



Announcement Summary

Entity name

WEST AFRICAN RESOURCES LIMITED

Announcement Type

New announcement

Date of this announcement

26/10/2021

The Proposed issue is:

☒ An offer of securities under a securities purchase plan

☒ A placement or other type of issue

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

| ASX +security code | +Security description | Maximum Number of +securities to be issued |
|--------------------|-----------------------|--|
| WAF | ORDINARY FULLY PAID | 8,000,000 |

+Record date

25/10/2021

Offer closing date

18/11/2021

+Issue date

23/11/2021

Total number of +securities proposed to be issued for a placement or other type of issue

| ASX +security code | +Security description | Maximum Number of +securities to be issued |
|--------------------------------|-----------------------|--|
| New class-code to be confirmed | Convertible Note | 1 |
| WAF | ORDINARY FULLY PAID | 171,527,718 |

Proposed +issue date

26/11/2021

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

WEST AFRICAN RESOURCES LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ACN

Registration Number

121539375

1.3 ASX issuer code

WAF

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

26/10/2021

1.6 The Proposed issue is:

- ☒ An offer of +securities under a +securities purchase plan
- ☒ A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?

☒ No



Part 4B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

WAF : ORDINARY FULLY PAID

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

WAF : ORDINARY FULLY PAID

Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted

8,000,000

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

☒ No

Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?

☒ No

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

☒ Yes

Is the minimum acceptance unit based or dollar based?

☒ Dollar based (\$)

Please enter the minimum acceptance value

\$ 1,000

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

☒ No

Describe all the applicable parcels available for this offer in number of securities or dollar value

- | | |
|-----|----------|
| (a) | \$1,000; |
| (b) | \$2,500; |
| (c) | \$5,000; |



- (d) \$10,000;
- (e) \$15,000;
- (f) \$20,000;
- (g) \$25,000; or
- (h) \$30,000.

Offer price details

Has the offer price been determined?

☒ Yes

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security?

AUD 1.25000

Oversubscription & Scale back details

Will a scale back be applied if the offer is over-subscribed?

☒ Yes

Describe the scale back arrangements

The Company may scale back to the extent and in the manner it sees fit including (but without limiting the Company's discretion) by taking into account, among other factors, the number of Eligible Shareholders participating, the size of shareholding at the Record Date or the number of New Shares applied for under the SPP.

If there is a scale back, refunds to the applicants will be without interest.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Part 4C - Timetable

4C.1 Date of announcement of +security purchase plan

26/10/2021

4C.2 +Record date

25/10/2021

4C.3 Date on which offer documents will be made available to investors

4/11/2021

4C.4 Offer open date

4/11/2021

4C.5 Offer closing date

18/11/2021



4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer

23/11/2021

Part 4D - Listing Rule requirements

4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?

☒ Yes

Part 4E - Fees and expenses

4E.1 Will there be a lead manager or broker to the proposed offer?

☒ No

4E.2 Is the proposed offer to be underwritten?

☒ No

4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ No

4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Fees include ASX Listing Fees and legal fees (not material).

Part 4F - Further Information

4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Cash component of closing consideration for acquisition of Kiaka and Toega
Repayment of finance facility
Exploration programs
General working capital purposes, including costs of the transaction

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

☒ No



4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer

The US, Canada, Switzerland, Germany, Norway, France, Netherlands, Ireland, Spain and UAE

4F.3 URL on the entity's website where investors can download information about the proposed offer

www.westafricanresources.com

4F.4 Any other information the entity wishes to provide about the proposed offer

N/A



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

☒ Yes

7A.1a Conditions

| Approval/Condition | Date for determination | Is the date estimated or actual? | ** Approval received/condition met? |
|---------------------------|------------------------|---|-------------------------------------|
| +Security holder approval | 15/12/2021 | <input checked="" type="checkbox"/> Estimated | No |

Comments

The 112,000 Tranche 2 Placement Shares are subject to shareholder approval under LR 10.11.
The 43,706,308 Deferred Consideration Shares are subject to approval under LR 7.1

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

WAF : ORDINARY FULLY PAID

Number of +securities proposed to be issued

101,000,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ Yes

In what currency is the cash

What is the issue price per



consideration being paid?

AUD - Australian Dollar

+security?

AUD 1.25000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

WAF : ORDINARY FULLY PAID

Number of +securities proposed to be issued

112,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 1.25000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No



☒ Existing class

Details of +securities proposed to be issued

ASX +security code and description

WAF : ORDINARY FULLY PAID

Number of +securities proposed to be issued

26,709,410

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Partial consideration paid for acquisition of Kiaka described in the announcement dated 26 October 2021

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

36,818,851.000000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

WAF : ORDINARY FULLY PAID

Number of +securities proposed to be issued

43,706,308

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No



Please describe the consideration being provided for the +securities

Deferred consideration shares paid for acquisition of Kiaka described in the announcement dated 26 October 2021

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

60,249,029.000000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ New class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☒ Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☒ No

ASX +security code

New class-code to be confirmed

+Security description

Convertible Note

+Security type

+Convertible debt securities

Number of +securities proposed to be issued

1

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Partial consideration for acquisition of Kiaka



Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

60,249,029.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

+Convertible debt securities details

These securities are:

Convertible

Type of security

Convertible note or bond

+Security currency

USD - US Dollar

Face value

USD 45,000,000.0000

Interest rate type

Zero coupon/no interest

Frequency of coupon/interest payments per year

No coupon/interest payments

s128F of the Income Tax Assessment Act status applicable to the +security

Not applicable

Is the +security perpetual (ie. no maturity date)?

☒ No

Maturity date

25/10/2022

Select other features applicable to the +security

☒ Redeemable

☒ Subordinated

☒ Secured

Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?

☒ Yes

If yes, what is the first trigger date

26/4/2022

Details of the type of +security that will be issued if the securities are converted, transformed or exchanged

WAF : ORDINARY FULLY PAID

Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)

43,706,308



Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Refer to ASX announcement dated 26 October 2021

Part 7C - Timetable

7C.1 Proposed +issue date

26/11/2021

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

15/12/2021

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ Yes

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ Yes

7E.1a Who is the lead manager/broker?

Euroz Hartleys Limited
Sprott Capital Partners, a division of Sprott Private Wealth LP

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

3% of the total gross dollar amount raised under the Placement (Equity Raising Fee).

The Equity Raising Fee will be paid in the following proportions:

£ Euroz Hartleys £ 70%

£ Sprott £ 30%



7E.2 Is the proposed issue to be underwritten?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

N/A

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Acquisition of Kiaka and Toega
Repayment of finance facility
Exploration, development and working capital

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue

The Deferred Consideration Shares are calculated as at the date of the 3B and may change.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)