



15 March 2019

Company Announcements Platform  
Australian Securities Exchange  
Level 40, 20 Bridge Street  
SYDNEY NSW 2000

**BY ELECTRONIC LODGEMENT**

Dear Sir/Madam

**NOTICE UNDER SECTION 708AA(2)(F) OF THE CORPORATIONS ACT 2001**

This notice is given by Bardoc Gold Limited (ACN 125 578 743) (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by Australian Securities and Investment Commission Class Order 08/35 (**C08/35**). References in this notice of the Corporations Act are references to the Corporations Act as modified or amended by CO 08/35.

The Company has announced its intention to undertake an equity raising of up to approximately \$4,402,000 via a non-renounceable rights issue. The raising comprises a non-renounceable pro-rata rights issue of fully paid ordinary shares (**Shares**), on the basis of 1 new Share for every 10 Shares held as at 5.00pm (WST) on 21 March 2019 to eligible shareholders with a registered address in Australia, British Virgin Islands, Canada (British Columbia), Mauritius, Monaco, New Zealand, Norway, South Africa, Switzerland and the United Kingdom (**Rights Issue**).

Based on the current capital structure (and assuming no options to acquire Shares (**Options**) are exercised, or performance rights converted into Shares, prior to the Record Date) a total of an additional 110,056,996 Shares will be issued if the Rights Issue is fully subscribed and the amount raised will be approximately \$4,402,000.

As at the date of this announcement the Company currently has 47,362,635 Options on issue. In order to participate in the Rights Issue these Options must be exercised prior to the Record Date. The Rights Issue will not be underwritten.

Any entitlement not taken up pursuant to the Rights Issue may firstly be applied to the shortfall offer, whereby eligible shareholders may apply for Shares in excess of their entitlement (**Shortfall Offer**). The Directors will only agree to issue Shares under the Shortfall Facility where they are satisfied, in their sole discretion, that the issue of Shares will not result in a person's voting power increasing above 20%.

---

The Company hereby confirms that in respect of the Rights Issue (as per the requirements of paragraph 708AA(2)(f) of the Corporations Act):

- a) the Company will offer the Shares under the Rights Issue for issue without disclosure to investors under Part 6D.2 of the Act, as notionally modified by the ASIC Instrument;
- b) the Company is providing this notice under section 708AA(2)(f) of the Act, as notionally modified by the ASIC Instrument;
- c) at the date of this notice, the Company has complied with:
  - (i) the provisions of Chapter 2M of the Act as they apply to the Company; and
  - (ii) section 674 of the Act;
- d) at the date of this notice, there is no information that is “excluded information” within the meaning of section 708AA(8) and section 708AA(9) of the Act; and
- e) the potential effect that the issue of the Shares under the Rights Issue will have on the control of the Company is as follows:
  - (iii) if all eligible shareholders take up their entitlements under the Rights Issue, the issue of Shares under the Rights Issue will have no effect on the control of the Company and all shareholders will hold the same percentage interest in the Company, subject only to changes resulting from ineligible shareholders being unable to participate in the Rights Issue;
  - (iv) in the more likely event that there is a shortfall, eligible shareholders who do not subscribe for their full entitlement of Shares under the Rights Issue and ineligible shareholders (if any) unable to participate in the Rights Issue will be diluted relative to those shareholders who subscribe for some or all of their entitlement.
  - (v) In addition, it is noted that in the event the substantial holder of the Company (P&J Buttigieg Nominees Pty Ltd and P&J Buttigieg collectively the **Peter Buttigieg Group**) accept their full entitlements and there is a shortfall and the resulting shortfall is not placed to other investors the substantial holder’s voting power in the Company will not materially increase and there will be no change of control in the Company.
  - (vi) in respect of any shortfall, the Company will only issue Shares to an applicant where the Directors are satisfied, in their sole discretion, that the issue of the Shares will not result in a person’s voting power increasing above 20%.

Yours sincerely



**RUSSELL HARDWICK**  
COMPANY SECRETARY  
**Bardoc Gold Limited**