

6 February 2019

Dear Shareholder

Amani Gold Limited – pro-rata non-renounceable rights issue

As announced on 4 February 2019 Amani Gold Limited (ACN 113 517 203) (**Company**) is undertaking a 1:1 pro rata non-renounceable rights issue (**Rights Issue** or **Offer**) of approximately 1,846,363,747 fully paid ordinary shares (**New Share**) to raise approximately \$3,692,727. The price of New Shares under the Offer is \$0.002 each (**Issue Price**). In addition to the Offer, and subject to shareholder approval, the Company intends to undertake a placement of up to 1,000,000,000 Shares at an issue price of \$0.002 per Share (**Top-Up Placement**). The Company released an offer document for the Offer (**Offer Document**) with ASX on 4 February 2019.

The Offer is fully underwritten by Hartleys Limited (ABN 33 104 195 057) (**Hartleys**). The Company must pay Hartleys an underwriting fee of 6% (exclusive of GST) of the underwritten amount (being \$3,692,727). The Company must also reimburse Hartleys for costs incidental to the Offer. Subject to shareholder approval, the Company will also issue 120,000,000 options to Hartleys (or its nominee) as part consideration for acting as lead manager and underwriter to the Offer. Pursuant to the Top-Up Placement, the Company will also pay Hartleys a fee equal to 6% of the Top-Up Placement amount (being \$2,000,000).

The Company intends to apply the funds raised from the Rights Issue and Top-Up Placement (assuming full subscription of the Top-Up Placement) as follows:

Planned drilling (incl associated costs)	\$1,350,000
Assaying	\$400,000
Regional exploration and field costs	\$700,000
Geophysics and mining studies	\$100,000
Tenement renewal fees	\$400,000
Working capital and other exploration	\$2,397,727
Expenses of the Offer	\$345,000
Total	\$5,692,727

The Offer is being made to all shareholders of the Company (**Shareholders**) named on its register of members at 5:00pm (WST) on 8 February 2019, whose registered address is in Australia, New Zealand or Hong Kong.

New Shares will rank equally with all fully paid ordinary shares in the capital of the Company (**Shares**) already on issue.

Following completion of the Offer and the Top-Up Placement, the Company will have issued approximately 2,846,363,747 New Shares resulting in total Shares on issue of approximately 4,692,727,494.



Ineligible shareholders

A Shareholder who has a registered address outside Australia, New Zealand and Hong Kong (**Ineligible Shareholder**) will not be eligible to participate in the Offer.

You are not eligible to participate in the Offer and you will not be sent a copy of the Offer Document. This decision has been made pursuant to Listing Rule 7.7.1 (a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia, New Zealand and Hong Kong compared with the small number of Ineligible Shareholders and the number and value of New Shares to which they would otherwise be entitled.

If you have any queries concerning the Rights Issue, please contact your financial adviser or Craig McPherson, the Company Secretary, on 1300 258 985.

Yours sincerely

Craig McPherson
Company Secretary