

West Wits Completes \$1,500,000 Capital Raising

HIGHLIGHTS

- Firm commitments received from existing and new unrelated sophisticated and professional investors to raise **\$1.5 million (before costs) by way of an issue of convertible notes (subject to shareholder approval)**
- Funds raised will be used for Qala Shallows operations, consultants' costs connected to bank funding due diligence process and meeting working capital, corporate and offer costs

West Wits Mining Limited (ASX:WWI) (OTCQB:WMWWF) (**West Wits or the Company**) has secured firm commitments from unrelated existing and new sophisticated and professional investors to raise \$1.5 million before costs via an issue of convertible notes (**Capital Raising**). Demand for the Capital Raising was substantially in excess of the \$1.5 million available.

The issue of convertible notes is subject to shareholder approval which the Company intends to seek at an EGM anticipated to be held in early October 2024. The Company will receive the subscription funds for the convertible notes from investors on or around 29 August 2024 as a loan pending receipt of shareholder approval. The issue of the convertible notes is to occur shortly after receipt of shareholder approval at the EGM. If shareholder approval is not received at the EGM, the loan represented by the subscription funds for the convertible notes will be repayable within four (4) months of the EGM.

As foreshadowed in the Company's recent Quarterly Activity Report the due diligence process by a second commercial bank has commenced and is now in full swing. The process involves the appointment of external technical and legal experts to act for the bank. As is customary in commercial banking transactions the Company as borrower is responsible for payment of the lenders professional out of pocket costs arising from the due diligence investigation. The incurring of these additional costs impacted forecast cashflow materially and the board felt it prudent to undertake a modest fundraising to meet those costs whilst also ensuring the Company maintains a comfortable cash buffer pending finalisation of the project's full funding. The terms of the Capital Raising allowed the Company to calibrate the conversion price of the notes at a significant premium to the current share price for an initial 5-month period which is preferable to a placement which would usually be made at a discount.

Funds raised under the Capital Raising are proposed to be allocated as set out in the table below:

Use of funds *	Allocation (\$)
Qala Shallows – operations	\$500,000
Bank funding – due diligence	\$350,000
Mining / Prospecting licenses	\$85,000
Corporate and regulatory	\$325,000
General working capital	\$150,000
Costs of the Capital Raising	\$90,000
Total	\$1,500,000

** the above use of funds is indicative only and is subject to change*

Each convertible note has an issue price and face value of \$25,000. The convertible notes have a conversion price of \$0.02 (2 cents) until 17 January 2025 and thereafter have a conversion price of the lesser of \$0.02 (2 cents) or a 20% discount to the 15-day VWAP of WWI shares at that time. A summary of the material terms of convertible notes is set out in Annexure A to this announcement.

In lieu of interest, the Company will issue investors in convertible notes 25 unlisted options (\$0.023 (2.3 cent) exercise price and expiring 36 months from issue) for every \$1 subscribed for convertible notes (total of 37,500,000 unlisted options). The terms of unlisted options are set out in Annexure B. The issue of these unlisted options is to be made under the placement capacity available to the Company under ASX Listing Rule 7.1 without the need to issue a prospectus or obtain shareholder approval.

West Wits would like to acknowledge the efforts of Ignite Equity Pty Ltd which put forward this funding structure and acted as lead manager of the Capital Raising. Fees payable to Ignite Equity Pty Ltd are set out in the Appendix 3B released to ASX at or about the same time as this announcement.

Approved for release by the Company's Chairman.



Michael Quinert
Chairman
West Wits Mining Limited

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ABOUT WEST WITS MINING LIMITED

West Wits Mining Limited (**ASX: WWI**) (**OTCQB: WMWWF**) is focused on the exploration, development and production of high value precious and base metals for the benefit of shareholders, communities and environments in which it operates. Witwatersrand Basin Project, located in the proven gold region of Central Rand Goldfield of South Africa boasts, a 4.28Moz gold project at 4.58g/t¹. The Witwatersrand Basin is a largely underground geological formation which surfaces in the Witwatersrand. It holds the world's largest known gold reserves and has produced over 1.5 billion ounces (over 40,000 metric tons), which represents about 22% of all the gold accounted for above the surface. In Western Australia, WWI is exploring for gold and copper at the Mt Cecilia Project in a district that supports several world-class projects such as Woodie Woodie manganese mine, Nifty copper and Telfer gold/copper/silver mines.

1. The original report was "WBP's Global JORC Mineral Resource Expands by 724,000oz to 4.28MOZ at 4.58 g/t Gold" which was issued with consent of the Competent Person, Mrs Cecilia Hattingh. The report was released to the ASX on 3 December 2021 and can be found on the Company's website (<https://westwitsmining.com/>). Comprising 8.8MT at 4.60g/t for 1.449Moz measured, 11.3MT at 4.19g/t for 1.517Moz Indicated and 8MT at 5.10g/t for 1.309Moz inferred. The Company is not aware of any new information or data that materially effects the information included in the relevant market announcement and, in the case of 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 form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

ANNEXURE A
SUMMARY OF MATERIAL TERMS OF CONVERTIBLE NOTES

- Convertible notes (**Notes**) have an issue price and face value of \$25,000 per Note.
- Notes expire on the date that is 24 months from the issue date of the Notes (**Expiry Date**).
- The conversion price of Notes that are converted on or before 17 January 2025 is \$0.02 (2 cents).
- The conversion price of Notes that are converted after 17 January 2025 is the lesser of:
 - \$0.02 (2 cents); or
 - A 20% discount to the volume weighted average price of WWI shares as traded on ASX in the 15 days on which trades occurred prior to the date on which the holder of Notes (**Noteholder**) elects to convert Notes by giving an election notice to the Company.

(Conversion Price)

- The number of WWI shares to be issued on conversion of Notes is calculated by dividing the face value of the Notes being converted by the applicable Conversion Price.
- The minimum face value of Notes that may be converted by a Noteholder is the lesser of:
 - \$25,000; or
 - All of the Notes held by the Noteholder.
- Notes that are not converted prior to the Expiry Date are redeemable for cash within 10 business days of the Expiry Date (or such other date as may be mutually agreed between the Company and the Investor in writing). Notes are not otherwise redeemable for cash.
- The Company is not able to require conversion of the Notes.
- Notes are unsecured.
- Notes are interest free.
- Notes are only transferable with the written consent of the Company.
- Notes otherwise contain terms typical for arrangements of this kind, including provisions that apply in the event of a reorganisation of the capital of the Company and limitations on conversion of Notes where such conversion could result in a breach of applicable law.

ANNEXURE B
TERMS OF UNLISTED OPTIONS

- Each option (**Option**) entitles the holder to acquire one ordinary fully paid share (**Share**) in the capital of the Company.
- The exercise price is a price to exercise each Option is \$0.023 (2.3 cents).
- The Options expire at 5pm (Melbourne time) on the date that is 36 months from issue of Options.
- The Options can be exercised by completing an option exercise form and delivering it together with the payment for the number of Shares in respect of which the options are exercised to the Company's share registry.
- Any Option that has not been exercised prior to the expiry date automatically lapses.
- Holders shall not be entitled to exercise their Options (and the Company will not be required to issue shares upon such exercise) if it would be unlawful to do so.
- Options are not transferable.
- The exercise price is payable in full on exercise.
- Where an Option holder determines to exercise some, but not all, of their held Options, the total aggregate amount payable to exercise the Options must be a minimum of \$1,000.
- All Shares issued upon exercise of Options will rank pari passu in all respect with, and have the same terms as, the Company's then issued fully paid ordinary shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX and the Company being listed on ASX at the relevant time. The Options will not give any right to participate in dividends until shares are issued pursuant to the terms of the relevant Options.
- There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of securities offers to shareholders without first exercising the Option. Prior to the Expiry Date and if required by the Listing Rules, the Company will send notices to option holders in accordance with the time limits required by the Listing Rules in respect of offers of securities made to shareholders.
- In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- Options will otherwise have the terms as required by ASX and the Listing Rules.