

BARTON GOLD HOLDINGS LIMITED
ACN 633 442 618

PRE-QUOTATION DISCLOSURE

Barton Gold Holdings Limited (the **Company**) has successfully completed the issue of shares under the Offer described in its prospectus dated 14 May 2021 (**Prospectus**).

The following information is given for release to the market in connection with the commencement of official quotation of the Company's fully paid ordinary shares on the Australian Securities Exchange.

Capitalised terms used but which have not otherwise been defined in this document have the meaning given to them in the Prospectus.

1. DESPATCH OF HOLDING STATEMENTS

CHESS allotment notices, issuer sponsored holding statements and any refund monies were despatched on 18 June 2021.

2. MANDATORY ESCROW

Set out below is a breakdown of the number of shares subject to mandatory escrow and the escrow period applied to those shares. For details of the material terms of the mandatory escrow arrangements, including any exceptions to the restrictions on disposal, please refer to section 1.15 of the Prospectus.

Number of Securities	Escrow period
89,657,496 unquoted Ordinary Shares	24 months from the date of Official Quotation.
9,500,000 unquoted Options	24 months from the date of Official Quotation.
119,227 unquoted Ordinary Shares	Escrow to expire on 14 June 2022.

3. CAPITAL STRUCTURE

The Company confirms that the Offer as described in the Prospectus closed on 11 June 2021.

On 18 June 2021, following the Company issued 60,000,000 Shares to New Shareholders at \$0.25 per Share under the Offer.

The Company's capital structure as at Completion of the Offer is set out below:

Class	Number
Shares	175,616,719
Unquoted Options exercisable at \$0.375 and expiring on 15 March 2025 (all of which have been issued)	6,500,000

Unquoted Options exercisable at \$0.3125 and expiring on 18 June 2024 (all of which have been issued)	1,500,000
Unquoted Options exercisable at \$0.375 and expiring on 18 June 2024 (all of which have been issued)	1,500,000

4. **FURTHER INFORMATION**

In addition to the above information, please find enclosed the following documents for release to the market:

- (a) the Company's Appendix 1A and Information Form and Checklist;
- (b) the Prospectus;
- (c) the Company's Constitution;
- (d) the audited accounts for the full year ended 30 June 2020 for the Company;
- (e) the reviewed accounts for the half year ended 31 December 2020 for the Company;
- (f) updated Pro-Forma Balance Sheet;
- (g) the Company's Corporate Governance Statement;
- (h) the Company's securities trading policy;
- (i) Statement of Commitments;
- (j) list of unquoted securities not issued prior to the application for listing but not issued prior to the commencement of quotation;
- (k) a distribution schedule of the number of holders in each class of security to be quoted, setting out the number and percentage of each class of securities held by those holders; and
- (l) a statement setting out the 20 largest holders of each class of securities to be quoted.