



14 May 2018

COMPLETION OF A\$35 MILLION SHARE PLACEMENT ASX LISTING RULE 7.1A.4(B) & 3.10.5A NOTICE

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West African Resources Limited (ASX: WAF) (“the Company”) advises that it is issuing 109,375,000 fully paid ordinary shares at A\$0.32 per share under ASX Listing Rule 7.1 and 7.1A, as announced on 4 May 2018¹.

The Company hereby provides notice to the ASX for the purposes of ASX Listing Rule 3.10.5A and ASX Listing Rule 7.1A.4(b) that on 15 May 2018 it will issue 109,375,000 fully paid ordinary shares in the Company, of which 86,101,834 will be issued in accordance with ASX Listing Rule 7.1 and 23,273,166 issued in accordance with ASX Listing Rule 7.1A (“Placement”).

The issue price is A\$0.32 per share, with a total of A\$35,000,000 in funds raised before share issue costs.

Pursuant to the provisions of ASX Listing Rule 3.10.5A in which the issue of 23,273,166 ordinary shares will be made under ASX Listing Rule 7.1A, the Company states that:

- a) The Placement of 23,273,166 ordinary shares represents 3.37% of the expanded ordinary shares on issue of the Company, resulting in a dilution to the existing holders of ordinary securities by that amount.

Further details of the approximate percentage of the post-placement capital held in aggregate are as follows:

Placement % of issued capital	Post Placement % of issued capital held by pre-placement shareholders
3.37%	96.63%

Pre Placement Shareholders		New Shareholders
Participants in Placement	Non-Participants in Placement	
0.00%	100.00%	100.00%

Note

1. Released on ASX on 7 May 2018

- b) The Company issued the shares as a placement under ASX Listing Rule 7.1A as it was of the view that it was the most efficient and expedient mechanism to raise the funds at the time, and at an appropriate price, required for the Company to achieve its objectives, including:-
- the commencement of key pre-development activities at the Sanbrado Gold Project, including underground access into the high-grade at M1 South deposit, on site water storage for construction and an upgrade of camp facilities;
 - acceleration of infill and extensional resource drilling at M1 South and M5;
 - an expansion of the regional exploration programme; and
 - for general working capital purposes.
- c) The Company confirms that there was no underwriter with respect to the Placement.
- d) Applications for the 109,375,000 ordinary share placement, including the 23,273,166 ordinary shares issued under ASX LR 7.1A, were made by professional, sophisticated and institutional clients of Hartleys Limited and Sprott Capital Partners, a division of Sprott Private Wealth LP, who together were the Joint Lead Managers and Bookrunners to the Placement. Euroz Limited, Cormark Securities Inc. and Macquarie Capital Markets Canada Ltd were Co-Managers to the Placement.

The Company will pay the Joint Lead Managers a capital raising fee comprising a management fee of 1% and a distribution fee of 4%, of the total placement amount with settlement of fees with the Co-Managers arranged by the Joint Lead Managers.

Securities issued in the Placement may not be sold in Canada or through the facilities of the TSX-V for a period of four months and one day from the date of settlement, ending on 16 September, 2018. No securities have been issued as bonuses, finders' fees or commissions in connection with this Placement



Simon Storm
Company Secretary

Forward Looking Information

This announcement 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 WAF 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 herein includes statements regarding the size of the Placement, the intended use of the net proceeds from the Placement, the continuation of drilling programs and completion of a resource update and feasibility study update, and the expected time for receipt of conditional approval of the Placement from the TSX-V.

All such forward-looking statements are based on the opinions and estimates of the relevant management as of the date such statements are made and are subject to certain assumptions, important risk factors and uncertainties, many of which are beyond WAF’s ability to control or predict. Forward-looking statements are necessarily based on estimates and assumptions

that are inherently subject to known and unknown risks, uncertainties and other factors that may cause actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking statements. In the case of WAF, these facts include their anticipated operations in future periods, planned exploration and development of its properties, and plans related to its business and other matters that may occur in the future. This information relates to analyses and other information that is based on expectations of future performance and planned work programs.

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 WAF'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 WAF'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.

This announcement also contains references to estimates of mineral resources. The estimation of mineral resources is inherently uncertain and involves subjective judgments about many relevant factors. Mineral resources that are not mineral reserves do not have demonstrated economic viability. The accuracy of any such estimates is a function of the quantity and quality of available data, and of the assumptions made and judgments used in engineering and geological interpretation, which may prove to be unreliable and depend, to a certain extent, upon the analysis of drilling results and statistical inferences that may ultimately prove to be inaccurate. Mineral resource estimates may have to be re-estimated based on, among other things: fluctuations in commodity prices; results of drilling; results of metallurgical testing and other studies; changes to proposed mining operations, including dilution; the evaluation of mine plans subsequent to the date of any estimates; and the possible failure to receive required permits, approvals and licences. Estimations of mineral resources should not be construed or considered as an estimate of the ultimate amount of material that may be mined, should a mine ever be developed.

WAF'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 WAF 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 WAF and risks associated with forward-looking information and forward-looking statements, please refer to WAF's financial statements and related MD&A, all of which are filed on SEDAR at www.sedar.com.

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

The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and accordingly, may not be offered or sold to, or for the account or benefit of, persons in the United States or "U.S. persons," as such term is defined in Regulation S promulgated under the U.S. Securities Act ("U.S. Persons"), except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the Company's securities to, or for the account or benefit of, persons in the United States or U.S. Persons.