



WEST AFRICAN RESOURCES LIMITED
ABN 70 121 539 375

**NOTICE OF GENERAL MEETING
OF SHAREHOLDERS**

AND

PROXY FORM

1 FEBRUARY 2019

2 pm

AT

**LEVEL 1
1 ALVAN STREET
SUBIACO
WESTERN AUSTRALIA
6008**

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at the Company's registered office at Level 1, 1 Alvan Street, Subiaco, Western Australia (WST) on 1 February 2019 at 2.00 pm.

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00 pm (AWST) on 30th January 2019.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders on the Canadian sub-register are referred to the attached "TSXV Management Information Circular" for information on how to vote their shares.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

If you need any further information about this form or attendance at the General Meeting, please contact the Company Secretary on (08) 9481 7344.

NOTICE OF GENERAL MEETING

The attached "Explanatory Memorandum" should be read in conjunction with this Notice of Meeting.

Shareholders should also refer to the attached "TSXV Management Information Circular" for further information required by Canadian regulations given the listing on the TSXV.

NOTICE IS HEREBY GIVEN that a General Meeting of shareholders of West African Resources Limited ABN 70 121 539 375 ("the Company") will be held at the Company's registered office at Level 1, 1 Alvan Street, Subiaco, Western Australia on 1 February 2019 at 2.00 pm (AWST) to conduct the following business:

BUSINESS OF THE MEETING

RESOLUTION 1 – RATIFICATION OF PREVIOUS SHARE ISSUE UNDER ASX LISTING RULE 7.1

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders of the Company approve and ratify the prior issue of 103,623,709 fully paid ordinary shares at 25 cents per share on 13 December 2018 to certain investors, (including sophisticated and professional investors), to fund development activities, continued exploration drilling at the Sanbrado Gold Project in Burkina Faso, as well as for exploration costs and general working capital purposes."

The Company will disregard any votes cast in favour of the resolution by or on behalf of a person who participated in the share issue and any of their respective Associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 2 – RATIFICATION OF PREVIOUS SHARE ISSUE UNDER ASX LISTING RULE 7.1(A)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders of the Company approve and ratify the prior issue of 69,076,291 fully paid ordinary shares at 25 cents per share on 13 December 2018 to certain investors, (including sophisticated and professional investors), to fund development activities, continued exploration drilling at the Sanbrado Gold Project in Burkina Faso, as well as for exploration costs and general working capital purposes."

The Company will disregard any votes cast in favour of the resolution by or on behalf of a person who participated in the share issue and any of their respective Associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

By Order of the Board



Simon Storm

Company Secretary

20 December 2018

If you need any further information about this document or attendance at the General Meeting, please contact the Company Secretary on +61 (08) 9481 7344.

WEST AFRICAN RESOURCES LIMITED

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting of Shareholders to be held on 1 February 2019 (**Meeting**).

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting and the TSXV Management Information Circular.

BUSINESS OF THE MEETING

ORDINARY BUSINESS

BACKGROUND

On 5 December 2018, the Company announced that it will be undertaking a funding package to raise funds for the purposes of developing its Sanbrado Gold Project located in Burkina Faso (**Proposed Funding Package**). The Proposed Funding Package is to comprise the following:

(Institutional Placement): a fully underwritten institutional placement to raise, in aggregate, \$43.2 million by way of a placement of 172,700,000 Shares to various investors (including sophisticated and professional investors) (**Institutional Investors**) at an issue price of A\$0.25 per Share (**Subscription Price**) to raise approximately A\$43.2million (before costs);

(Share Purchase Plan): a share purchase plan whereby shareholders as at the relevant record date will be offered the opportunity to subscribe for up to \$15,000 worth of Shares at the Subscription Price to raise up to a maximum of A\$5 million (before costs) (**SPP**); and

(Debt Facility): Credit approved US\$200 million (A\$278 million) finance facility with Taurus Funds Management Pty Ltd (Taurus).

Institutional Placement

Euroz Securities Limited and Sprott Capital Partners were the joint lead managers and underwriters to the Institutional Placement.

The Institutional Placement completed on 13 December 2018 and ratification of Shares issued is the subject of Resolutions 1 and 2. The Shares were issued under sections 708(8), (10) and (11) of the Corporations Act (sophisticated, experienced and professional investor exemptions) without disclosure under Chapter 6D of the Corporations Act.

SPP

On 17 December 2018, the Company sent the Share Purchase Plan Offer document setting out the terms of the offer of Shares by the Company pursuant to the SPP.

Under the terms of the SPP:

- (a) the opening date is 17 December 2018 and is expected to close on 25 January 2019;
- (b) the anticipated maximum number of Shares to be issued by the Company is 20 million Shares;
- (c) the Shares will be issued at A\$0.25, being the same price as under the Institutional Placement;
- (d) Shareholders with registered addresses in Australia and New Zealand (**Eligible Shareholders**) will each be offered the opportunity to subscribe for a maximum of that number of Shares which when multiplied by the issue price is valued at \$15,000; and

Shares issued under the SPP will be issued under ASIC Class Order 09/425 (share purchase plans relief).

Debt Facility

WAF has mandated Taurus to provide a US\$200m secured project finance facility (the Debt Facility) to be used towards funding the development of Sanbrado. Taurus completed its technical and legal due diligence over the Project and has provided a committed offer for finance. Key terms of the Debt Facility are:

- Fixed interest rate of 7.75% per annum on drawn amounts, payable quarterly in arrears.
- Quarterly repayments commencing 30 June 2021, with final repayment 31 December 2024.
- Early repayment allowed at any time without penalty.
- No mandatory gold hedging required.
- First drawdown of the Debt Facility is expected to be available by the end of the first quarter 2019.
- The Company will enter into an offtake agreement for 1.25 million ounces of Sanbrado gold production, pursuant to which the Company will receive the prevailing spot price subject to an agreed quotation period. The Company retains a right to buy back the offtake at any time on agreed terms.
- Conditions precedent to drawdown include execution and delivery of the Debt Facility documents, lodging of security documents and other conditions customary for a facility of this nature.

RESOLUTIONS 1 AND 2 – RATIFICATION OF PREVIOUS SHARE ISSUES UNDER ASX LISTING RULES 7.1 AND 7.1(A) – DECEMBER 2018

On 13 December 2018, the Company issued 172,700,000 Shares at a price of 25 cents per Share.

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of Equity Securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in Listing Rule 7.1.

Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to an additional 10% under Listing Rule 7.1A if shareholders ratify the previous issue of securities.

Accordingly, under Resolutions 1 and 2, the Company seeks from Shareholders approval for, and ratification of, the issue of a total of 172,700,000 Shares, comprising the following:

- (a) 103,623,709 Shares so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of Equity Securities in the next 12 months; and
- (b) 69,076,291 Shares so as to restore the capacity of the Company to issue further Equity Securities under Listing Rule 7.1A.

The 172,700,000 Shares issued, for which approval and ratification is sought under Resolutions 1 and 2, comprise 19.65% of the Company's fully diluted issued capital (based on the number of Shares and Options on issue as at the date of this Notice of General Meeting).

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information:

- (a) the number of Shares allotted and issued was 172,700,000 (103,623,709 under Listing Rule 7.1 and 69,076,291 under Listing Rule 7.1A);

- (b) the Shares were issued at an issue price of 25 cents per Share. The Shares issued under rule 7.1A, were issued at a price which was at least 75% of 15 day VWAP, as calculated under rule 7.1A.3, being 19.6 cents;
- (c) the Shares are fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares. The Company applied to ASX for official quotation of the Shares;
- (d) the Shares were issued and allotted to certain persons to whom the Shares could be offered without disclosure under Chapter 6D of the Corporations Act (including professional and sophisticated investors); and
- (e) the funds raised from the issue of the Shares are to be used by the Company to advance the Sanbrado Gold Project, Burkina Faso, exploration costs and for general working capital purposes.

A voting exclusion statement for each of Resolutions 1 and 2 is included in the Notice of Meeting preceding this Explanatory Memorandum.

The Board believes that the ratification of these issues is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months, and up to the 10% annual placement capacity under Listing Rule 7.1A without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of Resolutions 1 and 2.

GLOSSARY

Words, which are defined in the Explanatory Memorandum, have the same meaning when used in this Notice of Meeting unless the context requires otherwise. For assistance in considering the Notice of Meeting and the Explanatory Memorandum, the following words are defined here:

"Associate" – as defined in the ASX Listing Rules

"ASX" means Australian Securities Exchange Limited (ACN 008 624 691).

"ASX Listing Rules" or *"Listing Rules"* means the listing rules of ASX.

"AWST" or *"WST"* means Western Standard Time as observed in Perth, Western Australia.

"Board" means the board of directors of the Company.

"Company" means West African Resources Limited ABN 70 121 539 375.

"Corporations Act" means the Corporations Act 2001 (Cth).

"Director" means a director of the Company.

"Dollar" or *"\$"* means Australian Dollars.

"Equity Security" - as defined in the Listing Rules, being a share, unit, right to a share or unit or option, a convertible security, any security that ASX decides is an equity security but not a security ASX decides to classify as a debt security.

"Explanatory Memorandum" means the explanatory memorandum set out and attached to this Notice of Meeting.

"Notice of Meeting" or *"Notice"* means this notice of General Meeting.

"Proxy Form" means the proxy form accompanying this Notice of Meeting.

"Resolution" means a resolution set out in this Notice of Meeting.

"Shareholder" means a holder of Shares.

"Shares" means fully paid ordinary shares in the capital of the Company.

TSXV MANAGEMENT INFORMATION CIRCULAR

(as at 20 December 2018 except as otherwise indicated)

The Management Information Circular in this Section is provided in respect of those securities of the Company listed on the TSX Venture Exchange (TSXV). It contains disclosures required by the TSXV Policies and Canadian securities laws.

The matters set out in this TSXV Management Information Circular are provided for compliance with TSXV Policies and Canadian securities laws and Shareholders are not required to vote on this TSXV Management Information Circular at the Meeting.

West African Resources Limited (**Company**) is a "reporting issuer" in Canada. Accordingly, pursuant to the requirements of National Instrument 51-102 - *Continuous Disclosure Obligations* (**NI 51-102**) of the Canadian Securities Administrators, the following disclosure is required to be included with the Notice of Meeting (**Notice**).

1. Solicitation of Proxies

This TSXV Management Information Circular (**Circular**) is furnished in connection with the solicitation of proxies by the management of the Company for use at the General Meeting of the holders of ordinary shares (**Shares**) of the Company (the **Meeting**) to be held at Level 1, 1 Alvan Street, Subiaco, Western Australia on 1 February 2019 at 2.00 pm (AWST) on 1 February 2019, and for the purposes set forth in the accompanying Notice and at any adjournment(s) or postponement(s) thereof. The solicitation of proxies is expected to be primarily by mail, but may be supplemented by telephone, internet or other personal contact by directors of the Company. The cost of solicitation of proxies will be borne directly by the Company.

2. Appointment of Proxies

If your intention is not to be present in person at the Meeting, you are asked to complete and return the enclosed form of proxy. The form of proxy must be dated and executed by a registered shareholder or the attorney of such shareholder, duly authorized in writing, and delivered:

- a) in respect of Shareholders registered on the Company's Australian share register, prior to 2.00 pm (WST) on 30 January 2019 by mail to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001 Australia or by facsimile to (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555; or
- b) for Shareholders registered on the Company's Canadian share register, not later than 48 hours prior to the Meeting by mail to **Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1** or call this toll free number from a touch tone telephone 1-866-732-8683 or go to the following website: www.investorvote.com. The proxy should be deposited in Canada no later than 5:00 p.m. (Toronto time) on 29 January 2019 or, if the Meeting is adjourned or postponed, no later than two business days preceding the date to which the Meeting is adjourned or postponed, or to the Secretary of the Company or Chairman of the Meeting at the time and place of the Meeting.

The persons designated in the form of proxy are directors or officers of the Company. **Each shareholder has the right to appoint a person to represent such shareholder at the Meeting, other than the persons designated in the form of proxy. A registered shareholder desiring to appoint some other person to represent such shareholder at the Meeting may do so by striking out the names of the persons designated and by inserting such other person's name in the blank space provided in the form of proxy or by submitting another appropriate form of proxy. A person acting as proxy need not be a shareholder of the Company.**

3. Revocation of Proxies

A registered shareholder giving a proxy has the power to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy and may do so either:

- a) by delivering another properly executed proxy bearing a later date to **Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1** no later than 5:00 p.m. (Toronto time) on 29 January 2019 or, if the Meeting is adjourned or postponed, no later than 5:00 p.m. (Toronto time) on the last business day preceding the date to which the Meeting is adjourned or postponed, or to the Secretary of the Company or Chairman of the Meeting at the time and place of the Meeting; or

- b) by depositing, either with Computershare Investor Services Inc. (**Transfer Agent**) at the above mentioned address prior to the day of the Meeting or any adjournments or postponements thereof, or with the Secretary of the Company or Chairman of the Meeting at the time and place of the Meeting, or any adjournments or postponements thereof, an instrument in writing revoking the proxy and executed by the registered shareholder or by his attorney, duly authorized in writing. If the registered shareholder is a corporation, the instrument must be executed by a duly authorized officer under its corporate seal or accompanied by a corporate resolution authorizing the signature.

4. Voting of Shares Represented By Proxies

If the enclosed form of proxy is properly completed and submitted in favour of the persons designated in the printed portion thereof, the shares represented by such form of proxy will be voted or withheld from voting on any ballot that may be called for in accordance with the instructions of the shareholder and where the person whose proxy is solicited specifies a choice with respect to any matter identified therein, the shares shall be voted in accordance with the specification so made. Where shareholders have not specified in the form of proxy the manner in which the designated proxy holders are required to vote the shares represented thereby as to any matter to be voted on, such shares will be voted on any ballot that may be called for in favour of such matter but subject to the limitations set forth in the Notice related to voting by proxy. Proxies will otherwise be voted in a manner consistent with that described in the Notice.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to matters other than those identified in the Notice of Meeting, which may properly come before the Meeting. As of the date hereof, the management of the Company is not aware that any such amendments, variations, or other matters are to be presented for action at the Meeting. If any matters which are not now known to the management of the Company should properly come before the Meeting, then on any ballot that may be called for, the persons appointed as proxy will vote on such matters in a manner as such persons consider to be proper.

5. Advice to Beneficial Shareholders on the Canadian Register

Only Registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, shares beneficially owned by a person (a **Non-Registered Holder**) are registered either (a) in the name of an intermediary that the Non-Registered Holder deals with in respect of the shares (intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered retirement savings plans, registered retirement income funds, registered education savings plans and similar plans), or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company will be distributing copies of the Notice of Meeting, this Circular, and the form of proxy (collectively **Meeting Materials**) to the clearing agencies and intermediaries for onward distribution to Non-Registered Holders. The Company will pay for the cost of intermediaries to deliver the Meeting Materials to Non-Registered Holders who have objected to intermediaries disclosing their beneficial ownership information. Neither the Company nor any of its subsidiaries will reimburse shareholders, nominees or agents for the costs incurred in obtaining authorization to execute forms of proxy from their principals or beneficial owners.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders who have not waived the right to receive the Meeting Materials. These Non-Registered Holders will either:

- a) be given a form of proxy which has already been signed by the intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deliver it to the Transfer Agent as set out above; or
- b) more typically, be given a form which, when properly completed and signed by the Non-Registered Holder and returned to the intermediary or its service company, will constitute voting instructions (often called a "voting information form") which the intermediary must follow.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own. Should a Non-Registered Holder who receives the form of proxy or voting instruction form wish to vote at the Meeting in person, the Non-Registered Holder should strike out the persons named in the form of proxy and

insert the Non-Registered Holder's name in the blank space provided or follow the instructions in the voting instruction form. In either case, Non-Registered Holders should carefully follow the instructions of their intermediary, including those regarding when and where the form of proxy or proxy authorization form is to be delivered.

If you are a Non-Registered Holder who wishes to revoke a proxy authorization form or to revoke a waiver of your right to receive Meeting Materials and to give voting instructions, you must give written instructions to your intermediary in accordance with such intermediary's instructions.

6. Voting Shares and Record Date

The authorized capital of the Company consists of an unlimited number of Shares of which as of 14 December, 2018 a total of 863,524,727 Shares were issued and outstanding as fully paid. The Shares are the only shares of the Company entitled to be voted at the Meeting and subject to certain exclusions of votes described above and in the Notice, each Share is entitled to one vote at the Meeting.

The directors of the Company have set 17 December 2018 as the record date for determining the Shareholders of the Company entitled to receive the Notice and 5.00 pm (AWST) on 30th January 2019 as the record date for determining the Shareholders of the Company entitled to vote at the Meeting.

Unless an extraordinary resolution is required under Australian law as specified in the Notice, a simple majority of votes cast are required to approve all matters to be submitted to a vote of Shareholders at the Meeting (but subject to ASX voting exclusions as set forth in the Notice).

Principal Holders of Shares

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, or exercises control or direction, directly or indirectly, over Shares carrying 10% or more of the voting rights attached to all of the issued and outstanding Shares of the Company.

7. Securities Authorized for Issuance under Equity Compensation Plans

The following table sets out information in respect of the equity compensation plans under which equity securities of the Company are authorized for issuance, as at 14 December, 2018.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	11,150,000	A\$0.26	32,026,236
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	11,150,000	A\$0.26	32,026,236

8. Management Contracts

The Company has entered into a consultancy agreement with Azurite Consulting Pty Ltd, an entity associated with Richard Hyde, for the term of 3 years, expiring 30 June 2019, for the provision of technical and corporate services. Annual fees payable to Azurite are \$300,000 plus GST, which is to be increased to \$400,000 plus GST effective 1 January 2019. The maximum annual incentive opportunity has been set at 140% (20% Short term Incentive Plan; 35% Deferred Incentive Plan; 85% Long term Incentive Plan) based on the achievement of pre-determined financial performance hurdles plus key performance indicators. The Company may terminate the consultancy agreement on 1 months' notice by paying 6 months of consultancy fees. Azurite may terminate the consultancy agreement due to breach or upon 3 months' notice.

The Company has entered into a consultancy agreement with Dorado Corporate Services Pty Ltd, an entity associated with Simon Storm, for the provision of company secretarial and accounting services. These fees comprise a retainer of \$5,417 per month. Fees effective from 1 January 2019 are to be \$75,000, of which 30% will be earned in Options in lieu of fees (as approved at the AGM on 30 November 2018). Hourly fees of \$180 per hour will be paid where the number of hours spent by Mr Storm each month exceeds 20 hours, which is payment for fulfilling the Company Secretarial role, in addition to Non-Executive Director duties. This agreement will continue unless terminated by either party upon submission of 3 months written notice.

The Company has entered into an employment contract with Lyndon Hopkins as Chief Operating Officer. His remuneration is \$250,000 per annum inclusive of superannuation, which effective 1 January 2019 is to be increased to \$300,000, including superannuation. The maximum annual incentive opportunity has been set at 120% (20% Short term Incentive Plan; 30% Deferred Incentive Plan; 70% Long term Incentive Plan) based on the achievement of pre-determined financial performance hurdles plus key performance indicators. Mr Hopkins commenced employment on 1 December 2016 and his salary will be reviewed annually. The Company may terminate the contract upon 2 months' written notice. Mr Hopkins has the right to terminate the contract upon 2 months' notice.

The Company has entered into an employment contract with Padraig O'Donoghue as Chief Financial Officer. His remuneration is \$230,000 per annum inclusive of superannuation, which effective 1 January 2019 is to be increased to \$275,000, including superannuation. The maximum annual incentive opportunity has been set at 100% (15% Short term Incentive Plan; 25% Deferred Incentive Plan; 60% Long term Incentive Plan) based on the achievement of pre-determined financial performance hurdles plus key performance indicators. Mr O'Donoghue commenced employment on 5 June 2018 and his salary will be reviewed annually. The Company may terminate the contract upon 2 months' written notice. Mr O'Donoghue has the right to terminate the contract upon 2 months' notice.

The Company has entered into an employment contract with Mathew Wilcox as Chief Development Officer. His remuneration is \$300,000 per annum inclusive of superannuation. The maximum annual incentive opportunity has been set at 100% (15% Short term Incentive Plan; 25% Deferred Incentive Plan; 60% Long term Incentive Plan) based on the achievement of pre-determined financial performance hurdles plus key performance indicators. Mr Wilcox commenced employment on 3 September 2018 and his salary will be reviewed annually. The Company may terminate the contract upon 2 months' written notice. Mr Wilcox has the right to terminate the contract upon 2 months' notice.

9. Interest of Informed Persons in Material Transactions

No informed person of the Company, no proposed nominee for election as a Director of the Company, and no associate or affiliate of any of these persons, has any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company, other than as disclosed in this Circular. An "informed person" means a director or executive officer of the Company; a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and the Company if it has purchased, redeemed, or otherwise acquired any of its securities, so long as it holds any of its securities.

10. Other Matters

Management does not know of any other matters to come before the Meeting other than those referred to in the Notice of Meeting and further described in this Circular. Should any other matters properly come before the Meeting, the Shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

11. Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com. Additional financial information is provided in the annual consolidated financial statements of the Company and the notes thereto for the fiscal year ended 30 June 2018. The Company had the status of a "designated foreign issuer" for the financial year ending 30 June 2018 and did not prepare management discussion and analysis or an annual information form in respect of such financial year end. Copies of this Circular and the documents mentioned above are available on the Company's website (www.westafricanresources.com) and on SEDAR (www.sedar.com).

Additional copies are also available by contacting the Company at its administrative office:

Level 1
Unit 1,
1 Alvan St,
Subiaco, 6008
Western Australia

Telephone: +61 (8) 9481 7355

Facsimile: (613) 241-6005

Email: info@westafricanresources.com

The Company may request the payment of reasonable fees if the requesting party is not a shareholder of the Company.

12. Approval of Circular

The board of directors of the Company has approved the contents of the Circular and its sending to the shareholders.

By order of the Board

A handwritten signature in black ink, appearing to be 'SS', is written over a light blue rectangular background. Below the signature is a solid black horizontal line.

Simon Storm
Director and Company Secretary

Date: 20 December, 2018

West African Resources Limited

ABN 70 121 539 375

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

WAF

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX



Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 2:00 pm (AWST) Wednesday, 30 January 2019

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of West African Resources Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of West African Resources Limited to be held at Level 1, 1 Alvan Street, Subiaco, Western Australia on Friday, 1 February 2019 at 2:00 pm (AWST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of Previous Share Issue under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Previous Share Issue Under ASX Listing Rule 7.1 (A)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

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Computershare +