

15 November 2019

## COMPLETION OF ACQUISITION OF ABRA RESOURCES

African Gold Limited (**Company**) is pleased to report that it has completed the acquisition of Abra Resources Pty Ltd (**Abra**), which holds gold projects located in the highly prospective and prolific gold producing Kenieba Inlier in western Mali. The permits are located close to the prolific Senegal Mali Shear Zone (SMSZ) between the AngloGold Ashanti / IAMGold Sadiola Mine (15 Moz)<sup>1</sup> and Barrick's Loulo-Gounkoto Mine Complex (14 Moz)<sup>1</sup>. Highlights of the Project include (Refer ASX announcement on 5 September 2019)<sup>2</sup>:

- The Permits contain major geological & geochemical targets including multiple prospective flexures on or adjacent the SMSZ that have yet to be drill tested.
- A large number of extensive alluvial and hard-rock artisanal gold workings exist on the Permits which are 'walk up' high priority targets requiring immediate drill testing.
- The Walia permit abuts Barrick Gold's Loulo mine (**14 Moz**) and contains a number of high priority untested walk up drill targets immediately along strike of Barrick's mine.
- The Sitikali permit contains a number of large scale and recent artisanal workings with only limited piecemeal historical shallow drilling undertaken over a small portion of the permit, of which drill results include<sup>2</sup>:
  - **6.6 m @ 115.5 g/t gold<sup>2</sup>**
  - **4 m @ 28.9 g/t gold<sup>2</sup>**
- The Company's other West Mali Permits contain only a handful of shallow reconnaissance holes requiring follow up testing, shallow results include<sup>2</sup>:
  - **7 m @ 4.2 g/t gold**
  - **5 m @ 8.6 g/t gold**
  - **24 m @ 2.01 g/t gold**
- **The Company expects to be drilling in late November 2019.**

The Company issued 3,000,000 consideration shares to the Abra shareholders which were approved by African Gold shareholders on 30 October 2019. Refer to attached Appendix 3B. African Gold has issued the shares without disclosure to investors under section 708A(5) of the Corporations Act 2001 (Cth) (Corporations Act).

With reference to the shares issued, in accordance with section 708A(6) of the Corporations Act 2001 (Cth) (Corporations Act), the Company gives notice under paragraph 708A(5)(e) that:

1. The shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
2. As at the date of this notice:
  - a) The Company has complied with the provisions of Chapter 2M of the Corporations Act as it applies to the Company;
  - b) The Company has complied with section 674 of the Corporations Act; and
  - c) There is no excluded information within the meaning of sections 708A(7) and 708A(8) of the Corporations Act which is required to be disclosed under section 708A(6)(e) of the Corporations Act.

On behalf of the Board

Michael Naylor  
Company Secretary



*"A1G continues to build a quality exploration portfolio with walk up drill targets in a major gold producing district in Mali and Côte d'Ivoire"*

*"A1G is focused on delivering shareholder wealth through the identification, exploration & development of significant mineral properties in Africa"*

### CORPORATE DIRECTORY

Non-Executive Chairman  
Evan Cranston

CEO & Exploration Manager  
Glen Edwards

Executive Director  
Steve Parsons

Non-Executive Director  
Tolga Kumova

Company Secretary & CFO  
Michael Naylor

### CONTACT DETAILS

A: Principal & Registered Office  
Suite 3, Level 3  
24 Outram Street  
West Perth WA 6005  
E: [admin@african-gold.com](mailto:admin@african-gold.com)

## **ABOUT AFRICAN GOLD**

African Gold Ltd (ASX:A1G) (**African Gold** or **the Company**) is an ASX listed African focused mineral exploration company. The Company has a Board and management team with a proven track record of significant discoveries in Africa and a strong cash balance. The Company holds the **West and South Mali Gold Projects** (which includes the proposed Abra acquisition), comprised of 8 permits of 436km<sup>2</sup> in the highly prolific Kenieba Inlier hosting the Mali Senegal Shear Zone. The Company also holds the **Agboville Gold Project** of 1,400km<sup>2</sup> in Cote D' Ivoire with a large scale +20 km gold-in-soil anomaly.

1. Refer Quarterly Report on 31 October 2019 for more details. African Gold is not aware of any new information or data that materially affects the information included in the said announcement.
2. Refer ASX announcement on 5 September 2019. African Gold is not aware of any new information or data that materially affects the information included in the said announcement.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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

African Gold Limited

ABN

29 624 164 852

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  | Fully Paid Ordinary Shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 3,000,000   |
| 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 (2,341,586 Fully Paid Ordinary Shares subject to a 12 month escrow period and 658,414 subject to a 6 month escrow period.) |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	Yes
5	Issue price or consideration	Deemed issue price of \$0.165 per share as consideration for the purchase of Abra Resources Pty Ltd (Refer ASX announcement on 5 September 2019)
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Consideration for the purchase of Abra Resources Pty Ltd (Refer ASX announcement on 5 September 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 in relation to the +securities the subject of this Appendix 3B, 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	Nil

---

+ See chapter 19 for defined terms.

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 specific security holder approval (specify date of meeting)	3,000,000 (Shareholder approval was received on 30 October 2019)	
6f	Number of +securities issued under an exception in rule 7.2	Nil	
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	7.1 - 8,715,000	7.1A – N/A
7	<p>+Issue dates</p> <p><small>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.</small></p> <p><small>Cross reference: item 33 of Appendix 3B.</small></p>	14 November 2019	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	28,756,250	<p>+Class</p> <p>Fully Paid Ordinary Shares*</p> <p><small>*2,341,586 Fully Paid Ordinary Shares are escrowed until 13 November 2020 and 658,414 Fully Paid Ordinary Shares are escrowed until 13 May 2020)</small></p>

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	900,000	Fully Paid Ordinary Shares (escrow until 4 December 2019)
	28,443,751	Fully Paid Ordinary Shares (escrow until 14 February 2021)
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)		

**Part 2 - Pro rata issue**

11 Is security holder approval required?	
12 Is the issue renounceable or non-renounceable?	
13 Ratio in which the +securities will be offered	
14 +Class of +securities to which the offer relates	
15 +Record date to determine entitlements	
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17 Policy for deciding entitlements in relation to fractions	
18 Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with.            Cross reference: rule 7.7.</small>	

+ See chapter 19 for defined terms.

- |    |   |  |
|----|---|--|
| 19 | Closing date for receipt of acceptances or renunciations  |  |
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |
| 23 | Fee or commission payable to the broker to the issue  |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders  |  |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting   |  |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled   |  |
| 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 |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable)  |  |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker?  |  |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?   |  |

---

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

32 How do security holders dispose of their entitlements (except by sale through a broker)?

33 +Issue date

**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

---

+ See chapter 19 for defined terms.

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)

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

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

**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.

15 November 2019

Sign here: ..... Date: .....  
(Company secretary)

Michael Naylor

Print name: .....

== == == == ==

---

+ See chapter 19 for defined terms.

# 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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	55,100,001
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	3,000,000 (14/11/2019)
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	58,100,001

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	8,715,000
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	-
“C”	-
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15  <i>Note: number must be same as shown in Step 2</i>	8,715,000
<b>Subtract</b> “C”  <i>Note: number must be same as shown in Step 3</i>	-
<b>Total</b> [“A” x 0.15] – “C”	8,715,000  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

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

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	-
<b>Total</b> [“A” x 0.10] – “E”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

---

+ See chapter 19 for defined terms.