Appendix 3G

Notification of issue, conversion or payment up of equity +securities

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are issuing a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) give notice of the issue, conversion or payment up of the following unquoted +securities.	Dreadnought Resources Limited
1.2	*Registration type and number Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).	ABN 40 119 031 864
1.3	*ASX issuer code	DRE
1.4	*This announcement is Tick whichever is applicable.	 A new announcement An update/amendment to a previous announcement A cancellation of a previous announcement
1.4a	*Reason for update Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.	N/A
1.4b	*Date of previous announcement to this update Mandatory only if "Update" ticked in Q1.4 above.	N/A
1.4c	*Reason for cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	N/A
1.4d	*Date of previous announcement to this cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	N/A
1.5	*Date of this announcement	9 December 2020

Part 2 – Type of issue

Question No.	Question	Answer	
2.1	*The +securities the subject of this notification are: Select whichever item is applicable. If you wish to notify ASX of different types of issues of securities, please complete a separate Appendix 3G for each type of issue.	 □ +Securities issued as a result of options being exercised or other +convertible +securities being converted and that are not to be quoted on ASX □ Partly paid +securities that have been fully paid up and that are not to be quoted on ASX ☑ +Securities issued under an +employee incentive scheme that are not being immediately quoted on ASX □ Other [please specify] If you have selected 'other' please provide the circumstances of the issue here: 	
2.2a.1	Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code if available)? Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being	N/A	
2.2a.2	And the date the options were exercised or other +convertible securities were converted: Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX". Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.	N/A	
2.2b.1	Please state the number and type of partly paid +securities that were fully paid up (including their ASX security code if available)? Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX".	N/A	
2.2b.2	And the date the *securities were fully paid up: Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX". Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.	N/A	

2.2c.1	Please state the number and +securities (including their AS code) issued under an +emploincentive scheme that are not immediately quoted on ASX Answer this question if your response "securities issued under an employee scheme that are not being immediate ASX".	X security byee being to Q2.1 is incentive	exerc Octob b) 5,479	,000 Unlisted Options isable at \$0.01 before 1 per 2023 ,452 Unlisted Options isable at \$0.0098 before 30 2025
2.2c.2	*Please attach a document or details of a URL link for a doc with ASX detailing the terms of temployee incentive scheme summary of the terms. Answer this question if your response "securities issued under an employee scheme that are not being immediate ASX".	ument lodged of the or a e to Q2.1 is e incentive	http://www.inv ts/dre/c51f740	vesti.com.au/api/announcemen 02-e6a.pdf
2.2c.3	*Are any of these +securities to +key management personn an +associate Answer this question if your response "securities issued under an employee scheme that are not being immediate ASX".	e to Q2.1 is	Yes	
2.2c.3.a	not being immediately quoted on ASX below for each KMP involved in the is KMP or insert "Same" in "Name of reinsert the name of the associate in "N	e to Q2.1 is "securit K" and your respon ssue. If the securiti gistered holder". If lame of registered	ties issued under a se to Q2.2c.3 is "Y es are being issued the securities are b holder".	n employee incentive scheme that are es". Repeat the detail in the table of to the KMP, repeat the name of the being issued to an associate of a KMP,
		Name of regist		Number of +securities
	Paul Chapman	Paul Chapman		5,479,452
2.2d.1	*The purpose(s) for which the issuing the +securities is: Answer this question if your response "Other". You may select one or more of the ite	e to Q2.1 is	☐ To fund th☐ To pay for [provide d☐ To pay for [provide d]	dditional working capital e retirement of debt the acquisition of an asset etails below] services rendered etails below] vide details below] rails:
2.2d.2	Please provide any further informeded to understand the circle which you are notifying the issue the term of the t	cumstances in sue of these (if applicable) es has not o the market	N/A	

Appendix 3G Notification of issue, conversion or payment up of equity +securities

2.3	*The +securities being issued are: Tick whichever is applicable	☐ Additional +securities in an existing unquoted class that is already recorded by ASX ("existing class")
		New +securities in an unquoted class that is not yet recorded by ASX ("new class")

Part 3A – number and type of +securities being issued (existing class)

Answer the questions in this part if your response to Q2.3 is "existing class".

Question No.	Question	Answer
3A.1	*ASX security code & description	
3A.2	*Number of +securities being issued	
3A.3a	*Will the +securities being issued rank equally in all respects from their issue date with the existing issued +securities in that class?	Yes or No
3A.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? Answer this question if your response to Q3A.3a is "No".	Yes or No
3A.3c	*Provide the actual non-ranking end date Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "Yes".	
3A.3d	*Provide the estimated non-ranking end period Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "No".	
3A.3e	*Please state the extent to which the +securities do not rank equally: • in relation to the next dividend, distribution or interest payment; or • for any other reason Answer this question if your response to Q3A.3a is "No". For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.	

Part 3B – number and type of +securities being issued (new class)

Answer the questions in this part if your response to Q2.3 is "new class".

Question No.	Question	Answer
3B.1	*Security description	a) Unlisted Options exercisable at \$0.01 before 1 October 2023
		b) Unlisted Options exercisable at \$0.0098 before 30 June 2025

		1 7 1 7
3B.2	*Security type	☐ Ordinary fully or partly paid shares/units
	more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid"	
		☐ +Convertible debt securities
		☐ Non-convertible +debt securities
	rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-	☐ Redeemable preference shares/units
	convertible debt securities". Select "Other" for	□ Other
	performance shares/units and performance options/rights or if the selections available in the list do	
	not appropriately describe the security being issued.	
3B.3	ISIN code	
	Answer this question if you are an entity incorporated outside Australia and you are issuing a new class of securities other than CDIs. See also the note at the top of this form.	
3B.4	*Number of +securities being issued	a) 5,500,000 Unlisted Options exercisable at \$0.01 before 1 October 2023
		b) 5,479,452 Unlisted Options exercisable at \$0.0098 before 30 June 2025
3B.5a	*Will all the +securities issued in this class rank equally in all respects from the issue date?	No - Shares issued on the exercise of Options will rank equally with all existing Shares in the capital of the Company from the date of issue of those shares.
3B.5b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? Answer this question if your response to Q3B.5a is "No".	No
2D 50		Lines the eversion of the Options
3B.5c	*Provide the actual non-ranking end date Answer this question if your response to Q3B.5a is	Upon the exercise of the Options
0D C-l	"No" and your response to Q3B.5b is "Yes".	NI/A
3B.5d	*Provide the estimated non-ranking end period	N/A
	Answer this question if your response to Q3B.5a is "No" and your response to Q3B.5b is "No".	
3B.5e	*Please state the extent to which the +securities do not rank equally:	N/A
	in relation to the next dividend, distribution or interest payment; or	
	for any other reason	
	Answer this question if your response to Q3B.5a is "No".	
	For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.	

		payment up of equity +securities
3B.6	Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued	http://www.investi.com.au/api/announcements/dre/c51f7402-e6a.pdf
	You may cross reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.	
3B.7	*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?	Yes
	Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).	
	If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.	
3B.8a	Ordinary fully or partly paid shares/units	details
	Answer the questions in this section if you selected this	security type in your response to Question 3B.2.
	*+Security currency	
	This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.	
	*Will there be CDIs issued over the +securities?	Yes or No
	*CDI ratio	X:Y
	Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).	
	*Is it a partly paid class of +security?	Yes or No
	*Paid up amount: unpaid amount Answer this question if answered "Yes" to the previous question.	X:Y
	The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'	
	The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.	
	The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).	
	*Is it a stapled +security?	Yes or No
	This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.	
3B.8b	Option details	
	Answer the questions in this section if you selected this	security type in your response to Question 3B.2.
	*+Security currency	AUD
	This is the currency in which the exercise price is payable.	

	*Exercise price		a)	\$0.01
	The price at which each option can be exercised and convert into the underlying security. If there is no exercise price please answer as \$0.00.		b)	\$0.0098
	The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).			
	*Expiry date	;	a)	2 October 2023
	The date on which the options expire or terminate.	l	b)	30 June 2025
	*Details of the number and type of +security (including its ASX security code if the +security is quoted on or recorded by ASX) that will be issued if an option is exercised For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".	One	ful	ly paid ordinary share (ASX:DRE)
3B.8c	Details of non-convertible +debt securities redeemable preference shares/units	s, +co	onv	rertible debt securities, or
	Answer the questions in this section if you selected one 3B.2.	of thes	e se	ecurity types in your response to Question
	Refer to Guidance Note 34 and the "Guide to the Namin Debt and Hybrid Securities" for further information on ce	g Conv rtain te	<u>enti</u>	ions and Security Descriptions for ASX Quoted a used in this section
	*Type of +security		Sim	ple corporate bond
	Select one item from the list			n-convertible note or bond
			Co	nvertible note or bond
		□F	Pre	ference share/unit
			Cap	oital note
		□⊩	Hyb	orid security
			Oth	er
	*+Security currency			
	This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.			
	Face value			
	This is the principal amount of each security.			
	The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).			
	*Interest rate type	□ F	ixe	ed rate
	Select one item from the list	□F	-loa	ating rate
	Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided		nde	exed rate
	in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid	□∖	/ari	iable rate
	Securities		Zero	o coupon/no interest
			Oth	er
	Frequency of coupon/interest payments		Vor	nthly
	per year		Qua	arterly
	Select one item from the list.		Sen	ni-annual
			٩nn	ual
		□ N	No (coupon/interest payments
		l	Oth	• •

First interest payment date	
A response is not required if you have selected "No coupon/interest payments" in response to the question above on the frequency of coupon/interest payments	
Interest rate per annum Answer this question if the interest rate type is fixed.	% p.a.
*Is the interest rate per annum estimated at this time? Answer this question if the interest rate type is fixed.	Yes or No
If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known) Answer this question if the interest rate type is fixed and your response to the previous question is "Yes". Answer "Unknown" if the date is not known at this time.	
*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)? Answer this question if the interest rate type is floating or indexed	Yes or No
*What is the reference rate, base rate or market rate? Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".	
*Does the interest rate include a margin above the reference rate, base rate or market rate? Answer this question if the interest rate type is floating or indexed.	Yes or No
*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum) Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".	% p.a.
*S128F of the Income Tax Assessment Act status applicable to the +security Select one item from the list For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security: • "s128F exempt" means interest payments are not taxable to non-residents; • "Not s128F exempt" means interest payments are taxable to non-residents; • "s128F exemption status unknown" means the issuer is unable to advise the status; • "Not applicable" means s128F is not applicable to	 □ s128F exempt □ Not s128F exempt □ s128F exemption status unknown □ Not applicable
*Is the +security perpetual (i.e. no maturity date)?	Yes or No
*Maturity date Answer this question if the security is not perpetual	

Appendix 3G
Notification of issue, conversion or payment up of equity +securities

	payment up of equity i securities
*Select other features applicable to +security Up to 4 features can be selected. Further info is available in the Guide to the Naming Conv and Security Descriptions for ASX Quoted Do Hybrid Securities.	Subordinated □ Subordinated □ Secured
*Is there a first trigger date on which of conversion, redemption, call or pu be exercised (whichever is first)?	
*If yes, what is the first trigger date Answer this question if your response to the question is "Yes".	previous
Details of the number and type of +s (including its ASX security code if th +security is quoted on ASX) that wil issued if the securities to be quoted converted, transformed or exchange Answer this question if the security features in "converting", "convertible", "transformable" or "exchangeable". For example, if the security can be converted 1,000 fully paid ordinary shares with ASX second ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".	le l

Part 4 – Issue details

Question No.	Question	Answer
4.1	*Have the +securities been issued yet?	Yes
4.1a	*What was their date of issue? Answer this question if your response to Q4.1 is "Yes".	9 December 2020
4.1b	*What is their proposed date of issue? Answer this question if your response to Q4.1 is "No".	N/A
4.2	*Are the +securities being issued for a cash consideration? If the securities are being issued for nil cash consideration, answer this question "No".	No

4.2a	*In what currency is the cash consideration being paid For example, if the consideration is being paid in Australian Dollars, state AUD. Answer this question if your response to Q4.2 is	N/A	
	"Yes".		
4.2b	*What is the issue price per +security Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a. Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration,		
4.0	answer Q4.2 as "No" and complete Q4.2c.		0 "
4.2c	Please describe the consideration being provided for the +securities Answer this question if your response to Q4.2 is "No".	a)	Securities are being issued as an incentive for employees as outlined in the Notice of Annual General Meeting dated 28 October 2020
		b)	Securities are being issued in lieu of salary for the 2021 financial year as outlined in the Notice of Annual General Meeting dated 28 October 2020
4.3	Any other information the entity wishes to provide about the issue	N/A	

Part 5 – Unquoted +securities on issue

Following the issue of the +securities the subject of this application, the unquoted issued +securities of the entity will comprise:

Note: the figures provided in the table in section 5.1 below are used to calculate part of the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the table each class of unquoted securities issued by the entity.

Restricted securities should be included in table 5.1.

*ASX security code and description	*Total number of +securities on i
DRE: Fully paid ordinary shares	2,261,847,441
DREAA: Option expiring various dates ex various prices	70,000,000
DREAB: Convertible Notes	109,090,909
DREAD: Option expiring 30 June 2024 ex price \$0.005	8,500,000
DREAE: Option expiring 17 Sep 2024 ex price \$0.008	10,000,000
DREAF: Options expiring 1 October 2023 ex price \$0.01	5,500,000
DREAG: Options expiring 30 June 2025 ex price \$0.0098	5,479,452

Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is "+securities issued under an +employee incentive scheme that are not being immediately quoted on ASX"; or
- your response to Q2.1 is "Other"

Question No.	Question	Answer
6.1	*Are the securities being issued under Listing Rule 7.2 exception 13¹ and therefore the issue does not need any security holder approval under Listing Rule 7.1?	No
	Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX".	
6.2	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? Answer this question if the response to Q6.1 is "No".	Yes
6.2a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "Yes".	N/A
6.2b	*Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".	No

Exception 13 is only available if and to the extent that the number of +equity securities issued under the scheme does not exceed the maximum number set out in the entity's prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

Exception 13 ceases to be available if there is a material change to the terms of the scheme from those set out in the entity's prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

¹ Exception 13 An issue of securities under an employee incentive scheme if within 3 years before the issue date:

⁽a) in the case of a scheme established before the entity was listed – a summary of the terms of the scheme and the maximum number of equity securities proposed to be issued under the scheme were set out in the prospectus, PDS or information memorandum lodged with ASX under rule 1.1 condition 3; or

⁽b) the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to this rule. The notice of meeting must have included:

[•] a summary of the terms of the scheme.

the number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule;

the maximum number of +equity securities proposed to be issued under the scheme following the approval; and

a voting exclusion statement.

Appendix 3G Notification of issue, conversion or payment up of equity +securities

6.2b.1	*How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?	Nil
	Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "No" and the response to Q6.2b is "Yes".	
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.	
6.2c	*Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".	No
6.2c.1	*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A? Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "No" and the response to Q6.2c is "Yes".	Nil
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.	

Introduced 01/12/19; amended 31/01/20