



Announcement Summary

Entity name

DACIAN GOLD LIMITED

Announcement Type

New announcement

Date of this announcement

Monday November 16, 2020

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
n/a	Options exercisable at \$0.27 each and expiring 31 March 2022	22,222,222
DCN	ORDINARY FULLY PAID	256,707,115

Proposed +issue date

Wednesday March 3, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

DACIAN GOLD LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ACN

Registration Number

154262978

1.3 ASX issuer code

DCN

1.4 The announcement is

New announcement

1.5 Date of this announcement

Monday November 16, 2020

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

 Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Court approval	Monday February 22, 2021	<input checked="" type="checkbox"/> Estimated	No

Comments

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Thursday February 18, 2021	<input checked="" type="checkbox"/> Estimated	No

Comments

Scheme of arrangement subject to the receipt of the requisite approval by the shareholders of NTM Gold Limited

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	Monday February 22, 2021	<input checked="" type="checkbox"/> Estimated	No

Comments

Scheme of arrangement subject to the satisfaction or waiver of various other conditions precedent at various dates (but in all cases, by no later than the second court date) as detailed in the Scheme Implementation Deed announced today

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	Monday November 30, 2020	<input checked="" type="checkbox"/> Estimated	No

Comments

Issue of new Dacian options as consideration for the cancellation of NTM options is subject to the receipt of a waiver of Listing Rule 6.23.2 from ASX



Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

DCN : ORDINARY FULLY PAID

Number of +securities proposed to be issued

256,707,115

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

All of the fully paid ordinary shares in NTM Gold Limited as at the record date of the scheme of arrangement, on the basis of 1 new Dacian share for every 2.70 NTM Gold shares held

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)



Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?
 No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
 No

ASX +security code

New class-code to be confirmed

+Security description

Options exercisable at \$0.27 each and expiring 31 March 2022

+Security type

Options

Number of +securities proposed to be issued

22,222,222

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

The cancellation of 60,000,000 options to acquire shares in NTM Gold Limited, exercisable at \$0.10 each and expiring 31 March 2022

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.2700

Expiry date

Thursday March 31, 2022

Details of the type of +security that will be issued if the option is exercised

DCN : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

22,222,222

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

See separate announcement



Part 7C - Timetable

7C.1 Proposed +issue date

Wednesday March 3, 2021

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

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7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Corporate adviser fees, legal fees, share registry fees



Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Scheme of arrangement of NTM Gold Limited pursuant to which Dacian Gold Limited will acquire 100% of the issued capital of NTM Gold Limited

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue