



21st February 2013

**Nyota Minerals Limited ('Nyota' or 'the Company')
Placing of £4.0 million and Share Purchase Plan**

Nyota Minerals Limited (ASX/AIM: NYO), the East African gold exploration and development company, is pleased to announce that it has conditionally raised up to £4.0 million (before expenses) by way of a Placing of up to 200,000,000 new fully paid ordinary shares of the Company ('Ordinary Shares') ('the Placing') with new institutional investors and existing shareholders, including Centamin plc ('Centamin') and Resource Capital Fund V L.P. ('RCF'), at a price of £0.02 per share ('Placing Price').

Overview

- **£4 million raised through a placing at 2 pence per share**
- **Share Purchase Plan ('SPP') to enable eligible shareholders to each subscribe for up to A\$15,000 worth of new Ordinary Shares at the Placing Price**
- **Funds raised to complete a review of the Feeder Zone and internal optimisation of the Bankable Feasibility Study ('BFS'), advance negotiations with the Ethiopian Government for the issue of a mining licence for Tulu Kapi ('Mining Licence') and for general working capital purposes**

Nyota CEO, Richard Chase, commented "We are pleased to have received on-going support from a number of existing shareholders, with more than three quarters of the allocation of new shares being to them.

Raising money in the current financial market is a challenge for many exploration and development companies. This experience has been particularly evident in the lead up to the formal granting of our Mining Licence, which we believe will significantly de-risk the onward development of the Tulu Kapi Gold Project in Ethiopia. We intend to preserve our cash reserves whilst focusing on realising the value identified during 2012.

Having already highlighted the viability of developing an open pit project at Tulu Kapi through the DFS we are now focused on achieving a Mining Licence, completing preliminary studies on the Feeder Zone and undertaking an overall review of the implementation of the

Tulu Kapi project including the Feeder Zone, which we anticipate will provide considerable further value to the economic fundamentals.”

The Placing

Under the Placing, 95,000,000 Ordinary Shares have been placed firm in accordance with ASX Listing Rule 7.1 and therefore not subject to shareholder approval (‘Firm Placing Shares’). An additional 105,000,000 Placing Shares, (‘Conditional Placing Shares’) have been placed with investors conditional on shareholder approval. A circular convening a general meeting of the Company will be posted to Nyota shareholders in the next 14 days and placed on Nyota's website at www.nyotaminerals.com.

Centamin, which has an interest in 90,000,000 Ordinary Shares (representing approximately 13.6 per cent. of the Company’s existing issued share capital) has agreed to subscribe for 81,000,000 Placing Shares (comprising 38,475,000 Firm Placing Shares and 42,525,000 Conditional Placing Shares). Following the Placing and assuming shareholders approve the issue of the Conditional Placing Shares, Centamin will hold 171,000,000 Ordinary Shares, representing 19.9% of the enlarged share capital of the Company immediately following the Placing but before the SPP. Should shareholders not approve the issue of the Conditional Placing Shares, Centamin’s shareholding would be 128,475,000 Ordinary Shares, representing 17.0% of the then enlarged share capital.

As Centamin is a substantial shareholder in Nyota, it is deemed to be a “related party” under AIM Rules for Companies and accordingly its participation in the Placing constitutes a related party transaction for the purposes of Rule 13 of the AIM Rules for Companies.

The Directors, having consulted with the Company’s nominated adviser, RFC Ambrian, consider that the terms on which Nyota is participating in the Placing to be fair and reasonable insofar as all shareholders are concerned.

RCF has agreed to subscribe for 50,000,000 Placing Shares (comprising 23,750,000 Firm Placing Shares and 26,250,000 Conditional Placing Shares). Following the Placing and assuming shareholders approve the issue of the Conditional Placing Shares, RCF will hold 114,000,000 Ordinary Shares, representing 13.2% of the enlarged share capital of the Company immediately following the Placing but before the SPP. Should shareholders not approve the issue of the Conditional Placing Shares, RCF’s shareholding would be 84,750,000 Ordinary Shares, representing 11.6% of the then enlarged share capital.

Use of Proceeds

The funds raised will enable Nyota to:

- continue its negotiations with the Ethiopian Government for the issue of a Mining Licence for Tulu Kapi;

- complete a review of the Definitive Feasibility Study, in particular the mining scenario, costs and implementation plan; and
- complete a scoping study of the Feeder Zone; which was not included in the Feasibility Study. (An update on the Feeder Zone was announced on 21 January, 2013)

The Board has discussed the possibility of a strategic partner assisting with the development of Tulu Kapi and funds raised from the Placing will enable the Board to pursue these discussions in parallel with the project financing.

Cost Cutting Programme

The funds raised will provide sufficient working capital until at least 30 September 2013.

As previously announced, the Company has commenced a substantial cost cutting programme intended to extend the period over which the working capital available to the Company will be spent. The two key components of this programme are a reduction in corporate overheads and the scaling-back of field work.

The Board has resolved to reduce the size and expense of the Board of Directors by reducing it to 5 persons and to appoint of a new independent director. Other corporate overheads to be targeted include reduced expenditure on external consultants and the consolidation of corporate functions in London and Perth.

Following an intense period of activity to complete the DFS and Feeder Zone drill programme, the Board has determined that a reduced presence on the ground is appropriate for the coming months. No further drilling will be undertaken in the immediate future and the number of technical staff, both Ethiopian and expatriates, will be reduced accordingly. The Company will however maintain its Community Liaison presence at Tulu Kapi in order to protect its social licence to operate and to be in a position to ramp-up activities at Tulu Kapi when the Mining Licence is granted.

Share Purchase Plan

The Company also intends to undertake a Share Purchase Plan ('SPP') in accordance with the relief from the disclosure requirements provided by the Australian Securities & Investments Commission. The SPP will enable eligible shareholders of the Company to have the opportunity to subscribe for new Ordinary Shares at the Placing Price of up to a maximum investment of A\$15,000 per shareholder ('SPP Shares'). Subject to applicable securities laws, the SPP will be offered on similar terms to all shareholders on a non-renounceable basis and will be limited to an aggregate total amount of 40 million shares.

An eligible shareholder is one who is recorded in the Company's register of members on 20 February 2013, being the business day prior to the date of this announcement, and whose

registered address is in a place where it is lawful and practical for the Company to offer shares to those holders (in the reasonable opinion of the Company).

Where the registered holder is a custodian that holds shares on behalf of a beneficiary, each beneficiary may benefit from the same entitlement subject to the custodian meeting certain disclosure and other requirements and the custodian extending the offer to its beneficiaries (i.e. the offer cannot be made to the beneficiary directly).

If applications for more than 40 million shares are received, the Company may in its absolute discretion, undertake a scaleback to the extent and in the manner it sees fit. However, the SPP will not be underwritten and any shortfall shares under the SPP will not be allotted or issued to other persons. If required shareholder approval for the SPP will be sought at the forthcoming shareholder meeting.

A written offer document will be made available to eligible shareholders in due course and a further announcement will be made at that time

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Further Information

200,000,000 new Ordinary Shares will be issued pursuant to the Placing ('the Placing Shares') representing approximately 30% of Nyota's issued share capital as enlarged by the issue of the Placing Shares. The Placing Shares will, when issued, rank pari passu in all respects with the existing Ordinary Shares in Nyota.

95,000,000 Ordinary Shares have been placed firm ('Firm Placing Shares') and 105,000,000 Ordinary Shares have been conditionally placed subject to the passing of certain resolutions by the Company's shareholders at a general meeting to be held on or about 3 April 2013 required to give the Directors the authority to allot the Conditional Placing Shares ('Conditional Placing Shares').

A circular convening that general meeting will be posted to Nyota shareholders in the next 14 days and placed on Nyota's website at www.nyotaminerals.com.

The Firm Placing Shares

Application will be made to the Australian Securities Exchange ('ASX') for the Firm Placing Shares to be quoted on ASX and to the London Stock Exchange for the Firm Placing Shares to be admitted to trading on AIM ('First Admission'). It is expected that First Admission will become effective and that dealings in the Firm Placing Shares on AIM will commence at 8.00 a.m. on 27 February 2013.

Following the issue of the 95,000,000 Firm Placing Shares, the number of Ordinary Shares on issue will be 755,800,913.

The Conditional Placing Shares

Subject to shareholder approval at the general meeting, the Company will also apply for admission of the Conditional Placing Shares on AIM and the ASX ('Second Admission'). It is expected that Second Admission will take place and that trading will commence on AIM on or around 8 April] 2013. Following Second Admission the Company's issued share capital will consist of 860,800,913 Ordinary Shares.

The Placing has only been made (i) in the UK to persons falling within article 19 and article 49 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 and who are also qualified investors for the purposes of section 86 of FSMA, (ii) in Australia to sophisticated and professional investors under subsections 708(8) and 708(11) of the Corporations Act 2001 (Cth) and (iii) in other jurisdictions in strict compliance with securities laws applicable therein, and no other person may participate in the Placing or rely on any communication relating to it. The offer of the Placing Shares has not been made to the public for the purposes of the Prospectus Rules or any other applicable legislation.

For a copy of the presentation used in relation to the Placing please visit Nyota's website, www.nyotaminerals.com.

This announcement does not constitute an offer, or the solicitation of an offer, to subscribe for or buy any of the Placing Shares. Under the terms of agreements signed by Nyota with each of Ocean Equities Limited, Mirabaud Securities LLP and RFC Ambrian Limited in connection with the Placing, Ocean Equities, Mirabaud and RFC Ambrian will receive commissions from Nyota conditional on Admission and Nyota will give customary warranties, undertakings and indemnities to each of them in relation to the performance of their duties.

Forward-Looking Statements

This press release contains forward-looking statements in relation to the Company and its subsidiaries (the "Group"), including, but not limited to, the Group's proposed strategy, plans and objectives, future commercial production, sales and financial results, development, construction and production targets and timetables, mining costs and economic viability and profitability. Such statements are generally identifiable by the terminology used, such as "may", "will", "could", "should", "would", "anticipate", "believe", "intend", "expect", "plan", "estimate", "budget", "outlook" or other similar wording. By its very nature, such forward-looking information requires the Company to make assumptions that may not materialise or that may not be accurate. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the control of the Group that could cause the actual performance or achievements of the Group to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Furthermore, the forward-looking information contained in the press release is made as of the date of the press release and accordingly, you should not rely on any forward-looking statements and the Group accepts no obligation to disseminate any updates or revisions to such forward-looking statements. The forward-looking information contained in this press release is expressly qualified by this cautionary statement.

Neither the contents of the Company's website nor the contents of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into, or forms part of, this announcement.

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