



Resolute

ASX Announcement

14 August 2019

Appendix 3B and Section 708A(5) Cleansing Notice

Resolute Mining Limited (ASX/LSE: RSG) (**Issuer**) notifies the Australian Securities Exchange (**ASX**) (as the operator of the prescribed financial market on which the securities identified below are or are to be quoted) that:

- a) the securities identified below were issued without disclosure under Part 6D.2 of the *Corporations Act 2001* (Cth) (**Corporations Act**);
- b) this notice is being given under section 708A(5)(e) of the Corporations Act;
- c) as at the date of this notice the Issuer has complied with the provisions of Chapter 2M as they apply to the Issuer and with section 674 of the Corporations Act; and
- d) as at the date of this notice there is no information which is 'excluded information' within the meaning of sections 708A(7) and (8) of the Corporations Act.

DETAILS OF THE ISSUE OF SECURITIES	
Class of securities:	Ordinary Shares
ASX Code of the securities:	RSG
Date of the issue of securities:	14 August 2019
Total number of securities issued:	12,336,379

Application for admission of these shares to the Official List (Standard Segment) and to trading on the Main Market of the LSE is being made and admission is expected on or around 19 August 2019.

For further information, contact:

John Welborn
Managing Director & CEO

Jeremy Meynert
General Manager – Business Development & Investor Relations

Total Voting Rights

Following the issue of the Resolute Shares for Second Completion, Resolute's total issued share capital consists of 900,888,230 ordinary shares of no par value. Resolute does not hold any shares in treasury. Therefore, following such issue, the total number of voting rights in Resolute is 900,888,230. This figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, Resolute under the FCA's Disclosure Guidance and Transparency Rules.



Resolute

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General

Unless otherwise defined, all capitalised terms in this announcement shall have the same meaning given to them in the Offer Document, a copy of which is available on the Resolute website at <https://www.rml.com.au/toroacquisition/>.

Dates referred to in this announcement are indicative only and are subject to change without notice to Toro Shareholders. Any significant changes to the above dates will be announced by Resolute on the ASX announcement platforms.

The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation ("MAR"). Upon the publication of this announcement via Regulatory Information Service ("RIS"), this inside information is now considered to be in the public domain.

ASX/LSE: RSG Capital Summary

Fully Paid Ordinary Shares: 900,888,230
Current Share Price:
A\$1.90 as at 13 August 2019
Market Capitalisation: A\$1.71 billion
FY19 Guidance (to 31 December):
400,000oz @ AISC US\$960/oz

Board of Directors

Mr Martin Botha *Non-Executive Chairman*
Mr John Welborn *Managing Director & CEO*
Ms Yasmin Broughton *Non-Executive Director*
Mr Mark Potts *Non-Executive Director*
Ms Sabina Shugg *Non-Executive Director*
Mr Peter Sullivan *Non-Executive Director*

Contact

John Welborn *Managing Director & CEO*
Jeremy Meynert *GM – BD & IR*
Level 2, Australia Place | 15-17 William St
Perth, Western Australia 6000
T: +61 8 9261 6100 | F: +61 8 9322 7597
E: contact@rml.com.au



Resolute

ASX Announcement

About Resolute

Resolute is a successful, dividend paying gold miner with more than 30 years of experience as an explorer, developer and operator of gold mines in Australia and Africa which have produced more than 8 million ounces of gold.

Resolute's production and cost guidance for the 12 months to 31 December 2019 has been updated to 400,000oz of gold at an AISC of US\$960/oz following the acquisition of Toro Gold Limited.

Resolute owns four gold mines. Its flagship asset is the world class Syama Gold Mine in Mali (Syama) which can produce more than 300,000 ounces of gold per annum from existing processing infrastructure. Resolute is currently commissioning the world's first fully automated underground mine at Syama which will deliver a low cost, large scale operation with a mine life beyond 2032. The Mako Gold Mine in Senegal is a high quality, low cost asset with average annual production of ~140,000 ounces of gold. The Ravenswood Gold Mine in Australia and the Bibiani Gold Mine in Ghana are existing largescale assets which provide Resolute with significant production growth potential. Resolute has a pathway to annual gold production in excess of 500,000 ounces from a Global Mineral Resource base of more than 18 million ounces of gold.

Resolute trades on the Australian Securities Exchange (ASX) and the London Stock Exchange (LSE) under the ticker RSG.

Contact Information

Resolute

John Welborn, Managing Director & CEO

Jeremy Meynert, General Manager – BD & IR

Telephone: +61 8 9261 6100

Email: contact@rml.com.au

Web: www.rml.com.au

Berenberg (UK Corporate Broker)

Matthew Armitt / Detlir Elezi

Telephone: +44 20 3207 7800

Tavistock (UK Investor Relations)

Jos Simson / Charles Vivian / Emily Fenton /

Annabel de Morgan

Telephone: +44 207 920 3150 / +44 778 855 4035

Email: resolute@tavistock.co.uk

Follow Resolute



ASX/LSE: RSG Capital Summary

Fully Paid Ordinary Shares: 900,888,230

Current Share Price:

A\$1.90 as at 13 August 2019

Market Capitalisation: A\$1.71 billion

FY19 Guidance (to 31 December):

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Mr Peter Sullivan *Non-Executive Director*

Contact

John Welborn *Managing Director & CEO*
Jeremy Meynert *GM – BD & IR*

Level 2, Australia Place | 15-17 William St
Perth, Western Australia 6000

T: +61 8 9261 6100 | F: +61 8 9322 7597

E: contact@rml.com.au

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Resolute Mining Limited

ABN

39 097 088 689

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|------------------------------------|
| 1 | +Class of +securities issued or to be issued | Ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Ordinary Shares Issued: 12,336,379 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>The ordinary shares will rank equally in all respects with existing issued ordinary fully paid shares.</p>
5	Issue price or consideration	\$1.45
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Shares were issued as part of the consideration in relation to the acquisition of Toro Gold Limited as part of Second Completion, as referred to in the Company's ASX Announcements of 31 July 2019.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another	N/A

	specific security holder approval (specify date of meeting)					
6f	Number of +securities issued under an exception in rule 7.2	N/A				
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A				
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A				
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	14 August 2019				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>900,888,230</td><td>Ordinary Shares</td></tr></table>	Number	+Class	900,888,230	Ordinary Shares
Number	+Class					
900,888,230	Ordinary Shares					
9	Number and +class of all +securities not quoted on ASX	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>2,236,624</td><td>Annual grant of Performance Rights with a vesting period</td></tr></table>	Number	+Class	2,236,624	Annual grant of Performance Rights with a vesting period
Number	+Class					
2,236,624	Annual grant of Performance Rights with a vesting period					

+ See chapter 19 for defined terms.

(including the ⁺ securities in section 2 if applicable)		ending on 30 June 2019.
	600,000	Special grant of Performance Rights with a vesting period ending on 30 June 2019.
	1,000,000	Special grant of Performance Rights with a vesting period ending on 30 June 2020.
	1,970,543	Annual grant of Performance Rights with a vesting period ending on 30 June 2020.
	1,000,192	Annual grant of Performance Rights with a vesting period ending on 30 June 2021.
	2,183,681	Annual grant of Performance Rights with a vesting period ending on 31 December 2021.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Directors may from time to time determine dividends to be distributed to members according to their rights and interests.
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Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the ⁺ securities will be offered	N/A
14	⁺ Class of ⁺ securities to which the offer relates	N/A

15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A

+ See chapter 19 for defined terms.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) ☒ +Securities described in Part 1

(b) ☐ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?
- If the additional +securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
-
- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another +security, clearly identify that other +security)
-

+ See chapter 19 for defined terms.

42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: 
.....
Company Secretary

Date: 14 August 2019

Print name: Amber Stanton

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	752,760,642
<p>Add the following:</p> <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period <p>Note:</p> <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	<p>24 August 2018 – 4,650,823 ordinary shares</p> <p>5 August 2019 – 128,657,263 ordinary shares issued as part of the consideration payable in relation to the acquisition of Toro Gold Limited as part of First Completion, as referred to in the Company's ASX Announcements of 31 July 2019. Those shares are the subject of a Listing Rule 7.1 waiver granted by the ASX.</p> <p>14 August 2019 – 12,336,379 ordinary shares issued as part of the consideration payable in relation to the acquisition of Toro Gold Limited as part of Second Completion, as referred to in the Company's ASX Announcements of 31 July 2019. Those shares are the subject of a Listing Rule 7.1 waiver granted by the ASX.</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	

+ See chapter 19 for defined terms.

“A”	898,405,107
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Step 2: Calculate 15% of “A”

“B”	0.15
Multiply “A” by 0.15	134,760,766

Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used

<p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>24 August 2018 – 100,623 ordinary shares</p> <p>30 January 2019 – 582,500 ordinary shares</p> <p>5 August 2019 – 1,800,000 ordinary shares issued as part of the financing fees payable in relation to the acquisition of Toro Gold Limited</p>
“C”	2,483,123

Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1

<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	134,760,766
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	2,483,123
Total [“A” x 0.15] – “C”	132,277,643
	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	
“E”	

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
--	--

<p>“A” x 0.10</p>	
-------------------	--

<p><i>Note: number must be same as shown in Step 2</i></p>	
--	--

<p>Subtract “E”</p>	
----------------------------	--

<p><i>Note: number must be same as shown in Step 3</i></p>	
--	--

<p>Total [“A” x 0.10] – “E”</p>	
--	--

	<p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>
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Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Resolute Mining Limited

ACN/ARSN ACN 097 088 689

1. Details of substantial holder (1)

Name Resolute Mining Limited (ASX: RSG) and its related bodies corporate listed in Annexure A.

ACN/ARSN (if applicable) ACN 097 088 689

The holder ceased to be a

substantial holder on 12/08/2019

The previous notice was given to the company on 05/08/2019

The previous notice was dated 05/08/2019

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
See Annexure B					

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure C	

Signature

print name John Welborn

capacity Managing Director

sign here

JP Welborn

date 14/08/2019

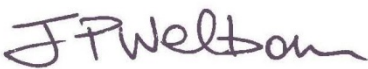
Annexure A

Details of Substantial holder

This is Annexure A of 1 page referred to in Form 605.

Name	Address
Resolute UK 2 Limited	Suite 1, 3rd Floor, 11-12 St. James's Square, London, United Kingdom SW1Y 4LB
Resolute UK 1 Limited	Suite 1, 3rd Floor, 11-12 St. James's Square, London, United Kingdom SW1Y 4LB
Resolute Mining Limited ACN 097 088 689	Level 2, 15-17 William Street Perth WA 6000

Signature

Print Name:	John Welborn	Capacity:	Managing Director
Sign Here:		Date:	14 August 2019

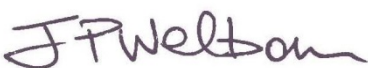
Annexure B

Changes in relevant interests

This is Annexure B of 1 page referred to in Form 605.

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
12 August 2018	Resolute UK 2 Limited Resolute UK 1 Limited Resolute Mining Limited ACN 097 088 689	Ceasing to be substantial holders due to Resolute UK 2 Limited, Resolute UK 1 Limited and Resolute Mining Limited ceasing to have a relevant interest in 128,657,263 fully paid ordinary shares in Resolute Mining Limited, under section 608(1)(c) of the Corporations Act, due to them no longer having power to control the exercise of a power to dispose of those shares.	N/A	128,657,263	128,657,263

Signature

Print Name:	John Welborn	Capacity:	Managing Director
Sign Here:		Date:	14 August 2019

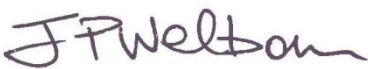
Annexure C

Addresses

This is Annexure D of 1 page referred to in Form 605.

Name	Address
Resolute UK 2 Limited	Suite 1, 3rd Floor, 11-12 St. James's Square, London, United Kingdom SW1Y 4LB
Resolute UK 1 Limited	Suite 1, 3rd Floor, 11-12 St. James's Square, London, United Kingdom SW1Y 4LB
Resolute Mining Limited ACN 097 088 689	Level 2, 15-17 William Street Perth WA 6000

Signature

Print Name:	John Welborn	Capacity:	Managing Director
Sign Here:		Date:	14 August 2019