

ASX ANNOUNCEMENT

15 FEBRUARY 2024

ASX:MKG



ADDENDUM TO NOTICE OF MEETING AND EARLY CLOSE OF SPP OFFER

Mako Gold Limited (**Mako** or the **Company**; **ASX:MKG**) is pleased to provide a further update on its previously announced Share Purchase Plan.

The Company refers to its previous announcement released on Wednesday, 14 February 2024 in relation to:

- the Board's decision to increase the size of the offer of shares and options under the Share Purchase Plan (**SPP Offer**) and amend the timetable for the SPP Offer (including the Closing Date of the SPP Offer);
- the lodgement of a supplementary prospectus (**Supplementary Prospectus**) with ASIC and ASX to amend the terms of the SPP Offer as set in the prospectus originally issued by the Company on 17 January 2024;
- the Extraordinary General Meeting (**EGM**) held on Wednesday, 14 February 2024 at which Shareholders considered and passed all resolutions set out in the Notice of Meeting despatched by the Company on 17 January 2024 (**Original Notice**), other than the resolution which was to be put to Shareholders in relation to the issue of securities under the SPP Offer (**Initial Resolution**), which is no longer valid as a result of the increase in the size of the SPP Offer;
- the addendum to the Original Notice (**Addendum**) prepared by the Company to replace the Initial Resolution with an updated resolution for Shareholders to consider; and
- the adjournment of the EGM to **Wednesday, 28 February 2024 (Adjourned Meeting)** to allow Shareholders sufficient time to consider the content in the Addendum.

A copy of the previous announcement can be found at <https://www.makogold.com.au/2024-asx.html>.

CLOSE OF SPP OFFER

Mako confirms that the offer period under its Share Purchase Plan closed at 5:00pm (AEST) on Wednesday, 14 February 2024.

Given the level of applications received by the Company under the SPP Offer is in excess of the increased SPP Offer, the Company wishes to advise that participating shareholders in the SPP will have their applications scaled back on a pro rata basis. The final % of applicable for the scale back will be advised when it is available.

Pending the outcome of the Adjourned Meeting, the securities under the Share Purchase Plan are expected to be issued on Thursday, 29 February 2024 and the holding statements will then be dispatched to participating Shareholders by Thursday, 7 March 2024.



Mako Gold Ltd

ASX: MKG

Office address Level 6144 Edward Street Brisbane, Queensland, 4000

T +61 4 417 197 84227 E info@makogold.com.au W makogold.com.au

ADDENDUM TO NOTICE OF MEETING

A copy of the Addendum is annexed to this announcement.

The enclosed Addendum replaces the Initial Resolution with an updated resolution setting out relevant information for Shareholders to consider in relation to the issue of securities under the increased SPP Offer (**New Resolution**).

The New Resolution will be considered by Shareholders at the Adjourned Meeting at 9:00am (Brisbane time) on **Wednesday, 28 February 2024**. Shareholders should review the information disclosed in the Addendum carefully before deciding how to vote (if they have not already done so).

An updated Proxy Form has been attached to the Addendum. The new Proxy Form replaces the Proxy Form which accompanied the Original Notice and includes provision to vote on the New Resolution set out in the Addendum.

Due to the withdrawal and replacement of the Initial Resolution, all proxies that have been or may be cast in respect of the Initial Resolution will not count. Shareholders that have previously submitted a proxy vote and wish to vote on the New Resolution should complete and return the updated Proxy Form not less than **48 hours** before the Adjourned Meeting. In the event that a Shareholder has already submitted the Proxy Form dispatched with the Original Notice and does not submit an updated Proxy Form with a vote cast in respect of the New Resolution, the Shareholder will be deemed to have abstained from voting on the New Resolution and any previous votes cast on the Initial Resolution will not be counted.

The deadline for returning the new Proxy Forms is now **9.00am on Monday, 26 February 2024**.

In accordance with the provisions of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Original Notice or the Addendum to Shareholders unless a Shareholder has made a valid election to receive such documents in hard copy. Instead, the Original Notice and the Addendum can be viewed and downloaded from the Company's website: www.makogold.com.au.

If you have any difficulties obtaining a copy of the Original Notice or the Addendum, please contact the Company Secretary (Email: pmarshall@makogold.com.au).

This announcement has been approved by the Board of Mako Gold

For further information please contact:

Peter Ledwidge

Managing Director

Ph: +61 417 197 842

Email: pledwidge@makogold.com.au

Paul Marshall

Company Secretary/CFO

Ph: +61 433 019 836

Email: pmarshall@makogold.com.au



Addendum to Notice of Extraordinary General Meeting and Explanatory Memorandum

Mako Gold Limited ACN 606 241 829

Date of Adjourned Meeting: 28 February 2024

Time of Adjourned Meeting: 9.00am (Brisbane time)

Place of Adjourned Meeting: Mako Gold Limited
Level 6
144 Edward Street
Brisbane, Qld 4000

This is an important document. Please read it carefully.

Mako Gold Limited sent its Notice of General Meeting and Explanatory Memorandum to shareholders on or about 17 January 2024. Attached is an addendum to that Notice of Meeting (**Addendum**), issued for the purpose of replacing Resolution 5 with a new resolution to be considered at the Adjourned Meeting.

An updated Proxy Form has been **attached** to this Addendum. The new Proxy Form replaces the Proxy Form which accompanied the original Notice of Meeting and includes provision to vote on the Resolution set out in this Addendum. Shareholders should complete and return the updated Proxy Form not less than 48 hours before the Adjourned Meeting if they wish to direct their proxy how to vote on the Resolution set out in this Addendum.

Where a replacement Proxy Form is not validly lodged, the Shareholder will be deemed to have abstained from voting on the Resolution set out in this Addendum and any previous votes cast on Resolution 5 set out in the original Notice of Meeting will not be counted.

Addendum to Notice of Extraordinary General Meeting

As per the Notice of Extraordinary General Meeting and Explanatory Memorandum to shareholders of **Mako Gold Limited ACN 606 241 829 (Company)** on or about 17 January 2024 (**Notice of Meeting**), an Extraordinary General Meeting (**Meeting**) was held at the offices of the Company at Level 6, 144 Edward Street, Brisbane QLD 4000, on Wednesday 14 February 2024 at 9.00am (Brisbane time).

Resolutions 1 to 4 were considered and passed by Shareholders at the Meeting. The Chairman then adjourned the Meeting to **9.00am (Brisbane time) on Wednesday, 28 February 2024**.

This Addendum forms part of the Notice of Meeting and should be read together with the Notice of Meeting. Capitalised terms that are not otherwise defined in this Addendum have the meaning given to them in the Notice of Meeting. To the extent of any inconsistency, this Addendum will prevail over the original Notice of Meeting.

A new Proxy Form is provided with this Addendum for shareholders wishing to vote on the Resolution set out in this Addendum.

TIME AND PLACE OF ADJOURNED MEETING

As a result of the adjournment, the Meeting will now be held at **9.00am (Brisbane time) on Wednesday, 28 February 2024** or at any adjournment or further postponement thereof (**Adjourned Meeting**).

The business described in the Notice of Meeting as supplemented by this Addendum is the subject of the Adjourned Meeting (excluding Resolutions 1 to 4, which were considered and passed at the Meeting). This Addendum does not repeat information contained in the Notice of Meeting, which should be read in conjunction with this Addendum. Capitalised terms used in this Addendum which are not defined in it have the same meaning given in the Notice or Explanatory Memorandum.

The Meeting has been adjourned to allow Shareholders sufficient time to contemplate the information in this Addendum.

SUMMARY OF CHANGES

The purpose of the Addendum is to replace Resolution 5 as set out in the Notice of Meeting, which relates to the issue of Shares and Options under the SPP Offer (**Initial Resolution**). Following strong Shareholder interest in and support for the SPP Offer, the Company received valid applications under the SPP totalling approximately \$3.7 million, which is above the initial \$500,000 intended to be raised under the SPP Offer.

Accordingly, the Board has determined to increase the size of the SPP Offer from \$500,000 to \$2,000,000. This Addendum replaces the prior text of Resolution 5 to seek Shareholder approval to issue up to 200,000,000 SPP Shares and up to 1,000,000 SPP Options to the SPP Participants under the increased SPP Offer. The terms of the SPP Shares and the SPP Options, including issue price, exercise price and expiry date (as applicable) will not be altered.

The reasons for increasing the size of the SPP included the following:

- the unexpected high demand from shareholders (with total valid applications at the time of the early close of the SPP Offer being over \$3,672,000, such that any scale back for existing shareholders would have been extreme);
- the SPP now better aligns the amount of the SPP Offer with the Placement component of the Company's capital raise (which raised \$2 million); and
- only existing shareholders will benefit from the increased SPP as no third parties are entitled to participate.

Except as set out in this Addendum, the Notice of Meeting remains in the same form as released to ASX on 17 January 2024.

Addendum to Notice of Extraordinary General Meeting

PROXY FORM

An updated Proxy Form has been attached to this Addendum. The new Proxy Form replaces the Proxy Form which accompanied the Notice of Meeting and includes provision to vote on the new Resolution set out in this Addendum.

Due to the withdrawal and replacement of the Initial Resolution, all proxies that have been or may be cast in respect of the Initial Resolution will not count. Shareholders that have previously submitted a proxy vote and wish to vote on the new Resolution should complete and return the updated Proxy Form not less than **48 hours** before the Adjourned Meeting if they wish to direct their proxy how to vote on the Resolution set out in this Addendum.

If you have already returned the old Proxy Form and do not submit an updated Proxy Form with a vote cast in respect of the new Resolution set out in this Addendum, you will be deemed to have abstained from voting on the new Resolution and any previous votes cast on the Initial Resolution will not be counted.

The deadline for returning the new Proxy Forms is now **9.00am on Monday, 26 February 2024**.

Resolution 5 – Issue of up to 200,000,000 SPP Shares and up to 1,000,000 SPP Options to the SPP Participants

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company, with or without amendment:

*“That, for the purposes of Listing Rule 7.1 and all other purposes, the Shareholders approve the issue of up to 200,000,000 Shares in the Company issued at an issue price of \$0.01 per Share (**SPP Shares**) and the issue of up to 1,000,000 Options exercisable at \$0.02 and expiring on 31 January 2025 (**SPP Options**) to those eligible Shareholders who participated in the Share Purchase Plan (**SPP Participants**), with the SPP Options to be issued as a free attaching Options on the basis of one (1) SPP Option for every two (2) SPP Shares issued to the SPP Participants under the Share Purchase Plan, and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

Voting exclusion statement pursuant to Listing Rule 7.1

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- an underwriter of the Share Purchase Plan (if any); and
- any associate of them.

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

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

Addendum to Notice of Extraordinary General Meeting

ASX has granted to the Company a waiver from Listing Rule 7.3.9 to the extent necessary to permit the Company to not include in Resolution 5 a voting exclusion statement that excludes the votes of persons who may participate in the SPP, on certain conditions. See section 5.1 of the Notice of Meeting for further detail.

By order of the board

Paul Marshall

Company Secretary
15 February 2024

Addendum to Notice of Extraordinary General Meeting

2. Introduction

This Addendum to Notice of Extraordinary General Meeting and Explanatory Memorandum is provided to Shareholders of **Mako Gold Limited ACN 606 241 829 (Company)** to explain the replacement of the current Resolution 5 with a new resolution to be put to Shareholders at the Adjourned Meeting to be held at the offices of the Company at Level 6, 144 Edward Street, Brisbane QLD 4000, on **Wednesday, 28 February 2024 at 9.00am** (Brisbane time).

The Directors recommend Shareholders read this Addendum in full before making any decision in relation to the new Resolution 5.

3. Increase to SPP Offer

3.1 Background

As set out in section 5.1 of the Company's Notice of Meeting dated 17 January 2024 (**Original Notice**), the Company announced that it is undertaking an offer of new Shares and free attaching Options pursuant to a Share Purchase Plan (**SPP**) to all Shareholders with a registered in Australia or New Zealand (**Eligible Shareholders**) on Tuesday, 16 January 2024 (**Record Date**).

The Company initially proposed to issue up to 50,000,000 SPP Shares and 25,000,000 SPP Options under the SPP Offer. However, as a result of strong Shareholder interest in and support for the SPP Offer, the Company received valid applications under the SPP totalling approximately \$3.7 million, which is above the initial \$500,000 intended to be raised under the SPP Offer.

Accordingly, the Board has resolved to issue an additional 150,000,000 SPP Shares at an issue price of \$0.01 per SPP Share to raise an additional \$1.5 million under the SPP Offer. As a result:

- (a) a total of 200,000,000 SPP Shares will be issued under the SPP Offer at a price of \$0.01 per SPP Share;
- (b) a total of 1,000,000 free attaching SPP Options will be issued (with an exercise price of \$0.02 per SPP Option and an expiry date of 31 January 2025); and
- (c) the total amount raised under the SPP Offer will be \$2,000,000; and
- (d) if all the SPP Options are exercised, an additional \$1,000,000 will be raised.

The reasons for increasing the size of the SPP included the following:

- the unexpected high demand from shareholders (with total valid applications at the time of the early close of the SPP Offer being over \$3,672,000, such that any scale back for existing shareholders would have been extreme);
- the SPP now better aligns the amount of the SPP Offer with the Placement component of the Company's capital raise (which raised \$2 million); and
- only existing shareholders will benefit from the increased SPP as no third parties are entitled to participate.

The additional SPP Shares and SPP Options will form part of the SPP Offer under the Prospectus. The Company has issued a supplementary Prospectus amending the current Prospectus for the purpose of providing additional information to Shareholders in relation to

Addendum to Notice of Extraordinary General Meeting

the increase in SPP Shares and SPP Options to be issued pursuant to the SPP Offer under the Prospectus, the increase in the amount raised under the SPP Offer and the revised Indicative Timetable

3.2 Terms of issue

The Shares available under the SPP Offer (**SPP Shares**) will be issued at a price of \$0.01 per Share (**Offer Price**), and Eligible Shareholders may be issued up to \$30,000 of SPP Shares (**Maximum Subscription**). Since the SPP Offer is not being made in accordance with the requirements of the Class Order, Eligible Shareholders can apply for additional SPP Shares in excess of the Maximum Subscription (**Additional SPP Shares**), subject to scale back at the Company's absolute discretion. To the extent there is a shortfall of SPP Shares under the SPP (**Shortfall**), the Shortfall will be placed to Eligible Shareholders who applied for Additional SPP Shares and other third party investors in the Company's discretion, except where those Eligible Shareholders voted on Resolution 5 (see below).

Options available under the SPP Offer (**SPP Options**) will be issued as free attaching Options to those Eligible Shareholders who participate in the SPP (**SPP Participants**) on the basis of one (1) SPP Option for every two (2) SPP Shares subscribed for under the SPP Offer. The SPP Options will have an exercise price of \$0.02 per Option and will expire on 31 January 2025. The issue of the SPP Shares and SPP Options pursuant to the SPP Offer are subject to Shareholder approval under Listing Rule 7.1.

The SPP Offer is being undertaken to enable Eligible Shareholders the opportunity to acquire Shares on the same terms as the recent Placement without paying brokerage fees or other transaction costs, irrespective of their holding size.

As the Company is offering attaching Options under the SPP, the issue of securities under the SPP Offer does not fall under any of the exceptions in Listing Rule 7.2 and is therefore subject to Shareholder approval.

ASX has granted to the Company a waiver from Listing Rule 7.3.9 to the extent necessary to permit the Company to not include in Resolution 5 a voting exclusion statement that excludes the votes of persons who may participate in the SPP, on the following conditions:

1. that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast in favour of that resolution by any proposed underwriter or sub-underwriter of the SPP; and
2. the Notice states that any Shareholder casting votes on the resolution relating to the SPP will be excluded from participating in the Shortfall.

As previously noted, the SPP is not underwritten.

Resolution 5 is an Ordinary Resolution and seeks Shareholder approval to issue up to 200,000,000 SPP Shares and up to 1,000,000 SPP Options to SPP Participants for the purpose of Listing Rule 7.1 (and for all other purposes).

The terms of the SPP Shares and SPP Options are set out in the prospectus lodged with ASX and dispatched to Shareholders on Thursday, 18 January 2024 (**Prospectus**) and are set out in more detail below.

3.3 Listing Rule 7.1 - Issues exceeding 15% of capital

A summary of Listing Rule 7.1 is set out in Section 1.1 of the Original Notice.

The SPP Shares and SPP Options are Equity Securities and their issue does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. Shareholder approval is therefore required under Listing Rule 7.1 for the Company to issue the

Addendum to Notice of Extraordinary General Meeting

SPP Shares and SPP Options and so that the SPP Shares and SPP Options are not counted towards the Company's 15% Capacity.

If Resolution 5 is passed, the Company will be able to issue the SPP Shares and SPP Options to the SPP Participants. In addition, the SPP Shares and SPP Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be entitled to issue the SPP Shares and SPP Options to the SPP Participants and the Company would be unable to proceed with the SPP Offer.

3.4 Information for Listing Rule 7.3

Pursuant to Listing Rule 7.3, the following information is provided in respect of the Listing Rule 7.1 approval sought under Resolution 5:

<p>The name of the person</p>	<p>The SPP Shares and SPP Options will be issued and allotted to the SPP Participants.</p> <p>The SPP Participants are those Eligible Shareholders (being Shareholders with a registered in Australia or New Zealand on Tuesday, 16 January 2024) who elect to participate in the SPP by subscribing for SPP Shares under the SPP Offer in accordance with the application process set out in the Prospectus.</p> <p>The Company has two substantial shareholders who will be eligible to participate in the SPP Offer:</p> <ol style="list-style-type: none"> 1. Dundee Resources Limited (Dundee), a prominent North American resource fund, with a current holding of 8.1%; and 2. Sparta AG and Delphi Unternehmensberatung Aktiengesellschaft (Sparta), a German-based investment company, with a current holding of 7.73%. <p>Each of Dundee and Sparta will be entitled to subscribe for up to the maximum 3,000,000 SPP Shares (and 1,500,000 attaching SPP Options), noting however that Eligible Shares can subscribe for SPP Shares in excess of the Maximum Subscription (see below).</p> <p>For the purposes of ASX Guidance Note 21, none of the SPP Participants (other than Dundee and Sparta) are a:</p> <ol style="list-style-type: none"> 1. a related party of the Company; 2. members of the Company's Key Management Personnel; 3. a substantial holder in the Company; 4. an adviser to the Company; or 5. an associate of any of the above, <p>and therefore, are not considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraph 7.2</p>
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Addendum to Notice of Extraordinary General Meeting

<p>The number and class of securities to be issued</p>	<p>The Company will issue up to 200,000,000 SPP Shares and up to 1,000,000 SPP Options, depending on the applications received under the Prospectus.</p> <p>Since the SPP Offer is not being made in accordance with the requirements of the Class Order, Eligible Shareholders can subscribe for SPP Shares in excess of the Maximum Subscription (being \$30,000 equivalent to 3,000,000 SPP Shares at the Offer Price of \$0.01), subject to any discretionary scale back by the Company.</p> <p>The SPP Options will be issued to the SPP Participants on the basis of one (1) SPP Option for every two (2) SPP Shares subscribed for under the SPP Offer.</p>
<p>If the securities are not fully paid ordinary securities, a summary of the material terms of the securities</p>	<p>The SPP Shares are fully paid, ordinary shares in the Company.</p> <p>The SPP Options are issued on the same terms as the Placement Options issued pursuant to the Placement. A summary of the terms of the SPP Options is set out in Schedule 1 of the Original Notice.</p>
<p>The date or dates on or by which the entity will issue the securities</p>	<p>The SPP Shares and SPP Options will be issued as soon as possible following the passing of Resolution 5 and, in any event, within three months of the date of the Meeting or such later date as is permitted by an ASX waiver or modification of the Listing Rules.</p>
<p>The price or other consideration the entity will receive for the issue</p>	<p>The SPP Shares will be issued at a price of \$0.01 per Share.</p> <p>The SPP Options will be issued as free attaching Options to the SPP Shares and will be exercisable at a price of \$0.02 per SPP Option.</p>
<p>The purpose of the issue, including the intended use of any funds raised by the issue</p>	<p>The primary purpose of the issue of the SPP Shares and SPP Options is to raise capital for the Company as part of the current capital raising activities.</p> <p>The Company will raise approximately:</p> <ul style="list-style-type: none"> • \$2,000,000 through the issue of the SPP Shares; and • \$1,000,000 through the exercise of the SPP Options (assuming all SPP Options are exercised). <p>Funds raised from the issue of the SPP Shares and SPP Options (together with funds raised from the Placement) will be used to execute the Company's strategic plan, including:</p> <ul style="list-style-type: none"> • undertaking exploration to grow the Napié Gold Project in Côte d'Ivoire; • undertaking exploration on the Company's battery metals portfolio;

Addendum to Notice of Extraordinary General Meeting

	<ul style="list-style-type: none"> • associated costs to undertake due diligence on Goldridge and execute a potential transaction; • the costs of the Placement and the Entitlement Offer; and • general working capital.
<p>If the securities are being issued under an agreement, a summary of any other material terms of the agreement</p>	<p>The SPP Shares and SPP Options are being issued pursuant to the Supplementary Prospectus lodged with ASX and dispatched to Shareholders on Wednesday, 14 February 2024.</p> <p>The Prospectus, as amended by the Supplementary Prospectus, states that Eligible Shareholders, being those shareholders with a registered address in Australia or New Zealand as at 7.00pm (AEST) on Tuesday, 16 January 2024, can elect to participate in the Share Purchase Plan by returning an application form and the relevant application monies by 5.00pm (AEST) on Wednesday, 14 February 2024.</p> <p>Eligible Shareholders can subscribe for SPP Shares in accordance with the Subscription Parcels as follows:</p> <ul style="list-style-type: none"> • 100,000 SPP Shares for \$1,000; • 250,000 SPP Shares for \$2,500; • 500,000 SPP Shares for \$5,000; • 1,000,000 SPP Shares for \$10,000; • 1,500,000 SPP Shares for \$15,000; and • 3,000,000 SPP Shares for \$30,000. <p>Since the SPP Offer does not otherwise comply with the Class Order, the Board has reserved the right to accept oversubscriptions above the maximum threshold of \$30,000 and will issue any such SPP Shares in its discretion, (including where there is a Shortfall) subject to the ASX waiver condition pursuant to which any Shareholder who casts a vote on Resolution 5 will be excluded from participating in the Shortfall.</p>
<p>If the securities are being issued under, or to fund, a reverse takeover, information about the reverse takeover</p>	<p>The SPP Shares and SPP Options are not being issued under, or to fund, a reverse takeover.</p>
<p>Voting exclusion statement</p>	<p>A voting exclusion statement is set out under Resolution 5 of this Addendum to the Original Notice.</p>

3.5 Recommendation

The Directors unanimously recommend that you vote in favour of Resolution 5.

As discussed above, any Shareholder casting votes on Resolution 5 will be excluded from participating in the Shortfall.

Addendum to Notice of Extraordinary General Meeting

4. Interpretation

Adjourned Meeting means adjourned Meeting to be held at 9.00am (AEST) on Wednesday, 28 February 2024.

AEST means Australian Eastern Standard Time.

Meeting means the extraordinary general meeting of the Company to be held at 9.00am (AEST) on Wednesday, 14 February 2024.

Notice of Meeting and **Original Notice** means the Notice of Meeting and Extraordinary Memorandum released by the Company to ASX on 17 January 2024.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Prospectus means the Prospectus dated 17 January 2024 made by the Company and lodged with the ASIC.

Supplementary Prospectus means the supplementary prospectus made by the Company and lodged with ASIC on Wednesday, 14 February 2024 to modify the Prospectus for the purpose of providing additional information to Shareholders in relation to the increase in SPP Shares and SPP Options to be issued pursuant to the SPP Offer under the Prospectus, the increase in the amount raised under the SPP Offer and the revised indicative timetable.

SPP Offer means the offer for the issue of up to 200,000,000 SPP Shares to Eligible Shareholders under the SPP pursuant to the Prospectus, including one (1) free attaching SPP Option to be issued for every two (2) SPP Shares subscribed for under the offer

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Paul Marshall (**Company Secretary**) by email to pmarshall@makogold.com.au

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth).

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Mako Gold Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Facsimile No: +61 2 9287 0309
Telephone Phone: 1300 554 474

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A new proxy form is attached to this Addendum. **Where a replacement proxy form is not validly lodged, any previously supplied and valid proxy forms will continue to apply.**

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on 26 February 2024. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Adjourned Meeting.

Signing instructions

You must sign the proxy form as follows in the spaces provided:

- | | |
|--------------------|---|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, all of the security holders should sign. |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it. |
| Companies: | Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the <i>Corporations Act 2001</i>) does not have a Company Secretary, a Sole Director can also sign alone. |

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place

LODGE YOUR VOTE

-  **ONLINE**
https://investorcentre.linkgroup.com
-  **BY MAIL**
Mako Gold Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Mako Gold Limited and entitled to participate in and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **9:00am (Brisbane time) on Wednesday, 28 February 2024 at Mako Gold Limited, Level 6, 144 Edward Street, Brisbane, Qld 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.


STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
1 Issue of up to 200,000,000 SPP Shares and up to 100,000,000 SPP Options to the SPP Participants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) <input style="width: 100%; height: 30px;" type="text"/>	Joint Shareholder 2 (Individual) <input style="width: 100%; height: 30px;" type="text"/>	Joint Shareholder 3 (Individual) <input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am (Brisbane time) on Monday, 26 February 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**