

5 February 2020

PRE-REINSTATEMENT DISCLOSURES

Tesoro Resources Limited (ACN 106 854 175) (**Company**) provides the following confirmations to satisfy conditions for admission of the Company's securities to quotation on ASX.

Completion of the Offer

The Company confirms that all conditions to the offer under the prospectus dated 29 October 2019 (**Offer**) have been satisfied. The Company can also confirm that it has issued 154,453,373 fully paid ordinary shares under the Offer, raising \$4,633,600.

Completion of the Acquisition

The Company confirms that each of the conditions precedent of the agreement between the Company (then named Plukka Limited) and Tesoro Resources Limited (ACN 618 093 306) (**Tesoro**) dated 3 October 2019 (**Acquisition Agreement**) have been satisfied and not waived and that the acquisition of Tesoro has been completed (**Acquisition**).

Board Changes

As announced on Friday, 29 January 2020 and following completion of the Acquisition, Mr Cameron Williams and Mr Peter Ruse have formally resigned from the Board. They have been replaced by Mr Zeffron Reeves as Managing Director and Mr Geoff McNamara as non-executive director. The material terms and conditions of Mr Reeves' and Mr McNamara's appointment have been summarised in the Company's prospectus dated 29 October 2019.

Additionally, Ms Charly Stephens (nee Duffy) has formally resigned as Company Secretary following completion of the Acquisition and has been replaced by Ms Shannon Coates.

The Company is pleased to formally welcome Mr Reeves and Mr McNamara to the board of directors. The incoming directors' qualifications and experience are set out below.

Zeffron Reeves (Proposed Managing Director)

Mr Reeves, a founder of Tesoro, is a geologist with over 20 years of experience in the resources sector working on resource projects from greenfield exploration, discovery, definition and feasibility, construction, production to closure. He was most recently Managing Director of ASX listed Metallum Ltd which had a number of development and operational projects in Chile. He has also held senior management positions with Cleveland Mining Ltd and Ashburton Minerals Ltd, developing projects in Brazil. Mr Reeves has a Bachelor of Applied Geology (Honours), a Master of Business Administration from Curtin University and is a member of the Australia Institute of Geoscientists.

The Board does not consider Mr Reeves will be an independent director.

Geoffrey McNamara (Proposed Non-Executive Director)

Mr McNamara, a founder of Tesoro, is a geologist with over 25 years of resource sector experience, holding operational roles including Project Manager, Senior Mine Geologist and Mine Geologist for Ivanhoe Mines, LionOre International and Western Mining Corporation. A Partner at investment manager and advisor Medea Capital Partners, he was previously an owner and Investment Director of private equity firm Pacific Road Capital. Prior to this he was a Director of Société Generale's Mining Finance group in New York. He is Non-Executive Chairman of Alliance Mineral Assets Ltd., and Cora Gold Ltd. Mr McNamara holds a Bachelor's degree in Geology, a Graduate Diploma in Applied Finance and Investment from the Financial Services Institute of Australasia. He is a member of the Australian Institute of Company Directors (AICD) and the Australasian Institute of Mining and Metallurgy (AusIMM).

The Board does not consider Mr McNamara will be an independent director.

Statement of Commitment of Funds (based on actual funds raised – \$4,633,600)

The Company intends to apply the funds raised from the Offer (being \$4,600,000) together with its existing cash reserves over the next two (2) years as follows:

Funds available	Subscription Amount (\$) \$4,600,000	Percentage of Funds (%)
Existing cash reserves	94,170	2%
Funds raised from the Offer	4,633,600	98%
Total	4,727,770	100%
Allocation of funds	(\$)	
El Zorro Exploration	2,100,000	44%
Espina Exploration and Earn-in Expenditure	850,000	18%
Project Payments	295,000	6%
Partial Repayment of Director Loan to entities associated with Geoffrey McNamara	75,000	2%
Costs of the Offer	371,000	8%
Corporate overheads and administration costs	820,000	17%
Administration costs and working capital	216,770	5%
Total	4,727,770	100%

Statement of Confirmations

The Company also confirms that:

1. The outstanding USD\$50,000 (due 11 December 2019) for Stage 1 of the Espina Project under the project payment schedule has been paid.

2. The outstanding USD\$55,000 (due 7 December 2019) under the Third Party Espina Option Agreement has been paid.
3. The Company is not aware of any reason or impediment preventing it:
 - (a) meeting its exploration commitments for the El Zorro Project to spend at least USD\$2,000,000 on or before 17 July 2020; and
 - (b) meeting its exploration commitments for the Espina Project to spend at USD\$750,000 on or before 11 September 2020.
4. All concessions of the El Zorro Project and the Espina Project have been registered in the name of El Zorro S.C.M and Nueva Colonial S.C.M respectively.
5. The Company has issued:
 - (a) 154,543,373 ordinary fully paid shares at an issue price of \$0.03 per share;
 - (b) 112,294,158 shares to Tesoro Shareholders (being the holders of a Tesoro Resources Limited share and the vendors under the Share Sale and Purchase Agreement dated 3 October 2019);
 - (c) 12,499,994 shares to the lenders who entered into a convertible loan agreements with Plukka Limited on 12 August 2019;
 - (d) 16,824,967 shares to Geoffrey McNamara or his nominees;
 - (e) 625,000 shares to PAC Partners Securities Ltd as fees for their lead manager services in relation to Tesoro's convertible loan raising;
 - (f) 19,166,667 shares to be issued to PAC Partners Securities Ltd for lead manager services in relation to the Offer;
 - (g) 63,027,195 performance rights to Zeffron Reeves; and
 - (h) 73,812,805 performance rights to Linkwood Holdings Pte Ltd (or its nominees) as nominee of Geoffrey McNamara.
6. There are no legal, regulatory, statutory or contractual impediments to the Company entering the tenements comprising the EL Zorro Project and the Espina Project and carrying out exploration activities such that the Company will be able to spend its cash in accordance with its commitments for the purposes of Listing Rule 1.3.2(b).

Capital Structure

The Company's capital structure following the issue of securities pursuant to the Offer and completion of the Acquisition is set out below.

Shares	Number
Shares currently on issue in Plukka	46,809,228
Shares to be issued to Tesoro Shareholders	112,294,158

Shares	Number
Shares to be issued on conversion of Tesoro Convertible Loan	12,499,994
Shares to be issued to Lead Manager on conversion of Tesoro Convertible Loan	625,000
Shares to be issued to Tesoro creditors on conversion of debt	16,824,967
Shares to be issued pursuant to the Offer	154,453,373
Shares to be issued to the Lead Manager	19,166,667
Total Shares on completion of the Acquisition	362,673,387

Performance Rights	Number
Performance Rights currently on issue in Plukka	Nil
Class A Performance Rights	46,720,000
Class B Performance Rights	50,060,000
Class C Performance Rights	20,030,000
Class D Performance Rights	20,030,000
Total Performance Rights on completion of the Acquisition	136,840,000

Restricted Securities

The Company confirms the following securities are subject to ASX imposed and voluntary restrictions:

Class	Number	Restriction Period
ASX Imposed Restrictions		
Shares	55,473,613	24 months from date of quotation
Performance Rights	136,840,000	24 months from date of quotation

The Company confirms that this announcement has been authorised and approved by its Chairman, John Toll.

For more information or if you have any queries, please contact:

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Chairman