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14 November 2022

Institutional Offer Complete Underwriting increased to A\$164m

Highlights

- Strong demand from high-quality, eligible existing and new domestic and international investors resulted in upsizing of underwritten component of the Equity Raising from A\$140m to A\$164m
- Successful completion of the bookbuild for the Placement and Institutional Entitlement Offer to raise approximately A\$96m
- Cornerstone support of A\$55m received by high quality North American institutional investor Condire, resulting in a pro forma shareholding of up to 16.2%¹
- Proceeds to strengthen the balance sheet and provide a financial platform for growth
- Retail Entitlement Offer to raise up to A\$104 million (A\$68 million of which is underwritten) opens on Thursday, 17 November 2022, and is expected to close at 7.00 pm (Sydney time) on Monday, 5 December 2022
- Equity Raising provides refreshed management team with the financial flexibility to continue to execute on demonstrated operational turnaround

Resolute Mining Limited (ASX/LSE: RSG, **Resolute** or the **Company**) is pleased to announce that it has successfully completed the bookbuild for the institutional placement (**Placement**) and the institutional component (**Institutional Entitlement Offer**, together with the Placement the **Institutional Offer**) of the 1-for-1.11 accelerated non-renounceable entitlement offer (**Entitlement Offer**) (together the **Equity Raising** or **Offer**), as announced on 10 November 2022.

The Placement raised approximately A\$41 million through the issue of approximately 258 million new fully paid ordinary shares in the Company (**New Shares**) at an offer price of A\$0.16 per New Share (**Offer Price**). The Institutional Entitlement Offer and shortfall bookbuild for entitlements not taken up (**Institutional Shortfall Bookbuild**) raised approximately A\$55 million through the issue of approximately 342 million New Shares at the Offer Price.

Resolute received significant demand during the bookbuild for the Placement, Institutional Shortfall Bookbuild and the Institutional Entitlement Offer from high-quality, eligible existing and new domestic and international institutional investors. Following this strong demand, the underwritten component of the Equity Raising has been increased from A\$140 million to A\$164 million. The proceeds of A\$164 million will be applied as follows: A\$144 million to reduce net debt and A\$20 million to fund general working capital, the costs of the equity raising and to support the Company's Syama North expansion plan.

The Equity Raising was anchored by a new international investor, Condire Management, LP (**Condire**). In consideration of this strong level of support, the Company has offered Condire the right to appoint a nominee to the board of Resolute, whilst their shareholding remains above 15%. Condire have advised they do not intend to accept this offer at the current time.

Under the retail component of the Entitlement Offer (**Retail Entitlement Offer**), A\$68 million is underwritten, however in the event the retail offer is fully subscribed, up to an additional A\$36 million

¹ Condire's pro forma shareholding is calculated on the assumption that the number of New Shares issued is based on the Underwritten amount of A\$164 million (i.e. 1.03 billion New Shares).

can be raised. These proceeds, in conjunction with cash reserves and future free cash flow, would be used to further repay debt, and to support the Company's Syama North expansion plan.

Post Equity Raising, net debt will be reduced from US\$156 million at 30 September 2022, to approximately US\$55 million². The 2023 repayments under the Company's Syndicated Loan Facility of US\$90 million can now be met from the proceeds of the Equity Raising.

Terry Holohan, CEO and Managing Director commented:

"We are delighted by the strong support the Company has received for the Equity Raising from both local and international institutions, including several new 'Tier 1' institutions, all of whom share our exciting vision for the Company. This strong support reflects the confidence in Resolute's transition to a sustainable gold producer and will allow the Company to de-risk its balance sheet. The Company is now positioned to pursue a new open pit operation at Syama North, together with low capital expansion options for the Sulphide circuit and continue to systematically grow."

Completion of the Placement and Institutional Entitlement Offer

The Placement comprises the issue of approximately 258 million New Shares to raise approximately A\$41 million, and approximately 342 million New Shares under the Institutional Entitlement Offer and Institutional Shortfall Bookbuild to raise approximately A\$55 million.

The New Shares subscribed for under the Placement, Institutional Shortfall Bookbuild and the Institutional Entitlement Offer are expected to settle on Thursday 17 November 2022, with allotment and normal trading on ASX to commence on Friday 18 November 2022. New Shares issued will rank pari passu with existing fully paid ordinary shares in Resolute on issue.

Retail Entitlement Offer

The Retail Entitlement Offer of approximately A\$105 million, which is underwritten to A\$68 million, is expected to open on Thursday, 17 November 2022 and close at 7.00 pm (Sydney time) on Monday, 5 December 2022 (unless extended).

Eligible retail shareholders with a registered address in Australia, New Zealand or Bermuda, as at 7:00 pm (Sydney time) on 14 November 2022 (**Record Date**), (**Eligible Retail Shareholders**) will be invited to participate in the Retail Entitlement Offer at the Offer Price. Eligible Retail Shareholders will be able to subscribe for 1 New Share for every 1.11 Resolute shares held as at the Record Date. The Retail Entitlement Offer includes an oversubscription facility, pursuant to which Eligible Retail Shareholders who take up all of their entitlement (and who are not a related party of Resolute), may apply for up to 50% of their entitlement, in addition to their entitlement, as additional New Shares (subject to scale back).

Further information will be provided to Eligible Retail Shareholders in a booklet (**Retail Offer Booklet**) expected to be issued on 17 November 2022 and lodged with ASX on that date. Details on how to access the Retail Offer Booklet will be sent to eligible retail shareholders on Thursday, 17 November 2022.

In deciding whether to participate in the Retail Entitlement Offer, Eligible Retail Shareholders should carefully read the Retail Offer Booklet. The Retail Offer Booklet and personalised Entitlement Form will contain instructions on how to apply for the Retail Entitlement Offer. Acceptances and payments under the Retail Entitlement Offer must be received by no later than 7.00 pm (Sydney time) on Monday, 5 December 2022 (unless the Retail Entitlement Offer is extended).

² Estimated net debt of US\$55m is after Equity Raising Costs.

Advisors

Canaccord Genuity (Australia) Limited and Sprott Capital Partners LP are acting as Joint Lead Managers, Underwriters & Bookrunners. Joh. Berenberg, Gossler & Co. KG and Euroz Hartleys Limited are acting as Co-Managers.

Treadstone Resource Partners are acting as strategic and financial advisor and Allen & Overy are acting as legal advisor to Resolute in Australia and the United Kingdom.

Additional Information

Further information concerning the Equity Raising is contained in the Resolute Investor Presentation released to the ASX and LSE on 10 November 2022 which is available on the [ASX website](#). Nothing contained in this announcement constitutes investment, legal, tax or other advice. You should seek appropriate professional advice before making any investment decision. Shareholders should note the subsequent changes to the underwritten amount of the Offer and the use of proceeds as described in this announcement.

Disclaimer

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction. The entitlements and New Shares referred to in this announcement have not been, and will not be, registered under the US Securities Act of 1933 (US Securities Act) or the securities laws of any state or other jurisdiction of the United States, and the entitlements may not be taken up by, and the New Shares may not be offered or sold to, any person in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States. The Company does not intend to register any portion of the Offer under the US Securities Act or to conduct a public offering in the United States.

The release, publication, or distribution of this announcement (including in electronic copy) outside Australia may be restricted by law. If you come into possession of this announcement, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

General

In addition, this announcement is subject to the same "Important Notice and Disclaimer" as appears on slides 2 to 7 of the Investor Presentation with any necessary contextual changes.

Cautionary Statement about Forward-Looking Statements

This announcement contains certain "forward-looking statements" including statements regarding our intent, belief, or current expectations with respect to Resolute's business and operations, market conditions, results of operations and financial condition, and risk management practices. The words "likely", "expect", "aim", "should", "could", "may", "anticipate", "predict", "believe", "plan", "forecast" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings, anticipated production, life of mine and financial position and performance are also forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Resolute's actual results, performance and achievements or industry results to differ materially from any future results, performance or achievements, or industry results, expressed or implied by these forward-looking statements. Relevant factors may include (but are not limited to) changes in commodity prices, foreign exchange fluctuations and general economic conditions, increased costs and demand for production inputs, the speculative

nature of exploration and project development, including the risks of obtaining necessary licences and permits and diminishing quantities or grades of reserves, political and social risks, changes to the regulatory framework within which Resolute operates or may in the future operate, environmental conditions including extreme weather conditions, recruitment and retention of personnel, industrial relations issues and litigation.

Forward-looking statements are based on Resolute's good faith assumptions as to the financial, market, regulatory and other relevant environments that will exist and affect Resolute's business and operations in the future. Resolute does not give any assurance that the assumptions will prove to be correct. There may be other factors that could cause actual results or events not to be as anticipated, and many events are beyond the reasonable control of Resolute. Readers are cautioned not to place undue reliance on forward-looking statements, particularly in the current economic climate with the significant volatility, uncertainty and disruption caused by the COVID-19 pandemic. Forward-looking statements in this document speak only at the date of issue. Except as required by applicable laws or regulations, Resolute does not undertake any obligation to publicly update or revise any of the forward-looking statements or to advise of any change in assumptions on which any such statement is based. Except for statutory liability which cannot be excluded, each of Resolute, its officers, employees and advisors expressly disclaim any responsibility for the accuracy or completeness of the material contained in these forward-looking statements and excludes all liability whatsoever (including in negligence) for any loss or damage which may be suffered by any person as a consequence of any information in forward-looking statements or any error or omission.

About Resolute

Resolute Mining (ASX/LSE: RSG) is an African gold miner, developer and explorer with more than 30 years of experience across Australia and Africa. To date the company has produced over nine million ounces of gold. It currently operates the Syama Gold Mine in Mali and the Mako Gold Mine in Senegal. Resolute's gold production and cost guidance for FY2022 is 345,000oz at an All-In Sustaining Cost of \$1,425/oz.

Through all its activities, sustainability is the core value at Resolute. This means that protecting the environment, providing a safe and productive working environment for employees, uplifting host communities, and practicing good corporate governance are non-negotiable priorities. Resolute's commitment to sustainability and good corporate citizenship has been cemented through its adoption of and adherence to the Responsible Gold Mining Principles (**RGMPs**). This framework, which sets out clear expectations for consumers, investors, and the gold supply chain as to what constitutes responsible gold mining, is an initiative of the World Gold Council of which Resolute has been a member since 2017. The Company is on track to reach full compliance with the RGMPs in 2023.

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