



11 July 2017

ASX Release

The Manager  
Market Announcements Office  
ASX Ltd  
4th Floor, 20 Bridge Street  
SYDNEY, NSW 2000

Dear Sir

### **STAGE 1 COMPLETION AND CLEANSING NOTICE**

Amani Gold Limited (ASX: ANL) ("Amani" or "the Company") refers to its announcement dated 7 July 2017 in relation to a \$25 million capital raising transaction with Hong Kong company, Luck Winner Investment Limited ("LW").

Amani confirms completion of stage 1 of the transaction with the issue of 300 million shares upon receipt of \$15 million in subscription funds. Luck Winner Investment Limited nominees', Mr Sheng FU, Mr Sik Lap CHAN, and Mr Qiumin YU have been appointed as non-executive directors, with Mr Yu replacing Mr Eckhof as Chairman of the Board. Mr Kevin Thomson has resigned as a director and the Board expresses its thanks and appreciation to Mr Thomson for his six years plus of service.

The Company has also issued 79,500 shares upon conversion of the same number of listed options and has also issued 8,500,000 shares on vesting of performance rights following the recent completion of a mineral resource estimate at Kebigada, Giro Gold Project.

An Appendix 3B is attached with respect to the new securities issue and the Company gives notice that:

- it issued the securities (300 million shares to Luck Winner Investment Limited and the 8,500,000 shares on vesting and conversion of performance rights) without disclosure to investors under Part 6D.2 of the Corporations Act 2001 ("Act");
- this notice is being given under section 708A(5)(e) of the Act;
- as at today's date, the Company has complied with:
  - (i) the provisions of Chapter 2M of the Act as they apply to the Company; and
  - (ii) section 674 of the Act; and
- as at today's date there is no other information that is excluded information which is required to be set out in this notice pursuant to section 708A(6)(e) of the Act.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Susmit Shah'.

Susmit Shah  
Director

## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

AMANI GOLD LIMITED

ABN

14 113 517 203

We (the entity) give ASX the following information.

#### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

1	+Class of +securities issued or to be issued	Fully paid ordinary shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	308,579,500 shares
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Fully paid ordinary shares ranking equally with existing quoted shares, ANL

---

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:  the date from which they do  the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</p>	<p>Yes</p>
<p>5 Issue price or consideration</p>	<ul style="list-style-type: none"> <li>• 300,000,000 shares issued at \$0.05 each under the terms of the subscription agreement with Luck Winner Investment Limited;</li> <li>• 79,500 shares issued at \$0.05 each upon conversion of listed options, ANLO; and</li> <li>• 8,500,000 shares issued for nil consideration upon vesting of performance shares (originally issued in late 2014) following the estimation of a mineral resource at Kebigada, Giro Gold Project.</li> </ul>
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>See (5) above. Also refer to ASX announcement dated 10 May 2017.</p>
<p>6a Is the entity an+eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>25 November 2016</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>173,396,817</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>126,603,183</p>
<p>6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>N/A</p>

---

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

6f	Number of +securities issued under an exception in rule 7.2	79,500 shares on exercise of listed options – Exception 4, LR 7.2 8,500,000 shares on conversion of performance rights, which were approved for issue on 26/11/2014 (Exception 4, LR 7.2)												
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Yes. Issue date – 11 July 2017. 15 day VWAP up to 11 July 2017 - \$0.041  15 day VWAP up to 9 May 2017 (date of MOU with Luck Winner) - \$0.04 source: IRESS												
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A												
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer attached Annexure 1												
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	11 July 2017												
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="726 1153 949 1187">Number</th> <th data-bbox="949 1153 1522 1187">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="726 1187 949 1243">1,566,031,832</td> <td data-bbox="949 1187 1522 1243">Ordinary Shares</td> </tr> <tr> <td data-bbox="726 1243 949 1332">434,271,837</td> <td data-bbox="949 1243 1522 1332">Options exercisable at \$0.05 each on or before 31 July 2017</td> </tr> </tbody> </table>	Number	+Class	1,566,031,832	Ordinary Shares	434,271,837	Options exercisable at \$0.05 each on or before 31 July 2017						
Number	+Class													
1,566,031,832	Ordinary Shares													
434,271,837	Options exercisable at \$0.05 each on or before 31 July 2017													
9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="726 1366 925 1400">Number</th> <th data-bbox="925 1366 1522 1400">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="726 1400 925 1489">9,500,000</td> <td data-bbox="925 1400 1522 1489">Options exercisable at \$0.08 each on or before 2 November 2019</td> </tr> <tr> <td data-bbox="726 1489 925 1568">9,500,000</td> <td data-bbox="925 1489 1522 1568">Options exercisable at \$0.10 each on or before 2 November 2019</td> </tr> <tr> <td data-bbox="726 1568 925 1635">7,500,000</td> <td data-bbox="925 1568 1522 1635">Options exercisable at \$0.03 each on or before 31 December 2020;</td> </tr> <tr> <td data-bbox="726 1635 925 1702">12,500,000</td> <td data-bbox="925 1635 1522 1702">Options exercisable at \$0.04 each on or before 31 December 2020; and</td> </tr> <tr> <td data-bbox="726 1702 925 1803">12,500,000</td> <td data-bbox="925 1702 1522 1803">Options exercisable at \$0.05 each on or before 31 December 2020</td> </tr> </tbody> </table>	Number	+Class	9,500,000	Options exercisable at \$0.08 each on or before 2 November 2019	9,500,000	Options exercisable at \$0.10 each on or before 2 November 2019	7,500,000	Options exercisable at \$0.03 each on or before 31 December 2020;	12,500,000	Options exercisable at \$0.04 each on or before 31 December 2020; and	12,500,000	Options exercisable at \$0.05 each on or before 31 December 2020
Number	+Class													
9,500,000	Options exercisable at \$0.08 each on or before 2 November 2019													
9,500,000	Options exercisable at \$0.10 each on or before 2 November 2019													
7,500,000	Options exercisable at \$0.03 each on or before 31 December 2020;													
12,500,000	Options exercisable at \$0.04 each on or before 31 December 2020; and													
12,500,000	Options exercisable at \$0.05 each on or before 31 December 2020													
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same entitlement to dividends as existing shares												

+ See chapter 19 for defined terms.

## Part 2 -Pro rata issue Not Applicable

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	

---

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

- 26 Date entitlement and acceptance form and offer documents will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities (tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories

---

<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<input style="width: 95%; height: 50px;" type="text"/>

---

+ See chapter 19 for defined terms.

Quotation agreement


1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  .....  
(Director/Company secretary)

Date: 11 July 2017

Print name: Susmit Shah

====

---

+ See chapter 19 for defined terms.



## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	962,237,497
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2               <ul style="list-style-type: none"> <li>- Issued on 10/08/2016 upon exercise of listed options (ANLO) <span style="float: right;">3,014,836</span></li> <li>- Issued on 13/07/2016 upon vesting of performance rights <span style="float: right;">67,500,000</span></li> <li>- Issued on 10/08/2016 upon vesting of performance rights <span style="float: right;">8,500,000</span></li> <li>- Issued on 11/07/2017 upon exercise of listed options (ANLO) <span style="float: right;">79,500</span></li> <li>- Issued on 11/07/2017 upon vesting of performance rights <span style="float: right;">8,500,000</span></li> </ul> </li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval:               <ul style="list-style-type: none"> <li>- Issued on 13/07/2016, ratified by shareholders on 25/11/2016 <span style="float: right;">216,199,999</span></li> </ul> </li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	1,266,031,832
<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	189,904,775

+ See chapter 19 for defined terms.

Appendix 3B  
New issue announcement

<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p>Note:</p> <ul style="list-style-type: none"> <li>• This applies to equity securities, unless specifically excluded – not just ordinary securities</li> <li>• Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	173,396,817 shares issued 11/07/2017, the subject of this App 3B
<b>“C”</b>	173,396,817
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p>Note: number must be same as shown in Step 2</p>	189,904,775
<p><b>Subtract “C”</b></p> <p>Note: number must be same as shown in Step 3</p>	173,396,817
<p><b>Total</b> [“A” x 0.15] – “C”</p>	<p>16,507,958</p> <p>[Note: this is the remaining placement capacity under rule 7.1]</p>

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<p><b>“A”</b></p> <p>Note: number must be same as shown in Step 1 of Part 1</p>	1,266,031,832
<b>Step 2: Calculate 10% of “A”</b>	
<p><b>“D”</b></p>	<p>0.10</p> <p>Note: this value cannot be changed</p>
<p><b>Multiply “A” by 0.10</b></p>	126,603,183

+ See chapter 19 for defined terms.

Appendix 3B  
New issue announcement

<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<p><b>Insert</b> number of <sup>+</sup>equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p>Notes:</p> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	126,603,183 shares issued 11/07/2017, the subject of this App 3B
<b>“E”</b>	126,603,183

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<p>“A” x 0.10</p> <p>Note: number must be same as shown in Step 2</p>	126,603,183
<p><b>Subtract “E”</b></p> <p>Note: number must be same as shown in Step 3</p>	126,603,183
<p><b>Total</b> [“A” x 0.10] – “E”</p>	-
	Note: this is the remaining placement capacity under rule 7.1A

+ See chapter 19 for defined terms.