

ASX Announcement

19 December 2019

Appendix 3B

Please find attached an Appendix 3B in relation to the issue of the following securities:

- The issue of 9,714,286 fully paid ordinary shares and the issue of 1,942,856 unlisted 30/11/20 \$0.10 options in relation to a placement of securities by the company as announced to the market on 12 December 2019;
- The issue of 1,289,490 fully paid ordinary shares in relation to the Drill for Equity agreement with Geodrill Limited as approved at the 2019 AGM.

A total of 9,096,157 of the ordinary shares being issued in accordance with the placement are being made in accordance with Listing Rule 7.1A.

The 618,129 balance of the ordinary shares issued under the placement and the 1,942,856 unlisted 30/11/20 \$0.10 options are being issued in accordance with Listing Rule 7.1.

On behalf of the Board

Paul Marshall
Company Secretary

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Further information on Mako Gold can be found on our website www.makogold.com.au

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, 04/03/13

Name of entity

Mako Gold Limited

ABN

84 606 241 829

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 | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. A total of 11,003,776 fully paid ordinary shares; and
2. 1,942,856 unlisted \$0.10 30/11/20 options |
| 3 | Principal terms of the +securities (eg, 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) | Fully paid ordinary shares and unlisted 30/11/20 \$0.10 options |

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+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>Yes for the fully paid ordinary share (ASX:MKG)</p>
<p>5 Issue price or consideration</p>	<p>\$0.075 per share for 9,714,286 ordinary shares issued by way of a placement with the 1,942,856 unlisted \$0.10 30/11/20 being free attaching.</p> <p>\$0.082 for 333,261 ordinary shares issued under the Drill for Equity agreement with Geodrill Limited and</p> <p>\$0.086 for the balance (956,229) of the ordinary shares issued under the Drill for Equity agreement with Geodrill Limited</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The placement funds raised will be applied for the purposes of drilling, further exploration work on the Company's projects, to cover the costs of the capital raising and to provide working capital.</p> <p>The shares issued under the Drill for equity agreement with Geodrill Limited are in accordance with the agreement approved at the 2019 AGM to pay up to 50% of drilling invoices.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>14 November 2019</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>618,129 ordinary shares and 1,942,856 unlisted 30/11/20 \$0.10 options are being issued in accordance with Listing Rule 7.1.</p>

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+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	9,096,157 ordinary shares								
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	1,289,490 ordinary shares in relation to the Drill for equity agreement approved at the 2019 AGM held on 14 November 2019								
6f	Number of securities issued under an exception in rule 7.2	nil								
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.	<p>Yes</p> <p>VWAP for the 15 trading days prior to 12 December 2019 is as follows (as per Link Market Services)</p> <table border="1"> <thead> <tr> <th>Total Volume</th> <th>Total Value</th> </tr> </thead> <tbody> <tr> <td>1,401,753</td> <td>\$118,449</td> </tr> <tr> <td>vwap</td> <td>\$0.0845</td> </tr> <tr> <td>75% of vwap</td> <td>\$0.0634</td> </tr> </tbody> </table>	Total Volume	Total Value	1,401,753	\$118,449	vwap	\$0.0845	75% of vwap	\$0.0634
Total Volume	Total Value									
1,401,753	\$118,449									
vwap	\$0.0845									
75% of vwap	\$0.0634									
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	Under rule 7.1 – 11,083,251 Under rule 7.1A - nil								
7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	19 December 2019								
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>86,815,760</td> <td>Fully paid ordinary shares - MKG</td> </tr> <tr> <td>14,999,983</td> <td>Listed \$0.30 options expiry date 16/4/21 - MKGO</td> </tr> </tbody> </table>	Number	+Class	86,815,760	Fully paid ordinary shares - MKG	14,999,983	Listed \$0.30 options expiry date 16/4/21 - MKGO		
Number	+Class									
86,815,760	Fully paid ordinary shares - MKG									
14,999,983	Listed \$0.30 options expiry date 16/4/21 - MKGO									

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	13,860,100	Fully paid ordinary shares escrowed until 16/4/20
	1,942,856	Unlisted \$0.10 options expiry date 30/11/20
	2,500,000	Unlisted \$0.30 options expiry date 26/4/21
	1,000,000	Unlisted \$0.30 options expiry date 30/4/21
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Bonus issue or pro rata issue

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

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23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Issue date	

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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 for the fully paid ordinary shares

(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

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

39 Class of +securities for which quotation is sought

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+ See chapter 19 for defined terms.

40 Do the +securities rank equally in all respects from the date of allotment 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

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)

42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

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.

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- 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 not available now, 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: 
(Company secretary)

Date: 19 December 2019

Print name: Paul Marshall

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15 Trading Day VWAP

Date	Trade Count	Trade Value \$
11 Dec 19	0	0
10 Dec 19	0	0
09 Dec 19	0	0
06 Dec 19	0	0
05 Dec 19	6	5,723
04 Dec 19	2	5,364
03 Dec 19	1	976
02 Dec 19	5	3,976
27 Nov 19	1	2,000
21 Nov 19	7	6,701
20 Nov 19	2	3,772
19 Nov 19	2	1,352
15 Nov 19	1	1,680
12 Nov 19	5	14,303
11 Nov 19	9	26,668
08 Nov 19	14	25,500
07 Nov 19	5	7,462
06 Nov 19	3	9,543
05 Nov 19	4	3,429

Name	Code	Total Volume	Total Value	Number of Trades
Mako Gold Limited	MKG.ASX	1,401,753	118,449	67
	vwap	0.0845		
	75% of vwap	0.0634		

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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

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 the +issue date or date of agreement to issue	63,250,100
Add the following: <ul style="list-style-type: none"> • 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 <ul style="list-style-type: none"> - 24/5/19 share placement at \$0.085 ratified at 2019 AGM 8,487,515 - 27/6/19 entitlement offer at \$0.085 4,820,535 - 13/8/19 entitlement offer shortfall placement at \$0.085 13,113,934 - 19/12/20 issue of shares under drill for equity agreement approved at 2019 AGM 1,289,490 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	0
“A”	90,961,574

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Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	13,644,574
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 - 19/12/19 share placement at \$0.07 per share - 19/12/19 issue of unlisted \$0.10 30/11/20 options <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>618,129</p> <p>1,942,856</p>
"C"	2,560,985
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 <i>Note: number must be same as shown in Step 2</i>	13,644,236
Subtract "C" <i>Note: number must be same as shown in Step 3</i>	2,560,985
Total ["A" x 0.15] – "C"	11,083,251 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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+ See chapter 19 for defined terms.

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>	90,961,574
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	9,096,157
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 - 19/12/19 placement at \$0.07 per share <i>Notes:</i> <ul style="list-style-type: none"> • 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 	9,096,157
“E”	9,096,157
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>	9,096,157
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	9,096,157
Total [“A” x 0.10] – “E”	0 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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