

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

i) Performance Rights
ii) Unlisted Options

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

i) 717,000,000 Performance Rights
ii) 120,000,000 Unlisted Options

+ See chapter 19 for defined terms.

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<p>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)</p>	<p><u>i) Performance Rights</u> Each right can convert to an ordinary share, subject to satisfaction of specific vesting criteria.</p> <p>Performance Rights were issued as follows:</p> <ul style="list-style-type: none"> i) 229,000,000 \$0.0075 Performance Rights expiring 27/05/22 ii) 229,000,000 \$0.01 Performance Rights expiring 27/05/22 iii) 229,000,000 \$0.0125 Performance Rights expiring 27/05/22 iv) 10,000,000 \$0.0075 Performance Rights expiring 31/12/21 v) 10,000,000 \$0.01 Performance Rights expiring 31/12/21 vi) 10,000,000 \$0.0125 Performance Rights expiring 31/12/21 <p><u>ii) Unlisted Options</u> Each option entitles the holder to subscribe for one ordinary share upon exercise of the option.</p> <p>Unlisted Options were issued as follows:</p> <ul style="list-style-type: none"> i) 40,000,000 Unlisted Options exercisable at \$0.0075 at any time up to 27/5/22 ii) 40,000,000 Unlisted Options exercisable at \$0.01 at any time up to 27/5/22 iii) 40,000,000 Unlisted Options exercisable at \$0.0125 at any time up to 27/5/22
<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><u>i) Performance Rights</u> No. Performance Rights have no dividend entitlements or voting rights and will only vest into ordinary shares if specified performance criteria are satisfied.</p> <p><u>ii) Unlisted Options</u> No. Upon exercise of the options, shares issued will rank equally with ordinary shares on issue.</p>
<p>5 Issue price or consideration</p>	<p><u>i) Performance Rights</u> Nil</p> <p><u>ii) Unlisted Options</u> Nil</p>

+ See chapter 19 for defined terms.

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6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p><u>i) Performance Rights</u> Issue of incentive securities to key personnel and consultants, of which 687,000,000 were approved at the General Meeting of shareholders held on 30 April 2019.</p> <p><u>i) Unlisted Options</u> Issue of Options to Hartleys as approved at the General Meeting of shareholders held on 30 April 2019.</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	Not applicable
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	30,000,000 Performance Rights
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Not applicable
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<p>687,000,000 Performance Rights as approved at the General Meeting of shareholders held on 30 April 2019.</p> <p>120,000,000 Unlisted Options as approved at the General Meeting of shareholders held on 30 April 2019.</p>
6f	Number of ⁺ securities issued under an exception in rule 7.2	Not applicable
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.	Not applicable
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	Not applicable
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

⁺ See chapter 19 for defined terms.

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7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>i) Performance Rights 27/05/19</p> <p>ii) Unlisted Options 27/05/19</p>
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8	<p>Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>3,690,227,494</td> <td>Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	3,690,227,494	Ordinary Shares
Number	+Class					
3,690,227,494	Ordinary Shares					

9	<p>Number and +class of all +securities not quoted on ASX (<i>including</i> the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>9,500,000</td> <td>Options exercisable at \$0.08 each on or before 2 November 2019</td> </tr> <tr> <td>9,500,000</td> <td>Options exercisable at \$0.10 each on or before 2 November 2019</td> </tr> <tr> <td>7,500,000</td> <td>Options exercisable at \$0.03 each on or before 31 December 2020;</td> </tr> <tr> <td>7,500,000</td> <td>Options exercisable at \$0.04 each on or before 31 December 2020; and</td> </tr> <tr> <td>7,500,000</td> <td>Options exercisable at \$0.05 each on or before 31 December 2020</td> </tr> <tr> <td>40,000,000</td> <td>Options exercisable at \$0.0075 each on or before 27 May 2022</td> </tr> <tr> <td>40,000,000</td> <td>Options exercisable at \$0.01 each on or before 27 May 2022</td> </tr> <tr> <td>40,000,000</td> <td>Options exercisable at \$0.0125 each on or before 27 May 2022</td> </tr> <tr> <td>20,000,000</td> <td>Performance Rights at \$0.02 expiring 31/12/20</td> </tr> <tr> <td>20,000,000</td> <td>Performance Rights at \$0.04 expiring 31/12/20</td> </tr> <tr> <td>20,000,000</td> <td>Performance Rights at \$0.06 expiring 31/12/20</td> </tr> <tr> <td>229,000,000</td> <td>Performance Rights at \$0.0075 expiring 27/05/22</td> </tr> <tr> <td>229,000,000</td> <td>Performance Rights at \$0.01 expiring 27/05/22</td> </tr> <tr> <td>229,000,000</td> <td>Performance Rights at \$0.0125 expiring 27/05/22</td> </tr> <tr> <td>10,000,000</td> <td>Performance Rights at \$0.0075 expiring 31/12/21</td> </tr> <tr> <td>10,000,000</td> <td>Performance Rights at \$0.01 expiring 31/12/21</td> </tr> <tr> <td>10,000,000</td> <td>Performance Rights at \$0.0125 expiring 31/12/21</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;	7,500,000	Options exercisable at \$0.04 each on or before 31 December 2020; and	7,500,000	Options exercisable at \$0.05 each on or before 31 December 2020	40,000,000	Options exercisable at \$0.0075 each on or before 27 May 2022	40,000,000	Options exercisable at \$0.01 each on or before 27 May 2022	40,000,000	Options exercisable at \$0.0125 each on or before 27 May 2022	20,000,000	Performance Rights at \$0.02 expiring 31/12/20	20,000,000	Performance Rights at \$0.04 expiring 31/12/20	20,000,000	Performance Rights at \$0.06 expiring 31/12/20	229,000,000	Performance Rights at \$0.0075 expiring 27/05/22	229,000,000	Performance Rights at \$0.01 expiring 27/05/22	229,000,000	Performance Rights at \$0.0125 expiring 27/05/22	10,000,000	Performance Rights at \$0.0075 expiring 31/12/21	10,000,000	Performance Rights at \$0.01 expiring 31/12/21	10,000,000	Performance Rights at \$0.0125 expiring 31/12/21
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10	<p>Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>Performance Rights and Unlisted Options have no entitlements to dividends.</p>
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Part 2 -Pro rata issue Not Applicable

11	<p>Is security holder approval required?</p>	<div style="border: 1px solid black; height: 20px;"></div>
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12	<p>Is the issue renounceable or non-renounceable?</p>	<div style="border: 1px solid black; height: 20px;"></div>
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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 <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
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	
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)	

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- 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 ⁺Issue date

Part 3 - Quotation of securities

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

- 34 Type of ⁺securities
(tick one)
- (a) ⁺Securities described in Part 1
- (b) All other ⁺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 ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
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

⁺ See chapter 19 for defined terms.

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39 +Class of +securities for which quotation is sought

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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

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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)

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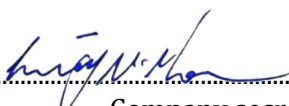
	Number	+Class
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	

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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: 
Company secretary

Date: 27 May 2019

Print name: Craig McPherson

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+ 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

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	1,566,163,747
Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 1,843,863,747 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval: 280,200,000 • Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	3,690,227,494
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	553,534,124

Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 	30,000,000

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<ul style="list-style-type: none"> • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	30,000,000
<p>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</p>	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	523,534,124
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	
<p>Total [“A” x 0.15] – “C”</p>	523,534,124
	<p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	Not applicable
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	Not applicable
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Not applicable
“E”	Not applicable
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	Not applicable
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Not applicable
Total [“A” x 0.10] – “E”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.