

## Press Release

23<sup>rd</sup> June 2017



### West African Announces C\$15m Bought Deal Private Placement Financing

Scarborough, Western Australia – June 23, 2017 – West African Resources Limited (ASX, TSX-V: WAF or the “Company” or “West African”) is pleased to announce that it has entered into an agreement with Sprott Capital Partners to act as lead underwriter (the “Lead Underwriter”), on its own behalf and, if applicable, on behalf of a syndicate of underwriters (collectively with the Lead Underwriter, the “Underwriters”), pursuant to which the Underwriters have agreed to purchase for resale, on a bought deal private placement basis, 46,875,000 ordinary shares (the “Shares”) of West African at a price of C\$0.32 per Share for gross proceeds to West African of C\$15,000,000. The Underwriters, in consultation and agreement with the Company, will have the option, up to the closing date, to increase the offering and to acquire up to an additional 7,031,250 Shares for additional gross proceeds of C\$2,250,000 (the “Underwriters’ Option”). If the Underwriters’ Option is exercised in full, the total gross proceeds to West African will be C\$17,250,000.

The Offering will take place by way of a private placement to accredited investors in such provinces of Canada as the Underwriters may designate, and otherwise in those jurisdictions where the Offering can lawfully be made on a private placement basis. All securities issued under the Offering will be subject to a four month hold period from the date of issue in accordance with applicable securities laws in Canada, and potentially additional restrictions under the laws of other jurisdictions in which the Offering may be made. Closing of the Offering is subject to satisfaction of certain conditions including receipt of applicable regulatory approvals including approval of the TSXV.

In connection with the Offering, the Underwriters will be entitled to a cash fee in an amount equal to 6.0% of the gross proceeds of the Offering, to be paid at closing. As additional consideration, the Company will grant to the Underwriters non-transferable share purchase warrants (the “Broker Warrants”) entitling the Underwriters to purchase that number of Shares as is equal to 2.0% of the aggregate number of Shares sold in the Offering. Subject to regulatory approval, each Broker Warrant, which will be unlisted, will be exercisable to acquire one Share at a price equal to \$0.32 for a period of 24 months after the closing of the Offering.

The gross proceeds received by the Company from the sale of the Shares are intended to be used to advance the Sanbrado Gold Project, Burkina Faso. This includes on-going exploration drilling on the property, advancement of an updated resource study, revised feasibility study as well as for general corporate and working capital purposes.

The Shares, which will be listed on the TSX-V, will be issued within the Company’s placement capacity pursuant to ASX Listing Rule 7.1.

The Offering is scheduled to close on July 19, 2017 or such other date or dates as the Company and the Lead Underwriter may agree.

**For further information, contact:**

Richard Hyde  
Managing Director  
Ph: 08 9481 7344

Nathan Ryan  
Investor Relations  
Ph: 0420 582 887

Email: [info@westafricanresources.com](mailto:info@westafricanresources.com)

**Forward Looking Information**

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

This release contains “forward-looking information” within the meaning of applicable Canadian and Australian securities legislation. All statements in this news release, other than statements of historical fact, that address events or developments that West African expects to occur, are “forward-looking statements”. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects”, “does not expect”, “plans”, “anticipates”, “does not anticipate”, “believes”, “intends”, “estimates”, “projects”, “potential”, “scheduled”, “forecast”, “budget” and similar expressions, or that events or conditions “will”, “would”, “may”, “could”, “should” or “might” occur. Specific forward-looking statements and forward-looking information includes statements regarding completing a bought deal private placement for gross proceeds of C\$15.0 million and that the Company intends to use the proceeds from the sale of the Shares to advance owned Sanbrado Gold Project.

Forward-looking information is subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking information, including, without limitation: inherent exploration hazards and risks; risks related to exploration and development of natural resource properties; uncertainty in West African’s ability to obtain funding; gold price fluctuations; recent market events and conditions; risks related to the uncertainty of mineral resource calculations and the inclusion of inferred mineral resources in economic estimation; risks related to governmental regulations; risks related to obtaining necessary licenses and permits; risks related to their business being subject to environmental laws and regulations; risks related to their mineral properties being subject to prior unregistered agreements, transfers, or claims and other defects in title; risks relating to competition from larger companies with greater financial and technical resources; risks relating to the inability to meet financial obligations under agreements to which they are a party; ability to recruit and retain qualified personnel; and risks related to their directors and officers becoming associated with other natural resource companies which may give rise to conflicts of interests. This list is not exhaustive of the factors that may affect West African’s forward-looking information. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the forward-looking information or statements. The underwriters may also terminate their commitment in certain circumstances in accordance with the terms of an underwriting agreement.

West African’s forward-looking information is based on the reasonable beliefs, expectations and opinions of their respective management on the date the statements are made and West African does not assume any obligation to update forward looking information if circumstances or management’s beliefs, expectations or opinions change, except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking information. For a complete discussion with respect to West African and risks associated with forward-looking information and forward-looking statements, please refer to West African’s financial statements and related MD&A, all of which are filed on SEDAR at [www.sedar.com](http://www.sedar.com).

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “1933 Act”) or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.