Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, and 04/03/13

Name of entity

DRAKE RESOURCES LIMITED

ABN

12 108 560 069

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	1. Fully Paid Ordinary Shares 2. Fully Paid Ordinary Shares 3. Unlisted Options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	1. 20,000,000 2. 17,500,000 3. 17,500,000
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	1. Fully Paid Ordinary Shares 2. Fully Paid Ordinary Shares 3. 2 cent Options, expiring 14 June 2021
4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	1. Yes 2. Yes 3. No - upon exercise of Options, ordinary shares will rank equally in all respects

+ See chapter 19 for defined terms.

5	Issue price or consideration	1. $0.01 per Share 2. $0.01 per Share 3. Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	1. Issue to various creditors of the Company as approved by Shareholders at the AGM held 5 April 2017 2-3 Conversion of Converting Loan Shares and Options as approved by Shareholders at the AGM held 5 April 2017
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1 19,733,573 7.1A N/A
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	13 June 2017

+ See chapter 19 for defined terms.

		Number	⁺Class
8	Number and ⁺class of all ⁺securities quoted on ASX (*including* the ⁺securities in section 2 if applicable)	137,552,490	Ordinary Shares
		2,440,266	$4.50 Options expiring 01/08/2017

		Number	⁺Class
9	Number and ⁺class of all ⁺securities not quoted on ASX (*including* the securities in section 2 if applicable)	14,000,000	3 cent Options, expiring 05/05/2021
		35,000,001	2 cent Options, expiring 08/06/2021
		2,000,000	3 cent Options, expiring 08/06/2021
		17,500,000	2 cent Options, expiring 13/06/2021

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the ⁺securities will be offered	N/A
14	⁺Class of ⁺securities to which the offer relates	N/A
15	⁺Record date to determine entitlements	N/A
16	Will holdings on different registers (or sub-registers) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A

+ See chapter 19 for defined terms.

22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements *in full* through a broker?	N/A
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
    (*tick one*)

(a) ☒ +Securities described in Part 1

(b) ☐ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

+ See chapter 19 for defined terms.

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A
39	+Class of +securities for which quotation is sought	N/A
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	N/A

	Number	+Class
42 Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)	N/A	N/A

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

• The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

• There is no reason why those +securities should not be granted +quotation.

• An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

+ See chapter 19 for defined terms.

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.

- If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.

3   We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4   We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: _____   Date: 14 June 2017
Print name: **JULIA BECKETT**
                Company Secretary

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
STEP 1: Calculate "A", the base figure from which the placement capacity is calculated	
Insert number of **_fully paid ordinary securities_** on issue 12 months before date of issue or agreement to issue	6,270,490 (post consolidation)
Add the following: • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period _Note:_ • _Include only ordinary securities here – other classes of equity securities cannot be added_ • _Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed_ • _It may be useful to set out issues of securities on different dates as separate line items_	110,500,000 shares as approved at AGM on 5 April 2017 (converting loan shares) 20,000,000 shares as approved at AGM on 5 April 2017 (payments to creditors of the company)
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	
"A"	136,770,490
STEP 2: Calculate 15% of "A"	
"B"	0.15 _[Note: this value cannot be changed]_
Multiply "A" by 0.15	20,515,573
STEP 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of **_equity_** securities issued or agreed to be issued in that 12 month period **_not_** counting those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 _Note:_ • _This applies to equity securities, unless specifically excluded – not just ordinary securities_ • _Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed_ • _It may be useful to set out issues of securities on different dates as separate line items_	665,334 Ordinary Shares – Collateral Shares issued 22 December 2016 116,666 Ordinary Shares – Funding Fee Facility issued 11 April 2017
"C"	782,000
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	

+ See chapter 19 for defined terms.

"A" x 0.15 *Note: number must be same as shown in Step 2*	20,515,573
Subtract "C" *Note: number must be same as shown in Step 3*	782,000
Total ["A" x 0.15] – "C"	19,733,573 *[Note: this is the remaining placement capacity under rule 7.1]*

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A" *Note: number must be same as shown in Step 1 of Part 1*	N/A
Step 2: Calculate 10% of "A"	
"D"	0.10 *[Note: this value cannot be changed]*
Multiply "A" by 0.10	N/A
Step 3: Calculate "E", the amount of placement capacity *under rule 7.1A that has already been used*	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A *Notes:* • *This applies to equity securities – not just ordinary securities* • *Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed* • *Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained* • *It may be useful to set out issues of securities on different dates as separate line items*	N/A
"E"	nil
Step 4: Subtract "E" from ["A" x "D"] to calculate *remaining* ***placement capacity under rule 7.1A***	
"A" x 0.10 *Note: number must be same as shown in Step 2*	N/A
Subtract "E" *Note: number must be same as shown in Step 3*	nil
Total ["A" x 0.10] – "E"	nil *[Note: this is the remaining placement capacity under rule 7.1A]*