

Prospectus

Mako Gold Limited ACN 606 241 829 (**Company**)

A non-renounceable entitlement offer to Eligible Shareholders of 1 Loyalty Option for every 4 Shares held at an issue price of \$0.005 per Loyalty Option to raise approximately \$677,999 (before costs), with each Loyalty Option having an exercise price of \$0.040 and expiring on the date which is 12 months from the date of issue (**Entitlement Offer**).

An offer to Investors to acquire any Loyalty Options forming part of the Shortfall of the Entitlement Offer at an issue price of \$0.005 per Loyalty Option, with each Loyalty Option having an exercise price of \$0.040 and expiring on the date which is 12 months from the date of issue (**Shortfall Offer**).

This document is important and it should be read in its entirety

If you are in any doubt as to the contents of this document, you should consult your stockbroker, solicitor, banker, financial advisor or accountant as soon as possible. The securities offered by this Prospectus are considered to be speculative.

Your Entitlement and Acceptance Form or Application Form (as applicable) must be received by the Share Registry with your payment no later than 5.00pm (Brisbane time) on the relevant Closing Date. Please refer to the timetable set out in this Prospectus for the Important Dates.

THIS OFFER IS NOT UNDERWRITTEN

This is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act 2001 (Cth).

Not for distribution in the United States of America or to U.S. persons.

Important information

Offer statistics

Number of Loyalty Options available to be issued (subject to rounding): up to 135,599,766*

Offer Price: \$0.005

*Excludes any Loyalty Options which may be issued in the event that any Existing Options are exercised prior to the Record Date.

Key dates for investors

Record Date for determining Entitlements
under the Entitlement Offer: 7:00pm (AEST) Friday, 12 May 2023

Offers open: Wednesday, 17 May 2023

Entitlement Offer expected to close:5:00pm (AEST) Friday, 2 June 2023

Issue of Loyalty Options under Entitlement Offers:Friday, 9 June 2023

Shortfall Offer expected to close:5:00pm (AEST) Friday, 9 June 2023

Expected date for despatch of Loyalty Option
holding statements under Entitlement Offers:Friday, 16 June 2023

Expected date for issue of Loyalty Options under Shortfall Offers:Friday, 16 June 2023

Expected date for despatch of
holding statements for Loyalty Options under Shortfall Offers:Friday, 23 June 2023

Further details regarding the timetable for the Offers are set out in section 2.2. All dates are subject to change and accordingly are indicative only. In particular, the Company has the right to vary the dates of the Offers, without prior notice. Investors are encouraged to submit their Entitlement and Acceptance Forms or Application Forms as soon as possible after the Offers open.

Important notice

This Prospectus is dated 9 May 2023 and was lodged with the ASIC on the same date. Neither the ASIC nor the ASX takes any responsibility as to the contents of this Prospectus. No securities will be issued on the basis of this Prospectus any later than 13 months after the date of issue of this Prospectus.

The Company will not apply for Official Quotation of the Loyalty Options on the ASX.

No person is authorised to give any information or to make any representation in connection with the Issue described in this document which is not contained in this document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offers.

The information provided in this Prospectus is not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. If you have any questions you should seek professional advice before deciding to invest. An investment in Loyalty Options that are offered under this Prospectus should be considered speculative.

Foreign shareholders

This document does not constitute an offer of Loyalty Options in any jurisdiction in which it would be unlawful. Loyalty Options may not be offered or sold in any country outside Australia except to the extent permitted below.

The Company has decided that it is unreasonable to make the Entitlement Offer to Shareholders with registered addresses outside of Australia, New Zealand, Germany and Ontario, Canada (**Eligible Jurisdictions**) having regard to the number of Shareholders in those places, the number and value of the Loyalty Options they would be offered and the cost of complying with the legal and regulatory requirements in those places. Accordingly, the Entitlement Offer is not being extended to, and does not qualify for distribution or sale by, and no Loyalty Options will be issued to Shareholders having registered addresses outside of the Eligible Jurisdictions. Offers under the Shortfall Offer will only be made in Australia and New Zealand.

In particular, this Prospectus does not constitute an offer for sale of the Loyalty Options or any right to a security into the United States or to U.S. persons. The Loyalty Options have not been, and will not be, registered under the U.S. Securities Act and must not be offered or sold within the United States or to U.S. persons unless they are registered under the U.S. Securities Act or an exemption from the registration required of the U.S. Securities Act is available.

The Company has not made any investigation as to the regulatory requirements that may prevail in the countries, outside of the Eligible Jurisdictions, in which the Company's Shareholders may reside. It is the responsibility of overseas Applicants to ensure compliance with all laws of any country relevant to their Acceptance. The Entitlement Offer may only be accepted by Eligible Shareholders and does not constitute an offer in any place in which or to any person to whom, it would be unlawful to make such an offer.

The distribution of this Prospectus in jurisdictions outside of the Eligible Jurisdictions may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe those restrictions. Any failure to comply with restrictions might constitute a violation of applicable securities laws.

See section 2.7 for further information on restrictions with respect to shareholders who do not have registered addresses in Australia, New Zealand, Germany or Ontario, Canada.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act"). The Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or

- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Canada (Ontario)

This document constitutes an offering of Loyalty Options only in Ontario (the "Province") and to those persons to whom they may be lawfully distributed in the Province, and only by persons permitted to sell such Loyalty Options. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Province. This document may only be distributed in the Province to persons that are "accredited investors" within the meaning of National Instrument 45-106 – *Prospectus Exemptions* or section 73.3 of the *Securities Act (Ontario)* (collectively "NI 45-106") who are also "permitted clients" as defined in National Instrument 31-103 – *Registration Requirements, Exemptions and Ongoing Registrant Obligations*.

No securities commission or similar authority in the Province has reviewed or in any way passed upon this document, the merits of the Loyalty Options or the offering of Loyalty Options and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Province with respect to the offering of Loyalty Options or the resale of such securities. Any person in the Province lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the Loyalty Options in the Province must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the Loyalty Options outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the Loyalty Options.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission

Securities legislation in certain of the Province may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the Loyalty Options purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against the Company if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for

rescission, the purchaser will have no right of action for damages against the Company. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the Loyalty Options during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against the Company, provided that:

- (a) the Company will not be liable if it proves that the purchaser purchased the Loyalty Options with knowledge of the misrepresentation;
- (b) in an action for damages, the Company is not liable for all or any portion of the damages that the Company proves does not represent the depreciation in value of the Loyalty Options as a result of the misrepresentation relied upon; and
- (c) in no case shall the amount recoverable exceed the price at which the Loyalty Options were offered.

Section 138 of the Securities Act (Ontario) provides that no action shall be commenced to enforce these rights more than:

- (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or
- (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action.

These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the Loyalty Options should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding, or disposition of the Loyalty Options as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Province.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the Loyalty Options (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

Germany

This document has not been, and will not be, registered with or approved by any securities regulator in Germany. Accordingly, this document may not be made available, nor may the Loyalty Options be offered for sale, in Germany except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of Loyalty Options in Germany is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation). Refer to section 2.7 for additional information.

United States

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

How to accept Entitlement to Loyalty Options

Entitlements to Loyalty Options can be accepted in full or in part by completing and returning the Entitlement and Acceptance Form which is accompanying this Prospectus or making payment of Acceptance Money by BPAY® in accordance with the instructions set out in this Prospectus and on the Entitlement and Acceptance Form. Applications in respect of the Shortfall Offer can only be submitted on an original Application Form.

This Prospectus is available in electronic form on the internet at www.makogold.com.au. If you wish to obtain a free copy of this Prospectus, please contact the Company on +61 433 019 836.

Enquiries

If you are an Eligible Shareholder and have any questions in relation to the Entitlement Offer, please contact your stockbroker or professional adviser. If you have questions in relation to the Shares upon which your Entitlement has been calculated, or how to complete the Entitlement and Acceptance Form, take up your Entitlement, please call the Share Registry on:

- 1300 912 776 for callers within Australia; or
- +61 1300 912 776 for overseas callers.

Deciding to accept the Offer

No person named in this Prospectus, nor any other person, guarantees the performance of Mako Gold, the repayment of capital or the payment of a return on the Loyalty Options.

Please read this Prospectus carefully before you make a decision to invest. An investment in the Company has a number of specific risks which you should consider before making a decision to invest. Some of these risks are summarised in section 1.5 of this Prospectus and set out in more detail in section 6 of this Prospectus. This Prospectus is an important document and you should read it in full before deciding whether to invest pursuant to the Offer. You should also have regard to other publicly available information about the Company, including ASX announcements, which can be found at the Company's website: www.makogold.com.au.

Terms used

A number of terms and abbreviations used in this Prospectus have defined meanings, which are explained in the definitions and glossary in section 8.

Money as expressed in this Prospectus is in Australian dollars unless otherwise indicated.

Forward looking statements

Some of the information contained in this Prospectus constitutes forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'should', 'will', 'expects', 'plans' or similar expressions. These statements discuss future objectives or expectations concerning results of operations or financial conditions or provide other forward-looking information. The Company's actual results, performance or achievements could be significantly different from the results or objectives expressed in, or implied by, those forward-looking statements. This Prospectus details some important factors that could cause the Company's actual results to differ from the forward-looking statements made in this Prospectus.

No representations

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation in connection with the Offer not contained in this Prospectus may not be relied on as having been authorised by the Company or its officers. This Prospectus does not provide investment advice or advice on the taxation consequences of accepting the Offer. The Offer and the information in this Prospectus, do not take into account your investment objectives, financial situation and particular needs (including financial and tax issues) as an investor.

Competent person statement

The information contained in this Prospectus that relates to Exploration Results is based on information compiled by Mrs Ann Ledwidge B.Sc. (Hon.) Geol., MBA a competent person who is a Member of The Australian Institute of Geoscientists.

Mrs Ledwidge is a full-time employee and a shareholder of the Company.

Mrs Ledwidge has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration in this Prospectus, and the activity being undertaken to qualify as a Competent Person as defined by the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mrs Ledwidge consents to the inclusion in this Prospectus of the matters based on their information in the form and context in which it appears.

The information relating to the Mineral Resource at the Napié Project is extracted from the ASX announcement titled: "Mako delivers 868koz Maiden Resource to Provide Strong Growth Platform at Napié" dated 14 June 2022. The report is available for review on the Mako Gold Limited website www.makogold.com.au. The report was issued in accordance with the 2012 Edition of the JORC Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. The Company confirms that it is not aware of any new material or data that materially effects the information included in the original market announcement and, in the case of estimates or Mineral Resources or Ore Reserves that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The company confirms that the form and context in which the Competent Persons findings are presented have not been materially modified from the original market announcement.

Target Market Determination

A Target Market Determination in respect of the Loyalty Options offered under this Prospectus has been prepared by the Company as required under section 994B of the Corporations Act and is available on the Company's website at <https://www.makogold.com.au/>.

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Chairman's letter

9 May 2023

Dear Shareholders,

It is my pleasure to introduce this Prospectus and invite you to take up your Entitlement of Loyalty Options in Mako Gold Limited as outlined in this document (**Entitlement Offer**).

On 1 May 2023, the Company announced the completion of a placement of approximately 86.67 million new Shares (**Placement Shares**) to sophisticated and professional investors at an issue price of \$0.030 per Share, to raise a total of \$2.6 million (before costs) (**Placement**).

The Placement was strongly supported by new and existing institutional and sophisticated investors, including Mako Gold's Directors and Management and its cornerstone investor, Dundee Corporation, who committed to participate in the Placement to maintain a 9.6% stake in the Company.

The Placement Shares are to be issued in two tranches, with 70,747,704 Shares already issued as at the date of this Offer (**Placement (Tranche 1) Shares**) and 15,918,995 (**Placement (Tranche 2) Shares**) being subject to shareholder approval at a general meeting to be held on or around Friday, 16 June 2023 (**EGM**). For every two Placement Shares issued, the Company will, subject to Shareholder approval at the EGM, also issue one attaching Option, having an exercise price of \$0.05 per Option and an expiry date being 30 June 2025 (**Placement Options**).

In conjunction with the announcement of the Placement, the Company also announced a "Loyalty Options Offer" to be made available to existing shareholders. This "Loyalty Options Offer" is the same Entitlement Offer outlined in this Prospectus, and is being undertaken to enable existing shareholders the opportunity to support the fund-raising activities of the Company and to reduce the dilutionary impact of the Placement.

The Entitlement Offer is a non-renounceable entitlement offer of 1 Loyalty Option for every 4 Shares held at an issue price of \$0.005 per Loyalty Option, raising up to \$677,999. Each Loyalty Option has an exercise price of \$0.040 and will expire on the date which is 12 months from the date of issue. The Entitlement Offer is available to Shareholders of the Company as at 7.00pm (AEST) Friday, 12 May 2023 which will enable certain new investors under the Placement (being those investors who participated in Tranche 1 of the Placement) to participate in the Entitlement Offer. Those existing Shareholders who participated in the first tranche of the Placement will therefore be able to participate in the Entitlement Offer on the basis of their post-Placement holdings.

The Placement (Tranche 2) Shares will not be issued to the relevant investors (**Tranche 2 Participants**) until after the Record Date and, therefore, the Tranche 2 Participants will not be eligible to participate in this Entitlement Offer. Accordingly, the Company intends to make a further and separate offer of Options, on the same terms as the Loyalty Options (**Post-Placement Options**) to those Tranche 2 Participants, subject to Shareholder approval being obtained at the EGM. The Company will offer these Post-Placement Options to the Tranche 2 Participants once this Offer has closed and after the EGM has been held, subject to Shareholder approval being obtained and the Placement (Tranche 2) Shares being issued.

If the Loyalty Options are exercised (which would raise an additional \$5,423,991 for the Company), the aggregate of the issue price and exercise price will result in a payment of \$0.045 per resultant Share. Note that the 10 day volume-weighted average Share price of Mako was \$0.035 as at 5 May 2023.

It is proposed that the funds raised from the Entitlement Offer (and Shortfall Offer), together with those raised from the Placement, will be applied for the purposes of undertaking further exploration drilling and technical studies at the Company's flagship Napié Gold Project in Côte d'Ivoire, undertaking

exploration activities advancing gold and newly discovered manganese prospects at the Korhogo Project, meeting the costs of the Offer and to provide additional working capital.

The Directors intend to take up their entitlement to Loyalty Options.

The Entitlement Offer is not underwritten.

Please refer to the timetable for the important dates of the Entitlement Offer.

The Entitlement Offer is non-renounceable and therefore your Entitlements will not be tradeable on the ASX or otherwise transferable. However, the Company will apply for the Resulting Shares (if any) to be admitted to the Official List of the ASX.

Eligible Shareholders can also apply for further Loyalty Options in excess of their Entitlement, subject to the discretion of the Board with regards to the scale back and allocation of Loyalty Options applied for in excess of Entitlements.

The Company will also look, at the discretion of the Company, to place any shortfall of Loyalty Options not subscribed to by Eligible Shareholders under the Entitlement Offer to new investors located in Australia and New Zealand under the Shortfall Offer.

On behalf of the Directors, I thank you for your continued support and I invite you to consider this investment opportunity.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Michele Muscillo', with a horizontal line extending to the right.

Michele Muscillo
Chairman
Mako Gold Limited

1. Investment summary

The information set out in this section is not intended to be comprehensive and should be read in conjunction with the full text of this Prospectus.

1.1 The Offer

The Entitlement Offer under this Prospectus is for the non-renounceable entitlement offer of approximately 135,599,766 Loyalty Options at an issue price of \$0.005 per Loyalty Option (**Offer Price**), on the basis of 1 Loyalty Option for every 4 Shares held by Eligible Shareholders as at the Record Date.

Each Loyalty Option has an exercise price of \$0.040 (**Exercise Price**) and will expire on the date which is 12 months from the date of issue (**Expiry Date**).

The Entitlement Offer is an offer to Eligible Shareholders only.

The Entitlement Offer is not underwritten.

The total price payable for the Shares issued upon the exercise of the Loyalty Options (**Resulting Shares**) of \$0.045 (being the aggregate of the Offer Price and the Exercise Price, per Resulting Share). This compares to the 10 day volume-weighted average price for Shares being \$0.035 as at 5 May 2023.

The Company will not apply for the Loyalty Options to be granted Official Quotation on the ASX. However, the Company will apply for the Resulting Shares (if any) to be admitted to the Official List of the ASX.

The Directors may at any time decide to withdraw this Prospectus and the offer of Loyalty Options made under this Prospectus, in which case the Company will return all applications moneys (without interest) within 28 days of giving notice of such withdrawal.

To the extent that there is a shortfall of Entitlements taken up by Shareholders, the Shortfall Offer is made to Investors to acquire those Loyalty Options forming part of the Shortfall at an issue price of \$0.005 per Loyalty Option, with each Loyalty Option having an exercise price of \$0.040 and expiring on the date which is 12 months from the date of issue.

1.2 Minimum subscription

There is no minimum subscription to the Offers.

1.3 Purpose of the Offer

The Directors intend to apply the proceeds from the Offers (together with its existing cash resources and the proceeds of the Placement) for the purposes of:

- (a) undertaking exploration and drilling to grow the Napié Gold Project in Côte d'Ivoire that hosts a Maiden JORC 2012 Mineral Resource Estimate of 22.5Mt at 1.2g/t for 868koz Au at the Tchaga and Gogbala Prospects;
- (b) drill testing high priority auger anomalies and resource extensional targets at Napié Gold Project;
- (c) completing technical studies, including structural geology in respect of the Napié Gold Project;

- (d) undertaking further exploration activities advancing gold and newly discovered manganese prospects at the Korhogo Projects;
- (e) the costs of the Offers; and
- (f) general working capital.

The proceeds from the Offers (assuming it is fully subscribed) (including the Company's existing cash resources and the proceeds of the Placement) is proposed to be allocated in the following manner:

Proposed use of funds	
Exploration and drilling to grow the Napié Gold Project in Côte d'Ivoire	\$2,800,000
Completing technical studies in respect of the Napié Gold Project	\$70,000
Further exploration activities at the Korhogo Projects	\$250,000
Estimated costs of Placement	\$200,000
Estimated costs of the Offer (including legal fees, ASX fees and other miscellaneous costs associated with the Offer)* (see detailed breakdown below)	\$60,000
Working capital (including corporate and administration costs)	\$800,000
Total (maximum raising – including current cash reserves of \$900,000)	\$4,180,000

* Assumes that the Offer is fully subscribed and does not take account of brokerage (if any).

Offer costs - Item of expenditure	Amount of expenditure (\$)
ASX and ASIC fees	\$3,206
Legal	\$30,000
Printing and registry costs	\$21,000
Miscellaneous costs	\$5,794
Estimated total	\$60,000

However, in the event that circumstances change or other better opportunities arise the Directors reserve the right to vary the proposed uses to maximise the benefit to Shareholders.

1.4 Investment highlights

A summary of the investment highlights of the Company are as follows:

- (a) Napié 868koz gold maiden Mineral Resource shows proof of concept with significant upside.
- (b) Rapid pathway to resource growth on Napié Project with multiple auger targets larger than current resource.
- (c) New manganese discovery on Korhogo Project (ASX release 26 April 2023).

- (d) Côte d'Ivoire presents an attractive investment jurisdiction, holding 35% of West Africa's greenstone belts and being significantly underexplored to date with a politically stable and supportive pro-mining government.
- (e) Exploration team credited for five significant West African gold discoveries.
- (f) Growing the Company in a world-class gold jurisdiction.

Further details of the planned activities of the Company can be found in the "Capital Raise Presentation" of the Company lodged with the ASX on 1 May 2023 in support of the Placement.

1.5 Risk factors

Investing in the Company involves risk. Exploration and evaluation for minerals is generally considered a high-risk activity, and the worst case scenario is that most or all of the investment could be lost.

There are a range of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance of the Company. Some of these factors can be mitigated by appropriate commercial action. However, many are outside the control of the Company, dependent on the policies adopted and approaches taken by regulatory authorities, or cannot otherwise be mitigated.

Prior to making any decision to subscribe for Loyalty Options, you should carefully consider the risk factors applicable to the Company which are set out below. If you still are unsure about subscribing for Loyalty Options, you should first seek advice from your stockbroker, accountant, financial or other professional adviser.

The below table sets out a summary of some of the key risks relevant to the Company and its operations. The risks described below are not to be taken as exhaustive. The specific risks considered, and others not specifically referred to, may in the future materially affect the financial performance of the Company and the value of the Loyalty Options offered under this Prospectus.

Risk	Details
Exploration risk	<p>By its nature, mineral exploration and development are high risk undertakings. While the Company has attempted to reduce this risk by selecting projects that have identified advanced mineral targets, there is still no guarantee of success. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited. It is impossible to ensure that the exploration or development programmes planned by Mako Gold will result in profitable commercial mining operations. The circumstances in which a mineral deposit becomes or remains commercially viable depend on a number of factors. These include the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as Mako Gold successfully obtaining all necessary consents and approvals and the successful design, construction and operation of gathering, processing and transportation facilities.</p> <p>A combination of these factors may result in projects not being developed, or operations becoming unprofitable. Delays or difficulties in obtaining relevant approvals, or obtaining conditional or limited approvals, may interfere with the Company's operations which could materially impact the business, financial position and performance of the Company. Furthermore, should Mako Gold be unable to secure new exploration areas and resources, there could be a material adverse effect on the Company's prospects for mineral exploration and its success in the future.</p>

Risk	Details
Changes in commodity price	<p>Once the Napié Project is complete, Mako Gold will derive its revenues mainly from the sale of gold and/or associated minerals, and from royalties gained from potential joint ventures or from mineral projects sold. Consequently, the Company's potential future earnings could be closely related to the price of these commodities.</p> <p>The value and long-term price of gold will fluctuate and is affected by numerous industry factors including demand for gold, forward selling by producers, production cost levels in major producing regions and macroeconomic factors such as inflation, interest rates, currency exchange rates and global and regional demand for, and supply of, gold. The Company's prospects and perceived value will also be influenced from time to time by the prevailing short-term prices of the commodities targeted in its exploration programs.</p> <p>These factors may cause volatility which in turn, may affect the Company's ability to finance its operations and/or bring the Company's products to market.</p> <p>If the market price of gold or other minerals sold by Mako Gold were to fall below the costs of production and remain at such a level for any sustained period, the Company would experience losses and could have to curtail or suspend some or all of its proposed mining activities. In such circumstances, Mako Gold would also have to assess the economic impact of any sustained lower commodity prices on recoverability.</p>
Contractual risk	<p>The Company's ability to efficiently conduct its operations in a number of respects, including with regards to managing its interest in the Napié Permit in Côte d'Ivoire, depends upon third parties. Accordingly, the Company has entered into contractual agreements to document these third party arrangements. As in any contractual relationship, the ability for Mako Gold to ultimately receive benefits from these contracts is dependent upon the relevant third party complying with its contractual obligations.</p> <p>To the extent that such third parties default in their obligations, it may be necessary for Mako Gold to enforce its rights under any of the contracts and pursue legal action. Such legal action may be costly and no guarantee can be given by Mako Gold that a legal remedy will ultimately be granted on appropriate terms.</p> <p>Additionally, some existing contractual arrangements that have been entered into by Mako Gold may be subject to the consent of third parties being obtained to enable Mako Gold to carry on all of its planned business and other activities and to obtain full contractual benefits.</p> <p>No assurance can be given that any such required consent will be forthcoming. Failure by Mako Gold to obtain such consent may result in the Company not being able to carry on all of its planned business and other activities or proceed with its rights under any of the relevant contracts requiring such consent.</p> <p>The Company's interests in the Napié Permit is subject to a joint venture agreement with African American Investment Fund SA (AAIF) (AAIF JV Agreement), Under the AAIF JV Agreement, Mako Gold holds a 90% participating interest in the Napié Permit and AAIF holds the remaining 10% participating interest, free carried until completion of a feasibility study which demonstrates that it is commercially feasible to develop a mining project.</p> <p>Additionally, the Company may wish to develop its projects or future projects through further co-development arrangements or through joint</p>

Risk	Details
	venture arrangements. Any such arrangements entered into by, or interests in such arrangements assigned to, the Company could be affected by the failure or default of any of the participants in those arrangements.
Operational risk	If the Company decides to develop and commission a mine, the operations of the Company including mining and processing may be affected by a range of factors. These include failure to achieve predicted grade in exploration, mining and processing, technical difficulties encountered in commissioning and operating plant and equipment, mechanical failure, metallurgical problems which affect extraction rates and costs, adverse weather conditions, industrial and environmental accidents, industrial disputes, unexpected shortages or increase in the costs of consumables, spare parts, plant and equipment.
Permit risk	<p>The rights to mineral permits carry with them various obligations which the holder is required to comply with in order to ensure the continued good standing of the permit and, specifically, obligations in regard to minimum expenditure levels and responsibilities in respect of the environment and safety. Failure to observe these requirements could prejudice the right to maintain title to a given area and result in government action to forfeit a permit or permits.</p> <p>There is no guarantee that current or future exploration permit applications or existing permit renewals will be granted, that they will be granted without undue delay, or that the Company can economically comply with any conditions imposed on any granted exploration permits.</p> <p>The permits for the Napié Project are required to be renewed in the near future and the Company has engaged with the Government of Côte d'Ivoire in relation to their renewal and in respect of the process which is required to be undertaken. The Company expects that the permits will be renewed, but the decision whether or not to renew the permits belongs at the discretion of the Government of Côte d'Ivoire.</p>
Title risk	<p>The exploration permits in which the Company has now, or may, in the future, acquire an interest, are subject to the applicable local laws and regulations. There is no guarantee that any permits, applications or conversions in which the Company has a current or potential interest will be granted.</p> <p>All of the projects in which the Company has an interest will be subject to application for permit renewal from time to time. Renewal of the term of each permit is subject to applicable legislation. If the permit is not renewed for any reason, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that permit.</p> <p>Although the Company has taken steps to verify the title to the resource properties in which it has or has a right to acquire an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title. Title to resource properties may be subject to unregistered prior agreements or transfers and may also be affected by undetected defects or other stakeholder rights.</p>
Financing risk	The Company's ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available to the Company on favourable terms or at all. If adequate funds are not available on acceptable terms, the Company may not be able to take advantage of opportunities or otherwise respond to competitive pressures.

Risk	Details
	<p>Although the Directors believe that on completion of the Offer the Company will have sufficient working capital to carry out its short-term business objectives, there can be no assurance that such objectives can be met without further financing or, if additional financing is necessary, that financing can be obtained on favourable terms or at all. Further, if additional funds are raised by issuing equity securities, this may result in dilution for some or all of the Shareholders.</p>
<p>Land access risk</p>	<p>Land access is critical for exploration and evaluation to succeed. In all cases the acquisition of prospective permits is a competitive business, in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential.</p> <p>Access to land in Côte d'Ivoire for exploration and mining purposes can be affected by small non-mechanised mining operations or land ownership, including private (freehold) land, pastoral lease and regulatory requirements within the jurisdiction where the Company operates.</p>
<p>Foreign operations – Government policy risk</p>	<p>The availability and rights to explore and mine, as well as industry profitability generally, can be affected by changes in government policy that are beyond the control of the Company.</p> <p>Changes in relevant taxation policies, interest rates, other legal, legislative and administrative regimes or government policies in Australia and Côte d'Ivoire may have an adverse effect on the assets, operations and ultimately the financial performance of Mako Gold.</p> <p>In addition to the normal level of income tax imposed on all industries, Mako Gold may be required to pay government royalties, indirect taxes, VAT, GST and other imposts which generally relate to revenue or cash flows. Industry profitability can be affected by changes in government taxation policies.</p> <p>Changing attitudes to environmental, land care, cultural heritage and stakeholder rights' issues, together with the nature of the political process, provide the possibility for future policy changes. There is a risk that such changes may affect the Company's exploration plans or, indeed, its rights and/or obligations with respect to the permits.</p>
<p>Climate change</p>	<p>The operations and activities of Mako Gold are subject to changes to local or international compliance regulations related to climate change mitigation efforts, specific taxation or penalties for carbon emissions or environmental damage and other possible restraints on industry that may further impact the Company. While Mako Gold will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences.</p> <p>Climate change may also cause certain physical and environmental risks that cannot be predicted by Mako Gold, including events such as increased severity of weather patterns, incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.</p>
<p>Management actions</p>	<p>Directors of the Company will, to the best of their knowledge, experience and ability (in conjunction with their management) endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability for the same, with the aim of</p>

Risk	Details
	<p>eliminating, avoiding and mitigating the impact of risks on the performance of the Company and its operations.</p> <p>The success of the Company is currently largely dependent on the performance of its directors and officers.</p> <p>There is no assurance that the Company can maintain the services of its directors and officers, or other qualified personnel required to operate its business. The loss of the services of these persons could have a material adverse effect on the Company and its prospects.</p>
Reliance on key personnel	<p>While the Company is pursuing its exploration and evaluation programs within the time frames and within the costs structure as currently envisaged it could be dramatically influenced by the loss of existing key personnel or a failure to secure and retain additional key personnel as the Company's exploration programs develop. The resulting impact from such loss would be dependent upon the quality and timing of the employee's replacement.</p> <p>Although the key personnel of the Company have a considerable amount of experience and have previously been successful in their pursuits of acquiring, exploring and evaluating mineral projects, there is no guarantee or assurance that they will be successful in their objectives pursuant to this Prospectus.</p>
Environmental risk	<p>The Company's operations and projects are subject to the laws and regulations of all jurisdictions in which it has interests and carries on business, regarding environmental compliance and relevant hazards.</p> <p>These laws and regulations set various standards regulating certain aspects of health and environmental quality and provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to remediate current and former facilities and locations where operations are or were conducted. Significant liability could be imposed on the Company for damages, clean-up costs, or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of property acquired by the Company or its subsidiaries, or noncompliance with environmental laws or regulations.</p> <p>The Company proposes to minimise these risks by conducting its activities in an environmentally responsible manner, in accordance with applicable laws and regulations and where possible, by carrying appropriate insurance coverage.</p> <p>There is also a risk that the environmental laws and regulations may become more onerous, making the Company's operations more expensive. Amendments to current laws, regulations and permits governing operations and activities of gold exploration companies, or more stringent implementation thereof, could have a material adverse impact on Mako Gold and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new properties.</p>
Mine development risk	<p>Possible future development of a mining operation at any of the Company's current or future projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of</p>

Risk	Details
	<p>consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.</p> <p>If Mako Gold discovers an economically viable mineral deposit that it intends to develop, it will, among other things, require various approvals, licences and tenements before it will be able to mine the deposit. There is no guarantee that Mako Gold will be able to obtain all required approvals, licences and tenements. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected.</p> <p>If Mako Gold commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions, pandemics or accidents.</p> <p>The risks outlined above mean that there can be no assurances as to the future development of a mining operation in relation to the Napié Project (or other future projects) or that Mako Gold will achieve commercial viability through the development or mining of any its projects.</p>
Exploration Maps and Diagrams risk	<p>The Company has commissioned and produced numerous diagrams and maps to help identify and describe its tenements and the targets sought by the Company on those tenements. Maps and diagrams should only be considered an indication of the current intention in relation to targets and potential areas for exploration and drilling, which may change.</p>
Litigation risk	<p>All industries, including the mining industry, may be subject to legal claims whether or not they have merit. The Company maintains Directors' and Officers' liability insurance. The Company has also provided an indemnity for each Non-Executive Director and Executive Director to the maximum extent permitted by law, against any liability for legal costs incurred in respect of liability incurred by them, as or by virtue of their holding office as, and acting in the capacity of, an officer of the Company, except where the liability arises out of conduct involving lack of good faith or in breach of the law.</p> <p>Whilst Mako Gold is not aware of any current or proposed litigation against it, the Company may be subject to litigation and other claims and disputes in the course of its business, including employment disputes, contractual disputes, indemnity claims and occupational and personal claims. Such litigation, claims and disputes, including the costs of settling claims and operational impacts, could cause the Company to incur unforeseen loss, costs or expenses (including loss, cost or expense that is not covered by insurance policies), could occupy a significant amount of management's time and attention and could materially adversely affect the Company's business, operating and financial performance. In addition, even if the Company was to ultimately prevail in any such litigation, claim or dispute, it could suffer reputational damage, which could have an adverse effect on the Company's business, operating or financial performance</p>
Ukraine Conflict risk	<p>The current conflict between Ukraine and Russia (Ukraine Conflict) is creating and is likely to continue to create impacts to the global economic markets that are unpredictable. The nature and extent of the effect of the Ukraine Conflict on the performance of the Company remains unknown.</p> <p>The Directors are continuing to monitor the potential secondary and tertiary macroeconomic impacts of the unfolding events, including the changing</p>

Risk	Details
	<p>pricing of commodity and energy markets and the potential of cyber activity impacting governments and businesses.</p> <p>Further, any governmental or industry measures taken in response to the Ukraine Conflict, including limitations on travel and changes to import/export restrictions and arrangements involving Russia or Belarus, may adversely impact the Company's operations and are likely to be beyond the control of the Company.</p> <p>While the Company has not assumed any ongoing direct business with Ukrainian, Belarusian or Russian companies, the indirect impacts of the conflict may have unpredictable indirect consequences on the Company's future business. It is expected that the situation will continually evolve, and the consequences are therefore inevitably uncertain.</p> <p>As announced by the Company to the ASX on 10 August 2021 the Company sold its Niou Project in Burkina Faso to Nord Gold SE, which is a company based in Russia. The Company remains entitled to a 1% Net Smelter Royalty if Nord Gold identifies a specified resource and advances that resource to production, which Nord Gold has a right to purchase at any time . As this is a long term contractual arrangement and is not connected to the current operations of the Company, the impacts of the current conflict are unable to be determined.</p>
Global Economic risk / COVID 19	<p>The Company is dependent on global economic conditions and the global economic outlook, including the on-going consequences of COVID-19, and on the economic conditions and outlook in its key markets. Economic conditions may be affected by levels of business and spending, inflation, interest rates, consumer confidence, access to debt and capital markets and government fiscal, monetary and regulatory policies. The COVID-19 pandemic and the associated preventative measures have affected and will continue to adversely affect consumer behavior and business activity levels and cause sudden and significant changes and volatility in regional and global economic conditions and financial markets. A prolonged downturn in general economic conditions may have a material adverse impact on Mako's trading and financial performance.</p>

Further details regarding risks which may affect the Company in the future are set out in section 6.

The Loyalty Options offered under this Prospectus carry no guarantee of profitability, dividends or return of capital. The past performance of the Company should not necessarily be considered a guide to their future performance.

1.6 Loyalty Option terms

Upon issue, each Loyalty Option will rank equally with all existing Options then on issue. A summary of the rights attaching to the Loyalty Options is set out in section 7.3.

1.7 Resulting Share terms

A summary of the rights attaching to the Shares issued upon exercise of the Loyalty Options (**Resulting Shares**) is set out in section 7.4. Each Resultant Share will rank equally with all existing Shares then on issue.

1.8 Acceptance of Entitlement to Loyalty Options

The number of Loyalty Options to which an Eligible Shareholder is entitled and the total amount an Eligible Shareholder would have to pay if they choose to take up all of their rights to subscribe for Loyalty Options is shown on the Entitlement and Acceptance Form accompanying this Prospectus. This Prospectus is for the information of Eligible Shareholders who are entitled and may wish to apply for the Loyalty Options. Fractional entitlements will be rounded up to the nearest whole number.

Entitlements to Loyalty Options can be accepted in full or in part or in excess of your Entitlement by completing and returning the Entitlement and Acceptance Form which accompanies this Prospectus or making payment of Acceptance Money by BPAY in accordance with the instructions set out below and on the Entitlement and Acceptance Form. Acceptance Money should be rounded up to the nearest cent.

Subscription moneys for the Loyalty Options must be received by the Company at its Share Registry by the relevant Closing Date. Please refer to the timetable for the important dates of the Offer.

1.9 Applying for Additional Loyalty Options

Entitlements not taken up may become available as Additional Loyalty Options. Eligible Shareholders may, in addition to their Entitlements, apply for Loyalty Options, including the corresponding number of Loyalty Options, over and above their Entitlement at the Offer Price (**Additional Loyalty Options**) regardless of the size of their present holding.

It is an express term of the Entitlement Offer that applicants for Additional Loyalty Options will be bound to accept a lesser number of Additional Loyalty Options allocated to them than applied for. If a lesser number is allocated to them, excess Application Money will be refunded without interest. The Company reserves the right to scale back any applications for Additional Loyalty Options in their absolute discretion.

The Directors also reserve the right to issue any Loyalty Options not allocated under the Entitlement Offer to new investors located in Australia and New Zealand within three months following the Closing Date of the Entitlement Offer at a price not less than the Offer Price.

It will be the responsibility of Eligible Shareholders who apply for Additional Loyalty Options to ensure that any exercise of Loyalty Options allocated and issued to them does not result in that person, or their associates, acquiring a relevant interest in the Company in excess of 20.0%. While the Company will be mindful of the takeover provisions of the Corporations Act when placing the Shortfall, the issue of Loyalty Options does not itself create a relevant interest in voting shares (as set out in clause 2.9).

Refer to clause 1.12 for more information with respect to the allocation of Additional Loyalty Options.

1.10 Directors' intentions in respect of Entitlements

As at the date of this Prospectus, some of the Directors of Mako Gold have either a direct or indirect interest in Shares. Set out below is a table summarising the Entitlement of each Director (based on their current holding) and how they intend to treat their Entitlement.

Director	Shares ¹	Loyalty Option Entitlement ²	Intentions	Shares on exercise of Loyalty Options taken up ³
Michele Muscillo	1,168,579	292,145	Take up full	1,460,724

			Entitlement	
Peter Ledwidge	9,526,628	2,381,658	Take up full Entitlement	11,908,286
Steven Zaninovich	789,756	197,439	Take up full Entitlement	987,195

1. *Excludes Placement (Tranche 2) Shares to be issued to the Directors (subject to Shareholder approval) pursuant to the Placement. Peter Ledwidge has subscribed for 1,666,667 Placement (Tranche 2) Shares and Michele Muscillo and Steven Zaninovich have each subscribed for 333,334 Placement (Tranche 2) Shares.*
2. *Excludes any Post-Placement Options which may be applied for by each Director and issued following the EGM.*
3. *Excludes any Shares issued upon exercise of any Existing Options held by the Directors and the issue of Placement (Tranche 2) Shares to be issued to the Directors and assumes that all Loyalty Options taken up under the Offer are exercised before the Expiry Date. Details of Existing Options held by the Directors are set out in section 7.6.*

1.11 No Underwriter

The Offers are not underwritten.

1.12 Shortfall and dilution of Shareholder's interests

As noted under clause 1.9, Eligible Shareholders can apply for Additional Loyalty Options.

If required, the Company intends to secure commitments to place any Shortfall of Loyalty Options not subscribed for by Eligible Shareholders to new investors under the Shortfall Offer or otherwise at its discretion.

Shareholders should be aware that to the extent that they do not accept their Entitlements in full, a Shortfall will arise and all or part of any Shortfall may be placed by the Company at the discretion of the Directors to other Shareholders who apply for Additional Loyalty Options or to new Investors.

The issue of the Loyalty Options will not result in any immediate dilution of each Shareholders interest in the Company. However, Shareholders who have not participated in the Placement will have their interests diluted as a result of the Placement. Furthermore, a substantial number of Loyalty Options may be issued under this Offer and, subject to Shareholder approval, a significant number of Options may be issued as a result of the Placement. Accordingly, whilst not all Options may be exercised, the interests of Shareholders will be diluted gradually as a result of the exercise of those Options. Further information in relation to this is contained in sections 5.2 and 5.3.

Acceptance of Entitlements or the placement of any Shortfall may also result in existing Shareholders or new investors significantly increasing their interest in the Company or obtaining a substantial interest in the Company upon exercise of any Loyalty Options issued under the Offer.

1.13 Shortfall Fees

Discovery Capital Partners Pty Limited ACN 615 635 982 and Euroz Hartleys Limited ACN 104 195 057 acted as joint lead managers to the Placement (**Placement JLMs**). The Company reserves the right to pay a fee of up to 6.0% of the gross proceeds of the placement of any

Shortfall (**Management Fee**) to the Placement JLMs in the event that the Placement JLMs assist the Company to place any Shortfall.

The Management Fee (if any) will be split equally between the Placement JLMs.

2. Details of the Offer

2.1 Offer to Eligible Shareholders

The Directors of Mako Gold have approved a non-renounceable entitlement offer of approximately 135,599,766 Loyalty Options at \$0.005 per Loyalty Option to raise approximately \$677,999 (before costs). The Loyalty Options will be exercisable at \$0.040 per Loyalty Option and will expire on the date that is 12 months from the date of issue.

Eligible Shareholders of Mako Gold are entitled to subscribe for 1 Loyalty Option for every 4 Shares held. Only those Shareholders shown on the Share Register at 7.00pm (Brisbane time) on the Record Date with a registered address in an Eligible Jurisdiction will be entitled to participate in the Offer.

There are currently 29,200,000 Existing Options on issue in the Company (excluding the Placement Options and Advisor Options to be issued pursuant to the Placement but which remain subject to Shareholder approval). If any of the Existing Options are exercised prior to the Record Date, further Loyalty Options will be offered under this Prospectus. If all Existing Options on issue at the date of this Prospectus were exercised prior to the Record Date, the Company's issued shares would increase by 29,200,000 Shares, resulting in a further 7,300,000 Loyalty Options being offered pursuant to this Prospectus. Assuming that all the Loyalty Options available under the Offer are subscribed for, this would increase the Company's total Shares and Options on issue after completion of the Offer to 571,651,359 Shares and the number of Loyalty Options issued under these Offers would increase to 142,912,840 Options.

It is noted that the issue of the Placement Options and Advisor Options are subject to Shareholder approval and will not be issued prior to the date of this Prospectus or capable of exercise prior to the Record Date.

Because participants in the Placement who have been allocated Placement (Tranche 2) Shares will not be eligible to participate in this Offer, the Company will also be making a further and separate offer of Options, on the same terms as the Loyalty Options available under this Offer (**Post-Placement Options**), to those particular Shareholders once they have received the Placement (Tranche 2) Shares following Shareholder approval at the EGM. These offers of Post-Placement Options will be made by the Company after this Offer has closed and at or around the time of holding the EGM.

2.2 Important dates¹

Announcement of Offer	Tuesday, 9 May 2023
Lodgement of Prospectus with ASIC	Tuesday, 9 May 2023
Company issues Placement (Tranche 1) Shares under Placement	Tuesday, 9 May 2023
Record Date for the Entitlement Offer	7:00pm (AEST) Friday, 12 May 2023
Prospectus and Entitlement and Acceptance Form despatched to Shareholders	Wednesday, 17 May 2023
Opening Date of Offers (9am Brisbane time)	Wednesday, 17 May 2023
Closing Date of Entitlement Offer (excluding Shortfall Offers) (5pm Brisbane time)	5:00pm (AEST) Friday, 2 June 2023
Advise ASX of Shortfall (if any)	Tuesday, 6 June 2023

Announcement of results of Entitlement Offer	Wednesday, 7 June 2023
Expected date of issue of Loyalty Options under Entitlement Offer	Friday, 9 June 2023
Expected Closing Date of Shortfall Offers (5pm Brisbane time)	5:00pm (AEST) Friday, 9 June 2023
Expected date of despatch of holding statements² for Loyalty Options under Entitlement Offer)	Friday, 16 June 2023
Expected date of issue of Loyalty Options under the Shortfall Offer	Friday, 16 June 2023
EGM	On or around Friday, 16 June 2023
Expected date of despatch of holding statements² for Loyalty Options under the Shortfall Offers	Friday, 23 June 2023

Notes:

1. *The dates set out in this table are subject to change and are indicative only. The Company reserves the right to alter this timetable at any time.*
2. *If the holdings statements do not contain the exercise price and expiry date of the Loyalty Options, the Company will issue a statement with that information within 5 business days after the holding statement is sent.*

The Directors, subject to the requirements of the Listing Rules and the *Corporations Act*, reserve the right to:

- (a) withdraw either of the Offers without prior notice; or
- (b) vary any of the important dates set out in the Offers, including extending an Offer.

2.3 Allotment and allocation policy

The Company will proceed to allocate Loyalty Options as soon as possible after the respective Closing Dates.

In the case that there is less than full subscription by Shareholders of their Entitlements under the Entitlement Offer, the Directors reserve the right to issue any Shortfall to Shareholders who apply for Additional Loyalty Options or to new investors under the Shortfall Offer at their discretion as contemplated within the ASX Listing Rules (see section 5.3).

To the extent that any Shareholder who applies for Additional Loyalty Options under the Shortfall may obtain a substantial interest in the Company, the Shortfall will only be placed to the extent that such placement is in compliance with the takeover provisions of the *Corporations Act*, which restrict a person and their associates from having a relevant interest in the Company of not more than 19.99% (subject to a number of exemptions).

In the case of the Shortfall Offer, the allocation of Loyalty Options will be at the absolute discretion of the Directors.

Any Shortfall will be issued within three months after the Closing Date for the Entitlement Offer at an issue price being not less than the Offer Price.

Successful Applicants will be notified in writing of the number of Loyalty Options allocated to them as soon as possible following the allocation being made.

No Loyalty Options will be allotted or issued on the basis of this Prospectus later than 13 months after the date of issue of this Prospectus.

2.4 **No rights trading**

Entitlements to Loyalty Options pursuant to the Entitlement Offer are non-renounceable and accordingly will not be traded on the ASX.

2.5 **Minimum subscription**

There is no minimum subscription to the Offers.

2.6 **Option Holders**

Existing Option Holders will not be entitled to participate in the Entitlement Offer unless they:

- (a) have become entitled to exercise their Existing Options under the terms of their issue and do so prior to the Record Date; and
- (b) participate in the Offer as a result of being an Eligible Shareholder at 7.00pm (Brisbane time) on the Record Date.

If all holders of Existing Options elect to exercise their Existing Options prior to the Record Date, and are eligible to participate in the Entitlement Offer, a further 7,300,000 (approximately) Loyalty Options may be issued under this Prospectus. Details of the Existing Options are set out in section 5.2. However, having regard to the exercise price of the Existing Options and the Offer Price, the Directors believe that it is unlikely that any Existing Options will be exercised prior to the Record Date.

2.7 **Overseas shareholders**

The Company has not made investigations as to the regulatory requirements that may prevail in the countries outside of the Eligible Jurisdictions in which the Company's Shareholders reside.

This Prospectus and accompanying forms do not, and are not intended to, constitute an offer of Loyalty Options in any place outside of the Eligible Jurisdictions in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or that Form.

The distribution of this Prospectus in places outside of the Eligible Jurisdictions may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe those restrictions. Any failure to comply with those restrictions may violate applicable securities laws.

The Company has decided that it is unreasonable to make the Entitlement Offer under this Prospectus to Shareholders with registered addresses outside of the Eligible Jurisdictions (**Ineligible Shareholders**) having regard to the number of Shareholders in those places, the number and value of the Loyalty Options they would be offered and the legal and regulatory requirements in those places and costs of complying with those requirements. Accordingly, the Entitlement Offer is not being extended to, and does not qualify for distribution or sale by Ineligible Shareholders and no Loyalty Options will be issued to Ineligible Shareholders.

In particular these Offers are not made in the United States or to persons (including nominees or custodians) acting for the account or benefit of a person in the United States, or to any person who is ineligible under applicable securities laws in any country to receive an offer under the Prospectus without any requirement for a prospectus to be lodged or registered.

Canada (Ontario)

Refer to the information for "Foreign Shareholders – Canada (Ontario) under "Important Information" at the commencement of this Prospectus.

Germany

This document has not been, and will not be, registered with or approved by any securities regulator in Germany. Accordingly, this document may not be made available, nor may the Loyalty Options be offered for sale, in Germany except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of Loyalty Options in Germany is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

If you are a Shareholder (or any person for whom you are acquiring the Loyalty Options) are in Germany, by accepting your Entitlement (and applying for Additional Loyalty Options (if applicable)) and by submitting an Entitlement and Acceptance Form or making a payment using BPAY® you represent and warrant that you (and any such person) are a "qualified investor" (as defined in Article 2(e) of the Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union).

2.8 Notice to nominees and custodians

Persons acting as nominees, trustees, or custodians for other persons must not take up any Entitlements on behalf of, or send any documents related to the Entitlement Offer to, any person in any jurisdiction where it is unlawful to do so, or to any person that is acting for the account or benefit of a person in any jurisdiction where it is unlawful to do so. By applying for Loyalty Options under this Prospectus, including by submitting an Entitlement and Acceptance Form or making a payment using BPAY®, a nominee, trustee or custodian represents and warrants this is the case.

The Company is not required to determine whether or not a registered holder or investor is acting as a nominee, trustee or custodian or the identity or residence of any beneficial holder of Shares. Where any person is acting as a nominee, trustee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Entitlement Offer by the beneficiary complies with applicable laws.

2.9 Relevant interest in voting shares

- (a) As the Loyalty Options do not grant the holders any voting rights (see clause 7.3 below) those Eligible Shareholders who elect to take up their Entitlement under the Entitlement Offer will not, as a result of the Entitlement Offer, acquire a relevant interest in issued voting shares in the Company as contemplated under section 606(1) of the Corporations Act.
- (b) However, if the Loyalty Options are exercised, the holders will be issued Resulting Shares. Section 606(6) of the Corporations Act provides that, upon conversion of the Loyalty Options to Resulting Shares, the holders will acquire a relevant interest in voting shares in the Company for the purposes of section 606(1).
- (c) A sale nominee has not been appointed by the Company under section 615 of the Corporations Act in relation to the Entitlements those foreign shareholders who are not Eligible Shareholders. Eligible Shareholders will not be able to rely on the rights issue exemption to takeover restrictions as provided by item 10 of section 611 of the Corporations Act.

(d) Accordingly, Eligible Shareholders should carefully consider the prohibitions set out in Part 6 of the Corporations Act when electing to take up their Entitlement under the Entitlement Offer. Any exercise of Loyalty Options must not result in the holder's voting power in the Company increasing:

- (1) from 20% or below to more than 20%; or
- (2) from a starting point that is above 20% and below 90%,

unless the acquisition complies with an exception set out in section 611 of the Corporations Act.

(e) In particular, if:

- (1) the holder's voting power in the Company in the 6 months prior to the exercise of the Loyalty Options was at least 19%; and
- (2) the exercise of Loyalty Options would not result in the holder increasing its voting power by more than 3%,

then the acquisition of a relevant interest in voting shares pursuant to the exercise of Loyalty Options will not be a breach of the Corporations Act.

2.10 **Electronic prospectus**

An electronic version of this Prospectus is available on the Internet at www.makogold.com.au.

The Entitlement and Acceptance Form and Application Form may only be distributed together with a complete and unaltered copy of the Prospectus. The Company will not accept a completed Entitlement and Acceptance Form or Application Form if it has reason to believe that the investor has not received a complete paper copy or electronic copy of the Prospectus or if it has reason to believe that the Entitlement and Acceptance Form or Application Form or electronic copy of the Prospectus has been altered or tampered with in any way.

While the Company believes that it is extremely unlikely that in the Offer period the electronic version of the Prospectus will be tampered with or altered in any way, the Company cannot give any absolute assurance that it will not be the case. Any investor in doubt concerning the validity or integrity of an electronic copy of the Prospectus should immediately request a paper copy of the Prospectus directly from the Company, the Share Registry or a financial adviser.

3. How to apply

3.1 How to accept your entitlement

Eligible Shareholders may accept their Entitlement either in whole or in part. The number of Loyalty Options which Eligible Shareholders are entitled to is shown on the Entitlement and Acceptance Form which accompanies this Prospectus.

Eligible Shareholders may participate in the Entitlement Offer as follows:

Take up your Entitlement in full and apply for Additional Loyalty Options

If you are an Eligible Shareholder and wish to take up all of your Entitlement and apply for Additional Loyalty Options, please:

- (a) complete the Entitlement and Acceptance Form, which accompanies this Prospectus by inserting the number of Loyalty Options for which you wish to accept the Entitlement Offer under this Prospectus plus the number of Additional Loyalty Options (being more than your Entitlement as specified on the Entitlement and Acceptance Form) in accordance with the instructions set out on the form; and
- (b) forward your completed Entitlement and Acceptance Form, together with your cheque or bank draft for the amount shown on your Entitlement and Acceptance Form, in the reply paid envelope to reach the Company's Share Registry,

so that it is received by no later than 5.00pm (Brisbane time) on the Closing Date for the Entitlement Offer or such later date as the Directors determine.

Cheques and bank drafts, in **Australian currency** should be made payable to Mako Gold Limited and crossed "not negotiable".

You should ensure that sufficient funds are held in the relevant account(s) to cover the Acceptance Money for both the Loyalty Options under your Entitlement and the Additional Loyalty Options in excess of your Entitlement. If the amount of your cheque for Acceptance Money is insufficient to pay in full for the number of whole Loyalty Options you have applied for in your Entitlement and Acceptance Form, you will be taken to have applied for such lower number of Loyalty Options as your cleared Acceptance Money will pay for (and to have that number of Loyalty Options on your Entitlement and Acceptance Form). Alternatively, your Application will be rejected. If your cheque does not clear due to insufficient funds in your account, your Application will be rejected.

If you intend to pay for the Loyalty Options by BPAY, there is no need to return the Entitlement and Acceptance Form (but you must ensure that your payment is received by no later than 5.00pm (Brisbane time) on the Closing Date for the Entitlement Offer or such later date as the Directors determine, keeping in mind that payments made by BPAY may take one or more Business Days to clear. Please refer to the information below regarding payment by BPAY.

Take up your Entitlement in full

If you are an Eligible Shareholder and wish to take up all of your Entitlement, please:

- (a) complete the Entitlement and Acceptance Form, which accompanies this Prospectus, in accordance with the instructions set out on the form; and
- (b) forward your completed Entitlement and Acceptance Form, together with your cheque or bank draft for the amount shown on your Entitlement and Acceptance Form, in the reply paid envelope to reach the Company's Share Registry,

so that it is received by no later than 5.00pm (Brisbane time) on the Closing Date for the Entitlement Offer or such later date as the Directors determine.

Cheques and bank drafts, in **Australian currency** should be made payable to Mako Gold Limited and crossed "not negotiable".

You should ensure that sufficient funds are held in the relevant accounts to cover the Acceptance Money. If the amount of your cheque for Acceptance Money is insufficient to pay in full for the number of whole Loyalty Options you have applied for in your Entitlement and Acceptance Form, you will be taken to have applied for such lower number of Loyalty Options as your cleared Acceptance Money will pay for (and to have that number of Loyalty Options on your Entitlement and Acceptance Form). Alternatively, your Application will be rejected. If your cheque does not clear due to insufficient funds in your account, your Application will be rejected.

If you intend to pay for the Loyalty Options by BPAY, there is no need to return the Entitlement and Acceptance Form (but you must ensure that your payment is received by no later than 5.00pm (Brisbane time) on the Closing Date for the Entitlement Offer or such later date as the Directors determine, keeping in mind that payments made by BPAY may take one or more Business Days to clear. Please refer to the information below regarding payment by BPAY.

Take up some of your Entitlement

If you are an Eligible Shareholder and wish to take up only some of your Entitlement, please:

- (a) complete the Entitlement and Acceptance Form, which accompanies this Prospectus, by inserting the number of Loyalty Options for which you wish to accept the Offer under this Prospectus (being less than your Entitlement as specified on the Entitlement and Acceptance Form); and
- (b) forward the completed Entitlement and Acceptance Form together with your cheque or bank draft for the total amount payable to reach the Company's Share Registry,

so that it is received by no later than 5.00pm (Brisbane time) on the Closing Date for the Entitlement Offer or such later date as the Directors determine.

Cheques and bank drafts, in **Australian currency**, should be made payable to Mako Gold Limited and crossed "not negotiable".

If you intend to pay for the Loyalty Options by BPAY, there is no need to return the Entitlement and Acceptance Form (but you must ensure that your payment is received by no later than 5.00pm (Brisbane time) on the Closing Date for the Entitlement Offer or such later date as the Directors determine, keeping in mind that payments made by BPAY may take one or more Business Days to clear. Please refer to the information below regarding payment by BPAY.

Do nothing

You may do nothing, in which case you will have no right to subscribe for Loyalty Options and no Loyalty Options will be issued to you. However, if you are an Eligible Shareholder and you do nothing, then Loyalty Options representing your Entitlement may be sold to an Eligible Shareholder who applies for Additional Loyalty Options or other third parties procured by the Directors in exercising their discretion in placing any Shortfall.

You should also note that, if you do not take up your Entitlement, then although you will continue to own the same number of Shares, your percentage shareholding in the Company may decrease if any Loyalty Options issued under this Offer are exercised before the Expiry Date.

General

If you have any queries concerning your Entitlement, please contact the Share Registry on 1300 857 499 (within Australia) or +61 1300 857 499 (outside Australia) or contact your stockbroker or professional adviser.

Entitlement and Acceptance Forms and accompanying cheques or bank drafts may be lodged at any time before the Closing Date for the Entitlement Offer. Applications received after the Closing Date for the Entitlement Offer may not be accepted. The Company will not be responsible for postal or delivery delays.

The Offer Price of \$0.005 for each Loyalty Option is payable in full on acceptance of part or all of your Entitlement.

If an Eligible Shareholder elects to make payment using BPAY, they must contact their bank, credit union or building society to make payment of the Acceptance Money from their cheque or savings account. Refer to the Entitlement and Acceptance Form for the biller code and customer reference number. Eligible Shareholders who have multiple holdings will have multiple customer reference numbers.

Payment will only be accepted in Australian currency and cheques, bank drafts, money orders and BPAY payments must be drawn on an Australian bank.

No stamp duty, brokerage or handling fees are payable by the Applicant for the Loyalty Options offered by this Prospectus. Completed Entitlement and Acceptance Forms and accompanying cheques should be forwarded to the following address:

Mailing Address	OR	Hand Delivery
Mako Gold Limited Offer		Mako Gold Limited Offer
C/- Link Market Services Limited GPO Box 3560 Sydney NSW 2001		C/- Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138

The amount payable on acceptance will not vary during the period of the Offer and no further amount is payable on allotment. Acceptance Money will be held in trust in a subscription account until allotment of the Loyalty Options. The subscription account will be established and kept by the Company on behalf of the Applicants. Any interest earned on the Acceptance Money will be retained by the Company irrespective of whether allotment takes place.

3.2 Binding effect of Entitlement and Acceptance Form

A completed and lodged Entitlement and Acceptance Form, or a payment made through BPAY, constitutes a binding offer to acquire Loyalty Options on the terms and conditions set out in this Prospectus and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for Loyalty Options. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Money or making a payment by BPAY, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue Loyalty Options under the Offer;
- (b) you acknowledge that the Loyalty Options have not been, and will not be, registered under the US Securities Act or under the laws of any other jurisdiction outside of the Eligible Jurisdictions; and
- (c) you have not and will not send any materials relating to the Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States.

3.3 Shortfall Offer – How to Apply

Investors who wish to apply for Loyalty Options pursuant to the Shortfall Offer must lodge their Application Form by the Closing Date for the Shortfall Offer, **5.00pm (Brisbane time) on Friday, 9 June 2023**.

The completed Application Form and cheque or bank draft for the total amount payable to subscribe for the Shortfall Offer must be mailed or delivered to the Company at the below address:

Mail Address	OR	Hand Delivery
Mako Gold Limited Offer		Mako Gold Limited Offer
C/- Link Market Services Limited GPO Box 3560 Sydney NSW 2001		C/- Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138

Cheques and bank drafts, in **Australian currency**, should be made payable to “Mako Gold Limited” and crossed “not negotiable”.

Application Forms and accompanying cheques or bank drafts may be lodged at any time before the Closing Date for the Shortfall Offer. Applications received after the Closing Date for the Shortfall Offer may not be accepted. The Company will not be responsible for postal or delivery delays.

Application monies will be held in trust in a subscription account until allotment of the Loyalty Options comprising the Shortfall. The subscription account will be established and kept by the Company on behalf of the Shortfall Applicants. Any interest earned on the application monies will be retained by the Company irrespective of whether allotment takes place.

4. Company Information

4.1 Introduction

Mako Gold is an exploration company focussed on the discovery of large high-grade gold deposits in highly prospective and under-explored terrains in Côte d'Ivoire and other favourable countries in West Africa.

The Company was established in June 2015 and acquired its first project interests in July 2016. The Company completed an IPO raising \$6,000,000 and listed on the ASX on 16 April 2018. Since the IPO the Company has completed:

- the May 2019 placement and rights issue raising a total of \$2,245,869 (before costs); and
- the December 2019 placement to raise \$680,000 (before costs);
- the August/October 2020 placement to raise \$10 million (before costs);
- the June/August 2021 placement to raise \$10 million (before costs); and
- the October 2022 placement to raise \$3.1 million (before costs).

4.2 Napié Project - Côte d'Ivoire

Mako Gold's flagship Napié Project is located in north-central Côte d'Ivoire within the Daloa greenstone belt. Mako's interest in the Napié Project is subject to a joint venture agreement with African American Investment Fund SA (**AAIF**) (**AAIF JV Agreement**). Under the AAIF JV Agreement, Mako Gold holds a 90% participating interest in the Napié Permit and AAIF holds the remaining 10% participating interest, free carried until completion of a feasibility study which demonstrates that it is commercially feasible to develop a mining project.

Mako has a Maiden JORC 2012 Mineral Resource Estimate of 22.5Mt at 1.2g/t for 868koz Au at the Tchaga and Gogbala Prospects at the Napié Project and the primary purpose of funding from the Placement and the Offers is to facilitate further exploration and drilling to grow the resource at this project, together with ongoing technical studies for this project.

A summary relating to the Napié Projects maiden Mineral Resource of 868koz gold can be found in the Company's ASX announcement "Capital Raise Presentation" dated 1 May 2023 with more detailed information available from the Company's ASX announcement "Mako delivers 868koz Maiden Resource to Provide Strong Growth Platform at Napié" dated 14 June 2022. These announcements should be considered together with the other announcements of the Company.

4.3 Korhogo Project - Côte d'Ivoire

The Korhogo Project is also located in north-central Côte d'Ivoire. Mako has a 100% interest in the Korhogo Project.

The Company recently announced the discovery of extensive manganese mineralisation at the Korhogo Project. Whilst the Company is focussed on expansion of the gold resource at the Napié Project, funds from the Offers will be used for further exploration activities at the Korhogo Project.

A summary relating to recent exploration results at the Korhogo Projects can be found in the Company's ASX announcement "Capital Raise Presentation" dated 1 May 2023 and further information can be found from the Company's ASX announcement "Mako discovers two 7km

Manganese-Rich Horizons at Korhogo Project” dated 26 April 2023. These announcements should be considered together with the other announcements of the Company.

4.4 Company Update

(a) Material Contracts

On 1 March 2023, Mako entered a binding Memorandum of Understanding (**MoU**) with Geodrill Limited (**GD**) for the supply of drilling services by GD at the Company’s Napié Project and the Korhogo Project in Côte d’Ivoire (**Projects**) (**Drilling Program**).

The MoU is binding, but is anticipated to be superseded by drilling contracts, a share subscription agreement, and a restriction agreement (**Transaction Documents**) which will outline more detailed terms in relation to the engagement. The parties must cooperate in good faith and use all reasonable but prudent commercial endeavours to implement the Transaction Documents.

The MoU has a term of 12 months, unless otherwise agreed by the parties or superseded by Transaction Documents. Either party can also terminate the MOU (before Transaction Documents are entered into) by giving 14 days notice.

The Drilling Program will occur in two stages over the 12 month period with the Company agreeing to commit up to a total of US\$2,000,000 for a drilling program.

The first stage will be undertaken over an initial 6 month period, during which GD will supply up to a maximum of US\$1,000,000 worth of drilling services at the Projects. In consideration for these drilling services, the Company will:

- pay US\$500,000 cash to GD and, subject to Shareholder approval being obtained, issue US\$500,000 worth of Shares to GD (**Share Issue**); or, alternatively,
- if Shareholder approval is not obtained to the Share Issue, pay US\$1,000,000 cash to GD.

Before the end of the first stage, the Company can elect to proceed to the second stage of the Drilling Program. Progression of the second stage will be subject to the parties reaching agreement on the method for payment for that second stage. The consideration may be paid in cash or by a combination of cash and Shares. Under the second stage, GD will undertake a further US\$1,000,000 worth of drilling services at the Projects.

The Company has the discretion of being able to access these services for 12 months and whether to pay for these services in cash or shares. The Company is also under no obligation to drill a minimum amount or any amount at all.

Any Shares issued to GD in payment for the drilling services undertaken pursuant to the Drilling Program (**Consideration Shares**) will be subject to a minimum three-month escrow period from the date of issue. Further, if GD elects to sell any Consideration Shares, it must first allow the Company to find a purchaser for those Consideration Shares prior to selling to a third party or via a public trade on the ASX.

4.5 The Directors

The Directors of Mako Gold bring to the Board relevant expertise and skills, including industry and business knowledge, financial management and corporate governance experience.

Each Director has confirmed with Mako Gold that he anticipates being available to perform his duties as a Non-Executive Director or Executive Director, as the case may be, of Mako Gold, without undue constraints from other commitments.

The following persons are directors of the Company as at the date of this Prospectus:

Michele Muscillo: Non-Executive Chairman

Appointed 20 April 2017 (appointed as Chairman 2 October 2020)

Michele Muscillo is a Partner specialising in corporate law with HopgoodGanim Lawyers.

He is an admitted Solicitor and has a practice focusing almost exclusively on mergers and acquisitions, and capital raising. He has a Bachelor of Laws from Queensland University of Technology and was a recipient of the QUT University Medal. In his role with HopgoodGanim Lawyers, he has acted on a variety of corporate transactions including initial public offerings, takeovers and other acquisitions. Michele's experience brings to the Board expertise on corporate regulation, governance and compliance matters.

Michele is a non-executive director of ASX-Listed Aeris Resources Limited (from May 2013) and Xanadu Mines Limited (from August 2017) and was previously a director of ASX-Listed Orbis Gold Limited, until its takeover by TSX-Listed Semafo in March 2015, and of Cardinal Resources Limited from October 2017 up to its takeover by China's Shandong Gold Mining Co. Ltd in February 2021.

Peter Ledwidge: Managing Director

Appointed 4 June 2015

Peter Ledwidge, a founder of Mako Gold, is a qualified geologist with over 30 years' experience in the exploration and mining industry. His career has focussed primarily on gold exploration along with some base metals exploration. Peter has worked extensively in Canada, Africa and Australia, in a variety of roles in exploration, development and mining projects.

Prior to founding Mako Gold, Peter was a senior manager with ASX-listed Orbis Gold whereby he secured all of Orbis' permits in Burkina Faso and Côte d'Ivoire. Peter played a critical role in the discovery of the Nabanga gold deposit and thereafter contributed geological ideas towards the discovery of the Boungou mine, currently being mined by Endeavour Mining Corporation.

Peter is fluently bilingual in French and English and has established and maintained good professional contacts in Burkina Faso and Côte d'Ivoire in government as well as the private sector.

Steven Zaninovich: Non-Executive Director

Appointed 2 October 2020

Mr. Zaninovich is a highly qualified engineer with over 25 years' mining project development and management experience across a variety of commodities and jurisdictions. Steven has held Executive and Non-Executive Board roles with several public and private companies and has extensive in-country experience in West Africa including Burkina Faso, Mali, Côte d'Ivoire and Ghana.

He served as COO with Gryphon Minerals (ASX:GRY) prior to their takeover by Teranga Gold (TSX:TGZ) where he assumed the role of Vice President of Major Projects and completed the bankable feasibility study on the c.2.4 million ounce Wahgnion Gold Project in Burkina Faso.

Steven is currently a Non-Executive Director of Sarama Resources (from June 2020), Maximus Resources (from July 2020), Bellavista Resources (from May 2022) and an Executive Director at Kodal Resources plc (from September 2022). He is a former director of Indiana Resources from February 2019 to February 2021 and Canyon Resources Ltd from January 2019 to August 2022.

(a) Constraints on availability

Save as noted in this Prospectus, each Director has confirmed to the Company that he anticipates being available to perform his duties as Director of the Company without constraint from other commitments.

(b) Independence of Directors

No Directors are nominees or representatives of a substantial shareholder.

The Board considers that Michele Muscillo and Steven Zaninovich are free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of their judgment and are able to fulfil the role of an Independent Director for the purposes of the Corporate Governance Principles and Recommendations.

Peter Ledwidge is not currently considered by the Board to fulfil the role of Independent Directors due to his executive position with the Company.

Details of the current interests of the Directors in the Company and their intentions in respect of the Offer are set out in section 1.10.

4.6 Senior Management

The following persons form the senior management of the Company as at the date of this Prospectus:

Paul Marshall – Company Secretary/Chief /financial Officer – LLB, ACA

Paul holds a Bachelor of Law degree, a post Graduate Diploma in Accounting and is a Chartered Accountant. He has more than thirty years' experience initially with Ernst & Young and subsequently twenty years spent in commercial roles as Company Secretary and CFO for a number of listed and unlisted companies mainly in the resources sector.

Paul has extensive experience in all aspects of company financial reporting, corporate regulatory and governance areas, business acquisition and disposal due diligence, capital raising and company listings and company secretarial responsibilities.

Ann Ledwidge – General Manager Exploration BSc Geology, MBA, MAIG

Ann, a founder of Mako Gold, is a qualified geologist with over 30 years' experience in mineral exploration. She has worked in various commodities but has focused primarily on gold and base metals projects for both junior and major companies in Canada, Africa and Australia. Ann ran her own consultancy for a number of years, based in Yukon, Canada providing technical expertise to a diverse group of junior exploration companies. She also previously worked as a mining inspector for the Canadian government, giving her insight into internationally approved codes and regulations for mining and water use.

Ann previously held the position of General Manager Exploration with Orbis Gold in Burkina Faso until their takeover by Semafo. During her time with Orbis she led the project team responsible for Orbis' Natougou discovery and advanced the Nabanga and Natougou projects

to the resource estimation stage. Ann also oversaw the Scoping Study initially completed for the Natougou deposit.

Ann is a member of the Joint Ore Reserves Committee (JORC).

5. Effect of the Offer on the Company

5.1 Financial position

To illustrate the effect of the issue on the Company, the pro-forma consolidated balance sheet has been prepared based on the reviewed balance sheet as at 31 December 2022.

The pro-forma balance sheet shows the effect of the Offers. The pro-forma balance sheet assumes that the Offers are fully subscribed.

The accounting policies adopted in preparation of the pro-forma consolidated balance sheet are consistent with the policies adopted and as described in the Company's financial statements for the year ended 30 June 2022. The balance sheet for the half year ended 31 December 2022 was prepared in accordance with the same policies.

The significant effects of the Offers (assuming the Offers are fully subscribed, and no Existing Options are exercised) will be to:

- (a) increase cash reserves by approximately \$617,999 (after cash expenses of the Offers which are estimated to be \$60,000) assuming a \$0.005 per Loyalty Option subscription price;
- (b) increase cash reserves by approximately \$5,423,991 if all of the Loyalty Options under these Offers are exercised (at an exercise price of \$0.040 per Loyalty Option); and
- (c) assuming all 135,599,766 Loyalty Options available under the Offers are issued, this will increase the number of issued unlisted Options from 29,200,000 to 164,799,766 (before the issue of the Placement Options, the Advisor Options, and the Post-Placement Options) and to 223,112,864 (after the issue of the Placement Options, Advisor Options and Post-Placement Options, assuming that Shareholder approval is obtained to the issue of these securities).

No new Shares will be issued under the Offers.

If an Eligible Shareholder does not take up their Entitlement in full it will not result in their percentage holding in the Company being immediately diluted by the Offer. However, the number of Options on issue may increase significantly after the Offer (and also as a result of the Placement and the issue of the Additional Loyalty Options) and an Eligible Shareholders percentage holding in the Company will be reduced upon the exercise of the Loyalty Options (as well as by the exercise of the Existing Options, Placement Options, Advisor Options and Post-Placement Options).

	31-Dec-22	Operations to 31 March 2023	Placement Share Issue ¹	Entitlement Offer ²	Pro Forma
	\$				
Current Assets					
Cash and cash equivalents	2,562,676	(1,200,000)	2,400,001	617,999	4,380,676
Short term investment	28,600				28,600
Trade and other receivables	42,009				42,009
Other current assets	125,190				125,190
Total Current Assets	2,758,475	(1,200,000)	2,400,001	617,999	4,576,475

Non-Current Assets					
Right of use assets	190,901				190,901
Exploration and evaluation assets	27,945,449	1,000,000			28,945,449
Total Non-Current Assets	28,136,350	1,000,000	0	0	29,136,350
Total Assets	30,894,825	(200,000)	2,400,001	617,999	33,236,889
Current Liabilities					
Trade and other payables	591,019				591,019
Lease liabilities	42,988				42,988
Provisions	186,811				186,811
Total Current Liabilities	820,818	0	0	0	820,818
Non-Current Liabilities					
Lease liabilities	171,593				171,593
Total Non-Current Liabilities	171,593	0	0	0	171,593
Total Liabilities	992,411	0	0	0	992,411
Net Assets	29,902,414	(200,000)	2,400,001	617,999	32,720,414
Equity					
Issued capital	36,048,281		2,400,001		38,448,282
Reserves	1,152,537			617,999	1,770,536
Accumulated losses	(7,298,404)	(200,000)			(7,498,404)
Total Equity	29,902,414	(200,000)	2,400,001	617,999	32,720,414

Notes:

1. Calculated on the assumption that a total of 86,666,699 Shares (**Placement Shares**) will be issued pursuant to the Placement at an issue price of \$0.030 per Share less estimated costs associated with the Placement of \$200,000.
2. This figure is calculated by subtracting the costs of the Offers (\$60,000) from the funds raised from the issue of Loyalty Options available under the Offers (\$677,999), as follows:
 - a. The figure is calculated on the assumption that:
 - i. all Loyalty Options available under the Offers (135,599,766) will be issued at the issue price of \$0.005 per Loyalty Option; and
 - ii. the costs of the Offers will not exceed \$60,000.
 - b. The total Loyalty Options available under the Offers has been calculated using the following formula:

$$\text{Loyalty Options} = (\text{PS} + \text{CS}) / 4$$
Where:
 - i. PS = Placement (Tranche 1) Shares (70,747,704)
 - ii. CS = current Shares on issue (471,651,359)

5.2 Capital structure

The share capital structure of Mako Gold immediately following the Offers, on the basis that the Offers are fully subscribed (excluding rounding of Entitlements) and that Shareholder approval for the issue of the Placement Options, and Advisor Options and Post-Placement Options is obtained, will be as follows:

	Number	%
Shares		
Ordinary Shares on issue at the date of this Prospectus ¹	542,399,063	100%
Maximum number of new Shares under Prospectus	Nil ²	-
Total:	542,399,063	100%
Options		
Existing Options on issue at the date of this Prospectus ³	29,200,000	13.09%
Maximum number of Loyalty Options under Prospectus ⁴	135,599,766	62.56%
Total Options on issue upon completion of the Offers⁴	164,799,766	
Placement Options (subject to Shareholder approval) ⁵	43,333,350	19.42%
Advisor Options (subject to Shareholder approval) ⁶	11,000,000	4.93%
Post-Placement Options (maximum number subject to Shareholder approval and further offer to recipients of Placement (Tranche 2) Shares) ⁷	3,979,749	1.78%
Maximum Total Options on issue at completion of current proposed capital raisings	223,112,864	100%

Notes:

1. Including the issue of 70,747,704 Placement (Tranche 1) Shares issued on the date of this Offer but excluding the issue of an additional 15,918,995 Placement (Tranche 2) Shares (which remain subject to Shareholder approval).
2. No new Shares will be issued under the Offers. However, if all 135,599,766 Loyalty Options available under the Offers are issued and exercised before the Expiry Date, an additional 135,599,766 new Shares will be issued.
3. This figure excludes the Placement Options, the Advisor Options and the Post-Placement Options to be issued by the Company pursuant to the Placement (the issue of which subject to Shareholder approval).
4. Assuming that the Company issues the maximum number of Placement (Tranche 1) Shares and that no Existing Options are exercised prior to the Record Date. If any of the Existing Options are exercised prior to the Record Date, further Loyalty Options will be available for issue under the Offers pursuant to this Prospectus. If all Existing Options on issue as at the date of this Prospectus were exercised prior to the Record Date, the Company's issued capital would increase by 29,200,000 Shares resulting in a further 7,300,000 Loyalty Options being offered pursuant to this Prospectus (resulting in an increase in the maximum number of Loyalty Options offered under the Prospectus to 143,899,766). Assuming that all the Loyalty Options available under the Offers are subscribed for, this would increase the Company's total issued capital after

completion of the Offers to 571,599,063 Shares and 143,899,766 Options (excluding the Placement Options, the Advisor Options and the Post-Placement Options, which are subject to Shareholder approval).

5. The issue of the Placement Options remains subject to Shareholder approval and will not be issued until after the date of this Prospectus and the Record Date.
6. The issue of the Advisor Options remains subject to Shareholder approval and will not be issued until after the date of this Prospectus and the Record Date.
7. The offer of the Additional Loyalty Options to the recipients of the Placement Shares (Tranche 2) remains subject to Shareholder approval and a separate offer by the Company to the recipients of Placement (Tranche 2) Shares and will not be issued until after the date of this Prospectus and the Record Date.

As at the date of this Prospectus, the Company has the following Existing Options on issue:

Number of Options	Holder	Exercise price	Expiry date
4,000,000 unlisted options	Lead managers in the Placement conducted in August 2021	\$0.12	31 August 2023
10,200,000 unlisted options	Eligible participants under the Company's Employee Share and Option Plan	\$0.155	30 November 2023
15,000,000 unlisted options	Lead managers in the Placement conducted in October 2022	\$0.0615	20 October 2024

Further Options (namely, the Placement Options, the Advisor Options and Post-Placement Options) are also proposed to be issued pursuant to the Placement, subject to Shareholder approval at the upcoming EGM.

The details of these Options are as follows:

Number of options to be issued (subject to Shareholder approval)	Holder	Exercise price	Expiry date
43,333,350 Placement Options	Participants in the Placement	\$0.050	24 months from the date of issue
11,000,000 Advisor Options	Those brokers and sub-brokers who acted as lead managers or otherwise assisted in the Placement	\$0.045	3 years from the date of issue
3,979,749 Post-Placement Options	Recipients of the Placement (Tranche 2) Shares	\$0.040	12 months from the date of issue

The offer of Post-Placement Options will be made to those investors who have been allocated Placement (Tranche 2) Shares, as these investors will not otherwise be eligible to participate in this Offer. The issue of the Post-Placement Options will be subject to the Company obtaining prior Shareholder approval at the upcoming EGM for the issue of the Placement (Tranche 2) Shares and the Post-Placement Options and the offer of the Post-Placement Options will be made on or around the issue of the Placement (Tranche 2) Shares. The Post-

Placement Options will be offered on the same terms as the Loyalty Options available under this Offer.

The details of these Post-Placement Options are as follows:

Maximum number of options to be offered/issued	Holder	Exercise price	Expiry date
3,979,749 Post-Placement Options	Recipients of Placement (Tranche 2) Shares	\$0.04	12 months from date of issue of the Loyalty Options under these Offers

5.3 Effects on control of the Company

Dilution

As no Shares are issued under the Offers, there is no immediate dilution of a Shareholders interest in the Company as a result of the Offers.

However, as a result of the issue of the Placement (Tranche 1) Shares, the interests of Shareholders who have not received Placement (Tranche 1) Shares have currently been diluted by approximately 13%. Upon the issue of the Placement (Tranche 2) Shares, the interests of shareholders who have not participated in the Placement will have been diluted by approximately 15.5%.

Assuming that all Loyalty Options are issued and exercised (and that none of the Placement Options, Advisor Options and Post-Placement Options are exercised), Shareholders who do not participate in the Entitlement Offer will be diluted by approximately a further 17% (based upon their current interest and assuming that all of the Placement Shares are issued) - representing dilution of approximately 32.5% based on their interest before the Placement.

Additionally, the Entitlement Offer is not being extended to Shareholders with registered addresses outside of the Eligible Jurisdictions and the holdings of those Shareholders in the Company will be diluted by approximately 32.5% in the event that all Placement Shares are issued and all Loyalty Options are issued and exercised (and that none of the Placement Options, Advisor Options and Post-Placement Options are exercised).

The interests of Shareholders will subsequently be further diluted to the extent that holders of Placement Options, Advisor Options and Post-Placement Options elect to exercise those Options before their respective expiry dates.

Control

While the final percentage interests held by Shareholders of the Company is entirely dependent on the extent to which they are Eligible Shareholders and to the extent to which the other Shareholders take up their Entitlements and, subsequently, exercise their Loyalty Options (and Placement Options where they have participated in the Placement), the Company expects that the potential effect of the issue of the Loyalty Options on the control of the Company will be minimal and that no Shareholder will increase their interest in the Company to greater than 19.99% as a result of applying for their Entitlement under the Entitlement Offer and then exercising all of their Loyalty Options.

In the event of a Shortfall, the Directors reserve the right to place the Shortfall at their sole discretion, the Corporations Act and the Listing Rules. To the extent that any Shareholder who applies for Additional Loyalty Options under the Shortfall may obtain a substantial interest in

the Company if they were to receive and exercise all Additional Loyalty Options applied for, the Shortfall will only be placed to the extent that such placement is in compliance with the takeover provisions of the Corporations Act, which restrict a person and their associates from having a relevant interest in the Company of not more than 19.99% (subject to a number of exemptions).

6. Risk factors

6.1 Introduction

There are risks which may impact on the operating and financial performance of the Group and, therefore, on the value of the Loyalty Options offered under this Prospectus. Some of these risks can be mitigated by the Group's systems and internal controls, but many are outside of the control of the Group and the Board. There can be no guarantee that the Company will achieve its stated objectives or that any forward-looking statements will eventuate. An investment in a business with limited operating history, such as Mako Gold, is considered speculative and an investor could lose most or all of any investment. There are also general risks associated with any investment in shares.

More specifically, the risks are that:

- (a) the price at which the Applicant is able to exercise the Loyalty Options is greater than the then current trading price of the Shares on the ASX due to changes in market circumstances;
- (b) the Applicant cannot sell the Loyalty Options;
- (c) the Company is placed in receivership or liquidation making it reasonably foreseeable that Shareholders could receive none, or only some of their initial investment; and
- (d) the Company fails to generate sufficient profit in order to pay dividends.

In the event of insolvency, the holders of fully paid ordinary shares and unlisted Options would not normally be liable to pay money to any person. An exception could occur where a distribution, such as a dividend, has been made to Shareholders in circumstances where the Company was unable at that time to meet the solvency test set out in the *Corporations Act*. In that case, a liquidator may call for a return of such distributions.

Potential investors should therefore carefully consider all associated risks before applying for Loyalty Options under this Prospectus and should consider their personal circumstances (including financial and taxation issues) and seek advice from their stockbroker, accountant, solicitor or other professional advisers before deciding whether to invest.

A number of material risk factors which may adversely affect the Group and the value of the Loyalty Options offered under this Prospectus are set out in this section. This is not an exhaustive list and there may be other factors which have an adverse effect on the Group and the value of the Loyalty Options offered under this Prospectus.

6.2 General Risks

The Loyalty Options that are to be issued pursuant to this Prospectus are speculative because of the nature of the business of the Company. The Company has interests in the exploration industry which is highly speculative, and no assurances can be made that the Company's particular interests or projects will be successful.

A summary of the major general risks are described below:

(a) Dilution

Shareholders should be aware that to the extent that they do not accept their Entitlements in full, a Shortfall will arise and all or part of any Shortfall may be placed by the Company, at the discretion of the Directors, to other parties. In such case their interest in the Company may be significantly diluted. Further the Entitlement Offer is

not being extended to Shareholders with registered addresses outside of the Eligible Jurisdictions and the holdings of those Shareholders in the Company will be diluted by the Offers. See section 5.3 for further details.

Acceptance of Entitlements or the placement of any Shortfall may also result in existing Shareholders or new investors significantly increasing their interest in the Company or obtaining a substantial interest in the Company. However, the Shortfall will only be placed to the extent that such placement is in compliance with the takeover provisions of the *Corporations Act*, which restrict a person and their associates from having a relevant interest in the Company of not more than 20.0%, subject to a number of exemptions.

The Company intends to secure commitments to place any Shortfall of Loyalty Options not subscribed for by Eligible Shareholders.

(b) **Share market risk**

The market price of listed securities can be expected to rise and fall in accordance with general market conditions and factors specifically affecting the Australian resources sector and exploration companies in particular. The Loyalty Options carry no guarantee in respect of profitability, dividends, return on capital, or the price at which they may trade on the ASX.

There are a number of factors (both national and international) that may affect the share market price and neither the Company nor its Directors have control of those factors.

(c) **General economic conditions**

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that economic climate include the general level of economic activity, interest rates, inflation, supply and demand, industrial disruption and other economic factors. The price of commodities will also be of particular relevance to the Company. These factors are beyond the control of the Company and the Company cannot, with any degree of certainty, predict how they will impact on the Company.

The general economic outlook is also impacted by the on-going consequences of COVID-19. The COVID-19 pandemic and the associated preventative measures have affected and will continue to adversely affect consumer behavior and business activity levels and cause sudden and significant changes and volatility in regional and global economic conditions and financial markets. A prolonged downturn in general economic conditions may have a material adverse impact on Mako's trading and financial performance.

(d) **Share price fluctuations**

The market price of the Company's securities will be subject to varied and often unpredictable influences in the share market. Both domestic and world economic conditions may affect the performance of the Company. Factors such as the level of industrial production, inflation and interest rates impact all commodity prices.

(e) **Share Liquidity risk**

Shareholders of the Company may be unable to sell significant quantities of the Company's Shares into the public trading markets without a significant reduction in the price of their Shares, if any at all. The Company may need to take action in order to continue to meet the listing requirements of the ASX.

(f) **Dividend risk**

The Company does not currently pay dividends. Payment of dividends on the Company's Shares is within the discretion of the Board and will depend upon the Company's future earnings, its capital requirements, financial condition, and other relevant factors. The Company does not currently intend to declare any dividends for the foreseeable future.

(g) **Legislative change**

Changes in government regulations and policies may adversely affect the financial performance or the current and proposed operations generally of the Company. Mako Gold is not aware of any current or proposed material changes in the applicable regulations or policy.

(h) **Unforeseen expenses**

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

(i) **Additional capital requirements**

The Company's ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available to the Company on favourable terms or at all. If adequate funds are not available on acceptable terms, the Company may not be able to take advantage of opportunities or otherwise respond to competitive pressures.

(j) **Regulatory risk, Government policy**

Changes in relevant taxation, interest rates, other legal, legislative and administrative regimes and Government policies in Australia, may have an adverse effect on the assets, operations and ultimately the financial performance of the Company and the market price of its securities.

(k) **Availability of Labour risk**

The Company will require skilled labour workers and engineers to carry out its operations. Industrial disruptions, work stoppages and accidents in the course of the Company's operations could result in losses and delays, which may adversely affect profitability.

The Company may experience a skills shortage. Due to the high demand for skilled and unskilled labour, there is a growing expectation of higher wages. Atlantic strives to employ the best people however, this can come at a high price or may delay operations should it not be able to attain and retain those people.

(l) **Terrorist attack or other sustained armed conflicts**

Terrorist activities, anti-terrorist efforts or other armed conflict involving Australia or in other countries or their interests abroad may adversely affect the Australian and global economies. If events of this nature occur and persist, the associated political instability and societal disruption could reduce overall demand for minerals potentially putting downward pressure on prevailing minerals prices and adversely affect and the Company's activities.

6.3 **Risks specific to an investment in the Company**

In addition to the general market and economic risks noted in section 6.2, Applicants should be aware of risks specific to an investment in the Company, which may include, but are not limited to those risks described below.

(a) **Exploration and Evaluation Risk**

Mineral exploration and development are high risk undertakings. While the Company has attempted to reduce this risk by selecting projects that have identified gold mineralisation, there is still no guarantee of success.

Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited. It is impossible to ensure that the exploration or development programs planned by Mako Gold will result in profitable commercial mining operations. The circumstances in which a mineral deposit becomes or remains commercially viable depend on a number of factors. These include the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as Mako Gold successfully obtaining all necessary consents and approvals and the successful design, construction and operation of gathering, processing and transportation facilities.

A combination of these factors may result in projects not being developed, or operations becoming unprofitable. Delays or difficulties in obtaining relevant approvals, or obtaining conditional or limited approvals, may interfere with the Company's operations which could materially impact the business, financial position and performance of the Company. Furthermore, should Mako Gold be unable to secure new exploration areas and resources, there could be a material adverse effect on the Company's prospects for mineral exploration and its success in the future.

(b) **Changes in commodity price**

Once the Napié Project is complete, Mako Gold will derive its revenues mainly from the sale of gold and/or associated minerals, and from royalties gained from potential joint ventures or from mineral projects sold. Consequently, the Company's potential future earnings could be closely related to the price of these commodities.

The value and long-term price of gold will fluctuate and is affected by numerous industry factors including demand for gold, forward selling by producers, production cost levels in major producing regions and macroeconomic factors such as inflation, interest rates, currency exchange rates and global and regional demand for, and supply of, gold. The Company's prospects and perceived value will also be influenced from time to time by the prevailing short-term prices of the commodities targeted in its exploration programs.

These factors may cause volatility which in turn, may affect the Company's ability to finance its operations and/or bring the Company's products to market.

If the market price of gold or other minerals sold by Mako Gold were to fall below the costs of production and remain at such a level for any sustained period, the Company

would experience losses and could have to curtail or suspend some or all of its proposed mining activities. In such circumstances, Mako Gold would also have to assess the economic impact of any sustained lower commodity prices on recoverability.

(c) **Permit Risks**

The rights to mineral permits carry with them various obligations which the holder is required to comply with in order to ensure the continued good standing of the permit and, specifically, obligations in regard to minimum expenditure levels and responsibilities in respect of the environment and safety. Failure to observe these requirements could prejudice the right to maintain title to a given area and result in government action to forfeit a permit or permits.

There is no guarantee that current or future exploration permit applications or existing permit renewals will be granted, that they will be granted without undue delay, or that the Company can economically comply with any conditions imposed on any granted exploration permits.

The permits for the Napié Project are required to be renewed in the near future and the Company has engaged with the Government of Côte d'Ivoire in relation to their renewal and in respect of the process which is required to be undertaken. The Company expects that the permits will be renewed, but the decision whether or not to renew the permits belongs at the discretion of the Government of Côte d'Ivoire.

(d) **Title Risk**

The exploration permits in which the Company has now, or may, in the future, acquire an interest, are subject to the applicable local laws and regulations. There is no guarantee that any permits, applications or conversions in which the Company has a current or potential interest will be granted.

All of the projects in which the Company has an interest will be subject to application for permit renewal from time to time. Renewal of the term of each permit is subject to applicable legislation. If the permit is not renewed for any reason, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that permit.

Although the Company has taken steps to verify the title to the resource properties in which it has or has a right to acquire an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title. Title to resource properties may be subject to unregistered prior agreements or transfers and may also be affected by undetected defects or other stakeholder rights.

(e) **Contractual Risks**

The Company's ability to efficiently conduct its operations in a number of respects, including with regards to managing its interest in the Napié Permit in Côte d'Ivoire, depends upon third parties. Accordingly, the Company has entered into contractual agreements to document these third party arrangements. As in any contractual relationship, the ability for Mako Gold to ultimately receive benefits from these contracts is dependent upon the relevant third party complying with its contractual obligations.

To the extent that such third parties default in their obligations, it may be necessary for Mako Gold to enforce its rights under any of the contracts and pursue legal action.

Such legal action may be costly and no guarantee can be given by Mako Gold that a legal remedy will ultimately be granted on appropriate terms.

Additionally, some existing contractual arrangements that have been entered into by Mako Gold may be subject to the consent of third parties being obtained to enable Mako Gold to carry on all of its planned business and other activities and to obtain full contractual benefits.

No assurance can be given that any such required consent will be forthcoming. Failure by Mako Gold to obtain such consent may result in the Company not being able to carry on all of its planned business and other activities or proceed with its rights under any of the relevant contracts requiring such consent.

The Company's interests in the Napié Permit is subject to a joint venture agreement with African American Investment Fund SA (**AAIF**) (**AAIF JV Agreement**). Under the AAIF JV Agreement, Mako Gold holds a 90% participating interest in the Napié Permit and AAIF holds the remaining 10% participating interest, free carried until completion of a feasibility study which demonstrates that it is commercially feasible to develop a mining project.

Additionally, the Company may wish to develop its projects or future projects through further co-development arrangements or through joint venture arrangements. Any such arrangements entered into by, or interests in such arrangements assigned to, the Company could be affected by the failure or default of any of the participants in those arrangements.

(f) **Operational risk**

If the Company decides to develop and commission a mine, the operations of the Company including mining and processing may be affected by a range of factors. These include failure to achieve predicted grade in exploration, mining and processing, technical difficulties encountered in commissioning and operating plant and equipment, mechanical failure, metallurgical problems which affect extraction rates and costs, adverse weather conditions, industrial and environmental accidents, industrial disputes, unexpected shortages or increase in the costs of consumables, spare parts, plant and equipment.

(g) **Foreign operations - Government policy**

The availability and rights to explore and mine, as well as industry profitability generally, can be affected by changes in government policy that are beyond the control of the Company.

Changes in relevant taxation, interest rates, other legal, legislative and administrative regimes or government policies in Australia and Côte d'Ivoire may have an adverse effect on the assets, operations and ultimately the financial performance of Mako Gold.

In addition to the normal level of income tax imposed on all industries, Mako Gold may be required to pay government royalties, indirect taxes, VAT, GST and other imposts which generally relate to revenue or cash flows. Industry profitability can be affected by changes in government taxation policies.

Changing attitudes to environmental, land care, cultural heritage and stakeholder rights' issues, together with the nature of the political process, provide the possibility for future policy changes. There is a risk that such changes may affect the Company's exploration plans or, indeed, its rights and/or obligations with respect to the permits.

(h) **Land Access Risk**

Land access is critical for exploration and evaluation to succeed. In all cases the acquisition of prospective permits is a competitive business, in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential.

Access to land in Côte d'Ivoire for exploration and mining purposes can be affected by small non-mechanised mining operations or land ownership, including private (freehold) land, pastoral lease and regulatory requirements within the jurisdiction where the Company operates.

Mako Gold will formulate its development plans and activities to accommodate and work within the access restrictions outlined, however the requirements can be complex and sometimes require approvals, consents or negotiations involving government or third parties. As such, there is a risk one or more of these access issues may prevent or delay Mako Gold from implementing its intended activities which may thereby adversely affect the Company's financial position and prospects.

Additionally, the Company's projects are located in areas which can be difficult to access at times. Natural events, such as cyclones, floods and fire, which are beyond the control of the Company, may prevent access to the Company's tenements or offices or otherwise affect the Company's ability to undertake planned exploration or development (and potentially production).

As a result, costs associated with Mako Gold carrying on its business may significantly increase and exceed the amount allocated in the Company's budget. In certain circumstances the Company may be prevented from undertaking its business operations completely, which is likely to have a materially adverse effect on the Company.

(i) **Climate Change risk**

The operations and activities of Mako Gold are subject to changes to local or international compliance regulations related to climate change mitigation efforts, specific taxation or penalties for carbon emissions or environmental damage and other possible restraints on industry that may further impact the Company. While Mako Gold will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences.

Climate change may also cause certain physical and environmental risks that cannot be predicted by Mako Gold, including events such as increased severity of weather patterns, incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

(j) **Operational Risk**

If the Company decides to develop and commission a mine, the operations of the Company including mining and processing may be affected by a range of factors. These include failure to achieve the predicted grade in exploration, mining and processing, technical difficulties encountered in commissioning and operating plant and equipment, mechanical failure, metallurgical problems which affect extraction rates and costs, adverse weather conditions, industrial and environmental accidents, industrial disputes, unexpected shortages or increase in the costs of consumables, spare parts, plant and equipment.

(k) **Management actions**

Directors of the Company will, to the best of their knowledge, experience and ability (in conjunction with their management) endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability for the same, with the aim of eliminating, avoiding and mitigating the impact of risks on the performance of the Company and its operations.

The success of the Company is currently largely dependent on the performance of its directors and officers.

There is no assurance that the Company can maintain the services of its directors and officers, or other qualified personnel required to operate its business. The loss of the services of these persons could have a material adverse effect on the Company and its prospects.

(l) **Environmental regulation and risks**

Mako Gold's operations and projects are subject to the laws and regulations of all jurisdictions in which it has mineral interests and carries on business, regarding environmental compliance and relevant hazards.

These laws and regulations set standards regulating certain aspects of health and environmental quality and provide for penalties and other liabilities for the violation of such standards. They also establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted.

Significant liability could be imposed on Mako Gold for damages, clean-up costs, or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of property acquired by the Company, or non-compliance with environmental laws or regulations. Mako Gold proposes to minimise these risks by conducting its activities in an environmentally responsible manner, in accordance with applicable laws and regulations and where possible, by carrying appropriate insurance coverage.

There is also a risk that the environmental laws and regulations may become more onerous, making the Company's operations more expensive. Amendments to current laws, regulations and permits governing operations and activities of gold exploration companies, or more stringent implementation thereof, could have a material adverse impact on Mako Gold and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new properties.

(m) **Reliance on Key Personnel**

The Company's progress in pursuing its exploration and evaluation programs within the time frames and within the costs structure as currently envisaged, could be dramatically influenced by the loss of existing key personnel or a failure to secure and retain additional key personnel as the Company's exploration program develops. The resulting impact from such loss would be dependent upon the quality and timing of the employee's replacement.

Although the key personnel of the Company have a considerable amount of experience and have previously been successful in their pursuits of acquiring, exploring and evaluating mineral projects, there is no guarantee or assurance that they will be successful in their objectives pursuant to this Prospectus.

(n) **Financing risk**

The Company's ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available to the Company on favourable terms or at all. If adequate funds are not available on acceptable terms, the Company may not be able to take advantage of opportunities or otherwise respond to competitive pressures.

Although the Directors believe that on completion of the Offers the Company will have sufficient working capital to carry out its short-term business objectives, there can be no assurance that such objectives can be met without further financing or, if additional financing is necessary, that financing can be obtained on favourable terms or at all. Further, if additional funds are raised by issuing equity securities, this may result in dilution for some or all of the Shareholders.

(o) **Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has in place a planning and budgeting process to help determine the funds required to meet its operating and growth objectives. The Company prepares cash forecasts and maintains cash balances to meet short and long-term cash requirements. The Company's objective is to raise sufficient funds from equity and/or debt to finance its exploration and development activities until its operations become profitable.

The Company manages its liquidity risk by planning and budgeting its operational and growth requirements. The Company monitors its forecast cash flows and ensures funds are in place to meet its operational needs in the short to medium term.

Whilst the Company has sufficient financial resources, there is no assurance that additional funding will be available to allow the Company to acquire, explore and develop its exploration assets. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration or development. Apart from the initiatives discussed above, the Company is not aware of any trends, commitments or events that may affect its liquidity in the foreseeable future as it progresses to the development stage. Material increases or decreases in the Company's liquidity will be substantially determined by the success or failure of raising additional funds through private placements and the Company's future expenditure, as well as the Company's third party partners complying with their contractual obligations for the co-development of the Company's Projects (see 'Contractual risks' above).

The Company believes that it has sufficient funds to meet its obligations for the foreseeable future.

(p) **Exchange rate risk**

The revenues, earnings, assets and liabilities of Mako Gold may be exposed adversely to exchange rate fluctuations. Mako Gold's expenses and revenue may be denominated in Australian Dollars or a foreign currency. As a result, fluctuations in exchange rates could result in unanticipated and material fluctuations in the financial results of the Company.

(q) **Industrial disputes**

Industrial disruptions, work stoppages and accidents in the course of the Company's operations could result in losses and delays, which may adversely affect profitability.

(r) **Contractors**

The Company is dependent on contractors and suppliers to supply vital services to its operations. The Company is therefore exposed to the possibility of adverse developments in the business environments of its contractors and suppliers. Any disruption to services or supply may have an adverse effect on the financial performance of the Company.

(s) **Mine development**

The revenues, earnings, assets and liabilities of Mako Gold may be exposed adversely to exchange rate fluctuations. Mako Gold's expenses and revenue may be denominated in Australian Dollars or a foreign currency. As a result, possible future development of a mining operation at any of the Company's current or future projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If Mako Gold discovers an economically viable mineral deposit that it intends to develop, it will, among other things, require various approvals, licences and tenements before it will be able to mine the deposit. There is no guarantee that Mako Gold will be able to obtain all required approvals, licences and tenements. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected.

If Mako Gold commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions, pandemics or accidents.

The risks outlined above mean that there can be no assurances as to the future development of a mining operation in relation to the Napié Project (or other future projects) or that Mako Gold will achieve commercial viability through the development or mining of any its projects.

(t) **Competition risk**

Mako Gold will compete with other companies, including major mineral resources companies. Some of these companies have greater financial and other resources than Mako Gold and, as a result, may be in a better position to compete for business opportunities. There can be no assurance that the Company can compete effectively with these companies.

(u) **Estimates of Mineral Resources**

The Company has estimated Inferred Mineral Resources across its Napié tenements. The Mineral Resources are estimates only and are based on interpretations, knowledge, experience and industry practice which may change when new techniques or information becomes available. Applicants should be aware that inclusion of material in a Mineral Resource estimate does not require a conclusion that material may be economically extracted at the tonnages indicated, or at all.

Estimates that are valid when made may change significantly when new information becomes available. In addition, price fluctuations, as well as increased production costs or reduced throughput and/or recovery rates, may render reserves and resources uneconomic and so may materially affect the estimates.

(v) **Exploration Maps and Diagrams risk**

The Company has commissioned and produced numerous diagrams and maps to help identify and describe its tenements and the targets sought by the Company on those tenements. Maps and diagrams should only be considered an indication of the current intention in relation to targets and potential areas for exploration and drilling, which may change.

(w) **Litigation risk**

All industries, including the mining industry, may be subject to legal claims whether or not they have merit. The Company maintains Directors' and Officers' liability insurance. The Company has also provided an indemnity for each Non-Executive Director and Executive Director to the maximum extent permitted by law, against any liability for legal costs incurred in respect of liability incurred by them, as or by virtue of their holding office as, and acting in the capacity of, an officer of the Company, except where the liability arises out of conduct involving lack of good faith or in breach of the law.

Whilst Mako Gold is not aware of any current or proposed litigation against it, the Company may be subject to litigation and other claims and disputes in the course of its business, including employment disputes, contractual disputes, indemnity claims and occupational and personal claims. Such litigation, claims and disputes, including the costs of settling claims and operational impacts, could cause the Company to incur unforeseen loss, costs or expenses (including loss, cost or expense that is not covered by insurance policies), could occupy a significant amount of management's time and attention and could materially adversely affect the Company's business, operating and financial performance. In addition, even if the Company was to ultimately prevail in any such litigation, claim or dispute, it could suffer reputational damage, which could have an adverse effect on the Company's business, operating or financial performance.

(x) **Ukraine Conflict risk**

The current conflict between Ukraine and Russia (**Ukraine Conflict**) is creating and is likely to continue to create impacts to the global economic markets that are unpredictable. The nature and extent of the effect of the Ukraine Conflict on the performance of the Company remains unknown.

The Directors are continuing to monitor the potential secondary and tertiary macroeconomic impacts of the unfolding events, including the changing pricing of commodity and energy markets and the potential of cyber activity impacting governments and businesses.

Further, any governmental or industry measures taken in response to the Ukraine Conflict, including limitations on travel and changes to import/export restrictions and arrangements involving Russia or Belarus, may adversely impact the Company's operations and are likely to be beyond the control of the Company.

While the Company has not assumed any ongoing direct business with Ukrainian, Belarusian or Russian companies, the indirect impacts of the conflict may have unpredictable indirect consequences on the Company's future business. It is expected that the situation will continually evolve, and the consequences are therefore inevitably uncertain.

As announced by the Company to the ASX on 10 August 2021 the Company sold its Niou Project in Burkina Faso to Nord Gold SE, which is a company based in Russia.

The Company remains entitled to a 1% Net Smelter Royalty if Nord Gold identifies a specified resource and advances that resource to production, which Nord Gold has a right to purchase at any time. As this is a long term contractual arrangement and is not connected to the current operations of the Company, the impacts of the current conflict are unable to be determined.

Shareholders should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for the Loyalty Options.

7. Additional information

7.1 Transaction specific prospectus

Mako Gold is a disclosing entity and therefore subject to regular reporting and disclosure obligations under the *Corporations Act*. Under those obligations, the Company is obliged to comply with all applicable continuous disclosure and reporting requirements in the ASX Listing Rules.

This Prospectus is issued under section 713 of the *Corporations Act*. This section enables disclosing entities to issue a prospectus in relation to securities in a class of securities which has been quoted by ASX at all times during the three months before the date of the Prospectus or options to acquire such securities. Apart from formal matters this Prospectus need only contain information relating to the terms and conditions of the Offers, the effect of the Offers on the Company and the rights and liabilities attaching to the Loyalty Options.

Copies of the documents lodged by the Company with ASIC may be obtained from or inspected at an office of ASIC.

The Company will provide a copy of any of the following documents, free of charge, to any person who asks for a copy of the document before the relevant Closing Date in relation to this Prospectus:

- (a) annual financial report for the period ending 30 June 2022;
- (b) reviewed half-yearly financial statements for the Company for the period ending December 2022; and
- (c) any other financial statements lodged in relation to the Company with ASIC and any continuous disclosure notices given by the Company to ASX, in the period starting immediately after lodgement of the annual financial report for the Company for the period ended 30 June 2022 and ending on the date of lodgement of this Prospectus with ASIC.

7.2 ASX Information and Share information

The ASX Announcements that the Company has made since 29 September 2022 are set out in Appendix A of this Prospectus. Copies of ASX announcements made by the Company may be obtained on the ASX website or the Company's website: www.makogold.com.au.

The highest and lowest prices of shares in the Company on the ASX in the three-month period before the date of this Prospectus and the respective dates of those sales are set out below.

Highest: \$0.44 on 21 March 2023 and 13 April 2023

Lowest: \$0.032 on 2 May 2023

The last market sale price of Shares as at 8 May 2023 was \$0.031.

The Loyalty Options will not apply for Official Quotation of the Loyalty Options on the ASX and are non-transferable. Accordingly, there is no current market value or trading history for the Loyalty Options.

7.3 Rights and liabilities attaching to Loyalty Options

The Loyalty Options will be issued on the following terms and conditions:

(a) *Consideration*

The Loyalty Options are issued as part of the Offers on the basis of:

- (1) an issue price of \$0.005 for each Loyalty Option issued; and
- (2) an exercise price of \$0.04 for each Loyalty Option exercised.

(b) *Terms of Exercise*

- (1) The exercise price of each Loyalty Option is \$0.04 (**Exercise Price**).
- (2) The final date and time for exercise of the Loyalty Options is 5.00pm (Brisbane time) on the date that is 12 months from the date of issue of the Loyalty Option (**Expiry Date**).
- (3) Subject to and conditional upon any adjustment in accordance with the conditions set out below, each Loyalty Option entitles the holder to subscribe for one fully paid Share upon payment of the Exercise Price prior to the Expiry Date.
- (4) The Loyalty Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with payment for the Exercise Price per Loyalty Option to the Company at any time on or after the date of issue of the Loyalty Options and on or before the Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.
- (5) The number of Loyalty Options that may be exercised at one time must be not less than 100,000, unless the Option holder holds less than 100,000 Loyalty Options in which case all Loyalty Options must be exercised at one time.
- (6) On the valid exercise of the Loyalty Options and payment of the Exercise Price, the Company will issue Shares (**Resulting Shares**) ranking pari passu with the Shares then on issue.
- (7) All Loyalty Options will automatically lapse on the earlier of:
 - (A) receipt by the Company of notice from the Loyalty Option holder that the Loyalty Option holder has elected to surrender the Loyalty Option; and
 - (B) the Expiry Date.
- (8) In the event of liquidation of the Company, all unexercised Loyalty Options will lapse.

(c) *Transferability*

The Loyalty Options are not transferable.

(d) *Rights to participate*

- (1) Loyalty Options do not confer any right on the holders of Loyalty Options to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where required pursuant to the Listing Rules, provide holders of Loyalty Options with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the Loyalty Options, in accordance with the requirements of the Listing Rules.
- (2) Holders of Loyalty Options will not participate in any dividends unless the Loyalty Options have been exercised and the Resulting Shares are issued prior to the record date to determine entitlements to the dividend.
- (3) Loyalty Options do not confer any voting rights on the holders. If the Loyalty Options are exercised then the holders will, upon issue of the Resulting Shares, be granted voting rights as described below in clause 7.4.

(e) *Quotation*

- (1) The Company does not intend to make an application to ASX for quotation of the Loyalty Options.
- (2) The Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of any Resulting Shares issued upon the exercise of Loyalty Options. The Company gives no assurance that such quotation will be granted.

(f) *Reconstructions*

In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:

- (1) the number of Loyalty Options, the Exercise Price, or both will be reconstructed (as appropriate) in a manner consistent with the Listing Rules as applicable at the time of reconstruction, but with the intention that such reconstruction will not result in any benefits being conferred on the holders of Loyalty Options which are not conferred on shareholders; and
- (2) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of Shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the Loyalty Options will remain unchanged.

(g) *Bonus issues*

- (1) If there is a bonus issue to the holders of Shares in the Company, the number of Shares over which the Loyalty Options is exercisable may be increased by the number of Shares which the holder of the Loyalty Options would have received if the Loyalty Options had been exercised before the record date for the bonus issue.
- (2) The terms of the Loyalty Options may only be changed if holders (whose votes are not to be disregarded) of Shares in the Company approve of such a change. However, the terms of the Loyalty Options must not be changed to reduce the Exercise Price, increase the number of Loyalty Options or change any period for exercise of the Loyalty Options.

(h) *Pro rata issues*

If there is a pro rata issue (except a bonus issue), the Exercise Price may be reduced according to the following formula:

$$O^n = O - \frac{E [P - (S + D)]}{N + 1}$$

Where:

- O^n = the new exercise price of the Loyalty Option
- O = the old exercise price of the Loyalty Option
- E = the number of underlying securities into which one Loyalty Option is exercisable
- P = the average market price per security (weighted by reference to volume) of the underlying securities during the five trading days ending on the day before the ex right date or the ex entitlements date
- S = the subscription price for a security under the pro rata issue
- D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue)
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security

7.4 **Rights and Liabilities of the Resulting Shares**

The Resulting Shares will be issued on the same terms and conditions as the Shares already on issue in the capital of the Company.

Full details of the rights and liabilities attaching to the Resulting Shares are set out in the Company's Constitution, a copy of which is available for inspection at the registered office of the Company during business hours. The following is a summary of the principal rights of holders of the Resulting Shares, subject to any special rights attaching to any class of share at a future time. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of the Company's Shareholders.

(a) *Voting*

At a general meeting of the Company on a show of hands, every member present in person, or by proxy, attorney or representative has one vote and upon a poll, every member present in person, or by proxy, attorney or representative has one vote for every Resulting Share held by them (in addition to any Shares already held).

(b) *Dividends*

The Resulting Shares will rank equally with all other issued shares in the capital of the Company and will participate in dividend out of profits earned by the Company from time to time. Subject to the rights of holders of shares with any special preferential or qualified rights attaching to them, the profits of the Company are divisible amongst the holders of Shares paid proportionately to the amounts paid on the Shares. The Directors may from time to time pay to Shareholders such interim dividends as in their judgment the position of the Company justifies.

(c) *Transfer of the Resulting Shares*

(1) Uncertificated system

Transfer of Resulting Shares may be effected by an instrument of transfer in accordance with any system recognised by the ASX Listing Rules and effected in accordance with the ASX Settlement Operating Rules approved under the Corporations Act or by an instrument of transfer in any usual form or by another form approved by the Directors or recognised by the Corporations Act or the ASX Listing Rules.

(2) Certificated system

Subject to the Constitution and the Corporations Act, a Shareholder's Resulting Shares may be transferred by instrument in writing in any form authorised by the Corporations Act and the ASX Listing Rules or in any other form authorised by the Corporations Act and the ASX Listing Rules or in any other form that the Directors approve. No fee shall be charged by the Company on the transfer of any Resulting Shares.

(3) Refusal to register

The Directors, may, in their absolute discretion, refuse to register any transfer of Resulting Shares or other securities where permitted to do so by the Corporations Act, the ASX Listing Rules or the ASX Settlement Operating Rules. The Directors must refuse to register any transfer of Shares or other securities when required to do so by the Corporations Act or the ASX Listing Rules. If the Directors decline to register a transfer, the Company must within five business days after the date of lodgement of such transfer give to the lodging party written notice of the refusal and the reasons for it.

(d) *Winding up*

Upon accepting the Entitlement to Loyalty Options and paying the Acceptance Money, Shareholders will have no further liability to make payments to the Company in the event of the Company being wound up pursuant to the provisions of the Corporations Act.

Further, upon electing to exercise a Loyalty Option and paying the Exercise Fee to the Company, Shareholders will have no further liability to make payments to the Company in the event of the Company being wound up pursuant to the provisions of the Corporations Act.

(e) *Future increases in capital*

The allotment and issue of any Loyalty Options and any Resulting Shares (upon exercise of the Loyalty Options) is under the control of the Directors. Subject to the Listing Rules, the Company's Constitution and the Corporations Act, the Directors may allot or otherwise dispose of Loyalty Options and Shares on such terms and conditions as they see fit.

(f) *Variation of Rights*

At present, the Company has only ordinary shares on issue. If the shares of another class were issued, the rights and privileges attaching to ordinary shares could only be altered with the approval of a resolution passed at a separate general meeting of the holders of ordinary shares by a three quarter majority of such holders or the written consent of the holders of at least three quarters of the ordinary shares.

(g) *General Meeting*

Each holder of Resulting Shares will be entitled to receive notice of and to attend and vote at general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.

For more particular details of the rights attaching to ordinary shares in the Company, investors should refer to the Constitution of the Company.

7.5 **Corporate Governance**

The Company has adopted a Corporate Governance Charter which can be obtained, at no cost, from the Company's registered office and is also available on the Company's website: www.makogold.com.au. The Company has not established any Board committees to assist the Board in exercising its authority.

The Company reports on its compliance with the recommendations made by the Corporate Governance Principles and Recommendations in its annual report. Where the Company's corporate governance practices do not correlate with the practices recommended by the ASX Corporate Governance Council, the Company is working towards compliance however it does not consider that all practices are appropriate for the Company due to the size and scale of the Company operations.

7.6 **Directors' interests**

The nature and extent of the interest (if any) that any of the Directors of the Company holds, or held at any time during the last two years in:

- (a) the formation or promotion of the Company;
- (b) property acquired or to be acquired by the company in connection with:
 - (1) its formation or promotion;
 - (2) the Offers; or
- (c) the Offers,

is set out below or elsewhere in this Prospectus.

Other than as set out below or elsewhere in this Prospectus, no one has paid or agreed to pay any amount, and no one has given or agreed to give any benefit to any director or proposed director:

- (a) to induce them to become, or to qualify as, a Director of the Company; or
- (b) for services provided by a director in connection with:
 - (1) the formation or promotion of the Company; or
 - (2) the Offers.

Set out below are details of the interest of the Directors in the securities of the Company immediately prior to lodgement of the Prospectus with the ASIC. Interest includes those securities held directly and indirectly. The table does not take into account any Loyalty Options the directors may acquire under the Entitlement Offer.

Director	Number of Shares	Number of Options	Exercise price and expiry date of Options	Number of Options Vested
Michele Muscillo	1,168,579 ¹	1,500,000	Exercise Price: \$0.155 Expiry Date: 30 Nov 2023	1,000,000
Peter Ledwidge	9,526,628 ²	2,000,000	Exercise Price: \$0.155 Expiry Date: 30 Nov 2023	1,333,333
Steven Zaninovich	789,756 ³	1,000,000	Exercise Price: \$0.155 Expiry Date: 30 Nov 2023	666,667

1. Excludes 333,334 Placement (Tranche 2) Shares, which remain subject to Shareholder approval at the EGM.
2. Excludes 1,666,667 Placement (Tranche 2) Shares, which remain subject to Shareholder approval at the EGM
3. Excludes 333,334 Placement (Tranche 2) Shares, which remain subject to Shareholder approval at the EGM

7.7 Directors Fees

Set out below is the remuneration paid to the current Directors of the Company and their associated entities for the past two years.

Directors' remuneration for the period from 30 June 2020 to 30 June 2022:

Director	Remuneration for FY21			Remuneration for FY22		
	Salary / Director fees	Options	Total	Salary / Director fees	Options	Total
Michele Muscillo	\$72,500	\$25,258	\$97,758	\$80,000	\$28,926	\$108,926
Peter Ledwidge	\$282,347 ²	\$33,678	\$316,025	\$279,328 ¹	\$38,568	\$317,896
Steven Zaninovich	\$37,500	\$16,839	\$54,339	\$50,000	\$19,284	\$69,284

Notes:

1. Includes \$24,328 of superannuation contributions and accrued leave benefits.
2. Includes \$32,005 of superannuation contributions and accrued leave benefits.

The Board considers that these fees are reasonable remuneration pursuant to section 211 of the *Corporations Act* and accordingly, member approval is not required.

Details of the intention of Directors to participate in the Offer is set out in section 1.10.

7.8 Substantial Holders

The following are details of those Shareholders who hold more than 5% of the Shares prior to the date of this Prospectus:

Substantial Holder	Number of Shares	% ¹
Sparta AG	51,228,261	9.44% ²
Dundee Resources Limited	45,327,285 ³	8.36% ³

1. *The voting interests are calculated based upon the issued capital of the Company after the issue of Placement (Tranche 1) Shares, but not the issue of Placement (Tranche 2) Shares, which are subject to Shareholder approval.*
2. *Sparta AG has not subscribed for Placement Shares. Upon the issue of the Placement (Tranche 2) Shares, its interest will be 9.2%.*
3. *Dundee Resources Limited has subscribed for 8,328,962 Placement (Tranche 2) Shares. Upon the issue of the Placement (Tranche 2) Shares, the number of shares held will be 53,656,247 and its interest will increase to 9.61%.*

7.9 Related party transactions

From time to time the Company may be party to transactions with related parties including:

- (a) employment and service arrangements; and
- (b) payment of Directors fees.

The Company believes that it has made appropriate disclosure of past related party transactions and other than any further disclosure specifically set out below or made elsewhere in this Prospectus does not intend to make any further disclosure of such transactions which transactions will have either proceeded on an "arms length" basis, reasonable remuneration basis or been approved by shareholders in general meeting.

The Company discloses the following transactions with related parties which have either proceeded on an "arms length" or reasonable remuneration basis or have been approved by Shareholders in general meeting. The transactions are:

- (a) employment agreement with Peter Ledwidge and remuneration payable pursuant to those agreements;
- (b) Non-Executive Director agreements with Michele Muscillo and Steven Zaninovich and payment of directors fees to Non-Executive Directors;
- (c) issue of Options to Directors; and
- (d) issue of Shares and Options to Directors pursuant to offers made available to the public or existing shareholders.

The Board considers that the remuneration and benefits are reasonable remuneration pursuant to section 211 of the *Corporations Act* and accordingly, member approval is not required.

7.10 **Payment of Non-Executive Director fees**

Each of the Non-Executive Directors of the Company (being Michele Muscillo and Steven Zaninovich) are entitled to be paid directors' fees in the amount set out in the table at clause 7.7.

The Board considers that these fees are reasonable remuneration pursuant to section 211 of the Corporations Act and accordingly, member approval is not required.

7.11 **Interests of experts and advisers**

This section applies to persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, promoters of the Company and stockbrokers or arrangers to the Offer (collectively **Prescribed Persons**).

Other than as set out below or elsewhere in this Prospectus, no Prescribed Person has, or has had in the last two years, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired in connection with the formation or promotion of the Company or the Offer; or
- (c) the Offer of Loyalty Options under this Prospectus.

Other than that as set out below or elsewhere in this Prospectus, no benefit has been given or agreed to be given to any Prescribed Person for services provided by a Prescribed Person in connection with the:

- (a) formation or promotion of the Company; or
- (b) offer of Loyalty Options under this Prospectus.

HopgoodGanim Lawyers are acting as solicitors to the Offer and have performed work in relation to the Prospectus. In doing so, HopgoodGanim Lawyers have placed reasonable reliance upon information provided to them by the Company. HopgoodGanim Lawyers does not make any statement in this Prospectus. In respect of this work, the Company estimates that it will pay approximately \$25,000 (excluding disbursements and GST) to HopgoodGanim Lawyers in relation to the work in relation to the Prospectus. This does not include costs arising from work in relation to the Placement. HopgoodGanim Lawyers are the Company's Australian lawyers and are engaged from time to time by the Company on a variety of matters. Further amounts may be paid to HopgoodGanim Lawyers in accordance with its normal time based charges.

7.12 **Limitation on foreign ownership**

The Foreign Acquisitions and Takeovers Act (**FATA**) sets limitations on the ability of foreign persons to hold shares or other securities convertible into shares (such as options) in an Australian company. Foreign persons whom are controlled by a foreign government may also be subject to further requirements under Australia's Foreign Investment Policy as published by the Foreign Investment Review Board from time to time.

The FATA regulates acquisitions giving rise to ownership of substantial amounts of a company's shares.

The FATA prohibits:

- (a) any natural person not ordinarily resident in Australia; or
- (b) any corporation in which either a natural person not ordinarily resident in Australia or a foreign corporation (as defined in the FATA) holds a controlling interest; or
- (c) two or more such persons or corporations,

from acquiring or entering into an agreement to acquire an interests in an existing Australian corporation if after the acquisition such person or corporation would hold a substantial interest in a corporation, or where two or more persons or corporations would hold an aggregate substantial interest (defined below), without first applying in the prescribed form for approval by the Australian Treasurer and receiving such approval or receiving no response in the 40 days after such application was made.

A foreign shareholder will not be required to seek approval by the Australian Treasurer where they are acquiring their entitlement under a pro-rata entitlement offer.

Acquisitions of interests may include the acquisition of shares, options or any other instrument which may be converted to shares, as well as any other type of arrangement which results in control of the corporation.

A holder will be deemed to hold a substantial interest in a corporation if the holder alone or together with any associates (as defined in the FATA) is in a position to control not less than 15% of the voting power in the corporation or holds interests in not less than 15% of the issued shares in that corporation. Two or more holders hold an aggregate substantial interest in a corporation if they, together with any associates (as so defined), are in a position to control not less than 40% of the voting power in that corporation or hold not less than 40% of the issued Shares in that corporation.

7.13 **Subsequent events**

There has not arisen, at the date of this Prospectus any item, transaction or event of a material or unusual nature not already disclosed in this Prospectus which is likely, in the opinion of the Directors of the Company to affect substantially:

- (a) the operations of the Company,
- (b) the results of those operations; or
- (c) the state of affairs of the Company.

7.14 **Litigation**

The Company is not engaged in any litigation which has or would be likely to have a material adverse effect on either the Company or its business.

7.15 **Privacy**

By submitting an Entitlement and Acceptance Form for Loyalty Options you are providing to the Company personal information about yourself. If you do not provide complete and accurate personal information, your application may not be able to be processed.

The Company maintains the register of members of the Company through Link Market Services Limited an external service provider. The Company requires Link to comply with the National Privacy Principles with performing these services. The Company's register is required under the *Corporations Act* to contain certain personal information about you such as

your name and address and number of shares and options held. In addition the Company collects personal information from members such as, but not limited to, contact details, bank accounts and membership details and tax file numbers.

This information is used to carry out registry functions such as payment of dividends, sending annual and half yearly reports, notices of meetings, newsletters and notifications to the Australian Taxation Office. In addition, contact information will be used from time to time to inform members of new initiatives concerning the Company.

The Company understands how important it is to keep your personal information private. The Company will only disclose personal information we have about you:

- (a) when you agree to the disclosure;
- (b) when used for the purposes for which it was collected;
- (c) when disclosure is required or authorised by law;
- (d) to other members in the Mako Gold group of companies;
- (e) to your broker;
- (f) to external service suppliers who supply services in connection with the administration of the Company's register such as mailing houses and printers, Australia Post and financial institutions.

You have the right to access, update and correct your personal information held by the Company and Link, except in limited circumstances. If you wish to access, update or correct your personal information held by Link or by the Company please contact our respective offices.

If you have any questions concerning how the Company handles your personal information please contact the Company.

7.16 Expenses of the Offer

All expenses connected with the Offer are being borne by the Company. Total expenses of the Offer are estimated to be in the order of \$60,000. This does not include costs associated with the Placement.

7.17 Consents and disclaimers

Written consents to the issue of this Prospectus have been given and at the time of this Prospectus have not been withdrawn by the following parties:

HopgoodGanim Lawyers has given and has not withdrawn its consent to be named in this Prospectus as lawyers to the Offer in the form and context in which it is named. It takes no responsibility for any part of the Prospectus other than references to its name.

Link Market Services Limited has given and, at the date of this Prospectus, has not withdrawn, its written consent to be named as Share Registrar in the form and context in which it is named. It has had no involvement in the preparation of any part of the Prospectus other than being named as Share Registrar to the Company and has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

7.18 **Directors' statement**

This Prospectus is issued by Mako Gold Limited. Each director has consented to the lodgement of the Prospectus with ASIC.

Signed on the date of this Prospectus on behalf of Mako Gold Limited by


.....

Peter Ledwidge
Director

8. Definitions and glossary

Terms and abbreviations used in this Prospectus have the following meaning:

Acceptance	An acceptance of Entitlements
Acceptance Money	The Offer Price multiplied by the number of Loyalty Options accepted for
Additional Loyalty Options	Has the meaning given in section 1.9
Advisor Options	the Options to be issued to the Lead Managers (subject to Shareholder approval) in connection with the services provided in relation to the Placement
Applicant	An Eligible Shareholder who submits an Entitlement and Acceptance Form
Application Form	An application form in respect of the Shortfall Offer in a form accompanying this Prospectus.
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited and the Australian Securities Exchange
ASX Listing Rules	The official listing rules of the ASX
ASX Settlement	ASX Settlement Pty Ltd
ASX Settlement Operating Rules	The operating rules of ASX Settlement
Board	The board of directors of Mako Gold
Business Day	A day, other than a Saturday, Sunday or public holiday, on which banks are open for general banking business in Brisbane
Closing Date	The date by which valid acceptances must be received by the Share Registry, being, with respect to the: (a) Entitlement Offer, 5:00pm (AEST) Friday, 2 June 2023; (b) Shortfall Offer, 5:00pm (AEST) Friday, 9 June 2023, or such other date determined by the Board.
Company or Mako Gold	Mako Gold Limited ACN 606 241 829
Constitution	The Constitution of the Company
Corporate Governance Principles and Recommendation	Corporate Governance Principles and Recommendation 3rd Edition initially released by the ASX Corporate Governance Council in March 2014
Corporations Act	<i>Corporations Act</i> 2001 (Cth)
Directors or Board	The Board of directors of Mako Gold from time to time
EGM	The extraordinary general meeting of the Company to approve the issue of the Placement Shares (Tranche 2), Placement Options and Post-Placement Options, expected to be held on or about Friday, 16 June 2023.
Eligible Jurisdictions	Australia, New Zealand, Germany and Canada (Ontario)

Eligible Shareholder	A shareholder of the Company that holds Shares in the Company on the Record Date with a registered address in any of the Eligible Jurisdictions
Entitlement and Acceptance Form or Form	An entitlement and acceptance form in the form accompanying this Prospectus
Entitlement Offer	The offer and issue of Loyalty Options to Eligible Shareholders in accordance with this Prospectus
Entitlements	The entitlement to accept Loyalty Options under this Prospectus
Exercise Price	The price payable to exercise a Loyalty Option, being \$0.040 per Loyalty Option
Existing Options	All existing Options to subscribe for Shares currently on issue as at the date of this Prospectus (which excludes the Placement Options and the Advisor Options)
Expiry Date	The date on which the Loyalty Options expire unless exercised sooner, being the date which is 12 months from the date of issue of the Loyalty Options
Group	The Company and each of its wholly owned subsidiaries
Investors	Investors identified and selected by the Company to participate in the Shortfall Offer
Law	The Corporations Act or any relevant and applicable law in Australia
Lead Manager	Each of DCP and Euroz Hartleys
Loyalty Options	The Options offered under this Prospectus
Offers	The Entitlement Offer and the Shortfall Offer and Offer means either of them
Offer Price	\$0.005 for each Loyalty Option applied for
Official List	The official list of entities that ASX has admitted and not removed
Official Quotation	Quotation on the Official List
Opening Date	The opening date of the Entitlement Offer, being Wednesday, 17 May 2023
Option Holders	The holders of the Existing Options
Options	Options on issue in the Company from time to time
Placement	The placement of the Placement (Tranche 1) Shares and the Placement (Tranche 2) Shares to sophisticated and professional investors at an issue price of \$0.030 per share to raise up to \$2,600,000, and the attaching Placement Options
Placement Options	The attaching Options to be issued to those sophisticated and professional investors who participated in the Placement (subject to Shareholder approval) on the basis of one Option for every two Shares subscribed for under the Placement, exercisable at \$0.005 per Option and expiring on 30 June 2025
Placement (Tranche 1)	70,747,704 Shares issued on Tuesday 9 May 2023 pursuant

Shares	to the Placement
Placement (Tranche 2) Shares	15,918,995 Shares to be issued pursuant to the Placement subject to Shareholder approval at the EGM
Post-Placement Options	the Options to be offered by the Company, on the same terms as the Loyalty Options, to the Tranche 2 Participants subject to Shareholder approval being obtained at the EGM
Prospectus	This Prospectus dated 9 May 2023 as modified or varied by any supplementary prospectus made by the Company and lodged with the ASIC from time to time and any electronic copy of this prospectus and supplementary prospectus
Record Date	7:00pm (AEST) Friday, 12 May 2023
Resulting Shares	the Shares issued on exercise of the Loyalty Options
Securities	Has the same meaning as in section 92 of the <i>Corporations Act</i>
Share Registry or Link	Link Market Services Limited
Shares	The ordinary shares on issue in Mako Gold from time to time
Shareholders	The holders of Shares from time to time
Shortfall	Those Loyalty Options for which the Entitlement lapses
Shortfall Offer	The offer and issue of the Loyalty Options forming part of the Shortfall to Investors the subject of the Prospectus.
US Securities Act	The US Securities Act of 1933, as amended.

Appendix A

(ASX Announcements)

Date	Title of Announcement
9 May 2023	Application for quotation of securities - MKG
9 May 2023	Placement Tranche 1 Completion and S708 Notice
3 May 2023	Update – Proposed issue of securities - MKG
3 May 2023	Update – Proposed issue of securities - MKG
1 May 2023	Reinstatement to Quotation
1 May 2023	Capital Raise Presentation
1 May 2023	Quarterly Cashflow Report
1 May 2023	Suspension from Quotation
1 May 2023	Proposed issue of securities - MKG
1 May 2023	\$2.6m Placement and Loyalty Option Offer
28 April 2023	Quarterly Activities Report
27 April 2023	Trading Halt
26 April 2023	Two 7km Manganese-Rich Horizons Discovered at Korhogo
22 March 2023	Brisbane Mining Conference Presentation
20 March 2023	Phase 2 Auger Results Victor into new RC Targets and Napié
10 March 2023	Half Year Accounts
27 February 2023	Drill for Equity MOU with Geo Drill for up to US\$2million
7 February 2023	121 Mining and Indaba Investor Presentation
6 February 2023	Infill auger commences on highest priority targets at Napié
1 February 2023	New gold zone outside mineral resource at Napié
30 January 2023	Quarterly Cash Flow Report
30 January 2023	Quarterly Activities Report
25 January 2023	Auger Results indicate potential for Napié resource growth
21 November 2022	Correction to Appendix 3Y
21 November 2022	Change of Directors Interest Notice x 3
18 November 2022	Section 708AA Cleansing Notice
18 November 2022	Notification regarding unquoted securities
18 November 2022	Application for quotation for securities
17 November 2022	Results of AGM
15 November 2022	25,000-meter auger program commences at Napié
2 November 2022	IMARC Conference Presentation
28 October 2022	Quarterly Cash Flow Report

28 October 2022	Quarterly Activities Report
24 October 2022	Notice of Change of Interest of Substantial Holder
24 October 2022	Cleansing Notice under Section 708A
24 October 2022	Application for Quotation of Securities
21 October 2022	Proposed issue of securities
21 October 2022	Mako completes 90% consolidation of Napié gold project
20 October 2022	Letter to Shareholders re AGM
20 October 2022	Notice of Annual General/Proxy Form
20 October 2022	Notice under Section 708A(5)(e)
20 October 2022	Application for quotation of securities
14 October 2022	Proposed issue of securities
14 October 2022	\$3.1million equity raise to fund Napié fund project growth strategy
12 October 2022	Investor Presentation
12 October 2022	Trading Halt
4 October 2022	Notification of Cessation of Securities
29 September 2022	Corporate Governance Statement
29 September 2022	Appendix 4G

Corporate Directory

Directors	Solicitors to the Offer
Michele Muscillo (Non-Executive Chairman) Peter Ledwidge (Executive Director) Steven Zaninovich (Non-Executive Director)	HopgoodGanim Lawyers Level 8 Waterfront Place 1 Eagle Street Brisbane QLD 4000 Tel: + 61 7 3024 0000 www.hopgoodganim.com.au
Administration and Registered Office	Share Registry
Level 6 144 Edward Street Brisbane QLD 4000 Tel: +61 7 3076 0727 www.makogold.com.au	Link Market Services Limited Level 21 10 Eagle Street Brisbane QLD 4000 Tel: 1300 857 499 (within Australia) +61 1300 857 499 (outside Australia) Fax: +61 2 9287 0303