

24 AUGUST 2022

SCHEME UPDATE

Oklo Resources Limited ("Oklo" or "the Company") provides the following update on the proposed scheme of arrangement pursuant to which B2Gold Corp. ("**B2Gold**") will acquire, through its wholly owned subsidiary B2Gold Oklo Resources Pty Limited, 100% of the share capital of Oklo ("**Scheme**").

Conditions Precedent

Oklo is pleased to announce that the following conditions precedent to the Scheme as set out in the Scheme Implementation Deed dated 26 May 2022 (as amended and restated on 27 July 2022) between Oklo and B2Gold ("**SID**") have been satisfied or waived:

- clause 3.1(a)(iv) of the SID (Regulatory Approvals NYSE); and
- clause 3.1(m) of the SID (Intercompany loan agreement).

Further details of the conditions precedent to the Scheme are detailed in section 11.12 of the Scheme Booklet released by Oklo on ASX on 29 July 2022.

Implementation of the Scheme is still subject to the satisfaction or waiver of other remaining conditions precedent, including the approval of the Scheme by Oklo shareholders at the Scheme Meeting scheduled for 10:00am (AEST) on Thursday, 1 September 2022 and approval of the Scheme by the Supreme Court of Western Australia.

Scheme Meeting

Oklo shareholders are reminded that the Scheme Meeting for Oklo shareholders to consider and, if thought fit, approve the Scheme will be held at Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000 at 10:00am (AEST) on Thursday, 1 September 2022. The Scheme Meeting will be held in person and electronically via an online platform.

Details of how to access the online platform and participate in the Scheme Meeting are contained in the notice of meeting included in the Scheme Booklet at Annexure E. Oklo shareholders who participate in the Scheme Meeting via the online platform will be able to listen to the Scheme Meeting, cast a vote online and ask questions.

All registered Oklo shareholders as at 7:00pm (AEST) on Tuesday, 30 August 2022 will be eligible to vote at the Scheme Meeting.

All Oklo shareholders are encouraged to vote either by attending and voting at the Scheme Meeting in person or online or by lodging a proxy to attend and vote at the Scheme Meeting. Oklo shareholders who wish to vote via proxy at the Scheme Meeting are reminded that completed proxy forms must be lodged by 10:00am (AEST) on Tuesday, 30 August 2022. The Scheme Booklet released on ASX on 29 July 2022 provides information on how to lodge your proxy form.

Sale Facility

Oklo shareholders are also reminded that Small Shareholders (being Oklo shareholders whose entitlement to the Scrip Consideration would be 17,000 B2Gold Shares or less (in other words, an Oklo shareholder who holds 825,242 Oklo shares or less as at 7:00pm (AEST) on 12 September 2022)) are entitled to elect to have their Scrip Consideration allotted to the Sale Agent and sold through the Sale Facility.

Small Shareholders who elect to have their Scrip Consideration allotted to the Sale Agent and sold through the Sale Facility will receive a pro rata share of the net proceeds from the sale of all Scrip Consideration sold through the Sale Facility.

ASX ANNOUNCEMENT

To make a valid election to participate in the Sale Facility, Small Shareholders must complete and return the Election Form accompanying the Scheme Booklet to the Share Registry by 5:00pm (AEST) on 12 September 2022. Sections 5.3 and 5.4 of the Scheme Booklet released on ASX on 29 July 2022 provide further information on the Sale Facility.

Indicative timetable for completion*

Scheme Meeting	10:00am (AEST) on Thursday, 1 September 2022
Second Court Hearing to approve the Scheme	8:30am (AWST) on Wednesday, 7 September 2022
Record Date	7:00pm (AEST) on Monday, 12 September 2022
Implementation of Scheme	Monday, 19 September 2022

**All dates are subject to change.*

This announcement is authorised for release by the Board of the Company.

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