ISSUE OF PLACMENT SHARES – S708A CLEANSING NOTICE

On 28 November 2019, Dreadnought Resources Limited ("**Dreadnought**" or "**the Company**") issued 23,095,243 fully paid ordinary shares at $0.0063 per share by way of placement ("**Issue**"). These shares were issued to sophisticated and professional investors and will rank equally with all other fully paid ordinary shares on issue. The Issue was part of the Placement announced on 18 November 2019 and was subject to the Company ratifying its 7.1A capacity at the 2019 AGM.

Attached is the Appendix 3B in relation to the Issue. The Company relies on section 708A of the Corporations Act 2001 (Cth) (the Act) in relation to the Issue.

In accordance with section 708A(5)(e) of the Act the following information is provided:

1. This notice is being given within five (5) business days after the day of Issue;

2. The Issue was made without disclosure to investors under Part 6D.2 of the Act;

3. This notice is given under section 708A(5)(e) of the Act;

4. As at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company and section 674 of the Act; and

5. As at the date of this notice, there is no excluded information to be provided in accordance with section 708A(6)(e) of the Act.

In accordance with Listing Rules 7.1A.4(b) and 3.10.5A the Company advises as follows in relation to the Issue:

(a) The Company issued a total of 23,095,243 Shares which were issued under the Company's additional placement capacity under Listing Rule 7.1A. The issue of the Shares under Listing Rule 7.1A resulted in the following dilution to existing Shareholders:

- 1,686,101,396 Shares were on issue prior to the issue of the Shares.
- The number of Shares on issue following the issue of the Shares under Listing Rule 7.1A is 1,709,196,639.
- The percentage of voting dilution following the issue of the Shares under Listing Rule 7.1A is 1.35%.

The following list provides details of participation by existing shareholders and new investors who are participating in the component of the placement issued under the Company's ASX Listing Rule 7.1A capacity as a percentage of the post placement capital:

- Shares held by pre-placement shareholders who are not participating in the ASX Listing Rule 7.1A component of the placement 98.6%
- Shares held by pre-placement shareholders who are participating in the ASX Listing Rule 7.1A component of the placement 1.2%
- Shares held by new shareholders who are participating in the ASX Listing Rule 7.1A component of the placement 0.2%
- Total 100%

(b) the Company elected to use its placement capacity to raise funds given the speed at which the Placement was able to occur and the opportunity to bring new investors into the Company;.

(c) The Placement was not underwritten.

(d) no fees were incurred in connection with shares to be issued under Listing Rule 7.1A.

On behalf of the Board,

Nick Day

Company Secretary

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Dreadnought Resources Limited

ABN

40 119 031 864

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Ordinary Fully Paid Shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	23,095,243
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Ordinary Fully Paid Shares

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes
5	Issue price or consideration	0.0063
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Placement to sophisticated and professional investors
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B,* and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	28 November 2019
6c	Number of +securities issued without security holder approval under rule 7.1	N/A

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	23,095,243
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Issue price of $0.0063 per Share being greater than 75% of the 15 day trading VWAP of 0.008 as calculated under LR 7.1A.3. The shares were issued on 27 November 2019. The source of the VWAP calculation was obtained from IRESS.
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1 - 189,004 7.1A -123,538,705
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	27 November 2019

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	1,709,196,639	Ordinary Shares

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	50,000,000	Unquoted options to acquire ordinary fully paid shares exercisable at $0.01 on or before 3 April 2024
		109,090,909	$600,000 Convertible Notes issued with a Face Value of $1.00, conversion price of $0.0055 and maturity date of 21 June 2021.
		30,000,000	Unquoted options to acquire ordinary fully paid shares exercisable at $0.005 on or before 30 April 2021
		10,500,000	Unquoted options to acquire ordinary fully paid shares exercisable at $0.005 on or before 30 June 2024
		22,500,000	Unquoted options to acquire ordinary fully paid shares exercisable at $0.005 on or before 30 June 2024
		10,000,000	Unquoted options to acquire ordinary fully paid shares exercisable at $0.008 on or before 17 September 2024
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements *in full* through a broker?	N/A
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(*tick one*)

(a) ☒ +Securities described in Part 1

(b) ☐ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A
39	+Class of +securities for which quotation is sought	N/A
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	N/A

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

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ..... ./s/.Nicholas Day..... Date: .....27/11/2019....
(Director/Company secretary)

Print name: ...Nicholas Day.....

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	577,156,607
Add the following: • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 - 04/02/2019 - 01/04/2019 - 24/04/2019 - 01/08/2019 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval - 27/02/2019 - 03/04/2019 - 04/02/2019 - 02/05/2019 - 28/06/2019 - 04/07/2019 - 04/07/2019 • Number of partly paid +ordinary securities that became fully paid in that 12 month period *Note:* • *Include only ordinary securities here – other classes of equity securities cannot be added* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	 65,324,977 51,666,666 8,666,666 140,166,663 13,333,334 350,000,000 23,333,334 20,000,000 51,559,604 65,029,300 100,102,327

+ See chapter 19 for defined terms.

Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
"A"	1,466,339,478
Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	219,950,922
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 - 21/11/2019 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	219,761,918
"C"	**219,761,918**
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	219,950,922
Subtract "C" *Note: number must be same as shown in Step 3*	219,761,918
Total ["A" x 0.15] – "C"	189,004

+ See chapter 19 for defined terms.

	[Note: this is the remaining placement capacity under rule 7.1]

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A" *Note: number must be same as shown in Step 1 of Part 1*	1,466,339,478
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	146,633,948
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A 28/11/2019 *Notes:* • *This applies to equity securities – not just ordinary securities* • *Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed* • *Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained* • *It may be useful to set out issues of securities on different dates as separate line items*	23,095,243
"E"	**23,095,243**

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	146,633,948
Subtract "E" *Note: number must be same as shown in Step 3*	23,095,243
Total ["A" x 0.10] – "E"	123,538,705 *Note: this is the remaining placement capacity under rule 7.1A*

+ See chapter 19 for defined terms.