

Notice of General Meeting

Notice of General Meeting and Explanatory Memorandum

Mako Gold Limited ACN 606 241 829

Date of Meeting: 28 September 2020

Time of Meeting: 9.30am (Brisbane time)

Place of Meeting: HopgoodGanim
Level 7
Waterfront Place
1 Eagle Street
Brisbane QLD 4000

This is an important document. Please read it carefully.

If Shareholders wish to attend the Meeting in person they will need to contact the Company Secretary Mr Paul Marshall (email: pmarshall@makogold.com.au) in order for the Company to ensure it is able to maintain compliance with COVID related restrictions applicable as at the Meeting date.

As a precaution in relation to COVID-19, each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the Meeting. Shareholders are strongly encouraged to vote online (www.linkmarketsecurities.com.au) or by lodging the proxy form attached to this Notice in accordance with the instructions set out on that form by no later than 9.30am on 26 September 2020.

Notice of General Meeting

Notice is given that a General Meeting of Shareholders of **Mako Gold Limited ACN 606 241 829 (Company)** will be held at the offices of HopgoodGanim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Qld 4000, on 28 September 2020 at 9.30am (Brisbane time).

Terms used in this Notice of Meeting are defined in Section 6 of the accompanying Explanatory Memorandum.

Agenda

Ordinary business

1. Resolution 1: Ratification of Prior Issue of Shares under the Tranche 1 Placement

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company, with or without amendment:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the allotment and prior issue of 42,038,232 Shares at a price of \$0.115 per Share issued on or about 31 August 2020 and otherwise on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting, to the Tranche 1 Recipients.”

Voting Restriction pursuant to Listing Rule 7.5.8

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of the Tranche 1 Recipients or an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution 1 by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2: Issue of Shares under the Tranche 2 Placement

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company, with or without amendment:

“That, in accordance with Listing Rule 7.1, and for all other purposes, the Company be authorised to issue up to 44,918,290 Shares at a price of \$0.115 per Share and otherwise on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting, to the Tranche 2 Recipients.”

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Voting Restriction pursuant to Listing Rule 7.3.9

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- Tranche 2 Recipients and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares); and
- an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution 2 by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3: Issue of Advisor Options

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company, with or without amendment:

“That, in accordance with Listing Rule 7.1, and for all other purposes, the Company be authorised to issue up to 4,000,000 unlisted Options with an exercise price of \$0.1725 expiring on 30 September 2022 and otherwise on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting, to Discovery Capital Partners Pty Ltd and Blue Ocean Equities Pty Limited or their nominees.”

Voting Restriction pursuant to Listing Rule 7.3.9

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- Discovery Capital Partners Pty Ltd, Blue Ocean Equities Pty Limited and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares); and
- an associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution 3 by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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Notes

- (a) Terms used in this Notice of Meeting are defined in the “Interpretation” section of the accompanying Explanatory Memorandum.
- (b) A detailed summary of the Resolutions is contained within the Explanatory Memorandum.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution.

All resolutions at this Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting.

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the board

Paul Marshall

Company Secretary
28 August 2020

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to shareholders of **Mako Gold Limited ACN 606 241 829 (Company)** to explain the Resolutions to be put to Shareholders at the General Meeting to be held at the offices of HopgoodGanim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Qld 4000, on 28 September 2020 at 9.30am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in Section 6.

Voting and Attendance

If Shareholders wish to attend the Meeting in person they will need to contact the Company Secretary Mr Paul Marshall (email: pmarshall@makogold.com.au) in order for the Company to ensure it is able to maintain compliance with COVID related restrictions applicable as at the Meeting date.

As a precaution in relation to COVID-19, each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the meeting. Shareholders are strongly encouraged to vote by lodging the proxy form attached to this Notice in accordance with the instructions set out on that form by no later than 9.30am on 26 September 2020.

2. Background to the 2020 Placement

On 21 August 2020 the Company announced that it proposed to raise \$10,000,000 (before costs) through an offer of 86,956,522 fully paid ordinary Shares in the Company by way of private placements to unrelated sophisticated and professional investors, to be conducted in two tranches as the Tranche 1 Placement and the Tranche 2 Placement (together the **2020 Placement**).

The Tranche 1 Placement comprises of 42,038,232 Shares at a price of \$0.115 per Share issued on or about 31 August 2020 to the Tranche 1 Recipients (**Tranche 1 Shares**).

The Tranche 2 Placement comprises of 44,918,290 Shares at a price of \$0.115 per Share to be issued on or about 6 October 2020 to the Tranche 2 Recipients (**Tranche 2 Shares**).

Proceeds from the 2020 Placement will be used to fund exploration and drilling campaigns at the Company's highly prospective Napié Gold Project in Cote d'Ivoire, initial exploration on other tenements held by the Company, and general working capital requirements as well as the costs of the 2020 Placement.

The Company appointed Discovery Capital Partners Pty Ltd (**Discovery**) and Blue Ocean Equities Pty Limited (**Blue Ocean**, together with Discovery the **Joint Lead Managers**) to act as the joint lead managers and bookrunners to the 2020 Placement.

The Company intends to issue a total of 4,000,000 unlisted Options at an exercise price of \$0.1725 each expiring on 30 September 2022 to the Joint Lead Managers (which are the subject of Resolution 3) under the terms and conditions set out in an offer management agreement dated 19 August 2020 (**Advisor Options**).

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3. Resolution 1: Ratification of Prior Issue of Shares under the Tranche 1 Placement

Resolution 1 is an Ordinary Resolution and seeks Shareholder approval and ratification of prior issue of the Tranche 1 Shares under the 2020 Placement, in accordance with Listing Rule 7.4.

3.1 Listing Rules 7.1, 7.1A and 7.4

This Resolution proposes that Shareholders of the Company approve and ratify the 2020 Placement.

A total of 16,815,293 Tranche 1 Shares were issued within Company's capacity under Listing Rule 7.1A pursuant to the approval obtained at the Company's last annual general meeting held on 14 November 2019.

The balance 25,222,939 Tranche 1 Shares were issued within Company's capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

In addition, and subject to a number of exceptions, pursuant to Listing Rule 7.1A shareholders can give prior approval (by special resolution at an annual general meeting) to the issue of securities equivalent to an additional 10% of its capital over a 12 month period. Shareholders of the Company gave their approval for the issue of additional shares under Listing Rule 7.1A at the last annual general meeting of the Company held on 14 November 2019.

The Tranche 1 Placement does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by the Company's shareholders, it effectively uses up all of the 15% limit in Listing Rule 7.1 and the additional 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the issue date.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1. and 7.1A. It provides that where a company in a general meeting ratifies a previous issue of securities made or agreed to be made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1, and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule. It also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from calculation of Company's capacity to issue further equity securities under Listing Rule 7.1A. The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1 and 7.1A.

Ratification by the Shareholders of the Company to the Tranche 1 is now sought pursuant to Listing Rule 7.4 under Resolution 1 in order to reinstate the Company's capacity to issue up to 15% of its issued capital under Listing Rule 7.1 and additional 10% of its issued capital under Listing Rule 7.1A, if required, in the next 12 months without Shareholder approval, to the extent of the Tranche 1 Shares.

The effect of this Resolution 1 is that the Company, for the purposes of Listing Rules 7.1 and 7.1A will be able to refresh its 15% and additional 10% placement capacity,

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respectively, with effect from the date of the General Meeting, to the extent of the Tranche 1 Shares.

If Resolution 1 is passed, the Tranche 1 will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, the Tranche 1 Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

3.2 Listing Rule 7.5

Pursuant to Listing Rule 7.5, the following information is provided in respect of the Listing Rule 7.4 ratification sought under Resolution 1:

(a) **The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected**

The Tranche 1 Placement Shares were issued to the Tranche 1 Recipients, none of whom is a related party of the Company. The participants of the Tranche 1 Placement were introduced by the Joint Lead Managers or were prospective investors already known to the Board. Discovery and Blue Ocean were appointed as joint lead managers to undertake the 2020 Placement and received a management fee of 1% of the Tranche 1 Placement proceeds and a selling fee of 5% of the funds raised under the Tranche 1 Placement, each of which are to be split equally between the Joint Lead Managers. No Tranche 1 Recipients who acquired 1% or more of the Shares is a substantial shareholder of the Company. The remaining Tranche 1 Recipients are not considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraph 7.2. The Company has agreed, subject to obtaining shareholder approval and the 2020 Placement completing, based on the amount raised under the 2020 Placement, to issue to the Joint Lead Managers (or their nominees) 4,000,000 unlisted Options in the Company exercisable at \$0.1725 per share (a 50% premium to the 2020 Placement price), exercisable on or before 30 September 2022, for a nil subscription price (to be split equally between the Joint Lead Managers). The Advisor Options are the subject of Resolution 3.

(b) **The number and class of securities the entity issued or agreed to issue**

The Company issued 42,038,232 fully paid ordinary Tranche 1 Shares.

(c) **If the securities are not fully paid ordinary securities, a summary of the material terms of the securities**

The Tranche 1 Shares were fully paid on issue and ranked equally in all aspects with all existing Shares previously issued by the Company.

(d) **The date or dates on which the securities were or will be issued**

The Tranche 1 Shares were issued on or about 31 August 2020.

(e) **The price or other consideration the entity has received or will receive for the issue**

The issue price of the Tranche 1 Shares was \$0.115 per Share.

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(f) **The purpose of the issue, including the use (or intended use) of any funds raised by the issue**

Funds raised by Tranche 1 have been and will be used to fund exploration and drilling campaigns at the Company's Napié Gold Project in Cote d'Ivoire, initial exploration on other tenements held by the Company and general working capital requirements as well as the costs of the 2020 Placement.

(g) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Tranche 1 Shares were not issued under an agreement.

(h) **A voting exclusion statement**

A voting exclusion statement is set out under Resolution 1 of the Notice of Meeting.

3.3 Recommendation

The Directors recommend that you vote in favour of this Ordinary Resolution.

4. Resolution 2: Issue of Shares under the Tranche 2 Placement

Resolution 2 is an Ordinary Resolution and seeks Shareholder approval to the issue of the Tranche 2 Shares under the 2020 Placement in accordance with Listing Rule 7.1.

4.1 Listing Rule 7.1 - Issues exceeding 15% of capital

A summary of Listing Rule 7.1 is set out in section 3.1 above.

The Tranche 2 Placement does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's shareholders under Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the Tranche 2 and raise further funds for exploration and drilling campaigns at Napié Gold Project in Cote d'Ivoire and other tenements held by the Company, and general working capital requirements. In addition, the Tranche 2 Shares will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the Tranche 2 Placement and will not be able to raise the additional funds from the Tranche 2 Placement (being approximately \$5.17 million) which would have been used for exploration and drilling campaigns at Napié Gold Project in Cote d'Ivoire and other tenements held by the Company and general working capital requirements.

4.2 Information for Listing Rule 7.3

Pursuant to Listing Rule 7.3, the following information is provided in respect of the Listing Rule 7.1 approval sought under Resolution 2:

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(a) **The names of the persons to whom the entity will issue the securities or the basis upon which those persons were or will be identified or selected**

The Tranche 2 Placement Shares are to be issued to the Tranche 2 Recipients, none of whom is a related party of the Company. The participants of the Tranche 2 Placement were introduced by the Joint Lead Managers or were prospective investors already known to the Board. Discovery and Blue Ocean were appointed as joint lead managers to undertake the 2020 Placement and will receive a management fee of 1% of the Tranche 2 Placement proceeds and a selling fee of 5% of the funds raised under the Tranche 2 Placement, each of which are to be split equally between the Joint Lead Managers. No Tranche 2 Recipients who will acquire 1% or more of the Shares is a substantial shareholder of the Company. The remaining Tranche 2 Recipients are not considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraph 7.2. The Company has agreed, subject to obtaining shareholder approval and the 2020 Placement completing, based on the amount raised under the 2020 Placement, to issue to the Joint Lead Managers (or their nominees) 4,000,000 unlisted Options in the Company exercisable at \$0.1725 per share (a 50% premium to the 2020 Placement price), exercisable on or before 30 September 2022, for a nil subscription price (to be split equally between the Joint Lead Managers). The Advisor Options are the subject of Resolution 3.

(b) **The number and class of securities the entity will issue**

The Company will issue 44,918,290 fully paid ordinary Tranche 2 Shares.

(c) **If the securities are not fully paid ordinary securities, a summary of the material terms of the securities**

The Tranche 2 Shares will be fully paid on issue and ranked equally in all aspects with all existing Shares previously issued by the Company.

(d) **The date or dates on or by which the entity will issue the securities**

The Tranche 2 Shares will be issued on or about 6 October 2020, and, in any event, within three months of the date of the Meeting or such later date as is permitted by an ASX waiver or modification of the Listing Rules.

(e) **The price or other consideration the entity will receive for the securities**

The issue price of the Tranche 2 Shares will be \$0.115 per Share.

(f) **The purpose of the issue, including the intended use of any funds raised by the issue**

Funds raised by Tranche 2 Placement will be used to fund exploration and drilling campaigns at the Company's Napié Gold Project in Cote d'Ivoire and other tenements held by the Company and general working capital requirements as well as the costs of the 2020 Placement.

(g) **If the securities are being issued under an agreement, a summary of any other material terms of the agreement**

The Tranche 2 Shares will not be issued under an agreement.

(h) **If the securities are being issued under, or to fund, a reverse takeover, information about the reverse takeover**

The Tranche 2 Shares are not being issued under, or to fund, a reverse takeover.

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(i) **A voting exclusion statement**

A voting exclusion statement is set out under Resolution 2 of the Notice of Meeting.

4.3 Recommendation

The Directors recommend that you vote in favour of this Ordinary Resolution.

5. Resolution 3: Issue of Advisor Options

5.1 Background

As referred to under section 3, the Company appointed Discovery and Blue Ocean to act as joint lead managers in respect of the 2020 Placement, under the terms and conditions set out in an offer management agreement (**Offer Management Agreement**) dated 19 August 2020.

In consideration of the provision of services by the Joint Lead Managers, the Company has agreed to allot and issue to the Joint Lead Managers (or their nominees) 4,000,000 unlisted Options in the Company, based on the amount raised under the 2020 placement, with an exercise price of \$0.1725 each, expiring on 30 September 2022, to be split equally between the Joint Lead Managers and otherwise on terms and conditions set out in Schedule 1.

Resolution 3 is an Ordinary Resolution and seeks Shareholder approval to the issue of the Advisor Options, in connection with the 2020 Placement and for the purposes of Listing Rule 7.1.

5.2 Listing Rule 7.1 - Issues exceeding 15% of capital

A summary of Listing Rule 7.1 is set out in section 3.1 above.

The issue of Advisor Options does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to issue the Advisor Options to Discovery and Blue Ocean in relation to services provided by Discovery and Blue Ocean in connection with the 2020 Placement. In addition, the Advisor Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be to issue the Advisor Options in connection with the services provided by Discovery and Blue Ocean in relation to the 2020 Placement.

5.3 Information for Listing Rule 7.3

Pursuant to Listing Rule 7.3, the following information is provided in respect of the Listing Rule 7.1 approval sought under Resolution 3:

(a) **The names of the persons to whom the entity will issue the securities or the basis upon which those persons were or will be identified or selected**

The Advisor Options will be issued and allotted to the Joint Lead Managers or their nominees.

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(b) **The number and class of securities the entity will issue**

The Company will issue up to 4,000,000 Advisor Options.

(c) **If the securities are not fully paid ordinary securities, a summary of the material terms of the securities**

A summary of the Advisor Options is set out in Schedule 1 to this Explanatory Memorandum.

(d) **The date or dates on or by which the entity will issue the securities**

The Advisor Options will be issued on or about 6 October 2020, and, in any event, within three months of the date of the Meeting or such later date as is permitted by an ASX waiver or modification of the Listing Rules.

(e) **The price or other consideration the entity will receive for the securities**

The exercise price of each Advisor Option is \$0.1725. The Advisor Options will be issued for nil issue price.

(f) **The purpose of the issue, including the intended use of any funds raised by the issue**

The Advisor Options will be issued in consideration for Discovery and Blue Ocean acting as joint lead managers to the 2020 Placement.

No funds will be raised through the issue of Advisor Options.

(g) **If the securities are being issued under an agreement, a summary of any other material terms of the agreement**

The Joint Lead Managers were engaged under the Offer Management Agreement to act as the joint lead bookrunners and joint lead managers of the 2020 Placement. Under the Offer Management Agreement, based on the amount raised under the 2020 placement the Company has agreed to allot and issue to the Joint Lead Managers 4,000,000 unlisted Options in the Company with an exercise price of \$0.1725 each, expiring on 30 September 2022, to be split equally between the Joint Lead Managers and otherwise on terms and conditions set out in Schedule 1. The Company is also to pay the Joint Lead Managers a management fee of 1% of the 2020 Placement proceeds and a selling fee of 5% of the funds raised under the 2020 Placement (each of which is to be split equally between the Joint Lead Managers).

The terms of the Offer Management Agreement with the Joint Lead Managers is otherwise on market standard terms.

(h) **If the securities are being issued under, or to fund, a reverse takeover, information about the reverse takeover**

The Advisor Options are not being issued under, or to fund, a reverse takeover.

(i) **A voting exclusion statement**

A voting exclusion statement is set out under Resolution 3 of the Notice of Meeting.

5.4 Recommendation

The Directors recommend that you vote in favour of this Ordinary Resolution.

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6. Interpretation

Advisor Options means up to 4,000,000 unlisted Options with an exercise price of \$0.1725 expiring on 30 September 2022 and otherwise on the terms set out in Schedule 1 to be issued to the Joint Lead Managers or their nominees.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange (as applicable).

Blue Ocean means Blue Ocean Equities Pty Limited ACN 151 186 935.

Board means the board of directors of the Company.

Company means Mako Gold Limited ACN 606 241 829.

Constitution means the constitution of the Company from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time.

Director means a director of the Company.

Discovery means Discovery Capital Partners Pty Ltd ACN 615 635 982.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Mako Gold means Mako Gold Limited ACN 606 241 829.

Meeting or **General Meeting** means the general meeting to be held on 28 September 2020.

Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum.

Offer Management Agreement has the meaning given to that term in section 5.1 of the Explanatory Memorandum.

Options means an option to subscribe for a Share in the Company.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Resolution means a resolution proposed at the Meeting.

Share means an ordinary fully paid share in the issued capital of the Company.

Shareholder means a holder of Shares in the Company.

Tranche 1 Placement means the placement of 42,038,232 Shares at a price of \$0.115 per Share issued on or about 31 August 2020 to the Tranche 1 Recipients as a part of the first tranche under the 2020 Placement.

Tranche 1 Recipients means the recipients of Tranche 1 Shares, being clients of Discovery who are unrelated sophisticated and professional investors in Australia and specified in Section 3.2(a) of this Explanatory Memorandum.

Tranche 1 Shares has the meaning given to that term in section 2 of the Explanatory Memorandum.

Tranche 2 Placement means the placement of 44,918,290 Shares at a price of \$0.115 per Share to be issued on or about 6 October 2020 to the Tranche 2 Recipients as a part of the second tranche under the 2020 Placement.

Tranche 2 Recipients means the recipients of Tranche 2 Shares, being clients of the Joint Lead Managers who are unrelated sophisticated and professional investors in Australia and specified in Section 4.2(a) of this Explanatory Memorandum.

Tranche 2 Shares has the meaning given to that term in section 2 of the Explanatory Memorandum.

2020 Placement means the placement of a total of 86,956,522 Shares in the Company, as specified in Section 2 of this Explanatory Memorandum.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Paul Marshall (**Company Secretary**): Email: pmarshall@makogold.com.au

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Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth).

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Mako Gold Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

Facsimile No: +61 2 9287 0309

Telephone Phone: 1300 554 474

Alternative online voting can be accessed at: www.linkmarketservices.com.au. Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on 26 September 2020. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy form as follows in the spaces provided:

- | | |
|--------------------|---|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, all of the security holders should sign. |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it. |
| Companies: | Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the <i>Corporations Act 2001</i>) does not have a Company Secretary, a Sole Director can also sign alone. |

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place

Explanatory Memorandum

Schedule 1 - Summary of the Advisor Option Terms in relation to the 2020 Placement

1. The Advisor Options shall be issued for no cash consideration.
2. The exercise price of each Advisor Option is \$0.1725 (**Exercise Price**).
3. The Advisor Options will expire on 30 September 2022 (**Expiry Date**) unless earlier exercised.
4. The Options are transferable.
5. The Advisor 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 Advisor Option to the Company at any time on or after the date of issue of the Advisor 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.
6. The number of Advisor Options that may be exercised at one time must be not less than 100,000, unless the Option holder holds less than 100,000 Advisor Options in which case all Advisor Options must be exercised at one time.
7. Upon the valid exercise of the Advisor Options and payment of the Exercise Price, the Company will issue fully paid ordinary shares ranking *pari passu* with the then issued ordinary shares.
8. Option holders do not have any right to participate in new issues of securities in the Company made to shareholders generally. The Company will, where required pursuant to the ASX Listing Rules, provide Advisor Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the Advisor Options, in accordance with the requirements of the Listing Rules.
9. Advisor Option holders do not participate in any dividends unless the Advisor Options are exercised and the resultant shares of the Company are issued prior to the record date to determine entitlements to the dividend.
10. In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
 - (a) the number of Advisor Options, the Exercise Price of the Advisor Options, or both will be reorganised (as appropriate) in a manner consistent with the ASX Listing Rules as applicable at the time of reorganisation, but with the intention that such reorganisation will not result in any benefits being conferred on the holders of the Advisor Options which are not conferred on shareholders; and
 - (b) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reorganisation of capital, in all other respects the terms for the exercise of the Advisor Options will remain unchanged.
11. If there is a pro rata issue (except a bonus issue), the Exercise Price of a Advisor Option 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 Advisor Option;
 O = the old exercise price of the Advisor Option;

Explanatory Memorandum

- E = the number of underlying securities into which one Advisor Option is exercisable;
- P = the volume weighted average market price per security 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); and
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security.
12. If there is a bonus issue to the holders of shares in the Company, the number of shares over which the Advisor Option is exercisable may be increased by the number of shares which the Advisor Option holder would have received if the Advisor Option had been exercised before the record date for the bonus issue.
13. The terms of the Advisor Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change. However, unless all necessary waivers of the ASX Listing Rules are obtained, the terms of the Advisor Options shall not be changed to reduce the Exercise Price, increase the number of Advisor Options or change any period for exercise of the Advisor Options.
14. The Company does not intend to apply for listing of the Advisor Options on the ASX.
15. The Company shall apply for listing of the resultant shares of the Company issued upon exercise of any Advisor Option.

LODGE YOUR VOTE

-  **ONLINE**
www.linkmarketservices.com.au
-  **BY MAIL**
Mako Gold Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Mako Gold Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **9:30am (Brisbane time) on Monday, 28 September 2020 at HoppoodGanim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.


VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*
1 Ratification of Prior Issue of Shares under the Tranche 1 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Issue of Shares under the Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input style="width: 200px; height: 30px;" type="text"/>	<input style="width: 200px; height: 30px;" type="text"/>	<input style="width: 200px; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

STEP 3

This form should be signed by the shareholder. If a joint holding, all shareholders must sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all shareholders must sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am (Brisbane time) on Saturday, 26 September 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Mako Gold Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**