M Raise)	% holding (\$6M Raise)
Mark Elliott	8,666,667	11.64%	10.91%
Peter Ledwidge	18,333,433	24.63%	23.08%
Michele Muscillo	500,000	0.67%	0.63%

7.5 RESTRICTED SECURITIES (ESCROWED SECURITIES)

See section 10.3 for escrow details.

7.6 DIRECTORS' FEES

The Constitution of the Company provides that Non-Executive Directors are entitled to remuneration as determined by the Company in a general meeting to be apportioned among them in such manner as the Directors agree and, in default of agreement, equally. Additionally, Non-Executive Directors will be entitled to be reimbursed for properly incurred expenses.

At present, the Board of the Company is constituted by one executive Director and two Non-Executive Directors. The executive Director has been engaged pursuant to an executive service agreement, the terms of which are summarised in Section 9.6 of this Prospectus. The Board has agreed that the executive Director shall not be paid a Director's fee in addition to the fees payable under the executive service agreement. The two Non-Executive Directors have each been appointed pursuant to an appointment letter which sets out the terms of their appointment and the remuneration (see Section 9.7).

If a Non-Executive Director performs services, which in the opinion of the Directors are outside the scope of the ordinary duties of the Director, the Company may remunerate that Director by payment of a fixed sum determined by the Directors in addition to or instead of the remuneration referred to above.

DIRECTORS AND MANAGEMENT

7.7 DIRECTORS' INTERESTS AND REMUNERATION

Other than set out in this Prospectus:

- a. no Director or proposed Director has been paid or agreed to be paid any amount, or has been given or agreed to be given any other benefit, either to induce him or her to become, or to qualify him or her as, a Director or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Offer; and
- b. none of the following persons:
 1. a Director or proposed Director of the Company;
 2. each person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus; or
 3. a promoter of the Company,holds or held at any time during the last two years an interest in:
 4. the formation or promotion of the Company;
 5. property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the offer; or
 6. the Offer,
- c. or was at any time paid or agree to be paid any amount, or has been given or agreed to be given any other benefit, for services provided by such person in connection with the formation or promotion of the Company or the Offer.

7.8 EXECUTIVE REMUNERATION

PETER LEDWIDGE Managing Director

Mako Gold has entered into an executive service agreement with Mr Peter Ledwidge dated 25 August 2017 as Managing Director of the Company.

Mr Ledwidge is entitled to base remuneration of \$255,000 per annum, inclusive of statutory superannuation contributions. Salary is reviewed annually.

Mr Ledwidge is entitled to a bonus for the achievement of specified key performance indicators by the Company, assessed annually.

Mr Ledwidge is entitled to a mobile telephone and a laptop computer for use during the course of employment, and is entitled to reimbursement of certain travel and other expenses.

Mr Ledwidge is also entitled to participate in any incentive plan implemented by the Company.

ANN LEDWIDGE

General Manager Exploration

Mako Gold has entered into an executive service agreement with Ms Ann Ledwidge dated 25 August 2017 as General Manager, Exploration, of the Company.

Ms Ledwidge is entitled to base remuneration of \$205,000 per annum, inclusive of statutory superannuation contributions. Salary is reviewed annually.

Ms Ledwidge is entitled to a bonus for the achievement of specified key performance indicators by the Company, assessed annually.

Ms Ledwidge is entitled to a mobile telephone and a laptop computer for use during the course of employment, and is entitled to reimbursement of certain travel and other expenses.

Ms Ledwidge is also entitled to participate in any incentive plan implemented by the Company.

PAUL MARSHALL

CFO and Company Secretary

Mako Gold has entered into a services agreement with Downshire Investments Pty Ltd (**Downshire**), a company associated with Mr Paul Marshall, and Mr Marshall, dated 4 September 2017, for Downshire to provide executive and office administration services to the Company, including procuring the company secretary and chief financial officer of the Company (**Services**), being Mr Marshall (**Services Agreement**).

Downshire is entitled to base remuneration of \$104,000 per annum. Remuneration is reviewed annually. The time incurred in providing the Services must not exceed sixty hours per month during the term of the Services Agreement.

Downshire is entitled to reimbursement of certain telephone, transport and other expenses.

7.9 NON-EXECUTIVE REMUNERATION

MARK ELLIOTT

Non-Executive Chairman

Dr Mark Elliott has entered into a letter of appointment with the Company, confirming his appointment as Chairman of Mako Gold on 1 March 2017. The letter of appointment is in standard form and details the nature of Dr Elliott's appointment, his duties and his remuneration.

Dr Elliott is entitled to receive an annual fee of \$80,000 (before income tax and statutory superannuation) paid in monthly instalments beginning on the date the Company is admitted to the ASX.

For the period from 1 March 2017 until the Company completes a listing on the ASX, Dr Elliott will be paid \$5,000 per month.

Dr Elliott is also entitled to be paid expenses properly incurred in connection with the business of the Company.

MICHELE MUSCILLO **Non-Executive Director**

Mr Michele Muscillo has entered into a letter of appointment with the Company confirming his appointment as Director on 20 April 2017. The letter of appointment is in standard form and details the nature of Mr Muscillo's appointment, his duties and his remuneration.

Mr Muscillo is entitled to receive an annual fee of \$50,000 (inclusive of income tax and statutory superannuation) paid in monthly instalments beginning on the date the Company is admitted to the ASX. Mr Muscillo is also entitled to be paid expenses properly incurred in connection with the business of the Company.

7.10 DEEDS OF ACCESS, INDEMNITY AND INSURANCE FOR DIRECTORS

The Company has entered into a deed of access, indemnity and insurance with each Director to provide indemnification, including advancement of expenses incurred in legal proceedings to which the Director was, or is threatened to be made, a party by reason of the fact that such Director is or was a Director, officer, employee or agent of the Company, provided that such Director acted in good faith and in a manner that the Director reasonably believed to be in, or not opposed to, the Company's best interests. The deed of access, indemnity and insurance also contains the Director's rights to Board papers.

At present, there is no pending litigation or proceeding involving a Director or officer for which indemnification is sought, nor is the Company aware of any threatened litigation that may result in claims for indemnification.

The Company maintains insurance policies that indemnify its Directors and officers against various liabilities that might be incurred by any Director or officer in his or her capacity as such.

7.11 RELATED PARTY TRANSACTION POLICY

Pursuant to the Company's Corporate Governance Charter (see Section 8) the Company policy in respect of Related Party transactions is:

- a. a Director who has a material person interest in a matter must disclose the presence of that interest to the Company;
- b. a Director who has a material personal interest in a matter must not attend a meeting of the Board while that matter is being considered, or vote on the matter; and

- c. a Director may do either or both of the things mentioned in (b) above if a resolution is passed to that effect or if ASIC has given its consent.

7.12 RELATED PARTY TRANSACTIONS

Chapter 2E of the Corporations Act governs related party transactions with respect to public companies. Related parties include Directors and entities controlled by Directors. Related party transactions require Shareholder approval unless they fall within one of the exceptions in Chapter 2E. Transactions entered into by proprietary companies are not regulated by Chapter 2E.

The Company was incorporated on 4 June 2015 and shareholders and its registration details were altered by ASIC on 23 June 2017.

The Company has entered into a number of related party transactions which have been entered into prior to Conversion.

Details of each of these transactions are as follows:

- a. the issue of 18,333,433 Shares issued at an issue price of \$0.001 each to an entity associated with Ann Ledwidge and Peter Ledwidge, founders of the Company, during its formative stages;
- b. the issue of 8,666,667 Shares issued at an issue price of \$0.001 each to an entity associated with Mark Elliott, a Director and founder of the Company, during its formative stages;
- c. the issue of 500,000 Shares issued at an issue price of \$0.01 each to an entity associated with Michele Muscillo, a Director, during its formative stages;
- d. an executive service agreement for services as Managing Director with Peter Ledwidge. The terms of this agreement are set out in Section 9.6. The agreement is considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act and as such, member approval of the transaction was not required;
- e. an executive service agreement for services as General Manager Exploration with Ann Ledwidge. The terms of this agreement are set out in Section 9.6. The agreement is considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act and as such, member approval of the transaction was not required;
- f. the Company has entered into letters of appointment with each of the Non-Executive Directors, Mark Elliott and Michele Muscillo. The terms of these agreements are set out in Section 9.7; and
- g. the Company has entered into Deeds of Access, Indemnity and Insurance with each Director. The terms of these agreements are set out in Section 9.8.

8. CORPORATE GOVERNANCE

8.1 INCORPORATION OF CORPORATE GOVERNANCE MATERIAL

For the purposes of this Prospectus, the Company also relies upon the provisions in section 712 of the Corporations Act which enables the Company to incorporate material by reference into this Prospectus. Accordingly rather than contain all the information that may be required to be set out in a standard document of this type in relation to the corporate governance practices of the Company, it incorporates by reference the Corporate Governance Charter of Mako Gold adopted on 4 January 2018 and lodged with the ASIC on 19 January 2018.

The Corporate Governance Charter can be obtained, at no cost, from the Company's registered office and is also available on the Mako Gold website (www.makogold.com.au).

The following summary is provided pursuant to section 712(2) of the Corporations Act.

8.2 GENERAL

To the extent applicable, commensurate with the Company's size and nature, the Company has adopted The Corporate Governance Principles and Recommendations (3rd Edition) as published by the ASX Corporate Governance Council (**Recommendations**). The Directors will seek, where appropriate, to provide accountability levels that meet or exceed the Recommendations, which are not prescriptions, but guidelines.

The Company's main corporate governance policies and practices are outlined below.

8.3 BOARD OF DIRECTORS

The Board oversees the Company's business and is responsible for the overall corporate governance of the Company. It monitors the operational, financial position and performance of the Company and oversees its business strategy, including approving the strategy and performance objectives of the Company.

The Board is committed to maximising performance and generating value and financial returns for Shareholders. To further these objectives, the Board has created a framework for managing the Company, including the adoption of relevant internal controls, risk management processes and corporate governance policies and practices which the Board believes are appropriate for the business and which are designed to promote the responsible management and conduct of the Company.

8.4 COMPOSITION OF THE BOARD

The Board is currently comprised of two Non-Executive Directors and one executive Director. Biographies of the Directors are provided in Section 7.1.

As the Company's activities increase in size, nature and scope, the size of the Board will be reviewed periodically and the optimum number of Directors required to adequately govern the Company's activities determined within the limitations imposed by the Constitution.

In assessing the independence of Directors, the Company has regard to Principle 2 of the Recommendations. The Corporate Governance Charter sets out further matters that the Board will consider when determining the independence of Directors of the Company.

Each Director has confirmed to the Company that he anticipates being available to perform his duties as a Non-Executive Director or executive Director, as applicable, without constraint from other commitments.

8.5 NOMINATIONS COMMITTEE

The Board has not formally established a nominations committee as the Directors consider that the Company is not of a size nor are its affairs of such complexity as to justify the formation of a nominations committee. The Board considers that it is able to deal efficiently and effectively with Board composition and succession issues without establishing a separate nomination committee and in doing so, the Board will be guided by the Corporate Governance Charter, which can be accessed on the Mako Gold website under "Corporate Governance". The Company will review this position annually and determine whether a nominations committee needs to be established.

8.6 REMUNERATION COMMITTEE

The Board has established a remuneration committee comprising the Directors:

- a. Michele Muscillo (Independent Non-Executive Director);
- b. Mark Elliott; and
- c. Peter Ledwidge.

The Board considers that it is able to deal efficiently and effectively with remuneration issues and will initially comprise the remuneration committee. In doing so, the Board will be guided by the Corporate Governance Charter, which can be accessed on the Mako Gold website under "Corporate Governance". The Company will review this position annually and determine whether a remuneration committee needs to be established. The Company will also provide details in

its Corporate Governance Statement, its annual report or on the Mako Gold website of the processes it employs in relation to setting the level and composition of remuneration for Directors and senior management and ensuring that such remuneration is appropriate and not excessive.

8.7 IDENTIFICATION AND MANAGEMENT OF RISK

The Company has established an audit and risk committee (**Audit and Risk Committee**) to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to the Company. The Audit and Risk Committee will be responsible for reviewing and making recommendations to the Board in relation to the adequacy of the Company's processes for managing risks and developing an appropriate risk management policy framework to provide guidance to Company Management.

The Audit and Risk Committee comprise the current Directors being:

- a. Michele Muscillo (Independent Non-Executive Director);
- b. Mark Elliott; and
- c. Peter Ledwidge.

8.8 ETHICAL STANDARDS

The Company is committed to the establishment and maintenance of appropriate ethical standards. Accordingly, the Company has adopted a corporate ethics policy and a corporate Code of Conduct. The Code of Conduct establishes the principles and responsibilities to which the Company is committed with respect to both its internal dealings with employees and consultants, and external dealings with Shareholders and the community at large.

The Code of Conduct sets out the standard which the Board, Management and employees of the Company are encouraged to comply with when dealing with each other, Shareholders and the broader community.

The responsibilities contained within the Code of Conduct include:

- a. to increase Shareholder value within an appropriate framework which safeguards the rights and interests of the Company's Shareholders and the financial community;
- b. compliance with all legislative and common law requirements which affect its business;
- c. compliance with the applicable legal rules regarding privacy, privileges, private and confidential information; and
- d. compliance with the laws and regulations of the countries in which its businesses operate and acting in an ethical manner, consistent with the principles of honesty, integrity, fairness and respect.

8.9 DIVERSITY POLICY

The Company has established a diversity policy.

8.10 RISK MANAGEMENT POLICY

The Company has established an Audit and Risk Committee (refer to Section 8.7).

8.11 SHARE TRADING POLICY

The Company has adopted a Trading Policy which is intended to ensure that persons who are discharging managerial responsibilities including but not limited to Directors, do not abuse, and do not place themselves under suspicion of abusing Inside Information that they may be thought to have, especially in periods leading up to an announcement of the Company.

Under the terms of the Trading Policy, a Restricted Person (as identified in the Trading Policy) must not deal with Securities of the Company unless a clearance to deal is obtained in accordance with the Trading Policy or the dealing is an Excluded Dealing (as identified in the Trading Policy). Further, a Restricted Person must not deal with securities of the Company if such a dealing would involve:

- a. use of inside information;
- b. short-term selling;
- c. short selling; or
- d. hedging transactions.

8.12 ASX CORPORATE GOVERNANCE

- a. To further enhance listed entities' disclosure of corporate governance issues, the ASX Corporate Governance Council (**CGC**) was established on 1 August 2002. The CGC was established for the purpose of setting an agreed set of corporate governance standards of best practice for Australian listed entities. The CGC has released its Principles of Good Corporate Governance and Best Practice Recommendations (ASX Guidelines) which will apply to the Company's financial statements upon listing on the ASX. The ASX Guidelines articulate ten (10) core principles that CGC believes underlie good corporate governance. The ASX Guidelines provide that a listed entity's Annual Report is required to disclose its main corporate governance practices and also the extent to which the entity complies with the ASX Guidelines and where it does not, to explain why.
- b. The information below outlines the main corporate governance policies of the Company which the Directors have adopted as well as addressing in some detail the ASX Guidelines.
- c. Before referring to the specific principles set out in the ASX Guidelines and the steps being

CORPORATE GOVERNANCE

taken by the Company to comply with those, the following factors should be noted:

1. each of the Directors dedicates considerable time and effort to the affairs of the Company. The Directors manage to do so within busy schedules for other work and business commitments and as a consequence, the principal focus of their endeavours (while operating within a sound base for corporate governance) must necessarily be promotion of the Company's activities and improving Shareholder value;
 2. while following successful listing the market capitalisation of the Company will be reasonably significant (approximately \$14,890,020, assuming the Minimum Subscription, and approximately \$15,890,020, assuming the Maximum Subscription
- at the Offer Price), the Company does not expect to be included within the ASX 200 upon listing. Accordingly, the ASX Guidelines will not automatically become binding on the Company. That said, the Company is committed to adopting corporate governance policies commensurate with its business activities and has adopted a formal Corporate Governance Charter, setting out the roles and responsibilities of the independent committees described above.
3. it is within the above context that the Directors are establishing the appropriate processes to ensure that they are compliant with a number of ASX Guidelines on listing. In the context of those Guidelines, the Directors make the following observations in relation to the Company's corporate governance status:

Principle Number	Best Practice Recommendation	Compliance Yes/No
1	Lay solid foundations for management and oversight	
1.1	Disclose the respective roles and responsibilities of the board and management and those matters expressly reserved to the board and those delegated to management.	Yes
1.2	Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director and provide security holders with all material information in the company's possession relevant to a decision on whether or not to elect or re-elect a director.	Yes
1.3	Have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes – see Section 9
1.4	The company secretary should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes
1.5	Have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress in achieving them. Disclose that policy or a summary of it. Disclose at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the Company's diversity policy and its progress toward achieving them and either the respective proportions of men and women on the board, in senior executive positions across the whole organisation (including how the entity has defined "senior executive" for these purposes) or if the Company is a relevant employer" under the Workplace Gender Equality Act 2012 (Cth), the Company's most recent "Gender Equality Indicators", as defined in and published under that Act.	Yes – see Section 11.9
1.6	Have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors and disclose whether a performance evaluation was undertaken in accordance with that process.	No – see notes below

Principle Number	Best Practice Recommendation	Compliance Yes/No
1.7	Have and disclose a process for periodically evaluating the performance of senior executives and disclose whether a performance evaluation was undertaken in accordance with that process.	No – see notes below
2	Structure the board to add value	
2.1	Does the board have a nomination committee? If the board does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	No – see Section 8.5
2.2	Have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	No – see notes below
2.3	Disclose the names of the directors considered by the board to be independent directors. If a director has an interest, position, association or relationship that might cause doubts about the independence of a director, disclose the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion. Disclose the length of service of each director.	Yes
2.4	The majority of the board should be independent directors.	No – see notes below
2.5	The chair of the board should be an independent director and, in particular, should not be the same person as the chief executive officer.	No – see notes below
2.6	Have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Yes
3	Act ethically and responsibly	
3.1	Have a code of conduct for directors, senior executives and employees and disclose that code or a summary of it.	Yes – see Section 8.8
4	Safeguard integrity in corporate reporting	
4.1	The board should have an audit committee which: <ul style="list-style-type: none"> • has at least three members, all of whom are non-executive directors; and • a majority of whom are independent directors; and • be chaired by an independent director who is not the chair of the board; and • disclose the charter of the committee, the relevant qualifications and experience of the members of the committee; and • in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings. 	Yes – see Section 8.7 No No Yes Yes Yes See notes in relation to non-compliance

CORPORATE GOVERNANCE

Principle Number	Best Practice Recommendation	Compliance Yes/No
4.2	The board should, before it approves the entity's financial statements for a financial period, receive from its chief executive officer and chief financial officer a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes
4.3	Ensure that the company's external auditor attends the annual general meeting and is available to answer questions from security holders relevant to the audit.	Yes
5	Make timely and balanced disclosure	
5.1	Establish a written policy designed to ensure compliance with ASX Listing Rule disclosure requirements and disclose that policy or a summary of it.	Yes
6	Respect the rights of shareholders	
6.1	Provide information about the company and its governance to investors via the company's website.	Yes
6.2	Design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes
6.3	Disclose policies and processes in place to facilitate and encourage participation at meetings of security holders.	Yes
6.4	Give security holders the option to receive communications from, and send communications to, the company and its security registry electronically.	Yes
7	Recognise and manage risk	
7.1	Have a committee or committees to oversee risk, each of which has: <ul style="list-style-type: none"> • at least three members; and • a majority of whom are independent directors; and • are chaired by an independent director; and • disclose the charter of the committee and the members of the committee; and • at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings. 	Yes – see Section 8.7 Yes No Yes Yes Yes
7.2	The board or committee of the board should review the company's risk management framework at least annually to satisfy itself that it continues to be sound and disclose, in relation to each reporting period, whether such a review has taken place.	Yes
7.3	Disclose if it has an internal audit function, how the function is structured and what role it performs or if it does not have an internal audit function, that fact and the processes it employs for evaluation and continually improving the effectiveness of its risk management and internal control processes.	Yes
7.4	Disclose whether the company has any material exposure to economic, environmental and social sustainability risks and if it does, how it manages or intends to manage those risks.	Yes – see Section 5

Principle Number	Best Practice Recommendation	Compliance Yes/No
8	Remunerate fairly and responsibly	
8.1	The board should have a remuneration committee which has: <ul style="list-style-type: none"> at least three members, all of whom are independent directors; and is chaired by an independent director; and disclose the charter of the committee, the members of the committee; and at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings. 	Yes – see Section 8.6 No Yes Yes Yes
8.2	Separately disclose policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes – see Section 7
8.3	Have a policy on whether participants are permitted to enter into transactions (whether through use of derivatives or otherwise) which limit the economic risk of participating in the scheme and disclose that policy or a summary of it.	Yes – see Section 8.11

NOTES

a. Recommendation 1.6: Board reviews

The Board did not conduct a performance evaluation during the last 12 months and has not adopted a Board performance evaluation policy.

The Company believes that the small size of the Board and the current scale of the Company's activities make the establishment of a formal performance evaluation procedure unnecessary. Performance evaluation is a discretionary matter for consideration by the entire Board. In the normal course of events the Board reviews performance of the Management, Directors and the Board as a whole. Achievement of goals and business development and compliance issues are evaluated regularly on an informal basis.

The Board is provided with the information it needs to discharge its responsibilities effectively. All Directors have access to corporate governance policies and material contracts entered into by the Company. The Directors also have access to the Company Secretary for all Board and governance-related issues.

b. Recommendation 1.7: Management reviews

The Board did not conduct a performance evaluation of senior executives during the last 12 months and has not adopted a performance evaluation policy.

The Company believes that the small size of the executive team and the current scale of the Company's activities make the establishment of a formal performance evaluation procedure unnecessary. Performance evaluation is a discretionary matter for consideration by the entire Board. In the normal course of events the Board reviews performance of the Management, Directors and the Board as a whole. Achievement of goals and business development and compliance issues are evaluated regularly on an informal basis.

c. Recommendation 2.2: Board skills matrix

Details of the current Directors, their skills, experience and qualifications are set out in the Prospectus. These details, plus a record of attendance at meetings, will be included in the Directors' Report within the annual report in future. No specific skills matrix is currently prepared and disclosed as the Company does not believe its current size and scale warrants that level of detail.

d. Recommendation 2.4: Majority of Directors to be independent

Mr Peter Ledwidge is an Executive Director and is not considered independent. The Company is of the view that Dr Mark Elliott is not considered to be an independent Director. While Mr Michele Muscillo is a Partner of the firm HoggoodGanim Lawyers, Solicitors to the Company, the Board considers that relationship does not disqualify Mr Muscillo from being independent, and as such, it is considered that Mr Muscillo is independent. Accordingly, the Board does not consist of a majority of independent Directors.

The Board will consider appointing independent Directors in the future, when the Company is of sufficient size and having regard to the scale and nature of its activities. In the meantime, the Company believes that given the size and scale of its operations, non-compliance by the Company with this recommendation will not be detrimental to the Company or its Shareholders.

e. Recommendation 2.5: Chairman of the Board to be independent

The Non-Executive Chairman, Dr Mark Elliott, is not considered to be independent under the ASX Guidelines because he is a substantial security holder of the Company. Dr Elliott is not the CEO of the Company.

The Company is of the view that the size and scale of its current operations do not warrant the appointment of an independent Chairperson and that non-compliance with this recommendation will not be detrimental to the Company or its Shareholders.

f. Recommendation 4.1: Audit Committee

The Board has established an Audit and Risk Management Committee. The Committee is:

1. Michele Muscillo
(Independent Non-Executive Director);
2. Mark Elliott; and
3. Peter Ledwidge.

The Audit & Risk Committee comprises the current Board of Directors and therefore is not made up of Non-Executive Directors only or a majority of independent Directors. The Company believes that given the size and scale of its operations, non-compliance by the Company will not be detrimental to the Company.

g. Recommendation 8.1: Remuneration Committee

The Board has established a Remuneration Committee. The Committee is:

1. Michele Muscillo (Independent Non-Executive Director);
2. Mark Elliott; and
3. Peter Ledwidge.

The Remuneration Committee comprises the current Board of Directors and therefore is not made up of a majority of independent Directors. The Company believes that given the size and scale of its operations, non-compliance by the Company will not be detrimental to the Company.



Busy market day in
Burkina Faso

9. SUMMARY OF MATERIAL CONTRACTS

The contracts entered into by Mako Gold which are material to its operations are as follows:

9.1 NAPIÉ EXPLORATION PERMIT FARM-IN AND JOINT VENTURE AGREEMENT

Mako Gold has entered into a farm-in and joint venture agreement with Occidental (**Permit Holder**) dated 6 September 2017 (as amended) (**Farm-in Agreement**). Pursuant to the Farm-in Agreement, Mako Gold will provide funding to explore and develop the Napié Permit, in exchange for the right for Mako Gold to earn up to an effective 75% participating interest in the Napié Permit.

The Farm-in Agreement is subject to, and conditional upon:

- a. Mako Gold completing customary due diligence on Occidental and the Napié Permit to its satisfaction (**Due Diligence Condition**); and
- b. Mako Gold being admitted for listing on the ASX on or before 1 May 2018, (**Conditions Precedent**).

Mako Gold has notified Occidental that the Due Diligence Condition has been satisfied.

The continued operation of the Farm-in Agreement is also subject to the renewal of the Napié Permit with effect from 18 December 2018. Mako Gold must prepare the renewal application for lodgement by Occidental. The agreement will cease immediately without compensation if the Napié Permit is not renewed by the Government of Côte d'Ivoire. As per law, the exploration permit is renewable by right where the holder complies with all his rights and obligations provided for by the Mining Regulations.

Occidental is the registered holder of the Napié Permit, but has an existing joint venture arrangement with African American Investment Fund SA (**AAIF**) (**AAIF JV Agreement**). Occidental has advised that while the terms of the AAIF JV Agreement are agreed, the AAIF JV Agreement remains unsigned. However the Farm-in Agreement contemplates and obliges Mako Gold to recognise AAIF's rights as contemplated in the AAIF JV Agreement. Under the AAIF JV Agreement, Occidental holds a 90% participating interest in the Napié Permit and AAIF holds the remaining 10% Participating Interest, free carried until the completion of a feasibility study which demonstrates that it is commercially feasible to develop a mining project (**Feasibility Study**). As a result of Mako Gold being entitled to earn its interest in the Napié Permit under the Farm-in Agreement, Occidental must not withdraw from the AAIF JV

Agreement without Mako Gold's written consent, assigns its rights and obligations under the AAIF JV Agreement to Mako Gold, to the extent of Mako Gold's interest in the Napié Permit, and appoints Mako Gold to be its nominee as project manager under the AAIF JV Agreement.

Accordingly, the terms of the Farm-in Agreement must be read in conjunction with the operation of the AAIF JV Agreement.

The Farm-in Agreement is divided into three stages.

Stage 1 – Initial Earn in

From the date of satisfaction or waiver of the Conditions Precedent until such time as the agreement moves into the Joint Contribution Phase, Mako Gold must sole fund expenditure for the Napié Permit.

Mako Gold may initially earn up to an effective 51% Participating Interest in the Napié Permit, totalling USD\$1,500,000 (the Earn-In Expenditure), as follows:

- a. an initial minimum expenditure of USD\$400,000 before 17 December 2018 (**Permit Year 1 Expenditure**);
- b. a further minimum expenditure of USD\$500,000 before 17 December 2019 (**Permit Year 2 Expenditure**); and
- c. a further minimum expenditure of USD\$600,000 before 17 December 2020 (**Permit Year 3 Expenditure**).

Mako Gold must give notice to Occidental after incurring the Earn-in Expenditure, verifying the Earn-in Expenditure.

During the initial term of sole funding expenditure under the Farm-in Agreement, Mako Gold will undertake to pay all relevant taxes and fees relating to the Napié Permit and ensure that the minimum expenditures are made, so that the Napié Permit remains in good standing. The project manager shall be appointed by Mako Gold while Mako Gold is sole funding expenditure.

Mako Gold may withdraw from the Farm-in Agreement without penalty at any time prior to earning the effective 51% Participating Interest in the Napié Permit by giving 10 days' notice to Occidental. In such event, Mako Gold will have no interest in the Napié Permit and must rehabilitate all works carried out on the Napié Permit during the term of the Farm-in Agreement.

If Mako Gold does not incur the Second Year Minimum Expenditure by the end of Permit Year 2 or the Earn-in Expenditure before the end of Permit Year 3, Mako Gold will be deemed to have withdrawn from the Farm-in Agreement.

Stage 2 – Feasibility Study

After receiving notice from Mako Gold verifying the Earn-in Expenditure, Occidental may elect to contribute to the preparation of a Feasibility Study to maintain its Participating Interest. From the date that Occidental makes that election Mako Gold is no longer sole funding expenditure, Occidental and Mako Gold shall contribute to expenditure in accordance with their Participating Interests from time to time (**Joint Contribution Phase**).

If Occidental does not give notice within 60 days, Occidental will be deemed to have elected not to exercise its right to contribute and the Joint Contribution Phase will not commence until Mako Gold completes the Feasibility Study or Mako Gold otherwise elects to withdraw from sole fund expenditure.

If Occidental does not elect to contribute to the preparation of the Feasibility Study, then:

- a. Mako Gold will increase its Participating Interest to an effective 75% if it continues to sole fund expenditure for the preparation and completion of a feasibility study in relation to the Napié Permit; or
- b. Mako Gold can elect to cease to sole fund expenditure, whereby Mako Gold’s Participating Interest will reduce to an effective 39%, and Mako Gold or its nominee will be removed as Project Manager, and Occidental or Occidental’s nominee will be appointed as Project Manager.

If Mako Gold elects to sole fund the Feasibility Study but then:

- a. defaults in incurring the minimum annual statutory expenditure required after having earned an effective 51% Participating Interest but before having earned an effective 75% Participating Interest, and does not remedy the default after 60 days’ notice from Occidental; or
- b. decides, at any time after having made that sole funding election, not to continue sole funding expenditure to complete a feasibility study,

Mako Gold’s Participating Interest in the Napié Permit will be reduced to an effective 39%.

If the Joint Contribution Phase commences at the end of Stage 1 and before the Feasibility Study is completed a participant subsequently elects not to contribute to expenditure on the basis of their Participating Interest (or elects to contribute a lesser amount), or fails to meet their required expenditure contribution and has not remedied that default, then their Participating Interest will be diluted

in the manner specified in the Farm-in Agreement. The contributing participant may fund all or part of the shortfall, and its Participating Interest shall be adjusted in accordance with the formula in the Farm-in Agreement.

Once the Joint Contribution Phase commences, Mako Gold and Occidental will form a management committee and appoint the project manager. If there is no agreement on the appointment of the project manager, the party with the largest Participating Interest will be entitled to make the appointment. Voting by the management committee will be on the basis of the Participating Interests held.

AAIF’s Participating Interest by way of the AAIF JV Agreement is free carried pending completion of the Feasibility Study.

Stage 3 – Creation of NewCo

Provision is made by both the operation of the Farm-in Agreement and the AAIF JV Agreement, for a joint venture company (**NewCo**) to be established if the project is to proceed after the completion of the Feasibility Study.

Under the Farm-in Agreement, Mako Gold can require the creation of NewCo at any time after it has earned an effective 51% Participating Interest. Occidental must then transfer the Napié Permit to NewCo.

Under the AAIF JV Agreement, AAIF can upon completion of the Feasibility Study elect to either contribute to the project and receive a 10% Participating Interest in NewCo, or to convert its interest into a 5% Net Profit Interest (being a percentage of the joint venture or NewCo’s operating profits attributable to the Napié Permit) (**NPI**) or to sell its equity to Occidental and Mako Gold (in proportion to their Participating Interests and at either an agreed or independently assessed price).

The issued capital in NewCo will be allocated in proportion to each party’s Participating Interest.

Upon the formation of NewCo, the parties will enter into a shareholders’ agreement containing terms outlined in the Farm-in Agreement. The parties agree that AAIF should be a party to the shareholders’ agreement, and that provision should be made for when the Government Côte d’Ivoire exercises its right to participate in NewCo (on a non-contribution basis).

The interests of the various parties having an interest in the Napié Permit if Occidental elects to contribute after Mako Gold has earned an effective 51% Participating Interest will be as follows:

SUMMARY OF MATERIAL CONTRACTS

	Exploration Phase	Creation of Production NewCo (if AAIF elects to contribute)	Creation of Production NewCo (if AAIF elects to take a NPI)
Mako Gold	51%	45.33%	51%
Occidental	39%	34.67%	39%
AAIF	10%	10%	–
Government of Côte d'Ivoire	–	10% (non-contribution interest)	10% (non-contribution interest)

The interests of the various parties having an interest in the Permit if Occidental elects not to contribute after Mako Gold has earned an effective 51% Participating Interest and Mako Gold elects to sole fund expenditure until completion of a Feasibility Study will be as follows:

	Exploration Phase	Creation of Production NewCo (if AAIF elects to contribute)	Creation of Production NewCo (if AAIF elects to take a NPI)
Mako Gold	75%	66.67%	75%
Occidental	15%	13.33%	15%
AAIF	10%	10%	–
Government of Côte d'Ivoire	–	10% (non-contribution interest)	10% (non-contribution interest)

The interests of the various parties having an interest in the Permit if Occidental elects not to contribute after Mako Gold has earned an effective 51% Participating Interest and Mako Gold makes the Sole Funding Election, but then:

- a. defaults and clause 8.7 applies; or
- b. later decides to cease sole funding Expenditure and not complete the Feasibility Study will be as follows:

	Exploration Phase	Creation of Production NewCo (if AAIF elects to contribute)	Creation of Production NewCo (if AAIF elects to take a NPI)
Occidental	51%	45.33%	51%
Mako Gold	39%	34.67%	39%
AAIF	10%	10%	–
Government of Côte d'Ivoire	–	10% (non-contribution interest)	10% (non-contribution interest)

Each shareholder of NewCo will be entitled to appoint a director to the Board of NewCo, with the largest shareholder able to appoint a majority of the directors.

Occidental may withdraw from this Agreement without penalty at any time before NewCo is incorporated by giving 10 days' notice to Mako Gold, in which case Occidental must transfer the Napié Permit to Mako Gold, including its interest under the AAIF JV Agreement.

The Farm-in Agreement otherwise contains standard warranties for an agreement of this type in relation to the capacity to enter into and complete the transactions contemplated by the Farm-in Agreement. Specifically, the Permit Holder provides Mako Gold with warranties that the Napié Permit is in good standing.

9.2 NIOU EXPLORATION PERMIT OPTION AGREEMENT

Pursuant to the option agreement dated 31 July 2016 (**Niou Option Agreement**) the holder of the Niou Permit has granted to Mako SARL, a wholly owned subsidiary of Mako Gold (Company), an option to acquire 100% of the right, title and interest in the Niou Permit⁵.

Upon Nouvelle COFIBI SARL, represented by Mr Noufou Compaore (**Niou Permit Holder**), obtaining the decree of the 2nd renewal of the Niou Permit, Mako SARL making the following payments to the Niou Permit Holder, and discharging the following exploration expense obligations, the Niou Permit Holder will transfer 100% of the right, title and interest in the Niou Permit to Mako SARL (**Niou Prescribed Payments**).

5. This is subject to the 10% Burkina Faso Government free carry interest on conversion to a mining permit.

SUMMARY OF MATERIAL CONTRACTS

Niou Prescribed Payment description	Quantum of payment (US dollars)	Timing for payment
Initial payment to option holder	\$2,000	This payment has been made.
Minimum expenditure obligations on the Exploration Permit	Future minimum expenditure obligations under the relevant statutory provisions ⁶ .	In accordance with the relevant statutory provisions on a yearly basis.
First anniversary payment	\$10,000	This payment has been made.
Second anniversary payment	\$20,000	On or before the second anniversary of the Niou Option Agreement. 31 July 2018
Final payment	\$58,000	On or before the third anniversary of the Niou Option Agreement. 31 July 2019

In addition to the Niou Prescribed Payments, upon the transfer of 100% of the right, title and interest in the Niou Permit to Mako SARL, Mako SARL shall grant to the Niou Permit Holder a royalty fee equal to 1% of the total sales revenue derived from the sale of gold from the Niou Permit (after deducting the relevant corresponding costs of sales and any royalties payable to any government authority) per quarter.

The Niou Option Agreement contains standard warranties for an agreement of this type in relation to the capacity to enter into and complete the transactions contemplated by the Niou Option Agreement. In addition, the Niou Permit Holder provides Mako SARL with warranties that the Niou Permit is in good standing, and that the Niou Permit Holder is the sole and beneficial owner of 100% of all right, title and interest in the Niou Permit.

During the term of the Niou Option Agreement, Mako SARL will undertake to pay all relevant taxes and fees relating to the Niou Permit and ensure that the minimum expenditures are made, so that the Niou Permit remains in good standing.

Mako SARL is entitled to terminate the Niou Option Agreement on 30 days' written notice.

Either party is entitled to terminate the Niou Option Agreement where the other party has failed to rectify a default within 30 days, having received notification to rectify such default from the other parties.

9.3 TANGORA EXPLORATION PERMIT OPTION AGREEMENT

Pursuant to the option agreement dated 30 July 2016 (**Tangora Option Agreement**) the holder of the Tangora Permit has granted to Mako SARL, a wholly owned subsidiary of Mako Gold Limited (**Company**), an option to acquire 100% of the right, title and interest in the Tangora Permit⁷.

Upon Mako SARL making the following payments to Mr Ouedraogo Daouda (**Tangora Permit Holder**) and discharging the following exploration expense obligations, the Permit Holder will transfer 100% of the right, title and interest in the Tangora Permit to Mako SARL (**Tangora Prescribed Payments**).

Prescribed Payment description	Quantum of payment (US dollars)	Timing for payment
Initial payment to option holder	\$5,000	This payment has been made.
Minimum expenditure obligations on the Exploration Permit	Future minimum expenditure obligations under the relevant statutory provisions ⁸ .	In accordance with the relevant statutory provisions on a yearly basis.
First anniversary payment	\$15,000	This payment has been made.
Second anniversary payment	\$25,000	On or before the day of the second anniversary of the Tangora Option Agreement. 30 July 2018
Final payment	\$45,000	On or before the third anniversary of the Tangora Option Agreement. 30 July 2019

6. Expenditure set at FCFA 270,000 per square kilometre per year. This equates to approximately AUD\$160,000 per year.
7. This is subject to the 10% Burkina Faso Government free carry interest on conversion to a mining permit.
8. Expenditure set at FCFA 270,000 per square kilometre per year. This equates to approximately AUD\$120,000 per year.

SUMMARY OF MATERIAL CONTRACTS

In addition to the Tangora Prescribed Payments, upon the transfer of 100% of the right, title and interest in the Tangora Permit to Mako SARL, Mako SARL shall grant to the Tangora Permit Holder a royalty fee equal to 1% of the total sales revenue derived from the sale of gold from the Tangora Permit (after deducting the relevant corresponding costs of sales and any royalties payable to any government authority) per quarter. Mako SARL has the option to reduce the royalty rate to 0% at any time by paying the sum of USD\$1,000,000 to the Tangora Permit Holder.

The Tangora Option Agreement contains standard warranties for an agreement of this type in relation to the capacity to enter into and complete the transactions contemplated by the Tangora Option Agreement. In addition, the Tangora Permit Holder provides Mako SARL with warranties that the Tangora Permit is in good standing and that the Tangora Permit Holder is the sole and beneficial owner of 100% of all right, title and interest in the Tangora Permit.

During the term of the Tangora Option Agreement, Mako SARL will undertake to pay all relevant taxes and fees relating to the Tangora Permit and ensure that the minimum expenditures are made, so that the Tangora Permit remains in good standing.

Mako SARL is entitled to terminate the Tangora Option Agreement on 30 days' written notice.

Either party is entitled to terminate the Tangora Option Agreement where the other party has failed to rectify a default within 30 days, having received notification to rectify such default from the other parties.

9.4 SUBSCRIPTION AGREEMENT

The Company entered into a share subscription agreement with Resolute Mining Limited (ASX: RSG) (**Resolute**) dated 19 January 2018 (**Subscription Agreement**), pursuant to which Resolute (or its nominee) has agreed to subscribe for 10,000,000 Shares (and 5,000,000 Options) (**Subscription Securities**) under the Offer (**Allocation Offer**) subject to the terms of the Subscription Agreement.

The Subscription Agreement was subject only to the Company lodging this Prospectus with ASIC (**Condition Precedent**).

Upon completion of the Condition Precedent, Resolute must:

- a. complete the Application Form for the issue of Subscription Securities under the Subscription Agreement;
- b. deliver the completed Application Form to the Company; and
- c. pay the amount due under the Allocation Offer (**Subscription Price**) in the manner contemplated in the Prospectus,

(**Resolute Obligations**).

In the event that the Company is not listed within three months of the date of the Prospectus, the Subscription Agreement shall terminate and the Subscription Price shall be refunded in full, unless agreed otherwise in writing.

Resolute has the right to terminate the Subscription Agreement:

- a. if the Prospectus differs from the version of the Prospectus given to Resolute prior to execution of the Subscription Agreement (other than changes that are trivial or typographical). This must be done within 10 Business Days of the date of the Prospectus;
- b. if the Company changes the terms of the Offer or the proposed capital structure of the Company following the Offer from that detailed in the version of the Prospectus given to Resolute prior to execution of the Subscription Agreement;
- c. if the Company is required to issue a supplementary or replacement prospectus under section 724 of the Corporations Act. This must be done within 5 Business Days of the date of the supplementary or replacement prospectus; or
- d. if, at any time prior to the allotment of Shares and Options under the Prospectus, either or both of Mr Peter Ledwidge or Ms Ann Ledwidge cease to be employed by the Company in roles substantially similar to their current roles.

In these circumstances, Resolute will not be required to complete the Resolute Obligations, and, if terminated under b, c or d, Resolute will be entitled to a refund of the Subscription Price, if it has already been paid.

The Subscription Agreement otherwise contains standard warranties for an agreement of this type.

9.5 LEAD MANAGER AGREEMENT

Mako Gold has entered into the Lead Manager Mandate dated 9 October 2017 (**Lead Manager Mandate**). The Company exclusively appoints Novus to act as the exclusive financial adviser, sponsoring broker, and lead manager of the Offer (**Lead Manager**).

The Company has agreed, pursuant to the terms of the Mandate Agreement, to pay the Lead Manager:

- a. a first month advisory fee of \$15,000;
- b. after the first month, a monthly advisory and work fee of \$8,500, subject to review after a maximum of 6 months. This fee drops to \$5,000 during the Offer period;
- c. initial sponsoring broker fees as follows:
 1. \$30,000 cash; and
 2. 75,000 Shares,

on Prospectus lodgement;

- d. capital raising success fees as follows:
1. a 1.25% management fee payable on all funds (including those funds introduced by parties other than the Lead Manager); and
 2. a 6% placement fee (**Placement Fee**) from funds raised under the Offer – any third party fees (payable to other brokers that have participated in the Offer) will be paid out of the Placement Fee. If third party fees are above the Placement Fee, the Company will rebate to the Lead Manager the excess above the Placement Fee.

e. completion success fees as follows:

1. \$25,000 cash; and
2. 375,000 Shares,

upon admission of the Company to the ASX; and

- f. a post-listing monthly advisory and work fee of \$6,000, with a minimum period of 6 months.

The term of the Lead Manager Mandate is from its execution until 12 months after the completion of the Company's admission to the ASX, with a minimum term of 6 months (Minimum Term). The Lead Manager Mandate shall continue on a rolling 60 day term until at least one party issues a 60 day notice of termination.

The Company may terminate the Lead Manager Mandate at any time after the Minimum Term by giving 60 days' written notice. The Company may also terminate the Lead Manager Mandate at any time before the expiry of the Minimum Term by giving 30 days' written notice and paying a break fee, being the greater of \$30,000 or \$12,000 per month from commencement until the expiry of the notice period.

The Company has agreed to indemnify the Lead Manager against losses, claims, and expenses which the Lead Manager may suffer or incur resulting from the Offer or any other matter in which the Lead Manager becomes involved in connection with the Company, except where that indemnity arose out of the negligence, bad faith or unlawful misconduct of the Lead Manager and its associates.

The Lead Manager may terminate its obligations under the Lead Manager Mandate by giving the Company 30 days' written notice upon any material adverse change in national or international financial markets occurring that make it impracticable to proceed with the Offer.

The Lead Manager may also terminate its obligations under the Lead Manager Mandate by giving the Company 30 days' written notice upon a material breach of the Lead Manager Mandate or other prescribed events relating to the good standing of the Company, the Board or the Offer.

9.6 SERVICE AGREEMENTS

PETER LEDWIDGE Managing Director

Mako Gold has entered into an executive service agreement with Mr Peter Ledwidge dated 25 August 2017 as Managing Director of the Company (**Ledwidge Agreement**). The Ledwidge Agreement is subject to, and conditional upon, the Company being admitted to the official list of the ASX by no later than 1 May 2018, or such other date as is agreed between the parties.

Mr Ledwidge's employment commences on the date of quotation of the Company's Shares on the ASX, continues until terminated in accordance with the terms of the Ledwidge Agreement, and will replace and supersede any service or employment contracts previously held between Mako Gold and Mr Ledwidge.

Mr Ledwidge is entitled to base remuneration of \$255,000 per annum, inclusive of statutory superannuation contributions. Salary is reviewed annually.

Mr Ledwidge is entitled to a bonus for the achievement of specified key performance indicators by the Company, assessed annually.

Mr Ledwidge is entitled to a mobile telephone and a laptop computer for use during the course of employment, and is entitled to reimbursement of certain travel and other expenses.

Mr Ledwidge is also entitled to participate in any incentive plan implemented by the Company.

Mr Ledwidge is prohibited from holding any interests in any mineral exploration or mining licences, or any interests in any unlisted entities which hold such licences, without prior written consent of the Company, save for certain excluded interests contained in the Ledwidge Agreement.

The Ledwidge Agreement may be terminated during its term:

- a. by Mr Ledwidge giving three months' written notice;
- b. by the Company giving three months' written notice without cause (or three months' payment in lieu of notice); or
- c. by the Company giving immediate notice in the event of specified circumstances such as serious misconduct, persistent breach of the Ledwidge Agreement, or dealings by a court for a criminal offence, whether or not a conviction is recorded.

If the Ledwidge Agreement is terminated by the Company without cause, Mr Ledwidge is entitled to a payment equal to three months' of his annual base remuneration, subject to the Termination Benefits provisions of the Corporations Act.

SUMMARY OF MATERIAL CONTRACTS

ANN LEDWIDGE

General Manager Exploration

Mako Gold has entered into an executive service agreement with Ms Ann Ledwidge dated 25 August 2017 as General Manager, Exploration, of the Company (**Executive Service Agreement**). The Executive Service Agreement is subject to, and conditional upon, the Company being admitted to the official list of the ASX by no later than 1 May 2018, or such other date as is agreed between the parties.

Ms Ledwidge's employment commences on the date of quotation of the Company's Shares on the ASX, continues until terminated in accordance with the terms of the Executive Service Agreement, and will replace and supersede any service or employment contracts previously held between Mako Gold and Ms Ledwidge.

Ms Ledwidge is entitled to base remuneration of \$205,000 per annum, inclusive of statutory superannuation contributions. Salary is reviewed annually.

Ms Ledwidge is entitled to a bonus for the achievement of specified key performance indicators by the Company, assessed annually.

Ms Ledwidge is entitled to a mobile telephone and a laptop computer for use during the course of employment, and is entitled to reimbursement of certain travel and other expenses.

Ms Ledwidge is also entitled to participate in any incentive plan implemented by the Company.

Ms Ledwidge is prohibited from holding any interests in any mineral exploration or mining licences, or any interests in any unlisted entities which hold such licences, without prior written consent of the Company, save for certain excluded interests contained in the Executive Service Agreement.

The Executive Service Agreement may be terminated during its term:

- a. by Ms Ledwidge giving three months' written notice;
- b. by the Company giving three months' written notice without cause (or three months' payment in lieu of notice); or
- c. by the Company giving immediate notice in the event of specified circumstances such as serious misconduct, persistent breach of the Executive Service Agreement, or dealings by a court for a criminal offence, whether or not a conviction is recorded.

If the Executive Service Agreement is terminated by the Company without cause, Ms Ledwidge is entitled to a payment equal to three months' of her annual base remuneration, subject to the Termination Benefits provisions of the Corporations Act.

PAUL MARSHALL

CFO and Company Secretary

Mako Gold has entered into a services agreement with Downshire Investments Pty Ltd (**Downshire**), a company associated with Mr Paul Marshall, and Mr Marshall, dated 4 September 2017, for Downshire to provide executive and office administration services to the Company, including procuring the company secretary and chief financial officer (**CFO**) of the Company (**Services**), being Mr Marshall (**Services Agreement**).

The Services Agreement commenced as from the date of appointment of Mr Marshall as the Company Secretary and CFO of Mako Gold, agreed to be 1 May 2017, and continues until terminated in accordance with the terms of the Services Agreement.

Downshire is entitled to base remuneration of \$104,000 per annum. Remuneration is reviewed annually. The time incurred in providing the Services must not exceed sixty hours per month during the term of the Services Agreement.

Downshire is entitled to reimbursement of certain telephone, transport and other expenses.

The Services Agreement may be terminated during its term:

- a. by Downshire giving three months' written notice, after the Company has listed on the ASX;
- b. by Downshire giving one week's written notice, at any time before the Company has listed on the ASX;
- c. by the Company giving three months' written notice without cause; or

by the Company giving immediate notice in the event of specified circumstances such as Downshire breaching the Services Agreement, misappropriating Company property, or being charged with a criminal offence.

9.7 NON-EXECUTIVE DIRECTORS LETTER OF APPOINTMENT

DR MARK ELLIOTT Chairman

Dr Mark Elliott has entered into a letter of appointment with the Company confirming his appointment as Chairman of Mako Gold on 1 March 2017. The letter of appointment is in standard form and details the nature of Dr Elliott's appointment, his duties and his remuneration.

Dr Elliott is entitled to receive an annual fee of \$80,000 (before income tax and statutory superannuation) paid in monthly instalments beginning on the date the Company is admitted to the ASX.

Dr Elliott is also entitled to be paid expenses properly incurred in connection with the business of the Company.

MR MICHELE MUSCILLO Non-Executive Director

Mr Michele Muscillo has entered into a letter of appointment with the Company confirming his appointment as Director on 20 April 2017. The letter of appointment is in standard form and details the nature of Mr Muscillo's appointment, his duties and his remuneration.

Mr Muscillo is entitled to receive an annual fee of \$50,000 (inclusive of income tax) paid in monthly instalments beginning on the date the Company is admitted to the ASX. Mr Muscillo is also entitled to be paid expenses properly incurred in connection with the business of the Company.

9.8 DEEDS OF ACCESS, INDEMNITY AND INSURANCE FOR OFFICERS

The Company has entered into a deed of access, indemnity and insurance with each Officer to provide indemnification, including advancement of expenses incurred in legal proceedings to which the Officer was, or is threatened to be made, a party by reason of the fact that such Officer is or was an Officer, employee or agent of the Company, provided that such Officer acted in good faith and in a manner that the Officer reasonably believed to be in, or not opposed to, the Company's best interests. The deed of access, indemnity and insurance also contains the Officer's rights to Board papers.

10. ADDITIONAL INFORMATION

10.1 CONSTITUTION RIGHTS ATTACHING TO SHARES IN THE COMPANY

The Company's constitution (the Constitution) is of the kind usually adopted by a public company, with certain provisions taking effect once (and for so long as) the Company is listed on the ASX. A summary of the rights attaching to Shares under the Constitution is set out below. The summary is qualified by the full terms of the Constitution (copies of the Constitution may be inspected at the registered office of the Company during normal business hours by appointment with the Company secretary). These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory, ASX Listing Rules and common law requirements. This summary is not intended to be exhaustive.

A summary of the rights which relate to all Shares which may be issued pursuant to this Prospectus are set out below. This summary does not purport to be exhaustive or constitute a definitive statement of the rights and liabilities of the Company's Shareholders.

a. Voting

At a general meeting of the Company on a show of hands, every member present in person, or by proxy, attorney or representative has one vote and upon a poll, every member present in person, or by proxy, attorney or representative has one vote for every Share held by them.

b. Dividends

The Shares will rank equally with all other issued Shares in the capital of the Company and will participate in dividends out of profits earned by the Company from time to time. Subject to the rights of holders of Shares of any special preferential or qualified rights attaching thereto, the profits of the Company are divisible amongst the holders of Shares in proportion to the Shares held by them irrespective of the amount paid up or credited as paid up thereon. The Directors may from time to time pay to Shareholders such interim dividends as in their judgement the position of the Company justifies.

c. Winding Up

Upon paying the application moneys, shareholders will have no further liability to make payments to the company in the event of the company being wound up pursuant to the provisions of the Corporations Act.

d. Transfer of Securities

Generally, the Shares and Options in the Company will be freely transferable, subject to satisfying the usual requirements of security transfers on the ASX. The Directors may decline to register any transfer of Shares but only where permitted to do so under its Constitution or the ASX Listing Rules.

e. Sale of Non-marketable Holdings

1. The Company may take steps in respect of non marketable holdings of Shares in the Company to effect an orderly sale of those Shares in the event that holders do not take steps to retain their holdings.
2. The Company may only take steps to eliminate non marketable holdings in accordance with the Constitution and the ASX Listing Rules.
3. For more particular details of the rights attaching to Shares in the Company, investors should refer to the Constitution of the Company.

10.2 RIGHTS ATTACHING TO OPTIONS UNDER THE OFFER

Under the Offer, investors will receive 1 attaching listed Option exercisable at \$0.30 on or before 3 years from Official Quotation for every 2 Shares subscribed for. Each Option is exercisable into 1 Share. Upon completion of the Offer the Company will have on issue a minimum of 12,500,000 Options and a maximum of 15,000,000 Options.

A summary of the rights which relate to the Options offered as at the date of this Prospectus are set out below:

- a. The Options shall be issued for no consideration;
- b. The exercise price of each Option is \$0.30 (**Exercise Price**);
- c. The Options will expire on 3 years from Official Quotation (**Expiry Date**) unless earlier exercised;
- d. The Options are transferable;
- e. The Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with a cheque for the Exercise Price per Option to the Company at any time on or after the date of issue of the Options and on or before the Expiry Date;
- f. The number of Options that may be exercised at one time must be not less than 5,000;
- g. Upon the valid exercise of the Options and payment of the Exercise Price, the Company will issue fully paid ordinary Shares ranking *pari passu* with the then issued ordinary Shares;
- h. Option holders do not have any right to participate in new issues of securities in the Company made to shareholders generally. The Company will, where required pursuant to the ASX Listing Rules, provide Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the Options, in accordance with the requirements of the Listing Rules.
- i. Option holders do not participate in any dividends unless the Options are exercised and the resultant Shares of the Company are issued prior to the record date to determine entitlements to the dividend;

- j. In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
- the number of Options, the Exercise Price of the Options, or both will be reconstructed (as appropriate) in a manner consistent with the ASX Listing Rules as applicable at the time of reconstruction, but with the intention that such reconstruction will not result in any benefits being conferred on the holders of the Options which are not conferred on shareholders; and
 - subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the Options will remain unchanged;
- k. If there is a pro rata issue (except a bonus issue), the Exercise Price of an Option may be reduced according to the following formula:

$$O_n = O - E \frac{[P - (S + D)]}{N + 1}$$

Where:

O_n = the new exercise price of the Option;

O = the old exercise price of the Option;

E = the number of underlying securities into which one Option is exercisable;

P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex right date or the ex entitlements date;

S = the subscription price for a security under the pro rata issue;

D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

- If there is a bonus issue to the holders of Shares in the Company, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue;
- The terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary Shares in the Company approve of such a change. However, the terms of the Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options;
- The Company intends to apply for listing of the Options on the ASX; and
- The Company shall apply for listing of the resultant Shares of the Company issued upon exercise of any Option.

10.3 ESCROW ARRANGEMENTS

The ASX may, as a condition of granting the Company's application for official quotation of its securities, classify certain securities of the Company as restricted securities. If so, prior to the official quotation of the Company's Shares, the holders of the securities that are to be classified as restricted securities will be required to enter into appropriate restriction agreements with the Company and an escrow agent.

It is anticipated as at the date of this Prospectus that the following number of Shares will be subject to ASX escrow for the periods described in the table below.

Category	Shares	Percentage of Share capital		Period of escrow
		Minimum Subscription	Maximum Subscription	
Directors and other related parties, promoters or consultants	29,950,100	40.23%	37.70%	24 months from Admission
Seed capitalists	13,000,000	17.46%	16.36%	12 months from the date of issue of the Shares ¹

1. Of these Shares, 10,500,000 were issued on 17 May 2017 and 2,500,000 were issued on 6 December 2017.

ADDITIONAL INFORMATION

10.4 EFFECT OF THE OFFER ON CONTROL AND SUBSTANTIAL SHAREHOLDERS

Shareholders holding a relevant interest in 5% or more of the Shares on issue as at the date of this Prospectus and on completion of the Offer assuming either the Minimum Subscription or the Maximum Subscription are set out in the table below. Other than as set out below and in Section 9.4, none of these Shareholders have provided a further commitment to participate in the Offer.

Shareholder	As at date of Prospectus		Minimum Subscription		Maximum Subscription	
	Shares	%	Shares	%	Shares	%
Peter and Ann Ledwidge ¹	18,333,433	37.36	18,333,433	24.63	18,333,433	23.08
Elliot Nominees Pty Ltd	8,666,667	17.66	8,666,667	11.64	8,666,667	10.91
Resolute Mining Limited (or its nominee)	0	0	10,000,000	13.43	10,000,000	12.59

1. Peter and Ann Ledwidge's shares are held by them as joint trustees for the Ledwidge Family Investment Trust

10.5 SUBSIDIARY COMPANIES

Mako Gold owns 100% of Mako SARL, a Burkina Faso company which holds the interest in the Niou and Tangora permits.

10.6 LITIGATION

The Company is not engaged in any litigation which has or would be likely to have a material adverse effect on either the Company or its business.

10.7 COSTS OF THE OFFER

The total estimated costs to the Company in connection with the Offer, including advisory, legal, accounting, tax, listing and administrative fees, as well as printing, advertising and other expenses, are currently estimated to be approximately \$669,000 (Minimum Subscription) and \$742,000 (Maximum Subscription) as follows:

Item of Expenditure	Amount of Expenditure (excluding GST)
ASX and ASIC fees	\$80,000
Legal and Due Diligence	\$100,000
Lead Manager	\$442,000 (Minimum Subscription) and \$515,000 (Maximum Subscription)
Other capital raising costs	\$10,000
Printing and registry costs	\$30,000
Total costs of the Offer	\$669,000 (Minimum Subscription) and \$742,000 (Maximum Subscription)

10.8 AUSTRALIAN TAXATION IMPLICATIONS OF INVESTING UNDER THE OFFER

The following general taxation comments consider the Australian taxation implications for Australian tax residents only. The tax implications for holders of Shares and Options in the Company relate to the receipt of dividends and potential gains on the disposal of Shares and Options.

The comments do not purport to provide tax advice to any particular investor and should not be relied upon as the tax position of each investor may vary depending on the specific circumstances of the investor. The Company recommends that each investor seeks their own independent income tax advice based on their particular circumstances. All current or potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares and Options.

To the maximum extent permitted by law, the Company, its officers, Directors, and each of their respective advisors accept no liability or responsibility with respect to the taxation consequences of acquiring or disposing of Shares and Options issued under this Prospectus.

Dividends

For Australian resident individual investors, dividend income should be treated as assessable income in the year in which the dividend is paid. As detailed below, if the relevant dividend is 'franked', the amount of taxable payable in relation to the receipt of that dividend income may be reduced.

In this regard, Australian tax resident companies, such as Mako Gold, can pay dividends to Shareholders on a fully, partly or un-franked basis.

To 'frank' a dividend, means to attach franking credits to that dividend. Franking credits are, broadly, generated from the payment of Australian corporation tax. The overarching objective of franking credits is, inter alia, to give recipient Shareholders credit for corporation tax already paid in relation to the dividend(s) received (to the extent that those dividends are franked), so that the recipients' income tax liability in relation to those dividends is reduced accordingly.

This means that a company, as a result of paying company tax in Australia, can allocate the tax paid to its Shareholders by issuing franking credits attached to the dividend received by Shareholders.

It should be noted that the general entitlement to franking credits can be impacted in certain circumstances. For example, over a de minimis threshold, shareholders must own their shares for at least 45 days (or 90 days for preference shares) in order to benefit from franking credits.

For completeness, we note that for non-resident (for tax purposes) investors, another impact of the franking regime is to impact the extent to which dividends paid to non-resident investors should be subject to dividend withholding tax (DWT). In this regard:

- a. dividends paid to non-resident shareholders that are franked should not be subject to DWT (only to the extent of the franking of those dividends); and
- b. to the extent that the dividends paid to non-resident investors are unfranked:
 1. prima facie, those dividends should be subject to a DWT rate of 30%; however
 2. this rate may be reduced to the extent that the investor is a resident of a country that is subject to a Double Taxation Agreement (DTA) with Australia. For example, for a US resident investor who owns less than 10% of the Company, the DWT rate on unfranked dividends would be reduced to 15%.

Such investors may also be taxable in their country of tax residence on receiving such dividends, and, depending upon the laws of the relevant country, a credit may be available in relation to any withholding tax suffered in relation thereto.

Disposal of Shares

Please note that the below comments relate to Australian resident investors who hold their Shares and Options on capital account only. For any sophisticated investors who actively trade in securities, or investors who have purchased their Shares solely to derive profit on their re-sale in the short to medium term, please seek independent advice as it is likely that any gains made on the sale of Shares and Options may be subject to income tax on revenue account, without any capital gains tax (CGT) discounts available.

Capital Gains Tax

To the extent that the Shares and Options are held on capital account (which is required to be determined on a case by case basis, and independent advice should be sought in relation to this issue), the disposal of Shares or Options by a Shareholder would be a CGT event.

For Australian resident investors, a capital gain will arise where the capital proceeds on disposal exceed the cost base of the Shares (broadly, the amount paid to acquire the Shares and Options plus any transaction costs incurred in relation to the acquisition or disposal of the Shares and Options). In the case of an arm's length on-market sale, the capital proceeds will generally be the cash proceeds received from the sale of the Shares and Options.

A CGT discount may be applied against the net capital gain where the Shareholder is an individual, complying superannuation entity or trustee, and the Shares and Options have been held for more than 12 months prior to the CGT event. Where the CGT discount applies, any capital gain arising to individuals and entities acting as trustee (other than a trust that is a complying superannuation entity) may be reduced by one-half after offsetting current year or prior year capital losses. For a complying superannuation entity, any capital gain may be reduced by one-third, after offsetting current year or prior year capital losses. A capital loss will be realised where the reduced cost base of the Shares and Options exceeds the capital proceeds from disposal. Capital losses may only be offset against capital gains realised by the Shareholder in the same income year or future income years, subject to certain loss recoupment tests being satisfied. Capital losses cannot be offset against other assessable income.

Goods and Services Tax (GST)

No GST should be payable in respect of the acquisition or disposal of the Shares and Options. Further, no GST should be payable in respect of dividends paid.

Stamp Duty

On the issue or allotment of the Shares and Options as part of the Offer, no stamp duty should be payable. No stamp duty should be payable in respect of the acquisition or disposal of the Shares that are quoted on the ASX at the time of the Listing.

ADDITIONAL INFORMATION

10.9 LIMITATION ON FOREIGN OWNERSHIP

The only limitations under Australian law on the rights of non-Australian residents to hold or vote the Shares of an Australian company are set forth in the Foreign Acquisitions and Takeovers Act (the **FATA**). The FATA regulates acquisitions giving rise to ownership of substantial amounts of a company's shares.

- a. The FATA prohibits:
 1. any natural person not ordinarily resident in Australia; or
 2. any corporation in which either a natural person not ordinarily resident in Australia or a foreign corporation (as defined in the FATA); or
 3. two or more such persons or corporations,

from entering into an agreement to acquire Shares if after the acquisition such person or corporation would hold a substantial interest in a corporation, or where two or more persons or corporations would hold an aggregate substantial interest (defined below), without first applying in the prescribed form for approval thereof by the Australian Treasurer and receiving such approval or receiving no response in the 40 days after such application was made.

- b. A holder will be deemed to hold a substantial interest in a corporation if the holder alone or together with any associates (as defined in the FATA) is in a position to control not less than 15 percent of the voting power in the corporation or holds interests in not less than 15 percent of the issued Shares in that corporation. Two or more holders hold an aggregate substantial interest in a corporation if they, together with any associates (as so defined), are in a position to control not less than 40 percent of the voting power in that corporation or hold not less than 40 percent of the issued Shares in that corporation. The Constitution of the Company contains no limitations on a non resident's right to hold or vote the Company's Shares.

10.10 INTERESTS OF EXPERTS AND ADVISERS AND REMUNERATION

Sections 7, 9 and 10 of this Prospectus set out the nature and extent of the interests and fees of certain persons involved in the Offer. Other than set out in this Prospectus, no:

- a. Director or proposed Director of Mako Gold;
- b. person named in this Prospectus and who has performed a function in a professional, advisory, or other capacity in connection with the preparation or distribution of this Prospectus;
- c. promoter of Mako Gold; or
- d. stockbroker or underwriter (but not a sub-underwriter) to the Offer,

holds at the time of lodgement of this Prospectus with ASIC, or has held in the two years before lodgement of this Prospectus with ASIC, an interest in:

- e. the formation or promotion of Mako Gold;
- f. property acquired or proposed to be acquired by Mako Gold in connection with its formation or promotion, or in connection with the Offer; or
- g. the Offer; and

no amount (whether in cash, Shares, Options or otherwise) has been paid or agreed to be paid, nor has any benefit been given to any such persons for services in connection with the formation or promotion of Mako Gold or the Offer or to any Director or proposed Director to induce them to become, or qualify as, a Director of Mako Gold.

10.11 COSTS OF THE OFFER

If the Offer proceeds, the total estimated costs of the Offer including capital raising fees and commissions, advisory, ASIC and ASX fees, prospectus printing and miscellaneous expenses will be approximately \$669,000 at Minimum Subscription, and \$742,000 at Maximum Subscription.

10.12 CONSENT OF EXPERTS

HopgoodGanim Lawyers are named in the Corporate Directory as solicitors to the Company in relation to the Offer and have been involved in the process of reviewing this Prospectus for consistency with the material contracts. In doing so, they have placed reasonable reliance upon information provided to them by the Company and other third parties. HopgoodGanim Lawyers has given its consent to be named in the form and context in which it is named and has not withdrawn that consent prior to the lodgement of this Prospectus with ASIC. They do not make any other statement in this Prospectus. HopgoodGanim Lawyers will be paid for work performed in accordance with usual time based charge out rates and estimate their professional costs at \$150,000 (excluding disbursements and GST), at the date of this Prospectus.

SEMS Exploration Services (**SEMS**) is named in the Corporate Directory as Independent Geological Consultant to the Company and has prepared the Independent Geologist's Report, which is set out in Annexure A. SEMS has given its consent for inclusion of the Independent Geologist's Report in the Prospectus and to be named in the form and context in which it is named, and has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC. In doing so, it has placed reasonable reliance upon information provided to it by the Company and other third parties. Other than those included in the Independent Geologist's Report, it does not make any other statement in this Prospectus. SEMS will be paid for work performed in accordance with usual time based charge out rates and estimate their

professional costs at approximately USD\$30,000 (excluding disbursements and GST) at the date of this Prospectus.

SCP Yanogo Bobson (**Yanogo Bobson**) is named in the Corporate Directory as Burkina Faso Legal Advisor to the Company and has prepared the Burkina Faso Legal Report, which is set out in Annexure B. Yanogo Bobson has given its consent for inclusion of the Burkina Faso Legal Report in the Prospectus and to be named in the form and context in which it is named, and has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC. In doing so, it has placed reasonable reliance upon information provided to it by the Company and other third parties. Other than those included in the Burkina Faso Legal Report, it does not make any other statement in this Prospectus. Yanogo Bobson will be paid for work performed in accordance with usual time based charge out rates and estimate their professional costs at approximately USD\$9,000 (excluding disbursements and GST) at the date of this Prospectus.

KSK Société d'Avocats (**KSK**) is named in the Corporate Directory as Cote d'Ivoire Legal Advisor to the Company and has prepared the Cote d'Ivoire Legal Report, which is set out in Annexure C. KSK has given its consent for inclusion of the Cote d'Ivoire Legal Report in the Prospectus and to be named in the form and context in which it is named, and has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC. In doing so, it has placed reasonable reliance upon information provided to it by the Company and other third parties. Other than those included in the Cote d'Ivoire Legal Report, it does not make any other statement in this Prospectus. KSK will be paid for work performed in accordance with usual time based charge out rates and estimate their professional costs at approximately USD\$15,000 (excluding disbursements and GST) at the date of this Prospectus.

BDO Audit Pty Ltd (**BDO**) is named in the Corporate Directory as Investigating Accountants and Auditors to the Company. They were involved in the preparation of the Investigating Accountant's Report set out in Annexure D of this Prospectus. BDO has given its consent for inclusion of Investigating Accountant's Report in the Prospectus and to be named in the form and context in which it is named, and has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC. In doing so, it has placed reasonable reliance upon information provided to it by the Company and other third parties. Other than contained in the Investigating Accountant's Report it does not make any other statement in this Prospectus. BDO will be paid for work performed in accordance with usual time based charge out rates and estimate their professional costs at \$7,000 (excluding disbursements and GST), at the date of this Prospectus.

Novus Capital Limited (**Novus**) is named in the Corporate Directory as a Lead Manager to the Offer. Novus has given its consent to be named as Lead Manager to the Offer in the form and context in which it is named and has not withdrawn its consent prior to lodgement of this Prospectus

with ASIC. Novus makes no statement in this Prospectus nor are any statements made in this Prospectus based on any statement by it, other than being named as Lead Manager, and has not authorised or caused the issue of, this Prospectus. Novus will be paid those fees described in Section 9.5 in connection with this Prospectus.

Link Market Services Limited (**Link**) has given its written consent to be named as the Registry in the form and context in which it is named and has not withdrawn its consent prior to lodgement of this Prospectus within ASIC. Link has had no involvement in the preparation of any part of the Prospectus other than being named as the Share Registry to the Company. Link has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

There are a number of persons referred to elsewhere in this Prospectus who are not experts and who have not made statements included in this Prospectus, nor are there any statements made in this Prospectus on the basis of any statements made by those persons. These persons did not consent to being named in the Prospectus and did not authorise or cause the issue of the Prospectus.

Each of the parties referred to above to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than the reference to its name and any statement or report included in this Prospectus with the consent of that party as described above.

10.13 WORKING CAPITAL STATEMENT

The Board believes that the Company's current cash reserves plus the net proceeds of the Offer will be sufficient to fund the Company's stated business objectives.

The Board will consider the use of further equity funding or placements if appropriate to further accelerate growth or fund a specific project, transaction or expansion.

10.14 SUBSEQUENT EVENTS

There has not arisen, at the date of this Prospectus any item, transaction or event of a material or unusual nature not already disclosed in this Prospectus which is likely, in the opinion of the Directors of the Company to affect substantially:

1. the operations of the Company;
2. the results of those operations; or
3. the state of affairs of the Company.

ADDITIONAL INFORMATION

10.15 INSPECTION OF DOCUMENTS

Copies of following documents may be inspected free of charge at the registered office of the Company and at the offices of HopgoodGanim Lawyers, Level 8, 1 Eagle Street, Brisbane during normal business hours:

1. the Material Contracts in Section 9 of this Prospectus;
2. the Constitution of the Company; and
3. the consents referred to in Section 10.12 of this Prospectus.

10.16 GOVERNING LAW

This Prospectus and (unless otherwise specially stated) the contracts that arise from the acceptance of the Applications are governed by the laws applicable in Queensland and each Applicant submits to the exclusive jurisdiction of the courts of Queensland.

10.17 ELECTRONIC PROSPECTUS

An electronic version of this Prospectus is available from the Company's website (www.makogold.com.au).

The Application Form may only be distributed attached to a complete and unaltered copy of the Prospectus. The Application Form included with this Prospectus contains a declaration that the investor has personally received the complete and unaltered Prospectus prior to completing the Application Form.

The Company will not accept a completed Application Form if it has reason to believe that the investor has not received a complete paper copy or electronic copy of the Prospectus or if it has reason to believe that the Application Form or electronic copy of the Prospectus has been altered or tampered with in any way.

While the Company believes that it is extremely unlikely that in the Offer period the electronic version of the Prospectus will be tampered with or altered in any way, the Company cannot give any absolute assurance that it will not be the case. Any investor in doubt concerning the validity or integrity of an electronic copy of the Prospectus ought to immediately request a paper copy of the Prospectus directly from the Company or a financial adviser.

10.18 CONSENT TO LODGEMENT

Each of the Directors of the Company has consented to the lodgement of this Prospectus with the ASIC.

Signed on behalf of the Company by:



Dr Mark Elliott
Chairman



Ibrahim Bondo (right), Country Manager, giving health and safety induction to crew during the Niou trenching program.

11. GLOSSARY OF DEFINED TERMS

A\$

Australian Dollars

AEST

Australian Eastern Standard Time

AAIF

African American Investment Fund

Applicants

A person applying for Shares and Options offered by this Prospectus.

Application Form

The application form enclosed with and forming part of this Prospectus for use by investors.

Application Monies

Monies that are payable in accordance with the terms of the Offer by an Applicant when submitting an Application.

ASIC

Australian Securities and Investments Commission.

ASX Listing Rules or Listing Rules

The Official Listing Rules of the ASX as amended or waived from time to time.

ASX Settlement Operating Rules

The operating rules of the ASX Settlement which apply while the Company is an issuer of CHESS-approved securities, each as amended or replaced from time to time.

ASX

ASX Limited ABN 98 008 624 691.

Audit and Risk Committee

A committee established by the Company to assist the Board in discharging its responsibility to exercise due care, diligence and skill.

Board

The board of Directors of the Company from time to time.

Business day

Has the meaning ascribed to it in the ASX Listing Rules.

CGT

Capital Gains Tax

CHESS

Clearing House Electronic Sub-registry System operated by ASX.

Closing Date

9 March 2018 (subject to the right of the Directors to close the Offer earlier or to extend this date without notice).

Company or Mako Gold

Mako Gold Limited ACN 606 241 829

Constitution

The Constitution of the Company.

Conversion

Conversion of the Company to a public company

Corporate Governance Charter

The corporate governance charter adopted by the Company

Corporations Act

Corporations Act 2001 (Cth).

Corporate Governance Principles and Recommendations

The corporate governance principles and recommendations of the ASX Corporate Governance Council as at the date of this Prospectus

Directors

The Directors of the Company.

Existing Shareholders

All holders of Shares in the Company at the date of this Prospectus.

Exposure Period

The 7 day period from the date of lodgement of the Prospectus.

GST

Goods and Services Tax

HIN

Holder Identification Number

Listing

Means the admission of the Company to the Official List of the ASX.

Maximum Subscription

Means the Maximum Subscription of \$6 million to be raised pursuant to the Offer by the issue of up to 30,000,000 Shares.

Minimum Subscription

Means the Minimum Subscription of \$5 million to be raised pursuant to the Offer by the issue of 25,000,000 Shares.

Mozs

Million ounces

Offer

Offer for the issue of 25,000,000 Shares at an issue price of \$0.20 each to raise a minimum of \$5,000,000, with provision for oversubscriptions of a further 5,000,000 Shares to raise an additional \$1,000,000, with 1 attaching listed Option exercisable at \$0.30 on or before 3 years from Official Quotation for every 2 Shares subscribed for. Each Option is exercisable into 1 Share.

Official List

The Official List of ASX.

Official Quotation

Quotation on the Official List of ASX.

Opening Date

2 February 2018.

Options

An option to acquire a Share.

Prospectus

This Prospectus

RAB

Rotary air blast

RC

Reverse Circulation

Resolute

Resolute means Resolute Mining Limited ACN 097 088 689

Securityholder

Holders of Shares and Options in the Company.

Shareholders

Holders of Shares in the Company.

Shares

Fully paid ordinary Shares in the capital of the Company.

References in this Prospectus to sections and paragraphs are to sections and paragraphs of this Prospectus.

References in this Prospectus to dollars (\$) are to the currency of Australia unless stated otherwise.

Subscription Agreement

Subscription Agreement means the subscription agreement dated 19 January 2018, between the Company and Resolute.

ANNEXURE A



INDEPENDENT GEOLOGIST'S REPORT

NAPIÉ PERMIT **Cote d'Ivoire**
NIOU PERMIT **Burkina Faso**
TANGORA PERMIT **Burkina Faso**

West Africa

Effective date: 3rd January 2018

PREPARED BY:

SIMON MEADOWS SMITH, FIMMM



Place de Kilimandjaro
Ouaga 2000, Ouagadougou
Burkina Faso

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WEBSITE: www.sems-exploration.com

INDEPENDENT GEOLOGIST'S REPORT

**Napié Exploration Permit, Cote d'Ivoire
Niou Exploration Permit, Burkina Faso
Tangora Exploration Permit, Burkina Faso**

Mako Gold Limited

Level 8, Waterfront Place
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Brisbane, Queensland, 4000

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SEMS Exploration Burkina Faso SARL

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Ouagadougou, Burkina Faso

tel: +233 302 784 124
email: burkina@sems-exploration.com
website: www.sems-exploration.com

Effective Date: 3rd January 2018

Compiled by:



.....
Simon Meadows Smith BSc Geology (Honours) (FIMMM)
Managing Director

Date: 15th January 2018

EXECUTIVE SUMMARY

In May 2017, Mako Gold Limited (Mako Gold) commissioned SEMS Exploration Burkina Faso SARL (SEMS) to prepare an Independent Geologist's Report (Report or IGR), consistent with guidelines set out in the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia's JORC Code for use in a Prospectus to support an Initial Public Offering (IPO) on the Australian Securities Exchange (ASX). Mako Gold holds agreements to acquire three mineral properties in Cote d'Ivoire (Napié) and Burkina Faso (Niou and Tangora), West Africa.

Burkina Faso and Cote d'Ivoire have been at the centre of a West African gold exploration boom for the last fifteen years during which time numerous new gold deposits have been discovered and gold mines developed. In Burkina Faso, ten (10) gold mines have been built in the last twelve years, one (1) is currently under construction and four (4) gold projects have completed feasibility studies. In Cote d'Ivoire, four (4) gold mines have been built in the last ten (10) years and the Ity gold mine has been operating for over 20 years. There is one (1) Ivorian gold project under construction and one (1) that has completed feasibility. Most of the West African discoveries during this period have been located along or adjacent to major shear zones within known Birimian aged volcano-sedimentary greenstone belts.

Mako Gold has entered into agreements to explore and subsequently acquire an interest in three mineral permits covering a combined area of 733.2km², Figure 1.



Figure 1: The Napié, Niou and Tangora Permits overlying simplified geology of West Africa

The Napié Permit is located in central northern Cote d'Ivoire, approximately 30km southeast of Korhogo. The permit covers a surface area of 299.4km² and lies on the western flank of the Daloa Greenstone Belt, Figure 1.

The Niou Permit is located in central Burkina Faso, approximately 55km NNW of the capital, Ouagadougou. The permit covers a surface area of 250km² and lies on the southern flank of the Goren Greenstone Belt, Figure 1.

The Tangora Permit is located in southwest Burkina Faso, approximately 85km south of the country's second town, Bobo Dioulasso. The permit covers a surface area of 183.8km² and lies on the western flank of the Banfora Greenstone Belt. The Banfora Greenstone Belt is an extension of the Daloa Greenstone Belt in Cote d'Ivoire and the Tangora Permit lies approximately 170km northeast of the Napié Permit, Figure 1.

The Napié Project

The Napié Permit is held by Occidental Gold SARL, a 100% owned subsidiary of Perseus Mining Ltd and is in good standing as of the effective date of this report.

The permit straddles the western margin of the Daloa volcano-sedimentary greenstone belt. Most of the Napié Permit is underlain by sheared Birimian metasediments and mafic volcanics, however, the southwestern corner of the permit is underlain by intrusives which may be mineralised along their sheared margins.

Historical exploration identified a gold-in-soil anomaly stretching 18km, from the Tchaga Prospect to the Gogbala Prospect, over a NNE trending unit of sheared metasediments and mafic volcanics, which in part lies close to the margin of a granitic intrusion, Figure 2. Auger drill sampling by Occidental Gold extended the Tchaga Prospect geochemical anomaly for 5km northwards to delineate a 23km long anomalous zone through the centre of the property.

The Tchaga East Prospect represents a parallel geochemical anomaly to the east of the main trend and the Komoro Prospect occurs as a set of soil and auger geochemical anomalies, in the northeast of the permit, trending 4km in a ENE orientation, Figure 2.

Rock chip sampling by Occidental Gold reported values up to 59.4 g/t Au from quartz veins and sheared metasediments within the soil geochemical anomalies. SEMS collected twenty-one (21) rock chip samples from artisanal mining sites during a site visit in July 2017. Results from laboratory analyses of the SEMS samples confirm gold occurrences of up to 8.0 g/t in sheared metasediments and thin quartz veins.

The presence of artisanal mining sites and significant rock chip sample results, associated with geochemical and structural trends, confirm high-grade gold occurs within the Napié Permit.

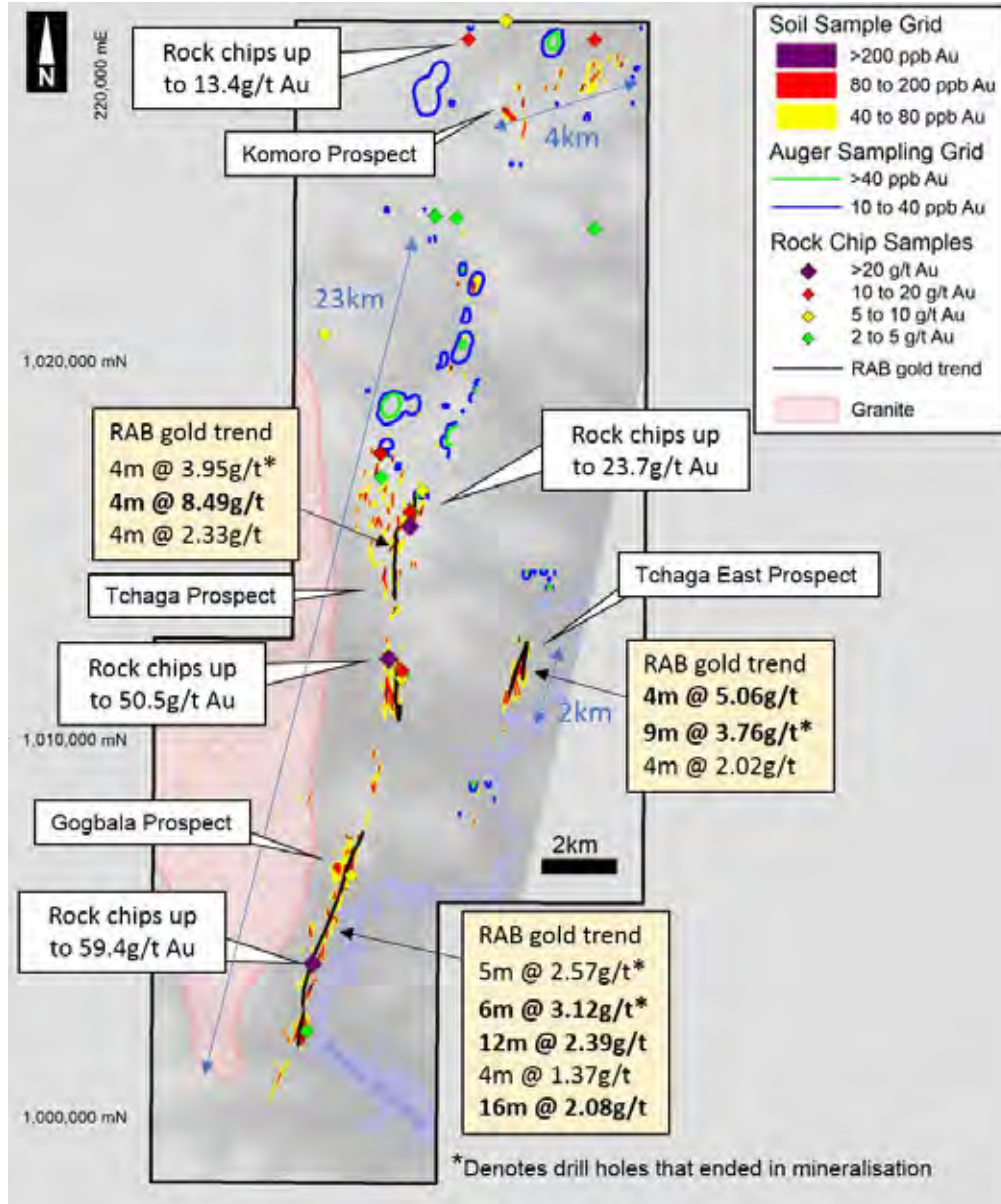


Figure 2: Napié Permit, four principal prospects defined by gold geochemical anomalies and RAB drilling, showing selected RAB intersections

The permit holder completed two holes of Reverse Circulation drilling followed by two campaigns of shallow RAB drilling to an average vertical depth of 20m, mostly on wide spaced (400m to 600m) traverses, over the soil anomalies. Drilling was generally confined to the oxidised zone with some drill holes ending in mineralisation.

There are ninety-five (95) drill holes in the Occidental Gold database with intersections above 0.5g/t Au. Some of the more encouraging gold intersections are displayed in Table 1.

RAB Drill Hole	From (m)	To (m)	Interval (m)	Grade (Au g/t)	Comment
NTRB048	24	28	4	8.49	
NTRB113	8	17	9	3.76	
NGRB024	4	20	16	2.08	
NGRB413	4	16	12	2.39	
NKRB076	12	21	9	2.84	Ended in mineralisation
NKRB072	4	8	4	5.78	
NGRB242	4	12	8	2.67	
NTRB094	0	4	4	5.06	
NTRB001	0	4	4	4.83	
NGRB437	24	30	6	3.12	Ended in mineralisation
NKRB183	4	9	5	3.66	Ended in mineralisation
KRB-14	20	25	5	3.35	

RC Drill Hole	From (m)	To (m)	Interval (m)	Au g/t	Comment
KHR-1	24	29	5	3.33	

Table 1: Selection of significant intersections from Occidental Gold RC and RAB drilling

Zones of anomalous gold mineralisation display good continuity, in multiple drill holes, between several of the drill traverses, Figure 2.

Subsequent to the drill programs, a high-resolution airborne geophysical survey was flown by Occidental Gold in 2013. Interpretation of the aerial geophysical data identified two dominant structural trends, a regional shear and fault corridor trending at 030° and transversal 070° trending structures. Gold mineralisation could occur in ore shoots that develop where the two structural orientations intersect. It was also observed that gold-in-soil geochemical anomalies are preferentially located close to the contact between non-magnetic shaley metasediments and a unit of shaley metasediments containing magnetic dykes. Both geophysical interpretations present excellent targets for RC and diamond core drilling but have not been systematically drill tested by Occidental Gold.

SEMS concludes that the Napié Permit in Cote d'Ivoire provides exposure to an attractive set of early stage, under-explored gold exploration prospects. The permit hosts highly prospective geological settings for the discovery of economic gold deposits.

The Niou Project

The Niou Project consist of the Niou Permit, owned by Nouvelle Cofibi SARL, a company registered in Burkina Faso. The permit is in good standing as of the effective date of this report.

The permit is underlain by Birimian aged volcano-sediments and intrusive rocks belonging to the Goren Greenstone Belt. There are several artisanal mining operations within the central southern portion of the permit.

Mineral exploration activities were undertaken on the Niou Permit by the permit holder from 2011 to 2014. This includes geological mapping, rock chip sampling and a small soil geochemical sampling program of wide spaced (1,000m x 500m) samples over a limited portion of the permit.

Geological mapping undertaken by Nouvelle Cofibi SARL highlighted a broad shear zone trending northeast-southwest containing isolated quartz diorite intrusives. Results from the soil sampling program identified a 7km long gold-in-soil anomaly.

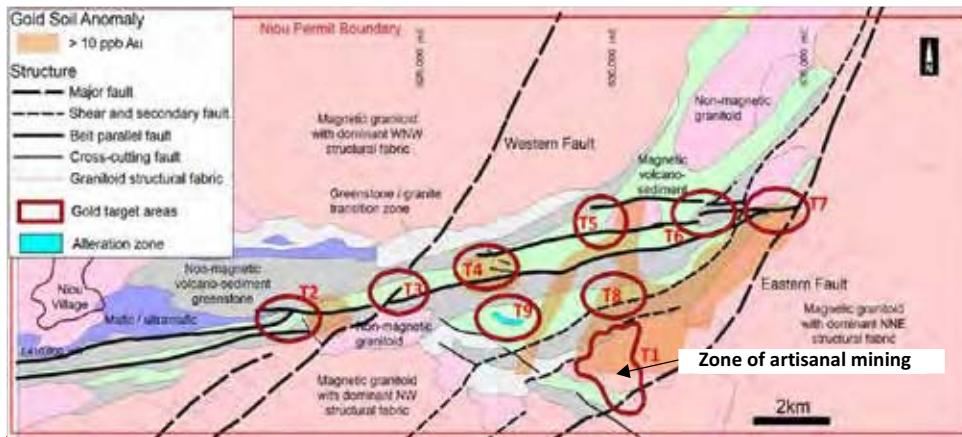


Figure 3: Niou Permit, interpreted geology by Southern Geoscience Consultants, proposed target areas and outline of (June 2017) artisanal workings, UTM WGS84z30N. Modified after Isles and Wallace (2017)

Mako Gold conducted a reconnaissance field visit to the Niou Permit in July 2016 to inspect the extensive artisanal mining site centred at 630,000E and 1,409,600N UTM (WGS84z30N). Two rock chip samples were collected during this field inspection, both returned positive gold values (3.4g/t Au and 0.4g/t Au).

A follow-up site visit to the Niou Permit was undertaken by the author and Mako Gold in June 2017. Seven rock chip samples were collected from the Niou artisanal mining sites of which four returned gold values greater than 0.5g/t. The highest value, 10.0g/t Au, was recorded from artisanal mine spoil of limonitic quartz veinlets in a sericite schist.

Mako Gold commenced systematic exploration of the Niou Permit in May 2017 which included geological mapping, an aerial geophysical survey flown by New Resolution Geophysics (NRG), detailed interpretation of the geophysical data by Southern Geoscience Consultants (SGC), Figure 3 and a trenching program. SGC identified several untested exploration targets along interpreted structures to the north of the current artisanal mining sites.

In August 2017, Mako Gold excavated three trenches for a combined length of 290 metres. Trench NUTR003 returned an intersection of 13m @ 0.7g/t Au from a mica schist. A quartz vein grab sample collected from within this mineralised interval assayed at 7.2g/t Au.

SEMS concludes that the Niou Permit is an attractive, early stage, gold exploration project that hosts suitable geological settings for the discovery of economic quantities of gold.

The Tangora Project

The Tangora Project consists of the Tangora Permit, owned by Daouda Ouedraogo. The permit is in good standing as of the effective date of this report.

The permit straddles the western margin of the Banfora Greenstone Belt and appears to overlie a bifurcation of belt bounding shears. The Tangora Permit is principally underlain by the Niangoloko granitoid domain which is unconformably covered by a narrow strip of Neoproterozoic sediments through the centre of the permit. The eastern margin of the permit is underlain by Birimian volcano-sediments which host several artisanal mining sites, Figure 4.

As far as Mako Gold is aware, the only historical mineral exploration activity within the permit was by Precision Resources SARL (Precision), a Burkina Faso registered company. Precision undertook reconnaissance geological mapping and collected twenty-two (22) rock chip samples which were assayed for gold. Elevated

INDEPENDENT GEOLOGIST'S REPORT

values, of 2.42g/t Au and 2.75g/t Au, were collected from a schist with quartz veinlets and a quartz vein, respectively, both from artisanal mining pits.

Mako Gold undertook a reconnaissance field visit in July 2016 which identified two areas of interest in the southeast corner of the permit, Tangora West centred on 309,775E and 1,162,870N UTM (WGS84z30N) and Tangora East centred on 310,330E and 1,162,465N UTM (WGS84z30N).

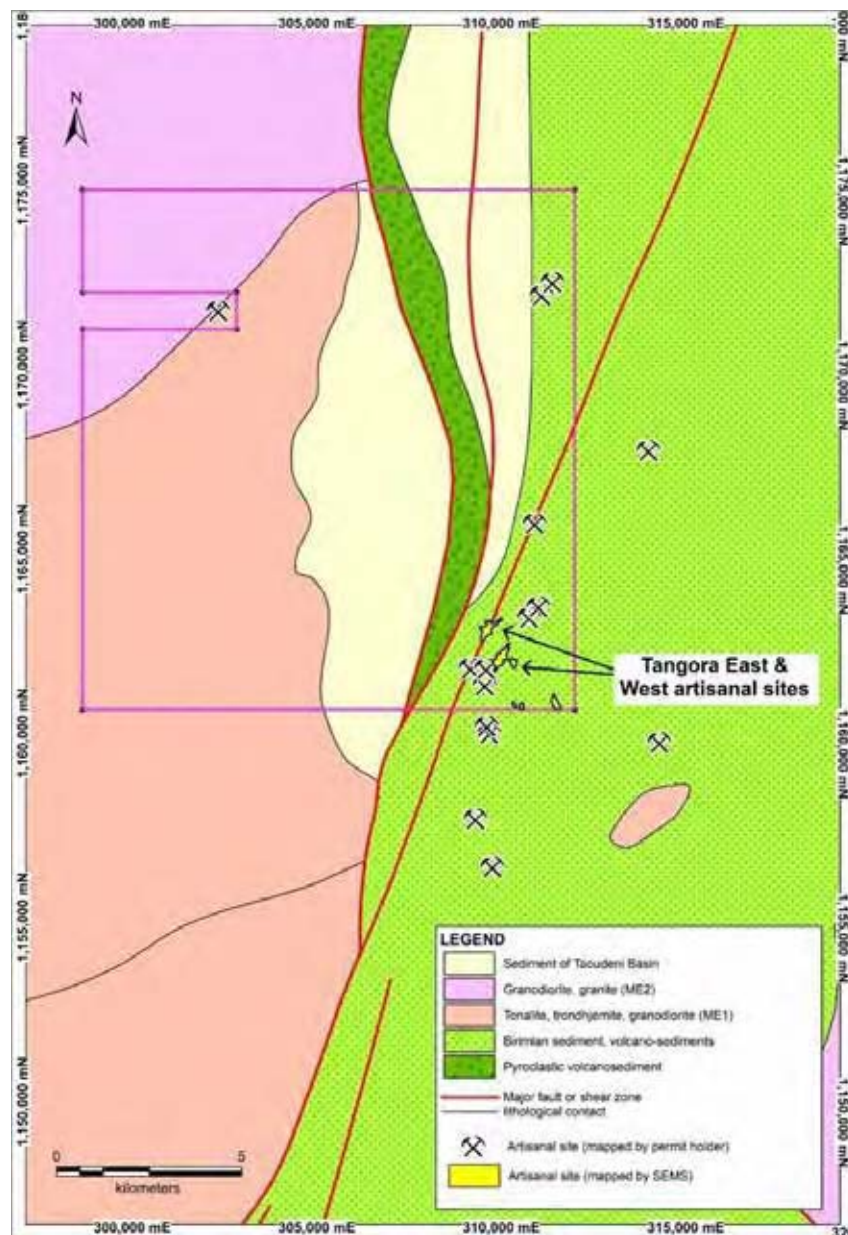


Figure 4: Tangora Permit, geology (from mapping of SW Burkina Faso by V. METELKA et al, 2011), roads and location of artisanal workings, UTM WGS84z30N

A site visit to the Tangora Permit was undertaken by the author in June 2017, during which time Mako Gold was conducting a systematic rock chip sampling program. Quartz veining was observed in a moderately sheared andesite in most artisanal mining pits. The Mako Gold rock chip sampling program returned 14.8g/t Au from quartz vein material taken from a spoil pile adjacent to an artisanal pit.

Seven rock chip samples were collected by the author from Tangora East, Tangora West and a third site close to the southern boundary of the permit. The highest value, 3.06g/t Au, was recorded from artisanal mine spoil at the northern end of the Tangora West prospect. A grab sample of artisanal mine spoil within the central portion of the Tangora East prospect returned a value of 0.56g/t Au. Generally, results from analysis of rock chip samples collected by SEMS confirmed values reported by Mako Gold.

SEMS concludes that the Tangora Permit is an attractive early stage gold exploration project that hosts suitable geological settings for the discovery of economic quantities of gold.

Conclusions

SEMS concludes that the Mako Gold permits in Cote d'Ivoire and Burkina Faso present exposure to an attractive portfolio of early stage, gold exploration projects. The three permits host prospective geological settings for the discovery of significant gold deposits. They contain well defined gold exploration targets based upon artisanal mining, geochemical anomalies, surface high-grade rock chip samples and, in the case of the Napié Permit, extensive mineralisation outlined by shallow RAB drilling results. Exploration work is, therefore, warranted on all three permits.

The Napié Permit has multiple well-defined targets interpreted from soil geochemistry, RAB drilling, aerial geophysical interpretations and artisanal mine workings that can be drill tested by Mako Gold in the short term.

Within the Niou Permit, high-grade rock chip samples taken from artisanal mining sites present obvious drill targets. Geophysical interpretations of the Niou Permit have defined several target zones that will require ground truthing in the form of soil geochemistry and field mapping before drill targets within these areas can be defined with confidence.

The linear artisanal mine workings in the southeast of the Tangora Permit are obvious targets for immediate drilling. Prior to a second phase of drilling, on this permit, it is recommended that Mako Gold complete soil geochemical surveys of prospective areas.

Mako Gold's proposed budget allocations are considered consistent with the exploration potential of the Napié, Niou and Tangora Permits and are considered adequate to cover the costs of the proposed work programs. The budgeted expenditures are also considered sufficient to meet the minimum expenditure commitments relating to each permit.

**THREE EXPLORATION PERMITS
INDEPENDENT GEOLOGIST'S REPORT**

TABLE OF CONTENTS

EXECUTIVE SUMMARY	2
The Napié Project	3
The Niou Project	5
The Tangora Project	6
Conclusions.....	8
1.0 INTRODUCTION	13
1.1 Terms of Reference.....	13
1.2 Sources of Information and Data.....	14
1.3 Independence	14
1.4 Declarations	14
1.5 Overview of Cote d'Ivoire and Burkina Faso.....	15
2.0 GEOLOGICAL SETTING OF WEST AFRICA	16
2.1 Structure	16
2.2 Mineralisation	17
3.0 COTE D'IVOIRE.....	18
3.1 Climate	18
3.2 Tenure Ownership Obligations	19
3.3 Geology	19
4.0 NAPIÉ PROJECT	20
4.1 Location.....	20
4.2 Property Ownership.....	22
4.3 Environmental Liabilities.....	22
4.4 Local Resources.....	23
4.5 Infrastructure	23
4.6 Physiography.....	23
4.7 Geology.....	25
4.8 Exploration.....	27
4.8.1 Historical Exploration	27
4.8.2 Field visit by SEMs to the Napié Permit.....	35
Komoro Prospect	35
Tchaga Prospect.....	35
Gogbala Prospect	37
4.9 Sample Preparation, Analyses and Security.....	39
4.10 Future Exploration Work Programs	40
4.10.1 Proposed Exploration Program.....	40
4.10.2 Proposed Exploration Budget.....	40
4.11 Conclusions and Recommendations	41
5.0 BURKINA FASO	42
5.1 Climate	42
5.2 Ownership Obligations.....	43
5.3 Geology	43
5.4 Gold Mining Industry	45

6.0	NIOU PROJECT	45
6.1	Location.....	45
6.2	Property Description and Ownership	46
6.3	Environmental Liabilities.....	46
6.4	Local Resources.....	47
6.5	Infrastructure	47
6.6	Physiography.....	48
6.7	Geology	48
6.8	Exploration	49
6.8.1	Historical Exploration	49
6.8.2	Exploration by Mako Gold	50
6.8.3	Field visit by SEMs	54
6.9	Sample Preparation, Analyses and Security.....	56
6.10	Mining Methods.....	56
6.11	Future Exploration Work Programs	56
6.11.1	Proposed Exploration Program.....	56
6.11.2	Proposed Exploration Budget.....	57
6.12	Conclusions and Recommendations	57
7.0	TANGORA PROJECT.....	58
7.1	Location.....	58
7.2	Property Description and Ownership	59
7.3	Environmental Liabilities.....	59
7.4	Local Resources.....	59
7.5	Infrastructure	59
7.6	Physiography.....	60
7.7	Geology	60
7.8.1	Historical Exploration	63
7.8.2	Exploration by Mako Gold	63
7.8.3	Field visit by SEMs	64
7.9	Sample Preparation, Analyses and Security.....	66
7.10	Mining Methods.....	66
7.11	Future Exploration Work Programs	67
7.11.1	Proposed Exploration Program.....	67
7.11.2	Proposed Exploration Budget.....	67
7.12	Conclusions and Recommendations	67
8.0	REFERENCES	69
APPENDIX ONE: JORC Code, 2012 Edition – Table 1		70
Napié Permit, Cote d’Ivoire		70
APPENDIX TWO: JORC Code, 2012 Edition – Table 1		75
Niou Permit, Burkina Faso.....		75
APPENDIX THREE: JORC Code, 2012 Edition – Table 1		78
Tangora Permit, Burkina Faso		78
APPENDIX FOUR: QUALIFIED PERSON CERTIFICATE		80
CERTIFICATE of QUALIFICATION		81

LIST OF FIGURES

	Page
Figure 1: The Napié, Niou and Tangora Permits overlying simplified geology of West Africa	2
Figure 2: Napié Permit, four principal prospects defined by gold geochemical anomalies and RAB drilling, showing selected RAB intersections	4
Figure 3: Niou Permit, interpreted geology by Southern Geoscience Consultants, proposed target areas and outline of (June 2017) artisanal workings, UTM WGS84z30N. Modified after Isles and Wallace (2017).....	6
Figure 4: Tangora Permit, geology (from mapping of SW Burkina Faso by V. METELKA et al, 2011), roads and location of artisanal workings, UTM WGS84z30N	7
Figure 5: Location of the Niou, Tangora and Napié Permits (red rectangles) within Burkina Faso and Cote d'Ivoire	15
Figure 6: Simplified geology of West African Craton with three Mako permits (yellow)	17
Figure 7: Average temperature and rainfall graph for Cote d'Ivoire	18
Figure 8: Geology map of Cote d'Ivoire with Napié permit (red outline)	20
Figure 9: Napié Permit (red rectangle) within northern Cote d'Ivoire.....	21
Figure 10: Napié Permit, roads, tracks, artisanal mining sites and topography contours UTM, WGS84z30N.....	21
Figure 11: Napié Permit, digital elevation model, Bandama Blanc River, Korhogo highway and artisanal workings, UTM WGS84z30	24
Figure 12: Simplified geology of central Cote d'Ivoire.....	25
Figure 13: Simplified geology of the Napié, from BRGM geology map of west Africa	26
Figure 14: Gold-in-soil and auger drilling anomalies defined by Occidental Gold with prospect names	27
Figure 15: Structural interpretation overlying image of RTP magnetics with selected rock chip results, UTM (WGS84z30N) modified from Costantini (2013).....	28
Figure 16: Au contours of soil and auger geochemistry superimposed over interpreted lithology and magnetic discontinuities (lithological contacts and faults) modified from Costantini (2013).....	29
Figure 17: Histogram of RAB hole depths.....	31
Figure 18: RAB drill hole collars with selection of significant intersections, UTM (WGS84z30N).....	33
Figure 19: Tchaga Prospect RAB drilling over gold-in-soil anomalies	34
Figure 20: Napié permit, artisanal workings and significant rock chip results from SEMs sampling July / August 2017.....	38
Figure 21: Climate zones within Burkina Faso.....	42
Figure 22: Average temperature and rainfall graph for Burkina Faso	42
Figure 23: Geology map of Burkina Faso (from Project SYSMIN 7 ACP BK 074) with Niou and Tangora Permit areas circled	44
Figure 24: Niou Permit (black rectangle) within central Burkina Faso	45
Figure 25: Simplified topography within the Niou Permit with streams, tracks and the area of main artisanal mining. UTM (WGS84z30N)	48
Figure 26: Simplified geology of the Goran Greenstone Belt with gold deposits and mines.....	49
Figure 27: Compilation of geology and exploration results from historical work on the Niou Permit by COFIBI, UTM (WGS84z30N)	50
Figure 28: Niou Permit, location of Mako Gold and SEMs rock chip samples and Mako Gold trenches (light blue lines) within artisanal mining sites over Google Earth image	51
Figure 29: Regional and local detailed magnetic image over the Niou Project area. Image is colour RTP intensity draped over RTP 1 st Vertical Derivative. Dashed line indicates a major regional fracture zone, UTM (WGS84z30N)	53
Figure 30: Southern Geoscience Consultants geological interpretation of aerial geophysical data over the Niou Permit with potential gold exploration targets. After Isles and Wallace (2017)	53
Figure 31: Tangora Permit (black rectangle) within southwest Burkina Faso.....	58
Figure 32: Simplified topography within the Tangora Permit with streams, tracks and the area of main artisanal mining (red circle). UTM (WGS84z30N)	60
Figure 33: Simplified geology of the Banfora Greenstone Belt with gold deposits and mines.....	61
Figure 34: Geology of the northern end of the Banfora belt (from mapping of SW Burkina Faso by Metelka et al, 2011). Artisanal mine workings (yellow shaded) overly interpreted shears (red lines) UTM (WGS84z30N).....	62
Figure 35: Artisanal sites in the south east of the Tangora Permit over Worldview2 satellite image, UTM WGS84z30N.....	64

LIST OF TABLES

	Page
Table 1: Selection of significant intersections from Occidental Gold RC and RAB drilling	5
Table 2: Napié Permit, corner coordinates, Longitude and Latitude	22
Table 3: Significant zones of mineralisation (>5g m) defined by Occidental Gold RAB drilling.....	32
Table 4: Rock chip samples collected by SEMs, July / August 2017.....	39
Table 5: Two-year budget for the Napié Permit in Cote d'Ivoire	40
Table 6: Niou Permit, corner co-ordinates, UTM - Clarke 1880 Datum: Adindan, Zone 30 North	46
Table 7: Niou Permit, fire assay results from Mako Gold rock chip sampling in May 2017.....	52
Table 8: Niou Permit, rock chip samples collected by Mako Gold (2017) and SEMs (2017) from artisanal workings.	56
Table 9: Two-year budget for the Niou Permit in Burkina Faso.	57
Table 10: Tangora Permit, corner co-ordinates, UTM - Clarke 1880 Datum: Adindan, Zone 30 North.....	59
Table 11: Tangora Permit, rock chips collected by Mako Gold (2016) and SEMs (2017) from artisanal workings.....	66
Table 12: Two-year budget for the Tangora Permit in Burkina Faso.	67

LIST OF PLATES

	Page
Plate 1: Typical view of cultivated land during the wet season within the Napié Permit	23
Plate 2: Typical view of agricultural land in southern Napié permit with steep-sided granite hill in the background.....	24
Plate 3: Tchaga Prospect - overview of artisanal site created after RAB drilling, 228216E / 1016018N, view South- West (TIANGAKA artisanal site).....	34
Plate 4: Komoro Prospect, artisanal site at 229,237E / 1,027,905N UTM (WGS84z30N).....	35
Plate 5: Tchaga Prospect, narrow artisanal excavation, picture looking northwards	36
Plate 6: Rock chip samples collected from artisanal workings within the Tchaga soil anomaly: A) quartz vein with carbonate, B) weathered sediment with traces of pyrite & carbonate alteration C) sediment / quartz vein contact zone with manganese D) strongly weathered and sheared sediment from artisanal pit: 228,218E / 1,015,991N UTM (WGS84z30N).....	36
Plate 7: Tchaga prospect, granite outcrop cross cut by narrow (1cm) quartz veins oriented 080° and dipping 80° degrees to the south, 228,302 / 1,016,164 UTM (WGS84z30N).....	37
Plate 8: Gogbala Prospect, shear zone oriented NS, sub vertical at 225,403E / 1,003,832N UTM (WGS84z30N).....	37
Plate 9: Niou Permit looking southwards from laterite hill at north end of artisanal site	47
Plate 10: Niou Permit a) quartz veinlets in weathered sericitic schist from an artisanal pit UTM 630,189E / 1,410,699N b) sheared and altered intrusive (quartz diorite) from an artisanal pit, UTM 630,222E / 1,410,660N.....	54
Plate 11: Niou Permit, artisanal workings in kaolinitic saprolite at the northern end of the primary area of interest, photo looking south from 630,236E / 1,410,720N UTM (WGS84z30N).....	55
Plate 12: Niou Permit, artisanal workings in fresh rock in the central portion of the primary area of interest. UTM 630,565 / 1,409,615	55
Plate 13: Tangora West artisanal workings looking north from UTM 309,760 / 1,162,782.....	65
Plate 14: Tangora Permit a) sericite and carbonate altered volcano-sediment. b) white quartz veins exposed in artisanal pit wall... 65	65

1.0 INTRODUCTION

In May 2017, Mako Gold Limited (Mako Gold) commissioned SEMS Exploration Burkina Faso SARL (SEMS) to prepare an Independent Geologist's Report (Report or IGR), consistent with guidelines set out in the JORC Code¹ for use in a Prospectus to support an Initial Public Offering (IPO) on the Australian Securities Exchange (ASX). Mako Gold holds agreements to acquire three mineral properties in Cote d'Ivoire (Napié) and Burkina Faso (Niou and Tangora), West Africa.

In July 2016 Mako Gold SARL, a fully owned Burkina Faso subsidiary of Mako Gold Limited, signed agreements with two permit vendors in Burkina Faso for options to earn 100% ownership in the Niou Permit and the Tangora Permit. In September 2017, Mako Gold Limited signed a Farm-In and Joint Venture agreement with Occidental Gold SARL to earn up to 75% ownership of the Napié Permit in Cote d'Ivoire.

This Report is to be included in the Prospectus to be lodged with the Australian Securities and Investment Commission (ASIC) on or about 17th January 2018 offering investors the opportunity to subscribe to an Offer of 25,000,000 fully paid ordinary shares at an offer price of \$ 0.20 per Share, together with 1 attaching listed Option for every two (2) Shares issued to raise a minimum of \$5 million before costs with provision for over subscriptions of a further 5,000,000 ordinary Shares to raise an additional \$1 million. Funds raised will be used for the purposes of exploration and evaluation of the mineral properties, corporate costs, working capital plus associated costs of the Initial Public Offering (IPO). Oversubscriptions will allow Mako Gold to accelerate exploration.

Mako Gold Limited, is an Australian-based exploration company, originally incorporated as Mako Gold Pty Ltd in June 2015 under the applicable corporate legislation of Australia. The company changed its status to an unlisted public company called Mako Gold Limited on 23rd June 2017. Mako Gold Limited is the 100% shareholder of Burkina Faso incorporated company Mako Gold SARL which operates from an office in Ouaga 2000, Ouagadougou, Burkina Faso.

SEMS is an independent, West African based, firm of consulting geologists, engineers and surveyors that provides full-service mineral exploration and mining consulting services. The SEMS Burkina Faso office is located at Place de Kilimandjaro, Ouaga 2000, Ouagadougou. The company's email address is burkina@sems-exploration.com and the website is www.sems-exploration.com.

1.1 Terms of Reference

SEMS comprises industry experienced professionals that offer expertise in a wide range of mineral exploration and mining engineering disciplines. The ownership of SEMS rests solely with its staff and its independence is ensured by the fact that it does not hold equity in any mineral exploration or mining project. SEMS is qualified to provide its clients with conflict-free and objective recommendations.

Simon Meadows Smith is the Managing Director of SEMS and a key member of the geological consultancy staff. He has over 25 years working experience in the Archaean terrains of Western Australia and the Proterozoic terrains of West Africa. He has been working for SEMS since its inception in 2002.

By virtue of his education, relevant work experience and affiliation to a recognised professional association, Fellow of the Institute of Materials Minerals and Mining (FIMMM), Simon Meadows Smith is an independent Competent Person (CP) as defined by the Australasian Institute of Mining

¹ Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. The JORC Code, 2012 Edition. Prepared by: The Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (JORC).

and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia's JORC Code for the reporting of exploration results.

The author is familiar with the geology and gold mineralisation of the Birimian in Burkina Faso and Cote d'Ivoire through previous consulting agreements for gold mining and mineral exploration companies operating in West Africa over the past twenty years.

He performs his role in this report with no expectation of benefit from Mako Gold beyond normal and appropriate remuneration for consulting services.

1.2 Sources of Information and Data

SEMS has based its review of the three permits on information made available to the author by Mako Gold and other relevant published and unpublished data. SEMs has also relied upon discussions with Mako Gold's management as well as recent exploration activities by Mako Gold for information contained within this report. A site visit was made to both Burkina Faso permits in early June 2017 to confirm exploration results reported by Mako Gold. A site visit was made to the Napié Permit in Cote d'Ivoire during July 2017 to review historical exploration activities reported by Occidental Gold.

The author has reviewed data provided and utilized it to develop independent opinions and interpretations. The author has been diligent in checking and verifying data through field visits to the three permits. No discrepancies or significant errors have been identified, therefore, the author assumes and believes the rest of the project data provided is similarly accurate and correct and is therefore relied upon for preparation of this report.

The statements and opinions contained in this report are given in good faith and in the belief that they are not false or misleading. The conclusions are based on the reference date of 3rd January 2018 and could alter over time depending on exploration results, mineral prices and other relevant market factors.

1.3 Independence

Neither SEMs, nor the author of this report, has or has had previously any material interest in Mako Gold or the mineral properties in which Mako Gold has an interest. SEMs' relationship with Mako Gold is solely one of professional association between client and independent consultant.

SEMS is an independent geological consultancy. Fees are being charged to Mako Gold at a commercial rate for the preparation of this report, the payment of which is not contingent upon the conclusions of the report.

No member or employee of SEMs is, or is intended to be, a director, officer or other direct employee of Mako Gold. No member or employee of SEMs has, or has had, any shareholding in Mako Gold.

1.4 Declarations

This report has been prepared by SEMs at the request of and for the sole benefit of Mako Gold. Its purpose is to provide an independent technical assessment of the Napié exploration permit in Cote d'Ivoire and the Niou and Tangora exploration permits in Burkina Faso.

The report is to be included in its entirety or in summary form within a Prospectus to be prepared by Mako Gold in connection with an Initial Public Offering.

1.5 Overview of Cote d'Ivoire and Burkina Faso

The republic of Cote d'Ivoire is located in West Africa on the Gulf of Guinea and shares borders with Liberia and Guinea to the west, Mali and Burkina Faso to the north and Ghana to the east, Figure 5. Cote d'Ivoire has a total land area of approximately 322,462 square kilometres which is a similar size to Norway. In 2016, the total population of the country was estimated by the World Bank to be 23.7 million. French is the official language.

Cote d'Ivoire gained its independence from France on the 7th August 1960. Yamoussoukro was appointed the Administrative Capital of the country in 1983 and is located in the southern central portion of Cote d'Ivoire. The city of Abidjan, located in the southeast of the country on the coast, is the economic capital and is still the centre of all political administration. The current President of Cote d'Ivoire, Alassane Dramane Ouattara, was democratically re-elected for a second term in office in October 2015.

Cote d'Ivoire is divided into 19 regions which are subdivided into 81 administrative departments.



Figure 5: Location of the Niou, Tangora and Napié Permits (red rectangles) within Burkina Faso and Cote d'Ivoire

The republic of Burkina Faso is a landlocked country located in West Africa which shares borders with Mali to the west, Cote d'Ivoire to the southwest, Ghana and Togo to the south, Benin to the southeast and Niger to the northeast, Figure 5. Burkina Faso has a total land area of 274,200 square kilometres which is slightly larger than New Zealand. In 2016, the total population of the country was estimated by the World Bank to be 18.65 million. French is the official language.

Burkina Faso, formerly called the Upper Volta under French colonial governance, gained its independence from France on the 5th August 1960. The country's name was changed from Upper Volta to Burkina Faso on the 4th August 1984. The current President of Burkina Faso, Roch Marc Christian Kaboré, was democratically elected in December 2015.

Burkina Faso is divided into thirteen regions which are subdivided in 45 provinces and 301 administrative departments. Ouagadougou is the capital of Burkina Faso and is located in the centre of the country.

1.6 Site Inspections

Mr Hamed Diaby, a senior geologist and full-time employee of SEMS, visited the Napié Permit on 31st July and 1st August 2017. The site visit included a review of the physiographic and geological setting of the mineral property, the location of historical exploration activities as well as examining artisanal mining sites. Twenty-one (21) rock samples were collected from artisanal mining sites and prospective geological sites within the Napié Permit. The samples were sent to Bureau Veritas laboratory in Abidjan for fire assay analysis for gold.

The author visited the Tangora Permit on 4th June 2017 and the Niou Permit on 8th June 2017. The site visits included a review of the physiographic and geological setting of the mineral properties as well as examining artisanal mining sites. Seven (7) rock samples were collected from artisanal mining sites and prospective geological sites within the Niou Permit and seven (7) rock chip samples were collected from the Tangora Permit. The fourteen samples were sent to SGS laboratories in Ouagadougou for fire assay analysis for gold.

2.0 GEOLOGICAL SETTING OF WEST AFRICA

The West African Craton (WAC) is comprised of the Reguibat Shield in the north, the Kedougou- Kenieba and Kayes Inliers in the west and the Leo-Man Shield in the south, all separated by the central Neoproterozoic Taoudeni Basin (Parra-Avila, 2015), Figure 6.

The Leo-Man Shield comprises the Archean Kénéma-Man domain to the west and the Paleoproterozoic Baoule-Mossi domain in the east (Parra Avila, 2015). Geochronology and geochemical studies indicate that the Baoule-Mossi domain within the WAC resulted from the accretion in an arc type setting during the Paleoproterozoic (Parra-Avila, 2015).

It is the greenstone-granite belts of the Baoule-Mossi domain, referred to as the Birimian Supergroup, that are host to most of the gold deposits of West Africa. The three permits described in this report are situated on two prominent greenstone belts within the Baoule-Mossi domain, Figure 6.

2.1 Structure

Multiple deformational events have been described by various authors (Baratoux et al., 2011). An early deformation phase (often attributed to D1, or early D2) was an east-west to WNW compression which led to significant crustal thickening. It was during this event that tonalite, trondhjemite, granodiorite (TTG) and other granitic bodies were generated from melting of subducting slabs that were coevally intruded into antiforms resulting from doming of the rigid mafic units.

A second phase of deformation (D2, or late D2) resulted in activation of transcurrent shear zones, often associated with granite-greenstone contacts. This produced steeply dipping north-south to northeast-southwest, and locally northwest-southeast trending shear zones. It is these structures which appear to be the preferential structural control for gold mineralisation. Biotite bearing K-rich granites and granodiorites were emplaced during this event.

The final phase of deformation (D3) manifests as shallow north or south dipping minor thrust faults or east-west trending steeply dipping crenulation cleavage planes.

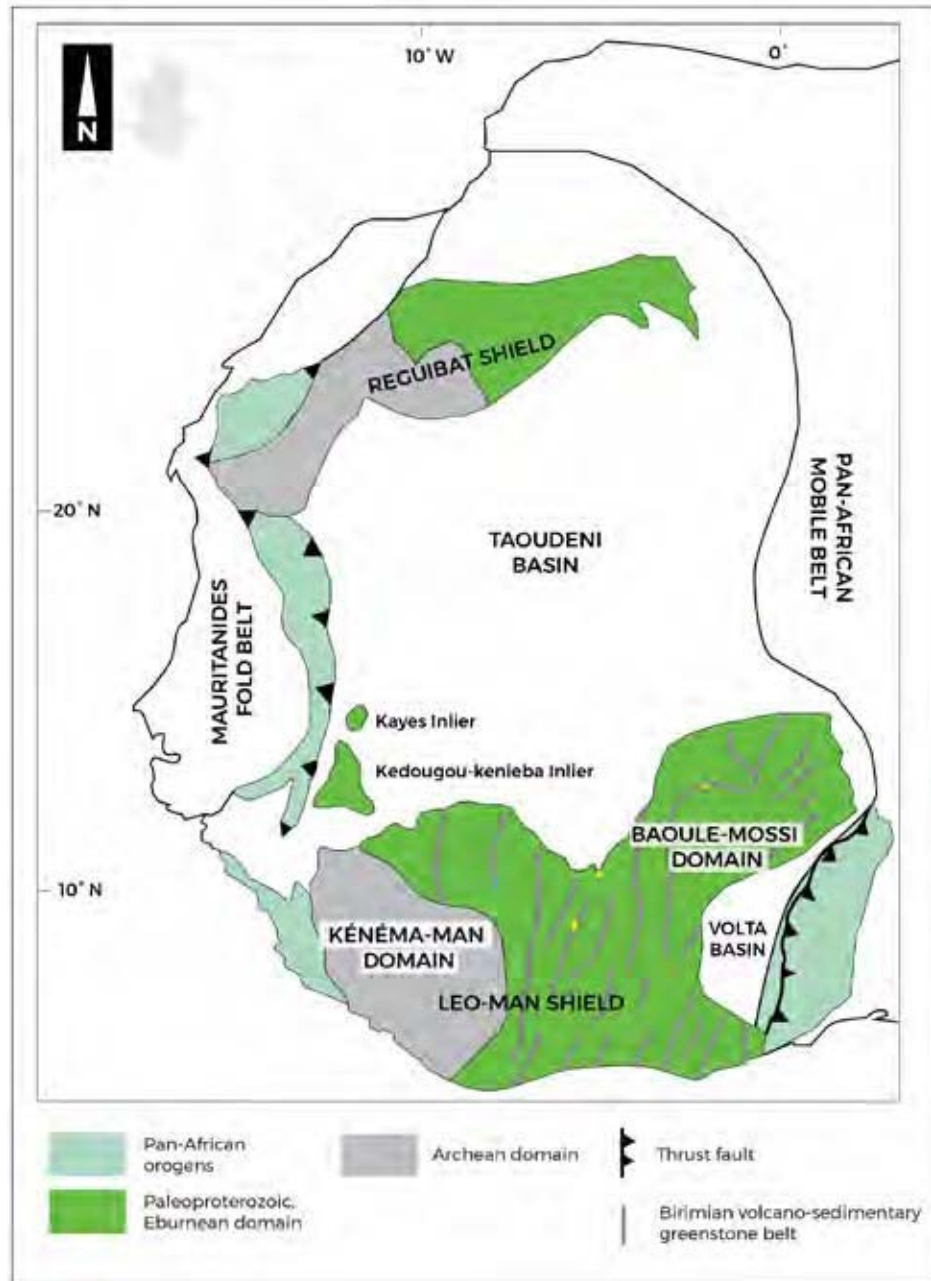


Figure 6: Simplified geology of West African Craton with three Mako permits (yellow)

2.2 Mineralisation

Multiple mineralisation styles are found within the Baoule-Mossi domain, including volcanic massive sulphide and porphyry copper-gold type deposits, with the most prolific being orogenic gold deposits associated with the Eburnean orogeny circa 22Ga-20Ga (Baratoux et al., 2011).

Gold mineralisation has been classified into two main orogenic styles (Beziat et al., 2008). The first style is quartz-vein hosted. The gold is within deformed veins associated with sulphides or tourmaline. Gold bearing veins can be found in all lithologies and can be steeply dipping, boudinaged and trend along the regional foliation or else shallowly dipping, folded, and perpendicular to the regional foliation.

The second style is disseminated, with gold in alteration halos of generally undeformed quartz- albite-carbonate veins, although gold-bearing quartz veins can also be present. This style occurs mostly within calc-alkaline igneous rocks of felsic composition, therefore is mostly found within the volcano-sedimentary sequence of the Birimian rocks. Veins of this style tend to be abundant, likely the result of a highly-fractured host rock which acted as a chemical trap for mineralising fluids. The quartz-vein hosted tends to be of higher gold grade than the disseminated style which is generally higher tonnage, however both can occur in the same area.

Alluvial gold occurrences are common throughout West Africa, mostly exploited by small scale, artisanal miners.

3.0 COTE D'IVOIRE

Abidjan, the largest city in Cote d'Ivoire and commercial centre, is connected to Europe with daily flights to Paris provided by Air France. Several other major airlines provide regular International flights to Europe, the Middle East and South Africa. The national carrier, Air Cote d'Ivoire, provides reliable and regular connections to major cities within the country as well as most capital cities in West Africa.

3.1 Climate

The climate of Cote d'Ivoire is generally warm and humid, ranging from equatorial along the southern coast to tropical in the middle of the country and tropical savannah in the north. There are three seasons: warm and dry (November to March), hot and dry (March to May), and hot and wet (June to October). The national temperatures average between 25°C and 32°C and range from 10°C to 40°C (Figure 7).

The Napié Permit is located within the tropical savannah climate zone. Daily temperatures vary on a seasonal basis, between 40°C maximum, and 25°C minimum. The hottest months are normally November to April, the coolest month is August. Rainfall in the area averages about 1,000mm annually. There is a main wet season from late May to early November, peaking in August.

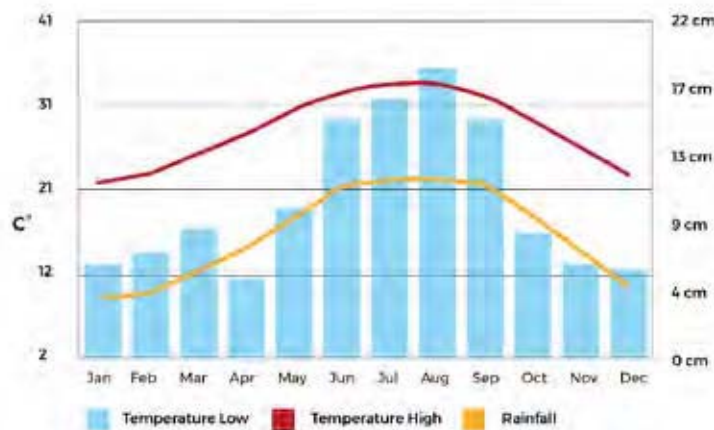


Figure 7: Average temperature and rainfall graph for Cote d'Ivoire

Much of the Napié Permit is covered by farmland to cultivate crops that are harvested at the end of the wet season. Access to some areas within the permit for mineral exploration activities may be restricted during the cultivation period.

During the wet season, dense vegetation covers the uncultivated areas within the permit which makes exploration difficult. The field season in northern Cote d'Ivoire is defined by the rainfall pattern and normally runs from November to June.

3.2 Tenure Ownership Obligations

The Mining Act of Cote d'Ivoire, revised in 2014, provides the legal framework for mineral exploration and mining activity in the country.

According to the Mining Act 2014, Exploration Permits (Permis de Recherche) up to 400km² in size are granted by the Ministry of Mines (Ministère des Mines et de l'Énergie) for an initial period of four (4) years. Exploration permits may be renewed twice for subsequent periods of three (3) years each on the proviso that the permit holder has fulfilled its obligations pursuant to the Mining Act. At each renewal, the permit area is subject to a 25% reduction in size.

An exceptional two (2) year permit extension may be granted, if requested by the permit holder, to complete a feasibility study.

Valid exploration permits confer to the holder the exclusive rights to apply for a mining permit (Permis d'Exploitation Industrielle) in accordance with the Mining Act. Exploitation (Mining) Permits are granted for the life of mine as indicated in the applicant's feasibility study or for twenty years whichever is shorter. Mining Permits are eligible for an unlimited number of ten (10) year renewals by the Ministry of Mines. A Mining Permit also requires a corresponding Mining Agreement which includes and specifies taxation and exchange arrangements.

The application for an Exploitation Permit includes an environmental impact study and public consultation stage, as well as the formulation of an enhancement and mitigation plan and an environmental monitoring and management program.

3.3 Geology

Cote d'Ivoire is mostly underlain by Paleoproterozoic Birimian rocks of the Baoule-Mossi domain, as well as the eastern part of the Archaean Kénéma-Man domain, (Parra Avila, 2015), Figure 8. Both the Archaean and Paleoproterozoic rocks host gold deposits.

The Archaean consists of greenstone belts containing metabasalts and banded iron formations, amongst granitoids, gneisses and migmatites, similar to many other Archaean terranes.

The Paleoproterozoic rocks include volcanics of all types, Birimian sediments (marine turbidites), Tarkwaian sediments (terrestrial detrital sandstones and conglomerates), and tonalite trondhjemite granodiorite (TTG) granitoids. The Paleoproterozoic rocks were intruded by granitoids, metamorphosed and deformed during the Eburnean Orogeny, in a major tectono-thermal event at around 2100 Ma with most of the hydrothermal gold mineralisation occurring within 40 Ma and overlapping with this tectono-thermal event.

The Paleoproterozoic rocks form three prominent volcano-sedimentary belts that trend in a NNE SSW orientation through the centre of the country, from east to west: the Brobo Belt, the Daloa Belt and the Boundiali Belt. The Comoe sedimentary basin underlies most of eastern Cote d'Ivoire. The smaller Manakoro Belt occurs close to the Mali border in northwest Cote d'Ivoire and the Ity Belt in western Cote d'Ivoire close to the Liberian border. The Napié permit is situated on the Daloa Greenstone Belt, Figure 8.

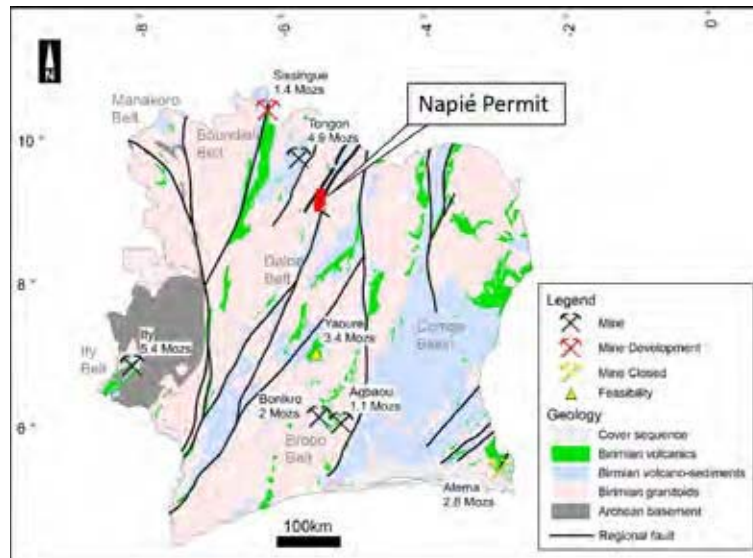


Figure 8: Geology map of Cote d'Ivoire with Napié permit (red outline)

The Paleoproterozoic Birimian and Tarkwaian rocks of Cote d'Ivoire are extensions of those mapped in neighbouring countries, such as Ghana, Burkina Faso, Mali and Guinea, where many gold deposits have been found and are being mined. Cote d'Ivoire lies at the centre of these countries, and has great potential for hosting world class gold deposits similar to those in other West African countries.

Four (4) gold mines have been built in Cote d'Ivoire within the last ten (10) years and the Ity gold mine has been operating for over 20 years. There is one (1) Ivorian gold project under construction, Sissingué, and one (1) that has completed feasibility, Yaoure, both are owned by Perseus Mining Ltd, Figure 8.

4.0 NAPIÉ PROJECT

4.1 Location

The Napié Permit, PR281, is located in central northern Cote d'Ivoire, approximately 30km southeast of Korhogo. The permit is centred on UTM coordinates 229,000E and 1,015,000N (WGS84z30N) and straddles two administrative regions.

Most of the permit lies within the Korhogo Department of the Savanes Region, however, the south-eastern corner of the permit lies within the Katiola Department of the Vallee du Bandama Region, Figure 9.

Access to the project area is via the bitumen national highway which runs northwards from Yamoussoukro, through Bouake to Korhogo. The highway passes through the southwestern corner of the Napié Permit providing easy access to the project from Korhogo, the regional capital, Figure 10.

The bitumen highway also traverses the Gogbala Prospect which provides excellent access to the southern extent of the principal trend of mineralisation through the Napié Permit. Several dirt roads connect the bitumen highway to small towns and villages within the Napié Permit thus providing good access to most of the project.

The villages of Tiolokaha and Bemavogo could provide suitable bases for mineral exploration activities within the Napié Permit, however, easy access to Korhogo makes the regional capital a realistic alternative field base.

INDEPENDENT GEOLOGIST'S REPORT

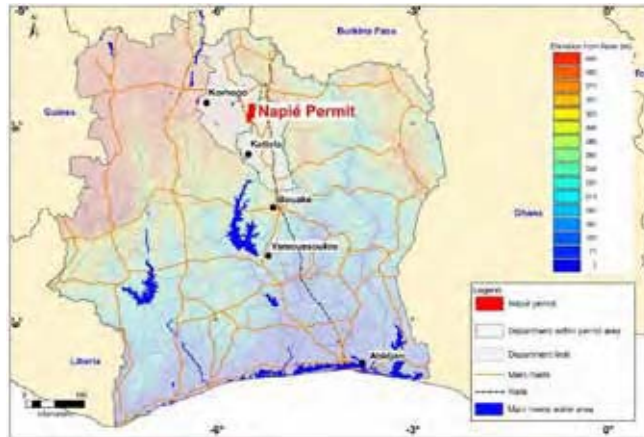


Figure 9: Napié Permit (red rectangle) within northern Côte d'Ivoire

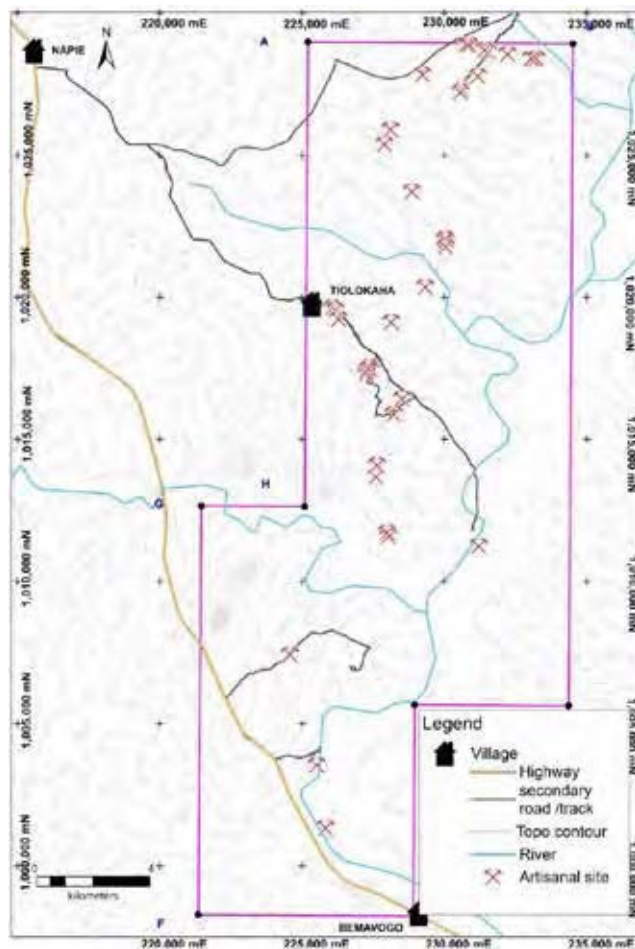


Figure 10: Napié Permit, roads, tracks, artisanal mining sites and topography contours UTM, WGS84z30N

4.2 Property Ownership

The Napié Permit was granted to Occidental Gold SARL, a 100% owned, Ivorian registered, subsidiary of Perseus Mining Ltd, by decree No. 2012-1164 on 19th December 2012 and was valid for three years.

The first, three-year, renewal of the permit was granted to Occidental Gold by Arrete No: 181/MIM/DGMG DU and is valid to the 18th December 2018. The Napié Permit may be renewed for a further three (3) year period provided the permit holder fulfils its obligations pursuant to the Mining Act. The Napié Permit renewal in 2018 will require the permit area to be reduced in size by 25%.

Under the provisions of the Mining Act, the granting of an Exploitation Permit in Cote d'Ivoire entitles the state to a 10% free carried interest, which cannot be diluted.

The Napié Permit covers a surface area of 299.4 km² and its boundaries are defined by the Longitude and Latitude coordinates presented in Table 2 and displayed in Figure 10.

Points	LONG	LAT
A	-5° 25' 00"	9° 18' 00"
B	-5° 30' 05"	9° 18' 00"
C	-5° 27' 57"	9° 05' 22"
D	-5° 25' 00"	9° 05' 22"
E	-5° 32' 04"	9° 01' 20"
F	-5° 27' 57"	9° 01' 20"
G	-5° 30' 05"	9° 09' 08"
H	-5° 32' 04"	9° 09' 08"

Table 2: Napié Permit, corner coordinates, Longitude and Latitude

On 6th September 2017 Mako Gold Limited signed a Farm-In and Joint Venture Agreement with Occidental Gold SARL. The agreement gives Mako Gold the right to earn 51% of the Napié Permit by spending US\$ 1.5M on the property within three years and the right to earn 75% by sole funding the property to completion of a Feasibility Study. If Mako chooses not to fund a feasibility study after having earned its 51% interest then Mako's ownership of the project would be reduced to 39%. The agreement is subject to a successful IPO on the ASX.

Occidental Gold's original joint venture partner in respect of the Napié Permit, African American Investment Funds SA (AAIF), retains a 10% free carry to the completion of a feasibility study and can elect to contribute to project funding on a pro-rata basis post feasibility. Occidental Gold can also elect to contribute funding to the project, on a pro-rata basis, once Mako Gold has reached its 51%.

4.3 Environmental Liabilities

There are no known environmental liabilities relating to the Napié Permit, however, small scale artisanal excavations have been observed along the main mineralised corridor that runs in a north- south orientation through the centre of the permit. Most of these small-scale mining operations have been abandoned, as at the date of this Report, due to strict government monitoring of illegal mining operations. The author does not consider artisanal mining activity an environmental liability to the permit holder.

During the exploration phase a permit holder is required to compensate land users (mostly farmers) for damage to crops. This is normally done through a process of negotiation between the mineral exploration company and the affected communities.

The Mining Act 2014 clearly sets out the processes required to compensate land users for loss of crops and land during the development stage of a mining project.



Plate 1: Typical view of cultivated land during the wet season within the Napié Permit

4.4 Local Resources

The communities within and adjacent to the Napié Permit make their livelihood from agriculture (mostly corn, manioc, sesame, groundnuts and cotton) and livestock, Plate 1.

Skilled and semi-skilled labour is available in-country and most staffing needs for the company can be met with Ivorian nationals that have worked on gold mining and exploration projects throughout the country. Unskilled labour is available from local communities for sampling crews, trench digging, line cutting and other exploration activities when not engaged in farming activities, mostly during the dry season.

4.5 Infrastructure

The Napié Permit is serviced for local agricultural produce, simple building materials, hire of bulldozers and excavators as well as the purchase of some basic mineral exploration consumables from Korhogo. Specialised equipment and vehicles generally need to be imported. Mako Gold will establish a base for exploration activities in Korhogo.

Mobile phone coverage is variable over the permit area but Korhogo has good communications infrastructure to provide a reliable internet access.

4.6 Physiography

The Napié Permit is relatively flat with low to moderate elevations, ranging between 260 metres to 460 metres above mean sea level.

The permit's topography is dominated by the Bandama Blanc River which meanders in a southwards direction along the eastern boundary of the permit. To the east of the Bandama Blanc River is a classified forest, whose status is comparable to, for example, State Forests in some parts of Australia. The *Fôret Classée de la Silue* covers a minor, and unexplored part, of the permit, and is restricted to ground east of the Bandama Blanc River. Several tributaries, including the Solomougou river, drain in a southeast and eastwards direction through the permit into the Bandama Blanc River, Figure 11.

A couple of isolated granite hills occur in the central western portion of the permit close to the Korhogo highway, Plate 2. The rest of the permit comprises low hills and ridges.



Plate 2: Typical view of flat agricultural land in southern Napié permit with steep-sided granite hill in the background

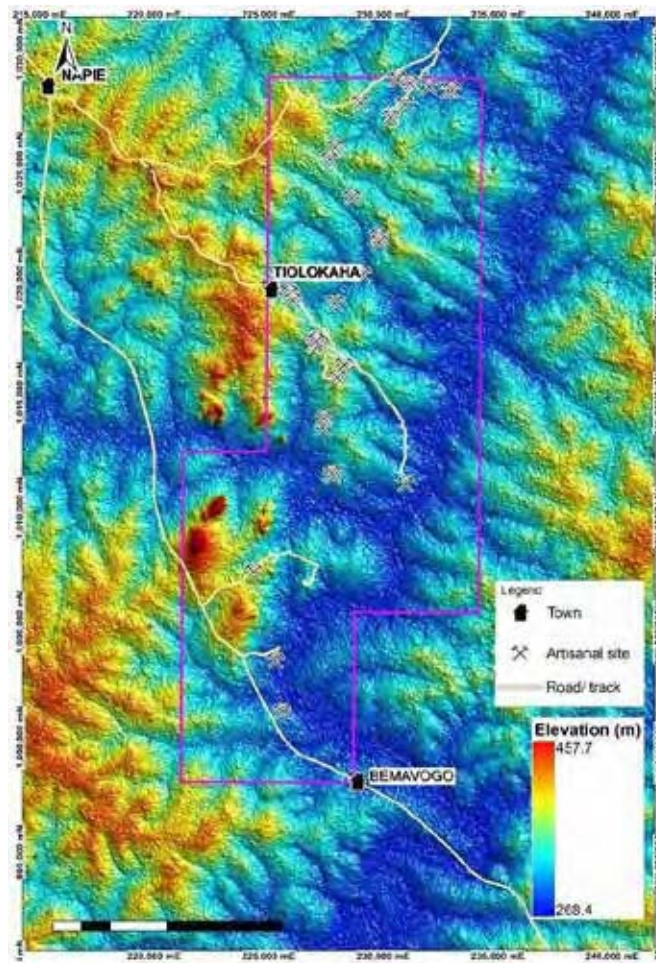


Figure 11: Napié Permit, digital elevation model, Bandama Blanc River, Korhogo highway and artisanal workings, UTM WGS84z30

4.7 Geology

The Napié Permit overlies the western margin of the Daloa volcano sedimentary belt, Figure 12. The permit is 160km southwest of Mako Gold's Tangora Permit in Burkina Faso and 270km north-east of the large scale artisanal Gamina gold mine, currently under exploration by Tietto Minerals Limited, which lies to the west of Daloa. It was reported by the United Nations Security Council in April 2015 that 15,800 miners were engaged in the illegal mining of the Gamina gold deposit. The UN report stated that mining operations reached depths of 60m below surface and produced approximately 96.8 million US dollars of gold each year.

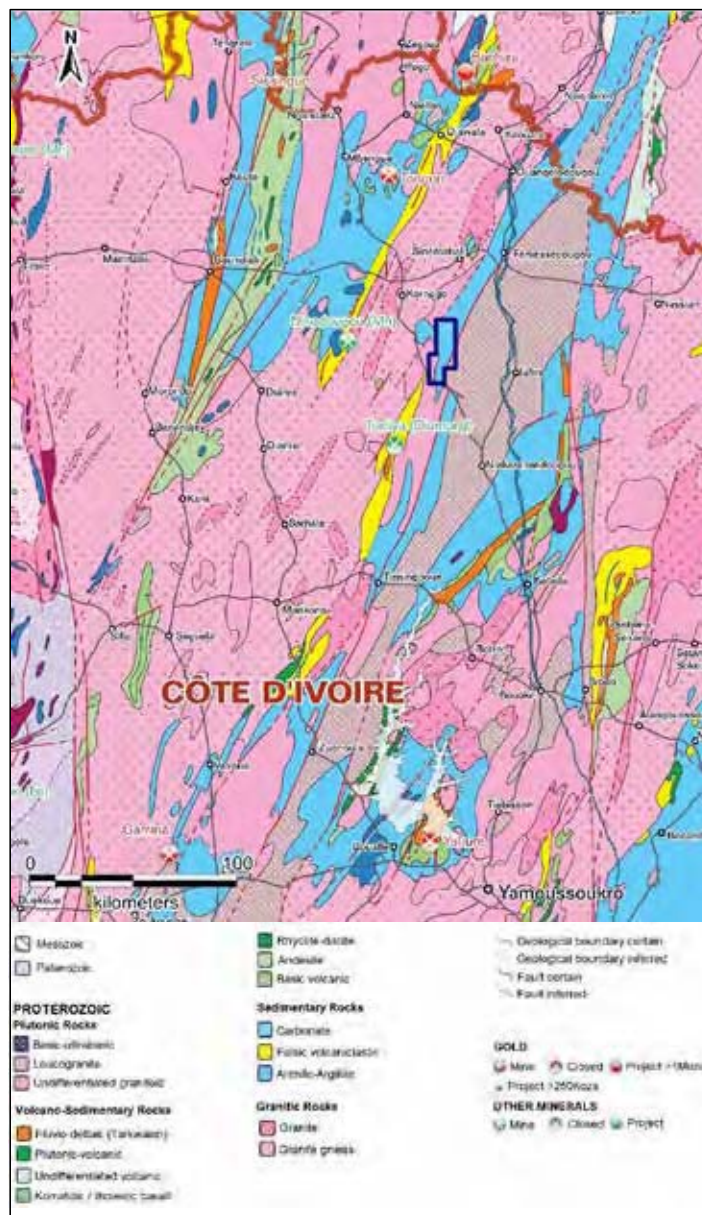


Figure 12: Simplified geology of central Côte d'Ivoire

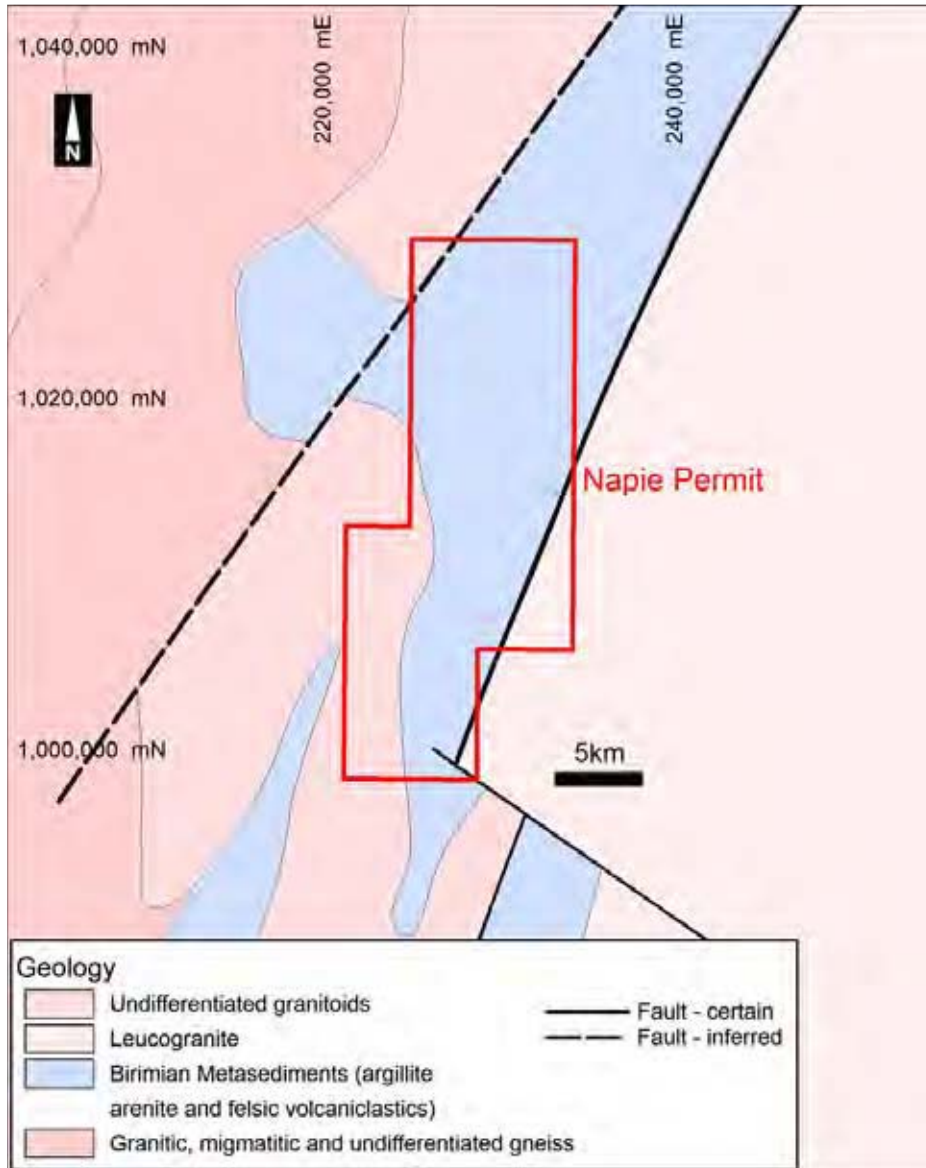


Figure 13: Simplified geology of the Napié, from BRGM geology map of West Africa

Most of the Napié Permit is underlain by sheared Birimian metasediments (argillites and arenites) that form the western margin of the Daloa Greenstone Belt, Figure 13. The gold geochemical anomalies defined by Occidental Gold appear to be predominantly hosted in shear and fault zones that can be traced for the entire 31km length of the permit's extent.

The southwestern margin of the permit is underlain by belt intrusives, Figures 13 and 16, which may be mineralised along their sheared margins. The sheared margins to belt intrusives are known gold exploration target zones within the Birimian of West Africa and are not fully drill tested within the Napié Permit.

4.8 Exploration

4.8.1 Historical Exploration

The earliest known exploration of the Napié area was reported on the Korhogo mineral licence, a portion of which now constitutes the Napié Permit. The work was conducted between 1997 and 2000 by Occidental Gold SARL, which at the time was a wholly owned subsidiary of Leo Shield Exploration NL. Work on the concession was mainly regional in nature and consisted of stream sediment sampling, soil/laterite sampling, on 1km spaced lines oriented roughly east-west with 200m sample intervals, and rock chip sampling of float and outcrop (Calderwood, 2002). Geochemical analysis results highlighted a zone of interest within a 21km by 2km area, currently covered by the Napié Permit.

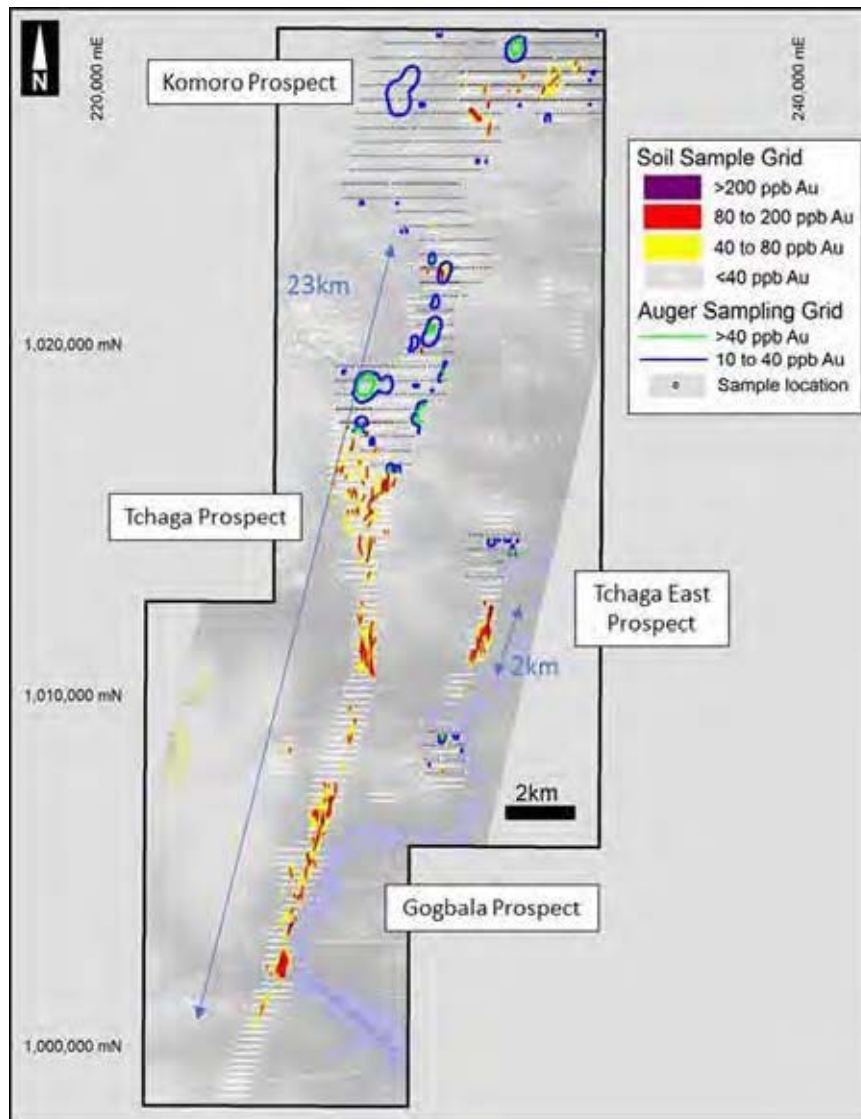


Figure 14: Gold-in-soil and auger drilling anomalies defined by Occidental Gold with prospect names

Perseus Mining Limited acquired Occidental Gold and, beginning in 2011, undertook various geochemical surveys over the Napié Permit on a selective basis as a follow-up to initial regional soil sampling programs. The geochemical survey primarily involved the collection of soil samples, however limited areas were covered by auger and termite mound surveys. Soil samples were collected every 50m on 200m spaced lines along a corridor of artisanal workings running in a north south orientation through the centre of the permit.

For ease of reference the geochemical anomalies have been divided into four prospect areas, which, from north to south, are the Komoro Prospect, the Tchaga Prospect, the Tchaga East Prospect and the Gogbala Prospect, Figure 14.

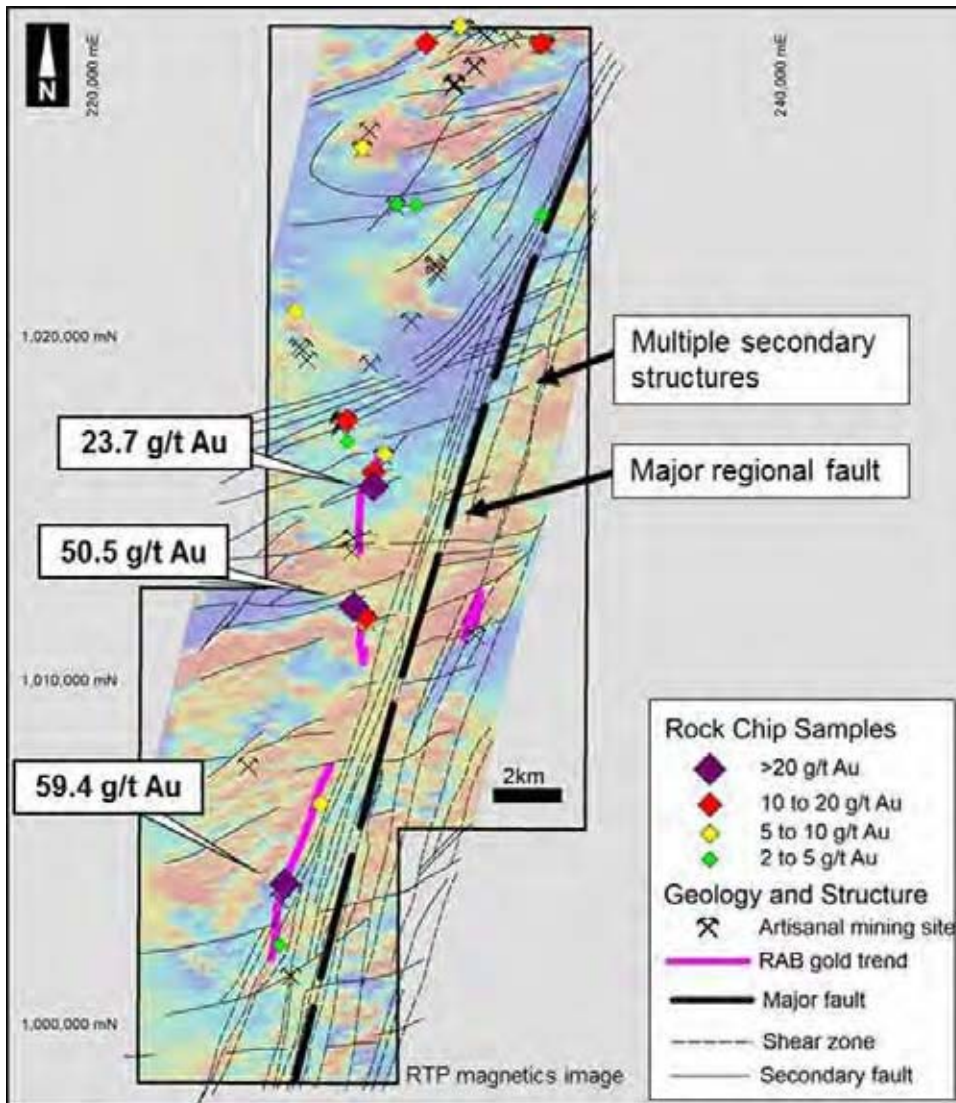


Figure 15: Structural interpretation overlaying image of RTP magnetics with selected rock chip results, UTM (WGS84z30N) modified from Costantini (2013)

INDEPENDENT GEOLOGIST'S REPORT

The soil geochemical survey defined a semi-continuous gold-in-soil anomaly for 18km from the Gogbala Prospect in the south to the Tchaga Prospect in the centre of the Napié Permit, Figure 14. Auger drill sampling by Occidental Gold extended the Tchaga Prospect geochemical anomaly for 5km northwards to delineate a 23km long anomalous zone, Figure 14.

The soil geochemical survey also defined a 2km length parallel trend to the east, on the Tchaga East Prospect. Auger drill sampling identified anomalous zones along the same trend, indicating possible extensions to the Tchaga East Prospect to the northeast and southwest, Figure 14. The Komoro Prospect represents a zone of irregular shaped soil and auger geochemical anomalies in the north-eastern corner of the permit trending in a ENE orientation, Figure 14.

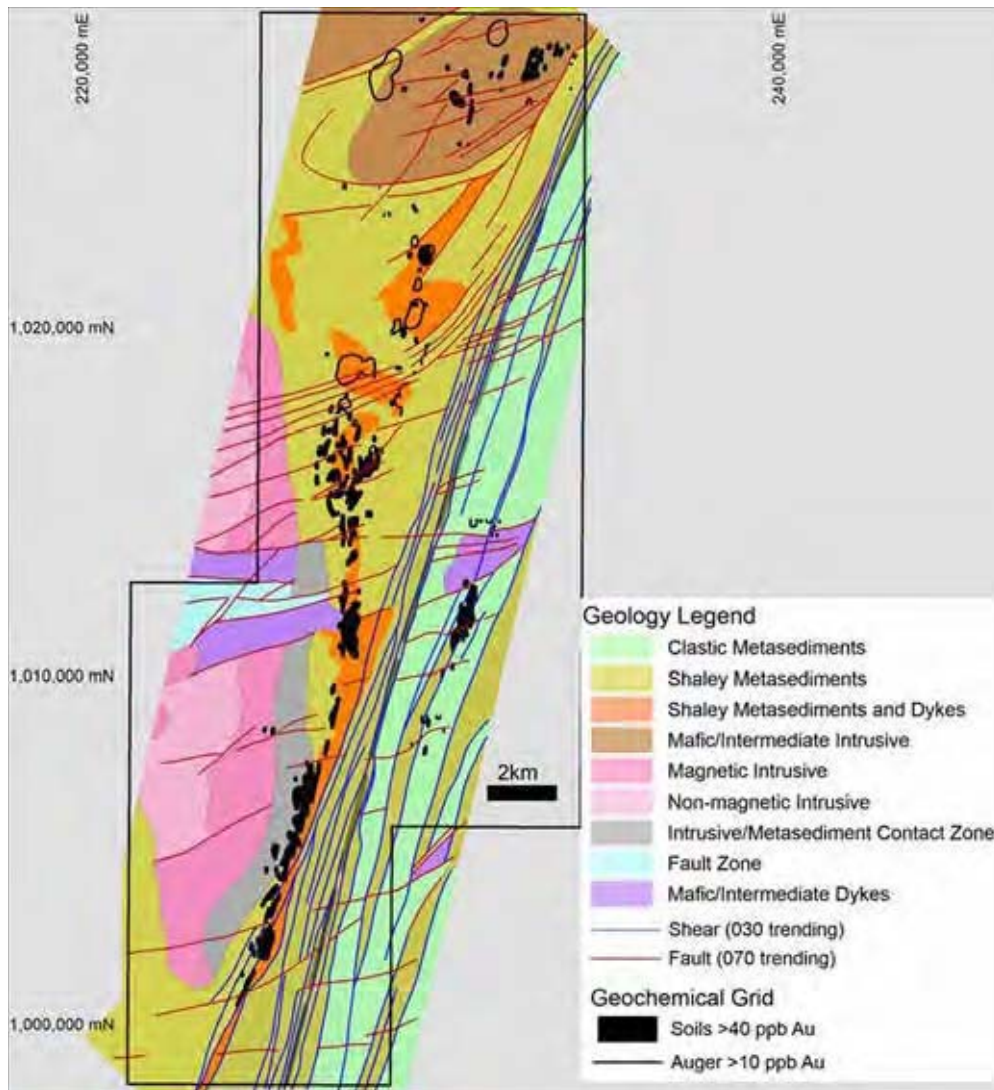


Figure 16: Au contours of soil and auger geochemistry superimposed over interpreted lithology and magnetic discontinuities (lithological contacts and faults) modified from Costantini (2013)

Concurrent to the geochemical surveys, Occidental Gold also conducted rock chip sampling throughout the permit. Significant values, up to 59.4g/t Au, were returned from samples of quartz veins and felsic schists (sheared meta-sediments), confirming the presence of high-grade gold within the Napié Permit. Historical artisanal mine workings have been mapped along the entire length of the 23km long mineralised corridor. These excavations are generally narrow and less than ten metres deep.

A high-resolution airborne geophysical survey was flown in 2013 by New Resolution Geophysics (NRG) of South Africa. The helicopter survey collected magnetic and radiometric data over the entire permit. The survey was flown at an elevation of 20m-30m, with 100m spaced flight lines oriented at 135°, and tie-lines every 1km for grid control. Results of the survey indicate a major shear and fault zone, oriented north-north easterly, through the permit, Figure 15.

Also in 2013, Costantini (2013) working for ArsTerra Exploration GmbH (ArsTerra) completed an integrated interpretation of geophysical and other exploration datasets for the Napié Permit. Costantini (2013) used the magnetic and radiometric data produced by NRG to interpret lithological boundaries, lithotypes, granodiorite / diorite dykes, faults and shear zones. The ArsTerra interpretation defined two structural systems: a zone of regional-scale faults trending 030° that form a shear fault corridor for the length of the permit, with some refraction of orientation around the intrusive bodies, and a set of 070° trending faults systematically present over the entire survey area. Neither set appears to significantly dislocate the other.

Deformation styles associated with the shear zones have been interpreted to be ductile over the fine grained metasediments (shaley metasediments in Figure 16) and brittle, displayed as faults, when they cross intrusives and / or clastic metasediments.

By superimposing the Occidental Gold geochemical survey data over the interpreted magnetic discontinuities (lithological contacts and faults) the distribution of gold-in-soils appears to be consistent with the structural interpretation, Figure 16.

Costantini (2013) observed that gold-in-soils and auger anomalies are predominantly located close to the contacts between Shaley Metasediments (shaded khaki in Figure 16) and the Shaley Metasediments and Dykes Unit (shaded orange in Figure 16). This geochemical trend is roughly parallel to the regional scale fault system and shear fault corridor (030°). The Shaley Metasediments and Dykes Unit is characterised by the presence of relatively strong magnetic anomalies that are interpreted as mafic / intermediate dykes with a 070° strike.

It should also be noted that the geochemical anomalies also appear to be systematically bounded by the transversal 070° trending structures. It is therefore concluded, from a structural standpoint, that the higher potential exploration targets within the Napié Permit could be ore shoots that develop where the 030° structural corridor and the 070° faults intersect.

In 2000, while under the ownership of Leo Shield NL, Occidental Gold completed a small drill program, consisting initially of two Reverse Circulation (RC) holes, which was followed by 24 Rotary Air Blast (RAB) holes. Holes were inclined at -50°, towards the east. Samples were collected at 1m intervals, composited to 5m, with any samples over 0.5g/t Au re-assayed at the original 1m intervals.

In 2012 and 2013, while under the ownership of Perseus Mining, Occidental Gold undertook a program of shallow RAB drilling over their soil anomalies on 400m and 600m spaced traverses. A total of 1,013 RAB holes were drilled with inclinations at -55° mostly towards the east (090°). Samples were collected at 1m intervals, and composited to 4m for gold analysis, except at end of holes where composites varied between 3 and 5m depending on hole length. No re-assay of composites at original 1m intervals was undertaken.

Most of the drill holes were between 10m and 35m in length, with the average length being 25m, or 20m vertical depth, Figure 17.

The RAB holes tended to be restricted to the oxidised zone as this type of drilling has difficulty penetrating hard rock particularly if fresh rock, significant quartz veining, or silicification is encountered. The two RC holes that were drilled on the Napié Permit before the RAB drilling program commenced were also relatively shallow at 57m and 79m in length.

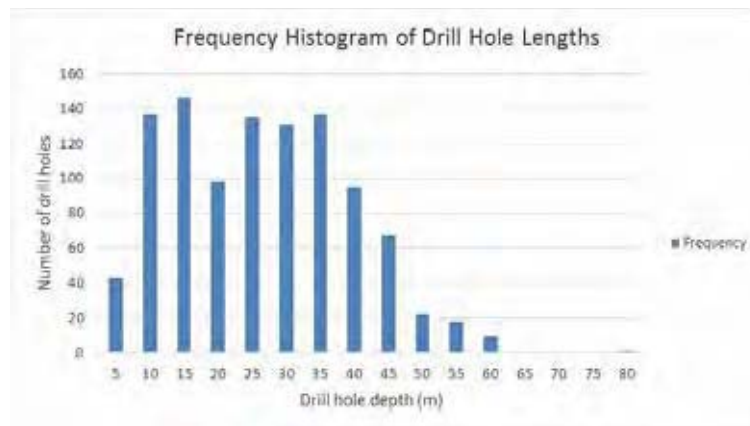


Figure 17: Histogram of RAB hole depths

Numerous encouraging gold intersections were reported by Occidental Gold from their drilling program, these are displayed in Figures 18 and 19. There are ninety-five (95) drill holes in the Occidental Gold database with intersections above 0.5g/t Au.

Mako Gold have calculated gram-metre values for each drill intersection by multiplying the intersection width by the average intersection grade. There are thirty-nine (39) drill holes with intersections greater than 5 gram-metres, Table 3. Zones of anomalous gold mineralisation display good continuity, in multiple drill holes, between drill traverses. It is important to note that some of the RAB drill holes ended in mineralisation.

All drilling to date was completed prior to the Costantini (2013) geophysical interpretation which concluded that plunging gold mineralised shoots may develop at the intersection of the 030° trending structural corridor and transversal 070° trending faults. These high potential targets have not been systematically drill tested by Occidental Gold.

RAB Drill Hole	From (m)	To (m)	Interval (m)	Au Grade (g/t)	Gram-metres	Comment
NTRB048	24	28	4	8.49	34.0	
NTRB113	8	17	9	3.76	33.8	
NGRB024	4	20	16	2.08	33.3	
NGRB413	4	16	12	2.39	28.7	
NKRB076	12	21	9	2.84	25.6	Ended in mineralisation
NKRB072	4	8	4	5.78	23.1	
NGRB242	4	12	8	2.67	21.4	
NTRB094	0	4	4	5.06	20.2	
NTRB001	0	4	4	4.83	19.3	
NGRB437	24	30	6	3.12	18.7	Ended in mineralisation
NKRB183	4	9	5	3.66	18.3	Ended in mineralisation
KRB-14	20	25	5	3.35	16.8	
NTRB046	24	28	4	3.95	15.8	Ended in mineralisation
NTRB030	0	4	4	3.69	14.8	
NTRB144	0	12	12	1.13	13.6	
NGRB435	20	25	5	2.57	12.9	Ended in mineralisation
NTRB141	8	12	4	3.03	12.1	
NGRB241	0	4	4	2.73	10.9	
NGRB363	4	12	8	1.30	10.4	
NTRB031	8	16	8	1.28	10.2	
KRB-11	15	30	15	0.67	10.1	
NGRB109	24	32	8	1.23	9.8	
NTRB049	24	28	4	2.33	9.3	
NGRB112	8	16	8	1.13	9.0	
NTRB270	0	4	4	2.21	8.8	
KRB-02	20	30	10	0.88	8.8	
NTRB098	4	8	4	2.02	8.1	
KRB-16	20	27	7	1.08	7.6	Ended in mineralisation
NGRB255	4	7	3	2.51	7.5	Ended in mineralisation
KRB-07	15	20	5	1.38	6.9	
NTRB106	12	16	4	1.58	6.3	
KRB-15	40	50	10	0.58	5.8	
NTRB228	0	4	4	1.41	5.6	
NGRB023	20	24	4	1.37	5.5	
NTRB150	4	9	5	1.07	5.4	Ended in mineralisation
NKRB073	8	12	4	1.33	5.3	
NGRB111	12	16	4	1.26	5.0	

RC Drill Hole	From (m)	To (m)	Interval (m)	Grade (Au g/t)	Gram-metres	Comment
KHR-1	24	29	5	3.33	16.7	
KHR-2	52	57	5	1.19	6.0	Ended in mineralisation

Table 3: Significant zones of gold mineralisation (>5g m) defined by Occidental Gold RAB drilling

INDEPENDENT GEOLOGIST'S REPORT

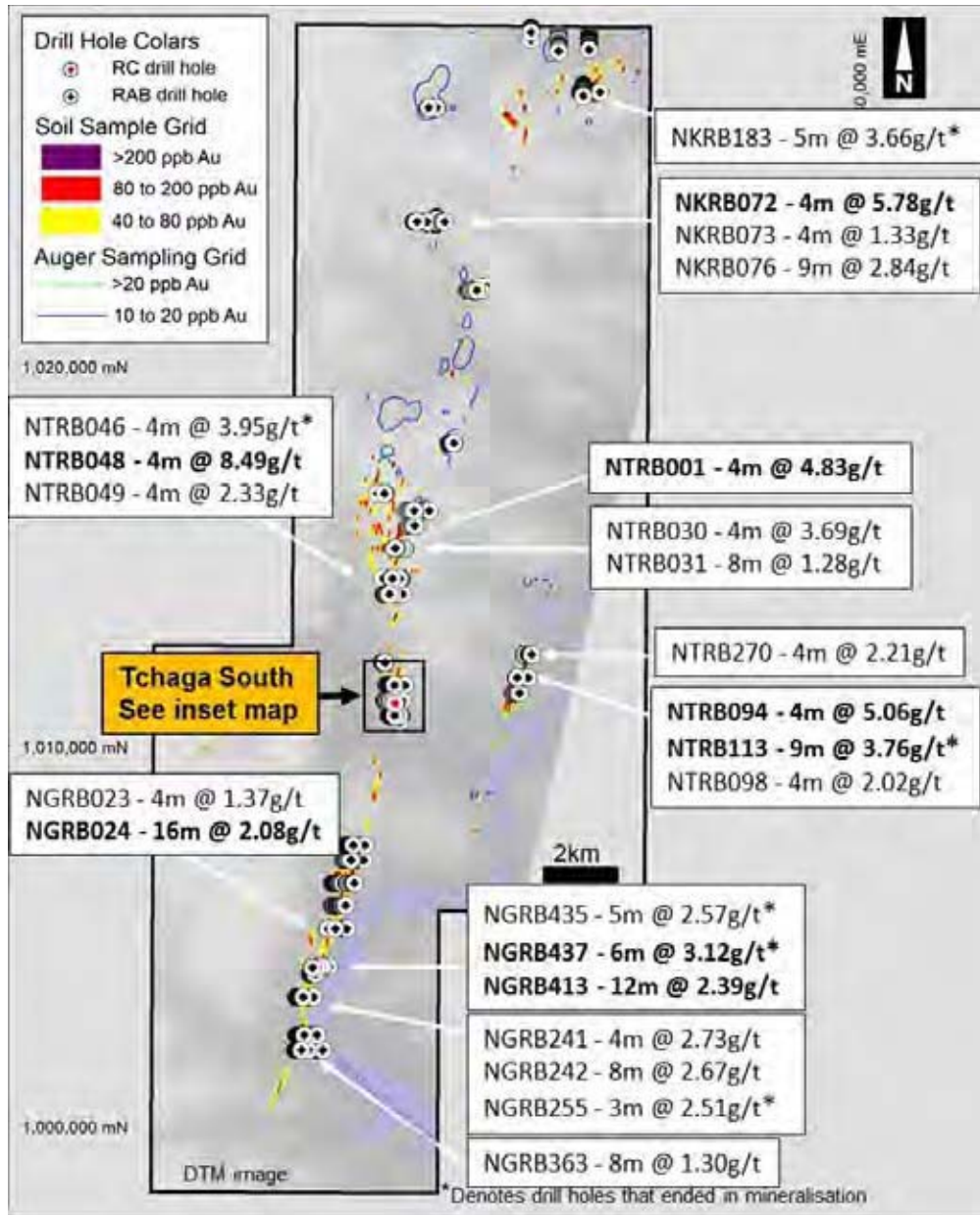


Figure 18: RAB drill hole collars with selection of significant intersections, UTM (WGS84z30N)

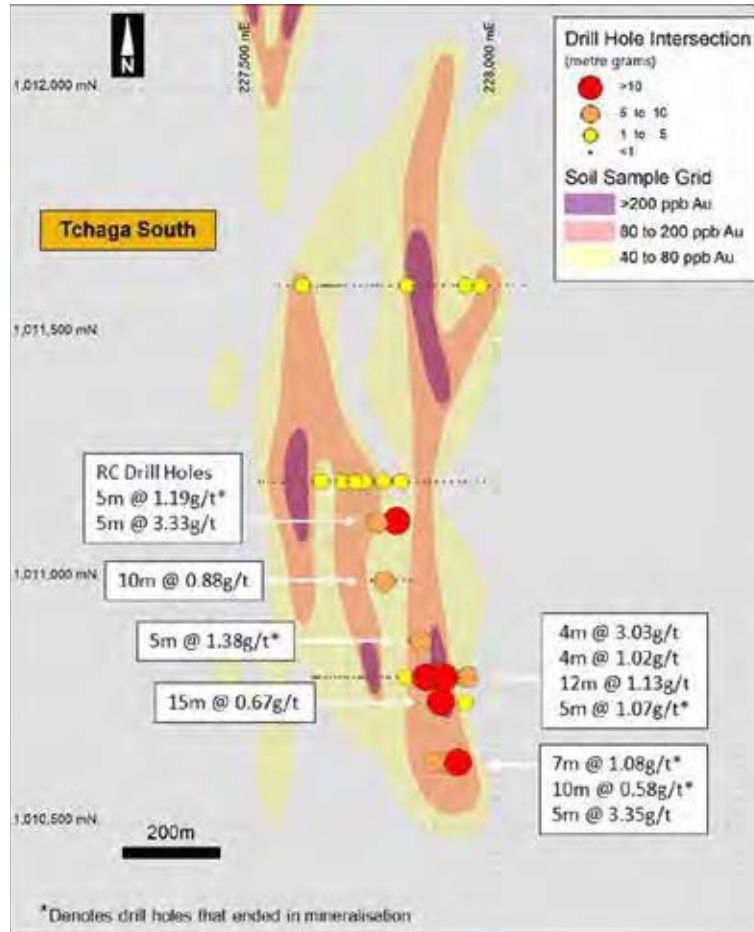


Figure 19: Tchaga Prospect RAB drilling over gold-in-soil anomalies



Plate 3: Tchaga Prospect - overview of artisanal site created after RAB drilling, 228216E /1016018N, view toward South- West (TIANGAKA artisanal site)

4.8.2 Field visit by SEMs to the Napié Permit

Hamed Diaby, a senior geologist with SEMs in Cote d'Ivoire for over five years, visited the Napié Permit on 31st July and 1st August 2017 with the management of Mako Gold and the exploration team of the permit holder, Occidental Gold.

Sites of historical exploration activity and artisanal mining were visited on four traverses over the trend of mineralisation through the centre of the permit. One traverse covered the Komoro Prospect in the northern half of the permit, one traverse covered the Tchaga Prospect in the central portion of the permit and two traverses crossed the Gogbala Prospect in the south. Twenty-one rock chip samples were collected by SEMs.

Komoro Prospect

Five rock chip samples were collected from a line of artisanal pits close to the northern boundary of the Napié Permit.



Plate 4: Komoro Prospect, artisanal site at 229,237E / 1,027,905N UTM (WGS84z30N)

Two rock chip samples recorded values of 0.55g/t Au and 0.35g/t Au from shallow artisanal mining sites about 60m south of the permit's northern border. The artisanal excavations appear to follow thin quartz veins in sheared metasediments and weathered diorite that strike in an ESE / WNW orientation. Quartz veins were observed to strike 105° and dip towards the south in artisanal mining pits located at 230,618E and 1,029,017N UTM (WGS84z30N).

The east-west orientation to mineralised quartz veins observed at the northern extremity of the Komoro Prospect may explain why the historical soil geochemical surveys (collected on 090° UTM grids) did not define a continuous soil anomaly. It should be noted that Occidental Gold completed three lines of RAB drilling across the projection of the mineralised trend and north of the soil anomaly, but the holes were inclined in the same direction as the dip of the quartz vein, thereby significantly reducing the chance of intersecting the quartz veins. The Komoro soil anomaly remains relatively untested and needs to be better defined by appropriate drill orientations.

Tchaga Prospect

Twelve rock chip samples were collected from artisanal mine workings on the Tchaga Prospect of which four samples were collected from the northern end of the main soil geochemical anomaly and eight samples were collected from artisanal sites further to the west. A series of abandoned narrow excavations and isolated pits were observed dipping sub-vertically and trending in a 040° orientation along the main soil anomaly, Plate 5.



Plate 5: Tchaga Prospect, narrow artisanal excavation, picture looking northwards

The four rock chip samples collected from artisanal workings within the main soil anomaly returned encouraging values ranging from 0.12g/t to over 8.0g/t Au, Table 4. Gold mineralisation appears to occur as thin quartz veins within sheared Birimian aged metasediments that display sulphide and carbonate alteration, Plate 6.



Plate 6: Rock chip samples collected from artisanal workings within the Tchaga soil anomaly: A) weathered sediment with traces of pyrite & carbonate alteration, B) quartz vein with carbonate C) sediment / quartz vein contact zone with manganese D) strongly weathered and sheared sediment from artisanal pit: 228,218E / 1,015,991N UTM (WGS84z30N)

A rock chip sample was taken from a medium grained granite located within the Tchaga soil anomaly, Plate 7. A contact between the granite and sheared Birimian aged metasediments was not observed in the field but is considered a prospective target for future exploration activities.



Plate 7: Tchaga prospect, granite outcrop cross cut by narrow (1cm) quartz veins oriented 080° and dipping 80° degrees to the south, 228,302 / 1,016,164 UTM (WGS84z30N)

RAB hole collars, from drilling completed by Occidental Gold in 2013, were identified on the Tchaga Prospect and their UTM co-ordinates confirm those reported in the Occidental database.

Gogbala Prospect

Two rock chip samples were collected from the Gogbala South Prospect in the vicinity of high grade rock chip results reported by Occidental Gold and several of their encouraging RAB drilling intersections.

The Gogbala Prospect is defined by a gold-in-soil anomaly that covers a strike length of approximately 7km of sheared and silicified metasediments that are clearly exposed in cultivated agricultural lands, Plate 8. The sheared metasediments strike approximately 040° and dip steeply towards the northwest.



Plate 8: Gogbala Prospect, shear zone oriented NS, sub vertical at 225,403E / 1,003,832N UTM (WGS84z30N)

Occidental Gold reported, in their 2002 report on the Korhogo Concession, a rock chip value of 59.4g/t Au from an outcrop of sheared, silicified and intensely folded metasediments with quartz veins at 225,645E and 1,004,064N UTM (WGS84z30N) from sample number T009537. This outcrop was resampled by SEMS, NAP14, which reported a value of 0.13ppm, Table 4.

Several RAB hole collars drilled by Occidental Gold were observed in the field and their co-ordinates conform with those reported in the Occidental Gold database.

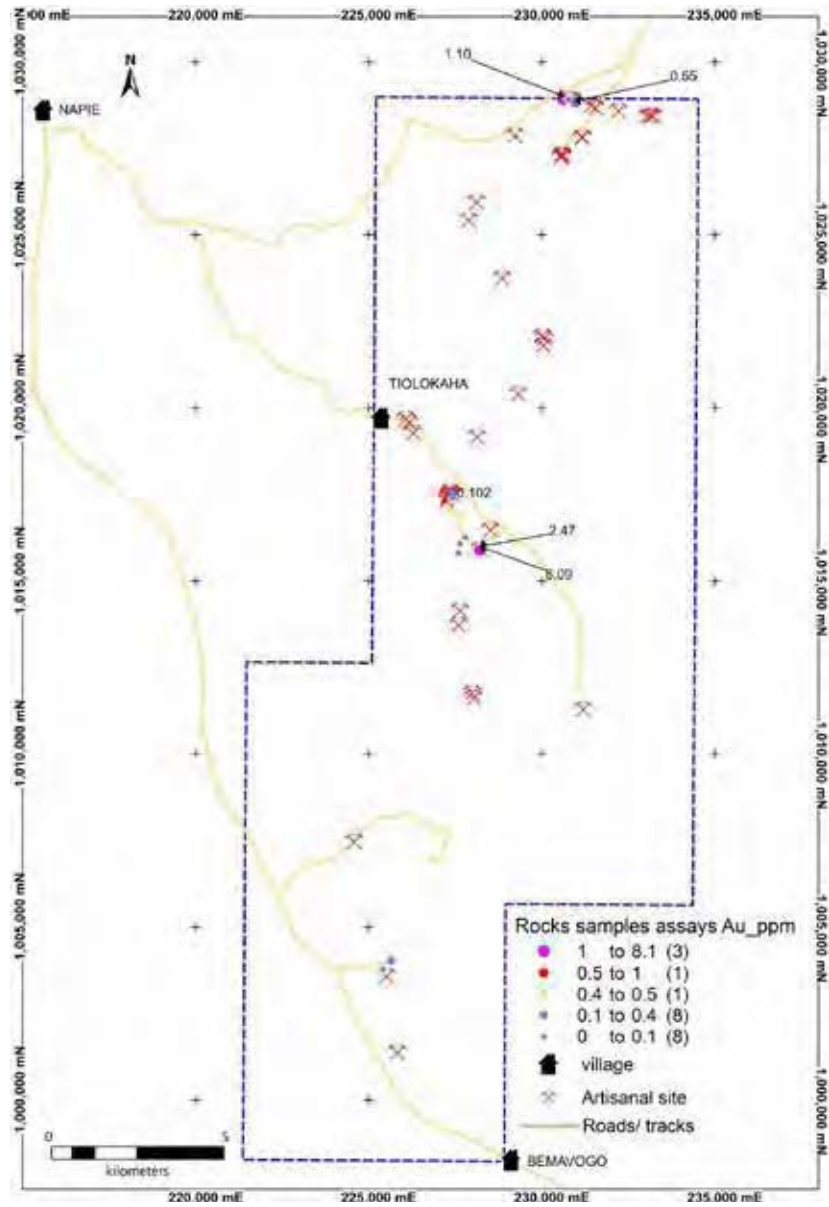


Figure 20: Napié permit, artisanal workings and significant rock chip results from SEMS sampling July / August 2017

INDEPENDENT GEOLOGIST'S REPORT

Sample	Prospect	East_UTM	North_UTM	Site	Lithology	Au (ppm)
NAP01	Tchaga	228,218	1,016,008	artisanal pit	sediment & vein qtz	0.12
NAP02	Tchaga	228,217	1,015,997	artisanal pit	vein qtz	2.47
NAP03	Tchaga	228,218	1,015,991	artisanal pit	sediment	8.09
NAP04	Tchaga	228,305	1,016,167	outcrop	granite & vein qtz	0.04
NAP05	Tchaga	227,597	1,015,865	outcrop	sediment & vein qtz	0.01
NAP06	Tchaga	227,632	1,016,131	artisanal pit	sediment	0.01
NAP07	Tchaga	227,786	1,016,304	artisanal pit	vein qtz	0.48
NAP08	Tchaga	227,782	1,016,310	artisanal pit	sediment	0.01
NAP09	Tchaga	227,395	1,017,453	artisanal pit	sediment	0.01
NAP22	Tchaga	227,421	1,017,508	artisanal pit	sediment	0.29
NAP11	Tchaga	227,426	1,017,534	artisanal pit	sediment	0.10
NAP12	Tchaga	227,426	1,017,534	artisanal pit	sediment & vein qtz	0.17
NAP13	Gogbala	225,403	1,003,832	outcrop	sediment & vein qtz	0.01
NAP14	Gogbala	225,645	1,004,064	outcrop	sediment & vein qtz	0.13
NAP16	Komoro	229,240	1,027,891	outcrop	sediment	0.24
NAP17	Komoro	230,618	1,029,017	artisanal pit	intrusive & vein qtz	1.10
NAP18	Komoro	230,765	1,028,973	artisanal pit	sediment & vein qtz	0.16
NAP19	Komoro	230,764	1,028,975	outcrop	sediment & vein qtz	0.01
NAP20	Komoro	230,964	1,028,876	artisanal pit	sediment	0.55
NAP21	Komoro	230,953	1,028,884	artisanal pit	intrusive	0.35
NAP23	Komoro	229,237	1,027,905	artisanal pit	sediment	0.02

Table 4: Rock chip samples collected by SEMS, July / August 2017

4.9 Sample Preparation, Analyses and Security

The first pass Occidental Gold geochemical sampling program consisted of collecting up to 2.0kg of sieved (1-5mm) soil, pulverising to -200 mesh, digesting a 50g sub-sample by Aqua Regia and analysing by Atomic Absorption at SGS Laboratories in Abidjan.

Occidental Gold have not provided detailed reports of how they handled their follow-up soil geochemical and RAB drilling samples. However, Occidental Gold's soil sample log sheets from the Napié Permit state that samples were analysed by 1kg BLEG analysis at the Bureau Veritas laboratory in Abidjan.

The Occidental Gold drill logging sheets state that samples from the first phase of drilling, two (2) RC holes and twenty-four (24) RAB holes, were sent to Abilab (now ALS laboratories) in Bamako, Mali for 50g Fire Assay.

Samples from the second phase of drilling, 1,013 RAB holes, were sent to the Bureau Veritas laboratory in Abidjan for twenty-four (24) hour, 1kg cyanide leach, bottle roll analysis. The analysis method is referred to as BL002 in which a pulverised sample is tumbled for 24 hours with 0.1% cyanide solution at ambient temperature. After settling, a sample of the supernatant liquor is taken and gold is then determined by Atomic Absorption Spectrometry (AAS). The Bureau Veritas laboratory certificates reporting these drill results have been made available to Mako Gold and used to verify drill results in the Occidental database.

From more detailed knowledge of Occidental Gold's exploration activities on other projects in Cote d'Ivoire, SEMS is of the opinion that the exploration activities, sample handling and sample analysis procedures implemented by Occidental Gold on the Napié Permit will have met industry norms in West Africa and that the soil geochemical and RAB analysis results can be relied upon to be accurate.

4.10 Future Exploration Work Programs

Mako Gold intends to raise a minimum of \$5M, to a maximum of \$6M through IPO. Work programs and budgets have been prepared for both the minimum and maximum cases. As of the date of the Prospectus, it is the Company's intention that any amount raised by the Offer in excess of the minimum will be utilised for additional drilling of the most encouraging targets.

4.10.1 Proposed Exploration Program

Mako Gold has prepared a base case exploration program for the Napié Permit to cover the two- year period following completion of a successful IPO, based on the minimum raise amount.

Year One will focus on drill testing the extensive 23km long gold anomaly defined in surface geochemical surveys and coincident gold mineralisation identified in shallow RAB holes. Mako Gold proposes to drill five (5) diamond core holes to assist in understanding the controls on gold mineralisation within this mineralised corridor.

Thereafter, reverse circulation (RC) drilling is proposed, and will strategically target priority areas along the mineralised corridor. Confidence in the positioning of drill holes will be enhanced through historical data compilation and interpretation, and detailed geological and structural mapping to 'ground truth' interpretations of aerial geophysical survey data.

Year Two will consist of further detailed mapping and reverse circulation (RC) drilling to follow up on results from Year One.

Funds raised above the minimum amount will increase the metres drilled on the permit and accelerate the timeline for drilling.

4.10.2 Proposed Exploration Budget

An exploration budget for the Napié Permit has been provided by Mako Gold covering the two- year period following listing. The total proposed budget for the Napié Permit for the base case minimum raise is \$1,288,000. At the base case, the proposed exploration budget exceeds the minimum required expenditure commitments. The total maximum proposed budget for the Napié Permit is \$1,888,000. The budget detail is shown in Table 5.

Napié Project Budget (\$A)						
Activity	Year 1		Year 2		Total	
	\$5m raise	\$6m raise	\$5m raise	\$6m raise	\$5m raise	\$6m raise
Tenement Fees	4,000	4,000	4,000	4,000	8,000	8,000
Exploration Personnel	230,000	230,000	220,000	220,000	450,000	450,000
Field Camp Costs	30,000	30,000	10,000	10,000	40,000	40,000
General and Administrative	40,000	40,000	30,000	30,000	70,000	70,000
Data Compilation/Interpretation	30,000	30,000	20,000	20,000	50,000	50,000
Geological Mapping and Sampling	40,000	40,000	20,000	20,000	60,000	60,000
Drilling	360,000	660,000	250,000	550,000	610,000	1,210,000
TOTAL Exploration Napié	734,000	1,034,000	554,000	854,000	1,288,000	1,888,000

Table 5: Two-year budget for the Napié Permit in Cote d'Ivoire

4.11 Conclusions and Recommendations

Mako Gold has signed a Farm-In and Joint Venture Agreement to earn an interest in the Napié Permit (Permis de Recherche) in Cote d'Ivoire. The total surface area of the permit is 299.4 km².

The Napié Permit is located in the semi-arid savannah zone of central northern Cote d'Ivoire, approximately 30km southeast of Korhogo. The permit lies within the Daloa volcano sedimentary belt approximately 160km southwest of the Tangora Permit in Burkina Faso.

Historical exploration of the Napié Permit consists mainly of soil sampling, with minor stream sediment, laterite, termite and auger geochemical sampling, along with shallow RAB drilling which has generally been confined to the oxidised zone, and two RC drill holes. Previous exploration results, largely from soil and auger surveys, have identified a semi-continuous geochemical anomaly which stretches for approximately 23km from the Gogbala Prospect in the south to the Komoro Prospect in the north of the permit. This extensive gold mineralised corridor trends in a NNE direction through the entire permit and overlies sheared and faulted metasediments, granite and mafic rocks close to the eastern margin of a large granitic intrusion.

At the northern end of the permit, within the Komoro Prospect, a ENE trending mineralised zone is interpreted cutting across the main NNE trending mineralised corridor. The soil sampling program covering this area appears to have been carried out along lines sub-parallel to the ENE trending mineralisation as interpreted by Costantini (2013), so may have not defined the mineralisation trend properly.

Approximately 2km east of the Tchaga Prospect a parallel mineralised trend called the Tchaga East Prospect has been defined by soil geochemistry over a 2km strike length.

Numerous significant mineralised intersections from shallow RAB drilling by Occidental Gold has defined anomalous gold-enriched zones that are generally coincident with soil anomalies. The presence of artisanal mining and rock chip samples containing up to 59.4g/t Au confirm high-grade gold occurs within the Napié Permit.

SEMS collected twenty-one (21) rock chip samples from artisanal mining sites. Results from laboratory analyses confirm gold occurrences of up to 8.0 g/t in sheared metasediments with thin quartz veins.

Interpretation of aerial geophysical data identified two dominant structural trends, the regional shear fault corridor trending at 030° and transversal 070° trending structures. It is concluded that gold mineralisation could occur in ore shoots that develop where the two structural orientations intersect. It was also concluded that soil geochemical anomalies are preferentially located close to the contact between non-magnetic shaley metasediments and a unit of shaley metasediments containing magnetic dykes.

Both geophysical interpretations and significant historical RAB drill results present excellent RC and diamond core drilling targets to test gold mineralisation at depth and to test mineralisation continuity along strike.

SEMS concludes that the Napié Permit in Cote d'Ivoire provides exposure to an attractive set of early stage, under-explored gold exploration prospects. The permit hosts highly prospective geological settings for the discovery of economic gold deposits. Exploration work is, therefore, warranted on the Napié Permit. It is recommended that Mako Gold pursue completion of the Farm-In and Joint Venture Agreement signed with Occidental Gold in Cote d'Ivoire and conduct exploration according to the exploration work program presented above, Table 5.

Mako Gold's proposed budget allocations are considered consistent with the exploration potential of the Napié Permit and is considered adequate to cover the costs of the proposed work program. The budgeted expenditures are also considered sufficient to meet the minimum expenditure commitments relating to the Napié Permit.

5.0 BURKINA FASO

Ouagadougou, the capital of Burkina Faso, is connected to Europe with regular flights to Paris provided by Air France. An array of carriers provide flights to other European cities periodically throughout the week. Frequent flights are also available to major centres within the West, North and East African regions.

5.1 Climate

Burkina Faso has a savannah, dry-tropical climate with two seasons of similar length. A dry season from November to May and a wet season from June to October. The temperatures during the dry season can reach 40°C and the rains during the wet season can be very heavy at times.

The country is subdivided into three climate zones from north to south, a hot arid zone with little rainfall, a semi-arid savannah zone with 600-900mm of rain annually, and a tropical savannah zone with over 900mm of rain annually (NAPA, 2007), Figure 21.



Figure 21: Climate zones within Burkina Faso

Burkina Faso temperatures average over 24°C year-round, with hotter average temperatures from March to June and cooler temperatures during the annual wet season from June to September, Figure 22.

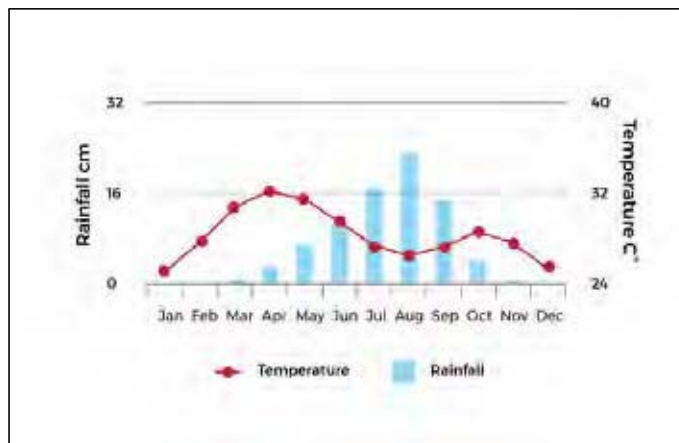


Figure 22: Average temperature and rainfall graph for Burkina Faso

The two Mako permits are covered by typical savannah vegetation of low acacia trees and scrubby bushes. Both properties have been subjected to farming so the tree cover has been cleared for agriculture and firewood. Trees that are preserved by the farmers are of economic value such as the Shea, Baobab and Kapok trees. More dense vegetation is common along drainage valleys.

Grasses are burnt during the dry season to leave the land bare and easily accessible by foot. However, during the wet season much of the land is covered in thick, tall grasses that make access to exploration sites difficult.

The field season in Burkina Faso is defined by the rainfall pattern and normally runs from November to June.

5.2 Ownership Obligations

The Mining Act of Burkina Faso, N° 036-2015/CNT of 26th June 2015 (the Mining Act), provides the legal framework for mineral exploration and mining activity in the country.

According to the Mining Act, Exploration Permits (Permis de Recherche) up to 250 km² in size are granted by the Ministry of Mines for an initial period of three (3) years. Exploration permits may be renewed twice for subsequent periods of three (3) years on the proviso that the holder has fulfilled its obligations pursuant to the Mining Act. At the second renewal, the permit area is subject to a 25% reduction in surface area. An additional two (2) year term may be applied for as an exceptional renewal.

Valid exploration permits confer to the holder the exclusive rights to apply for an Exploitation Permit (Permis d'Exploitation Industrielle) in accordance with the Mining Act. An Exploitation Permit is similar to a mining tenement.

Exploitation Permits are granted for a term of twenty (20) years (with unlimited five (5) year renewals) by the Ministry of Mines. The Exploitation Permit also requires a corresponding Mining Agreement which includes and specifies taxation and exchange arrangements.

The application for an Exploitation Permit requires a positive Feasibility Study and includes an environmental impact study and public consultation stage, as well as the formulation of an enhancement and mitigation plan and an environmental monitoring and management program.

Under the provisions of the Mining Act, the granting of an Exploitation Permit in Burkina Faso entitles the state to a 10% free carried interest, which cannot be diluted.

The current Mining Act includes a sliding scale royalty to the Government of Burkina Faso which is dependent on the price of gold (3% < USD 1,000, 4% to USD 1,300, and 5% > USD 1,300).

5.3 Geology

Burkina Faso lies within the southern portion of the West African Craton (WAC), and is underlain principally by Paleoproterozoic rocks of the Baoule-Mossi domain which forms part of the Leo- Man Shield (Parra-Avila 2015). Younger, Neopaleozoic age, sediments cover the northwest (Taoudeni Basin) and a small portion of the southeast (Volta Basin) of the country.

Multiple generations of late-stage dolerite dykes intrude the Paleoproterozoic and Neopaleozoic rocks (Baratoux et al., 2015).

The Birimian aged terrain refers to the Paleoproterozoic rocks of the WAC formed during the Eburnean Orogeny, which occurred between circa 2150 Ma to 1980 Ma (Baratoux et al., 2011). The terrane consists mainly of volcanic and volcano-sedimentary, linear to arcuate, 'greenstone' belts and related granitic intrusives (Parra-Avila, 2015). It is these rocks that host the gold deposits of Burkina Faso, Figure 23.

The greenstone stratigraphy comprises a basal mafic sequence consisting of basalts, dolerites and gabbro of tholeiitic composition, overlain by a sequence volcano-sedimentary rocks consisting of turbidites, mudstones and carbonates, interbedded with calc-alkaline volcanic and volcanoclastic rocks, followed by a late coarse clastic sedimentary turbidite unit (Parra-Avila, 2015).

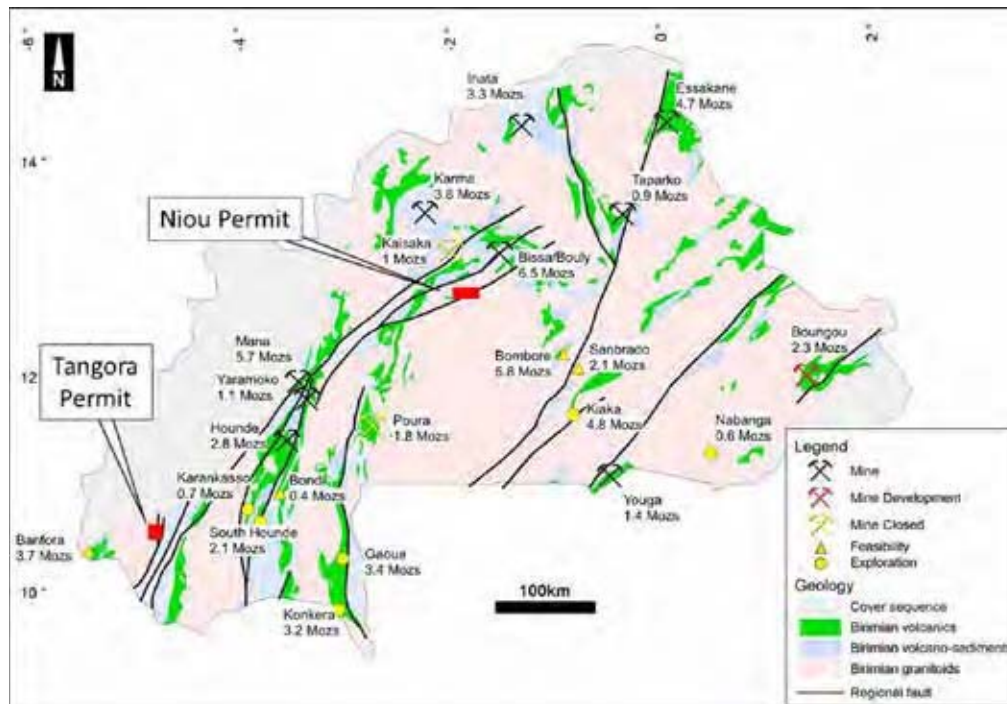


Figure 23: Geology map of Burkina Faso (from Project SYSMIN 7 ACP BK 074) with Niou and Tangora Permits

Several generations of granitoids were emplaced penecontemporaneous with the greenstones (Baratoux et al., 2015). These range from a tonalite-trondhjemite-granodiorite (TTG) suite of intrusives which surround the Birimian greenstone belts to K-rich granites and granodiorites injected as pulses within the volcanic package.

The volcanic and meta-sedimentary units are regionally metamorphosed to greenschist facies. Locally, amphibolite facies metamorphism is observed, most likely the result of contact metamorphism.

Tarkwaian-type sediments appear locally in a few belts within Burkina Faso. Evidence points to subaerial deposition around 2130Ma as a result of the uplift and subsequent erosion of the structurally thickened arc terrane (Leube et al., 1990; Pohl, 1998). Tarkwaian sediments were originally described in Ghana as a distinctive sequence of clastic sedimentary rocks commonly with basal conglomerates, developed unconformably on the Birimian sequence (Pohl, 1998).

5.4 Gold Mining Industry

Burkina Faso is one of the fastest rising gold producing countries in the world. It has been the fourth largest gold producer in Africa since 2012, behind South Africa, Ghana and Mali. In 2015 Burkina Faso's annual gold production from six (6) large scale mining operations exceeded 1.1 million ounces.

The last 15 years has seen a rapid development of the country's mineral exploration and mining industry. During that time, it is estimated that over 50 million ounces of gold have been discovered and nine new gold mines have been built, Figure 23.

In October 2017, the Houde project (Endeavour Mining) poured its first gold, currently Boungou (Natougou deposit) (SEMAFO) is under construction and at least four (4) other gold projects have completed feasibility studies.

6.0 NIOU PROJECT

6.1 Location

The Niou Permit is located in central Burkina Faso, approximately 55km NNW of the capital, Ouagadougou. The permit is centred on UTM coordinates 627,000E and 1,413,000N UTM (WGS84z30N) and straddles two administrative regions.

Most of the permit lies within the Niou Commune of the Kourweogo Province within the Plateau Central Region. The northwest corner of the permit lies within the Arbolle Commune of the Passore Province within the Nord Region, Figure 24.

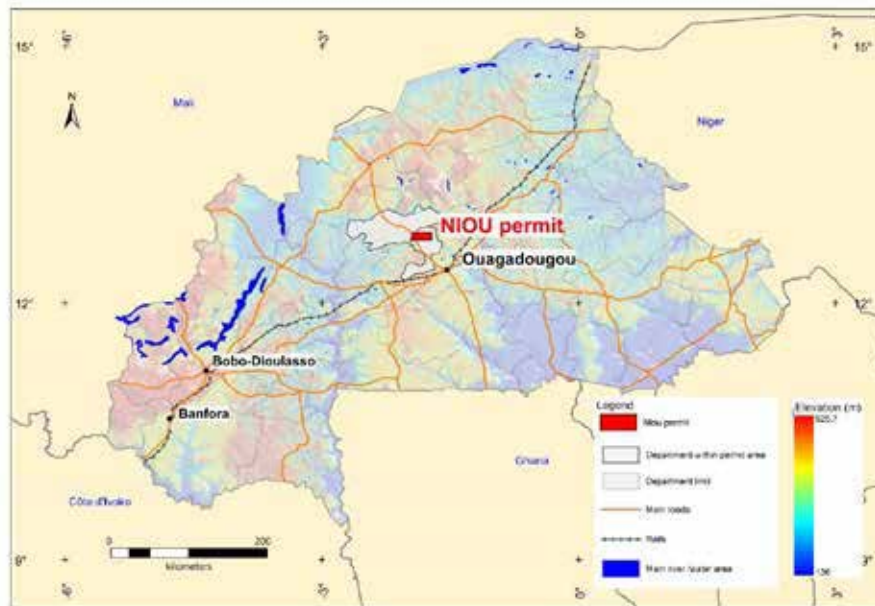


Figure 24: Niou Permit (black rectangle) within central Burkina Faso

Access to the project area is via the bitumen national highway (RN02) which runs northwest from the capital city of Ouagadougou. The RN02 passes through the southwestern corner of the Niou Permit providing easy access from Ouagadougou, the principle source of supplies for the project, Figure 24.

A well maintained secondary dirt road transects the permit east-west and provides excellent access to a large part of the permit. The primary area of interest is accessed by way of a dirt track which runs southwards from the secondary road, Figure 25.

The small town of Niou is situated on the RN02 within the westernmost boundary of the permit and can be used as an exploration base camp and a source of fuel for field vehicles. The town of Yako, which is located 42km to the northwest of the Niou Permit, provides an alternative location for a field base and source of supplies for fieldwork.

6.2 Property Description and Ownership

The Niou Permit was granted to Nouvelle COFIBI SARL, a company registered in Burkina Faso, by decree N°2015/000394/MME/SG/DGCM and was valid from 15th September 2014 to 15th September 2017.

As per the Mining Act of Burkina Faso, Mako Gold lodged an application for renewal of the Niou Permit for a further three (3) year period on 15th June 2017. The Mining Act allows for an exploration permit, known as a Permis de Recherche, to be renewed twice for periods of three (3) years each. Thus, providing a cumulative term of nine (9) years. Thereafter, the Mining Act allows exceptional renewals for two (2) year terms.

As at the effective date of this report, the Mines Ministry of Burkina Faso has not responded to the application for renewal of the Niou Permit submitted by the permit holder. Mako Gold has received legal advice stating that, according to Burkina Faso Mining Act, a Permis de Recherche is considered renewed if no correspondence is sent by the Mines Ministry to the contrary within ninety (90) days of the renewal application being lodged. Since ninety (90) days has elapsed since the renewal application was lodged, the Niou Permit is considered renewed and therefore in good standing.

The Niou Permit covers an area of 250km². UTM coordinates defining the boundaries of the Niou Permit are presented in Table 6 and displayed in Figure 25.

Points	Easting	Northing
A	614,400	1,418,000
B	639,400	1,418,000
C	639,400	1,408,000
D	614,400	1,408,000

Table 6: Niou Permit, corner co-ordinates, UTM - Clarke 1880 Datum: Adindan, Zone 30 North

There is a 1km² artisanal mining permit within the Niou Permit, shown in Figure 25, which was granted to Burkinabe registered company, Comptoir des Metaux Precieux SARL.

On 31st July 2016 Mako Gold SARL, a fully owned Burkina Faso subsidiary of Mako Gold Limited, signed an agreement with the permit vendor to acquire an option to earn 100% ownership in the Niou Permit subject to three annual staged payments to the vendor. The option can be exercised at any time by Mako Gold for 100% ownership of the permit subject to a 1% royalty granted to the permit holder. Mako Gold has the right to cancel the option agreement at any time.

6.3 Environmental Liabilities

There are no known environmental liabilities relating to Niou Permit, however, the extensive artisanal mining activities have created an environmental impact.

The artisanal miners have sunk several deep shafts using explosives and are processing ore on- site. A semi-permanent settlement of artisanal miners is located at 630,700E and 1,409,000N UTM (WGS84z30N).



Plate 9: Niou Permit looking southwards from laterite hill at north end of artisanal site

6.4 Local Resources

The communities within and adjacent to the Niou Permit make their livelihood from agriculture (mostly corn, manioc, sesame, groundnuts & cotton) and livestock. An important source of income to the local communities, during the dry season, comes from artisanal gold mining (orpaillage).

Skilled and semi-skilled labour is available in-country and most staffing needs for the company can be met with Burkinabe nationals that have worked on the numerous gold mining and exploration projects throughout the country. Unskilled labour is readily available from local communities for sampling crews, trench digging, line cutting and other exploration activities.

6.5 Infrastructure

The Niou Permit is serviced for local agricultural produce, simple building materials, hire of bulldozers and excavators as well as the purchase of some basic mineral exploration consumables from nearby regional centres and from Ouagadougou. Specialised equipment and vehicles generally need to be imported.

Mako Gold will establish a base for exploration activities in Niou town, close to the western boundary of the permit.

Mobile phone coverage is variable over the permit area but good enough to provide internet access.

6.6 Physiography

The Niou Permit is relatively flat with small laterite capped hills. Topography elevations within the permit vary between 340m above sea level (ASL) in the drainage basins to the northwest and southeast corners of the permit and 400m ASL along an ENE trending low ridge through the centre of the permit, Figure 25.

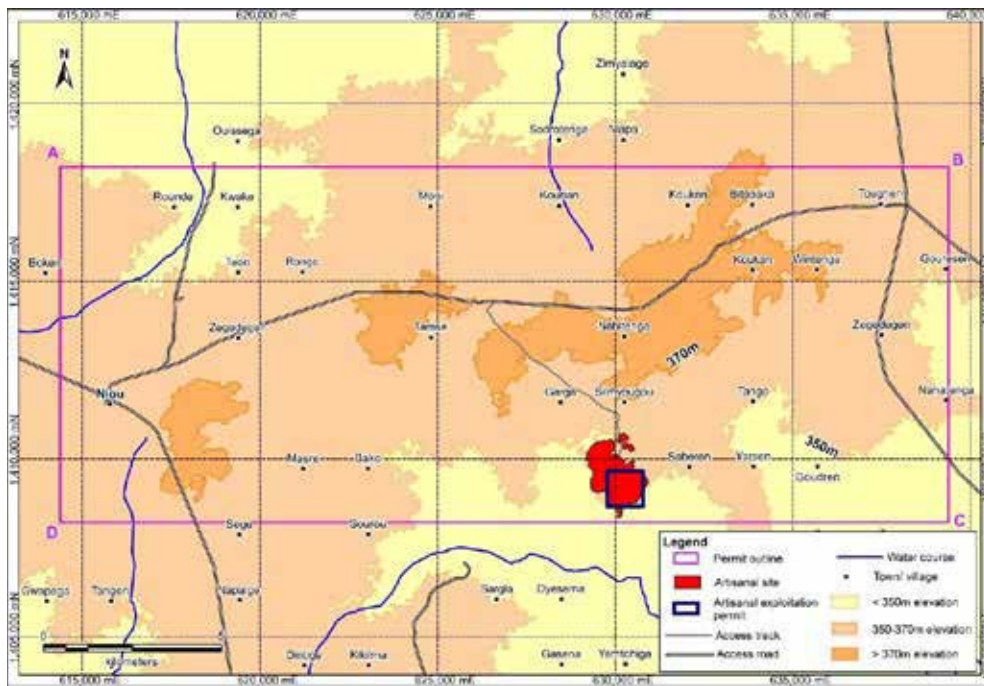


Figure 25: Simplified topography within the Niou Permit with streams, tracks and the area of main artisanal mining. UTM (WGS84z30N)

It should be noted that the main area of artisanal mining within the Niou Permit lies over two kilometres from the nearest stream.

6.7 Geology

The Niou Permit is located along the southern margin of the Goren Greenstone Belt. More than ten million ounces of gold has been identified in three deposits held by other operators within the Goren greenstones, Figure 26.

Most of the Niou Permit is underlain by a massive to porphyritic biotite granite that extends for hundreds of kilometres regionally, Figure 26. Within the central part of the permit is a roughly east-west occurrence of sheared basalt and amphibolite of tholeiitic composition. To the south of the volcanic units is a zone of foliated argillaceous schists. Intruding both the volcanic and sedimentary package are small plutons of granodiorite, tonalite, and quartz diorite affinity. The intrusives are locally foliated.

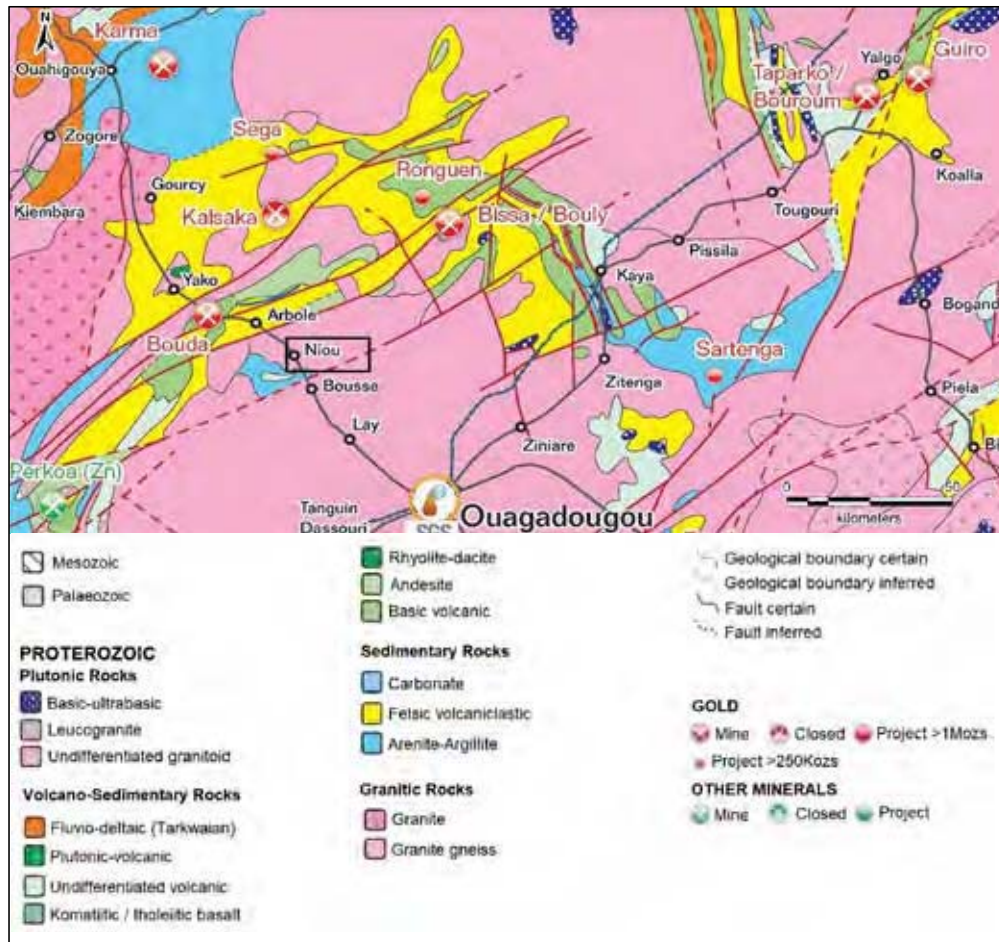


Figure 26: Simplified geology of the Goran Greenstone Belt with gold deposits and mines

6.8 Exploration

Mako Gold is not aware of any drilling that has been attempted on the Niou Permit and is considered to be at an early stage of mineral exploration.

6.8.1 Historical Exploration

To the best of Mako Gold’s knowledge only limited exploration has been conducted on the Niou Permit prior to 2016.

Exploration work was conducted by Nouvelle COFIBI (COFIBI), a local Burkina Faso company, between September 2011 and August 2014 (Nouvelle COFIBI, 2014). COFIBI conducted reconnaissance geological mapping of the bedrock and regolith, rock chip sampling, and a wide spaced geochemical soil sampling program on a 1,000m by 500m grid over a portion of the permit.

Geological mapping of the permit identified that the mafic unit is more extensive than government mapping showed. Mapping also highlighted a zone of strong shearing (schist unit) trending northeast-southwest and isolated quartz diorite intrusives.

Results of the soil sampling identified a gold-in-soil anomaly over 7km of strike in a northeast trend. This anomaly coincides with the strongly sheared schist unit and extends into the quartz diorite and mafic units. Regolith mapping indicates that the northern edge of the gold-in-soil anomaly is likely truncated by a laterite cap preventing good soil exposure for sampling. The gold-in-soil anomaly is open to the south, Figure 27.

The best result from rock chip samples collected by COFIBI was 2.28g/t Au from sheared and silicified quartz diorite. There are no coordinates available for the rock chip sample locations and the laboratory results were not verified.



Figure 27: Compilation of geology and exploration results from historical work on the Niou Permit by COFIBI, UTM (WGS84z30N)

COFIBI reports that artisanal sites were first excavated as a result of the soil geochemical anomaly identified by COFIBI. The site now extends over 2km long by 1.2km in width, and extends 1km past the southern limit of the soil sampling grid.

6.8.2 Exploration by Mako Gold

Mako Gold conducted a reconnaissance field visit in July 2016, compiled data from previous work, and began systematic fieldwork in May 2017. The Mako Gold compilation of previous work on the Niou Permit is presented in Figure 27.

During the July 2016 field visit multiple zones of artisanal mining were identified within a broad mining area stretching for approximately 2km within the southern central portion of the permit. Due to weather constraints, only two rock chip samples were collected from the property at that time. Both these samples returned anomalous gold values (3.4g/t Au; 0.4g/t Au).

The largest artisanal mining site within the Niou Permit is operated by SOMIKA, Burkina's largest artisanal mining company. It was observed that the SOMIKA artisanal site has multiple parallel sheared zones with a reported high gold output.

Between May and August 2017 Mako Gold conducted a program of geological mapping and sampling of the artisanal mine workings within the Niou Permit. Initially, forty-four (44) rockchip samples were collected over the primary area of interest which covers two extensive artisanal mining sites located in the southern central portion of the permit, Table 7. The site is centred at UTM coordinates 630,000E and 1,409,600N (WGS84z30N). Individual artisanal pits excavated into bedrock were geographically located and lithologies mapped in order to compile a geological map.

INDEPENDENT GEOLOGIST'S REPORT

The geological mapping program also included the excavation of three trenches totalling 269m over two sites within the zone of artisanal workings in areas which returned gold in rock chip samples, Figure 28. A total of 196, one (1) metre continuous chip samples were collected from the trenches. In addition, thirty (30) selective grab samples were collected from quartz veins within the trenches. The best values were from NUTR003 which intersected 13m at 0.70g/t Au (not true width), with individual quartz veins returning up to 7.20g/t Au. The trenches, excavated perpendicular to one another indicate that gold mineralisation is hosted within quartz veins oriented northeast/southwest, sub-parallel to the shearing observed within the sericite schist unit. Quartz veins oriented northwest/southeast were observed, to a lesser extent, and appeared to be only weakly mineralised (<0.1g/t Au).

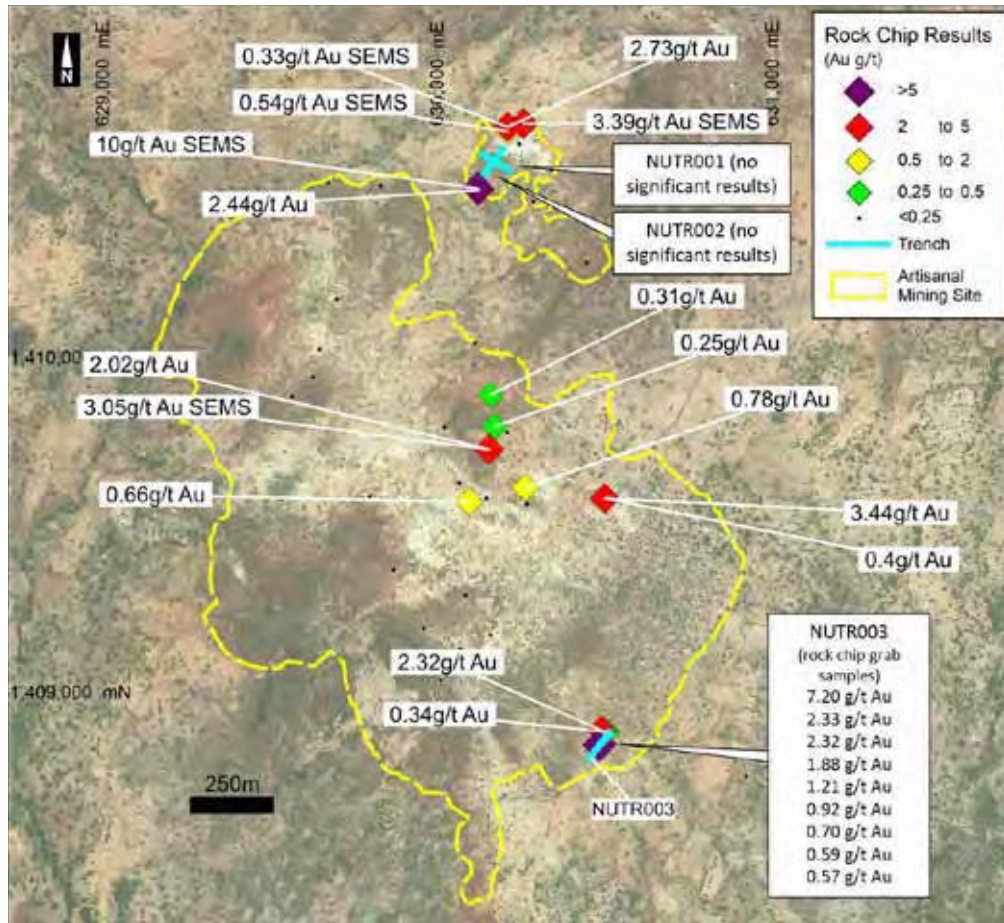


Figure 28: Niou Permit, location of Mako Gold and SEMs rock chip samples and Mako Gold trenches (light blue lines) within artisanal mining sites over Google Earth image

NAT_East	NAT_North	g/t Au	Lithology	NAT_East	NAT_North	g/t Au	Lithology
629938	1409213	0.05	quartz vein	628998	1412138	0.01	rhyolite
630064	1409312	0.03	quartz vein	629080	1412118	0.01	basalt
630477	1408907	0.02	quartz vein	628923	1412118	0.01	quartz vein
630901	1408770	0.15	quartz vein	629809	1410536	0.01	quartz vein
630225	1410659	0.02	andesite	629652	1410544	0.01	quartz vein
630320	1410582	0.02	quartz vein	630103	1410522	2.44	quartz vein
629678	1410196	0.11	quartz vein	630092	1410066	0.03	quartz vein
629628	1410046	0.04	quartz vein	630138	1409910	0.31	quartz vein
630265	1410488	0.01	quartz vein	630242	1409634	0.78	quartz vein
630187	1409798	0.11	quartz vein	630246	1409584	0.01	quartz vein
630151	1409817	0.25	quartz vein	630425	1410304	0.01	quartz vein
630132	1409748	2.02	quartz vein	630001	1409814	0.03	schist
630126	1409601	0.22	quartz vein	630074	1409591	0.66	quartz vein
630463	1408913	0.18	quartz vein	630470	1408908	2.32	quartz vein
632270	1409668	0.01	quartz vein	630467	1408904	0.16	schist
630188	1410711	2.73	quartz vein	630487	1408904	0.34	quartz vein
630045	1409647	0.11	quartz vein	630005	1409083	0.01	quartz vein
629848	1409388	0.04	quartz vein	630020	1409114	0.01	quartz vein
629975	1409099	0.01	quartz vein	630046	1409152	0.01	quartz vein
629989	1409058	0.01	quartz vein	630138	1409193	0.05	quartz vein
629142	1409875	0.01	quartz vein	629776	1409606	0.02	quartz vein
629545	1409905	0.07	quartz vein	630479	1409601	0.4	andesite
629607	1409964	0.09	quartz vein	630479	1409601	3.44	andesite

Table 7: Niou Permit, fire assay results from Mako Gold rock chip sampling in May 2017

Mako Gold has acquired aerial geophysical images (magnetic and radiometric) flown by Aerodat in the 1990s, from the geological survey of Burkina Faso. Mako Gold also contracted a high-resolution, heli-borne, aerial geophysical survey of the Niou Permit during May 2017. New Resolution Geophysics (NRG) were contracted to fly a geophysical survey over the entire permit to provide detailed aerial magnetic and radiometric data. The survey was flown at an elevation of 20m-30m, with 100m spaced flight lines oriented north-south, and tie-lines every 1km for grid control.

The aeromagnetic image shown in Figure 29 illustrates the strong expression of the greenstone belts (high intensity, long narrow linear features) and the surrounding granitoid areas that are variably magnetic but typically much more extensive than the greenstones. The detailed patterns over the Niou Permit survey area contrast with the 'fuzzier' patterns resolved in the Aerodat regional data.

INDEPENDENT GEOLOGIST'S REPORT

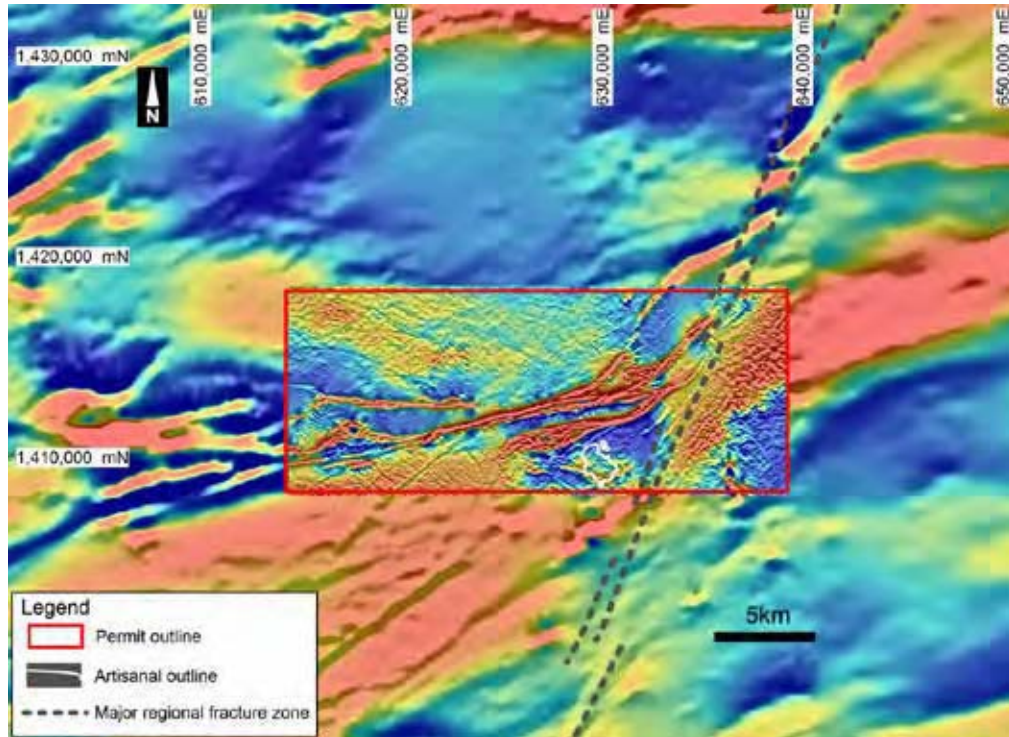


Figure 29: Regional and local detailed magnetic image over the Niou Project area. Image is colour RTP intensity draped over RTP 1st Vertical Derivative. Dashed line indicates a major regional fracture zone, UTM (WGS84z30N)

Southern Geoscience Consultants (SGC) were engaged by Mako Gold to compile an interpretation of the data generated by NRG and propose exploration targets, Figure 30. Isles and Wallace (2017) combined the historical, regional scaled, geophysical data with the recently acquired heli-borne survey over the Niou Permit to provide a regional interpretation of the geological setting of the Niou Permit, Figure 30.

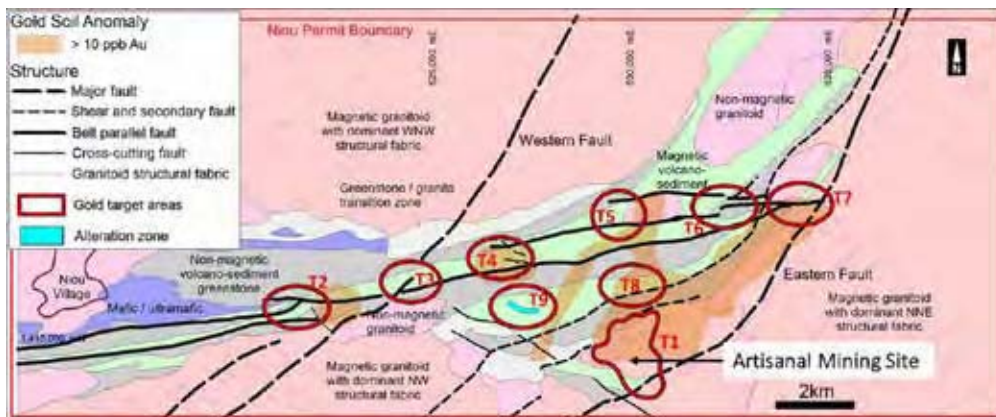


Figure 30: Southern Geoscience Consultants geological interpretation of aerial geophysical data over the Niou Permit with potential gold exploration targets. After Isles and Wallace (2017)

Interpretation of the detailed airborne geophysical data supports the presence of east-westerly trending, gold mineralised structures within a greenstone belt controlled by NE/SW and later NW/SE structures. Isles and Wallace (2017) interpret the Niou Permit to be underlain by a 3-6km wide greenstone belt with numerous 'belt-parallel' faults and a significant change in structural orientation in the east of the study area, Figure 30.

Artisanal gold mining within the Niou Permit appears to focus upon the quartz diorite intrusions and their sheared margins within the central southern portion of the Niou Permit.

6.8.3 Field visit by SEMS

The author visited the Niou Permit on 8th June 2017 with the management of Mako Gold. The artisanal mine workings in the central southern portion of the permit were inspected and seven rock chip samples were collected.

It was observed that the artisanal miners are targeting thin quartz veins, generally less than 2cm thick, in the oxidised and fresh zones of sericitic schists as well as deformed and altered quartz diorites. The veinlets often have disseminated pyrite halos, Plate 10.



Plate 10: Niou Permit a) quartz veinlets in weathered sericitic schist from an artisanal pit UTM 630,189E / 1,410,699N b) sheared and altered intrusive (quartz diorite) from an artisanal pit, UTM 630,222E / 1,410,660N

The site visit involved walking the full length of the artisanal mining area from the north (630,236E and 1,410,720N UTM) to the south (630,476E and 1,408,906N UTM). The northern workings were predominantly shallow (<10m) open pits and shafts targeting thin quartz veins within a kaolinitic saprolite, Plate 11.

The mine workings displayed in Plate 11 form a discrete zone of artisanal workings that comprise narrow shafts to approximately ten metres depth within shallow open pits. The miners selectively collect thin white and grey quartz veinlets from an oxidised, light green, moderately foliated, silicified, sericite altered, intermediate intrusive (probably quartz diorite). Samples of this ore were crushed and panned on site at the request of the author, several fine gold grains were observed in the panning dish. The ore material returned a fire assay (SGS, Ouagadougou) of 3.39 g/t Au.

It should be noted that the northern extent to the Niou artisanal workings appear to be constrained by the presence of thicker laterite cover. However, the 50ppb geochemical contour defined by COFIBI's soil survey continues for a further 1,000 metres to the north.

INDEPENDENT GEOLOGIST'S REPORT



Plate 11: Niou Permit, artisanal workings in kaolinitic saprolite at the northern end of the primary area of interest, photo looking south from 630,236E / 1,410,720N UTM (WGS84z30N)

The northern two zones of artisanal mining are separated from the larger southern zone of artisanal mining by a tract of flat lateritic gravels. Close to the north-eastern margin of the southern zone, a series of deep artisanal shafts was observed, Plate 12. The depths of these shafts are not known but the miners are using compressed air to assist ventilation and explosives to mine the fresh rock so it is assumed they must be at least 30m deep.



Plate 12: Niou Permit, artisanal workings in fresh rock in the central portion of the primary area of interest. UTM 630,565 / 1,409,615

The shaft displayed in Plate 12 is mining a fresh intrusive (probably a quartz diorite) that is intensely sheared in places. The ore appears to be a dark green, medium grained, variably foliated, intrusive with two sets of grey quartz veins. One set is sub-parallel to the dominant foliation and one is cross cutting the foliation. Disseminated pyrite intensity increases with foliation and along quartz vein margins. In places, the intrusive is much coarser grained and displays a pervasive carbonate alteration.

At the southern end of the artisanal workings, shallow open pits displayed thin quartz veins in sheared, light grey, limonitic argillites. Generally, the samples collected by SEMS replicated the gold values reported by Mako Gold for samples collected from the same sites, Table 8.

East_UTM	North_UTM	Description	Mako samples Au g/t	SEMS samples Au g/t
630236	1410720	thin, white & grey qtz v'lets from shafts in kaolinitic saprolite. Fine Au in pan	2.73	3.39
630187	1410711	quartz veinlets in weathered intrusive from shallow workings		0.33
630189	1410699	quartz veinlets / stockwork in weathered intrusive from shallow workings		0.54
630222	1410660	fresh, intrusive with disseminated pyrite - deep shaft		0.04
630123	1410530	silicified, sericite schist with qtz veinlets and minor disseminated pyrite		0.15
630099	1410528	sheared, sericitic schist with limonitic stained qtz veinlets	2.44	10.00
630132	1409748	grey, laminated qtz vein in sericite schist	2.02	3.05

Table 8: Niou Permit, rock chip samples collected by Mako Gold (2017) and SEMS (2017) from artisanal workings.

6.9 Sample Preparation, Analyses and Security

Mako Gold is not aware of the sample collection methodology, preparation or analysis of historical exploration activities on the Niou Permit.

Samples collected by Mako Gold were submitted to SGS laboratory in Ouagadougou. SGS process the samples by oven drying the samples, crushing to 75% passing 2 mm, taking a 1.5 kg split by riffle splitter which is then pulverised in ring and puck pulveriser to 85% passing 75 µm. Final processing includes taking a 200g sub-sample from the 1.5kg split, of which 50g is prepared and analysed by Fire Assay with Atomic Absorption finish.

The remaining material is returned to the original bag. All preparation equipment is flushed with barren material prior to the commencement of each batch of samples. SGS Ouagadougou operate in accordance to ISO 17025 standard.

6.10 Mining Methods

Small scale artisanal mining operations on the Niou Permit are well organised and, in some locations, involve the use of machinery and explosives.

Most miners working on the Niou Permit use manual methods (pick and shovel) to excavate shallow pits from which free gold is recovered from quartz veins by gravity methods in gold pans or simple sluice runs. Hand crushing or small-scale mechanical crushers are sometimes utilised to assist in gold extraction.

The amount of gold produced from these artisanal mining operations are not known by Mako Gold nor are the depths / extent of underground mine workings. There are no records (written or verbal) of previous modern mining.

6.11 Future Exploration Work Programs

Mako Gold has prepared a base case exploration program for the Niou Permit to cover the two- year period following successful completion of an IPO, based in the minimum raise amount.

6.11.1 Proposed Exploration Program

Year One will focus on geological mapping and sampling of the substantial target areas identified from the interpretation of the geophysical airborne survey, with the aim of generating high- potential drill targets. Particular emphasis will be in areas identified as structurally favourable traps for gold mineralising fluids. In the case of the raise exceeding \$5 million, Year One may also include drilling of gold targets identified within the area of artisanal mining.

Year Two will consist of a regional soil geochemical program over the greenstone rocks and the contact zone within the granites to identify other potential target areas. In the case of the raise exceeding the minimum \$5 million, Year Two would also include drilling of gold targets defined.

6.11.2 Proposed Exploration Budget

An exploration budget for the Niou Permit has been provided by Mako Gold covering the two- year period following listing. The total proposed budget for the Niou Permit for the base case minimum raise is \$580,000. Funds raised above the minimum will be expended in drilling. The total maximum proposed budget for the Niou Permit is \$780,000. The budget detail is shown in Table 9.

Niou Project Budget (\$A)						
Activity	Year 1		Year 2		Total	
	\$5m raise	\$6m raise	\$5m raise	\$6m raise	\$5m raise	\$6m raise
Tenement Fees and Option Payments	46,000	46,000	98,000	98,000	144,000	144,000
Exploration Personnel	130,000	130,000	130,000	130,000	260,000	260,000
General and Administrative	50,000	50,000	40,000	40,000	90,000	90,000
Data Compilation and Interpretation	6,000	6,000	10,000	10,000	16,000	16,000
Geological Mapping and Sampling	20,000	20,000	-	-	20,000	20,000
Soil Sampling	-	-	50,000	50,000	50,000	50,000
Drilling	-	-	-	200,000	-	200,000
TOTAL Exploration Niou	252,000	252,000	328,000	528,000	580,000	780,000

Table 9: Two-year budget for the Niou Permit in Burkina Faso.

6.12 Conclusions and Recommendations

Mako Gold has signed an option agreement to acquire the Niou Permit in Burkina Faso. The total surface area of the Niou Permit is 250km².

The permit is located in the semi-arid savannah zone of central Burkina Faso, approximately 55km northwest of Ouagadougou. The permit lies within the Goran Greenstone Belt approximately 45km to the southwest of the Bissa goldmine. Previous exploration of the permit has identified a seven (7) kilometre long gold-in-soil anomaly over an ENE / WSW trending unit of sheared volcano-sediments within which isolated quartz diorite intrusions have been identified. Historical exploration of the Niou Permit is restricted to soil geochemical sampling and field mapping. No drilling or other sub-surface activities have been undertaken by previous operators.

Intensive artisanal gold mining over an area of approximately 2km² is exploiting a zone of gold bearing quartz veins within sheared and altered intrusives and the surrounding volcano- sediments. The artisanal miners have sunk shafts to considerable depths (>20m) in places below the water table and into fresh rock.

Mako Gold has collected more than seventy-five (75) rock chip samples from the zone of artisanal mining. Results from laboratory analyses of these samples confirm significant, high grade gold occurrences within the Niou Permit. Mako Gold has also observed gold grains from panning of ore samples collected from artisanal shafts. An aerial geophysical survey flown by Mako Gold in May 2017 confirmed the presence of a prominent ENE / WSW shear zone through the centre of the Niou Permit.

SEMS concludes that the Niou Permit is an attractive, early stage, gold exploration project that hosts suitable geological settings for the discovery of economic quantities of gold. Exploration work is, therefore, warranted. It is recommended that Mako Gold pursue completion of the option agreement signed with the permit holder in Burkina Faso and conduct exploration according to the exploration plan recommended above. Mako Gold's proposed budget allocations are considered consistent with the exploration potential of the Niou Permit and are considered adequate to cover the costs of the proposed work programs. The budgeted expenditures are also considered sufficient to meet the minimum expenditure commitments relating to the permit.

7.0 TANGORA PROJECT

7.1 Location

The Tangora Permit is located in southwest Burkina Faso, approximately 400km from Ouagadougou and 85km south of the country's second town, Bobo Dioulasso. The permit is centred on UTM (WGS84z30N) coordinates 306,000E and 1,168,000N at approximately 300m above sea level.

The permit is located within the Banfora Commune of the Comoe Province in the Cascades Region, Figure 31.

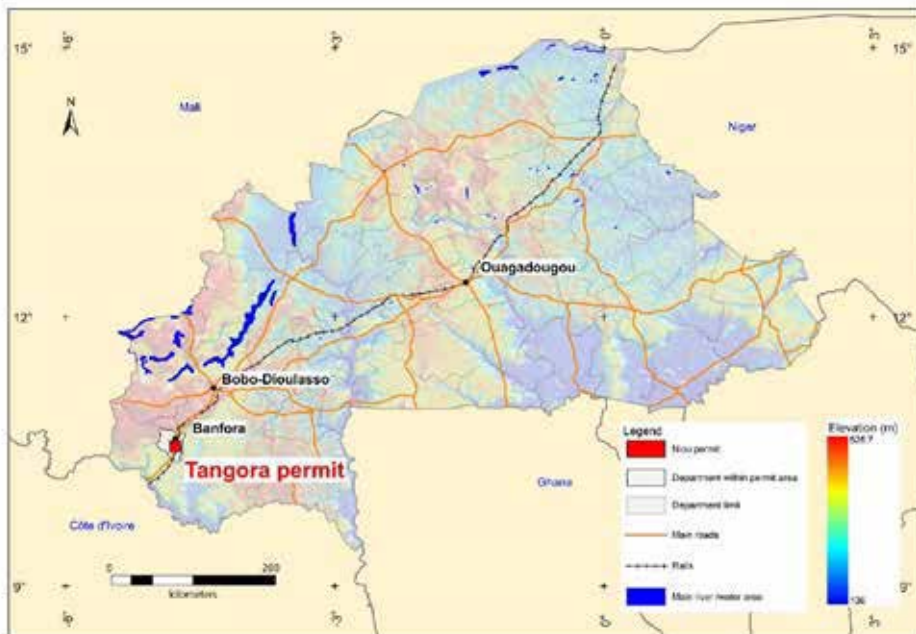


Figure 31: Tangora Permit (black rectangle) within southwest Burkina Faso

Access to the property is via the bitumen national highway (RN07) which runs southwest from the city of Bobo Dioulasso, through Banfora, to the Cote d'Ivoire border. The RN07 transects the Tangora Permit, north to south, from which numerous dirt tracks provide excellent access to much of the permit, Figure 32.

The regional capital, Banfora, is situated 2km north of the Tangora Permit. Banfora has a population of approximately 100,000 and provides an excellent location for a field base and source for basic exploration supplies.

The Tangora Permit is well located for power and water sources. A high-tension power line runs close to the eastern boundary of the permit and a medium-tension power line runs through the centre of the property beside the RN07 highway. The Comoe river also runs in a north south direction through the centre of the permit, Figure 32.

7.2 Property Description and Ownership

The Tangora Permit was initially granted to Mr. Daouda Ouedraogo by decree N°2012/12/047/MCE/SG/DGMGC on 22nd March 2012 for a three-year period. It was renewed in 2015 for a further three years by decree by N°16/046/MEMC/SG/DGCM and expires on 21st March 2018.

The Burkina Mining Act allows for renewal of the Tangora Permit for a further three years from 22nd March 2018.

The Tangora Permit covers an area of 183.8km². UTM coordinates defining the boundaries of the Tangora Permit are presented in Table 10 and displayed in Figure 33.

Points	Easting	Northing
A	298,926	1,174,800
B	312,261	1,174,800
C	312,261	1,160,703
D	298,926	1,160,703
E	298,926	1,171,015
F	303,102	1,171,015
G	303,102	1,172,015
H	298,926	1,172,015

Table 10: Tangora Permit, corner co-ordinates, UTM - Clarke 1880 Datum: Adindan, Zone 30 North

On 30th July 2016 Mako Gold SARL, a fully owned Burkina Faso subsidiary of Mako Gold Limited, signed an agreement with the permit vendor for the option to earn 100% ownership in the Tangora Permit subject to three annual staged payments to the vendor. The option can be exercised at any time by Mako for 100% ownership of the permit subject to a 1% royalty. Mako Gold may purchase the vendor's 1% royalty for an agreed fee of one million US dollars (US\$ 1M). Mako Gold also has the right to cancel the option at any time.

7.3 Environmental Liabilities

There are no known environmental liabilities relating to Tangora Permit.

7.4 Local Resources

The communities within and adjacent to the Tangora Permit make their livelihood from agriculture (mostly corn, manioc, sesame, groundnuts & cotton) and livestock. An important source of income to the local communities, during the dry season, comes from artisanal gold mining (orpaillage).

Skilled and semi-skilled labour is available in-country and most staffing needs for the company can be met with Burkinabe nationals that have worked on the numerous gold mining and exploration projects throughout the country. Unskilled labour is readily available from local communities for sampling crews, trench digging, line cutting and other exploration activities.

7.5 Infrastructure

The Tangora Permit is serviced for local agricultural produce, simple building materials, hire of bulldozers and excavators as well as the purchase of some basic mineral exploration consumables from nearby regional centres such as Bobo Dioulasso and Banfora. Specialised equipment and vehicles generally need to be imported.

Mako Gold will establish a base for exploration activities Banfora, immediately to the north of the Tangora Permit.

Mobile phone coverage is variable over the permit but good enough to provide internet access to the proposed field base.

7.6 Physiography

The topography of the Tangora Permit is dominated by the Comoe river which flows in a north south direction through the centre of the permit. Topography elevations within the permit vary between 280m ASL in the Comoe river drainage basin and 360 m ASL along a NNE trending low ridge in the eastern portion of the permit, Figure 32.



Figure 32: Simplified topography within the Tangora Permit with streams, tracks and the area of main artisanal mining (red circle). UTM (WGS84z30N)

It should be noted that the main area of artisanal mining within the Tangora Permit lies over three kilometres from the Comoe drainage basin.

7.7 Geology

The Tangora Permit is located in the Banfora Greenstone Belt, a NNE-SSW elongate to arcuate greenstone sequence extending for over 300km in Burkina Faso, Figure 33. The belt itself is divided into an eastern part and western part by the Greenville-Ferkessedougou-Bobo Dioulasso Shear Zone (GFBSZ), a major regional structure (Baratoux et al., 2011). The eastern part of the belt comprises intercalated basalts, andesites, volcano-sediments and rhyolites. The western part of the belt is comprised almost entirely of volcano-sediments.

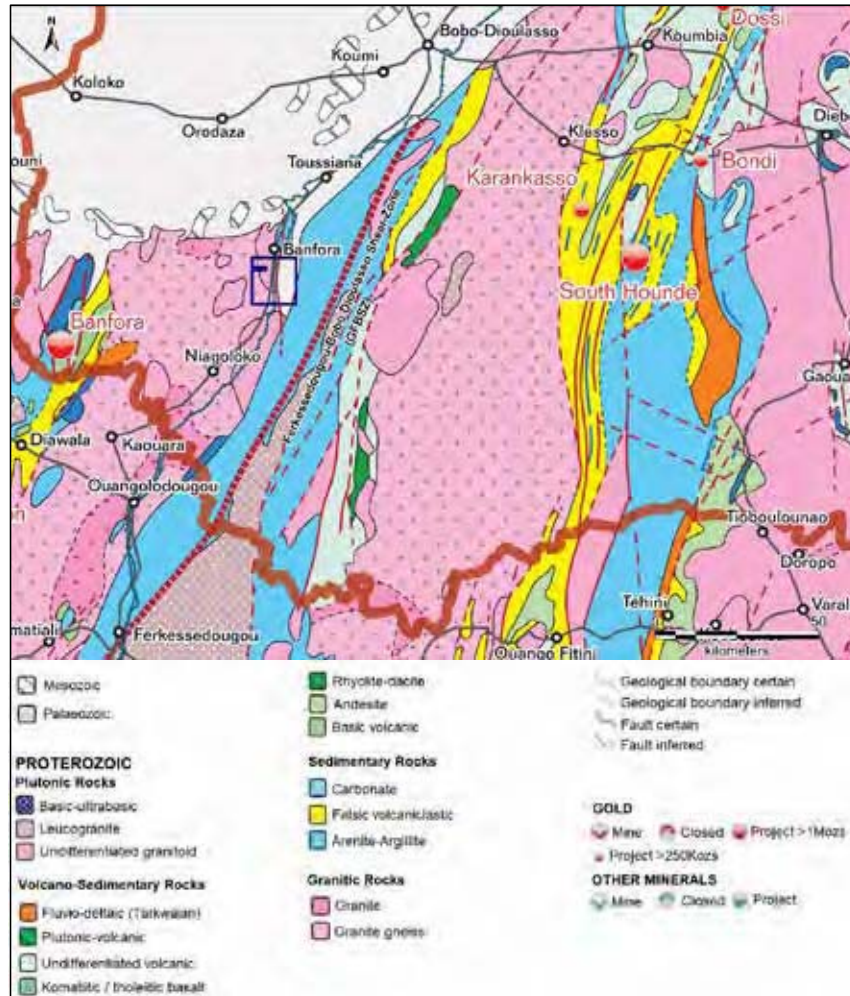


Figure 33: Simplified geology of the Banfora Greenstone Belt with gold deposits and mines

The Tangora Permit straddles the western margin of the Banfora Belt. The permit is mostly underlain by tonalite, trondhjemite and granodiorite of the Niangoloko granitoid domain (Baratoux et al., 2011). The meta-sediments, tuffs, and epiclastic volcano-sediments of the Banfora Belt lie immediately to the east of the granitoids.

Both units are unconformably overlain by Neoproterozoic sediments of the Taoudeni Basin, which are mapped as a narrow north-south unit down the centre of the Tangora Permit.

Interpretation of regional aerial magnetic images suggest the western margin of the Banfora Belt is defined by a broad shear zone which plays into three at the northern end, Figure 34. The Tangora West artisanal workings overlie the position of one of these interpreted shears and the Tangora East workings lie approximately 700 metres to the southeast, Figure 34. Historical mapping of the Tangora area indicates that other artisanal mining sites are located close to the same structural trend along the eastern boundary of the Tangora Permit.

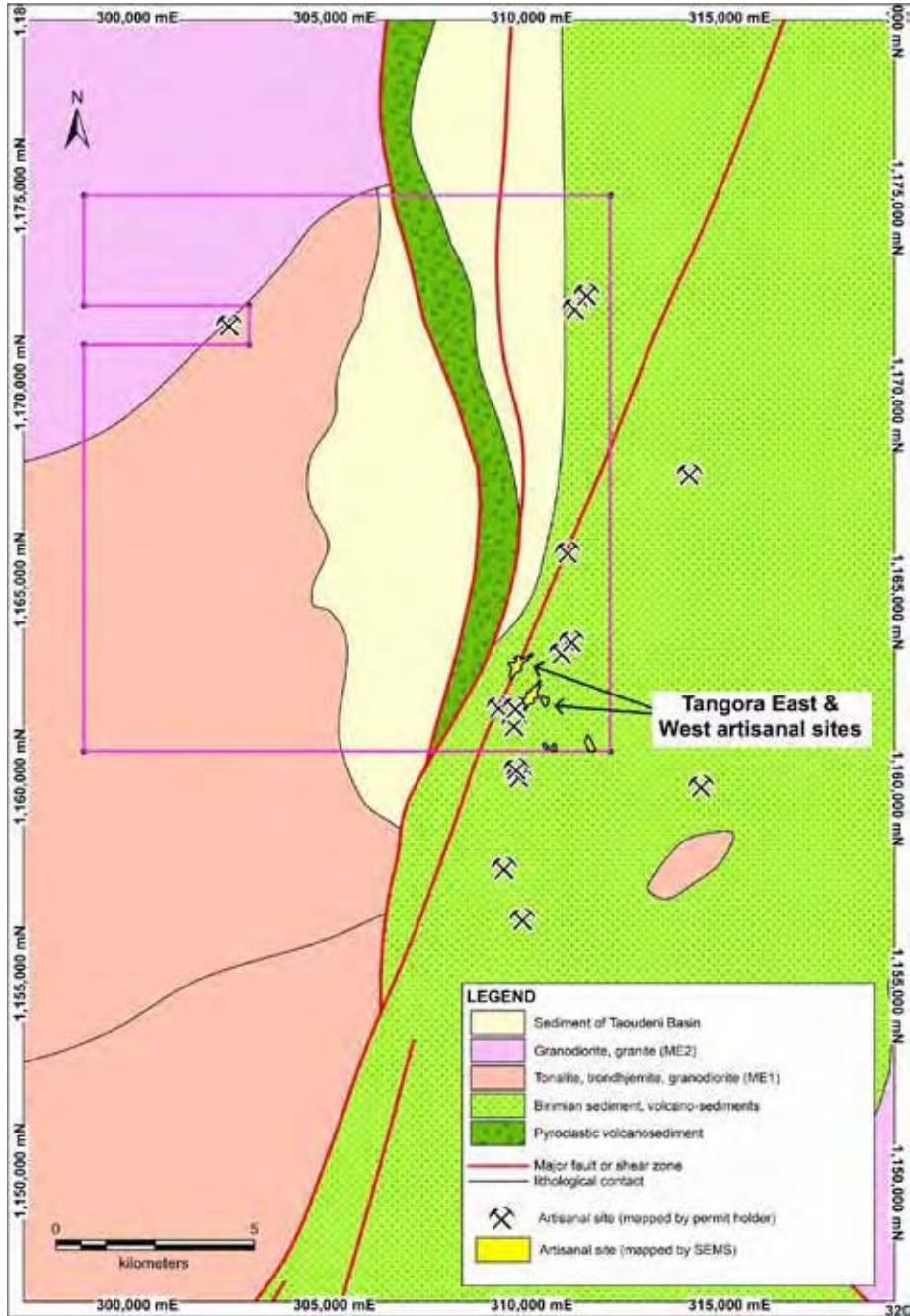


Figure 34: Geology of the northern end of the Banfora belt (from mapping of SW Burkina Faso by Metelka et al, 2011). Artisanal mine workings (yellow shaded) overly interpreted shears (red lines) UTM (WGS84z30N)

7.8 Exploration

Mako Gold is not aware of any drilling that has been attempted on the Tangora Permit. The property is considered to be at an early stage of mineral exploration.

7.8.1 Historical Exploration

To the best of Mako Gold's knowledge no systematic exploration has been conducted on the Tangora Permit. However, cursory exploration work was conducted by Precision Resources SARL (Precision), a local Burkina Faso company, between March 2012 and March 2015 (Lankoande, 2015). Precision conducted a desktop compilation which consisted of acquiring regional geophysical images, a satellite image, and the regional geological map. They conducted reconnaissance geological mapping and rock chip sampling. Precision collected twenty-two rock chip samples which were analysed at the BUMIGEB (Burkina's Geological Survey) laboratory for gold.

Lankoande (2015) reported the identification of a geological contact between volcano- sedimentary schists and undeformed sediments which runs the entire length of the eastern portion of the Tangora Permit. Of the twenty-two (22) rock chip samples collected, Lankoande (2015) reported that, two returned significant values of 2.42g/t Au from schist and 2.75g/t Au from a quartz vein; six were below detection limit and fourteen had values up to 0.36g/t Au. Pyrite and chalcopyrite were observed.

Numerous small artisanal sites have been reported along the eastern side of the Tangora Permit, Figure 38. The southeast part of the permit has been subject to alluvial and shallow bedrock artisanal mining oriented roughly north-south. Mining occurs using hand methods (pick and shovel) and free gold is recovered by gravity methods in gold pans or simple sluice runs. Hand crushing or small-scale mechanical crushers are sometimes utilised to assist in gold extraction.

7.8.2 Exploration by Mako Gold

Mako Gold conducted a reconnaissance field visit to the Tangora Permit in July 2016 and follow- up sampling in July 2017. A total of forty-five (45) rock chip samples were collected by Mako Gold. The main area of interest covered two artisanal mining sites (Tangora West and Tangora East) located in the southeast corner of the permit near the western margin of the volcano-sedimentary schist, Figure 35.

The Tangora West site is located at UTM coordinates 309,775E and 1,162,870N (WGS84z30N). It sits on slightly elevated ground within competent rock. Sheeted and stockwork quartz veining was observed in a moderately sheared andesite. Due to weather constraints, only two rock chip samples were taken from Tangora West during the initial field inspection. The best sample returned 1.2 g/t Au. Both samples were andesite with minor quartz veinlets and trace amounts of pyrite, galena, chalcopyrite and sphalerite.

The Tangora East artisanal site is located at UTM coordinates 310,330E and 1162,465N (WGS84z30N). During the 2016 reconnaissance visit, the site was very wet due to heavy rainfall and most workings had collapsed. Two (2) rock chip samples were collected and both returned gold values below detection limit. The samples were taken from surface lateritic material within the zone of workings. Mako Gold does not consider these samples representative of what the miners were sampling. Although the artisanal pits had collapsed they appeared to be aligned in a northeast-southwest trend over 500m in length. Follow-up sampling in 2017 confirmed the presence of high-grade gold at Tangora East. The best sample returned a value of 14.8g/t Au in quartz vein material from a reject pile at an inactive artisanal pit.

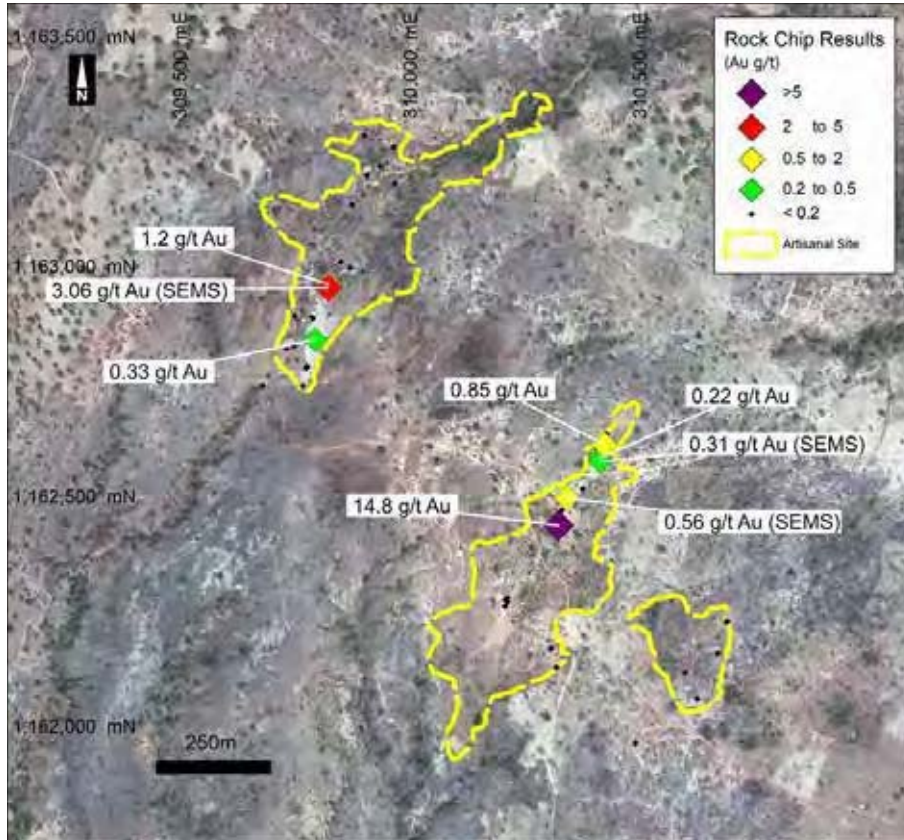


Figure 35: Artisanal sites in the south east of the Tangora Permit over Worldview2 satellite image, UTM WGS84z30N

7.8.3 Field visit by SEMS

The author visited the Tangora Permit on 4th June 2017 with the management of Mako Gold. Three discrete artisanal mine workings in the southeast corner of the permit were inspected and seven rock chip samples were collected. Generally, it was observed that the artisanal miners are targeting quartz veins in the oxidised zone of sheared and carbonate altered volcano-sediments and andesites.

The Tangora West artisanal workings comprise a zone of shallow open pits and narrow shafts to a maximum of ten metres depth. These workings extend for about 200m in strike and are restricted to the crest of a low ridge, Plate 13.

INDEPENDENT GEOLOGIST'S REPORT



Plate 13: Tangora West artisanal workings looking north from UTM 309,760 / 1,162,782

This zone is characterised by abundant white and grey quartz material at surface (float). From examination of artisanal shafts, the bedrock appears to be a light green / brown, sericite +/- chlorite schist with carbonate spots, variably haematite and limonite stained. There are two sets of quartz veins observed, one that is sub parallel to the regional foliation ($\sim 020^\circ$) and a second set that cross cut the foliation ($\sim 090^\circ$).

Quartz veinlets were observed within sheared, haematitic saprolite to the immediate west of the Tangora artisanal workings. It is thought the shear zone in this area could be up to 90m wide with only a small portion having been mined by the artisanal miners.



Plate 14: Tangora Permit a) sericite and carbonate altered volcano-sediment. b) white quartz veins exposed in artisanal pit wall

Three rock chip samples were collected from the Tangora West site. One was a selective quartz vein sample from spoil piles within the mined zone and one from quartz veinlets exposed in a stream bed to the west of the mined zone, both samples returned gold grades less than 0.1 g/t. The third sample was collected from an abandoned sack of ore beside workings at the northern end of the mined zone. This sample returned a gold grade of 3.06 g/t.

The Tangora East artisanal workings comprised similar shallow open pits and narrow shafts targeting quartz veins within the oxidised zone of a volcano-sediment. White quartz veins with varying dips were observed in all artisanal pits. Generally, the quartz veins are sub-parallel to the regional foliation direction of approximately 020° or cross cutting the foliation at approximately 090° .

Three rock chip samples were collected from the Tangora East site. Two (2) grab samples from artisanal mining spoil (one at the northern end and one from the central portion) returned gold values of 0.31g/t Au and 0.56g/t Au.

A third artisanal mining site was visited very close to the southern boundary of the Tangora Permit. This site comprised larger (up to 0.5m thick) white quartz veins in a weathered and sheared volcanic bedrock. The regional foliation at this site appears to trend 320°. The quartz veins often have a speckled appearance due to the presence of carbonate minerals which are sometimes seen as crystals in vugs. Fractures within the quartz veins are variably covered in a black manganese coating.

One sample of quartz vein material from artisanal spoil returned a gold value of 0.22g/t.

Generally, the samples collected by SEMS replicated the gold values reported by Mako Gold for samples collected from the same sites, Table 11.

East_UTM	North_UTM	Site	Description	Mako sample Au g/t	SEMS sample Au g/t
309759	1162799	Tangora West	limonitic & haematitic qtz veins in sheared volcano-sediment		0.04
309730	1162844	Tangora West	sheared haematitic saprolite and qtz veinlets exposed in stream bed		0.01
309805	1162970	Tangora West	old artisanal ore sack of grey qtz veins with relic oxidised pyrite	1.20	3.06
310398	1162592	Tangora East	grab sample of qtz from spoil heaps at north end of workings	0.22	0.31
310323	1162513	Tangora East	grab sample of qtz from spoil heaps in central portion of workings		0.56
310195	1162287	Tangora East	selective sample of qtz veinlets in hematite saprolite after volcano-sed		0.03
310602	1161041	Tangora III	veins with grey edges & relic cubic pyrite		0.22

Table 11: Tangora Permit, rock chip samples collected by Mako Gold (2016) and SEMS (2017) from artisanal workings.

7.9 Sample Preparation, Analyses and Security

Mako Gold is not aware of the sample collection methodology, preparation or analysis of historical exploration activities on the Tangora Permit, other than samples were analysed by fire assay method for gold at the BUMIGEB laboratory in Ouagadougou.

Samples collected by Mako Gold were submitted to SGS laboratory in Ouagadougou. SGS process the samples by oven drying the samples, crushing to 75% passing 2 mm, taking a 1.5 kg split by riffle splitter which is then pulverised in ring and puck pulveriser to 85% passing 75 µm. Final processing includes taking a 200 g sub-sample from the 1.5 kg split, of which a 50g is prepared and analysed Fire Assay with Atomic Absorption finish.

The remaining material is returned to the original bag. All preparation equipment is flushed with barren material prior to the commencement of the job. SGS Ouagadougou operate in accordance to ISO17025 standard.

7.10 Mining Methods

Artisanal mining operations on the Tangora Permit are small, localised and seasonal.

Most miners use manual methods (pick and shovel) to excavate shallow pits from which free gold is recovered from quartz veins by gravity methods in gold pans or simple sluice runs. Hand crushing or small-scale mechanical crushers are sometimes utilised to assist in gold extraction.

The amount of gold produced from these artisanal mining operations are not known by Mako Gold nor are the depths / extent of underground excavations.

The depths of pits are estimated to be less than 20m in general, however some may be as deep as 40m. There are no records (written or verbal) of previous modern mining on the Tangora Permit.

7.11 Future Exploration Work Programs

Mako Gold has prepared an exploration program for the Tangora Permit to cover the two-year period following successful completion of an IPO based on the minimum raise amount.

7.11.1 Proposed Exploration Program

The proposed program for Year One includes geological mapping and sampling, regional geochemical sampling over the Birimian greenstone volcano-sediments and a portion of the granites near the geological contact, and the immediate drill testing of the two main artisanal mining sites. The artisanal sites present 'walk-up' targets, with confirmed high-grade gold (up to 14.8g/t Au) at surface, and occurrences of gold at depth as reported by local miners. Reverse circulation drilling will be used to provide a cost-effective method to obtain quality samples up to 100m vertical depth.

Year Two will consist of compilation and interpretation of the data collected in Year One to identify other potential target areas. Funds raised above the minimum amount will be utilised for further drilling during Year Two, to follow up any positive results obtained during Year One.

7.11.2 Proposed Exploration Budget

An exploration budget for the Tangora Project has been provided by Mako Gold covering the two-year period following listing. The total proposed budget for the Tangora Permit for the base case minimum raise is \$696,000. At the base case, the proposed exploration budget exceeds the minimum required expenditure commitment for renewal of the permit. Funds raised above the minimum amount will be expended in drilling. The total maximum proposed budget for the Tangora Permit is \$896,000.

Tangora Project Budget (\$A)						
Activity	Year 1		Year 2		Total	
	\$5m raise	\$6m raise	\$5m raise	\$6m raise	\$5m raise	\$6m raise
Tenement Fees and Option Payments	60,000	60,000	76,000	76,000	136,000	136,000
Exploration Personnel	110,000	110,000	130,000	130,000	240,000	240,000
Field Camp Costs	10,000	10,000	-	-	10,000	10,000
General and Administrative	40,000	40,000	40,000	40,000	80,000	80,000
Data Compilation and Interpretation	10,000	10,000	10,000	10,000	20,000	20,000
Geological Mapping and Sampling	30,000	30,000	-	-	30,000	30,000
Soil Sampling	50,000	50,000	-	-	50,000	50,000
Drilling	130,000	130,000	-	200,000	130,000	330,000
TOTAL Exploration Tangora	440,000	440,000	256,000	456,000	696,000	896,000

Table 12: Two-year budget for the Tangora Permit in Burkina Faso.

7.12 Conclusions and Recommendations

Mako Gold has signed an option agreement to acquire the Tangora Permit in Burkina Faso. The total surface area of these the permit is 183.8km².

The Tangora Permit is located in the tropical savannah zone of southwest Burkina Faso, approximately 85km south of Bobo Dioulasso. The permit straddles the western margin of the Banfora Greenstone Belt and associated shear zones. There are no gold mines on the Banfora Belt in Burkina Faso.

Previous exploration has identified several small artisanal mining sites within sheared volcano- sediments and andesites within the eastern portion of the permit. Historical exploration of the Tangora Permit is restricted to field mapping and rock chip sampling. No drilling or other sub- surface activities have been undertaken by previous operators.

Artisanal gold mining in the southeast corner of the permit is exploiting thin, gold bearing quartz veins within sheared and altered volcano-sediments and andesites. The artisanal miners have restricted their activities to the oxidized zone within shallow pits and shafts generally less than 20m depths, although some pits are reportedly as deep as 40m.

Mako Gold has collected over forty (40) rock chip samples from the zone of artisanal mining. Results from laboratory analyses confirm gold occurrences of up to 14.8 g/t. It is interpreted that bifurcating shear zones along the western margin of the Banfora Belt host gold mineralisation observed in the field.

The linear artisanal sites, with confirmed gold values in rock chip sampling, present priority drill targets.

SEMS concludes that the Tangora Permit is an attractive early stage gold exploration project that hosts suitable geological settings for the discovery of economic quantities of gold. Exploration work is, therefore, warranted.

It is recommended that Mako Gold pursue completion of the option agreement signed with the permit holder in Burkina Faso and conduct exploration according to the exploration plan outlined above.

Mako Gold's proposed budget allocations are considered consistent with the exploration potential of the Tangora Permit and is considered adequate to cover the costs of the proposed work programs. The budgeted expenditures are also considered sufficient to meet the minimum expenditure commitments.

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APPENDIX ONE: JORC Code, 2012 Edition – Table 1

Napié Permit, Cote d'Ivoire

Section 1: Sampling Techniques and Data

Criteria	Commentary
Sampling techniques	<ul style="list-style-type: none"> As at the date of this report, Mako Gold has not conducted any mineral exploration activities on the Napié Permit. Historical work completed by the permit holder, Occidental Gold, includes sampling by means of: <ul style="list-style-type: none"> Stream sediment geochemical sampling Termite mound geochemical sampling Soil geochemical sampling Rock chip sampling Auger drill sampling RAB drill sampling RC drill sampling Aerial geophysical surveys <p>Occidental Gold undertook several phases of soil geochemical sampling. From 1997 to 2000 soil samples were collected on roughly east – west orientated, approximately 1,000m spaced lines with samples collected every 200m along lines. Rock chips were collected randomly from bedrock exposures and artisanal mine workings within the soil sampling grid.</p> <p>In 2011, Occidental Gold collected soil, auger and termite mound samples from a 200m by 50m grid over the central portion of the Napié Permit, generally following a corridor of artisanal mine workings.</p> <p>The first pass Occidental Gold geochemical sampling consisted of collecting up to 2.0kg of 1>5mm soil, pulverising to -200 mesh, digesting a 50g sub-sample by Aqua Regia and analysing by Atomic Absorption at SGS Laboratories in Abidjan. Sampling methodologies have not been recorded for later geochemical soil and auger sampling by Occidental Gold, however, geochemical log sheets state that samples were analysed by 1kg BLEG method which suggests field samples were at least 1kg in weight.</p> <p>In 2000, Occidental Gold completed a small drill program, consisting initially of two Reverse Circulation (RC) holes, which was followed by 24 Rotary Air Blast (RAB) holes. Holes were drilled with inclinations at -50° towards the east (090°). In 2012 and 2013, Occidental Gold undertook a program of shallow RAB drill holes over their soil anomalies on 400m and 600m spaced traverses. A total of 1,013 RAB holes were drilled with inclinations at -55° mostly towards the east (090°).</p> <p>Most of the drill holes were between 10m and 35m in length, with the average length being 25m, or 20m vertical depth. The RAB holes tended to be restricted to the oxidised zone. The two RC holes were also relatively shallow at 57m and 79m in length and inclined at -50°, towards to east</p> <p>Drill samples were collected as one metres intervals which were then combined to create four metre composite samples for analysis. It is not known how the composites were compiled in the field. Samples from the first program of 26 holes were sent to the laboratory for pulverisation and splitting to produce a 50g charge for fire assay. All other RAB samples were pulverised by the laboratory to produce 1kg samples for BLEG analysis.</p> <p>A high-resolution airborne geophysical survey was flown in 2013 by NRG of South Africa. The helicopter survey collected magnetic and radiometric data over most of the permit. The survey</p>

INDEPENDENT GEOLOGIST'S REPORT

Criteria	Commentary
	was flown at an elevation of 20m-30m, with 100m spaced flight lines oriented at 135°, and tie-lines every 1km for grid control.
<i>Drilling techniques</i>	<ul style="list-style-type: none"> Occidental Gold used standard open hole rotary air blast (RAB) drill blades that are able to penetrate the soft, saprolite zone to depths of approximately 25m. RAB holes were terminated when hard ground was encountered. Thirteen of the early RAB holes converted from blade to hammer to complete the hole. <p>RC drilling used conventional, face sampling hammer bits.</p>
<i>Drill sample recovery</i>	<ul style="list-style-type: none"> Details concerning sample methodologies used by Occidental Gold for RAB and RC drilling are not available.
<i>Logging</i>	<ul style="list-style-type: none"> Occidental Gold used industry standard drill logs to record geological features encountered in their RAB and RC drilling. The majority of the logging was completed on one metre intervals and recorded colour, grain size, quartz vein abundance, percent sulphides, alteration and intensity, and a lithology code for rock type.
<i>Sub-sampling techniques and sample preparation</i>	<ul style="list-style-type: none"> It is not known how Occidental Gold compiled their four metre composite RAB samples. <p>It is assumed all RAB samples were obtained from above the water table (average vertical depth of holes was 20m), as only 67 samples were logged as damp.</p>
<i>Quality of assay data and laboratory tests</i>	<ul style="list-style-type: none"> The first pass Occidental Gold geochemical samples were pulverised to -200 mesh, with a 50g sub-sample digested by Aqua Regia and analysed by Atomic Absorption at SGS Laboratories in Abidjan. Geochemical sampling log sheets from follow-up programs state that soil and auger samples were analysed by 1kg cyanide bottle analysis roll for 24 hours at the Bureau Veritas laboratory in Abidjan. This is considered industry normal practice in West Africa. <p>Drill log sheets state that the first round of drilling by Occidental Gold (2RC and 24 RAB holes) were analysed by Fire Assay at Abilab (now ALS) in Bamako. Occidental Gold has not provided the analysis result certificates for samples analysed by Abilab.</p> <p>Fire Assay will provide total gold content for the sample.</p> <p>RAB samples from the second phase of drilling (2011) were analysed at the Bureau Veritas laboratory in Abidjan by 1kg BLEG (Bulk Leach Extractable Gold) analysis. BL002 method as reported on the laboratory report certificates. All 2,011 RAB samples analysed by Bureau Veritas have been reported with analysis result certificates. These have been cross checked against values contained within the Occidental drill database, no discrepancies were found.</p> <p>Occidental Gold included quality control samples within their RAB drill samples. However, the source and certified values of these quality control samples are not known.</p>
<i>Verification of sampling and assaying</i>	<ul style="list-style-type: none"> Occidental Gold provided their sampling and logging data in excel files. <p>No follow up drilling or other verification methods have been used to confirm or replicate anomalous drill intersections.</p> <p>Occidental Gold have not resampled significant drill intersections.</p>
<i>Location of data points</i>	<ul style="list-style-type: none"> Handheld GPSs were used to site soil sample locations and RAB drill collars using UTM (WGS84, zone 30N) co-ordinate system. <p>SEMS observed eight Occidental Gold RAB drill collars during field visit. GPS co-ordinates of holes observed by SEMs replicate the RAB collar co-ordinates in the data provided by Occidental Gold. SEMs is of the opinion that the collar locations of Occidental Gold RAB drilling, as reported in their drilling database, is reliable.</p>

Criteria	Commentary
	No downhole surveys have been undertaken on the Occidental Gold RAB and RC drilling.
<i>Data spacing and distribution</i>	<ul style="list-style-type: none"> Sample spacing of the infill soil geochemical survey is considered appropriate to define gold-in-soil anomalies over the central portion of the Napié Permit. The sample spacing of the regional soil geochemical survey on the remainder of the permit is considered appropriate. <p>The distribution and depths of drilling is not sufficient to have fully tested the gold-in-soil anomalies defined by Occidental Gold.</p>
<i>Orientation of data in relation to geological structure</i>	<ul style="list-style-type: none"> The orientation of soil geochemical surveys is considered appropriate for most of the permit. However, the orientation of artisanal mine workings in the north east of the permit suggests the geochemical sampling lines may be sub-parallel to at least one mineralised structure in this area. <p>The azimuth and inclination of RAB drill holes is considered appropriate for an early stage exploration project.</p>
<i>Sample security</i>	<ul style="list-style-type: none"> The sample handling methodologies used by Occidental Gold are not known.
<i>Audits or reviews</i>	<ul style="list-style-type: none"> No audits have been undertaken.

Section 2: Reporting of Exploration Results

Criteria	Commentary
<i>Mineral tenement and land tenure status</i>	<ul style="list-style-type: none"> The Napié Permit was granted to Occidental Gold SARL, a 100% owned, Ivorian registered, subsidiary of Perseus Mining Ltd, by decree No. 2012-1164 on 19th December 2012 and was valid for three years. <p>The first, three year, renewal of the permit was granted to Occidental Gold by decree No: 181 /MIM/DGMG DU and is valid to the 18th December 2018.</p> <p>On 6th September 2017 Mako Gold Limited signed a Farm-In and Joint Venture Agreement with Occidental Gold SARL. The agreement gives Mako the right to earn 51% of the Napié Permit by pending US\$ 1.5M on the property within three years and the right to earn 75% by sole funding the property to completion of a Feasibility Study.</p>
<i>Exploration done by other parties</i>	<ul style="list-style-type: none"> All exploration has been undertaken by Occidental Gold – the permit holder.
<i>Geology</i>	<ul style="list-style-type: none"> The style of gold mineralisation has not been confirmed. It is expected mineralisation will be quartz vein hosted and disseminated within altered volcano-sediments along a major shear zone striking in a NNE / SSW orientation through the centre of the permit.
<i>Drill hole Information</i>	<ul style="list-style-type: none"> 2 RC holes and the RAB holes completed in 2000 were drilled with inclinations at -50° towards the east (090°). The 1,013 RAB holes completed in 2012 and 2013 were drilled with inclinations at -55°, 882 (87%) towards the east (090°), 113 (11%) towards the south (090°), 12 (1%) towards the west (090°), and 6 (<1%) towards the north (090°). Most of the drill holes were between 10m and 35m in length, with the average length being 25m, or 20m vertical depth.
<i>Data aggregation methods</i>	<ul style="list-style-type: none"> Not relevant for shallow RAB drilling.

INDEPENDENT GEOLOGIST'S REPORT

WEST AFRICAN PROPERTIES

INDEPENDENT GEOLOGIST'S REPORT

JANUARY 2018

Criteria	Commentary
<i>Relationship between mineralisation widths and intercept lengths</i>	<ul style="list-style-type: none"> All drill hole intercepts have been reported as downhole lengths. <p>Drill azimuths and inclinations are considered appropriate for the interpreted geological orientation of the mineralised zones. More drilling is required to better understand true widths of mineralisation.</p>
<i>Diagrams</i>	<ul style="list-style-type: none"> RAB drill hole spacing and depths do not justify detailed sections to be presented.
<i>Balanced reporting</i>	<ul style="list-style-type: none"> Most samples from the 2000 drilling program were composited to 5m intervals and all 5m composites returning greater than 0.5g/t Au were re-assayed at 1m intervals. The 1m assay values replaced the 5m composite assay values in the database. The exception were samples from the end of the hole which ranged from 0.5m to 4m intervals. <p>Most samples from 2012 and 2013 drilling have been composited to 4m intervals, however sample composites ranged from as short as 1m, to as long as 6m intervals, generally due to samples being at the bottom of holes.</p> <p>A weighted average of the gold grade for the intersection was calculated based on samples above a 0.5g/t Au cut-off grade. No internal dilution was used.</p>
<i>Other substantive exploration data</i>	<ul style="list-style-type: none"> None.
<i>Further work</i>	<ul style="list-style-type: none"> These are outlined in section 4.11 of the Report.

**APPENDIX TWO: JORC Code, 2012 Edition – Table 1
Niou Permit, Burkina Faso**

Section 1: Sampling Techniques and Data

Criteria	Commentary
<i>Sampling techniques</i>	<ul style="list-style-type: none"> Historical mineral exploration activities on the Niou Permit were completed by Nouvelle Cofibi SARL and are limited to sampling by means of soil geochemical sampling and rock chip sampling. <p>Nouvelle COFIBI SARL completed a wide spaced, geochemical soil sampling program on a 1,000m by 500m grid over the southern portion of the Niou permit between 2011 and 2014. Rock chips were collected randomly from bedrock exposures and artisanal mine sites.</p> <p>Sampling methodologies have not been recorded by Nouvelle COFIBI SARL.</p> <p>During a site visit in July 2016 Mako Gold collected two (2) rock samples.</p> <p>Between May and August 2017 Mako Gold conducted a program of geological mapping and sampling of the artisanal mine workings within the Niou Permit. Initially, forty-four (44) rock chip samples were collected over the primary area of interest which covers two extensive artisanal mining sites located in the southern central portion of the permit.</p> <p>During the same period SEMS collected seven (7) rock chip samples from the artisanal mine workings in the central southern portion of the Niou Permit.</p> <p>Mako Gold's geological mapping program also included the excavation of three trenches totalling 269m over two sites within the zone of artisanal workings in areas which returned high-grade gold rock chip samples.</p> <p>A total of 196 continuous chip samples were collected from the trenches. In addition, thirty (30) selective grab samples were collected from quartz veins within the trenches. Two trenches were excavated perpendicular to one another close to the north edge of the artisanal mine workings and one trench was excavated to the south of the artisanal workings.</p> <p>New Resolution Geophysics (NRG) were contracted to fly a geophysical survey over the entire permit to provide aerial magnetic and radiometric data. The survey was flown at an elevation of 20m-30m, with 100m spaced flight lines oriented north-south (000°), and tie-lines every 1km for grid control.</p> <p>Southern Geoscience Consultants (SGC) were engaged by Mako Gold to compile a geological and regolith interpretation of the data generated by NRG and propose exploration targets.</p>
<i>Drilling techniques</i>	<ul style="list-style-type: none"> Not applicable. No drilling has been undertaken on the Niou Permit.
<i>Drill sample recovery</i>	<ul style="list-style-type: none"> Not applicable. No drilling has been undertaken on the Niou Permit.
<i>Logging</i>	<ul style="list-style-type: none"> Trench logs have been compiled based on one metre horizontal, continuous chip samples and maps of the northern (NUTR01 & NUTR02) and southern (NUTR03) walls of the three trenches have been drafted by Mako Gold. Lithology, structure, and sample locations have been recorded in excel files and directly on the trench maps.
<i>Sub-sampling techniques and</i>	<ul style="list-style-type: none"> Mako Gold collected horizontal samples using chisel and geological hammer, into plastic sample bags, over continuous one metre intervals. Selective rock chip samples were collected from quartz veins observed within the trench.

INDEPENDENT GEOLOGIST'S REPORT

WEST AFRICAN PROPERTIES

INDEPENDENT GEOLOGIST'S REPORT

JANUARY 2018

Criteria	Commentary
<i>sample preparation</i>	Both sets of samples weighed approximately 3kg each and were sent to the laboratory for pulverisation.
<i>Quality of assay data and laboratory tests</i>	<ul style="list-style-type: none"> Trench samples were sent to SGS laboratory in Ouagadougou for Fire Assay. SGS process the samples by oven drying the samples, crushing to 75% passing 2 mm, taking a 1.5 kg split by riffle splitter which is then pulverised in ring and puck pulveriser to 85% passing 75 µm. Final processing includes taking a 200g sub-sample from the 1.5kg split, of which 50g prepared and analysed Fire Assay with Atomic Absorption finish. <p>Fire Assay will provide total gold content for the sample.</p> <p>SGS inserted standard reference samples within the samples batch submitted by Mako Gold.</p>
<i>Verification of sampling and assaying</i>	<ul style="list-style-type: none"> Mako Gold stored their sampling and logging data on hand written graph sheets which have been digitally scanned and in excel files. <p>Mako Gold have not resampled significant trench intersections.</p>
<i>Location of data points</i>	<ul style="list-style-type: none"> Handheld GPSs were used to site the end points of the three trenches using UTM (WGS84, zone 30N) co-ordinate system. A measuring tape was used to set out metre intervals within trenches, from the start GPS point.
<i>Data spacing and distribution</i>	<ul style="list-style-type: none"> The Nouvelle Cofibi SARL soil sampling grid covers a limited portion of the Niou Permit and is not considered sufficient to test the mineralisation of the Niou Permit. It is recommended that the entire permit be resampled. <p>The Mako Gold trenching is limited to a small area within the southern portion of the Niou Permit. The distribution of samples collected from within the three trenches is considered appropriate.</p>
<i>Orientation of data in relation to geological structure</i>	<ul style="list-style-type: none"> The permit should be soil sampled on sample lines that are perpendicular to the main mineralising structures. <p>The Mako trenches have been orientated to test mineralisation in three different directions.</p>
<i>Sample security</i>	<ul style="list-style-type: none"> Trench samples were delivered to the SGS laboratory in Ouagadougou by Mako Gold personnel. An in-house chain of custody procedure is followed by Mako Gold for all samples.
<i>Audits or reviews</i>	<ul style="list-style-type: none"> No audits have been undertaken.

Section 2: Reporting of Exploration Results

Criteria	Commentary
<i>Mineral tenement and land tenure status</i>	<ul style="list-style-type: none"> The Niou Permit was granted to Nouvelle COFIBI SARL, a company registered in Burkina Faso, by decree N°2015/000394/MME/SG/DGCM and is valid from 15th September 2014 to 15th September 2017. <p>An application for renewal of the Niou Permit was lodged with the Mines Ministry three months prior to the permit's expiry date. Therefore, according to the Burkina Faso 2015 Mining Act, the permit is automatically renewed for a further three year term if the Mines Ministry has not responded.</p>
<i>Exploration done by other parties</i>	<ul style="list-style-type: none"> Limited historical exploration has been undertaken by Nouvelle COFIBI SARL – the permit holder.

Page 75

INDEPENDENT GEOLOGIST'S REPORT

WEST AFRICAN PROPERTIES

INDEPENDENT GEOLOGIST'S REPORT

JANUARY 2018

Criteria	Commentary
<i>Geology</i>	<ul style="list-style-type: none"> The style of gold mineralisation has not been confirmed. It is expected mineralisation will be quartz vein hosted and disseminated within altered volcano-sediments and belt intrusives along a major shear zone striking in a ENE / WSW orientation through the centre of the permit.
<i>Drill hole Information</i>	<ul style="list-style-type: none"> Not applicable. No drilling has been undertaken on the Niou Permit.
<i>Data aggregation methods</i>	<ul style="list-style-type: none"> Not applicable. No drilling has been undertaken on the Niou Permit.
<i>Relationship between mineralisation widths and intercept lengths</i>	<ul style="list-style-type: none"> The orientation of mineralised structures at Niou is unknown, however the intersection reported in trench NUTR003 appears to be at a shallow angle to the mineralised structure and therefore not representative of the true width. No drilling has been undertaken on the Niou Permit.
<i>Diagrams</i>	<ul style="list-style-type: none"> Not applicable. No drilling has been undertaken on the Niou Permit.
<i>Balanced reporting</i>	<ul style="list-style-type: none"> Not applicable. No drilling has been undertaken on the Niou Permit.
<i>Other substantive exploration data</i>	<ul style="list-style-type: none"> None.
<i>Further work</i>	<ul style="list-style-type: none"> These are outlined in section 6.12 of the Report.

APPENDIX THREE: JORC Code, 2012 Edition – Table 1

Tangora Permit, Burkina Faso

Section 1: Sampling Techniques and Data

Criteria	Commentary
<i>Sampling techniques</i>	<ul style="list-style-type: none"> Historical mineral exploration activities on the Tangora Permit were completed by Precision Resources SARL (on behalf of the permit owner) and are limited to sampling by means of rock chip sampling. <p>From 2012 to 2015 Precision Resources SARL collected 22 rock chip samples principally from artisanal mine workings in the southeast corner of the permit.</p> <p>Sampling methodologies have not been recorded by Precision Resources SARL.</p> <p>In July 2016 Mako Gold collected five (5) rock chip samples from artisanal mine workings in the southeast of the permit.</p> <p>In June 2017 Mako Gold collected forty (40) rock chip samples on the permit, mainly from artisanal mine workings in the southeast of the permit.</p> <p>During the same period SEMS collected seven (7) rock chip samples from artisanal mine working in the southeast of the Tangora Permit.</p>
<i>Drilling techniques</i>	<ul style="list-style-type: none"> Not applicable. No drilling has been undertaken on the Tangora Permit.
<i>Drill sample recovery</i>	<ul style="list-style-type: none"> Not applicable. No drilling has been undertaken on the Tangora Permit.
<i>Logging</i>	<ul style="list-style-type: none"> Not applicable. No soil sampling, trenching or drilling has been undertaken on the Tangora Permit.
<i>Sub-sampling techniques and sample preparation</i>	<ul style="list-style-type: none"> No soil sampling, trenching or drilling has been undertaken on the Tangora Permit. <p>Rock chip samples collected by Mako Gold and SEMS weighed approximately 2kg each and were submitted to SGS Laboratories in Ouagadougou. Results from the SEMS rock chip sampling confirmed values reported by Mako Gold from the same and similar locations.</p>
<i>Quality of assay data and laboratory tests</i>	<ul style="list-style-type: none"> No soil sampling, trenching or drilling has been undertaken on the Tangora Permit. <p>Rock chip sampling by Precision was reportedly by fire assay method for gold conducted at the government run (BUMIGEB) laboratory, Ouagadougou, Burkina Faso. No further information is available.</p> <p>Rock chip samples collected by Mako Gold and by SEMS were analysed by fire assay method for gold at SGS Labs, an ISO accredited laboratory in Ouagadougou, Burkina Faso. Appropriate internal quality control procedures were utilised by SGS.</p> <p>SGS process rock chip samples by oven drying the samples, crushing to 75% passing 2 mm, taking a 1.5 kg split by riffle splitter which is then pulverised in ring and puck pulveriser to 85% passing 75 µm. Final processing includes taking a 200g sub-sample from the 1.5kg split, of which 50g is prepared and analysed by Fire Assay with Atomic Absorption finish.</p>
<i>Verification of sampling and assaying</i>	<ul style="list-style-type: none"> No soil sampling, trenching or drilling has been undertaken on the Tangora Permit. <p>Precision's rock chip results are unverified as assay certificates are not available.</p>

Criteria	Commentary
	Mako Gold's rock chip results were verified against assay certificates from SGS Labs.
<i>Location of data points</i>	<ul style="list-style-type: none"> Handheld GPSs were used to locate rock chip sampling points.
<i>Data spacing and distribution</i>	<ul style="list-style-type: none"> Not applicable. No soil sampling, trenching or drilling has been undertaken on the Tangora Permit.
<i>Orientation of data in relation to geological structure</i>	<ul style="list-style-type: none"> Not applicable.
<i>Sample security</i>	<ul style="list-style-type: none"> No information is available regarding Precision's handling of rock chip samples. <p>An in-house chain of custody procedure is followed by Mako Gold to ensure sample security for all samples.</p>
<i>Audits or reviews</i>	<ul style="list-style-type: none"> No audits have been undertaken.

Section 2: Reporting of Exploration Results

Criteria	Commentary
<i>Mineral tenement and land tenure status</i>	<ul style="list-style-type: none"> The Tangora Permit was initially granted to Mr. Daouda Ouedraogo by decree N°2012/12/047/MCE/SG/DGMGC on 22nd March 2012 for a three-year period. It was renewed in 2015 for a further three years by decree by N°16/046/MEMC/SG/DGCM and is due for renewal on 22nd March 2018. <p>Mako Gold will lodge a renewal application for the Tangora Permit with the Mines Ministry three months prior to the permit's expiry date.</p>
<i>Exploration done by other parties</i>	<ul style="list-style-type: none"> Limited historical exploration has been undertaken by Precision Resources SARL on behalf of the permit holder.
<i>Geology</i>	<ul style="list-style-type: none"> The style of gold mineralisation has not been confirmed. It is expected mineralisation will be quartz vein hosted and disseminated within altered volcano-sediments along a major shear zone striking in a NNE / SSW orientation along the eastern side of the permit.
<i>Drill hole Information</i>	<ul style="list-style-type: none"> Not applicable. No drilling has been undertaken on the Tangora Permit.
<i>Data aggregation methods</i>	<ul style="list-style-type: none"> Not applicable. No drilling has been undertaken on the Tangora Permit.
<i>Relationship between mineralisation widths and intercept lengths</i>	<ul style="list-style-type: none"> Not applicable. No drilling has been undertaken on the Tangora Permit.
<i>Diagrams</i>	<ul style="list-style-type: none"> Not applicable. No drilling has been undertaken on the Tangora Permit.

INDEPENDENT GEOLOGIST'S REPORT

Criteria	Commentary
<i>Balanced reporting</i>	<ul style="list-style-type: none">• Not applicable. No drilling has been undertaken on the Tangora Permit.
<i>Other substantive exploration data</i>	<ul style="list-style-type: none">• None.
<i>Further work</i>	<ul style="list-style-type: none">• These are outlined in section 7.12 of the Report.

APPENDIX FOUR: QUALIFIED PERSON CERTIFICATE

CERTIFICATE of QUALIFICATION

To accompany the report entitled:

**INDEPENDENT GEOLOGIST'S REPORT,
 NAPIÉ PERMIT, COTE D'IVOIRE AND NIOU & TANGORA PERMITS, BURKINA FASO
 ("the Report")**

For Mako Gold Ltd. dated effective 3rd January 2018

I, Simon Edward Meadows Smith, do hereby certify that:

1. I reside at 7 Orchard Gardens, Cantonments, Accra, Ghana, West Africa.
2. I graduated from Nottingham University, England in 1988 with a BSc Degree in Geology. I have continually practiced my profession since that time.
3. I am a Fellow of the Institute of Materials, Minerals and Mining (FIMMM) with Membership number 49627 which is a 'Recognised Professional Organisation' (RPO) included in a list promulgated by the ASX from time to time.
4. I am a Geological Consultant permanently employed by SEMS Exploration Services Ltd, which is a West African based firm of consulting Geologists, Mining Engineers and Surveyors with contracts and work experience in Mali, Cote d'Ivoire, Burkina Faso, Ghana, Senegal, Liberia, Guinea, Sierra Leone Nigeria and DR Congo. The company's head office is located at 17 Orphan Crescent, Labone, Accra, Ghana.
5. I have twenty-five (25) years of experience working in Precambrian terrains of West Africa and Western Australia primarily involved in exploration for gold. I have been involved with several mineral resource calculations on shear hosted gold mineralised systems in Birimian aged rocks in West Africa since 1995.
6. I have read and understood the requirements of the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code, 2012 Edition) and the Report has been prepared in compliance with this Code.
7. I am a Competent Person as defined by the JORC Code, 2012 Edition, having more than five years of experience that is relevant to the style of mineralisation and type of deposit described in the Report, and to the activity for which I am accepting responsibility.
8. I visited the Niou and Tangora exploration permits in Burkina Faso on 4th and 8th June 2017.
9. Hamed Diaby, a geologist employed full time by SEMS Exploration Cote d'Ivoire SARL visited the Napié exploration permit on 31st July and 1st August 2017.
10. I am the author of this Report. I am responsible for all sections of the report and have supervised the contributions of other experienced technical staff employed by SEMS Exploration Services Ltd.
11. At the effective date of the Report, to the best of my knowledge, information and belief the technical report contains all scientific and technical information that is required to be disclosed to make the technical report not misleading.
12. Neither I nor any affiliated entity of mine, is at present, or under an agreement, arrangement or understanding expects to become, an insider, associate, affiliated entity or employee of Mako Gold Ltd and / or any associated or affiliated entities.
13. Neither I, nor any affiliated persons or entity of mine, own, directly or indirectly, nor expect to receive, any interest in the properties or securities of Mako Gold Ltd or any associated or affiliated companies.
14. I consent to the filing of this Report with the relevant securities commission, stock exchange and other regulatory authorities as may be demanded, including general publication in hardcopy and electronic formats to shareholders and to the public.



Accra, Ghana
 15th January 2018

.....
 Simon E. Meadows Smith, BSc, Geology FIMMM
 Geologist

ANNEXURE B

LEGAL REPORT

KSK SOCIÉTÉ D'AVOCATS



Dos. : 170214 Mako Gold (Due Diligence
OG)

N/Réf : ____-2017/MAK/AGK

MAKO GOLD

Level 8, Waterfront Place, 1 Eagle Street
Brisbane QLD 4000
Australia

Abidjan, december 18, 2017

Re: Legal Report

Dear Sirs,

This report has been prepared for the benefit of Mako Gold Limited ("Mako") in conjunction with the Joint Venture Agreement ("JV Agreement") with Occidental Gold SARL ("OG" or the "Company") in relation to the Napié exploration permit ("Relevant Exploration Permit").

This report is prepared in three parts:

- Part A deals with the due incorporation, good standing and ownership of Occidental Gold SARL ("OG");
- Part B deals with the Relevant Exploration Permit and associated mineral rights held by Occidental in Ivory Coast; and
- Part C deals with the validity and applicability of the JV Agreement.

PART A - DUE INCORPORATION, GOOD STANDING AND OWNERSHIP OF THE COMPANY

Part A of this report relates to the due incorporation, good standing and ownership of the Companies.

a. Enquiries

In the preparation of this report, but subject to the qualifications and assumptions set out below, we have relied on:

- information in respect of the Company obtained from our investigations into the database maintained by the Trade and Personal Property Credit Register ("TPPCR") and
- the constitution and some corporate records of the Company.

As regard litigation we were not provided with any documentation. Our position is then based on searches undertaken in respect of the Company on October, 11th 2017 in commercial court files.

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Klémét Sawadogo Kouadio
Société Civile Professionnelle d'Avocats
Abidjan, Cocody-Ambassades, Avenue Jacques Aka, Villa Médecine, 08 BP 118 Abidjan 08, Côte d'Ivoire
Tél : +225 22 400 600, Fax : +225 22 400 500, Courriel : ksk@ksk-avocats.com
Site web : www.ksk-avocats.com



A: Maka Gold
 Dos: T20214/HS Maka Gold (Dne Df, DG)
 N/Réf: 2017/MAK/AGK
 Date: 27 octobre 2017
 Objet: Legal report

2/20

b. Conclusions

As regard **OCCIDENTAL GOLD**, we confirm that:

- the Company is duly incorporated;
- the Company is in good standing;
- the Company validly exist under the laws of Ivory Coast as Private Limited Liability company (Société A Responsabilité Limitée-SARL);
- the Company is able to sue and be sued in its own name;
- the Company has the corporate power and authority under such laws to conduct its business;
- the Company is in compliance with its constitutions;
- the Company had registered a pledge on its shares on 12 September 2017;
- the Company is authorized under its constitution to hold and acquire assets, including the Relevant Exploration Permit, which constitutes valid and binding obligations on the Company (as set out below in further detail in Part B of this report); and
- we have undertaken all relevant searches and enquiries and can confirm:
 - (i) no order or resolution for the dissolution, winding up or striking off has been issued;
 - (ii) no notice of appointment of a liquidator, administrator or other such person given control of the assets has been issued; and
 - (iii) the Company is not involved in any current or threatened litigation and there are no judgments against the Company.

As regard African American Investment, we cannot opine nor confirm any of the items. Indeed, we were not provided with any relevant document in relation with its constitution and existence. Moreover, the company registration number provided does not comply with the usual and current nomenclature of the company registered with the Trade and Personal Property Credit Register.

sur T20214/HS Maka Gold (Dne Df, DG)

Klemet Sawadogo Kouadio
 Société Civile Professionnelle d'Avocats
 Abidjan, Cocody - Ambassades, Avenue Jacques Aka, Villa Méditerranée, 08 BP 118 Abidjan 08, Côte d'Ivoire
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A : Mako Gold
 Div : 170214IHS Mako Gold (Due Dil CG)
 N/Ref : 2017/MAR/AGK
 Date : 27 octobre 2017
 Objet : Legal report

3/20

c. Qualifications

- Records search

In compiling this report, we have relied upon searches of records on file at the clerk office of the "Tribunal de Commerce d'Abidjan" (Abidjan Court of commerce), in charge of the Trade and Personal Property Credit Register ("TPPCR"). Those searches or the records disclosed by those searches may not be complete or up to date.

- Ivory Coast law

We are Ivorian lawyers, having Ivorian legal expertise and this opinion relates to the laws of Ivory Coast in force as at the date of this report. We do not purport to be experts in other fields or in the law of any other country.

- Quality of information

In the case of information sourced from Mako or overseas or interstate lawyers, the findings of this report are dictated by the quality, accuracy and truthfulness of the information produced in response to our request.

- Limited Scope

We express no opinion on any financial, business, statistical, accounting or taxation information, or, any statements or opinion as to the future matters or prospects or the adequacy of any assumption on which those statements or opinions are based.

d. Assumptions

For the purposes of this report, we have assumed the following:

- the authenticity of all signatures and seals and of any duty stamp or marking;
- the accuracy, completeness and conformity to originals of all copy documents submitted to us;
- all documents submitted to us are effective and that there are no documents other than those which were disclosed to us which related to the items which we examined;
- (other than Mako) the documents are within the capacity and powers of, and have been validly authorised, executed and delivered by and are binding on the parties to them;
- none of the parties to the documents is, or will be, seeking to conduct any relevant transaction or any associated activity in a manner or for a purpose not evidenced on the face of the documents which might render the documents or any relevant transaction or associated activity illegal, void or voidable;

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A Mako Gold
 Doc.: 170214/15 Mako Gold (Dior Dié CIG)
 N/Réf.: 2017/MAK/AGK
 Date: 27 octobre 2017
 Objet: Legal report

4/20

- the records held by the TPPCR , available for inspection, and the corporate material provided to us (including some of the general meeting minutes and resolutions), are complete, up to date and no relevant records have been withheld from us (whether deliberately or inadvertently); and
- this legal opinion relates strictly to the matters stated in this letter and is not to be read as extending to any other matter.

PART B – RELEVANT EXPLORATION PERMIT

Part B of this report relates to the Relevant Exploration Permit. In this respect, we have acted on the instructions of Mako and have been requested to provide a title opinion on the Relevant Exploration Permit and associated mineral rights held by the Companies, which Mako has the right to acquire up to 83.33% of the interests over the next three (3) years (the "Property"), as more fully described in Schedule "A" hereto. This percentage does not include the 10% free carry that the government of Côte d'Ivoire would have if the project were to go into production.

Our opinion is delivered on the basis of the laws of Ivory Coast in force to the date of this opinion and limited to it.

For the purposes of this opinion, we have examined and placed reliance on the following documents and applicable legislation:

a. Legislation

- *The Mining Code of UEMOA (West African Economic and Monetary Union) dated on 22nd December 2003;*
- *Law No. 2014-138 dated 24 March 2014 enacting the Mining Code*
- *Decree No. 2014-397 dated 25 June 2014, implementing the Mining Code (Mining Decree)*
- *Ordinance No. 2014-148 dated 26 March 2014, relating to fees, royalties and mining taxes*
- *Ministerial deed n°002/MIM/CAB of 11 January 2016, relating to the granting and renewal procedures for mining titles.*
- *Decree No.2014-632 dated 22 October 2014 fixing the amounts and determining the terms of payment of the fixed duty, the option fees, fees for Control, expertise, authorisation, providing of map and other documents relating to the geological and mining activities.*
- *Decree No.2012-164 dated 19 December 2012 granting an exploration permit to Occidental Gold in Korhogo's department*

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A : Mako Gold
 Dos : 170214HS Mako Gold (Dne Dnl OG)
 N/Réf : 2017/MAK/AGK
 Date : 27 octobre 2017
 Objet : Legal report

5/20

- Ministerial deed No.181/MLM/DGMG of 19 December 2016 granting the first renewal of OG's exploration permit

However, other laws have an impact on mining activity. Those are:

- Law on rural land tenure;
- Water Code;
- Law on Nuclear Safety and Protection against Ionizing Radiation;
- The public health code;
- The Law on Territorial Communities;
- The Environmental Code;
- The Forest Code
- The Civil Code;
- The Penal Code;
- Tax and customs legislation;
- The Law No. 2015-532 dated July 20 2015 enacting the Labour Code.
- The Directive No. 18/2003/CM/UEMOA (West African Economic and Monetary Union) modified by the Directive 02/2009/CM/UEMOA of 27 March 2009.

The texts mentioned above constitute the main applicable legislation in Ivory Coast as regard mining activities.

b. Documents

- Renewal application letter dated 6 November 2015 PR 281
- Farm-In and Joint Venture Agreement between OG and Mako Gold limited dated September 6th 2017, and
- The records at the Ivory Coast mining registry and industrial ministry;

We have considered and examined such questions and originals or copies, notarized, certified or otherwise identified to our satisfaction, of documents and have undertaken such inquiries as we have deemed relevant and necessary as a basis for the opinions hereinafter expressed. In such examinations, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us in forms other than original.

As to questions of fact, we have relied upon the declarations of Mako and of certain public officials. We have also considered all questions of law as we have deemed relevant and necessary as a basis for the opinions hereinafter expressed.

We are duly qualified to practice law in Ivory Coast.

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A: Mako Gold
 D.N. : 170214HS Mako Gold (One Dil OG)
 N/Réf. : 2017/MAK/AGK
 Date : 27 octobre 2017
 Objet : Legal report

6/20

GENERAL INFORMATION

[1] As a first step to issuing this opinion, we have conducted title searches at the Ivory Coast Ministry of Mines and Industry and the mining register in order to verify the regularity of the status of the Relevant Exploration Permit.

We have also verified that the copy of i) the Decree No.2012-164 granting an exploration permit to Occidental Gold in Korhogo's department and ii) the Ministerial deed No.181/MIM/DGMG of 19 December 2016 granting the first renewal of OG's exploration permit comply with the original version published in the "Journal Officiel" as required by the applicable law in Côte d'Ivoire.

[2] According to the Mining Code, an exploration permit is granted, subject to the former rights, by decree of the President of the Republic, to all physical or legal entities that submit an application in compliance with the Mining Regulation (the Mining Code and the relevant decrees and orders).

[3] The methods of attribution, maintenance, renewal, transfer, transmission, transformation or withdrawal of mining titles and the authorizations as well as information which has to be provided for the applications and procedures relative to these mining titles, are established by the Mining Regulations.

[4] The Mining regulations applicable in Côte d'Ivoire do not provide for a mining convention to be signed between the holder of an exploration permit and the government. Mining conventions are only provided for exploitation permit.

[5] The exploration permit confers to its holder, within the limits of its perimeter, on the surface and at-depth, the exclusive right to explore for nominated minerals (Article 20 sub 1 of the Mining Code). The exploration permit is a movable right, indivisible, which cannot be object of a farm-out agreement nor a pledge or a mortgage agreement. The holder of the exploration permit has the right to dispose of products extracted during exploration process and assay provided the exploration works are not conducted as exploitation works. This possibility is allowed under the conditions provided by the Mining Code which are:

- prior declaration of the products extracted to the Mining Department
- payment of duties and mining taxes relating to such products subject to derogation granted by the Mining Department and the Finance Department for samples (quantities of products agreed as samples are indicated within a decree following article 26 of the Mining Code)

[6] The exploration permit also confers to its holder, the exclusive right to apply for, within the validity period of the exploration permit, and be granted an exploitation (mining) permit, if he has completed all his obligations under the Mining Regulations and if the holder provides a proof that one or several

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A : Make Gold
 Des.: 170214/HS Make Gold (Dir Dir OG)
 N/Réf : 2017/MAK/AGF
 Datv : 27 octobre 2017
 Objet : Legal report

7/20

deposits are discovered in the exploration area (Article 20 sub 2 of the Mining Code).

- [7] The grant of an exploration permit does not exclude the grant of a permit for quarry substances within the same perimeter. The modalities for the implementation of such possibility are to be defined by a decree (not yet enacted).
- [8] An exploration permit is valid for four (4) years as from the date of grant. It is renewable by right twice for two consecutive periods of three (3) years subject to the holder complying with all rights and obligations provided for by the Mining Regulations. An exceptional renewal not exceeding two (2) years may be granted on demand of the holder provided this demand is backed by the need to finalize the feasibility survey (Article 22 of the Mining Code). The permit area must be reduced by 25% (such area to be determined by the permit holder) at the time of each renewal. However, the holder may opt for the maintaining of the full area subject to i) the justification that exploration works are made on the full perimeter and ii) the payment of an option fee (Article 24 of the Mining Code)
- [9] The holder of an exploration permit is required to undertake the exploration program presented within his application for the exploration permit and to fund the works as agreed and also to start the works within the area no later than six (6) months after the granting of the permit (Article 25, Mining Code).
- The holder is required to deliver to the relevant officers at the Mining Department, thirty days after each anniversary date of the permit, a report of all works undertaken. The exploration budget for the four (4) years of works presented by the holder may not be less than one million and six hundred thousand (1.600.000) Francs CFA per square kilometre (Article 21 and 25 of the Mining Decree).
- [10] The disturbance of land required to undertake prospecting, exploration or exploitation of minerals shall entitle the landowner (or traditional or customary occupant) to compensation based on a calculation method provided by the law. No compensation is required, however, for simple passage on the land if no disturbance is caused. In the event of dispute between the mining company and land holder regarding compensation, fair value is determined under the supervision of the Mines Administration (Articles 127 and 128 of the Mining Code).
- [11] Pursuant to Article 43 of the Mining Code, all mining title (including exploration permits and exploitation permits) duly granted can be subject to withdrawal, without compensation or indemnity, particularly in the following case:

Annexe 17/014 Legal Report: Mining Code (Part 2, 2017, 2017, 2017)

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A : Mako Gold
 Dos : 170274115 Mako Gold (One Dil C/G)
 N/Réf : 2017/MAK/AGK
 Date : 27 octobre 2017
 Objet : Legal report

8/20

- the holder of an exploration permit does not provide the proof of the constitution of the bank deposit/guarantee
- the holder of an exploitation permit does not provide the proof of the constitution of the bank deposit/guarantee within the six (6) month period following the granting of the exploitation permit
- the company employs children,
- the holder of an exploration permit has been undertaking production activities within the perimeter of the exploration permit;
- exploration activities have been delayed or suspended without valid reason, for more than six (6) months;
- The feasibility survey transmitted to the Mining Department shows a deposit in the exploration permit area and the holder does not apply for an exploitation permit within the six (6) month period following this transmission;
- Mining activities or Mining works have been delayed or suspended without valid authorization, for more than six (6) months
- Unauthorized assignment and transfer are implemented;
- Breach of rules relating to protection of forestry resources, protection of environment and rehabilitation of sites are evidenced;
- fraudulent acquisition of a mining title is evidenced
- the holder of an exploration permit has not completed his undertakings relating to the exploration works;
- the holder of a permit has not completed his undertakings relating to community development
- the holder of a permit is convicted of corruption or attempt to corrupt during the mining title granting process
- In case of non- payment of duties and taxes;
- And in case of serious violation of public health and work safety regulation.

[12] Withdrawal may only occur after a formal notice without effect sixty-day after notification

[13] An exploration permit is assignable and transferable, partly or totally, as a transaction or inheritance. Such transfer or succession is subject to the prior authorization of the Minister of Mines and is by right if the holder complies with his obligations under the Mining Code. Any agreement bearing the assignment or the transfer of a mining titles must be executed under the

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A : Mako Gold
 Dos : 170214HS Mako Gold (Due Dil OG)
 N/R/R : 2017/MAK/AGK
 Date : 27 octobre 2017
 Objet : Legal report

9/20

condition precedent of the approval of the Minister in charge of mines (Article 41, Mining Code).

- [14] If a transfer application is approved by the Minister in charge of mines, it is then effected by the means of a Ministerial Deed (Article 51, 52, and 53 of Mining decree).
- [15] The grant of the transfer authorization is subject to the payment of a fixed fee and of a tax calculated on the capital gain according to the Tax Code. The amount of the capital gain is calculated by the tax administration and is usually paid by the transferor or assignor.
- [16] Fixed fees and proportional duties will be paid by an applicant for the application, renewal or transfer of a permit (Article 1 Decree n°2014-632 dated 22 October 2014 and Article 2 Ordinance n° 2014-148 dated 26 March 2014), refer table below:

	Exploration Permit	Exploitation (Mining) Permit
Fixed fees	<p>Permit fee: 1.000.000 XOF</p> <p>First renewal fee: 1.500.000 XOF</p> <p>Second renewal fee: 1.500.000 XOF</p> <p>Exceptional renewal fee: 2.000.000 XOF</p> <p>Transfer fee: 1.000.000 XOF</p> <p>Transmission fee: 1.000.000 XOF</p> <p>Assignment fee: 3.000.000 XOF</p> <p>Option to conserve the full superfcicy following the renewal :</p> <p>First renewal fee: 150.000 XOF /km² kept</p> <p>Second renewal fee: 375.000 XOF /km² kept</p> <p>Exceptional renewal fee: 850.000 XOF /km² kept</p>	<p>Permit fee: 5.000.000 XOF]</p> <p>Renewal fee: 7.000.000 XOF</p> <p>Area Extension fee : 10 000 000 XOF</p> <p>Transfer fee: 1.000.000 XOF</p> <p>Transmission fee: 1.000.000 XOF</p> <p>Assignment fee: 1.000.000 XOF</p> <p>Amodiation fee: 4.000.000 XOF</p> <p>Delay or suspension fee: 500.000 XOF</p> <p>Authorization for samples exportation : 50.000 XOF</p>
Annual proportional area taxes	<p>Permit : 3.000 XOF/km²/each year</p> <p>First renewal : 4.000 XOF/km²/each year</p> <p>First renewal : 6.000 XOF/km²/each year</p>	<p>Permit : 250.000 XOF/ km²/each year</p> <p>Renewal : 250.000 XOF/ km²/each year</p>

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A : Mako Gold
 Doc. : 170214HS Mako Gold (Dnr DII OG)
 N/Réf. : 2017/MAK/AGK
 Date : 27 octobre 2017
 Objet : Legal report

10/20

Exceptional renewal:	15.000 XOF
/km ² /each year	
Year 4 and thereafter:	CFA Francs
[x]km ² /year	

- [17] Pursuant to article 65 of the Mining Code, traditional mining authorizations (“Artisanal Authorizations”) can be granted to (i) physical persons who are nationals of Ivory Coast, and (ii) cooperatives companies whose authorized capital is detained in majority by Ivoirians. An Artisanal Authorization is granted by a Ministerial deed of the Mine Minister, subject to previous rights, following the opinion of the relevant administrative authorities and of the concerned local communities.
- [18] The Mining Code specifies that an Artisanal Authorization confers to its holder, within the limits of its perimeter, the exclusive right to exploit the mining deposit for which such authorization is delivered. In case a deposit requiring the use of industrial or semi-industrial means, the holder must notify the Mining Department. An Artisanal Authorization is valid for two years, covers a surface area from 1 to 25 hectares (Article 67, 69, Mining Code) and can be renewed for additional two-year periods (Article 68, Mining Decree). An Artisanal Authorization is not assignable but can be transferred following death or personal incapacity but subject to the prior approval of the Mines Administration. The holder of an Artisanal Authorization can renounce it at any time without penalty (Article 73, Mining Code).
- [19] Pursuant to article 7 of the Mining Code, the grant of an exploitation permit entails the grant to the State of Ivory Coast of 10% of the share capital of the mining company free of any charges. This State’s holding shall not be diluted even if there is an increase in the share capital. Any additional stake on this non-contributive 10% shares is negotiated between parties following the market conditions and cannot exceed 15% of the share capital.
- [20] the holder of an exploration permit is granted, within a ninety (90) days period after the expiry of the exploration permit, the exclusive right to apply for an exploitation permit. At the end of such period, the exploration permit is returned back to the State public domain.

Annexe 1/2014, Legal Report - Ivory Coast First Look, 2014/10/20

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A.: Mako Gold
 Doc.: 170214HS Mako Gold (Due Dil CGC)
 N/Ref.: 2017/MAR/AGK
 Date: 27 octobre 2017
 Objet: Legal report

11/20

Based on and subject to the foregoing together with our comments and reserves below and having independently made verification of the matters referred to herein, we are of the opinion that:

A. The Granted Exploration Permits

1. The information contained in Schedule "A" hereto in relation to the Relevant Exploration Permit is complete and accurate in all respects.
2. To our knowledge, the Relevant Exploration Permit is validly issued and registered in the name of the Company and constitute good and valid title enforceable against third parties and are free of all encumbrances, charges and liens.
3. The Company of the Relevant Exploration Permit holds all consents, permits or approvals necessary in order to carry out exploration activities relating to the Relevant Exploration Permit, and is not in violation, breach or default of the Relevant Exploration Permit, consents, permits and approvals nor has it received any order or written notice of any actual or intended revocation or modification of the Relevant Exploration Permit, consents, permits and approvals.
4. Exploration activity and technical reporting conducted to date on the Relevant Exploration Permit by the Companies provided are as follows.

The technical reports that were send to us under the data room are:

- A copy of a report relating to the exploration activities conducted from year 2012 to 2014,
- a copy of the report dated April 2013 relating to the exploration activities conducted during the first quarter of 2013 ;
- a copy of the report dated June 2013 relating to the exploration activities conducted during the second quarter of 2013 ;
- A copy of the annual report relating to the exploration activities conducted during 2013,
- A copy of the annual report relating to the exploration activities conducted during 2014, and
- A copy of the annual report relating to the exploration activities conducted during 2016,

The report for 2015 was not made available to us. Moreover, we were not provided with a document such as transmission letter as to evidence the remittance of such reports to the Mining Department. However, the permit has been renewed on 19 December 2016. Therefore, we are of the opinion that the company has fulfilled its legal obligations and requirements.

Annexe 170214 Legal Report - Work Done From 2.10.16-01.17

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 Doc. : 170214015 Makó Gold (Dne Df OGI)
 N/Réf. : 2017/MAKAGK
 Date : 27 octobre 2017
 Objet : *Legal report*

12/20

5. We have been provided with any the checks and receipts delivered by the National Treasury relating to the annual proportional area taxes, as indicated in Schedule "B" hereto. We can then confirm that the annual proportional area taxes have been paid for the Relevant Exploration Permit.

6. Renewal

As a rule and following article 22 of the Mining Code, the exploration permit is renewable by right **twice** for two consecutive periods of three (3) years subject to the holder complying with all rights and obligations provided for by the Mining Regulations. An exceptional renewal not exceeding two (2) years may be granted on demand of the holder provided this demand is backed by the need to finalize the feasibility survey.

As regard the Relevant Exploration Permit, the application for the first renewal was introduced in September 2016 while the first validity period expired on 19 December 2015.

The renewal deed dated 19 December 2016 provides a retroactive starting date for this first to 18 December 2015. Therefore, the first renewal period starts on 18 December 2015 and will expire on 17 December 2018.

Then the company will be entitled to apply for the second renewal which will, obviously start on 18 December 2018 and expire on 17 December 2021.

As indicated above, the renewal of the permit is automatic where the holder complies with all rights and obligations provided for by the Mining Regulations and has also completed the work program provided for in the deed enacting the renewal.

It is worth to note that the work program and the minimum expenditure required for the first year of renewal (which is 2015) may not be reached as the renewal was effectively delivered on December 2016, said one year after the legal starting date.

Based on that discrepancy and the pragmatic position usually adopted by the Mining Department, we are of the opinion that the Relevant Exploration permit will be able to be renewed in the event that the minimum expenditure required for the first two years' exploration is not reached in the first two years, but is achieved by the end of the third year.

A pre-feasibility study is not required by the end of year 3 of this first renewal. The feasibility study is required in the frame of the application for an Exploitation Permit.

7. In practice, an exploration permit will be renewed provided that exploration expenditures and works, and area tax payments are brought up to date at the time of renewal.

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A : Mako Gold
 Des : 170714115 Mako Gold (Due Dil OG)
 N/Réf : _____ 2017/MAK/AGK
 Date : 27 octobre 2017
 Objet : Legal report

13/20

8. To our knowledge, no person, other than the relevant holder of the Relevant Exploration Permit has any interest in the Relevant Exploration Permit, nor is any other person entitled to carry out reconnaissance, exploration, development, and mining or extraction activities on the Relevant Exploration Permit.
9. To our knowledge, there are no:
 - (i) actions, suits, proceedings or claims, at law or in equity;
 - (ii) arbitration or alternative dispute resolution processes; or
 - (iii) administrative or other proceedings by or before any Governmental Entity,
 pending or threatened that could adversely affect the Relevant Exploration Permit or the rights attaching thereto.
10. The execution and delivery of, and the performance by the relevant holder of the Relevant Exploration Permit of its obligations under the Relevant Exploration Permit, have not, do not and will not result, to our knowledge, in a breach of:
 - (i) the provisions of its constitutional documents;
 - (ii) any law, rule or regulation having the force of law in Ivory Coast.
11. To our knowledge the relevant holder of the Relevant Exploration Permit has not received any notice of revocation, cancellation or suspension of the Relevant Exploration Permit or any indication that any such notice may be given.
12. The Relevant Exploration Permit confers upon the holder exploration rights in relation to the minerals indicated in Schedule "A". The initial term for an exploration licence is four (4) years pursuant to the Mining Code and may be renewed twice for additional three (3) year periods. An exceptional renewal may be granted for a period not longer than two (2) years.
13. As the exploration permit is considered as a movable right and cannot be farmed out or be the subject of a pledge or mortgage we can assume that, the Relevant Exploration Permit is not, to our knowledge, subject to any consent, interest or equity of any person (including any right to acquire, option or pre-emption) or any mortgage, charge, pledge, lien, assignment, security interest, title retention or any other security agreement or arrangement nor has either of the relevant holder of the Relevant Exploration Permit created or, to our knowledge, agreed to create an Encumbrance in relation thereto.
14. The relevant holder of the Relevant Exploration Permit has the exclusive right to conduct exploration work on the areas covered by the Relevant Exploration Permit for the duration of the term of the Relevant Exploration Permit.

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A : Akala Gold
 Des. : 170214IHS Akala Gold (Dne Dll OG)
 N/Réf. : 2017/MAK/AGK
 Date : 27 octobre 2017
 Objet : Legal report

14/20

15. To our knowledge, there are no disputes, actions, proceedings, claims or, to our knowledge, potential disputes, actions, proceedings or claims, pending or threatened, with any third party, including governmental entities, in relation to the Relevant Exploration Permit.

16. To our knowledge, there is no exploration agreement signed between the relevant holder of the Relevant Exploration Permit and the State.

PART C - The validity and applicability of the Joint Venture Agreement and the status of the Relevant Exploration Permit

Part C of this report deals with the validity and applicability of the Joint Venture Agreement and the status of the Relevant Exploration Permit.

Our opinion is delivered on the basis of the laws of Ivory Coast in force to the date of this opinion and limited to it. For the purposes of this opinion, we have examined and placed reliance on the following documents and applicable legislation:

c. Legislation

- *The Mining Code of UEMOA (West African Economic and Monetary Union) dated on 22nd December 2003.*
- *Law No. 2014-138 dated 24 March 2014 enacting the Mining Code*
- *Decree No. 2014-397 dated 25 June 2014, implementing the Mining Code*
- *Ordinance No. 2014-148 dated 26 March 2014, relating to fees, royalties and mining taxes*
- *Ministerial deed n°002/MIM/CAB of 11 January 2016, relating to the procedures for the granting and the renewal of mining titles*
- *Decree No.2014-632 dated 22 October 2014 fixing amounts and determining the terms of payment of the fixed duty, the option fee, check fee, expertises, authorisation, card deliverance and other documents relative to the geological and mining activities.*
- *Decree No.2012-164 dated 19 December 2012 attributing an exploration permit to OG in Korhogo's department*
- *Ministerial deed No.181/MIM/DGMG of 19 December 2016 which granted the first renewal of OG's exploration permit*

However, other laws have an impact on mining activity. Those are:

- *Law on rural land tenure;*
- *Water Code;*
- *Law on Nuclear Safety and Protection against Ionizing Radiation;*
- *The public health code;*

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A : Mako Gold
 Dos : 170214115 Mako Gold (Due En/ C&G)
 N°Ref : _____ 2017/MAK/AGK
 Date : 27 octobre 2017
 Objet : Legal report

15/20

- *The Law on Territorial Communities;*
- *The Environmental Code;*
- *The Forest Code*
- *The Civil Code;*
- *The Penal Code;*
- *Tax and customs legislation;*
- *The Law No. 2015-532 dated July 20 2015 enacting the Labour Code.*
- *The Directive No. 18/2003/CM/UEMOA (West African Economic and Monetary Union) modified by the Directive 02/2009/CM/UEMOA of 27 March 2009.*
- *Decree n°2016-02 dated 6 January 2016.*
- *Decree n°2016-04 dated 12 January 2016.*
- *Decree n°2016-Decree n°2016-21 dated 27 January 2016.*

d. Documents

- *Draft Farm-In and Joint Venture Agreement*
- *Renewal application letter dated 6 November 2015 PR 281*
- *The records at the Ivory Coast mining registry and environmental ministry (if applicable);and*

The texts mentioned above constitute the main applicable legislation in Ivory Coast in relation to Mining activities.

We have considered and examined such questions and originals or copies, notarized, certified or otherwise identified to our satisfaction, of documents and have undertaken such inquiries as we have deemed relevant and necessary as a basis for the opinions hereinafter expressed. In such examinations, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us in forms other than original.

We are duly qualified to practice law in Ivory Coast.

GENERAL INFORMATION

- [1] Legal and physical persons are allowed to contract in Ivory Coast regardless of their nationality if they have not lost their civil rights or are not declared incapable.
- [2] According to the provisions of the Civil Code, contract is an agreement in which one or several persons convene to do or not to do something. To be valid, a contract must meet the following four conditions:

Annex 1/2017, Legal Report - Ivory Coast (Due En/ C&G)

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A : Mako Gold
Des : 170214HS Mako Gold (Duc Dil CG)
N°/ref : 2017/MAK/AGK
Date : 27 octobre 2017
Objet : Legal report

16/20

- a. Consent shall be given freely;
- b. The contract party shall have legal capacity;
- c. The object of the contract shall be legal;
- d. The cause must be licit.

The JV Agreement indicates that its purpose is to grant to Mako the right to earn an interest in the Relevant Exploration Permit in accordance with the terms of conditions of the JV Agreement. Such object is allowed by the Mining Code which specifies the procedure for the assignment and the transfer of mining permits.

- [3] Pursuant to article 1589 of the Civil Code, the promise to sell equals a sale if both parties have agreed on the price and on the object of the contract.
- [4] All documents submitted to the administration have to be submitted in the official language, which is French in Ivory Coast and we remark that the JV Agreement submitted to us are written in English. For notification purposes, the JV Agreement must be translated in French by a sworn translator.
- [5] As far as the transactions on mining titles are concerned, an exploration permit is assignable and transferable, partly or totally, as a transaction or inheritance. Such transfer or succession are subject to the prior authorization of the Minister of Mines and is by right if the holder complies with his obligations under the mining regulations. Any agreement bearing the assignment or the transfer of a mining titles must be executed under the condition precedent of the approval of the Minister in charge of mines (Article 41, Mining Code).
- [6] Pursuant to Article 43 of Mining Code, all mining title duly attributed can subject to withdrawal, without compensation or indemnity, under the following conditions:
 - a. the holder of an exploration permit does not provide the proof of the constitution of the bank deposit/guarantee
 - b. the holder of an exploitation permit does not provide the proof of the constitution of the bank deposit/guarantee within the six (6) month period following the granting of the exploitation permit
 - c. the company employs children,
 - d. the holder of an exploration permit has been undertaking production activities within the perimeter of the exploration permit;
 - e. exploration activities have been delayed or suspended without valid reason, for more than six (6) months;

An ICSID Legal Report - River Court Panel 2, pp. 204-205

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A : Mako Gold
 Doc : 170214HS Mako Gold (Due Dil OG)
 N/Réf : 2017/MAK/AGK
 Date : 27 octobre 2017
 Objet : Legal report

17/20

- f. The feasibility survey transmitted to the Mining Department shows a deposit in the exploration permit area and the holder does not apply for an exploitation permit within the six (6) month period following this transmission;
- g. Mining activities or Mining works have been delayed or suspended without valid authorization, for more than six (6) months
- h. Unauthorized assignment and transfer are implemented;
- i. Breach of rules relating to protection of forestry resources, protection of environment and rehabilitation of sites are evidenced;
- j. fraudulent acquisition of a mining title is evidenced
- k. the holder of an exploration permit has not completed his undertakings relating to the exploration works;
- l. the holder of a permit has not completed his undertakings relating to community development
- m. the holder of a permit is convinced of corruption or attempt to corrupt during the mining title granting process
- n. In case of non- payment of duties and taxes;
- o. And in case of serious violation of public health and work safety regulation.

[7] Withdrawal may only occur after a formal notice without effect sixty-day after notification

[8] Following article 41 of the Ivory Coast Mining Code, any transactions on a mining title may be reported to the Mines Administration.

Following article 182 of the Mining Code, any Permit Holder who fail to report any agreement on a mining title, in virtue of which he intend to entrust, assign or transfer any of its rights and obligations linked to the title is liable to an imprisonment for one (1) to three years and/or a fine amounting from ten millions (10 000 000) to fifty (50 000 000) Francs CFA.

[9] In case one party does not meet its obligations pursuant to a contract, the other party may seek compensation. The defaulting party will have to pay damages to the other party which include the actual loss as well as the benefit which the other party is deprived of.

Based and relying solely upon the foregoing and subject to the qualifications, limitations and assumptions set forth herein, we are of the opinion that:

Provided that the other party has legal capacity, and if the title owner is a legal person that it has all requisite corporate power, authority and capacity to execute

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A : Mako Gold
 Dos : 170214/HIS Mako Gold (Due Dil OG)
 N/Ref : 2017/MAK/AGK
 Date : 27 octobre 2017
 Objet : Legal report

18/20

and deliver the agreement and to carry out the transactions contemplated thereby, the JV Agreement will be legally binding for the contracting parties and any default will be subject to compensation.

The JV Agreement will be enforceable and the parties not subject to any penalty if all submission and legal publicity have been met, including the approval of the Mines Minister.

Trusting that the foregoing is to your satisfaction, we remain,

Yours truly,

 P.O.  Angaman Georges KOUASSI Partner	Klemet Sawadogo Kouadio Société d'Avocats Av. Jacques Aka, Villa Médecine 08 BP 118 Abidjan 08, Côte d'Ivoire Tél : +225 22 400 600 Fax : +225 22 400 600 Courriel : ksk@ksk-avocats.com	 Marylène KOUASSI Associée
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SCHEDULE A - DESCRIPTION OF THE EXPLORATION PERMITS IN IVORY COAST

Permit Name	Decree Number	Mineral	Permit Holder	Area	Grant Date	Renewal Date	Expiry Date	Minimum Expenditure (FCFA)	Province
GRANTED PERMITS									
Napié Permit	Decree No.2012-164 dated 19 December 2012 (granting Ministerial deed No.181/MIM/DGM G of 19 December 2016 (first renewal)	Gold	OG	Initial 399,3 km ² After renewal 299,4 km ²	Initial : December 19 2016 Renewal : 19 December 2016 (but effective 18 December 2015)	18 December 2018	18 December 2021	2016: 100,002,000 2017: 110,004,000 2018:149,268,000	Korhogo

www.ESSELegalReport - Ivory Coast / Page 2 - 2016-2017

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 Dem : 170214HS Mako Gold (Dnr DJ OGI)
 N/Ref : 2017/MAN/A/CX
 Date : 27 octobre 2017
 Objet : Legal report

20/20

SCHEDULE B - ANNUAL PROPORTIONAL AREA TAXES

Permit Name	Decree Number	Annual Taxes		
		2016	2017	2018
Napié	Decree No.2012-164 dated 19 December 2012 (granting) Ministerial No.181/MIM/DG/MG of 19 December 2016 (first renewal)	PAID 1 197 600 XOF	PAID 1 197 600 XOF	No Request

Paid – All applicable area taxes have been paid in full.

No Request – The Mines Administration has not yet issued a request for payment of area taxes.

Due – The Mines Administration has recently issued a request for payment of 2010 taxes and such payment is now due.

Paid (partially) – Area taxes have been partially paid. The balance of payment is now due.

Overdue – No receipt available, area taxes assumed not paid and overdue. Such permits may be at risk of forfeiture by the Mines Administration.


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ANNEXURE C

LEGAL REPORT

YANOBO BOBSON LAWYERS

YANOBO BOBSON
Avocats  Lawyers

Ouagadougou, 18 December 2017

MAKO GOLD LIMITED

Level 8, Waterfront Place, 1 Eagle Street
Brisbane QLD 4000
Australia

Re: Legal Report

Dear Sirs,

This report has been prepared for the benefit of Mako Gold Limited (“**Mako**”) in conjunction with its proposed initial public offering (“**IPO**”) in relation to the Niou and Tangora exploration permits (**Relevant Exploration Permits**).

This report is prepared in three parts:

- Part A deals with the due incorporation, good standing and ownership of Mako Gold SARI and Nouvelle Cofibi SARI (“**Companies**”) and the good standing of Mr Ouedraogo Daouda (collectively the “**Parties**”);
- Part B deals with the Relevant Exploration Permits and associated mineral rights held by Mako in Burkina Faso; and
- Part C deals with the validity and applicability of the option agreements for the Relevant Exploration Permits (“**Option Agreements**”).

Enquiries

In the preparation of this report, but subject to the qualifications and assumptions set out below, we have relied on:

- information in respect of the Companies obtained from our investigations into the database maintained by *Registre du Commerce et du Cr dit Mobilier* of Ouagadougou (“**RCCM**”);
- the constitution and corporate records of the Companies; and
- litigation searches undertaken in respect of the Parties on 25 September 2017 in the Commercial Court of Ouagadougou (*Tribunal de commerce de Ouagadougou*);

Assumptions and qualifications

We are Burkina Faso lawyers, having Burkina Faso legal expertise and this opinion relates to the laws of Burkina Faso in force as at the date of this report. We do not purport to be experts in other fields or in the law of any other country.

We have considered and examined such questions and originals or copies, notarized, certified or otherwise identified to our satisfaction, of documents, and have asked such questions and have undertaken such inquiries as we have deemed relevant and necessary as a basis for the opinions hereinafter expressed. In such examinations, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us in forms other than original.

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As to questions of fact, we have relied upon the declarations of the Parties and of certain public officials. No matter is known to us that would cause us to believe, and we do not believe, that any of the factual matters or declarations are false, misleading in a material particular or cannot be relied upon.

We have also considered all questions of law as we have deemed relevant and necessary as a basis for the opinions hereinafter expressed.

This opinion is further subject to the following qualifications:

Status of the Parties

The information provided in the documents is complete, true, accurate and up-to-date.

The documents are complete, true, accurate and up-to-date.

- All documents submitted to us are effective and that there are no documents other than those which were disclosed to us which related to the items which we examined.
- None of the parties to the documents is, or will be, seeking to conduct any relevant transaction or any associated activity in a manner or for a purpose not evidenced on the face of the documents which might render the documents or any relevant transaction or associated activity illegal, void or voidable.
- The records held by the RCCM, available for inspection, and the corporate material provided to us, are complete, up to date and no relevant records have been withheld from us (whether deliberately or inadvertently).

No proceedings with respect to treatment of economic difficulties under the supervision of a judge have been commenced in relation to the Companies in any jurisdiction.

The persons who purported to execute the Option Agreements on behalf of the Companies are the persons authorised to do so.

The Searches may not be conclusive about the status of the Companies due to the time-lag between the occurrence of an event and its notification to, and subsequent appearance at the RCCM.

In addition, the Searches do not indicate whether insolvency proceedings have begun in another jurisdiction.

The execution, validity, *opposabilité* (enforceability), performance and effectiveness of the Facility Agreement may be materially affected by the rules and laws affecting creditors' rights and remedies in the event of insolvency as set forth in the OHADA Uniform Act on Insolvency Proceedings for Payment of Liabilities (*Acte Uniforme portant Organisation des Procédures Collectives d'Apurement du Passif*).

Other laws

No law of any jurisdiction other than Burkina Faso has any bearing on the opinion contained herein.

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Scope

This report and any non-contractual obligations connected with it are governed by Burkina Faso laws and are subject to the exclusive jurisdiction of the Burkina Faso courts.

This report is given only in relation to Burkina Faso law as it is understood at the date of this report. We have no duty to keep you informed of subsequent developments which might affect this report after its date of issue.

If a question arises in relation to a cross-border transaction, it may not be the Burkina Faso courts which decide that question and Burkina Faso law may not be used to settle it.

We express no opinion on any financial, business, statistical, accounting or taxation information, or, any statements or opinion as to the future matters or prospects or the adequacy of any assumption on which those statements or opinions are based.

Our opinion is limited to the matters expressly stated in the background to this legal report, and it is not to be extended by implication. In particular, we express no opinion on the accuracy of the assumptions contained in this section. Each statement which has the effect of limiting our opinion is independent of any other such statement and is not to be impliedly restricted by it. Paragraph headings are to be ignored when construing this opinion.

This legal report relates strictly to the matters stated in this letter and is not to be read as extending to any other matter.

PART A – DUE INCORPORATION, GOOD STANDING AND OWNERSHIP OF THE COMPANIES

Part A of this report relates to the due incorporation, good standing and ownership of Mako Gold SARL, and Nouvelle Cofibi SARL (“**Companies**”), and the good standing of Mr. Ouedraogo Daouda (collectively the “**Parties**”).

a. Legislation

- *Uniform Act Relating to Commercial Companies and Economic Interest Group in vigor. Burkina Faso is also a signatory of the OHADA (Organisation pour l’harmonisation en Afrique du droit des affaires) Treaty (the “Uniform Act”);*
- *Order n°2011-0004/MCPEA/SG/DGC dated January 13, 2011 relating to the procedure for the grant of the authorization to perform commercial activities for foreigners.*

b. Documents

- *Mako Gold SARL*
 1. *Articles of association dated 20 June 2016;*
 2. *Certificate of registration dated 25 September 2017 issued by the RCCM;*
 3. *Non bankrupted certificate dated 25 September 2017 issued by the RCCM;*
 4. *No pledge certificate dated 25 September 2017 issued by the RCCM;*
 5. *No law suit certificate dated 25 September 2017 issued by the RCCM;*

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- *Nouvelle Cofibi SARL*

6. *Articles of association dated 17 June 2003 ;*
7. *Certificate of registration dated 25 September 2017 issued by the RCCM;*
8. *Non bankruptcy certificate dated 25 September 2017 issued by the RCCM;*
9. *No pledge certificate dated 25 September 2017 issued by the RCCM;*
10. *No law suit certificate dated 25 September 2017 issued by the RCCM.*

Items 2 to 5 and 7 to 10 are referred hereto as "Searches" in this opinion.

Based on and subject to the foregoing together with our comments and reserves below and having independently made verification of the matters referred to herein, we are of the opinion that:

1. The Companies are companies duly incorporated and registered in Burkina Faso in accordance with the laws of Burkina Faso and validly exist under the laws of Burkina Faso as SARL.
2. The Companies are in good standing. However, the Uniform Act requires Burkina Faso companies registered prior to its entry in force to harmonize their articles of association with the new provisions before a period of two (2) years from its entry into force. The Uniform Act entered into force on May 5, 2014, thus ninety (90) days after its publication in the Official Gazette of OHADA. Harmonization should have intervened no later than May 5, 2016, failing which the provisions of the articles of association which are contrary to the Uniform Act are deemed null and void. The remaining articles continue to be valid. We were not provided with harmonized articles of association for Nouvelle Cofibi SARL.
3. The Companies are able to sue and be sued in their own name.
4. The Companies have the corporate power and authority under such laws to conduct their business.
5. The Companies are not subject to any special arrangements or rights which affect their shares, and no liens, encumbrances or other charges have been created over such shares.
6. The Companies are authorized under their constitution to hold and acquire assets, including the Relevant Exploration Permits, which constitutes valid and binding obligations on the Companies (as set out below in further detail in Part B of this report).
7. We have undertaken all relevant searches and enquiries and can confirm:
 - o no order or resolution for the dissolution, winding up or striking off has been issued;
 - o no notice of appointment of a liquidator, administrator or other such person given control of the assets has been issued; and
 - o the Companies are not involved in any current litigation and there are no judgments against the Companies.

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PART B – RELEVANT EXPLORATION PERMITS

Part B of this report relates to the Relevant Exploration Permits. In this respect, we have acted on the instructions of Mako and have been requested to provide a title opinion on the Relevant Exploration Permits and associated mineral rights held by the Companies.

Our opinion is delivered on the basis of the laws of Burkina Faso in force to the date of this opinion and limited to it. For the purposes of this opinion, we have examined and placed reliance on the following documents and applicable legislation:

a. Legislation

- *The Mining Code of UEMOA (West African Economic and Monetary Union) dated on 22nd December 2003;*
- *Act n°036-2015/AN dated June 26, 2015 (the “Mining Code”);*
- *Decree n°2017-0023/PRES/PM/MEMC/MINEFID dated 23 January 2017 relating to taxes and mining royalties;*
- *Decree n°2017-0035/PRES/PM/MEMC/MINEFID/MCIA/MATDSI/MJFIP/MFPTPS/MEECVV dated 26 January 2017, relating to models of the mining convention;*
- *Decree n°2017-0036/PRES/PM/MEMC/MATDSI/MINEFID/MEEVCC/MCIA dated 26 January 2017, relating to regulation on mining titles;*
- *Order n°2011 11-168/MCE/SG/DGMGC dated July 27, 2011, relating to the number of exploration permits held by a permit holder;*
- *Order n°02-031/MCE/SG/DGMGC dated June 6th, 2002 relating to minimum expenditures.*

b. Documents

- *The Exploration Permits and any renewals and transfers thereof;*
- *The records at the Burkina Faso mining registry and environmental ministry (if applicable);*
- *Technical and expenditure reports for the Relevant Explorations Permits;*
- *Receipts and other documentation from Mako and the title holder regarding payments.*

The texts mentioned above constitute the main applicable legislation in Burkina Faso.

GENERAL INFORMATION

- [1] As a first step to issuing this opinion, we have conducted title searches at the mines administration of the Ministry of Mines & Energy (“**Mines Administration**”) in order to verify the regularity of the status of the Relevant Exploration Permits and have reviewed the corporate records provided by Mako.

Exploration Permits

- [2] According to the Mining Code, an exploration permit can be granted, subject to any former rights, by decree of the Minister of Mines, to any physical or legal person who has submitted a valid application, prepared in keeping with the Mining Regulation (as used herein, the term “**Mining Regulations**” refers collectively to the Mining Code and the relevant decrees and orders outlined above). The application is received on a “first submitted, first granted” basis and any incomplete

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application has to be completed within seven (7) days to allow the applicant to keep his order of priority.

- [3] The methods of attribution, maintenance, renewal, transfer, transmission, transformation or withdrawal of exploration and exploitation permits, as well as the authorizations and information required to be provided for the applications and procedures relative to these mining titles, are established by the Mining Regulations.
- [4] An exploration permit confers to its holder, within the limits of its perimeter, on the surface and at-depth, the exclusive right to explore for the mineral substances described in the exploration permit, and to dispose of extracted products for exploration purposes, under the conditions envisaged by the Mining Code. The holder of the exploration permit can request and obtain a variation of the exploration permit to include other mineral substances (Article 32, paragraph 1, Mining Code).
- [5] An exploration permit is valid for three (3) years as from the date of grant. It is renewable twice (by right) for two consecutive periods of three (3) years, subject to the holder complying with all rights and obligations provided for by the Mining Regulations. The permit area must be reduced by 25% (such area to be determined by the permit holder in their sole discretion provided that the new definition of the exploration permit complies with the provisions Mining Regulations) at the time of the second renewal (Article 34 and 35, Mining Code). In practice, the Minister of Mines may allow the title holder not to reduce the surface of the exploration permit by 25% if the title holder has a valid reason. The appreciation of the reason and the grant of the waiver is left to the discretion of the Minister of Mines. Extensions to the aggregate 9-year exploration permits are permissible. A permit holder must make an extraordinary application to the Mines Administration for such extension. The approval of such a request is left to the discretion of the Minister of Mines and Quarries.
- [6] The holder of an exploration permit is required to undertake the exploration program presented to the Mines Administration at the beginning of each year, and is required to spend on the associated works the minimum amount of 270,000 FCFA (approximately AUD\$650) per square kilometre and per year as specified in the Mining Regulations. The Mines Administration is required to be notified by the holder of the exploration permit of any failure to comply with the program (Article 15, paragraph 1 of the Mining Code and Article 2 Order n° 02-031/MCE/SG/DGMGC dated June 6th, 2002). In practice, the Mines Administration accepts expenditures incurred in aggregate at any time within each three-year period leading up to the next renewal, whereby the holder of an exploration permit is allowed to "top up" and makeup expenditure shortfalls in subsequent years if not enough work was completed in a preceding year (or preceding years as the case may be).
- [7] The application for an exploration permit has to be examined and processed by the Mines Administration within a maximum term of sixty (60) days of its filing. If the application is accepted, a notice to pay the application fees is delivered to the applicant, who then has a period of ten (10) working days in which to pay the application fees, failing which the application will be considered rejected (Articles 26 and 27, Order n° 2005-047/PRES/PM/MCE dated February 3, 2005).

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- [8] The exploration permit also confers to its holder the exclusive right to apply for, during the validity of the exploration permit, an exploitation (mining) permit, if one or several mineral deposits are discovered in the exploration area. The exploitation permit thus obtained can partially cover the perimeter of several exploration permits belonging to the same holder, if the discovered deposit occupies parts of the area of those other exploration permits (Article 32, paragraph 3, Mining Code).
- [9] Pursuant to Article 112 of the Mining Code, all mining titles (including exploration permits and exploitation permits) duly granted are subject to withdrawal, without compensation or indemnity, under the following conditions:
- If the holder of an exploration permit has been undertaking production activities within the perimeter of the exploration permit;
 - If exploration activities have been delayed or suspended without valid reason, for more than six months;
 - If mine or production activities are delayed or suspended without authorisation, for more than two years and with authorisation, for more than six years for industrial mining permits;
 - If mine or production activities are delayed or suspended without authorisation, for six months and, with authorisation, for three years for semi-mechanised small scale mining;
 - In case of unauthorised assignment or conveyance;
 - In case of non-payment of duties and taxes;
 - The failure to meet minimum expenditures provided by the Mining Regulations, except in case of Force Majeure (as defined therein);
 - In case of the holder's default to start exploration work within six months after the date of grant of the permit;
 - In case of the failure to comply with the Environmental and Social Impact Study or the Environmental and Social Impact Notice; and
 - In case of serious violation of public health and work safety regulation.
- [10] Withdrawal may only occur after a sixty-day (60) enforcement period, during which a title holder has the right to incur any late exploration expenditures, submit any late statutory reports and pay any late exploration expenditures and annual proportional area tax payments or receive an exemption from same from the Mines Administration.
- [11] Pursuant to Article 113 of the Mining Code, all mining title (including exploration permits and exploitation permits) duly granted are subject to withdrawal, without compensation or indemnity and without a sixty-day (60) enforcement period in the following circumstances:
- The title holder engages itself in illegal transactions or sell mineral substances;
 - The title holder hires minors or allows them to work on its site;
 - The title holder fails to apply for renewal of the permit or the authorizations at the end of the validity period of the mining title;
 - The title holder is guilty of fraud or breach of trust involving a mining title or authorization or has lost its legal rights;
 - The title holder uses dangerous chemicals, notably cyanide and mercury and explosives while holding an artisanal exploitation permit.
- [12] Pursuant to Article 20 of the Mining Code, the exploitation permit may be mortgaged or pledged.

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- [13] An exploration permit is assignable and transferable, partly or totally, as a transaction or inheritance. Such transfer or succession is subject to the prior authorization of the Minister of Mines and is by right if the assignee or transferee offers the same guarantees as the assignor or transferor (Article 106, Mining Code). The transfer application has to be processed by the Mines Administration within sixty (60) days failing which the transfer is deemed to have been granted.
- [14] If a transfer application is approved by the Minister of Mines and Quarries, it is then effected by the means of a Decree (Article 47 Decree n° 2005-047/PRES/PM/MCE dated February 3rd, 2005).
- [15] The grant of the transfer authorization is subject to the payment of a fixed fee and of a tax calculated on the capital gain according to Article 186 the Tax Code. The amount of the capital gain is calculated by the tax administration and is payable by the transferor or assignor notwithstanding any provision to the contrary. The rate of the tax is 20% and has to be paid when registering the deed recording the transfer.
- [16] Fixed fees and proportional duties will be paid by an applicant for the application, renewal or transfer of a permit at the rate refer to in the table below:

	Exploration Permit	Exploitation Permit (Mining)
Fixed fees	Permit fee: CFA Francs 2,000,000 First renewal fee: CFA Francs 3,000,000 Second renewal fee : CFA Francs 5,000,000 Transfer fee: 10,000,000 CFA Francs	Permit fee: CFA Francs 10,000,000 Renewal fee: CFA Francs 15,000,000 Transfer fee: CFA Francs 20,000,000
Annual proportional area taxes	Year 1 to 3: CFA Francs 10,000/km ² /year Year 4 to 6: CFA Francs 20,000/km ² /year Year 7 to 9: CFA Francs 30,000/km ² /year Exceptional renewal: CFA Francs 100,000/km ² /year	Year 1 to 5: CFA Francs 7,500,000/km ² /year Year 6 to 10: CFA Francs 10,000,000/km ² /year Year 11 and thereafter: CFA Francs 15,000,000/km ² /year
Mining Royalty	N/A	Between 3% and 5% ⁴

- [17] Pursuant to Article 43 of the Mining Code, the grant of an exploitation permit requires the grant to the State of Burkina Faso (the "State") of 10% of the share capital of the mining company that holds the exploitation permit, free of any charges. This State's holding shall not be diluted even if there is an increase in the share capital.

⁴8% for uranium, 7% for diamonds and precious stones, 4% for other precious metals, 3% for base metals and other mineral substances. For industrial gold, royalty is between 3% and 5% for gold mining and the exact percentage is determined based on the international market value of gold: 3% if the ounce is lower than \$1,000; 4% if the ounce is between \$1,000 and \$ 1,300, 5% if the ounce is higher than \$1,300 (Article 14, Decree n°2017-0023/PRES/PM/MEMC/MINEFID dated 23 January 2017);

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- [18] Pursuant to Article 45 of the Mining Code, traditional artisanal mining authorizations ("**Artisanal Authorizations**") can be granted to (i) physical persons who are nationals of Burkina Faso and to nationals of country given the same rights to Burkina Faso citizens and (ii) Burkinabe cooperatives actives in the mining sector. An Artisanal Authorization may be granted by the Mines Administration, subject to any previous rights, following the opinion of the relevant administrative authorities and of the concerned local communities and the approval of the current exploration permit holder.
- [19] However, the Mining Code specifies that an Artisanal Authorization cannot prevent an exploration permit holder from carrying on exploration activities within the perimeter covered by an exploration permit. In addition, an Artisanal Authorization does not confer to its holder any particular right for the subsequent grant of a mining title (Article 72, Mining Code). If an exploitation permit is granted over an area, which includes an Artisanal Authorization, the Artisanal Authorisation will not be renewed. An Artisanal Authorization is valid for two (2) years, covers a surface area from 1 to 100 hectares and can be renewed for additional two-year periods (Article 78, Mining Code). An Artisanal Authorization is not assignable but can be transferred following death or personal incapacity, subject to the prior approval of the Mines Administration. The holder of an Artisanal Authorization can renounce it at any time without penalty (Article 81, Mining Code).

Based on and subject to the foregoing together with our comments and reserves below and having independently made verification of the matters referred to herein, we are of the opinion that:

A. The Granted Exploration Permits

1. The information contained in Schedule "A" hereto in relation to the Relevant Exploration Permit is complete and accurate in all respects.
2. To the best of our knowledge (having made reasonable enquiries), the Exploration Permits are validly issued, subsisting and registered in the name of each title holder as outlined in Schedule "A" (the "**Title Holders**"), and constitute good and valid exclusive title enforceable and of full force and effect against third parties, free and clear of all encumbrances, charges and liens and have not been suspended.
3. As at the date of this opinion and based on the limited investigations undertaken by us in the preparation of this opinion, we are not aware of any fact, matter or circumstance that is likely to render the opinion in paragraph 2 incorrect.
4. The Title Holders hold all consents, permits or approvals necessary in order to carry out exploration activities relating to the Relevant Exploration Permits, and are not in violation, breach or default of the Relevant Exploration Permits, consents, permits and approvals nor have they received any order or written notice of any actual or intended revocation, modification, cancellation or suspension of the Relevant Exploration Permits, consents, permits and approvals.
5. Exploration activity and technical reporting are required to be conducted on the Relevant Exploration Permits by the Title Holders, pursuant to the provisions of the

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Mining Code including Article 15, paragraph 4 and Article 2 Order n° 02-031/MCE/SG/DGMGC dated June 6th, 2002. The Title Holders of the Relevant Exploration Permits have not filed all requisite statutory reports with the Mines Administration on time and the amounts required by the Mining Code to be expended for exploration activities have been met on the Relevant Exploration Permits, in all material respects, except for the Niou Exploration Permit. In practice, the Mines Administration accepts expenditures incurred at any time within each three-year period leading up to the next renewal, whereby the holder of an exploration permit is allowed to makeup expenditure shortfalls in subsequent years if not enough work was completed in a preceding year.

6. All annual proportional area taxes for which a Title Holder has received a request for payment from the Mines Administration have been confirmed as paid for the Relevant Exploration Permits, as indicated in Schedule "B" hereto. A title holder is not liable for the payment of annual proportional area taxes until receipt of a request to pay from the Mines Administration. Therefore, for years for which the Title Holders have not received any request to payment, there is no default.
7. Each Relevant Exploration Permit confers upon the Title Holder exploration rights in relation to the minerals indicated in Schedule "A". The initial term for an exploration licence is 3 years pursuant to the Mining Code and may be renewed twice for additional three (3) year periods.

The Niou Exploration Permit has been renewed once and can be renewed a second time by right. The first renewal expired on 15 September 2017. The second renewal request for the Niou Exploration Permit was filed on 19 June 2017. Renewal requests by right have to be filed at least three months before the expiry date of a permit. The Mines Administration has ninety days (90) from the filing day to decide, failing which the renewal is deemed granted (Article 41, Decree n°2017-0036/PRES/PM/MEMC/MATDSI/MINEFID/MEEVCC/MCIA). Therefore, on the day of this opinion, the request to renew the Niou Exploration Permit can no longer be rejected. The validity of the Niou Exploration permit is extended until the Mines Administration formally approves the renewal request (Article 105, paragraph 3, Mining Code).

The Tangora Exploration Permit has been renewed once and can be renewed a second time by right. The first renewal will expired on 22 March 2018. It can be renewed by right again once for three years period provided that the renewal request is filed at least three months before the expiry date of the permit and that the title holder has complied with the Mining Regulations.

8. To our knowledge, no person, other than the Title Holders of the Relevant Exploration Permits, has any interest in the Relevant Exploration Permits, nor is any other person entitled to carry out reconnaissance, exploration, development, mining or extraction activities on the Relevant Exploration Permits.
9. The execution and delivery of, and the performance by each the relevant holders of the Relevant Exploration Permits of its obligations under the Relevant Exploration Permits, have not, do not and will not result in a breach of:
 - (i) the provisions of its constitutional documents;
 - (ii) any law, rule or regulation having the force of law in Burkina Faso.

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009 80 81 740 | Ouagadougou Burkina Faso S 01 00 1489 Group 01
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10. The Relevant Exploration Permits are not to our knowledge subject to any consent, interest or equity of any person (including any right to acquire, option or pre-emption) or any mortgage, charge, pledge, lien, assignment, security interest, title retention or any other security agreement or arrangement nor have the relevant holders of the Relevant Exploration Permits created or, to our knowledge, agreed to create an Encumbrance in relation thereto.
11. The relevant holders of the Relevant Exploration Permits have the exclusive right to conduct exploration work on the areas covered by the Relevant Exploration Permits for the duration of the term of the Relevant Exploration Permits.
12. To our knowledge, there are no disputes, actions, proceedings, claims or, to our knowledge, potential disputes, actions, proceedings or claims, pending or threatened, with any third party, including governmental entities, in relation to the Relevant Exploration Permits.
13. To the best of our knowledge, and save as disclosed in Schedule C, the areas to which the Exploration Permits relate are not the same as or overlapping with any existing mining area.

PART C – THE VALIDITY AND APPLICABILITY OF THE OPTION AGREEMENTS FOR THE RELEVANT EXPLORATION PERMITS (“Option Agreements”)

Part C of this report deals with the validity and applicability of the Option Agreements.

Our opinion is delivered on the basis of the laws of Burkina Faso in force to the date of this opinion and limited to it. For the purposes of this opinion, we have examined and placed reliance on the following documents and applicable legislation:

c. Legislation

- *The Mining Code of UEMOA (West African Economic and Monetary Union) dated on 22nd December 2003;*
- *Act n°036-2015/AN dated June 26, 2015 (the “Mining Code”);*
- *Civil Code;*
- *Code des personnes et de la famille;*
- *Uniform Act Relating to Commercial Companies and Economic Interest Group. Burkina Faso is also a signatory of the OHADA (Organisation pour l’harmonisation en Afrique du droit des affaires) Treaty.*

d. Documents

- *Option agreement for the Tiou exploration permit signed between Nouvelle Cofidi SARL and Mako on 31 July 2016 ;*
- *Option agreement for the Tangora exploration permit signed between M. Daouda OUEDRAOGO and Mako on 30 July 2016 ; (collectively the “Option Agreements”)*
- *Receipts and other documentation from Mako and the title holder regarding payments to be paid in compliance with the provisions of the Option Agreements.*

The texts mentioned above constitute the main applicable legislation in Burkina Faso.

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GENERAL INFORMATION

- [1] Legal and physical persons are allowed to contract in Burkina Faso regardless of their nationality¹ if they have not lost their civil rights² or are not declared incapable³.
- [2] According to the dispositions of the Civil Code, a contract is an agreement in which one or many persons covenant to do or not to do something⁴. To be valid, a contract must meet the following four conditions⁵:
 - a. consent shall be given freely;
 - b. the contract party shall have legal capacity;
 - c. the object of the contract shall be legal; and
 - d. the cause must be licit.

We have noted that the Option Agreements have to be signed by both parties in presence of a witness for the grantor who will attest that the consent is freely given.

The Option Agreements indicate that their purpose is to grant to Mako Gold SARI an exclusive option to purchase an exploration permit. Such object is allowed by the Mining Code which specifies the procedure for the assignment and the transfer of mining permits⁶.

- [3] All documents submitted to the administration have to be submitted in the official language, which is French in Burkina Faso and we remark that the Option Agreements submitted to us are written in French.
- [4] As far as the transactions on mining titles are concerned, an exploration permit is assignable and transferable, partly or totally, as a transaction or as part of an inheritance. Such transfer or succession are subject to the prior authorization of the Minister of Mines and is by right if the assignee or transferee offers the same guaranties as the assignor or transferor (Article 106, Mining Code).
- [5] Pursuant to Article 112 of Mining Code, all mining title duly attributed can be subject to withdrawal, without compensation or indemnity.
- [6] Withdrawal may only occur after a sixty-day enforcement period without effect, during which the expenditure must be realized or an exemption from expenditure is received by the Mines administration.
- [7] Following Article 184 of the Burkina Faso Mining Code, any transactions on a mining title must be reported to the Mines. All of the Option Agreements have been so declared to the Mines Administration.

¹ Articles 1, 3 and 25, Code des personnes et de la famille;

² Id, Article 3;

³ Article 1134, Civil Code;

⁴ Id, Article 1101;

⁵ Id, Article 1105;

⁶ Article 106, Mining Code

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[8] In case one party does not meet its obligations pursuant to a contract, the other party may seek compensation⁷. The defaulting party will have to pay damages to the other party which includes the actual loss as well as the benefit which the other party is deprived of⁸.

The Niou and Tangora exploration permits are the subject of the Option Agreements. Based on and subject to the foregoing together with our comments and reserves below and having independently made verification of the matters referred to herein, we are of the opinion that:

1. Provided that the other party has the requisite legal capacity, and if the title owner is a legal person that it has all requisite corporate power, authority and capacity to execute and deliver the Option Agreements and to carry out the transactions contemplated thereby, and the agreement has been duly authorized by all necessary corporate actions, the Option Agreements are valid, legally binding and enforceable as between the contracting parties and any default will be subject to compensation.
2. The performance of the Option Agreements by Mako Gold SARL does not contravene or cause a breach or default under, and will not result in any contravention, or breach or default, under the laws in force in Burkina Faso.
3. Other than as detailed in this opinion, no consent, licence, approval, authorisation or exemption of any governmental agency or authority is required by the laws of Burkina Faso for or in connection with the execution, delivery, performance and enforceability of the Option Agreements or their admissibility in evidence before courts in the Burkina Faso.

In addition to the above opinion on the validity of the Option Agreements, we confirm that:

- The Companies have the corporate power and capacity to enter into and deliver the Option Agreements, and to exercise their rights and obligations under the Option Agreements;
- The Companies have taken all necessary corporate action to authorize the entry into and delivery of the Option Agreements and the exercise of their rights and performance of its obligations under the Option Agreements; and
- The obligations of the Companies under the Option Agreements constitute legal, valid, binding and enforceable obligations.

Trusting that the foregoing is to your satisfaction, we remain,

Yours truly,

Maitre Bobson Coulibaly
Attorney at law



⁷ Article 1146, Civil Code
⁸ Id. Article 1149

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SCHEDULE A - DESCRIPTION OF THE EXPLORATION PERMITS IN BURKINA FASO

Permit Name	Decree Number	Mineral	Permit Holder	Area (km ²)	Grant Date	Renewal Date	Expiry Date	Minimum Expenditure (FCFA)	Province
GRANTED PERMITS									
Niou Permit	2011-11-265/MCE/SG/DGMGC 2015-00-0394/MME/SG/DGCM	Gold	Nonvelle Coffin S.A.R.L.	250	15 September 2011	15 September 2017	15 September 2020	67,500,000	Kourweogo and Passore
Yagouaoua Permit	2012-12-047/MCE/SG/DGMGC 16/046/MEMC/SG/DGCM	Gold	Quecraogo Daouda	183.80	22 March 2012	22 March 2018	22 March 2021	49,626,000	Comoé

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SCHEDULE B – ANNUAL PROPORTIONAL AREA TAXES

Permit Name	Decree Number	Annual Taxes	
		2015	2016
N'zou	2011-11-265/MCE/SG/DGMGC	No Request	Paid
	2015-00-0394/MME/SG/DGCM		
Tangora	2012-12-047/MCE/SG/DGMGC	Paid	Paid
	16/046/MEMC/SG/DGCM		

Paid – All applicable area taxes have been paid in full.

No Request – The Mines Administration has not yet issued a request for payment of area taxes.

Paid (partially) – Area taxes have been partially paid until 15 September 2017.

Overdue – No receipt available, area taxes assumed not paid and overdue. Such permits may be at Risk of forfeiture by the Mines Administration.

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SCHEDULE C – ARTISANAL AUTHORIZATION

Exploration Permit		Artisanal Authorization						
Permit Owner	Permit Name	Authorisation Name	Authorisation Holder	Authorization Type	Decree Number	Grant Date	Expiry Date	Area (km ²)
Nouvelle Cofibi SARL	Niou	Siliniougou	Comptoir des Métaux Précieux (CMP) SARL	Artisanal Authorization	17/159/MMC/SG/DGCM	04 October 2017	04 October 2019	1

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ANNEXURE D

INVESTIGATING ACCOUNTANT'S REPORT



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Fax: +61 7 3221 9227
www.bdo.com.au

Level 10, 12 Creek St
Brisbane QLD 4000
GPO Box 457 Brisbane QLD 4001
Australia

To The Directors
Mako Gold Limited
Level 8, 1 Eagle Street
Brisbane QLD 4000

16 January 2018

Dear Directors

INDEPENDENT LIMITED ASSURANCE REPORT ON MAKO GOLD LIMITED HISTORICAL AND PRO FORMA HISTORICAL FINANCIAL INFORMATION

Introduction

We have been engaged by Mako Gold Limited ("the company") to report on the Statutory Historical Financial Information and Pro Forma Historical Financial Information of Mako Gold Limited for inclusion in the public document dated on or about 18 January 2018 and relating to the issue of between 25,000,000 and 30,000,000 shares in Mako Gold Limited ("the document").

Expressions and terms defined in the document have the same meaning in this report.

Scope

Historical financial information

You have requested BDO Audit Pty Ltd to review the Statutory Historical Statement of Financial Position (hereafter referred to as the "Statutory Historical Financial Information") as 30 June 2017 of Mako Gold Limited (the responsible party) included in the public document.

The Statutory Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the company's adopted accounting policies.

The Statutory Historical Financial Information has been extracted from the financial report of Mako Gold Limited for the year ended 30 June 2017, which was audited by BDO Audit Pty Ltd in accordance with the Australian Auditing Standards. BDO Audit Pty Ltd issued an unmodified audit opinion on the financial report including a paragraph relating to the material uncertainty on going concern.

The Statutory Historical Financial Information is presented in the public document in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

Pro Forma Historical Financial Information

You have requested BDO Audit Pty Ltd to review the Pro Forma Historical Statement of Financial Position as at 30 June 2017 (hereafter referred to as the "Pro Forma Historical Financial Information") of Mako Gold Limited (the responsible party) included in the public document.

BDO Audit Pty Ltd ABN 33 134 022 870 is a member of a national association of independent entities which are all members of BDO Australia Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Audit Pty Ltd and BDO Australia Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation, other than for the acts or omissions of financial services licensees.



The Pro Forma Historical Financial Information has been derived from the Statutory Historical Financial Information of Mako Gold Limited Pty Ltd, after adjusting for the effects of pro forma adjustments described in section 6.6 of the public document. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the event(s) or transaction(s) to which the pro forma adjustments relate, as described in section 6.6 of the public document, as if those event(s) or transaction(s) had occurred as at the date of the Statutory Historical Financial Information. Due to its nature, the Pro Forma Historical Financial Information does not represent the company's actual or prospective financial position, financial performance, and/or cash flows.

Directors' responsibility

The directors of Mako Gold Limited are responsible for the preparation of the historical financial information and Pro Forma Historical Financial Information, including the selection and determination of pro forma adjustments made to the historical financial information and included in the Pro Forma Historical Financial Information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of historical financial information and Pro Forma Historical Financial Information that are free from material misstatement, whether due to fraud or error.

Our responsibility

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

Conclusions

Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information, as described in section 6.1 of the public document, and comprising:

1. Summary Historical Statement of Profit or Loss for the year ended 30 June 2017;
2. Summary Historical Statement of Cash Flows for the year ended 30 June 2017; and
3. Historical Statement of Financial Position as at 30 June 2017

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in section 6.2 of the document.

BDO Audit Pty Ltd ABN 33 134 022 870 is a member of a national association of independent entities which are all members of BDO Australia Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Audit Pty Ltd and BDO Australia Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation, other than for the acts or omissions of financial services licensees.



Pro Forma Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information, as described in section 6.6 of the public document, and comprising the Pro Forma Historical Statement of Financial Position as at 30 June 2017 are not presented fairly in all material respects, in accordance with the stated basis of preparation as described in section 6.6 of the public document.

Restriction on use

Without modifying our conclusions, we draw attention to section 6.6 of the public document, which describes the purpose of the financial information, being for inclusion in the public document. As a result, the financial information may not be suitable for use for another purpose.

Consent

BDO Audit Pty Ltd has consented to the inclusion of this independent limited assurance report in the public document in the form and context in which it is included.

Liability

The liability of BDO Audit Pty Ltd is limited to the inclusion of this report in the public document. BDO Audit Pty Ltd makes no representation regarding, and takes no responsibility for, any other statements, or material in, or omissions from, the public document.

General advice warning

The report has been prepared, and included the document to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to take the place of professional advice and investors should not make specific investment decisions in reliance on information contained in this report. Before acting or relying on any information, an investor should consider whether it is appropriate for their circumstances having regard to their objectives, financial situation or needs.

Independence or Disclosure of Interest

BDO Audit Pty Ltd does not have any interest in the outcome of proposed listing, or any other interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. BDO Audit Pty Ltd will receive normal professional fees for the preparation of this report.

BDO Audit Pty Ltd are auditors of Mako Gold Limited and from time to time BDO Audit Pty Ltd also provides Mako Gold Limited with certain other professional services for which normal professional fees are received.

Yours faithfully,

BDO Audit Pty Ltd

A handwritten signature in black ink, appearing to read 'R M Swaby', is written over a light blue circular stamp.

R M Swaby
Director

BDO Audit Pty Ltd ABN 33 134 022 870 is a member of a national association of independent entities which are all members of BDO Australia Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Audit Pty Ltd and BDO Australia Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation, other than for the acts or omissions of financial services licensees.



MAKO GOLD LIMITED

ACN 606 241 829

Broker Code

Adviser Code

Public Offer Application Form

This is an Application Form for Shares in Mako Gold Limited under the Public Offer on the terms set out in the Prospectus dated 19 January 2018. You may apply for a minimum of 10,000 Shares and multiples of 1,000 thereafter. This Application Form and your cheque or bank draft must be received by **5.00pm (AEST) on 9 March 2018**.

If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus contains information relevant to a decision to invest in Shares and you should read the entire Prospectus carefully before applying for Shares.

Shares applied for

Price per Share

Application Monies

A

at

A\$0.20

B A\$

(minimum 10,000, thereafter in multiples of 1,000)

PLEASE COMPLETE YOUR DETAILS BELOW (refer overleaf for correct forms of registrable names) **+**

Applicant #1

Surname/Company Name

C

Title

First Name

Middle Name

Joint Applicant #2

Surname

Title

First Name

Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

TFN/ABN/Exemption Code

First Applicant

Joint Applicant #2

Joint Applicant #3

D

TFN/ABN type – if NOT an individual, please mark the appropriate box

Company

Partnership

Trust

Super Fund

PLEASE COMPLETE ADDRESS DETAILS

PO Box/RMB/Locked Bag/Care of (c-)/Property name/Building name (if applicable)

E

Unit Number/Level

Street Number

Street Name

Suburb/City or Town

State

Postcode

Email address (only for purpose of electronic communication of shareholder information)

CHESS HIN (if you want to add this holding to a specific CHESS holder, write the number here)

F

X

+

Please note: that if you supply a CHESS HIN but the name and address details on your Application Form do not correspond exactly with the registration details held at CHESS, your Application will be deemed to be made without the CHESS HIN and any Shares issued as a result of the Offer will be held on the issuer sponsored sub-register.

Telephone Number where you can be contacted during Business Hours

Contact Name (PRINT)

G

Cheques or bank drafts should be made payable to **"Mako Gold Limited"** in Australian currency and crossed "Not Negotiable".

Cheque or Bank Draft Number

BSB

Account Number

H

Electronic Payments (See Instructions Overleaf)

Total Amount

A\$

LODGEMENT INSTRUCTIONS

You must return your application so it is received before 5.00pm (AEST) on 9 March 2018 to:
Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235.

If paying electronically, applicants should scan and email the completed Application Form to mail@novuscapital.com.au

MKG IPO001



Your Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form.

The Shares to which this Application Form relates are Mako Gold Limited (“MKG”) Shares. Further details about the shares are contained in the Prospectus dated 19 January 2018 issued by Mako Gold Limited. The Prospectus will expire 13 months from the date of lodgement. While the Prospectus is current, Mako Gold Limited will send paper copies of the Prospectus, any supplementary document and the Application Form, free of charge on request.

The Australian Securities and Investments Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus. This Application Form is included in the Prospectus.

The Prospectus contains important information about investing in the Shares. You should read the Prospectus before applying for Shares.

- A** Insert the number of Shares you wish to apply for. The Application must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000. You may be issued all of the Shares applied for or a lesser number.
- B** Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the issue price. Amounts should be in Australian dollars. Please make sure the amount of your cheque or bank draft equals this amount.
- C** Write the full name you wish to appear on the register of Shares. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.
- D** Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, Mako Gold Limited will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.
- E** Please enter your postal address for all correspondence. All communications to you from Mako Gold Limited and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- F** If you are already a CHES participant or sponsored by a CHES participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHES for this HIN is different to the details given on this form, your Shares will be issued to Mako Gold Limited’s issuer sponsored subregister.
- G** Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.
- H** Please complete the details of your cheque or bank draft in this section. The total amount of your cheque or bank draft should agree with the amount shown in section B.
Make your cheque or bank draft payable to “**Mako Gold Limited**” in Australian currency and cross it “Not Negotiable”. Your cheque or bank draft must be drawn on an Australian bank. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.

ELECTRONIC PAYMENTS

Account Name: Novus Capital Trust Account
Name of Bank: Commonwealth Bank of Australia
BSB: 062 022
Account Number: 1009 8793
Ref: MKG and Investor Name
For International SWIFT Code: CTBAU2S

LODGEMENT INSTRUCTIONS

This Application Form and your cheque or bank draft must be mailed or delivered so that it is received before 5.00pm (AEST) on 9 March 2018 at:

Mailing Address

Mako Gold Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235

Hand Delivery

Mako Gold Limited
 C/- Link Market Services Limited
 1A Homebush Bay Drive
 Rhodes NSW 2138
(do not use this address for mailing purposes)

If paying electronically, applicants should scan and email the completed Application Form to mail@novuscapital.com.au

PERSONAL INFORMATION COLLECTION NOTIFICATION STATEMENT

Personal information about you is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. For details about Link Group’s personal information handling practices including collection, use and disclosure, how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold Shares. Applications must be in the name(s) of natural persons or companies. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
Company Use Company’s full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
Joint Holdings Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
Trusts Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
Minor (a person under the age of 18 years) Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
Partnerships Use the partners’ personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
Long Names	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
Superannuation Funds Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application Form.

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WHAT'S IN A NAME?

The mako shark is the fastest shark in the ocean and is highly successful in its hunt for prey.

It roams the open ocean in search of the best opportunities and is commonly found off the African continent.





Mako Gold aims to live up to the reputation of its namesake by moving quickly and securing its prey – **large, economic gold deposits in West Africa.**

