

12 August 2019

### **PRE-REINSTATEMENT DISCLOSURES**

Mandrake Resources Limited (ACN 006 569 124) (**Company**) provides the following confirmations to satisfy conditions for admission of the Company's securities to quotation on ASX.

#### **Completion of the Offer**

The Company confirms that all conditions to the offer under the prospectus dated 21 May 2019 (**Offer**) have been satisfied. The Company can also confirm that it has issued 226,391,900 fully paid ordinary shares and 113,195,950 options (exercisable at \$0.03 per option on or before 14 July 2022) under the Offer, raising \$4,527,838.

#### **Completion of the Acquisition**

The Company confirms that each of the conditions precedent of the agreement between the Company and Focus Exploration Pty Ltd (ACN 622 437 361) (**Focus**) dated 24 April 2019 (**Acquisition Agreement**) have been satisfied and not waived and that the acquisition of Focus has been completed (**Acquisition**).

Pursuant to the Acquisition Agreement, the Company has paid \$50,000 on settlement of the Acquisition by way of cost reimbursement to settle an invoice for approximately \$60,500 owing by Focus to Diplomatic Exploration Pty Ltd for exploration services in relation to the Berinka Project (**Focus Costs**). The remainder of the invoice was written off and forgiven on settlement of the Acquisition.

The Focus Costs make up the majority of the \$67,583.94 recorded in Focus's accounts as the Shareholder Loan owing to Mr Stuart Rechner. This liability in Focus's accounts will be cleared by:

- (a) payment of Acquisition Reimbursement;
- (b) waiver/forgiveness of the remainder of the invoice; and
- (c) forgiveness of the remaining amount by Mr Rechner.

#### **Board Changes**

The Company has accepted Mr Peter Wall's resignation from the Company's board of directors (**Board**). The Company wishes to thank Mr Wall for the services that he has provided since 2017.

The Company is pleased to announce that Mr James Allchurch and Mr Patrick Burke have been formally appointed to the Board. The incoming directors' qualifications and experience are set out below.

*James Allchurch (Proposed Managing Director)*

Mr Allchurch is a geologist with over 18 years' experience in mineral exploration, geotechnical assessment and mining operations. Mr Allchurch was the Managing Director of ASX-listed company Monto Minerals which controlled copper mining and tin exploration operations in Queensland and has held various Board positions over the previous 10 years including ASX-listed Bligh Resources and various private entities. More recently Mr Allchurch founded a Chilean cobalt mining exploration company, executing detailed exploration activities prior to a cash sale to a US-based fund.

Mr Allchurch spent six years working at Ascent Capital and has considerable expertise in the identification and assessment of resource projects over a broad range of commodities in geographies including Europe, Australia, Africa and South America. Mr Allchurch is not currently a director of any other publicly-listed company.

The Board does not consider Mr Allchurch will be an independent director.

*Patrick Burke (Proposed Non-Executive Chairman) LLB*

Mr Burke holds a Bachelor of Laws from the University of Western Australia. He has extensive legal and corporate advisory experience and over the last 10 years has acted as a Director for a large number of ASX, NASDAQ and AIM listed companies. His legal expertise is in corporate, commercial and securities law in particular capital raisings and mergers and acquisitions. Mr Burke's corporate advisory experience includes identification and assessment of acquisition targets, strategic advice, deal structuring and pricing, funding, due diligence and execution.

Mr Burke is currently a Non-Executive Director of ASX listed Triton Minerals Limited, Meteoric Resources Limited, Vanadium Resources Limited, Koppa Resources Limited and Transcendence Technologies Limited.

The Board considers Mr Burke will be an independent Chairman.

**Statement of Commitment of Funds**

The Company intends to apply the funds raised from the Offer (being \$4,527,838), together with its existing cash reserves over the next two years as follows:

<b>FUNDS AVAILABLE</b>	<b>\$</b>	<b>Percentage of Funds (%)</b>
Existing cash reserves of the Company <sup>1</sup>	79,609	2%
Funds raised from the Offer	4,527,838	98%
<b>TOTAL</b>	<b>4,607,447</b>	<b>100%</b>

ALLOCATION OF FUNDS	\$	Percentage of Funds (%)
Land access	75,000	2%
Field mapping	150,000	3%
Geochemistry	200,000	4%
Geophysics	350,000	8%
Drilling	1,200,000	26%
Corporate administration costs	657,633	14%
Costs of the Offer <sup>2</sup>	418,238	9%
Working Capital	1,556,576	34%
<b>TOTAL</b>	<b>4,607,447</b>	<b>100%</b>

**Notes:**

1. As at 9 August 2019.
2. Refer to section 13.8 of the Prospectus for further details of the Costs of the Offer.