

WEST WITS MINING LIMITED
ACN 124 894 060

SHARE PURCHASE PLAN 2023 OFFER BOOKLET

This Offer of Shares is made on the terms and conditions of the SPP set out in this Offer Booklet and the accompanying personalised Application Form. The Closing Date is 5:00pm Melbourne time on 13 March 2023.

It is important that you read this Offer Booklet and accompanying personalised Application Form in full. You should seek independent legal and/or financial advice if you are in any doubt about the terms of this Offer or whether to accept this Offer. All dates are indicative only and are subject to change.

Note: Certain capitalised terms used in this Offer Booklet have the meaning set out in the Glossary on page 8. All monetary amounts stated in this Offer Booklet are in Australian dollars (AUD).

KEY OFFER DETAILS	
Issue price of shares offered under this SPP	\$0.014 (1.4 cents) per Share
Minimum application amount:	\$1,000 (71,429 Shares)
Maximum application amount:	\$30,000 (2,142,858 Shares)
Applications can only be made for parcels of Shares valued (at the issue price) at:*	<p>A. \$1,000 (71,429 Shares) B. \$2,000 (142,858 Shares)</p> <p>C. \$5,000 (357,143 Shares) D. \$7,500 (535,715 Shares)</p> <p>E. \$10,000 (714,286 Shares) F. \$15,000 (1,071,429 Shares)</p> <p>G. \$20,000 (1,428,572 Shares) H. \$25,000 (1,785,715 Shares)</p> <p>I. \$30,000 (2,142,858 Shares)</p> <p><i>* note: all fractional entitlements to Shares rounded up.</i></p> <p>Payment must be made by BPAY® or by EFT in accordance with the instructions in the Application Form. Any eligible Shareholder who is having difficulty applying for Shares under the Offer is encouraged to contact the Company's Share Registrar on 1300 288 664 (within Australia), +61 2 9698 5414 (international) or by email to Corporate.Actions@atomicgroup.com.au or the Company by email to swhyte@westwitsmining.com.</p> <p>You must ensure payment is received by 5:00pm Melbourne time on 13 March 2023 (being the Closing Date). Unless the Company otherwise agrees, payment received after 5:00pm Melbourne time on the Closing Date will not be accepted.</p> <p>If you do not provide the exact amount for a parcel of Shares as described above, the Company reserves the right to issue you the number of Shares equal to the amount provided divided by the issue price per share under the SPP or issue you a lesser number of Shares under the Offer than the number you pay for and (if necessary) return a portion of your funds.</p> <p>The Company will refund to the applicant the difference (if any) between the application monies received by the Company and application monies payable for the number of Shares actually issued to the applicant.</p> <p>Refunds will be paid to the applicant either by EFT (if bank account details are held by the Share Registry) or cheque. No interest will be paid on refunds.</p>
Amount to be raised:*	<p>Up to \$1 million (71,428,572 Shares in aggregate) before costs is proposed to be raised under the Offer.</p> <p>If total applications exceed the maximum amount to be raised, the Company may scale back the number of Shares issued in response</p>

	<p>to an application. If a scale back is necessary, the scale back will be applied at the discretion of the Board having regard to the holding of the subscriber of shares in the Company at the date of allocation of the Shares under the Offer.</p> <p>Any shareholder who wishes to apply for shortfall from the SPP (if any) is encouraged to contact the Company by email to swhyte@westwitsmining.com.</p> <p>There is no minimum subscription amount for the issue of SPP Shares under the Offer (i.e. all valid applications will be accepted regardless of the amount raised under the SPP, subject to scale back referred to above and the terms of this Offer Booklet).</p>
Proposed use of funds:	<p>Funds raised under the Offer will be applied to strengthen the Company's balance sheet and fund its ongoing operations, including:</p> <ul style="list-style-type: none"> • Infill drilling program to convert Mineral Resources to Ore Reserves; • Installation of critical infrastructure at Qala Shallows mine site; • Maintain operational readiness at mine site; and • General working capital.
Is the Offer underwritten?	No, the Offer is not underwritten.
Offer Date:	20 February 2023, being the date of this Offer Booklet.
Eligibility:	Shareholders at the Record Date with an address in the Company's register of members in Australia or New Zealand are eligible to participate in the SPP.
Record Date (for determining recipients of this Offer):	7:00pm Melbourne time on 9 February 2023, being the business day before the date on which the SPP was announced to ASX.
Closing Date: ⁺	5:00pm Melbourne time on 13 March 2023. Please allow time for processing of your payment for Shares under the offer. Late applications will not be accepted unless the Company agrees.
Anticipated issue of new Shares: ⁺	20 March 2023
Anticipated commencement of trading of new Shares: ⁺	22 March 2023
Anticipated dispatch of holding statements and (if applicable) refunds: ⁺	24 March 2023

Custodians (within the meaning of ASIC Instrument 2019/547) may apply for up to \$30,000 (2,142,858 Shares) on behalf of each distinct beneficiary represented, by returning by email their completed Application Form and Custodian Schedule which can be obtained from the Company or its Share Registrar and making payment in accordance with the instructions provided by the Registrar. Further details are provided below.

** The Company is seeking to raise up to \$1 million before costs under the Offer. If total applications exceed the maximum amount to be raised the Company may scale back (reduce) the number of Shares issued in response to an application as described above. The Company will refund to the applicant the difference between the application monies received by the Company and application monies payable for the number of Shares actually issued to the applicant. Refunds will be paid to the applicant either by EFT (if bank account details are held by the Share Registry) or cheque. No interest shall be paid on refunded application monies.*

+ The above dates (other than the Record Date and the Offer Date) are indicative only. The Company reserves the right to change any date without notice including by postponing the closing date or closing the Offer early, or to withdraw or cancel the Offer. The Company reserves the right to vary dates via lodgement of an announcement with ASX and eligible

Shareholders are therefore encouraged to monitor the Company's ASX announcements available via www2.asx.com.au, search code "WWI". Applicants should be aware of and take into account any transaction or transfer limits imposed by their financial institution and their financial institution's cut-off time (for example, where a payment is to be processed overnight) and it is the applicant's responsibility to ensure funds are submitted correctly by the closing date and time. If the applicant has any questions regarding making payment, they should contact the Company by email to swhyte@westwitsmining.com or the Company's Share Registrar on Corporate.Actions@automicgroup.com.au.

If you wish to participate in this SPP you must apply and subscribe for Shares using the details in this Offer Booklet and the personalised Application Form accompanying this Offer Booklet (including instructions from the Company and/or the Company's Share Registrar). If you are a Custodian and wish to apply on behalf of distinct beneficiaries, you must complete and return by email the personalised Application Form and Custodian Schedule which can be obtained from the Company or its Share Registrar and make payment in accordance with the instructions provided by the Registrar. If any of your details on the Application Form are incorrect, or you wish to discuss any aspect of the SPP including but not limited to payment methods, please contact the Company's Share Registrar on 1300 288 664 (within Australia), +61 2 9698 5414 (international) or by email to Corporate.Actions@automicgroup.com.au or the Company by email to swhyte@westwitsmining.com urgently.

ABOUT WEST WITS MINING LIMITED

West Wits Mining Limited (ASX: WWI) (OTCQB: WMWWF) is focused on the exploration, development and production of high value precious and base metals for the benefit of shareholders, communities and environments in which it operates. Witwatersrand Basin Project, located in the proven gold region of Central Rand Goldfield of South Africa boasts a 4.28Moz gold project at 4.58g/t¹. The Witwatersrand Basin is a largely underground geological formation which surfaces in the Witwatersrand. It holds the world's largest known gold reserves and has produced over 1.5 billion ounces (over 40,000 metric tons), which represents about 22% of all the gold accounted for above the surface. In Western Australia, WWI is exploring for gold and copper at the Mt Cecilia Project in a district that supports several world-class projects such as Woodie manganese mine, Nifty copper and Telfer gold/copper/silver mines.

Details of the Company's activities are in the announcements made to ASX (www2.asx.com.au, search code "WWI") and on the website of the Company (westwitsmining.com).

ABOUT USE OF FUNDS

Funds raised under the Offer will be applied to strengthen the Company's balance sheet and fund its ongoing operations, including:

- Infill drilling program to convert Mineral Resources to Ore Reserves;
- Installation of critical infrastructure at Qala Shallows mine site;
- Maintain operational readiness at mine site; and
- General working capital.

IMPORTANT INFORMATION

Participation in the SPP is entirely optional and is subject to the terms and conditions specified in this Offer Booklet. Shares offered under the SPP are offered at an issue price of \$0.014 (1.4 cents) per Share. The price per Share under the SPP is the same as the price per Share offered to unrelated investors in the share placement announced to ASX at the same time as the SPP on 10 February 2023. The price per Share under the SPP represents:

- a 13.8% discount to the volume weighted average price of the Company's shares traded on the ASX between 1 February 2023 and 7 February 2023, being the last five days in which the Company's shares were traded on ASX before the date the Offer was announced; and
- a 12.5% discount to the price at which the shares of the Company closed on 7 February 2023, being the last trading day before the Offer was announced (10 February 2023, noting the Shares of the Company were in trading halt on 8 February 2023 and 9 February 2023 and no trading of Shares occurred on ASX on these dates).

¹ The original report was "WBP's Global JORC Mineral Resource Expands by 724,000oz to 4.28MOZ at 4.58 g/t Gold" which was issued with consent of the Competent Person, Mrs Cecilia Hattingh. The report was released to the ASX on 3 December 2021 and can be found on the Company's website (<https://westwitsmining.com/>). Comprising 8.8MT at 4.60g/t for 1.449Moz measured, 11.3MT at 4.19g/t for 1.517Moz Indicated and 8MT at 5.10g/t for 1.309Moz inferred. The Company is not aware of any new information or data that materially effects the information included in the relevant market announcement and, in the case of Mineral Resources or Ore Reserves, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

Each offer made under this SPP to eligible Shareholders is made on the same terms and conditions.

The Offer is not underwritten.

Price Risk: Applicants should specifically consider the risk of movement in market value of the Company's Shares. The market price of the Company's Shares may change between the Offer Date and the date when the Shares are issued to applicants under this SPP, with the effect that the price or value of the Shares which applicants receive under this SPP may be more or less than the price paid for the Shares. The closing price of the Company's shares on 7 February 2023, being the last trading day before the announcement of the SPP, was \$0.016 (1.6 cents). The trading price may rise or fall after the Offer Date, after the date upon which the Shares are applied for, before the Shares are issued, or before the Shares can be traded. There is no certainty applicants will be able to sell their Shares for more than or at the same price as they paid for them, or at all. Information about the prices at which the Company's Shares trade on ASX can be obtained from the ASX website (www2.asx.com.au) using the code "WWI". Closing prices can also be found in daily newspapers.

No account has been taken of the particular objectives, financial situation or needs of recipients of this Offer Booklet. Because of this, recipients of this Offer Booklet should have regard to their own objectives, financial situation and needs.

Recipients of this Offer Booklet should make their own independent investigation and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and the risks associated with investing in the Company. Independent expert advice should be sought before any decision is made to apply for Shares under this SPP, or acquire additional Shares or other securities in the Company.

The Offer under this SPP is non-renounceable, meaning that a Shareholder cannot transfer the right to participate in the Offer to another person or entity. Participation in this Offer is not compulsory.

The Offer is made pursuant to ASIC Instrument 2019/547. Accordingly, the Company is exempted from the requirements contained in Parts 6D.2 and 6D.3 of the Corporations Act. The Company will not be issuing a prospectus in relation to the Shares offered under the SPP and is not required to seek the approval of Shareholders in relation to the Offer.

Directors and officers of the Company (and their associates) who hold Shares as at the Record Date may participate in this Offer, subject to the terms and conditions set out in this Offer Booklet and the Application Form.

The Company reserves the right to vary the terms and conditions of this SPP without notice. The Company reserves the right to waive strict compliance with the terms and conditions of this SPP, including but not only by accepting applications received after 5:00pm Melbourne time on the Closing Date.

The Company also reserves the right to terminate this SPP at any time. In the event of termination of this SPP, or rejection of any application for any reason, all monies received shall be refunded to the applicant by being returned to the transferring bank account as identified by the Share Registrar's bank without interest.

The Company reserves the right to place any shortfall to unrelated professional, sophisticated and other exempt investors identified by the Company, subject always to compliance with applicable laws and the Listing Rules.

The Company's rights and powers may be exercised by the Directors of the Company or any delegate of the Directors.

This SPP, Offer, and terms and conditions (including this Offer Booklet the Application Form) are governed by the laws applying in the State of Victoria, Australia. By applying for Shares, applicants agree to submit to the exclusive jurisdiction of the courts of Victoria, Australia and the courts of appeal from those courts.

SHARES OFFERED

The Shares offered under this SPP are fully paid ordinary shares in the capital of the Company. Shares issued under this SPP shall rank equally with, and have the same terms as, the Company's other Shares.

The maximum number of Shares that may be issued under the Offer is 71,428,572 Shares.

The Company will not be obliged to issue Shares and the applicant will not be entitled to receive or be issued Shares until the Board resolves to issue the Shares. After the Shares are issued, the Company will promptly make an application to the ASX for the Shares to be admitted to quotation. The anticipated timetable for issuing Shares and sending holding statements to successful applicants is set out on page 2 of this Offer Booklet. It is the responsibility of applicants to determine their allocation prior to trading in Shares. Applicants trading Shares before they receive their holding statements will do so at their own risk.

APPLYING FOR SHARES UNDER THE SPP

To apply for Shares under the SPP, unless you are a Custodian (see further below), please make your payment for one of the designated subscription amounts set out on page 1 of this Offer Booklet and on the Application Form.

Details of how to make payment for eligible shareholders are set out below.

If you are having difficulty making payment please contact the Company's Share Registrar on 1300 288 664 (within Australia), +61 2 9698 5414 (international) or by email to Corporate.Actions@automicgroup.com.au or the Company by email to swhyte@westwitsmining.com.

BPAY®

You can only make a payment by BPAY^{®2} if you are the holder of an account with an Australian Financial Institution. There is no requirement to return the Application Form if you are paying by BPAY[®].

If applying and paying by BPAY[®], you need to ensure your payment of application monies is received in the Share Registrar's specified bank account in clear and immediately available funds by no later than 5:00pm Melbourne time on the Closing Date. Applicants should be aware that their own financial institution may implement early cut off times for processing BPAY[®] payments, and/or may impose daily or per transaction limits.

EFT

Arrangement for payment by EFT for those shareholders who are eligible to participate in the SPP but cannot make payment via BPAY[®] can be made by contacting the Company's Share Registrar on 1300 288 664 (within Australia), +61 2 9698 5414 (international) or by email to Corporate.Actions@automicgroup.com.au or the Company by email to swhyte@westwitsmining.com.

General

It is important that you make your payment in time and according to any limits so that payment for the full number of Shares you wish to apply for is received on time and in full. Late application monies received after the specified time will not be accepted, unless the Company otherwise agrees. Neither the Company nor the Company's Share Registrar accepts any liability for applications being unsuccessful due to lost, delayed or misdelivered application forms or application monies, or for non or late receipt or processing of funds.

By making payment for Shares offered under this SPP, the applicant confirms that it is an eligible Shareholder, certifies the matters set out in the Application Form and agrees to be bound by the Constitution of the Company and by the terms and conditions set out in this Offer Booklet and the Application Form. Receipt by the Company's Share Registrar of payment for Shares offered under this SPP constitutes an irrevocable and unconditional acceptance of the Offer in accordance with the terms and conditions of this Offer Booklet and the Application Form by the applicant.

Applications can only be made in one of the designated amounts set out in the Application Form. The Company reserves the right to waive this requirement, or to accept the application for the number of Shares for which payment is received.

As noted above, the Company is seeking to raise up to \$1 million before costs of the SPP. If total applications exceed the maximum amount to be raised the Company may scale back (reduce) the number of Shares issued in response to an application. If a scale back is necessary, the scale back will be applied at the discretion of the Board having regard to the holding of the subscriber of shares in the Company at the date of allocation of the Shares under the Offer.

The Company reserves the right to reject an application and/or funds received, and/or may refuse to issue Shares under this SPP, if the Company believes that acceptance of the application or issue of the Shares may be contrary to any applicable law, the terms of ASIC Instrument 2019/547 (or any replacement instrument or its equivalent), the Listing Rules, or the terms and conditions of this SPP.

The Company may amend or complete any application received, waive strict compliance with or vary any term or condition of the Offer or resolve in any manner any anomaly, inconsistency, uncertainty or dispute if such amendment, waiver, variation or resolution would assist or permit the Company to issue and/or the applicant to receive Shares under this SPP, provided no amendment, waiver, variation or resolution shall result in the number of Shares to be issued exceeding the number of Shares which may be issued at the Offer price represented by the application monies received. If payment of application monies is not honoured, the Company may at its sole discretion issue Shares in response to the application and recover the application monies as a debt due or reject the application.

EFFECT OF RECEIPT

In addition to any certification or acknowledgment noted or provided for herein or in the Application Form, receipt in the Company's Share Registrar's bank account of payment for Shares offered under this SPP:

- constitutes an irrevocable and unconditional acceptance of the Offer, subject to and in accordance with the terms and conditions set out in this Offer Booklet and the Application Form by the applicant;

² ® Registered to Bpay Pty Ltd ABN 69 079 137 518

- represents an acknowledgment that the applicant is lawfully permitted to accept the Offer to acquire the Shares under the SPP and participate in the SPP in accordance with the applicable laws in Australia and any other applicable laws in the jurisdiction in which the applicant and/or the beneficial owner of the Shares is situated;
- represents an acknowledgement that the applicant accepts the risk that the market price of the Shares may fall between the date on which the Application is submitted and the date the Shares the subject of the Offer are allocated and/or issued;
- represents an acknowledgement by the applicant that the Company is not liable for any exercise of its or its Share Registrar's discretions provided for in the terms and conditions of this Offer Booklet or the Application Form; and
- represents an acknowledgement by the applicant that under the terms and conditions of this Offer Booklet and the Application Form, to the maximum extent possible at law, the applicant releases the Company and its Directors and officers from any liability for any loss the applicant may suffer as a result of making any investment in the Company under the SPP.

MAXIMUM APPLICATIONS

Each eligible Shareholder who is not a Custodian may only apply for up to a maximum of \$30,000 of Shares under the Offer. If a registered holder of Shares receives more than one offer under this SPP (for example, due to multiple registered holdings, including joint holdings), it may only apply for up to \$30,000 of Shares in total.

Applicants that are not required to complete the Custodian Schedule, by making payment in accordance with this SPP Booklet and the personalised Application Form that accompanies this SPP Booklet (including instructions from the Company and/or the Company's Share Registrar), certify that the aggregate of the payment(s) paid by them are for:

- the parcel of Shares indicated on the Application Form or payment; and
- any other Shares applied for by them, or which they have instructed a Custodian to acquire on their behalf under the SPP or any other similar arrangement in the 12 months prior to making payment does not exceed \$30,000.

Joint holders are counted as a single Shareholder for the purposes of determining entitlements. A joint holder who receives more than one offer under the SPP due to multiple registered holdings (including both sole and joint holdings) may only apply for up to \$30,000 of Shares in total.

Applications counted in determining whether the \$30,000 limit would be exceeded include applications made through a Custodian or other nominee.

CUSTODIANS

A registered Shareholder who is a Custodian holding Shares on behalf of two or more beneficial holders as at the Record Date may acquire multiple parcels with an application price totalling up to \$30,000 (2,142,858 Shares) on behalf of distinct beneficiaries, subject to compliance with the procedures and certification requirements set out in ASIC Instrument 2019/547. In addition, where requested by the Company, Custodians must provide evidence satisfactory to the Company of distinct holdings when accepting the Offer under this SPP. Custodians must establish that the issue of Shares applied for on behalf of a beneficiary will not result in the beneficiary acquiring Shares under this Offer (or under any other SPP of the Company or similar arrangement) with an application price totalling more than \$30,000 in the 12-month period prior to an application under this SPP.

Custodians must obtain a separate Custodian Schedule from the Company or the Company's Share Registrar if they wish to accept multiple parcels on behalf of distinct beneficiaries. Payment of an amount by using details on a personalised Application Form which accompanies this Offer may be treated by the Company as an acceptance by the holder named on the form and not as being made on behalf of distinct beneficiaries.

When requesting a Custodian Schedule from the Company or the Company's Share Registrar on 1300 288 664 (within Australia), +61 2 9698 5414 (international) or by email to custodialcertificates@automicgroup.com.au, Custodians must allow time for the dispatch, completion and return of the form. Requests should be made to the Company by email to swhyte@westtwitsmining.com. Requests made on or after the fifth business day before the Closing Date may not result in the Custodian Schedule and separate Application Form being received in sufficient time to allow for lodgement before 5:00pm Melbourne time on the Closing Date.

If you are unsure whether you are a Custodian for the purposes of this Offer, you should obtain independent legal advice.

EXCLUDED APPLICANTS

A Shareholder who alone or with its associates would obtain an interest in more than 20% of the issued voting Shares of the Company may be ineligible to accept an offer under this SPP. The Company reserves the right to refuse an application if the applicant (alone or with its associates) would obtain an interest in more than 20% of the issued voting Shares of the Company. The Company may amend any application received (including where the application is constituted by payment of application monies) so that the applicant's interest alone or with its associates is no more than 20% of the issued voting Shares of the Company. In the event that an application is adjusted, the Company will refund to the applicant by returning to the transferring bank account as identified by the Share Registrar's bank or by cheque (without interest) the difference between the application monies received by the Company and application monies payable for the number of Shares actually issued to the applicant.

Only Shareholders whose address in the Company's register of members is in Australia and New Zealand may apply for Shares under the Offer. Regardless of their address in the register, applicant's residing in countries outside Australia and New Zealand should consult their professional advisers as to whether any governmental consent or other consent is required or whether formalities need to be observed to enable them to apply for and accept Shares.

Only applicants registered as a Shareholder in the Company's register of members at 7:00pm Melbourne time on the Record Date may apply for Shares under the Offer. The offer of Shares under the SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.

Accordingly, this document and the Application Form do not constitute an offer of Shares in any place in which, or to any person to whom, it would not be lawful to make such an offer. Payment of application monies and/or return of a Custodian Schedule will be taken by the Company to constitute a representation by the applicant or Custodian (as applicable) that there has been no breach of such requirements.

BROKERAGE

No brokerage is payable by applicants in respect of applications or the issue of Shares to applicants under the SPP.

ENQUIRIES

You should seek independent legal and/or financial advice if you are in any doubt about the terms of this Offer or whether to accept this Offer. If you have any questions about this Offer or how to accept this Offer, please contact your stockbroker or professional adviser, the Company's Share Registrar on 1300 288 664 (within Australia), +61 2 9698 5414 (international) or by email to Corporate.Actions@automicgroup.com.au or the Company by email to swhyte@westwitsmining.com.

GLOSSARY

ASIC Instrument 2019/547	ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, as amended.
ASX	means ASX Limited [ACN 008 624 691] and the prescribed financial market known as the Australian Securities Exchange.
Application Form	means the personalised application and acceptance form which accompanies this Offer Booklet.
Closing Date	means 5:00pm Melbourne time on 13 March 2023 (unless varied by the Company).
Company	means West Wits Mining Limited [ACN 124 894 060].
Corporations Act	means the Corporations Act 2001 (Cth).
Custodian	means a custodian within the meaning of ASIC Instrument 2019/547.
Custodian Schedule	means a separate schedule which can be requested, completed and submitted by a Custodian.
Director	means a Director of the Company.
EFT	means electronic funds transfer.
Listing Rules	means the Listing Rules of ASX.
Offer	means the offer of fully paid ordinary shares to eligible Shareholders under the SPP made in this Offer Booklet.
Offer Booklet	means this SPP offer booklet.
Record Date	means 7:00pm Melbourne time on 9 February 2023.
Share	means an ordinary fully paid share in the capital of the Company and “Shares” has a corresponding meaning.
Shareholder	means a person who holds Shares.
SPP	means the share purchase plan described in this Offer Booklet.
Share Registrar	means Automic Group.



West Wits Mining Limited | ACN 124 894 060

All Registry Communication to:



GPO Box 5193, Sydney NSW 2001
 1300 288 664 (within Australia)
 +61 2 9698 5414 (international)
 corporate.actions@automicgroup.com.au
 www.automicgroup.com.au

SRN/HIN:
ASX Code: WWI
Record Date: 7:00pm (AEDT) on 9 February 2023

SHARE PURCHASE PLAN APPLICATION FORM

IMPORTANT: OFFER CLOSSES 5:00PM (MELBOURNE TIME) ON 13 MARCH 2023 (UNLESS VARIED)

1: SUBSCRIPTION

This Offer entitles each Eligible Shareholder in **West Wits Mining Limited** (ASX: **WWI**) (the **Company**) to subscribe through the Company's Share Purchase Plan (**SPP**) for a maximum of \$30,000 worth of fully paid ordinary shares in the Company (**New Shares**). The SPP is open to all shareholders recorded as holding fully paid ordinary shares (**Shares**) on the Company's Register as at the Record Date with a registered address in Australia or New Zealand. The issue price of the New Shares is **A\$0.014 (Price)**. Eligible Shareholders may subscribe for any one of the following parcels (*subject to a maximum band or any scale back*) described below by paying the applicable Subscription Amount in accordance with the payment instructions in section 2 of this Application Form:

	Application Amount	Number of New Shares
Offer A	\$1,000 (Minimum)	71,429
Offer B	\$2,000	142,858
Offer C	\$5,000	357,143
Offer D	\$7,500	535,715
Offer E	\$10,000	714,286
Offer F	\$15,000	1,071,429
Offer G	\$20,000	1,428,572
Offer H	\$25,000	1,785,715
Offer I	\$30,000 (Maximum)	2,142,858

No fractions of Shares will be issued. Any fraction of a Share will be rounded up to the nearest whole number of Shares (where applicable).

2: PAYMENT - You can pay either by BPAY® or Electronic Funds Transfer "EFT"

Payment under the Share Purchase Plan can only be made by BPAY® or EFT.

Option A – BPAY®	Option B – Electronic Funds Transfer (EFT)
 <p>Biller Code: 396945 Ref No: TBC</p> <p>Contact your financial institution to make your payment from your cheque or savings account.</p> <p>Note: You do not need to return this form if you have made payment via BPAY® or EFT. Your BPAY® reference number or unique reference number will process your payment for your application for New Shares electronically.</p>	<p>The unique Payment Reference which has been assigned to your Application is: TBC-TBC-WWI</p> <p>Funds are to be deposited directly to following bank account: Account name: Automic Pty Ltd Account BSB: TBC Account number: TBC Swift Code: WPACAU2S</p> <p>IMPORTANT: You must quote your unique payment reference as your payment reference/ description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and shares subsequently not issued.</p>

3: Elect to receive email communication

Return to Automic Group by email to corporate.actions@automicgroup.com.au

Telephone Number ()	Contact Name (PLEASE PRINT)	WWI
Please insert your email address if you wish to elect to be an e-Shareholder, and you consent to receiving communications from the Share Registry		

INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the SPP is optional and is offered exclusively to all Shareholders (including Custodians) who are registered as holders of fully paid ordinary shares in the capital of the Company on the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**).

If the Company rejects or scales-back an application or purported applications, the Company will return to the Shareholder the relevant Application Monies, without interest.

HOW TO APPLY FOR NEW SHARES UNDER THE SPP

1 Subscription

As an Eligible Shareholder, you can apply for up to a maximum of \$30,000 worth of New Shares. Eligible Shareholders can select one of the parcels prescribed overleaf.

In order to comply with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, the application price for New Shares each Eligible Shareholder (irrespective of the size of their shareholding) may apply for under this Offer is \$30,000 (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest(s)). This limit will apply even if you receive more than one offer from the Company (for example, because you are a joint holder of New Shares or because you hold more than one shareholding under separate share accounts).

If the Company receives an amount that does not equal one of the amounts specified overleaf the Company may accept the payment at their discretion and refund any excess Application Money (without interest) to the Eligible Shareholder. If the Company receives a subscription of over \$30,000 worth of New Shares by an Eligible Shareholder through multiple applications or joint holdings, the Company may refund any excess Application Money (without interest) to the Eligible Shareholder.

Any application made under the SPP is not guaranteed to result in the Eligible Shareholder receiving any New Shares that have been applied for. Applications may be scaled back as described in the Offer Booklet that this Application Form accompanies.

2 Payment

By making a payment via BPAY or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by Automic Share Registry by the closing date and time. Payment must be received by the Share Registry by no later than 5.00pm (Melbourne time) on Monday, 13 March 2023.

It is your responsibility to ensure your CRN or unique Payment Reference is quoted, as per the instructions in Section 2. If you fail to quote your CRN or unique Payment Reference correctly, Automic may be unable to allocate or refund your payment. If you need assistance, please contact Automic.

Payment by BPAY®: You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number on this Form. Multiple acceptances must be paid separately.

Payment by EFT: You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Please use your unique reference on this Form. This will ensure your payment is processed correctly to your application electronically.

If you make a payment by BPAY® or EFT and the Company receives an amount which is not equal to either **\$30,000 (maximum), \$25,000, \$20,000, \$15,000, \$10,000, \$7,500, \$5,000, \$2,000 or \$1,000** the Company may accept the payment at their discretion. **Your payment must be for a minimum of \$1,000.**

Applicants should be aware of Automic's financial institution's cut off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 5pm (AEDT) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Form if you have made payment via BPAY® or EFT. Your reference number will process your payment to your application electronically and you will be deemed to have applied for such shares for which you have paid.

3 Contact Details - Elect to receive email communication

As a valued shareholder in **West Wits mining Limited** the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase New Shares under the SPP, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the SPP in the Offer Booklet accompanying this Application Form and this section entitled "Important Information" before making payment by BPAY® or EFT.
4. The offer for New Shares under the SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional certificate that contains further certifications and details (**Custodian Certificate**) that must be provided before your application will be received. The Custodian Certificate can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Custodian Certificate will be rejected. A completed Custodian Certificate must be emailed to: custodialcertificates@automicgroup.com.au, failure to do so will result in the Application being rejected.
6. For applicants that are not required to complete the Custodian Certificate, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
 - the parcel of New Shares indicated on this Application Form or BPAY® or EFT; and
 - any other New Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to making payment by BPAY® or EFT does not exceed A\$30,000.
7. The maximum subscription limitation of A\$30,000 will apply even if you have received more than one Application Form (whether in respect of a joint holding or because you have more than one holding under separate security accounts).
8. You are not guaranteed to receive any New Shares that you have applied for and the Board may, in accordance with the Offer Booklet:
 - a. scale back any applications made; and
 - b. reject your application, without limit.
9. By making payment of application monies, you certify that:
 - you wish to apply for New Shares under the SPP as indicated on this Application Form and acknowledge that your application is irrevocable and unconditional;
 - you received a copy of the Offer Booklet and you have read and understood the terms and conditions of the SPP;
 - you agree to be bound by the Constitution of the Company and the terms and conditions in the Offer Booklet;
 - you agree to accept any lesser number of New Shares than the number of shares applied for; and
 - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

If you require further information about the SPP, please contact Automic on 1300 288 664 or +61 2 9698 5414 between 8:30am and 8:00pm (AEDT).