

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	<table><tbody><tr><td>1.</td><td>Fully Paid Ordinary Shares</td></tr><tr><td>2.</td><td>Fully Paid Ordinary Shares</td></tr><tr><td>3.</td><td>Fully Paid Ordinary Shares</td></tr></tbody></table>	1.	Fully Paid Ordinary Shares	2.	Fully Paid Ordinary Shares	3.	Fully Paid Ordinary Shares
1.	Fully Paid Ordinary Shares							
2.	Fully Paid Ordinary Shares							
3.	Fully Paid Ordinary Shares							
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<table><tbody><tr><td>1.</td><td>18,188,524</td></tr><tr><td>2.</td><td>319,833</td></tr><tr><td>3.</td><td>6,242,479</td></tr></tbody></table>	1.	18,188,524	2.	319,833	3.	6,242,479
1.	18,188,524							
2.	319,833							
3.	6,242,479							
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)	<table><tbody><tr><td>1.</td><td>Fully Paid Ordinary Shares</td></tr><tr><td>2.</td><td>Fully Paid Ordinary Shares</td></tr><tr><td>3.</td><td>Fully Paid Ordinary Shares</td></tr></tbody></table>	1.	Fully Paid Ordinary Shares	2.	Fully Paid Ordinary Shares	3.	Fully Paid Ordinary Shares
1.	Fully Paid Ordinary Shares							
2.	Fully Paid Ordinary Shares							
3.	Fully Paid Ordinary Shares							
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	<table><tbody><tr><td>1.</td><td>Yes</td></tr><tr><td>2.</td><td>Yes</td></tr><tr><td>3.</td><td>Yes</td></tr></tbody></table>	1.	Yes	2.	Yes	3.	Yes
1.	Yes							
2.	Yes							
3.	Yes							

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5	Issue price or consideration	1. \$127,320 2. \$3,006 3. \$0.011 per Share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	1. Consideration for supplier invoices 2. Consideration for part of salary 3. Consideration for part payment of director and consultancy fees, as approved by Shareholders at AGM held on 28 November 2014
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i> , 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	18,508,357
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	6,242,479
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	7.114,360,640 7.1AN/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.	1. 8 December 2014 2. 8 December 2014 3. 23 December 2014

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8	Number and *class of all *securities quoted on ASX (<i>including</i> the *securities in section 2 if applicable)	Number	*Class
		242,855,882 17,340,063	Ordinary Shares 5 cent Options
9	Number and *class of all *securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable)	Number	*Class
		500,000	40 cent Options to acquire one (1) share in the company exercisable on or before 31/12/2014
		500,000	60 cent Options to acquire one (1) share in the company exercisable on or before 31/03/2015
		395,000	72 cent Options to acquire one (1) share in the company exercisable on or before 31/03/2016
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

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21	Amount of any underwriting fee or commission	N/A
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 <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> 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

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*securities, and the number and percentage of additional *securities held by those holders

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

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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
 - 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: 23 December 2014

Print name:

JAY STEPHENSON
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 <u>fully paid ordinary securities</u> on issue 12 months before date of issue or agreement to issue	156,060,882
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 <i>Note:</i> - 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	67,605,659
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	
“A”	223,666,541
STEP 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	33,549,981
STEP 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of <u>equity</u> securities issued or agreed to be issued in that 12 month period <u>not</u> 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 <i>Note:</i> - 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	19,189,341
“C”	19,189,341
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15	33,549,981
<i>Note: number must be same as shown in Step 2</i>	

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Subtract “C” <i>Note: number must be same as shown in Step 3</i>	19,189,341
Total [“A” x 0.15] – “C”	14,360,640 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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” <i>Note: number must be same as shown in Step 1 of Part 1</i>	N/A
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>[Note: this value cannot be changed]</i>
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 <i>Notes:</i> • 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 <i>Note: number must be same as shown in Step 2</i>	N/A
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	nil
Total [“A” x 0.10] – “E”	nil <i>[Note: this is the remaining placement capacity under rule 7.1A]</i>

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity	DRAKE RESOURCES LIMITED
ABN	12 108 560 069

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Brett Fraser
Date of last notice	19 May 2014

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct & Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Indirect 1. Pinewood Asset Pty Ltd 2. Tyler Street Holdings Pty Ltd 3. WSG Capital Pty Ltd
Date of change	23 December 2014
No. of securities held prior to change	Direct 60,000 Ordinary Shares 5,000 Options 5 cents expiring 01/08/2015 Indirect 1. 4,000,567 Ordinary Shares 133,333 Options 5 cents expiring 01/08/2015 2. 2,353,334 Ordinary Shares 196,111 Options 7 cents expiring 01/08/2015 3. 213,750 Ordinary Shares
Class	Ordinary Shares and Options

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

Number acquired	905,913 Ordinary Shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.011 per Share
No. of securities held after change	Direct 60,000 Ordinary Shares 5,000 Options 5 cents expiring 01/08/2015 Indirect 1. 4,906,480 Ordinary Shares 133,333 Options 5 cents expiring 01/08/2015 2. 2,353,334 Ordinary Shares 196,111 Options 7 cents expiring 01/08/2015 3. 213,750 Ordinary Shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Consideration for part payment of director fees, as approved by Shareholders at AGM held on 28 November 2014

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	-
Nature of interest	-
Name of registered holder (if issued securities)	-
Date of change	-
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	-
Interest acquired	-
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	-

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.

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Change of Director's Interest Notice

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Introduced 30/09/01 Amended 01/01/11

Name of entity	DRAKE RESOURCES LIMITED
ABN	12 108 560 069

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Jay Stephenson
Date of last notice	19 May 2014

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct & Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Indirect 1. Almamater Pty Ltd 2. Pazzia Pty Ltd 3. Shares held by Spouse 4. WSG Capital Pty Ltd
Date of change	23 December 2014
No. of securities held prior to change	Direct 10,000 Ordinary Shares Indirect 1. 2,205,378 Ordinary Shares 133,333 Options 5 cents expiring 01/08/2015 2. 1,010,000 Ordinary Shares 3. 105,000 Ordinary Shares 4. 213,750 Ordinary Shares

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Change of Director's Interest Notice

Class	Ordinary Shares
Number acquired	531,602 Ordinary Shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.011 per Share
No. of securities held after change	Direct 10,000 Ordinary Shares Indirect 1. 2,736,980 Ordinary Shares 133,333 Options 5 cents expiring 01/08/2015 2. 1,010,000 Ordinary Shares 3. 105,000 Ordinary Shares 4. 213,750 Ordinary Shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Consideration for part payment of director fees, as approved by Shareholders at AGM held on 28 November 2014

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	-
Nature of interest	-
Name of registered holder (if issued securities)	-
Date of change	-
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	-
Interest acquired	-

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Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	-

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.

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Change of Director's Interest Notice

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 30/9/2001. Amended 01/01/11

Name of entity	DRAKE RESOURCES LIMITED
ABN	12 108 560 069

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Robert Beeson
Date of last notice	19 May 2014

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct & Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Indirect 1. Beeson Superannuation Fund 2. Spouse
Date of change	23 December 2014
No. of securities held prior to change	Direct 20,000 Ordinary Fully Paid Shares Indirect 1. 1,808,333 Ordinary Fully Paid Shares 2. 14,934 Ordinary Fully Paid Shares
Class	Ordinary Shares
Number acquired	4,804,964 Ordinary Shares
Number disposed	Nil

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Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.011 per Share
No. of securities held after change	Direct 20,000 Ordinary Fully Paid Shares Indirect 1. 6,613,297 Ordinary Fully Paid Shares 2. 14,934 Ordinary Fully Paid Shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Consideration for part payment of consultant and director fees, as approved by Shareholders at AGM held on 28 November 2014

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	-
Nature of interest	-
Name of registered holder (if issued securities)	-
Date of change	-
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	-
Interest acquired	-
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	-

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Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.