



ACN 624 164 852

PROSPECTUS

This Prospectus is being issued for a non-renounceable pro-rata offer to Eligible Shareholders on the basis of 2 new Shares for every 7 Shares held on the Record Date at an issue price of \$0.15 each to raise up to approximately \$3,917,479 (before costs) (the **Entitlement Offer**) and any shortfall under the Entitlement Offer on the terms set out in Section 1.2 of the Prospectus (**Shortfall Offer**) (together, the **Offers**).

The Offers closes at 5.00pm (AWST) on 6 October 2021.*

**THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.
IT SHOULD BE READ IN ITS ENTIRETY.**

**IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL
ADVISER WITHOUT DELAY.**

**THE SHARES OFFERED IN CONNECTION WITH THIS PROSPECTUS ARE OF A SPECULATIVE
NATURE.**

*The Company reserves the right, subject to the Corporations Act and Listing Rules to extend or shorten the Closing Date for the Offers.

Important information

This Prospectus is dated 8 September 2021 and was lodged with the ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No Shares will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

A copy of this Prospectus is available for inspection at the registered office of the Company at Suite 23, 513 Hay Street, Subiaco WA 6008 during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 5.4).

The Shares offered by this Prospectus should be considered speculative. Please refer to Section 4 for details relating to investment risks.

Applications for Shares under the Entitlement Offer can only be submitted on an Application Form sent with a copy of this Prospectus by the Company. The Application Form sets out an Eligible Shareholder's entitlement to participate in the Entitlement Offer. If acceptance is by BPAY® there is no need to return the original Application Form.

No person is authorised to give any information or to make any representation in connection with the Offers which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offers.

No action has been taken to permit the offer of Shares under this Prospectus in any jurisdiction other than Australia, New Zealand and Germany. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

This document is important and should be read in its entirety before deciding to participate in the Offers. This does not take into account the investment objectives, financial or taxation, or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Applicant should consult his/her stockbroker, solicitor, accountant or other professional adviser without delay. Some of the risk factors that should be considered by potential investors are outlined in Section 4.

This Prospectus includes forward looking statements that have been based on current expectations about future acts, events and circumstances. These forward looking statements are, however, subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in the forward looking statements.

Definitions of certain terms used in this Prospectus are contained in Section 8. All references to currency are to Australian dollars and all references to time are to WST unless otherwise indicated. Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed.

Corporate directory

Directors

Evan Cranston	Non-Executive Chairman
Simon Bolster	Non-Executive Director
Tolga Kumova	Non-Executive Director
Mathew O'Hara	Non-Executive Director
Peter Williams	Non-Executive Director

Share Registry*

Automic Registry Services
Level 5, 126 Phillip Street
Sydney, NSW 2000
Tel (within Aus): 1300 288 664
Tel (outside Aus): +61 2 9698 5414

Chief Executive Officer & Exploration Manager

Glen Edwards

Lawyers

Hunt DRG
josh@resources.law
137 Curtin Avenue
Cottesloe WA 6011

Company Secretary

Oonagh Malone

Registered Office

Suite 23, 513 Hay Street
Subiaco, WA 6008

Telephone: +61 8 6143 6749
Email: admin@african-gold.com
Website: www.african-gold.com

Auditors*

Grant Thornton Audit Pty Ltd
Level 43, Central Park
152-158 St Georges Terrace
Perth, WA 6000

ASX Code: A1G

* These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus.

Proposed timetable for the Offers

Event	Date
Lodgement of Appendix 3B with ASX	8 September 2021 (pre-open)
Lodgement of Prospectus with ASIC Lodgement of Prospectus and announcement of Offers	8 September 2021 (pre-open)
Lodgement of Letter to Optionholders	8 September 2021 (pre-open)
Shares quoted on an "EX" basis	21 September 2021
Record Date for determining Entitlements	22 September 2021
Prospectus and Application Form despatched to Eligible Shareholders and Company announces that this has occurred Opening Date for the Offers	24 September 2021
Last day to extend Closing Date for the Offers	1 October 2021
Closing Date of Offers (5pm AWST)*	6 October 2021
Shares quoted on a deferred settlement basis	7 October 2021
Announcement of results of Offers	8 October 2021
Anticipated date for issue of the new Shares under the Offers	12 October 2021
Anticipated date for commencement of new Shares trading on a normal settlement basis	13 October 2021

* All dates (other than the date of the Prospectus and the date of lodgement of the Prospectus with ASIC and ASX) are indicative only. The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such the date the Shares issued under the Offers are expected to commence trading on ASX may vary.

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Letter from the Chairperson

Dear Shareholder

On behalf of your Directors, I am pleased to invite you to participate in this non-renounceable pro-rata 2-for-7 entitlement offer at an issue price of \$0.15 per share to raise up to approximately \$3,917,479 (before costs) (**Entitlement Offer**).

Under the Entitlement Offer, Eligible Shareholders are entitled to subscribe for 2 new shares for every 7 existing fully paid ordinary shares (**Shares**) in the Company held on the record date, being 5.00pm (AWST) on 22 September 2021 (**Record Date**). New Shares issued under the Entitlement Offer will rank equally with existing Shares.

Proceeds from the Offers will be principally applied towards the Company's Projects, costs of the Offers and general working capital.

The Entitlement Offer under this Prospectus is scheduled to close at **5.00pm (AWST) on 6 October 2021**. Eligible Shareholders wishing to participate in the Entitlement Offer and Shortfall Offer must apply for new Shares before this time in accordance with the instructions set out in Section 2 and on the Application Form accompanying this Prospectus.

The Company encourages participants in the Entitlement Offer to apply for the new Shares by BPAY® as a matter of public safety, to avoid the handling of paper Application Forms and to overcome potential mail delays in light of the ongoing COVID-19 pandemic. Cheques and cash will not be accepted as a form of payment.

The Entitlement Offer is non-renounceable and therefore your Entitlements will not be tradeable on the ASX or otherwise transferable. The Board recommends that you take up your Entitlement after reading this Prospectus in its entirety including the risks outlined in Section 4.

The Prospectus includes further details of the Offers and the effect of the Offers on the Company, and a statement of the risks associated with investing in the Company. This is an important document and should be read in its entirety. If you have any doubts or questions in relation to the Prospectus you should consult your stockbroker, accountant, solicitor or other independent professional adviser to evaluate whether or not to participate in the Offers.

On behalf of the Board, I look forward to your continued support and on updating you on the Company's progress.

Yours faithfully



Evan Cranston
Non-Executive Chairman

Investment overview

This Section is intended to highlight key information for potential investors. It is an overview only and is not intended to replace the Prospectus. Potential investors should read the Prospectus in full before deciding to invest in Shares.

Key Information	Further Information
<p>Transaction specific prospectus</p> <p>This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.</p>	Section 5.2
<p>Risk factors</p> <p>Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 4, including (but not limited to) risks in respect of:</p> <p>(a) Funding and future capital needs: Further funding will be required by the Company to support its ongoing activities and operations. There can be no assurance that such funding will be available on satisfactory terms or at all. Further, if additional funds are raised by issuing equity securities, this may result in dilution for some or all of the Shareholders.</p> <p>(b) Exploration risks: Mineral exploration and development is a high risk undertaking. There can be no assurance that further exploration on the Projects will result in the discovery of an economic ore deposit or that it can be economically exploited.</p> <p>(c) General market risks: Share market conditions may affect the value of the Company's Securities regardless of the Company's operating performance. The Company is exposed to general market and economic condition risks including adverse changes in levels of economic activity, exchange rates, interest rates, commodity prices, government policies, employment rates and industrial disruption.</p> <p>(d) Coronavirus (COVID-19) risk: The global economic outlook is facing uncertainty due to the COVID-19 pandemic, which has had and will continue to have a significant impact on capital markets and share prices. The Share price may be adversely affected by the economic uncertainty caused by COVID-19. Further, measures to limit the transmission of the virus implemented by governments in Australia and around the world (such as travel bans and quarantining) may adversely impact the Company's operations, particularly given the international operations of the Company.</p>	Section 4
<p>Entitlement Offer</p> <p>This Prospectus is for a non-renounceable entitlement issue of 2 new Shares for every 7 existing Shares held by Eligible Shareholders on the Record Date at an issue price of \$0.15 per new Share to raise up to approximately \$3,917,479 (before costs).</p>	Section 1.1

Key Information	Further Information																
<p>Shortfall Offer</p> <p>Any Shares not taken up pursuant to the Entitlement Offer will form the Shortfall Offer.</p> <p>Eligible Shareholders may apply for Shares under the Shortfall Offer subject to such Applications being received by the Closing Date.</p> <p>The issue price for each new Share to be issued under the Shortfall Offer shall be \$0.15 being the price at which new Shares have been offered under the Entitlement Offer.</p> <p>The allocation policy for the Shortfall Offer is outlined in Section 1.2. There is no guarantee that Eligible Shareholders will receive new Shares applied for under the Shortfall Offer.</p>	Section 1.2																
<p>Eligible Shareholders</p> <p>The Entitlement Offer is made to Eligible Shareholders only. Eligible Shareholders are those Shareholders who:</p> <p>(a) are the registered holder of Shares on the Record Date; and</p> <p>(b) have a registered address in Australia, or subject to the offer restrictions in Section 1.15, New Zealand and Germany.</p>	Sections 1.14 and 1.15																
<p>Use of funds</p> <p>Funds raised under the Offers are intended to be used towards the Company's Projects, costs of the Offers and general working capital.</p>	Section 1.3																
<p>Effect on control of the Company</p> <p>The Company is of the view that the Offers will not affect the control of the Company as no investor or existing Shareholder will hold a voting power greater than 20% as a result of the Offers.</p> <p>Shareholders should note that if they do not participate in the Offers, their holdings will be diluted. Examples of how the dilution may impact Shareholders are set out in Section 1.8.</p>	Sections 1.6 and 1.8																
<p>Indicative capital structure and pro-forma balance sheet</p> <p>The indicative capital structure upon completion of the Offers (assuming the Offers are fully subscribed) is set out below:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 35%;"></th> <th style="width: 15%;">Shares</th> <th style="width: 15%;">Options¹</th> <th style="width: 35%;">Performance Rights</th> </tr> </thead> <tbody> <tr> <td>Balance at the date of this Prospectus</td> <td style="text-align: right;">91,407,844</td> <td style="text-align: right;">59,400,000</td> <td style="text-align: right;">1,000,000</td> </tr> <tr> <td>Maximum number of Shares to be issued under the Offers</td> <td style="text-align: right;">26,116,527²</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td>TOTAL</td> <td style="text-align: right;">117,524,371²</td> <td style="text-align: right;">59,400,000</td> <td style="text-align: right;">1,000,000</td> </tr> </tbody> </table> <p>Notes:</p> <p>1. Unquoted options with varying exercise periods and exercise prices. Refer to Section 3.1 for further details.</p>		Shares	Options ¹	Performance Rights	Balance at the date of this Prospectus	91,407,844	59,400,000	1,000,000	Maximum number of Shares to be issued under the Offers	26,116,527 ²	-	-	TOTAL	117,524,371²	59,400,000	1,000,000	Sections 3.1 and 7
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TOTAL	117,524,371²	59,400,000	1,000,000														

Key Information	Further Information																								
<p>2. This number is subject to change due to rounding of Entitlements.</p> <p>The indicative pro-forma balance sheet showing the effect of the Offers is in Section 7.</p>																									
<p>Directors' interests in Shares and Entitlements</p> <p>The relevant interest of each of the Directors in Shares as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Director</th> <th style="text-align: center;">Existing Shares</th> <th style="text-align: center;">Existing Options</th> <th style="text-align: center;">Entitlement</th> </tr> </thead> <tbody> <tr> <td>Evan Cranston</td> <td style="text-align: center;">2,168</td> <td style="text-align: center;">2,500,000</td> <td style="text-align: center;">620</td> </tr> <tr> <td>Simon Bolster</td> <td style="text-align: center;">500,000</td> <td style="text-align: center;">2,000,000</td> <td style="text-align: center;">142,858</td> </tr> <tr> <td>Tolga Kumova</td> <td style="text-align: center;">9,298,193</td> <td style="text-align: center;">12,500,000</td> <td style="text-align: center;">2,656,627</td> </tr> <tr> <td>Mathew O'Hara</td> <td style="text-align: center;">164,584</td> <td style="text-align: center;">2,000,000</td> <td style="text-align: center;">47,024</td> </tr> <tr> <td>Peter Williams</td> <td style="text-align: center;">900,000</td> <td style="text-align: center;">2,000,000</td> <td style="text-align: center;">257,143</td> </tr> </tbody> </table> <p>It is the intention of all Directors to take up all of their Entitlement specified above under the Entitlement Offer.</p>	Director	Existing Shares	Existing Options	Entitlement	Evan Cranston	2,168	2,500,000	620	Simon Bolster	500,000	2,000,000	142,858	Tolga Kumova	9,298,193	12,500,000	2,656,627	Mathew O'Hara	164,584	2,000,000	47,024	Peter Williams	900,000	2,000,000	257,143	Section 5.7(b)
Director	Existing Shares	Existing Options	Entitlement																						
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Mathew O'Hara	164,584	2,000,000	47,024																						
Peter Williams	900,000	2,000,000	257,143																						
<p>Forward looking statements</p> <p>This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.</p> <p>These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are considered reasonable.</p> <p>Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the management.</p> <p>The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.</p> <p>The Directors have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.</p> <p>These forward looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4.</p>	Important Information and Section 4																								

1. Details of the Offers

1.1 Entitlement Offer

The Company is making a non-renounceable pro-rata offer of ordinary fully paid Shares at an issue price of \$0.15 each to Eligible Shareholders on the basis of 2 new Shares for every 7 Shares held on the Record Date (**Entitlement Offer**).

As at the date of this Prospectus, the Company has on issue 91,407,844 Shares, 59,400,000 Options and 1,000,000 Performance Rights.

The Entitlement Offer is for approximately 26,116,527 Shares, to raise up to approximately \$3,917,479 (before costs).

Where the determination of the Entitlement of any Eligible Shareholder results in a fraction of a Share, such fraction will be rounded up to the nearest whole Share.

Shares issued under the Entitlement Offer will be issued as fully paid ordinary shares and will rank equally in all respects with existing Shares on issue. A summary of the rights and liabilities attaching to the Shares offered under the Entitlement Offer is in Section 5.1.

1.2 Shortfall Offer

Any Entitlements not taken up pursuant to the Entitlement Offer will form the Shortfall Offer. The Company will accept applications for the Shortfall Offer during the Offer Period.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will close on the Closing Date (or such other period determined by the Directors). The issue price of any Shares issued under the Shortfall Offer will be \$0.15 each, which is the issue price at which Shares are offered to Eligible Shareholders under the Entitlement Offer.

Shortfall Shares will only be issued if the Entitlement Offer is undersubscribed and will only be issued to the extent necessary to make up any shortfall in subscriptions.

Eligible Shareholders who wish to subscribe for Shortfall Shares may apply by completing the relevant section on the Application Form or by making payment for such Shortfall Shares using BPAY® (refer to Section 2.4). The Directors reserve the right to allocate Shortfall Shares to selected new investors who are not related to the Company, in their absolute discretion. Investors wishing to participate should contact the Company to obtain a copy of this Prospectus and the Shortfall Application Form.

The Directors reserve the right to issue Shortfall Shares at their absolute discretion. If the Entitlement Offer is oversubscribed (by take up of Entitlements and applications for Shortfall Shares by Eligible Shareholders), scale back will be applied to applications under the Shortfall Offer on a pro-rata basis to the respective shareholdings of Eligible Shareholders. There is no guarantee that Eligible Shareholders will receive Shares applied for under the Shortfall Offer.

No Shares will be issued to an Applicant under this Prospectus or via the Shortfall Offer if the issue of Shares would contravene the takeover prohibition in section 606 of the Corporations Act. Similarly, no Shares will be issued via the Shortfall Offer to any related parties of the Company unless prior Shareholder approval is received. No Shares will be issued under the Shortfall Offer if such issue would result in a breach of the Corporations Act, the Listing Rules or any other relevant legislation or law.

New Shares issued under the Shortfall Offer will be issued as fully paid ordinary shares and will rank equally in all respects with existing Shares on issue. A summary of the rights and liabilities attaching to the Shares offered under the Shortfall Offer is in Section 5.1.

1.3 Use of funds

Completion of the Offers will result in an increase in cash at hand of approximately \$3,917,479 (before costs) (assuming the Offers are fully subscribed before the payment of costs).

The following indicative table sets out the proposed use of funds raised under the Offers over the 12 month period following the completion of the Offers:

Proposed use	Offers (\$)	Existing capital (\$)	Total (\$)
Cote D'Ivoire Projects ¹	2,080,000	-	2,080,000
Mali Projects ¹	1,120,000	-	1,120,000
Working Capital and Costs of the Offers ²	717,479	200,000	917,479
TOTAL	3,917,479	200,000	4,117,479

Notes:

1. Comprises exploration activities including drilling, trenching, soil sampling and associated costs.
2. Working capital includes but is not limited to corporate administration and operating costs and may be applied to additional Directors' fees or executive fees, ASX and share registry fees, legal, tax and audit fees, insurance and travel costs.
3. The above table sets out the proposed use of funds raised under the Offers only. It does not represent the total amount of budgeted expenditure for each line item. A proportion of the total budgeted amount for each line item has been allocated from the funds sought to be raised pursuant to the Offers.
4. In the event the Offers are not fully subscribed then the above expenditure amounts will be reduced in line with the amount to which the Offers fall short of full subscription.

The above is a statement of current intentions at the date of this Prospectus. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

The amounts and timing of the actual expenditures and investments may vary significantly and will depend on numerous factors including the success of exploration activities, access conditions, weather and any changes in the business and economic environment.

1.4 Opening and Closing Dates

The Company will accept Application Forms from the date it dispatches the Prospectus and Application Forms until 5:00pm (WST) on 6 October 2021 or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules (**Closing Date**).

1.5 Underwriting

The Offers are not underwritten. There is no minimum subscription.

1.6 Effect on control of the Company

The maximum total number of Shares proposed to be issued under the Offers is approximately 26,116,527, which will constitute 22.2% of the Shares on issue following completion of the Offers (assuming no other Shares are issued prior to the Record Date).

Section 606(1) of the Corporations Act prohibits a person, unless an exception applies, from increasing their voting power in the Company:

- (a) from 20% or below to above 20%; or
- (b) from a starting point of above 20% and below 90%.

One of the exceptions to section 606(1) is where that increase occurs as a result of an issue under a disclosure document to an underwriter or sub-underwriter to the issue.

No nominee has been appointed for Ineligible Foreign Shareholders under section 615 of the Corporations Act and, as such, Eligible Shareholders will not be able to rely on the exception for rights issues in item 10 of section 611 of the Corporations Act. Accordingly, when an Eligible Shareholder applies for some or all of their Entitlement, they must have regard to section 606 of the Corporations Act. Eligible Shareholders who may be at risk of exceeding the 20% voting power threshold in section 606 as a result of acceptance of their Entitlement should seek professional advice before completing and returning their Application Form.

The Company is of the view that the Offers will not affect the Control (as defined by section 50AA of the Corporations Act) of the Company and that no investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offers.

1.7 Substantial Shareholders

Based on available information as at the date of this Prospectus, those persons which together with their associates have a voting power in 5% or more of the Shares on issue are set out below:

Substantial Shareholder	Number of Shares	Number of Options	Voting power
BNP Paribas Nominees Pty Ltd ACF Clearstream	4,632,704	0	5.07
Kingslane Pty Ltd <Cranston Super Pension A/C> ¹	8,794,160	10,000,000 ²	9.62
Tolga Kumova ³	9,298,193	10,000,000	10.17

Notes:

1. Kingslane Pty Ltd <Cranston Super Pension A/C> and associated entities (**Kingslane**) is an entity controlled by the parents of Non-Executive Chairman, Mr Evan Cranston.
2. Kingslane holds 10,000,000 unquoted Options exercisable at \$0.20 each on or 17 April 2023.
3. Mr Kumova's Securities are held as follows:
 - (a) 6,416,667 Shares and 10,000,000 unquoted Options exercisable at \$0.20 each on or before 17 April 2023 held indirectly through Kitara Investments Pty Ltd as trustees for the Kumova Family A/C;
 - (b) 2,823,192 Shares and 2,500,000 unquoted Options exercisable at \$0.20 each on or before 22 February 2024 held indirectly through Kitara Investments Pty Ltd; and

(c) 58,334 Shares held indirectly through Gondwana Investments Group Pty Ltd <Kumova Family Super Fund>.

Related Parties, Mr Tolga Kumova and Kingslane, have advised the Company that they intend to take up their full Entitlement.

1.8 Potential dilution

Shareholders should note that if they do not participate in the Offers, their holdings are likely to be diluted (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution from the Offers may impact Shareholders are set out in the table below:

Holder	Holding as at Record Date	% at Record Date	Entitlement under the Offers	Holdings if Offers not taken up	% post Offers
Shareholder 1	4,570,392	5.0	1,305,826	4,570,392	3.9
Shareholder 2	3,473,498	3.8	992,428	3,473,498	3.0
Shareholder 3	2,285,196	2.5	652,913	2,285,196	1.9
Shareholder 4	1,736,749	1.9	496,214	1,736,749	1.5
Shareholder 5	1,188,302	1.3	339,515	1,188,302	1.0

Notes:

1. The table assumes that no Shares are issued other than those offered under the Offers.
2. The dilution effect shown in the table is the maximum percentage of dilution on the assumption that the Offers are fully subscribed and no Options are exercised prior to the record date. If the Offers are not fully subscribed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

1.9 No rights trading

The rights to Shares under the Entitlement Offer are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your Entitlement to any other party. If you do not take up your Entitlement by the Closing Date, the offer to you will lapse and may be placed under the Shortfall Offer.

1.10 Issue Date and dispatch

All Shares under the Entitlement Offer and Shortfall Offer are expected to be issued on or before the date specified in the proposed Timetable in this Prospectus.

Security holder statements will be dispatched at the end of the calendar month following the issue of the Shares under the Offers.

It is the responsibility of Applicants to determine their allocation prior to trading in the Shares. Applicants who sell Shares before they receive their holding statements do so at their own risk.

1.11 **Application Monies held on trust**

All Application Monies received for the Shares under the Offers will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the Shares are issued. All Application Monies will be returned (without interest) if the Shares are not issued.

1.12 **ASX quotation**

Application has been or will be made for the official quotation of the Shares offered by this Prospectus. If permission is not granted by ASX for the official quotation of the Shares offered by this Prospectus within three months after the date of this Prospectus (or such period as the ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

1.13 **CHESS**

The Company participates in the Clearing House Electronic Sub-register System, known as CHESS. ASX Settlement Pty Limited, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares.

If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statement will specify the number of Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Shares, including a notice to exercise the Shares.

If you are registered on the Issuer Sponsored sub-register, your statement will be despatched by Automatic Registry Services and will contain the number of Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

1.14 **Ineligible Foreign Shareholders**

This Prospectus, and any accompanying Application Form, do not, and is not intended to, constitute an offer of Shares in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the Shares under the Offers.

The distribution of this Prospectus in jurisdictions outside Australia, New Zealand and Germany may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The Company believes that it is unreasonable to extend the Entitlement Offer to Ineligible Foreign Shareholders. The Company has formed this view having considered:

- (a) the number and value of the Shares that would be offered to those Shareholders; and

- (b) the cost of complying with the legal requirements and the requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, Ineligible Foreign Shareholders will not be entitled to participate in the Entitlement Offer.

1.15 **New Zealand and Germany offer restrictions**

The Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the *Financial Markets Conduct Act 2013* (New Zealand). This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This Prospectus is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

This communication does not constitute a prospectus (Wertpapierprospekt) for the purpose of the German Securities Prospectus Act (Wertpapierprospektgesetz - "WpPG") and has not been filed with, reviewed or approved by the German Federal Financial Services Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht). This communication is not being distributed to, and must not be passed on to the general public in the Federal Republic of Germany (Germany). It does not constitute an offer to the public of any securities in Germany, and the Offer Shares are not being offered or sold and will not be offered or sold to the public in Germany save in circumstances where it is lawful to do so without an approved prospectus. This Prospectus is made to and is directed only at legal entities and persons in Germany who are "qualified investors" within the meaning of Article 2(1)(e) of the European Prospectus Directive (Directive 2003/71/EC), as amended (the **Prospectus Directive**), and section 2 no. 6 of the WpPG (**Qualified Investors**). This communication and the securities referred to herein are, and will be made, available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, such Qualified Investors. No other person should rely or act upon it. This communication is not intended for distribution to and must not be passed on to any retail investors in Germany. Each recipient of this communication in Germany will be deemed to have represented, warranted and agreed to and with the Company that it is a "qualified investor" within the meaning of Article 2(1)(e) of the Prospectus Directive and Section 2 no. 6 of the German Securities Prospectus Act.

1.16 **Notice to nominees and custodians**

Nominees and custodians that hold Shares should note that the Entitlement Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws.

1.17 **Risk factors**

An investment in Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are certain specific risks associated with an investment in the Company which are detailed in Section 4.

1.18 **Taxation implications**

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for Shares under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for Shares under this Prospectus.

1.19 **Major activities and financial information**

A summary of the major activities and financial information relating to the Company, for the year ended 31 December 2020, can be found in the Company's Annual Report announced on ASX on 30 March 2021. The Company's continuous disclosure notices (i.e. ASX announcements) since 30 March 2021 are listed in Section 5.4. Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Offers.

1.20 **Privacy**

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Acceptance and, if the Acceptance is successful, to administer the Applicant's Shareholding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Acceptance or Application (as applicable).

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

2. **Action required by Shareholders**

2.1 **Action in relation to the Offers**

The Company will send this Prospectus, together with a personalised Application Form, to all Eligible Shareholders.

Should you wish to acquire new Shares as part of the Entitlement Offer, you may either take up all of your Entitlement (refer to Section 2.2) or part of your Entitlement (refer to Section 2.3) as shown on the accompanying personalised Application Form.

If you take up all of your Entitlement, you may also apply for Shortfall Shares under the Shortfall Offer (refer to Section 2.4).

Applicants are encouraged to apply via BPAY®.

A New Zealand or German shareholder that is unable to pay by BPay® should contact the Share Registry on +61 2 9698 5414 at any time from 8.30am to 5.00pm (WST time) Monday to Friday during the Offer period, for alternative electronic funds transfer payment arrangements.

If you do not wish to take up any of your Entitlement to new Shares, you may allow your Entitlement to lapse (refer to Section 2.5).

2.2 Acceptance of Entitlement in full

If you wish to take up all of your Entitlement, you are required to make payment via BPAY® by following the instructions set out on the personalised Entitlement and Acceptance Form. Payment is due by no later than 5.00pm (AWST) on 6 October 2021.

Applications will be deemed not to have been received until the Company is in receipt of cleared funds.

When paying by BPAY®, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY® by the Closing Date.

2.3 If you wish to take up only part of your Entitlement

If you only wish to take up part of your Entitlement under the Entitlement Offer you are required to make payment via BPAY® by following the instructions set out on the personalised Entitlement and Acceptance Form. Payment is due by no later than 5.00pm (AWST) on 6 October 2021.

Applications will be deemed not to have been received until the Company is in receipt of cleared funds.

When paying via BPAY®, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY® by the Closing Date.

2.4 If you wish to apply for Shortfall Shares

If you are an Eligible Shareholder and you wish to apply for Shares in excess of your Entitlement under the Entitlement Offer by applying for Shortfall Shares, you may do so by completing the relevant section of the Application Form relating to the Shortfall Offer and which accompanies this Prospectus, in accordance with the instructions referred to in this Prospectus and on the Application Form. Any Shares applied for in excess of your Entitlement will be applied for under the Shortfall Offer and will be issued in accordance with the allocation policy described in Section 1.2.

Applications will be deemed not to have been received until the Company is in receipt of cleared funds.

When paying via BPAY®, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY® by the Closing Date.

The Company may also provide application forms with a copy of this Prospectus to other investors who are invited to subscribe for Shortfall Shares in accordance with the allocation policy described in Section 1.2.

2.5 Entitlements not taken up

If you do not wish to accept any of your Entitlement, you are not obliged to do anything. The number of Shares you hold and the rights attached to those Shares will not be affected should you choose not to accept any of your Entitlement.

2.6 Application Form

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Shares accepted by the Company. The Application Form does not need to be signed to be a binding acceptance of Shares.

If the Application Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the Acceptance as valid and how to construe, amend or complete the Application Form, is final.

The Company will send this Prospectus, together with an Application Form, to all Eligible Shareholders.

Please note that should you choose to pay by BPAY® you do not need to complete or return the Application Form but are taken to have made the declarations on that personalised Application Form including that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

- (a) agree to be bound by the terms of the Offers;
- (b) declare that all details and statements in the Application Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Application Form;
- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the Shares to be issued to you, including to act on instructions of the Company's Share Registry upon using the contact details set out in the Application Form;
- (e) declare that you are the current registered holder of Shares as at the Record Date and have a registered address in Australia, or subject to the offer restrictions in Section 1.15, New Zealand or Germany;
- (f) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that Shares are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the Shares have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia.

2.7 Enquiries concerning your Entitlement

For all enquiries concerning the Prospectus, please contact the Company on +61 8 6143 6749.

For all general shareholder enquiries, please contact Automic Registry Services on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

3. Effect of the Offers

3.1 Capital structure on completion of the Offers

	Shares	Options ¹	Performance Rights
Balance at the date of this Prospectus	91,407,844	59,400,000	1,000,000
Maximum number of Shares to be issued under the Offers	26,116,527 ²	-	-
TOTAL	117,524,371²	59,400,000	1,000,000

Notes:

1. 59,400,000 unquoted Options comprising:
 - a. 9,750,000 Options exercisable at \$0.20 each on or before 7 February 2022;
 - b. 35,000,000 Options exercisable at \$0.20 each on or before 17 April 2023;
 - c. 5,000,000 Options exercisable at \$0.20 each on or before 22 February 2024; and
 - d. 10,000,000 Options exercisable at \$0.30 each on or before 31 August 2024.
2. Subject to rounding and assuming the Offers are fully subscribed, and no further Equity Securities are issued, exercised or converted to Shares.

3.2 Effect of the Offers on the Company's financial position

To illustrate the effect of the Offers on the financial position of the Company, set out in Section 7 is the unaudited statement of financial position of the Company and the unaudited pro forma statement of financial position, both as at 30 June 2021 (**Balance Date**). Each has been prepared on the basis of the accounting policies normally adopted by the Company.

The unaudited pro forma statement of financial position has been prepared on the basis of the following assumptions:

- (a) as if the Offers were effective at Balance Date;
- (b) no further Shares are issued other than under the Offers;
- (c) take up of the Offers, assuming full subscription is received; and
- (d) the costs of the Offers are approximately \$28,070 (see Section 5.10).

The unaudited pro forma statement of financial position has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The unaudited pro forma statement of financial position has been prepared on the basis that the assets and liabilities of the Company have not been subject to any material change between 30 June 2021 and the completion of the Offers except for movements in working capital resulting from transactions and expenditures incurred in the normal course of business including corporate costs and exploration activities.

Other than as specified above and in the ordinary course of business, there have been no other material transactions between 30 June 2021 and the date of this Prospectus.

3.3 Market price of Shares

The highest and lowest closing market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Lowest: \$0.165 on 16 August 2021

Highest: \$0.285 on 7 June 2021

The latest closing market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with the ASIC was \$0.205 per Share on 3 September 2021.

4. Risk Factors

Activities in the Company and its controlled entity, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entity have implemented appropriate strategies, actions, systems and safeguards for known risks, however, some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which Shareholders need to be aware of in evaluating the Company's business and risks of increasing your investment in the Company. Shareholders should carefully consider the following factors in addition to the other information presented in this Prospectus.

The principal risks include, but are not limited to, the following:

4.1 Risks specific to the Company

(a) Limited history

The Company was incorporated on 1 February 2018 and therefore has limited operational and financial history on which to evaluate its business and prospects. The prospects of the Company must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stages of their development, particularly in the mineral exploration sector, which has a high level of inherent risk and uncertainty. No assurance can be given that the Company will achieve commercial viability through the successful exploration on, or mining development of, the Projects. Until the Company is able to realise value from these Projects, it is likely to incur operational losses.

(b) Exploration costs

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

(c) Funding and future capital needs

As at the date of this Prospectus, the Company has no income producing assets and will generate losses for the foreseeable future. Until it is able to develop a project and generate appropriate cash flow, it is dependent upon being able to obtain future equity

debt funding to support long term exploration (including exploration associated with the Acquisition), after the expenditure of the net proceeds raised under the Offers. Further funding will be required by the Company to support its ongoing activities and operations. There can be no assurance that such funding will be available on satisfactory terms or at all. Further, if additional funds are raised by issuing equity securities, this may result in dilution for some or all of the Shareholders.

Neither the Company nor any of the Directors or any other party can provide any guarantee or assurance that if further funding is required, such funding can be raised on terms favourable to the Company.

Any additional equity funding will dilute existing Shareholders.

Also, no guarantee or assurance can be given as to when a project can be developed to the stage where it will generate cash flow. As such, a project would be dependent on many factors, for example exploration success, subsequent mine development, commissioning and operational performance.

(d) Dilution risk

Upon implementation of the Offers, assuming all Entitlements are accepted and no existing Options are exercised prior to the Record Date, the number of Shares in the Company will increase from 91,407,844 currently on issue to 117,524,371 upon completion of the Entitlement Offer and Shortfall Offer. This means that each Share will represent a significantly lower proportion of the ownership of the Company.

It is not possible to predict what the value of the Company or a Share will be following the completion of the Offers being implemented and the Directors do not make any representation as to such matters.

The last trading price of Shares on ASX prior to the Prospectus being lodged of \$0.205 (3 September 2021) is not a reliable indicator as to the potential trading price of Shares after implementation of the Offers.

(e) New projects and acquisitions

The Company will actively pursue and assess other new business opportunities in the resources sector. These new business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of tenements/permits, and/or direct equity participation.

The acquisition of projects (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence or prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed acquisition is not completed, monies advanced may not be recoverable, which may have a material adverse effect on the Company. If an acquisition is completed, the Directors will need to reassess at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from other projects and/or raising additional capital (if available). Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with the new project/business activities will remain.

4.2 Risks specific to doing business in Cote D'Ivoire and Mali

(a) Risks associated with operating in West Africa

The Company's Projects lie within the West African countries of Côte d'Ivoire and Mali and the Company will be subject to the risks associated with operating there. Such risks can include economic, social or political instability or change, disease outbreak, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations that require the employment of local residents or contractors or require other benefits to be provided to local residents.

In addition, changes to exploration, mining or investment policies and legislation or a shift in political attitude in the jurisdictions in which the Company operates may adversely affect the Company's proposed operations and profitability. The Company may also be required by local authorities to invest in social projects for the benefit of the local community. Additional social expenditures in the future may have a negative impact on the Company's profitability.

(b) Legal system

The legal systems of Côte d'Ivoire and Mali are less developed than those in more established countries and this could result in the following risks:

- (i) political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation or in an ownership dispute;
- (ii) a higher degree of discretion held by various government officials or agencies;
- (iii) the lack of political or administrative guidance on implementing applicable rules and regulations, particularly in relation to taxation and property rights;
- (iv) inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; or
- (v) relative inexperience of the judiciary and courts in matters affecting the Company.

The commitment from local business people, government officials and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licences and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that the Company will not be adversely affected by the actions of the government authorities or others. As such, the effectiveness and enforcement of such arrangements cannot be assured.

(c) Enforcing liabilities against assets outside of Australia may be difficult

The majority of the Company's assets are located outside Australia. As a result, it may be difficult to enforce judgments obtained in Australian courts against those assets. In addition, there is uncertainty as to whether the courts of Côte d'Ivoire, Mali or any other jurisdictions in which the Company operates would recognise or enforce judgments of Australian courts obtained against the Company based on provisions of the laws of Australia. Furthermore, because the majority of the Company's assets are or will be located outside Australia, it may also be difficult to access those assets to satisfy an award entered against the Company in Australia. As a result of all of the above, Shareholders may have more difficulty in protecting their interests in the face of actions taken by management, the Board or controlling Shareholders than they would as shareholders of a company with assets in Australia.

4.3 Mining Industry Risks

(a) Title

The exploration licences in which the Company has now, or may, in the future, acquire an interest, including its applications for permits, are subject to the applicable local laws and regulations. The ownership of mineral exploration licences in Côte d'Ivoire and Mali are governed primarily by the relevant Mining Codes. Although the Company has taken steps to verify the title to the resource properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title. Title to resource properties may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or other stakeholder rights.

All of the tenements in which the Company has an interest will be subject to application for licences renewal from time to time. Renewal of the term of each licence is subject to applicable legislation. There is no guarantee that any licences, applications or conversions in which the Company has a current or potential interest will be granted. If the licence is not renewed for any reason, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that licence.

(b) Exploration and development risks

Mineral exploration and development are high-risk undertakings, and there is no assurance that exploration of the Company's tenements will result in the discovery of an economic resource deposit. Even if an apparently viable deposit is identified there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to permitting requirements, availability of appropriate exploration equipment, exploration costs, seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its tenements and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the tenements, a reduction in the case reserves of the Company and possible relinquishment of the tenements.

(c) Operating risk

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenements, or any other tenements that may be acquired by the Company in the future. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

(d) **Metallurgy**

Metal and/or mineral recoveries are dependent upon the metallurgical process, and by its nature contain elements of significant risk such as:

- (i) identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;
- (ii) developing an economic process route to produce a metal and/or concentrate; and
- (iii) changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project.

(e) **Payment obligations**

The Company will become subject to payment and other obligations. In particular, holders are required to expend the funds necessary to meet the minimum work commitments attaching to the Projects. Failure to meet these work commitments may render the Projects subject to forfeiture or result in the holders being liable for fees. Further, if any contractual obligations are not complied with when due, in addition to any other remedies that may be available to other parties, this could result in dilution or forfeiture of the Company's interest in the Projects.

(f) **Metals and currency price volatility**

The Company's ability to proceed with the development of its projects and benefit from any future mining operations will depend on market factors, some of which may be beyond its control. It is anticipated that any revenues derived from mining will primarily be derived from the sale of gold and base metals. Consequently, any future earnings are likely to be closely related to the price of this commodity and the terms of any off-take agreements that the Company enters into.

The world market for minerals is subject to many variables and may fluctuate markedly. These variables include world demand for gold and base metals that may be mined commercially in the future from the Company's project areas, forward selling by producers and production cost levels in major mineral-producing regions. Mineral prices are also affected by macroeconomic factors such as general global economic conditions and expectations regarding inflation and interest rates. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

Metals are principally sold throughout the world in US dollars. The Company's cost base will be payable in various currencies including Australian dollars and US dollars. As a result, any significant and/or sustained fluctuations in the exchange rate between the Australian dollar and the US dollar could have a materially adverse effect on the Company's operations, financial position (including revenue and profitability) and performance. The Company may undertake measures, where deemed necessary by the Board to mitigate such risks.

(g) **Competition risk**

The industry in which the Company will be involved is subject to domestic and global competition, including major mineral exploration and production companies. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of

its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

(h) **Land access risk**

Land access is critical for exploration and evaluation to succeed. In all cases the acquisition of prospective mining licences is a competitive business, in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential.

Access to land for exploration purposes can be affected by small non-mechanised mining operations or land ownership, including registered and unregistered land interests and regulatory requirements within the jurisdiction where the Company operates.

(i) **Third party risks**

The Company acknowledges that exploration success may result in extended work programs on the Tenements that may require further third party consents and/or compliance with compensation obligations with respect to the private landholders, underlying petroleum tenure, native title processes and pastoralist activities. As part of the process of submitting a program of works for any ground disturbing activities, pastoralists and other third parties will be notified and the Company will work to minimise disturbance in relation to the proposed activities in accordance with applicable law. The Directors acknowledge that delays may be caused to commencement of exploration programs.

(j) **Environmental risk**

As with all exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if mine development proceeds.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws. The costs and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop potentially economically viable mineral deposits.

Activities on the Company's tenements must comply with the conditions of their respective environmental authorities. The Company may be required to obtain further approvals from the relevant authorities before it can undertake particular activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities.

Environmental issues may compromise the exploration and development of the Company's tenements.

(k) **Licences, permits and approvals**

The Company holds all material authorisations required to undertake the current exploration programs of the Company. However, many of the mineral rights and interests to be held by the Company are subject to the need for ongoing or new government approvals, licences and permits. These requirements, including work permits and environmental approvals, will change as the Company's operations develop. Delays in obtaining, or the inability to obtain, required authorisations may significantly impact on the Company's operations.

(l) **Reliance on key management**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel.

There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

(m) **Conflicts of interest**

Certain Directors are also directors and officers of other companies engaged in mineral exploration and development and mineral property acquisitions. Accordingly, mineral exploration opportunities or prospects of which these Directors become aware may not necessarily be made available to the Company. Although these Directors have been advised of their fiduciary duties to the Company, there exist actual and potential conflicts of interest among these persons and situations could arise in which their obligations to, or interests in, other companies could detract from their efforts on behalf of the Company.

4.4 **General Risks**

(a) **Securities investments**

There are risks associated with any securities investment. The prices at which the securities of the Company trade may fluctuate in response to a number of factors. Furthermore, the stock market, and in particular the market for mining and exploration companies, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. There can be no guarantee that trading prices will be sustained. These factors may materially affect the market price of the securities of the Company regardless of its operational performance.

(b) **Economic risks**

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's business activities and potential exploration and development programs, as well as on its ability to fund those activities.

As with any exploration or mining project, the economics are sensitive to metal and commodity prices. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for minerals, technological advances, forward selling activities and other macro-economic factors. These prices may fluctuate to a level where the proposed mining operations are not profitable. Should the Company achieve success leading to mineral production, the revenue it will derive through the sale of commodities also exposes potential income of the Company to commodity price and exchange rate risks.

(c) **Force majeure**

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(d) **Market conditions**

The market price of the Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular.

Share market conditions may affect the value of the Company's Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) currency fluctuations;
- (v) changes in investor sentiment toward particular market sectors;
- (vi) the demand for, and supply of, capital; and
- (vii) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resources stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return to Shareholders.

(e) **Coronavirus disease**

The outbreak of coronavirus disease and its variants (COVID-19) is having a material effect on global economic markets. The global economic outlook is facing uncertainty due to the pandemic, which has had and may continue to have a significant impact on capital markets and share prices.

The Company's Share price may be adversely affected by the economic uncertainty caused by COVID-19. Further, any measures to limit the transmission of the virus implemented by governments around the world (such as travel bans and quarantining) may adversely impact the Company's operations.

(f) **Climate change risks**

There are a number of climate-related factors that may affect the Company's business or its assets, including its tenements. For instance:

- (i) climate change or prolonged periods of adverse weather and climatic conditions (including rising sea levels, floods, hail, drought, water, scarcity, temperature extremes, frosts, earthquakes and pestilences) may have an adverse effect on the Company's ability to access and utilise its tenements and/or on the Company's ability to transport or sell mineral commodities; and
- (ii) changes in policy, technological innovation and consumer or investor preferences could adversely impact the Company's business strategy or the value of its assets (including its tenements), or may result in less favourable pricing for mineral commodities, particularly in the event of a transition (which may occur in unpredictable ways) to a lower-carbon economy.

(g) **Taxation**

The acquisition and disposal of Securities will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities from a taxation point of view and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Securities under this Prospectus.

(h) **Government and legal risk**

Changes in government, monetary policies, taxation and other laws can have a significant impact on the Company's assets, operations and ultimately the financial performance of the Company and its Shares. Such changes are likely to be beyond the control of the Company and may affect industry profitability as well as the Company's capacity to explore and mine.

The Company is not aware of any reviews or changes that would affect the Projects. However, changes in community attitudes on matters such as taxation, competition policy and environmental issues may bring about reviews and possibly changes in government policies. There is a risk that such changes may affect the Company's development plans or its rights and obligations in respect of its projects. Any such government action may also require increased capital or operating expenditures and could prevent or delay certain operations by the Company.

(i) **Litigation**

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

(j) **Insurance**

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be available or of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. In addition, there is a risk that an insurer defaults in the payment of a legitimate claim by the Company.

4.5 **Investment speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus.

Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

5. Additional Information

5.1 Rights and liabilities attaching to Shares

A summary of the rights attaching to Shares in the Company is below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) General meeting and notices

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Ranking of Shares

At the date of this Prospectus, all Shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with existing Shares.

(c) Voting rights

Subject to any rights or restrictions, at general meetings of Shareholders or classes of shareholders:

- (i) every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder, has one vote for every fully paid Share held and a fraction of one vote for each partly paid up Share held, equal to the proportion which the amount paid up on that Share (excluding amounts credited) is to the total amounts paid up and payable (excluding amounts credited) on that Share.

(d) Dividend rights

Subject to the rights of the holders of any shares with special rights to dividends, the Directors may determine or declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid is of the total amounts paid and payable in respect of such Shares.

No dividend carries interest against the Company and the declaration of Directors as to the amount to be distributed is conclusive.

The Company must not pay a dividend unless the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend. The Directors may capitalise any profits of the Company and distribute that capital to the Shareholders, in the same proportions as the Shareholders are entitled to a distribution by dividend.

(e) **Variation of rights**

If at any time the share capital is divided into different classes of shares, the rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares in that class.

(f) **Transfer of Shares**

Shares can be transferred upon delivery of a proper instrument of transfer to the Company or by a transfer in accordance with the ASX Settlement Operating Rules. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than a marketable parcel. The Board may refuse to register a transfer of Shares upon which the Company has a lien. The Company must refuse to register a transfer of Shares where the Corporations Act, Listing Rules or ASX Settlement Operating Rules or a law about stamp duty requires the Company to do so.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Board of the Company as appointed from time to time. Subject to restrictions on the issue or grant of Securities contained in the Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing Share or class of shares), the Directors may issue Shares and other Securities as they shall, in their absolute discretion, determine.

(h) **Unmarketable parcels**

The Company's Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the minority Shareholders stating that the Company intends to sell their relevant Shares unless an exemption notice is received by a specified date.

(i) **Rights on winding up**

If the Company is wound up, the liquidator may with the sanction of special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair on any property to be so divided and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(j) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

5.2 **Company is a disclosing entity**

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the securities market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit review or report. Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 5.4 below). Copies of all documents announced to the ASX can be found at <https://www.african-gold.com/asx-announcements>.

5.3 **Dividend Policy**

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

5.4 **Copies of documents**

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Offers a copy of:

- (a) the Annual Report for the period ending 31 December 2020 lodged with ASX on 30 March 2021 (**Annual Financial Report**); and
- (b) the continuous disclosure notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the Annual Financial Report lodged with ASX on 30 March 2021, until the date of this Prospectus:

Date lodged	Subject of Announcement
08/09/2021	Screen Fire Assays Returns 10m at 123gpt Gold from 66m at Didievi Gold Project
01/09/2021	Change of Directors' Interest Notices
31/08/2021	Notification regarding unquoted securities – A1G
11/08/2021	Didievi Delivers Broad High Grade Gold Intercepts
09/08/2021	Trading Halt

Date lodged	Subject of Announcement
30/07/2021	Results of Meeting
30/07/2021	Quarterly Activities/Appendix 5B Cash Flow Report
01/07/2021	Letter to Shareholders regarding Notice of AGM
01/07/2021	Notice of Annual General Meeting / Proxy Form
21/06/2021	Change of Share Registry
04/06/2021	Appendix 2A and Cleansing Notice
14/05/2021	Appendix 2A and Cleansing Statement
30/04/2021	Quarterly Cashflow Report
30/04/2021	Quarterly Activities Report
30/03/2021	Appendix 4G and Corporate Governance Statement
30/03/2021	Annual Report to shareholders

The following documents are available for inspection throughout the period of the Offers during normal business hours at the registered office of the Company:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 5.11 and the consents provided by the Directors to the issue of this Prospectus.

5.5 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as is set out in this Prospectus, however, the Company is currently considering its upcoming exploration activities and intends to provide a market update in this regard early in the new financial year.

5.6 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Shares under this Prospectus.

5.7 Interests of Directors

(a) Information disclosed in this Prospectus

Other than as set out in this Prospectus, no Director holds or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (i) the formation or promotion of the Company;

- (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offers; or
- (iii) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director:

- (iv) as an inducement to become, or to qualify as, a Director; or
- (v) for services provided in connection with the formation or promotion of the Company, or the Offers.

(b) **Security holding**

The relevant interests of:

- (i) each of the Directors in Securities of the Company as at the date of this Prospectus are set out below; as well as,
- (ii) the Directors' relevant interest assuming the Offers are fully subscribed.

Director	Existing Shares	Existing Options	% Holding	Entitlement	% Holding post Offers
Evan Cranston ¹	2,168	2,500,000	0.00	620	0.00
Simon Bolster ²	500,000	2,000,000	0.55	142858	0.55
Tolga Kumova ³	9,298,193	12,500,000	10.17	2656627	10.17
Mathew O'Hara ⁴	179,168	2,000,000	0.20	51,191	0.20
Peter Williams ⁵	900,000	2,000,000	0.98	257143	0.98

Notes:

1. Mr Cranston's Shares and 2,500,000 unquoted Options exercisable at \$0.20 each on or before 22 February 2024 held indirectly through Kitara Investments Pty Ltd are held indirectly through Konkera Pty Ltd as trustee for Konkera Family Account.
2. Mr Bolsters's Shares and 2,000,000 unquoted options exercisable at \$0.30 each on or before 31 August 2024 are held jointly by Mr Simon James Sydney Bolster & Ms Rosyln Pamela O'Sullivan ATF Bolster Family Account.
3. Mr Kumova's Securities are held as follows:
 - a. 6,416,667 Shares and 10,000,000 unquoted Options exercisable at \$0.20 each on or before 17 April 2023 held indirectly through Kitara Investments Pty Ltd as trustees for the Kumova Family A/C;
 - b. 2,823,192 Shares and 2,500,000 unquoted Options exercisable at \$0.20 each on or before 22 February 2024 held indirectly through Kitara Investments Pty Ltd; and
 - c. 58,334 Shares held indirectly through Gondwana Investments Group Pty Ltd <Kumova Family Super Fund>.
4. Mr O'Hara's Securities are held as follows:
 - a. 14,584 Shares held directly; and
 - b. 164,584 Shares and 2,000,000 unquoted options exercisable at \$0.30 each on or before 31 August 2024 indirectly held through O'Hara Investment Trust.
5. Mr William's Shares and 2,000,000 unquoted options exercisable at \$0.30 each on or before 31 August 2024 are held indirectly through Torr Family Trust Pty Ltd.

The Directors have informed the Company that they intend to take up all of their respective Entitlements.

(c) **Remuneration**

The Constitution of the Company provides that the non-executive directors are entitled to be paid a maximum total amount of director's fees, determined by the Company in general meeting, or until so determined, as the Directors resolve. The amount of the remuneration of the Directors is to be divided among them in the proportion and manner they agree or, in default of agreement, among them equally and is to be provided wholly in cash unless otherwise determined.

The remuneration of executive directors must, subject to the provisions of any contract between each of the executive directors and the Company, be fixed by the Directors and may be by way of salary or commission or participation in profits or by all or any of those modes, but may not be by a commission on or percentage of operating revenue.

The Company currently has five Non-Executive Directors. Mr Cranston receives a base salary of \$60,000 (exclusive of superannuation) per annum, Mr Kumova receives a base salary of \$48,000 (exclusive of superannuation) per annum and Messrs Bolster, O'Hara and Williams receive a base salary of \$44,000 (inclusive of superannuation) per annum respectively.

The Constitution also provides that:

- (i) the Company must pay a Director (in addition to any remuneration) all reasonable expenses (including travelling and accommodation expenses) incurred by the director in or about the performance of their duties as a Director; and
- (ii) if a Director, at the request of the Directors, performs additional or special duties for the Company, the Company may remunerate that Director as determined by the Directors and that remuneration may be either in addition to or in substitution for that Director's remuneration.

Directors received the following remuneration for the year to 31 December 2020:

Director	Directors' fees and salary (\$)	Annual Leave (\$)	Non-monetary benefits (\$)	Super-annuation (\$)	Share-based payments (\$)	Total (\$)
Evan Cranston	65,700	-	-	-	-	65,700
Tolga Kumova	52,560	-	-	-	-	52,560
Mathew O'Hara	32,877	-	-	3,123	-	36,000
Stephen Parsons	21,896	-	-	2,850	-	24,746

Notes:

1. Mr O'Hara was appointed as Non-Executive Director on 1 April 2020.
2. Mr Parsons resigned from his position as Executive Director on 1 April 2020.

Directors received the following remuneration for the year to 31 December 2019:

Director	Directors' fees and salary (\$)	Annual Leave (\$)	Non-monetary benefits (\$)	Super-annuation (\$)	Share-based payments (\$)	Total (\$)
Evan Cranston ¹	57,761	-	-	-	-	57,761
Tolga Kumova ²	46,209	-	-	-	-	46,209
Stephen Parsons ⁴	109,823	8,104	-	6,470	-	124,397

5.8 Related party transactions

Mr Cranston is the principal of Konkera Holdings Pty Ltd trading as Konkera Corporate, which provides corporate advisory and administration services to the Company for \$10,000 per month.

There are no related party transactions involved in the Offers.

The Company's policy in respect of related party arrangements is:

- (a) a Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and
- (b) for the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting and does not vote on the matter.

5.9 Interests of other persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Shares offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Shares offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Shares offered under this Prospectus.

Hunt DRG will be paid approximately \$4,500 (plus GST) in fees for legal services in connection with the Offers.

Automic Registry Services has been appointed to conduct the Company's share registry functions and to provide administrative services in respect to the processing of Applications received pursuant to this Prospectus, and will be paid for these services on standard industry terms and conditions.

5.10 Expenses of the Offers

The estimated expenses of the Offers are as follows:

Estimated expense	\$
ASIC lodgement fees	3,206
ASX quotation fees	12,364 ¹
Legal and preparation expenses	4,500
Printing, mailing and other expenses	8,000
TOTAL	28,070

Note:

1. Assumes the Offers are fully subscribed.

5.11 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of Shares under this Prospectus), the Directors and any persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Hunt DRG has given its written consent to being named as the Australian corporate solicitors to the Company in this Prospectus. Hunt DRG has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

6. Directors' Statement and Consent

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of Company by:



Evan Cranston
Non-Executive Chairman
African Gold Limited

Dated: 8 September 2021

7. Unaudited Pro Forma Statement of Financial Position

30-June 2021				
Pro-forma Balance Sheet	Unaudited			Unaudited Pro forma A\$
	African Gold Limited A\$	Offers ⁽¹⁾ A\$	Costs ⁽²⁾ A\$	
CURRENT ASSETS				
Cash assets	474,624	3,917,479	(28,070)	4,364,033
Trade and other receivables	107,508	-	-	107,508
Other current assets	29,400	-	-	29,400
TOTAL CURRENT ASSETS	611,532	3,917,479	(28,070)	4,500,941
NON-CURRENT ASSETS				
Exploration & Evaluation assets	7,399,449	-	-	7,399,449
TOTAL NON-CURRENT ASSETS	7,399,449	-	-	7,399,449
TOTAL ASSETS	8,010,981	3,917,479	(28,070)	11,900,390
CURRENT LIABILITIES				
Trade and other payables	413,516	-	-	413,516
Provisions	20,973	-	-	20,973
TOTAL CURRENT LIABILITIES	434,489	-	-	434,489
TOTAL LIABILITIES	434,489	-	-	434,489
NET ASSETS	7,576,492	3,917,479	(28,070)	11,465,901
EQUITY				
Contributed Equity	4,298,066	3,917,479	-	8,215,545
Reserves	7,242,238	-	-	7,242,238
Accumulated Losses	(3,963,812)	-	(28,070)	(3,991,882)
TOTAL EQUITY	7,576,492	3,917,479	(28,070)	11,465,901

Notes:

1. Details of the Offers are set out in Section 1 of this Prospectus.
2. Costs of the Offers are set out in Section 5.10 of this Prospectus.

8. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$	means Australian dollars.
Acceptance	means a valid acceptance of Shares made pursuant to this Prospectus on an Application Form.
Applicant	means a person who submits an Application Form.
Application Form	means the relevant application form for an Offer provided by the Company with a copy of this Prospectus.
Application Monies	means application monies for Shares received by the Company.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.
Board	means the Directors meeting as a board.
Business Day	means Monday to Friday inclusive, other than a day that ASX declares is not a business day.
CHESS	means ASX Clearing House Electronic Subregistry System.
Closing Date	has the meaning given to it in Section 1.4.
Company	means African Gold Limited (ACN 624 164 852).
Constitution	means the constitution of the Company as at the date of this Prospectus.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Directors	mean the directors of the Company as at the date of this Prospectus.
Eligible Shareholder	means a person registered as the holder of Shares on the Record Date whose registered address is in Australia, New Zealand or Germany.
Entitlement	means the number of new Shares for which an Eligible Shareholder is entitled to subscribe under the Entitlement Offer, being 2 new Shares for every 7 Shares held on the Record Date.
Entitlement Offer	means the offer under this Prospectus of up to approximately 26,116,527 new Shares to Eligible Shareholders in the

proportion of 2 new Shares for every 7 Shares held on the Record Date.

Force Majeure means any act of God, war, revolution, or any other unlawful act against public order or authority, an industrial dispute, a governmental restraint, or any other event which is not within the control of the parties.

Governmental Agency means any government or any governmental, semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or entity.

Ineligible Foreign Shareholder means a person registered as the holder of Shares on the Record Date whose registered address is not in Australia, New Zealand or Germany.

Issue Date has the meaning given in has the meaning given to it in Section 1.10.

Issuer Sponsored means Shares issued by an issuer that are held in uncertified form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

Listing Rules means the listing rules of ASX.

Mining Codes means Côte d'Ivoire Law No. 2014-138 of 24 March 2014 and Mali Ordonnance No.2019-022/P-RM dated 27 September 2019.

Offers means the Entitlement Offer and the Shortfall Offer.

Offer Shares means Shares issued under the Offer.

Offer Period means the period between the Opening Date and the Closing Date.

Opening Date has the meaning given in the Timetable.

Option means an option to acquire a Share.

Projects means the following tenements:

Tenement Name	Location	Interest
Agboville	Côte d'Ivoire	100%
Sikensi	Côte d'Ivoire	100%
Azaguie	Côte d'Ivoire	Pending, 100%
Gomon	Côte d'Ivoire	Pending, 100%
Sitakili	Mali	100%
Walia	Mali	95%
Samanafoulou	Mali	100%

N'Golokasso	Mali	Pending, 100%
Yatia Sud	Mali	100%
Bourdala	Mali	Up to 90% subject to earn-in agreement; ability for 100%
BouBou	Mali	Up to 90% subject to earn-in agreement; ability for 100%
Kofi Quest	Mali	100%
Didievi	Côte d'Ivoire	Up to 80% subject to option agreement
Konahiri North	Côte d'Ivoire	Up to 80% subject to option agreement
Konahiri South	Côte d'Ivoire	Up to 80% subject to option agreement
Koyekro	Côte d'Ivoire	Up to 80% subject to option agreement

Prospectus	means this prospectus dated 8 September 2021.
Record Date	means 5:00pm (WST) on the date identified in the proposed Timetable.
Section	means a section of this Prospectus.
Securities	means Shares, Options and/or Performance Shares.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of Shares.
Shortfall	means the number of Shares under the Entitlement Offer not validly applied for by Eligible Shareholders before the Closing Date.
Shortfall Offer	means the offer of the Shortfall under this Prospectus, which includes the offer in relation to the Shortfall Shares.
Timetable	means the proposed timetable for the Offers set out on page iii of this Prospectus.
WST	means Western Standard Time, being the time in Perth, Western Australia.