

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

10 November 2022

A\$140m underwritten Equity Raising to strengthen balance sheet

Highlights

- Resolute launches institutional placement and 1-for-1.11 accelerated non-renounceable entitlement offer to strengthen balance sheet and provide financial platform for growth
- Underwritten A\$140 million component to be used to pay down debt, reducing net debt position from US\$156 million to US\$65 million
- Up to an additional A\$60 million from a non-underwritten retail entitlement offer component (if fully subscribed) to further reduce debt, provide general working capital and fund growth initiatives, including the potential expansion optionality at Syama North
- Equity Raising provides refreshed management team with financial flexibility to continue to execute on demonstrated operational turnaround

Resolute Mining Limited (ASX/LSE: RSG, “**Resolute**” or the “**Company**”) is pleased to announce the launch of a fully underwritten institutional placement and a partially underwritten 1-for-1.11 accelerated non-renounceable entitlement offer (“**Equity Raising**” or the “**Offer**”) of new fully paid ordinary shares in the Company (**New Shares**) at an offer price of A\$0.16 per New Share to strengthen the Company’s balance sheet and provide a financial platform for growth.

The Equity Raising comprises an underwritten component of A\$140 million which will be used to pay down the Company’s Syndicated Loan Facility. Post Equity Raising, net debt will be reduced from US\$156 million to US\$65 million, with US\$84 million remaining outstanding on the Company’s Syndicated Loan Facility, the majority of which is due in March 2024¹.

Under the non-underwritten retail component of the entitlement offer, in the event the retail offer is fully subscribed, up to an additional A\$60 million can be raised. These proceeds, in conjunction with pro forma cash reserves of A\$77.3 million and future free cash flow, will be used to further repay debt, fund general working capital and costs of the Equity Raising, in addition to supporting the Company’s Syama North expansion plan.

The Syama North expansion plans include drilling and test work to convert Resources to Reserves and completion of the Pre-Feasibility Study in Q1 2023 ahead of the commencement of a Definitive Feasibility Study in Q2 2023. Development of the Syama North resource is expected to provide ore feed for a low capex expansion of the Sulphide circuit to achieve economies of scale and reduce AISC per ounce.

Terry Holohan, CEO and Managing Director commented:

“Resolute’s performance has steadily improved with four consecutive quarters of increased production. This equity raising is the final step in Resolute’s transition to a sustainable gold producer with a de-

¹ Of the remaining US\$84m, US\$74m will be due in March 2024 and US\$10m is payable on receipt of the final instalment of US\$10m from the sale of Bibiani (due 18 November 2022)

risked balance sheet. The Company is now in a strong position to pursue a new open pit operation at Syama North, together with low capital expansion options for the Sulphide circuit.”

Details of the Equity Raising

The Equity Raising comprises:

- An underwritten institutional placement of approximately 258 million New Shares to raise approximately A\$41 million (“**Placement**”);
- An underwritten 1-for-1.11 pro-rata accelerated, non-renounceable institutional entitlement offer of approximately 348 million New Shares to raise approximately A\$56 million (“**Institutional Entitlement Offer**”); and
- A 1-for-1.11 pro-rata non-accelerated, non-renounceable retail entitlement offer of approximately 646 million New Shares to raise up to approximately A\$103 million (“**Retail Entitlement Offer**”) of which approximately A\$43 million is underwritten.

The Equity Raising will be undertaken at a fixed issue price of A\$0.16 per New Share, which as at the last trading day of 9 November 2022, represents a:

- 22.0% discount to the last closing price of A\$0.205²;
- 23.1% discount to the 5-day volume weight average price of A\$0.208²; and
- 13.6% discount to the Theoretical Ex-Rights Price (“**TERP**”)³ of A\$0.185.

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer, which is being conducted today, Thursday, 10 November 2022, along with the Placement. Eligible institutional shareholders can choose to take up all, part or none of their entitlements under the Institutional Entitlement Offer. Entitlements not taken up by eligible institutional shareholders and entitlements that would otherwise have been offered to ineligible institutional shareholders will be offered to new institutional investors and existing institutional shareholders concurrently with the Institutional Entitlement Offer.

The Retail Entitlement Offer will be conducted at the same fixed issue price and offer ratio as the Institutional Entitlement Offer. Under the Retail Entitlement Offer, eligible retail shareholders with a registered address in Australia or New Zealand and who are outside the United States will be entitled to subscribe for 1 New Share for every 1.11 existing fully paid ordinary shares in Resolute held at 7:00pm (Sydney time) on Monday, 14 November 2022 (“**Record Date**”). The Retail Entitlement Offer includes an oversubscription facility, pursuant to which eligible retail shareholders who take up all of their entitlement (and who are not a related party of Resolute) may apply for up to 50% of their entitlement, in addition to their entitlement, as additional New Shares. The Retail Entitlement Offer will be open from Thursday, 17 November 2022 to eligible retail shareholders in Australia and New Zealand, as at 7:00pm (Sydney time) on the Record Date and is expected to close at 5:00pm (Sydney time) on Monday, 5 December 2022. Offer documents in respect of the Retail Entitlement Offer will be lodged with the ASX on Thursday, 17 November 2022, with details on how to access those documents to be sent in a letter to eligible retail shareholders on Thursday, 17 November 2022.

² Based on ASX trading only, not LSE.

³ The TERP is the theoretical price at which Resolute shares should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Resolute’s shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal to TERP. TERP is calculated by reference to Resolute’s closing price of A\$0.205 on 9 November 2022 and the A\$140 million underwritten component of the Equity Raising

Each New Share issued under the Equity Raising will rank pari passu with existing fully paid ordinary shares in Resolute on issue.

The Entitlement Offer is non-renounceable and entitlements will not be tradeable or otherwise transferrable.

Important information regarding the Equity Raising, including the offer restrictions applicable to the Equity Raising, is outlined in the Resolute Investor Presentation released today.

TEMPORARY SUSPENSION OF TRANSFER OF SHARES BETWEEN ASX AND LSE

Resolute has been granted a waiver of ASX Settlement Operating Rules 13.9.4 and 13.9.9 in respect of transmutations of securities from the Company's Australian register to the Company's United Kingdom register to ensure that transfers of the Company's shares from ASX to LSE will be deferred from the date that the New Shares are issued under the Placement and Institutional Entitlement Offer (expected to be Thursday, 17 November 2022) until the Company releases a UK admission prospectus in respect of the Equity Raising (expected to be on or before Friday, 9 December 2022) (**Relevant Period**). The Relevant Period is estimated to be a period of 18 business days.

Key Dates of the Equity Raising

Event	Date
Announcement of Equity Raising and Trading Halt	10 November 2022
Placement and Institutional Entitlement Offer opens	10 November 2022
Trading halt lifted and shares recommence trading	14 November 2022
Announcement of results of Placement and Institutional Entitlement Offer	14 November 2022
Entitlement Offer Record Date	14 November 2022
Retail Entitlement Offer opens, and Retail Offer Booklet dispatched	17 November 2022
Settlement of New Shares issued under the Placement and Institutional Entitlement Offer	17 November 2022
Allotment and commencement of trading of New Shares under the Placement and Institutional Entitlement Offer	18 November 2022
Retail Entitlement Offer closes	5 December 2022
Announcement of results of Retail Entitlement Offer	7 December 2022
Settlement of New Shares issued under the Retail Entitlement Offer	9 December 2022
Allotment and Commencement of New Shares under the Retail Entitlement Offer	12 December 2022

Note: Dates and times are indicative only and subject to change without notice. Resolute reserves the right to alter the dates in this presentation at its discretion and without notice, subject to the ASX Listing Rules and Corporations Act 2001 (Cth). All dates refer to 2022.

Advisors

Canaccord Genuity (Australia) Limited (“**Canaccord**”) and Sprott Capital Partners LP (“**Sprott**”) are acting as Joint Lead Managers, Underwriters & Bookrunners (together, the “**Joint Lead Managers**”). Joh. Berenberg, Gossler & Co. KG and Euroz Hartleys Limited are acting as Co-Managers (together the “**Co-Managers**”).

Treadstone Resource Partners are acting as strategic and financial advisor and Allen & Overy are acting as legal advisor to Resolute in Australia and the United Kingdom.

Additional Information

Further information concerning the Equity Raising is contained in the Resolute Investor Presentation released to the ASX and LSE today or is available on the [ASX website](#). Nothing contained in this announcement constitutes investment, legal, tax or other advice. You should seek appropriate professional advice before making any investment decision.

Disclaimer

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction. The entitlements and New Shares referred to in this announcement have not been, and will not be, registered under the US Securities Act of 1933 (US Securities Act) or the securities laws of any state or other jurisdiction of the United States, and the entitlements may not be taken up by, and the New Shares may not be offered or sold to, any person in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States. The Company does not intend to register any portion of the Offer under the US Securities Act or to conduct a public offering in the United States.

The release, publication or distribution of this announcement (including in electronic copy) outside Australia may be restricted by law. If you come into possession of this announcement, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

General

In addition, this announcement is subject to the same "Important Notice and Disclaimer" as appears on slides 2 to 7 of the Investor Presentation with any necessary contextual changes.

Cautionary Statement about Forward-Looking Statements

This announcement contains certain “forward-looking statements” including statements regarding our intent, belief, or current expectations with respect to Resolute’s business and operations, market conditions, results of operations and financial condition, and risk management practices. The words “likely”, “expect”, “aim”, “should”, “could”, “may”, “anticipate”, “predict”, “believe”, “plan”, “forecast” and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings, anticipated production, life of mine and financial position and performance are also forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Resolute’s actual results, performance and achievements or industry results to differ materially from any future results, performance or achievements, or industry results, expressed or implied by these forward-looking statements. Relevant factors may include (but are not limited to) changes in commodity prices, foreign exchange fluctuations and general economic conditions, increased costs and demand for production inputs, the speculative

nature of exploration and project development, including the risks of obtaining necessary licences and permits and diminishing quantities or grades of reserves, political and social risks, changes to the regulatory framework within which Resolute operates or may in the future operate, environmental conditions including extreme weather conditions, recruitment and retention of personnel, industrial relations issues and litigation.

Forward-looking statements are based on Resolute's good faith assumptions as to the financial, market, regulatory and other relevant environments that will exist and affect Resolute's business and operations in the future. Resolute does not give any assurance that the assumptions will prove to be correct. There may be other factors that could cause actual results or events not to be as anticipated, and many events are beyond the reasonable control of Resolute. Readers are cautioned not to place undue reliance on forward-looking statements, particularly in the current economic climate with the significant volatility, uncertainty and disruption caused by the COVID-19 pandemic. Forward-looking statements in this document speak only at the date of issue. Except as required by applicable laws or regulations, Resolute does not undertake any obligation to publicly update or revise any of the forward-looking statements or to advise of any change in assumptions on which any such statement is based. Except for statutory liability which cannot be excluded, each of Resolute, its officers, employees and advisors expressly disclaim any responsibility for the accuracy or completeness of the material contained in these forward-looking statements and excludes all liability whatsoever (including in negligence) for any loss or damage which may be suffered by any person as a consequence of any information in forward-looking statements or any error or omission.

About Resolute

Resolute Mining (ASX/LSE: RSG) is an African gold miner, developer and explorer with more than 30 years of experience across Australia and Africa. To date the company has produced over nine million ounces of gold. It currently operates the Syama Gold Mine in Mali and the Mako Gold Mine in Senegal. Resolute's gold production and cost guidance for FY2022 is 345,000oz at an All-In Sustaining Cost of \$1,425/oz.

Through all its activities, sustainability is the core value at Resolute. This means that protecting the environment, providing a safe and productive working environment for employees, uplifting host communities, and practicing good corporate governance are non-negotiable priorities. Resolute's commitment to sustainability and good corporate citizenship has been cemented through its adoption of and adherence to the Responsible Gold Mining Principles (RGMPs). This framework, which sets out clear expectations for consumers, investors, and the gold supply chain as to what constitutes responsible gold mining, is an initiative of the World Gold Council of which Resolute has been a member since 2017. The Company is on track to reach full compliance with the RGMPs in 2023.

Contact

Resolute

James Virgo, GM Finance and Investor Relations
contact@rml.com.au
+61 8 9261 6100

Australian Media

Cameron Morse, FTI Consulting
cameron.morse@fticonsulting.com
+61 433 886 871

Public Relations

Jos Simson / Emily Moss, Tavistock
resolute@tavistock.co.uk
+44 207 920 3150 / +44 7788 554 035

Corporate Broker

Jennifer Lee, Berenberg
+44 20 3753 3040

Authorised by Mr Terry Holohan, Managing Director and Chief Executive Officer