

Corporate Directory

Non-Executive Chairman
Mr John Fitzgerald

Managing Director
Mr Justin Tremain

Non-Executive Director
Mr Travis Schwertfeger

Company Secretary & CFO
Mr Trevor O'Connor

Exploration Manager
Mr Elliot Grant

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Scheme Booklet registered with ASIC

Scheme Booklet registered with ASIC

Exore Resources Ltd (ABN 16 009 146 794) ('**Exore**' or the '**Company**' | [ASX: ERX](#)) is pleased to announce that the Australian Securities and Investments Commission ('**ASIC**') has today registered the scheme booklet ('**Scheme Booklet**') in relation to the proposed acquisition of 100% of the issued share capital of Exore by Perseus Mining Ltd by way of a scheme of arrangement (the '**Scheme**').

This follows the issuance of orders by the Supreme Court of Western Australia (the '**Court**') earlier today approving the despatch of the Scheme Booklet to Exore shareholders and the convening of a meeting of Exore shareholders to consider and vote on the Scheme ('**Scheme Meeting**').

Independent Expert's Report

The Independent Expert appointed by the Board of Directors of Exore ('**Board**') in relation to the Scheme, BDO Corporate Finance (WA) Pty Ltd, has concluded that the Scheme is fair and reasonable and therefore is in the best interests of Exore shareholders in the absence of a superior proposal. A copy of the Independent Expert's Report is included in the Scheme Booklet.

Exore Board recommendation

The Board unanimously recommends that Exore shareholders vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore shareholders.¹ Subject to the same qualification, each Exore Director intends to vote all Exore shares held or controlled by them in favour of the Scheme.

Despatch of Scheme Booklet

A copy of the Scheme Booklet, which includes the Notice of Scheme Meeting and the Independent Expert's Report, is attached to this announcement and will be sent to Exore shareholders on or about Tuesday, 11 August 2020.* Exore shareholders who have elected to receive communications electronically will be sent the materials electronically and Exore will send the materials to all other shareholders by post.

Exore shareholders should carefully read the Scheme Booklet in its entirety and the material accompanying it before deciding whether to vote in favour of approving the Scheme.

Scheme Meeting

The Scheme Meeting is scheduled to take place at 10:00am (WST) on Thursday, 10 September 2020 at Parmelia House, 191 St Georges Terrace, Perth, Western Australia 6000.*

All Exore shareholders are encouraged to vote either by attending the Scheme Meeting in person, or by appointing a proxy, attorney or body corporate representative to attend the Scheme Meeting and vote on your behalf. Details of how to vote at the Scheme Meeting are included in the Scheme Booklet.

¹ Where "Superior Proposal" has the meaning given in the Scheme Implementation Deed released to the ASX on 3 June 2020.



In accordance with the indicative timetable, the Scheme Record Date will be 5:00pm (WST) on Friday, 18 September 2020 and the Implementation Date will be Friday, 25 September 2020.* See the Scheme Booklet for further information.

This announcement has been authorised for release by Exore's Managing Director, Justin Tremain.

For further information, please contact:

Justin Tremain

Managing Director

+61 8 6117 0446

If you have questions regarding the number of Exore shares you hold or how to vote please contact the Exore share registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) Monday to Friday between 9:00am and 5:00pm (WST).

*All times and dates referred to in this Scheme Booklet are times in Perth, Australia. All dates are indicative only and are subject to the Court approval process, ASX and TSX approval and the satisfaction or, where applicable, waiver of the conditions set out in section 1.3 of the Scheme Booklet. Any changes to the timetable will be announced to ASX and notified on Exore's website at www.exorerresources.com.au.



SCHEME BOOKLET

In relation to the proposed acquisition of
Exore Resources Limited by Perseus Mining
Limited by way of scheme of arrangement

LEGAL ADVISER



FINANCIAL ADVISER



Vote in favour

YOUR DIRECTORS UNANIMOUSLY RECOMMEND
THAT YOU VOTE IN FAVOUR OF THE SCHEME
IN THE ABSENCE OF A SUPERIOR PROPOSAL
AND SUBJECT TO THE INDEPENDENT EXPERT
CONTINUING TO CONCLUDE THAT
THE SCHEME IS IN THE BEST INTERESTS
OF EXORE SHAREHOLDERS

THE INDEPENDENT EXPERT HAS CONCLUDED
THAT THE SCHEME IS IN THE BEST INTERESTS
OF EXORE SHAREHOLDERS IN THE ABSENCE OF
A SUPERIOR PROPOSAL

This is an important document and requires your immediate attention. You should read this document carefully and in its entirety before deciding whether or not to vote in favour of the resolution to approve the Scheme. If you are in doubt as to what you should do, you should consult your legal, financial or other professional adviser.

If, after reading this Scheme Booklet, you have any questions about the Scheme, please call Exore on +61 8 6117 0446 Monday to Friday between 9:00am and 5:00pm (WST). If you have questions regarding the number of Exore Shares you hold or how to vote, please contact the Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) Monday to Friday between 9:00am and 5:00pm (WST). If you have recently sold all of your Exore Shares, please disregard this document.

Important notices

General

This Scheme Booklet is important and requires your immediate attention. You should read this Scheme Booklet in full before making any decision as to how to vote at the Scheme Meeting. If you are in doubt as to what you should do, you should consult your legal, financial, taxation or other professional adviser.

Defined terms

Capitalised terms used in this Scheme Booklet are defined in the Glossary in section 11 of this Scheme Booklet.

This Scheme Booklet

This Scheme Booklet includes the explanatory statement required to be sent to Exore Shareholders in relation to the Scheme under Part 5.1 of the Corporations Act. A copy of the proposed Scheme is set out in Attachment C to this Scheme Booklet.

This Scheme Booklet does not constitute or contain an offer to Exore Shareholders, or a solicitation of an offer from Exore Shareholders, in any jurisdiction. This Scheme Booklet is not a disclosure document required by Chapter 6D of the Corporations Act. Sub-section 708(17) of the Corporations Act provides that Chapter 6D of the Corporations Act does not apply in relation to arrangements under Part 5.1 of the Corporations Act approved at a meeting held as a result of an order under sub-section 411(1) of the Corporations Act. Instead, Exore Shareholders asked to vote on an arrangement at such a meeting must be provided with an explanatory statement as referred to above.

No investment advice

The information and recommendations in this Scheme Booklet does not constitute, and should not be taken as, financial product advice. This Scheme Booklet has been prepared without reference to the investment objectives, financial situation or particular needs of any Exore Shareholder or any other person. This Scheme Booklet should not be relied on as the sole basis for any investment decision. Independent legal, financial and taxation advice should be sought before making any investment decision in relation to your Exore Shares.

Responsibility for information

Except as set out below, this Scheme Booklet has been prepared by, and is the responsibility of, Exore. Perseus and its Related Bodies Corporate and their respective directors, officers, employees and advisors do not assume any responsibility for the accuracy or completeness of any such Exore Information.

Perseus has prepared, and is responsible for, the Perseus Information. Exore and its Related Bodies Corporate and their respective directors, officers, employees and advisors do not assume any responsibility for the accuracy or completeness of the Perseus Information.

The Independent Expert's Report contained in Attachment E to this Scheme Booklet has been prepared by, and is the responsibility of, the Independent Expert. Exore, Perseus, their respective Related Bodies Corporate and their respective directors, officers, employees and advisors do not assume any responsibility for the accuracy or completeness of the information contained in the Independent Expert's Report. The Independent Expert does not assume any responsibility for the accuracy or completeness of the information contained in this Scheme Booklet other than the Independent Expert's Report.

ASIC and ASX involvement

This document is the explanatory statement for the scheme of arrangement between Exore and the holders of Exore Shares as at the Scheme Record Date for the purposes of section 412(1) of the Corporations Act. A copy of the proposed Scheme is included in this Scheme Booklet as Attachment C.

A copy of this Scheme Booklet (including the Independent Expert's Report) has been lodged with, and registered for the purposes of section 412(6) of the Corporations Act by, ASIC. ASIC has been given the opportunity to comment on this Scheme Booklet in accordance with section 411(2) of the Corporations Act.

ASIC has been requested to provide a statement in accordance with section 411(17)(b) of the Corporations Act that ASIC has no objection to the Scheme. If ASIC provides that statement, then it will be produced to the Court at the time of the Second Court Hearing.

A copy of this Scheme Booklet has also been lodged with ASX.

None of ASX, ASIC or any of their officers take any responsibility for the contents of this Scheme Booklet.

Important notice associated with Court order under subsection 411(1) of the Corporations Act

The fact that under subsection 411(1) of the Corporations Act the Court has ordered that a meeting be convened and has approved the explanatory statement required to accompany the notice of the meeting does not mean that the Court:

- (a) has formed any view as to the merits of the proposed Scheme or as to how Exore Shareholders should vote (on this matter, Exore Shareholders must reach their own decision);
- (b) has prepared, or is responsible for the content of, the explanatory statement; or
- (c) has approved or will approve the terms of the Scheme.

Notice regarding Second Court Hearing and if an Exore Shareholder wishes to oppose the Scheme

At the Second Court Hearing, the Court will consider whether to approve the Scheme.

Any Exore Shareholder may appear at the Second Court Hearing, currently expected to be held at 9:00am (WST) on Tuesday, 15 September 2020.

Any Exore Shareholder who wishes to oppose approval of the Scheme at the Second Court Hearing may do so by filing with the Court and serving on Exore a notice of appearance in the prescribed form together with any affidavit that the Exore Shareholder proposes to rely on.

Implied value

Eligible Exore Shareholders will receive Scheme Consideration as New Perseus Shares. Any reference to the implied value of the Scheme Consideration should not be taken as an indication that the implied value is fixed. **The implied value of the Scheme Consideration will vary with the market price of New Perseus Shares.**

If you are an Ineligible Foreign Holder or Electing Small Shareholder, this also applies to the New Perseus Shares which will be issued to the Nominee and sold on ASX or TSX by the

Nominee. Any cash remitted to you from the net proceeds of such sales in accordance with your entitlement will depend on the market price of Perseus Shares at the time of sale by the Nominee.

Notice to Exore Shareholders in jurisdictions outside Australia

The release, publication or distribution of this Scheme Booklet (electronically or otherwise) may be restricted by law or regulation in jurisdictions other than Australia and if you are outside Australia and come into possession of this Scheme Booklet, you should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable laws or regulations.

This Scheme Booklet has been prepared in accordance with the Laws and regulations of Australia and the information contained in this Scheme Booklet may not be the same as that which would have been disclosed if this Scheme Booklet had been prepared in accordance with the laws and regulations outside Australia.

This Scheme Booklet and the Scheme do not in any way constitute an offer of securities in any place in which, or to any person to whom, it would not be lawful to make such an offer. This Scheme Booklet may not be distributed, and the New Perseus Shares may not be offered, outside Australia except to the extent provided below.

No action has been taken to register or qualify the New Perseus Shares or otherwise permit a public offer of such securities in any jurisdiction outside Australia.

Based on the information available to Exore, shareholders of Exore whose addresses are shown in the Register on the Scheme Record Date as being in the following jurisdictions will be entitled to have New Perseus Shares issued to them under the Scheme subject to any qualifications set out below in respect of that jurisdiction:

- Australia and its external territories;
- New Zealand;
- United Kingdom;
- Singapore;
- Canada;
- Hong Kong; and
- any other person or jurisdiction in respect of which Exore and Perseus determine (each acting reasonably) that the issue of New Perseus Shares to an Exore Shareholder in that jurisdiction under the Scheme would neither be prohibited by Law or unduly onerous.

Nominees, custodians and other Exore Shareholders who hold Exore Shares on behalf of a beneficial owner resident outside Australia and its external territories, New Zealand, United Kingdom, Singapore, Canada and Hong Kong may not forward this Scheme Booklet (or any accompanying document) to anyone outside these countries without the consent of Exore.

If you are an Ineligible Foreign Holder, you will not be able to receive New Perseus Shares. New Perseus Shares that would otherwise be issued to these shareholders under the Scheme will be issued to the Nominee and dealt with as described in sections 3.7(c) and 4.1(b) of this Scheme Booklet.

Notice to Exore Shareholders in New Zealand

This Scheme Booklet is not a New Zealand disclosure document and has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Financial Markets Conduct Act 2013 (or any other relevant New Zealand law). The offer of New Perseus Shares under the Scheme is being made to existing shareholders of Exore in reliance upon the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 and, accordingly, this Scheme Booklet may not contain all the information that a disclosure document is required to contain under New Zealand law.

Notice to Exore Shareholders in the United Kingdom

Neither Scheme Booklet nor any other document relating to the Scheme has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Perseus Shares.

This Scheme Booklet does not constitute an offer of transferable securities to the public within the meaning of the Prospectus Regulation (2017/1129/EU) or the FSMA. Accordingly, this document does not constitute a prospectus for the purposes of the Prospectus Regulation or the FSMA.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 FSMA) received in connection with the issue or sale of the New Perseus Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) FSMA does not apply to Exore.

In the United Kingdom, this Scheme Booklet is being distributed only to, and is directed at, persons (i) who fall within Article 43 (members of certain bodies corporate) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, or (ii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document.

Notice to Exore Shareholders in Singapore

This Scheme Booklet and any other document or material in connection with the offer, sale or distribution, or invitation for subscription, purchase or receipt of New Perseus Shares have not been and will not be registered as a prospectus with the Monetary Authority of Singapore and this offering is not regulated by any financial supervisory authority pursuant to any legislation in Singapore. Accordingly, statutory liabilities in connection with the contents of prospectuses under the Securities and Futures Act, Cap. 289 (the "SFA") will not apply.

This Scheme Booklet and any other document or material in connection with the offer, sale or distribution, or invitation for subscription, purchase or receipt of New Perseus Shares may not be offered, sold or distributed, or be made the subject of an invitation for subscription, purchase or receipt, whether directly or indirectly, to persons in Singapore except pursuant to exemptions in Subdivision (4) Division 1, Part XIII of the SFA, including the exemption under section 273(1)(c) of the SFA, or otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA.

Any offer is not made to you with a view to New Perseus Shares being subsequently offered for sale to any other party. You are advised to acquaint yourself with the SFA provisions relating to on-sale restrictions in Singapore and comply accordingly.

This document is being furnished to you on a confidential basis and solely for your information and may not be reproduced, disclosed, or distributed to any other person. Any investment referred to in this document may not be suitable for you and it is recommended that you consult an independent investment advisor if you are in doubt about such investment.

Neither Exore nor Perseus is in the business of dealing in securities or holds itself out, or purports to hold itself out, to be doing so. As such, Exore and Perseus are neither licensed nor exempted from dealing in securities or carrying out any other regulated activities under the SFA or any other applicable legislation in Singapore.

Notice to Exore Shareholders in Canada

The issuance of any New Perseus Shares under the Scheme to Canadian residents will be effected in reliance on the exemption from the prospectus requirement provided for in section 2.11 of National Instrument 45-106 – Prospectus Exemptions and such shares shall be subject to the resale restrictions provided for in section 2.6 of National Instrument 45-102 – Resale of Securities. Canadian shareholders are advised to consult their financial or legal advisors with respect to the tradeability of New Perseus Shares that they receive under the Scheme.

Notice to Exore Shareholders in Hong Kong

WARNING: The contents of this Scheme Booklet have not been reviewed or approved by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Scheme. If you are in any doubt about any of the contents of this Scheme Booklet, you should obtain independent professional advice.

This Scheme Booklet does not constitute an offer or invitation to the public in Hong Kong to acquire or subscribe for or dispose of any securities. This Scheme Booklet also does not constitute a prospectus (as defined in section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong)) or notice, circular, brochure or advertisement offering any securities to the public for subscription or purchase or calculated to invite such offers by the public to subscribe for or purchase any securities, nor is it an advertisement, invitation or document containing an advertisement or invitation falling within the meaning of section 103 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Accordingly, unless permitted by the securities laws of Hong Kong, no person may issue or cause to be issued this Scheme Booklet in Hong Kong, other than to persons who are “professional investors” as defined in the Securities and Futures Ordinance and any rules made thereunder or in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance or which do not constitute an offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

No person may issue or have in its possession for the purposes of issue, this Scheme Booklet or any advertisement, invitation or document relating to these securities, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than any such advertisement, invitation or document relating to securities that are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the Securities and Futures Ordinance and any rules made thereunder.

Copies of this Scheme Booklet may be issued to a limited number of persons in Hong Kong in a manner that does not constitute any issue, circulation or distribution of this Scheme Booklet, or any offer or an invitation in respect of these securities, to the public in Hong Kong. This document is for the exclusive use of Exore Shareholders in connection with the Scheme, and no

steps have been taken to register or seek authorisation for the issue of this Scheme Booklet in Hong Kong.

This Scheme Booklet is confidential to the person to whom it is addressed and no person to whom a copy of this Scheme Booklet is issued may issue, circulate, distribute, publish, reproduce or disclose (in whole or in part) this Scheme Booklet to any other person in Hong Kong or use for any purpose in Hong Kong other than in connection with consideration of the Scheme by the person to whom this Scheme Booklet is addressed.

Small Shareholders

Small Shareholders should refer to section 4.1(c) of this Scheme Booklet in relation to how their entitlement to the Scheme Consideration may be dealt with if they elect to participate in the regime for Small Shareholders under clause 4.4 of the Scheme Implementation Deed (**Electing Small Shareholder**).

Disclosure regarding forward-looking statements

This Scheme Booklet (including the Independent Expert's Report) contains both historical and forward-looking statements.

The forward-looking statements in this Scheme Booklet are not based on historical facts, but rather reflect the current views of Exore or Perseus, held only as at the date of this Scheme Booklet concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as "believe", "aim", "expect", "anticipated", "intending", "foreseeing", "likely", "should", "planned", "may", "estimated", "potential", or other similar words and phrases. Similarly, statements that describe Exore's, Perseus's or the Merged Group's objectives, plans, goals or expectations are, or may be, forward-looking statements.

The statements in this Scheme Booklet about the impact that the Scheme may have on Exore, and the advantages and disadvantages anticipated to result from the Scheme, are also forward-looking statements.

Any other forward-looking statements included in this Scheme Booklet and made by Exore or Perseus have been made on reasonable grounds. Although Exore and Perseus believe that the views reflected in any forward-looking statements they respectively make in this Scheme Booklet have been made on a reasonable basis, no assurance can be given that such views or forward-looking statement will prove to have been correct.

These forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause either Exore's, Perseus's or the Merged Group's actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed, projected or implied by these forward-looking statements. These factors include, but are not limited to, risks related to: receipt of all necessary regulatory or shareholder approvals required to complete the Scheme and the satisfaction or waiver of the Conditions, exploration, development and production, permitting, markets and marketing, resource reserve and production estimates being inherently uncertain, environmental concerns, availability of, and access to, drilling equipment, contractual risk, and management of growth. Deviations as to future results, performance and achievements are both normal and to be expected. Exore Shareholders should note that the historical financial performance of Exore and Perseus is no assurance of future financial performance of Exore, Perseus or the Merged Group (whether the Scheme is implemented or not). Exore Shareholders should review carefully all of the information included in this Scheme Booklet. Any forward-looking statements in this Scheme Booklet are expressly qualified by these cautionary statements and such forward-looking statements are made only as of the date of this Scheme Booklet. Neither Exore, Perseus, the Merged Group or any of their directors, give any representation, assurance or guarantee to Exore Shareholders that any forward-looking statements will actually occur or be

achieved. Exore Shareholders are cautioned not to place undue reliance on such forward-looking statements.

Subject to any continuing obligations under law, regulation or the ASX Listing Rules, Exore, Perseus and the Merged Group do not give any undertaking to update or revise any forward-looking statements after the date of this Scheme Booklet to reflect any change in expectations in relation to those statements or any change in events, conditions or circumstances on which any such statement is based.

Privacy and personal information

Exore and Perseus may collect personal information to implement the Scheme. The personal information may include the names, contact details and details of holdings of Exore Shareholders, plus contact details of individuals appointed by Exore Shareholders as proxies, corporate representatives or attorneys at the Scheme Meeting. The collection of some of this information is required or authorised by the Corporations Act. Exore Shareholders who are individuals, and other individuals in respect of whom personal information is collected, have certain rights to access the personal information collected about them and can contact the Registry by calling 1300 288 664 in Australia.

The information may be disclosed to print and mail service providers, and to Exore, Perseus and their respective Related Bodies Corporate and advisers to the extent necessary to effect the Scheme. If the information outlined above is not collected, Exore may be hindered in, or prevented from, conducting the Scheme Meeting or implementing the Scheme effectively or at all. Exore Shareholders who appoint an individual as their proxy, corporate representative or attorney to vote at the Scheme Meeting should inform that individual of the matters outlined above.

Effect of rounding

A number of figures, amounts, percentages, estimates, calculations of value and fractions in this Scheme Booklet are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Scheme Booklet.

Times and dates

Unless otherwise stated, all times referred to in this Scheme Booklet are times in Perth, Australia. All dates following the date of the Scheme Meeting are indicative only and are subject to the Court approval process, ASX approval and the satisfaction or, where applicable, waiver of the Conditions (see section 1.3 of this Scheme Booklet).

Currency

All references in this Scheme Booklet to “A\$”, “AUD”, “Australian dollars” and “cents” are to Australian currency, all references to “US\$” and “US dollars” are to the currency of the United States and all references to “C\$” and “Canadian dollars” are to Canadian currency, unless otherwise stated.

Date

This Scheme Booklet is dated 4 August 2020.

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Letter from Exore Chairman

Dear Exore Shareholder

On behalf of the Exore Board, I am pleased to provide you with this Scheme Booklet which contains important information for your consideration in relation to the proposed acquisition of Exore by Perseus.

On 3 June 2020, Exore and Perseus announced that they had entered into a Scheme Implementation Deed under which, subject to certain Conditions, it is proposed that Perseus will acquire 100% of the issued share capital of Exore via a scheme of arrangement.

If the Scheme is approved and implemented, Exore Shareholders¹ will receive 0.07819 New Perseus Shares for every one (1) Exore Share held on the Scheme Record Date (**Scheme Consideration**).

Based on the closing price of Perseus Shares on 2 June 2020 of A\$1.34 (being the day prior to announcement of the Transaction), the implied value of the Scheme Consideration is approximately 10.5 cents per Exore Share, representing a premium of:

- (i) 69% to the closing price of Exore Shares on 2 June 2020 of A\$0.062 (the last trading day prior to announcement of the Scheme); and
- (ii) 78% to the 20-day VWAP of Exore Shares up to and including 2 June 2020.

However, the implied value of the Scheme Consideration will vary with the market price of New Perseus Shares.

Directors' unanimous recommendation

Your Exore Directors unanimously recommend that you vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders.

Each Exore Director has stated that he intends to vote, or cause to be voted, all Exore Shares in which they control in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders.

Your Exore Directors believe the Scheme is in the best interests of Exore Shareholders and that the Scheme Consideration is attractive to Exore Shareholders as it provides Exore Shareholders with a number of benefits, including but not limited to:

- (i) a significant premium to the recent trading prices of Exore Shares prior to announcement of the Transaction;
- (ii) continued exposure to Exore's ~2,000km² exploration portfolio (which extends to exploration permits and exploration permit applications in which Exore holds a minority interest), including the Bagoé Project;
- (iii) exposure to Perseus's two gold production projects being the Edikan gold mine and Sissingué gold mine, in addition to Perseus's Yaouré gold development project;

¹ The Scheme Consideration is subject to rounding for fractional entitlements. Ineligible Foreign Holders and Electing Small Shareholders will not be entitled to receive any New Perseus Shares and will instead receive cash under the sale facility for any New Perseus Shares that they would have otherwise been entitled to receive. See section 4.1 for further information about how sale proceeds will be distributed to Ineligible Foreign Holders and Electing Small Shareholders.

- (iv) reduced risk around the development of Exore's Bagoé Project given the significant financial and technical capability of Perseus, together with the potential to utilise Perseus's Sissingué gold mine infrastructure to process ore from Exore's Bagoé Project;
- (v) exposure to Perseus's significant operational experience in West Africa, with proven success in developing and operating gold mines in both the Republic of Ghana and the Republic of Côte d'Ivoire; and
- (vi) significantly enhanced trading liquidity, scale and asset diversification.

Your Exore Board has further explained the above mentioned advantages of the Scheme as well as others in section 2.2 of this Scheme Booklet. In forming their view that the Scheme is in the best interest of Exore Shareholders, your Exore Directors also considered the potential disadvantages of the Scheme proceeding, which are further explained in section 2.3 of this Scheme Booklet.

The Exore Directors hold Exore Options that will be dealt with in accordance with the arrangement described in section 3.8 of this Scheme Booklet in connection with the Scheme such that, if the Scheme becomes Effective, all of the Exore Directors' Exore Options will be exercised in exchange for Exore Shares before the Scheme Record Date, and the Exore Directors will receive the Scheme Consideration in respect of those Exore Shares held on the Scheme Record Date if the Scheme is implemented. In relation to Mr Tremain, the managing director of Exore, his employment is expected to be terminated if the Scheme is implemented. If that occurs, Mr Tremain may be entitled to certain payments in accordance with the terms of his employment agreement and applicable law, as described in section 10.10. Exore Shareholders should have regard to these arrangements when considering the Exore Directors' recommendation in relation to the Scheme, which appears throughout this Scheme Booklet. Each Exore Director considers that, despite these arrangements, it is appropriate for him to make a recommendation on the Scheme.

Independent Expert

Exore engaged an independent expert, BDO Corporate Finance (**BDO**), to consider whether the Scheme is in the best interest of Exore Shareholders. The Independent Expert has concluded that the Scheme is fair and reasonable and, therefore, in the best interests of Exore Shareholders, in the absence of a superior proposal.

The Independent Expert has assessed the value of an Exore Share (on a control basis) to be in the range of 3.3 cents and 10.9 cents with a preferred value of 7.0 cents, and the value of the Scheme Consideration (being 0.07819 New Perseus Shares, on a minority basis) to be in the range of 9.4 cents and 11.0 cents with a preferred value of 10.2 cents. The Independent Expert's Report is included at Attachment E of this Scheme Booklet.

Your vote is important for the Transaction to proceed

Your vote is important and I strongly encourage you to vote on this important Transaction at the Scheme Meeting.

The Scheme Meeting is scheduled to be held on Thursday, 10 September 2020 at 10:00am (WST). Details of how you may vote at the Scheme Meeting are set out in the Notice of Scheme Meeting contained at Attachment A of this Scheme Booklet. If you have any questions about the Scheme, you should contact your investment adviser to seek expert advice.

I encourage you to read this Scheme Booklet carefully, and in its entirety, as it contains important information that will need to be considered before you vote on the Scheme.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'J Fitzgerald', is positioned above the printed name.

John Fitzgerald
Chairman
Exore Resources Limited

Letter from Perseus Chairman

Dear Exore Shareholder

On behalf of Perseus, I am pleased to provide you with the opportunity to participate in the combination of Perseus and Exore through the Scheme, which will allow you to retain an interest in Exore's assets and benefit from exposure to Perseus's operational experience and strong growth profile including two producing gold mines and a third mine in development (which is currently on time and on budget for first gold in December 2020).

The Scheme has been unanimously recommended by the Exore Board and each Exore Director has indicated that they intend to vote any Exore Shares they control in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders. The Independent Expert has concluded that the Scheme is fair and reasonable and, therefore, in the best interests of Exore Shareholders, in the absence of a superior proposal.

The Scheme will combine Exore's assets with Perseus's assets and significant operational experience and proven success in developing and operating gold mines in West Africa. Perseus considers that this combination will benefit both companies' shareholders, given Exore's 2,000km² of geologically prospective land in northern Côte d'Ivoire (which extends to exploration permits and exploration permit applications in which Exore holds a minority interest) is close to Perseus's operating Sissingué gold mine. The Sissingué gold mine currently has a mine life of around three years from 1 July 2020, and with the acquisition of Exore's land package, including defined Mineral Resources estimates at the Bagoé Project, the Merged Group will have the option of potentially developing a new gold mine or, alternatively, trucking ore to the Sissingué gold mine plant for processing. Either option provides an opportunity to continue creating value for all shareholders.

We believe the Scheme Consideration, and the strategic rationale for the combination of Perseus and Exore, is compelling to Exore Shareholders. The Scheme allows Exore Shareholders to benefit from the development of the Bagoé Project and Exore's other exploration opportunities on its ~2,000km² exploration portfolio (which extends to exploration permits and exploration permit applications in which Exore holds a minority interest) by leveraging Perseus's assets, operating experience and financial capacity (which reduces the execution risk of their development by Exore on a standalone basis).

It is our pleasure to invite you to participate in this opportunity and we encourage you to vote in favour of the Scheme at the Scheme Meeting either in person at the meeting or by proxy or representative.

As Chairman of the Perseus Board, I look forward to welcoming you as a shareholder of Perseus on successful implementation of the Scheme.

Yours sincerely



Sean Harvey
Chairman
Perseus Mining Limited

Key dates

DATE	EVENT
10:00am (WST) on Tuesday, 8 September 2020	Scheme Meeting proxies Last date and time by which proxy forms (including proxies lodged online) for the Scheme Meeting must be received by the Registry.
5:00pm (WST) on Tuesday, 8 September 2020	Scheme Meeting record date Date and time for determining eligibility to vote at the Scheme Meeting.
10:00am (WST) on Thursday, 10 September 2020	Scheme Meeting To be held at Parmelia House, 191 St Georges Terrace, Perth Western Australia 6000.
IF EXORE SHAREHOLDERS APPROVE THE SCHEME AT THE SCHEME MEETING	
9:00am (WST) on Tuesday, 15 September 2020	Second Court Date Date on which Court approval of the Scheme will be sought.
Wednesday, 16 September 2020	Effective Date This is the date on which the Scheme comes into effect and is binding on Scheme Shareholders. Court order lodged with ASIC and announced on ASX. Exore Shares will be suspended from trading on ASX at the close of trading on the Effective Date. If the Scheme proceeds, this will be the last day that Exore Shares will trade on ASX.
Thursday, 17 September 2020	Subject to receipt of required regulatory approvals, New Perseus Shares commence trading on ASX on a deferred settlement basis.
5:00pm (WST) on Friday, 18 September 2020	Scheme Record Date All Eligible Exore Shareholders who hold Exore Shares on the Scheme Record Date will be entitled to receive the Scheme Consideration.
Friday, 25 September 2020	Implementation Date Transfer of all Scheme Shares to Perseus and issue of Scheme Consideration to Eligible Exore Shareholders. New Perseus Shares commence trading on ASX on a normal settlement basis.

All times and dates referred to in this Scheme Booklet are times in Perth, Australia. All dates are indicative only and are subject to the Court approval process, ASX and TSX approval and the satisfaction or, where applicable, waiver of the Conditions (see section 1.3 of this Scheme Booklet).

Any changes to the above timetable will be announced to ASX and notified on Exore's website at www.exorerresources.com.au.

Purpose of this Scheme Booklet

The purpose of this Scheme Booklet is to explain the terms of the proposed Scheme and provide you with information on the Scheme to assist you in your decision whether or not to vote in favour of the Scheme.

The Transaction will be effected via a scheme of arrangement, enabling Exore Shareholders to vote on the Scheme. Voting will take place at the Scheme Meeting to be held at 10:00am on Thursday, 10 September 2020 at Parmelia House, 191 St Georges Terrace, Perth Western Australia 6000.

You should read this Scheme Booklet in full before deciding how to vote. The Scheme has a number of advantages, disadvantages and risks, which may affect Exore Shareholders in different ways depending on their individual circumstances. Exore Shareholders should seek professional advice on their particular circumstances, as appropriate.

This section is a summary only and is not intended to address all of the relevant considerations for Exore Shareholders.

Reasons to vote in favour of the Scheme

✓	The Exore Directors unanimously recommend that you vote in favour of the Scheme, in the absence of a Superior Proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders
✓	The Independent Expert has concluded that the Scheme is fair and reasonable and, therefore, in the best interests of Exore Shareholders, in the absence of a superior proposal
✓	The implied value of the Scheme Consideration represents an attractive premium over the pre-announcement trading price of Exore Shares, being a: • 69% premium to Exore's last closing price prior to announcement of the Scheme; and • 78% premium to Exore's 20 trading day VWAP prior to announcement of the Scheme
✓	Eligible Exore Shareholders will receive New Perseus Shares under the Scheme. This allows Eligible Exore Shareholders to participate in the future performance of a larger and more liquid S&P/ASX 200 and TSX listed-company, with two producing gold mines and a third mine in development
✓	You will retain exposure to Exore's ~2,000km ² exploration portfolio (which extends to exploration permits and exploration permit applications in which Exore holds a minority interest) including the Bagoé Project
✓	The Bagoé Project may be able to utilise Perseus's existing infrastructure, which would reduce the execution risk of its development
✓	You will benefit from Perseus's operational experience in West Africa, with proven success in developing and operating gold mines
✓	Future exploration and development by Exore would require additional capital in the medium to long term, which may not be available on attractive terms or at all and which could subject Exore Shareholders to dilution were Exore to remain a stand-alone company

✓	No alternative proposal has been received since the announcement of the Scheme
✓	Exore's Share price may fall if the Scheme is not implemented and no comparable proposal or superior proposal emerges
✓	Scheme Shareholders who are Australian residents for taxation purposes may be able to obtain CGT scrip-for-scrip roll-over relief. Eligible Exore Shareholders will also avoid brokerage costs

For more information about the reasons to vote in favour of the Scheme, please see section 2.2 of this Scheme Booklet which Exore Shareholders should read carefully and in its entirety.

Reasons not to vote in favour of the Scheme

x	You may disagree with the Exore Board's recommendation and the Independent Expert's conclusion and consider the Scheme is not in your best interests
x	The value of the Scheme Consideration is not certain and will depend on the price at which New Perseus Shares trade on the ASX and TSX after the Implementation Date
x	You may prefer to maintain your current investment and risk profile
x	The Transaction will result in your interest in Exore's assets being diluted
x	You may believe that there is the potential for a superior proposal to be made in relation to Exore in the foreseeable future. However, as at the date of this Scheme Booklet, no alternative proposal has been received by the Exore Board since the announcement of the Scheme
x	The tax consequences of the Scheme may not suit your current financial position

For more information about the reasons to vote against the Scheme, please see section 2.3 of this Scheme Booklet, which Exore Shareholders should read carefully and in its entirety.

Next steps

Carefully read this Scheme Booklet

This is an important document and you should read it carefully and in its entirety before making a decision on how to vote at the Scheme Meeting.

Vote on the Scheme

As an Exore Shareholder, you are entitled to vote on whether the Scheme should proceed at the Scheme Meeting.

Please refer to pages 20-23 of this Scheme Booklet for details on how to vote at the Scheme Meeting, including by proxy.

Seek further information

If you have any questions in relation to the Scheme or how to vote you can call Exore on +61 8 6117 0446 Monday to Friday between 9:00am and 5:00pm (WST). If you have questions regarding the number of Exore Shares you hold or how to vote please contact the Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) Monday to Friday between 9:00am and 5:00pm (WST).

If you have any doubts as to the actions you should take or you have further questions, please contact your legal, financial or other professional advisor.

Why you should vote

As an Exore Shareholder, you have a say in whether Perseus will acquire all of the issued shares in Exore. This is your opportunity to play a role in deciding the future of Exore. It is very important that you vote, because the Scheme must be passed by a majority in number (more than 50%) of Exore Shareholders who vote on the Scheme and at least 75% of the votes cast on the Scheme.

How to vote

Who is entitled to vote at the Scheme Meeting?

If you are registered on the Register as an Exore Shareholder at 5:00pm (WST) on Tuesday, 8 September 2020, then you will be entitled to attend and vote at the Scheme Meeting.

Voting in person, by attorney or corporate representative

If you wish to vote in person, you must attend the Scheme Meeting.

If you cannot attend the Scheme Meeting, you may vote by proxy, attorney or if you are a body corporate, by appointing a corporate representative.

If voting by attorney, the power of attorney must be duly signed and specify the name of each Exore Shareholder and the attorney. Powers of attorney must be received by the Registry in any of the ways set out below on page 21 and in the Notice of Scheme Meeting at Attachment A of this Scheme Booklet by no later than 10:00am (WST) on Tuesday, 8 September 2020.

An Exore Shareholder which is a body corporate may appoint an individual to act as its corporate representative to attend the Scheme Meeting and vote on its behalf. The appointment must comply with the requirements of section 250D of the Corporations Act. The corporate representative should bring to the Scheme Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by poll

Voting at the Scheme Meeting will be conducted by way of a poll. Every Exore Shareholders who is present in person or by proxy, corporate representative or attorney will have one vote for each Exore Share owned (subject to the restrictions on voting rights set out in the Notice of Scheme Meeting at Attachment A of this Scheme Booklet).

Voting by proxy

If you are an Exore Shareholder entitled to attend and vote, you can appoint a proxy to attend and vote on your behalf at the Scheme Meeting. If you are entitled to cast 2 or more votes at the Scheme Meeting, you may appoint 2 proxies. Each proxy will have the right to vote and also to speak and act generally at the Scheme Meeting.

If you wish to appoint a proxy to attend and vote at the Scheme Meeting on your behalf, please complete and sign the personalised proxy form accompanying this Scheme Booklet in accordance with the instructions set out in the Notice of Scheme Meeting at Attachment A of this Scheme Booklet and on the proxy form at Attachment F of this Scheme Booklet. You may complete the proxy form in favour of the Chairman of the Scheme Meeting or appoint up to two proxies to attend and vote on your behalf at the Scheme Meeting.

The form of proxy accompanying this Scheme Booklet confers discretionary authority upon the proxy nominee with respect to any amendments or variations to the matters identified herein and any other matters that may properly come before the Scheme Meeting. On any ballot, the Exore Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the Exore Shareholder as specified in the proxy with respect to any matter to be acted on. If the Exore Shareholder specifies a choice with respect to any matter to be acted upon, the Exore Shares will be voted accordingly. If a choice is not specified, the Exore Shares represented by a proxy given to the Chairman of the Scheme Meeting are intended to be voted in favour of the Scheme Resolution.

An Exore Shareholder has the right to appoint a person or company (who need not be an Exore Shareholder) to attend and act for such Exore Shareholder and on such Exore Shareholder's behalf at the Scheme Meeting, other than the persons designated in the form of proxy, and may exercise such right by inserting the name in full of the desired person in the blank space provided in the form of proxy.

TO BE VALID, PROXY FORMS FOR THE SCHEME MEETING MUST BE RECEIVED BY THE REGISTRY BY NO LATER THAN 10:00AM (WST) ON TUESDAY, 8 SEPTEMBER 2020.

Proxy forms, duly completed in accordance with the instructions set out on the proxy form, may be returned to the Registry:

- by posting them in the reply paid envelope provided;
- by delivering them to Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;
- by posting them to Automic, GPO Box 5193, Sydney NSW 2001;
- by emailing them to Automic to meetings@automicgroup.com.au;
- by faxing them to Automic to (02) 8583 3040;
- by submitting them online at <https://investor.automic.com.au/#/loginsah> in accordance with the instructions given there; or
- for custodians, visit <https://investor.automic.com.au/#/loginsah> to submit your voting intentions.

Revocation of proxies

Exore Shareholders executing and delivering a proxy have the power to revoke it by an instrument in writing executed by such Exore Shareholder or by his or her or its attorney authorised in writing and delivered either to the registered office of Exore or in any other manner, and by the time, permitted by law.

Scheme Meeting

A copy of the Notice of Scheme Meeting is set out in Attachment A to this Scheme Booklet.

Section 3.3 of this Scheme Booklet provides details of the Scheme Resolution and the Requisite Majorities that are required for the Scheme Resolution.

Location and details of Scheme Meeting

The details of the Scheme Meeting are as follows:

Location:	Parmelia House, 191 St Georges Terrace, Perth, Western Australia 6000
Date:	Thursday, 10 September 2020
Time:	10:00am (WST)

Record date for voting

The Court has fixed Tuesday, 8 September 2020 as the record date for voting, which entitles Exore Shareholders recorded on the Register at 5:00pm (WST) on such date to vote at the Scheme Meeting.

Any person who becomes an Exore Shareholder by acquiring Exore Shares between the record date for notice of the Scheme Meeting and the record date for voting and wishes to vote at the Scheme Meeting by proxy should contact the Registry for further information on how to do so.

Your vote is important

You are not required to vote at the Scheme Meeting, but your vote is important.

In order for the Scheme to be implemented, the Scheme Resolution must be approved by Requisite Majorities at the Scheme Meeting (meaning more than 50% of Exore Shareholders who vote on the Scheme Resolution and at least 75% of the votes cast on the Scheme Resolution). Exore Shareholders are entitled to one vote per Exore Share at the Scheme Meeting.

For this reason, the Exore Directors unanimously recommend that you vote in favour of the Scheme Resolution in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the scheme is in the best interests of Exore Shareholder.

If you are unable to attend the Scheme Meeting, the Exore Directors urge you to complete and return the personalised proxy forms that accompany this Scheme Booklet or lodge your proxy form online at Automic's website (www.automic.com.au) in accordance with the instructions given there.

Joint holders of Exore Shares

In the case of Scheme Shares held by joint holders, only one of the joint holders is entitled to vote. If more than one shareholder votes in respect of jointly held Exore Shares, only the vote of the Exore Shareholder whose name appears first in the Register will be counted.

Shareholder splitting or division

If Perseus is of the reasonable opinion that two or more Scheme Shareholders (each of whom holds a number of Scheme Shares which results in rounding or each of whom holds less than, or equal to, the number of Exore Shares required to classify as a Small Shareholder) have, before the Scheme Record Date, been party to shareholder splitting or division in an attempt to obtain unfair advantage by reference to such rounding, Perseus may give notice to those Scheme Shareholders (in accordance with the terms of the Scheme set out in clause 6.5 of Attachment C to this Scheme Booklet) and, after such notice is given, the Scheme Shareholder specifically identified in the notice as the deemed holder of all the specified Scheme Shares will, for the purposes of other provisions of the Scheme, be taken to hold all of those Scheme Shares and each of the other Scheme Shareholders whose names and Registered Addresses are set out in the notice will, for the purposes of the other provisions of the Scheme, be taken to hold no Scheme Shares.

Perseus, in complying with the other provisions of the Scheme relating to it in respect of the Scheme Shareholder specifically identified in the notice as the deemed holder of the specified Scheme Shares, will be taken to have satisfied and discharged its obligations to other Scheme Shareholders named under the notice under the terms of this Scheme.

Frequently asked questions

QUESTION	Section reference
AN OVERVIEW OF THE SCHEME	
What is a scheme of arrangement? A “scheme of arrangement” is a statutory procedure under Part 5.1 of the Corporations Act that can be used to enable one company to acquire another company. Schemes are commonly used in Australia to effect the acquisition of shares in a publicly listed company.	N/A
What is the Scheme I am being asked to consider? Exore Shareholders are being asked to consider the proposed scheme of arrangement between Exore and Exore Shareholders under which it is proposed that Perseus will acquire 100% of Exore Shares for consideration to be provided under the terms of the Scheme, being 0.07819 New Perseus Shares for every one (1) Scheme Share. The Scheme Implementation Deed was announced by Exore on 3 June 2020. In order for the Scheme to be implemented, all Conditions must be satisfied or waived (where applicable), the Scheme Resolution must be approved by the Requisite Majorities at the Scheme Meeting, the Scheme must be approved by the Court and lodgement of a copy of the Court orders with ASIC must take place.	Section 3.3 Attachment C
What is the Scheme Implementation Deed and is it binding on me? The Scheme Implementation Deed contains various undertakings by Exore and Perseus to pursue and progress the Scheme. The key terms of the Scheme Implementation Deed are summarised in section 10.13 of this Scheme Booklet. The Scheme Implementation Deed is binding on Exore only and not on Exore Shareholders. The Scheme will only become binding on Exore Shareholders if and when the Scheme becomes Effective which will only occur if the Scheme is approved by the Requisite Majorities of Exore Shareholders at the Scheme Meeting, approved by the Court at the Second Court Hearing and a copy of the Court orders are lodged with ASIC.	Section 10.13
What is the effect of the Scheme if implemented? If the Scheme is approved by Exore Shareholders and the Court, and if all other Conditions are satisfied or waived (where applicable): • all your Exore Shares held on the Scheme Record Date will be	Sections 3.5, 3.6 and 4

QUESTION	Section reference
transferred to Perseus; • in exchange, Eligible Exore Shareholders will receive 0.07819 New Perseus Shares for every one (1) Scheme Share held; • Exore will become a wholly-owned subsidiary of Perseus; • Exore will be delisted from the ASX; and • New Perseus Shares will be approved for quotation on ASX and listing on TSX.	
Why have I received this Scheme Booklet? This Scheme Booklet has been sent to you because you are an Exore Shareholder and you are being asked to vote on a Scheme which, if approved, will result in Perseus acquiring all Exore Shares for consideration of 0.07819 New Perseus Shares for every one (1) Scheme Share you hold (unless you are an Ineligible Foreign Holder or Electing Small Shareholder). This Scheme Booklet is intended to help you to decide how to vote on the Scheme Resolution which needs to be passed at the Scheme Meeting to allow the Scheme to proceed.	N/A
What do I need to do? You should read this Scheme Booklet carefully and in its entirety and then vote at the Scheme Meeting in person or by appointing a proxy to vote on your behalf. You may choose to consult independent legal, investment, tax or other professional advisers in relation to any of the information contained in this Scheme Booklet. Full details of who is eligible to vote and how to vote are set out in the “How to Vote” section on pages 20-23 of this Scheme Booklet.	Pages 20 - 23
Who is Perseus? Perseus is an Australian public company incorporated under the laws of Western Australia and is listed on the ASX and the TSX under the symbol PRU. At the Last Practicable Trading Date, Perseus had a market capitalisation of approximately A\$1,824 million. Perseus is a multi-mine West African gold producer, developer and explorer with two operating gold mines, one in the Republic of Ghana and the other in the Republic of Côte d'Ivoire, with a third project in development, also in the Republic of Côte d'Ivoire. Perseus's corporate objective is to sustain gold production of approximately 500,000 ounces per year at a cash margin of not less than US\$400 per ounce, from 2022.	Section 6

QUESTION	Section reference
As at the Last Practicable Trading Date, Perseus did not hold any interests in Exore Shares. Perseus had the right under the Scheme Implementation Deed to nominate one of its wholly-owned subsidiaries to acquire the Scheme Shares, but has not elected to do so. Accordingly, Perseus will acquire the Scheme Shares under the Scheme. For more information on Perseus please see section 6 of this Scheme Booklet.	
Who is entitled to participate in the Scheme? Persons who hold Exore Shares on the Scheme Record Date are entitled to participate in the Scheme. Those Scheme Shareholders who are not Ineligible Foreign Holders or Electing Small Shareholders will be entitled to receive Scheme Consideration.	Section 4.1
What are the reasons to vote in favour of the Scheme? The Exore Directors unanimously recommend that you vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders. Reasons why you should consider voting in favour of the Scheme include as follows: • The Exore Directors unanimously recommend that you vote in favour of the Scheme in the absence of a Superior Proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders. • The Independent Expert has concluded that the Scheme is fair and reasonable and, therefore, in the best interests of Exore Shareholders, in the absence of a superior proposal. • The implied value of the Scheme Consideration represents an attractive premium over the pre-announcement recent trading price of Exore Shares. • Eligible Exore Shareholders will receive New Perseus Shares under the Scheme. This allows Eligible Exore Shareholders to participate in the future performance of a larger and more liquid, S&P/ASX 200 and TSX listed-company, with two producing gold mines and a third mine in development. • You will retain exposure to Exore's 2,000km² exploration portfolio (which extends to exploration permits and exploration permit applications in which Exore holds a minority interest) including the Bagoé Project. • The Bagoé Project may be able to utilise Perseus's existing infrastructure, which would reduce the execution risk of its	Section 2.2

QUESTION	Section reference
development. - You will benefit from Perseus's operational experience in West Africa, with proven success in developing and operating gold mines. - Future exploration and development by Exore would require additional capital in the medium to long term, which may not be available on attractive terms or at all and which could subject Exore Shareholders to dilution were it to remain a stand-alone company. - Since the announcement of the Scheme, no alternative proposal has emerged. - Exore's share price may fall if the Scheme is not implemented and no comparable or superior proposal emerges. - Scheme Shareholders who are Australian residents for taxation purposes may be able to obtain CGT scrip-for-scrip roll-over relief. Eligible Exore Shareholders will also not be required to pay any brokerage costs. Exore Shareholders should have regard to the fact that, if the Scheme is implemented, the Exore Options held by the Exore Directors will be subject to the arrangements described in section 3.8 of this Scheme Booklet (see section 10.9). The employment of Mr Tremain, the managing director of Exore, is expected to be terminated if the Scheme is implemented, as disclosed in section 7.5(d). If that occurs, Mr Tremain may be entitled to certain payments in accordance with the terms of his employment agreement and applicable law, as described in section 10.10.	
What are the reasons to vote against the Scheme? Reasons why you might consider voting against the Scheme include as follows: - You may disagree with the Exore Board's recommendation and the Independent Expert's conclusion and consider that the Scheme is not in your best interests. - The value of the Scheme Consideration is not certain and will depend on the price at which New Perseus Shares trade on the ASX and TSX after the Implementation Date (which is currently anticipated to be Friday, 25 September 2020). - You may prefer to maintain your current investment and risk profile. - The Transaction will result in your interest in Exore's assets being diluted. - You may believe that there is the potential for a superior	Section 2.3

QUESTION	Section reference
proposal to be made in relation to Exore in the foreseeable future. However, as at the date of this Scheme Booklet, no alternative proposal has been received by the Exore Board since the announcement of the Scheme. The tax consequences of the Scheme may not be suitable to your financial position.	
WHAT YOU WILL RECEIVE UNDER THE TRANSACTION	
What will I receive for my Exore Shares? Each Eligible Exore Shareholder will receive 0.07819 New Perseus Shares for every one (1) Scheme Share it holds on the Scheme Record Date (which is currently anticipated to be Friday, 18 September 2020).	Section 4
Am I eligible to receive the Scheme Consideration? You will be eligible to receive the Scheme Consideration if you are a Scheme Shareholder on the Scheme Record Date, provided you are not an Ineligible Foreign Holder or an Electing Small Shareholder.	Section 4.1
Do I need to do or sign anything to transfer my Exore Shares? No. If the Scheme becomes Effective, Exore will automatically have authority to sign a transfer instrument on behalf of Scheme Shareholders.	Section 4.3
When will I receive the Scheme Consideration? If the Scheme is Effective, Perseus will issue, or cause to be issued, your New Perseus Shares on the Implementation Date (unless you are an Ineligible Foreign Holder or Electing Small Shareholder). Holding statements for the New Perseus Shares will be sent to you after the Implementation Date (which is currently anticipated to be Friday, 25 September 2020). Ineligible Foreign Holders should refer to section 4.1(b). Electing Small Shareholders should refer to section 4.1(c). You should be aware that if the Scheme Meeting is adjourned or the Implementation Date is otherwise delayed, the timing of your Scheme Consideration will also be delayed.	Section 4.3
Can I choose to receive cash for my Exore Shares? No, there is no option to elect to receive cash in place of the Scheme Consideration. On the Implementation Date, Eligible Exore Shareholders will receive the Scheme Consideration, comprising 0.07819 New Perseus Shares	N/A

QUESTION	Section reference
for every one (1) Scheme Share they hold on the Scheme Record Date (which is currently anticipated to be Friday, 18 September 2020).	
What happens if the market price of Exore Shares increases or decreases? The number of New Perseus Shares issued to Eligible Exore Shareholders will not change as a result of any movement in the market price of New Perseus Shares or Exore Shares. However, the implied value of the Scheme Consideration may increase or decrease prior to the Implementation Date based on movements in the Perseus Share price.	Section 4.2
When can I commence trading my New Perseus Shares? New Perseus Shares can be traded on ASX following the quotation of New Perseus Shares on the ASX. Deferred settlement trading of the New Perseus Shares issued as Scheme Consideration is expected to be available on the ASX from the Business Day following the Effective Date. Trading on ASX of New Perseus Shares is expected to commence on a normal settlement basis on Friday, 25 September 2020.	Sections 4.3 and 4.4
What happens if I am entitled to a fraction of a New Perseus Share? If, in accordance with the calculation of your Scheme Consideration, you would be entitled to a fraction of a New Perseus Share under the Scheme Consideration, any fractional entitlement: • of 0.5 or more will be rounded up to the nearest whole number; and • of less than 0.5 will be rounded down to the nearest whole number.	Section 4.2
Am I an Ineligible Foreign Holder? You are an Ineligible Foreign Holder if you are a Scheme Shareholder on the Scheme Record Date whose address in the Register is in a jurisdiction outside Australia and its external territories, New Zealand, the United Kingdom, Singapore, Canada and Hong Kong, except where Exore and Perseus determine (each acting reasonably) that the issue of New Perseus Shares in that jurisdiction under the Scheme would be neither prohibited by law or unduly onerous.	Section 4.1(b)
What will I receive under the Scheme if I am an Ineligible Foreign Holder? If you are an Ineligible Foreign Holder, you will not be entitled to receive New Perseus Shares in connection with the Scheme.	Section 4.1(b)

QUESTION	Section reference
Any New Perseus Shares to which you would otherwise be entitled to under the Scheme will be allotted to a Nominee, who will sell the New Perseus Shares on your behalf and at your risk as soon as reasonably practicable following the implementation of the Scheme. You will receive such proportion of the proceeds from any such sale in Australian dollars (minus any applicable brokerage and other selling costs, taxes and charges) as is equal to the number of New Perseus Shares which would have been issued to you divided by the total number of New Perseus Shares which would have been issued to all Ineligible Foreign Holders in full satisfaction of your rights to the Scheme Consideration.	
Am I a Small Shareholder? You are a Small Shareholder if you are not an Ineligible Foreign Holder and based on your holding of Scheme Shares on the Scheme Record Date, you would, on implementation of the Scheme, be entitled to receive less than a marketable parcel of New Perseus Shares under the Scheme (assessed by reference to the last traded price of Perseus Shares on ASX on the trading day prior to the Scheme Record Date) as Scheme Consideration. A marketable parcel of Perseus Shares is defined in the ASX Listing Rules and is generally a holding of Perseus Shares with a market value of not less than A\$500.	Section 4.1
What happens if I am a Small Shareholder? If you are a Small Shareholder, you may choose to have the New Perseus Shares that you are entitled to under the Scheme issued to the Nominee, who will sell the New Perseus Shares on your behalf and at your risk as soon as reasonably practicable following the implementation of the Scheme. You will receive such proportion of the proceeds from any such sale in Australian dollars (minus any applicable brokerage and other selling costs, taxes and charges) as is equal to the number of New Perseus Shares which would have been issued to you divided by the total number of New Perseus Shares which would have been issued to all Electing Small Shareholder in full satisfaction of your rights to the Scheme Consideration.	Section 4.1
What do I need to do to become an Electing Small Shareholder? If you wish to be an Electing Small Shareholder, you must complete the Small Shareholder Election Form in Attachment G and return it to the Registry before 5:00pm (WST) on Friday, 18 September 2020. Small Shareholders who wish to be issued New Perseus Shares should not complete the Small Shareholder Election Form.	Section 4.1

QUESTION	Section reference
What will I receive if the Scheme is not approved by the Requisite Majorities at the Scheme Meeting? If the Scheme is not approved by the Requisite Majorities, you will not receive any consideration and you will retain your Exore Shares.	Section 3.3
What are the tax implications of the Scheme for me? The tax implications for Scheme Shareholders if the Scheme is approved and implemented will depend on the specific taxation circumstances of each Scheme Shareholder. General information about the Australian tax consequences of the Scheme is set out in section 9 of this Scheme Booklet. You should not rely on this general information as advice for our own affairs. For information about your individual financial or taxation circumstances, please consult your financial, legal, taxation or other professional adviser.	Section 9
Will I have to pay brokerage or stamp duty? You will not have to pay brokerage or stamp duty if your Exore Shares are acquired under the Scheme, unless you are an Ineligible Foreign Holder or an Electing Small Shareholder.	N/A
INFORMATION ABOUT THE MERGED GROUP	
What is the Merged Group? An overview of the Merged Group is contained in section 7.1.	Section 7.1
What are Perseus's intentions in relation to the Merged Group? Perseus's intentions for the Merged Group included in this Scheme Booklet represent the current intentions of Perseus which have been formed on the basis of facts and information concerning Exore, its business, the general economic and business environment and existing circumstances affecting the Exore and Perseus businesses, known to Perseus at the time this Scheme Booklet was prepared. Some of Perseus's specific current intentions for the Merged Group include: • continuing to operate the business of Perseus in substantially the same manner as it is currently operating; • undertaking resource definition drilling over Exore's Antoinette and Veronique prospects and undertaking additional work required to determine the options to economically exploit the identified mineralisation;	Section 7.5

QUESTION	Section reference
• undertaking a detailed post-acquisition review covering Exore's Mineral Resources and exploration strategy, amongst others; • considering other potential acquisition and funding opportunities that it believes are complementary to, and benefit, its assets and operations; • replacing the existing members of the Exore Board with Perseus nominees; and • considering capital management policies, including dividends. Final decisions on these matters will only be made by Perseus in light of all material facts and circumstances at the relevant time. Perseus's current intentions for the Merged Group are described in further detail in section 7.5 of this Scheme Booklet.	
What are the risks associated with the Scheme? There are various potential risks relating to the Scheme and the Merged Group.	Section 8
SCHEME, VOTING, APPROVALS AND IMPLEMENTATION	
What are my options? You may: • vote in favour of the Scheme; • vote against the Scheme; • sell your Exore Shares so that you are not an Exore Shareholder on the Scheme Record Date; or • do nothing.	Section 2.5
What do the Exore Directors recommend? The Exore Directors unanimously recommend that you vote in favour of the Scheme Resolution to approve the Scheme, in the absence of a Superior Proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders. Exore Shareholders should have regard to the fact that, if the Scheme is implemented, the Exore Options held by the Exore Directors will be subject to the arrangements described in section 3.8 of this Scheme Booklet (see section 10.9). The employment of Mr Tremain, the managing director of Exore, is expected to be terminated if the Scheme is implemented, as disclosed in section 7.5(d). If that occurs, Mr Tremain may be entitled to certain payments in accordance with the	Sections 1.4 and 2.1

QUESTION	Section reference
terms of his employment agreement and applicable law, as described in section 10.10. Each Exore Director considers that, despite these arrangements, it is appropriate for him to make a recommendation on the Scheme.	
How are the Exore Directors intending to vote? Each of the Exore Directors intends to vote in favour of the Scheme in respect of all the Exore Shares they control, in the absence of a Superior Proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders.	Section 2.1
What is the Independent Expert's opinion of the Scheme? The Exore Directors engaged BDO as an Independent Expert to provide a report on the Scheme. The Independent Expert has concluded that the Scheme is fair and reasonable and therefore has concluded that it is in the best interests of Exore Shareholders, in the absence of a superior proposal. The Independent Expert has assessed the value of an Exore Share (on a control basis) to be in the range of 3.3 cents and 10.9 cents with a preferred value of 7.0 cents, and the value of the Scheme Consideration (being 0.07819 New Perseus Shares, on a minority basis) to be in the range of 9.4 cents and 11.0 cents with a preferred value of 10.2 cents.	Attachment E
Is there a break fee payable by Exore or Perseus? Under the Scheme Implementation Deed, Exore must pay to Perseus and Perseus must pay to Exore, without set-off or withholding, a Break Fee of A\$600,000 within 10 Business Days of certain events taking place. However, Exore will not be liable to pay the Break Fee to Perseus merely because the Scheme is not approved by Exore Shareholders.	Section 10.13
Can the Scheme be terminated? The Scheme Implementation Deed may be terminated in certain circumstances. If the Scheme Implementation Deed is terminated, the Scheme will not proceed.	Section 10.13(h)
Are there any Conditions that must be satisfied for the Scheme to be Effective? The Scheme will not become Effective, until and unless each of the following conditions precedent is satisfied or waived (if applicable): • (Independent Expert) The Independent Expert concluding in the Independent Expert's Report that the Scheme is in the best	Section 1.2

QUESTION	Section reference
interests of Exore Shareholders (and does not change that conclusion). • (Court approval) The Court approving the Scheme in accordance with section 411(4)(b) of the Corporations Act. • (Exore Shareholder approval) Exore Shareholders agreeing to the Scheme at the Scheme Meeting by the Requisite Majorities under section 411(4)(a) of the Corporations Act. • (Restraints) No preliminary or final decision, determination or order issued by any Government Agency preventing the Transaction or temporary restraining order, preliminary or permanent injunction or other order issued by any court of competent jurisdiction or Government Agency or other material legal restraint or prohibition preventing the Transaction being in effect at 8:00am (WST) on the Second Court Date. • (Exore Material Adverse Change) No Exore Material Adverse Change occurs, is announced or is otherwise discovered by Perseus (whether or not it becomes public) between 3 June 2020 (the date of the Scheme Implementation Deed) and 8:00am (WST) on the Second Court Date. • (Perseus Material Adverse Change) No Perseus Material Adverse Change occurs, is announced or is otherwise discovered by Exore (whether or not it becomes public) between 3 June 2020 (the date of the Scheme Implementation Deed) and 8:00am (WST) on the Second Court Date. • (Exore Prescribed Occurrence) No Exore Prescribed Occurrence occurs between 3 June 2020 (the date of the Scheme Implementation Deed) and 8:00am (WST) on the Second Court Date. • (Perseus Prescribed Occurrence) No Perseus Prescribed Occurrence occurs between 3 June 2020 (the date of the Scheme Implementation Deed) and 8:00am (WST) on the Second Court Date. • (TSX listing) The New Perseus Shares to be issued pursuant to the Scheme have, before 8:00am on the Second Court Date, been approved for listing on TSX subject only to any conditions which TSX may reasonably require and to the Scheme becoming Effective and such approval remains in full force and effect in all respects (subject only to those conditions) and does not become subject to any notice, intimation or indication of intention to revoke, suspend, restrict, modify or not renew the same. • (ASX quotation) The New Perseus Shares to be issued pursuant to the Scheme, before 8:00am on the Second Court Date, being approved for official quotation on the ASX subject only to any conditions which ASX may reasonably require and to the Scheme becoming Effective and such approval remains in	

QUESTION	Section reference
full force and effect in all respects and does not become subject to any notice, intimation or indication of intention to revoke, suspend, restrict, modify or not renew the same. • (Exore Options) Before 8.00am (WST) on the Second Court Date, each holder of Exore Options (other than the Other Option Holders) have entered into a deed with Exore and Perseus regarding the Exore Options held by them (and all conditions precedent to completion under such deed, other than a condition that the Scheme become Effective, are satisfied). • (Acquisition of shares in Aspire Nord Côte d'Ivoire SARL) Before 8:00am (WST) on the Second Court date, the Apollo Group's Shares in Aspire Nord Côte d'Ivoire SARL having been transferred to or becoming held for Exore Resources CDI No 1 Pty Ltd as soon as possible and, in any event, within the period ending on the date which is two months after accepting the pre-emption offer. • (No enforcement action) Before 8:00am (WST) on the Second Court Date, no material enforcement event or action is announced or commenced, and no investigation, prosecution, arbitration, litigation, dispute or Claim is made, by any party against any member of the Exore Group which has or is reasonably likely to have a materially adverse effect on the Exore Group as a whole. • (Exore cash balance) Exore's Actual Cash Balance is above A\$2,000,000 as at 8:00am (WST) on the Second Court Date.	
What happens if the Scheme is not implemented? If the Conditions are not satisfied or (where applicable) waived, or the Scheme Implementation Deed is terminated, the Scheme will not proceed and no Exore Shares will be acquired by Perseus. In these circumstances, you will retain your Exore Shares, they will not be acquired by Perseus and you will not receive the Scheme Consideration. Exore will continue to operate as a stand-alone entity listed on ASX.	Sections 1.3 and 1.7
What happens if the Scheme is approved, all Conditions are satisfied and it is implemented? If the Scheme becomes Effective, no further action is required on the part of Exore Shareholders in order to implement the Scheme. Pursuant to the Scheme, Exore is given authority to transfer all of your Exore Shares to Perseus, and Perseus will transfer 0.07819 New Perseus Shares for every one (1) Scheme Share you hold on the Scheme Record Date (unless you are an Ineligible Foreign Holder or Electing Small Shareholder).	Section 1.6
What happens if a Competing Proposal is received? If a Competing Proposal is proposed to the Exore Board prior to the	Section 10.13

QUESTION	Section reference
Second Court Date, the Exore Board will carefully consider the proposal and determine whether it is a Superior Proposal. Under the Scheme Implementation Deed, Exore must notify Perseus of any Competing Proposal and its terms. Perseus has a matching right in relation to any Competing Proposal in accordance with the process set out in clause 8.6 of the Scheme Implementation Deed and section 10.13 of this Scheme Booklet. Since the announcement of the Scheme on 3 June 2020, and up to the date of this Scheme Booklet, no Superior Proposal has emerged.	
Am I entitled to vote at the Scheme Meeting? If you are registered as an Exore Shareholder on the Register at 5:00pm (WST) on the Tuesday, 8 September 2020, then you will be entitled to attend and vote at the Scheme Meeting. Details of the Scheme Meeting and voting are set out in the “How to Vote” section on pages 20-23 of this Scheme Booklet.	Pages 20-23 and section 3.3
How do I vote? Voting at the Scheme Meeting may be in person, by attorney, by proxy or, in the case of a corporation, by corporate representative. Details on how to vote by proxy, attorney or corporate representative are set out on pages 20-23 of this Scheme Booklet. If you wish to vote in person, you must attend the Scheme Meeting. If you cannot attend the Scheme Meeting, you may complete the enclosed personalised proxy forms in accordance with the instructions. The deadline for lodging your proxy form for the Scheme Meeting is 10:00am (WST) on Tuesday, 8 September 2020.	Pages 20-23
When and where will the Scheme Meeting be held? The Scheme Meeting will be held at Parmelia House, 191 St Georges Terrace, Perth, Western Australia on Thursday, 10 September 2020 at 10:00am (WST).	Section 3.3
Is voting compulsory? Voting is not compulsory. However, the Scheme will only be successful if it is approved by the Requisite Majorities so your vote is important and Exore Directors encourage you to vote. If the Scheme is approved, you will be bound by the Scheme whether or not you voted and whether or not you voted in favour of it.	Section 3.3
What vote is required to approve the Scheme? For the Scheme to proceed, the Scheme Resolution must be passed by:	Section 3.3

QUESTION	Section reference
- a majority in number (more than 50%) of Exore Shareholders who vote on the Scheme Resolution; and - at least 75% of the votes cast on the Scheme Resolution.	
What happens if I do not vote or if I vote against the Scheme? If you do not vote, or vote against the Scheme, the Scheme may not be approved at the Scheme Meeting by the Requisite Majorities of Exore Shareholders. If this occurs, the Scheme will not proceed, you will not receive the Scheme Consideration and you will remain an Exore Shareholder. However, if the Scheme is approved by the Requisite Majorities, whether or not you have voted in favour of the Scheme, and the Scheme will be implemented, your Exore Shares will be transferred to Perseus and you will receive 0.07819 New Perseus Shares for every one (1) Scheme Share you hold on the Scheme Record Date (unless you are an Ineligible Foreign Holder or Electing Small Shareholder).	Sections 2.4(d) and 3.3
Can I sell my Exore Shares now? You can sell your Exore Shares on-market at any time before the close of trading on ASX on the Effective Date. However, you may be required to pay brokerage.	Section 2.5
Can I choose to keep my Exore Shares? No, if the Scheme is implemented, your Exore Shares will be transferred to Perseus. Provided that the Scheme Resolution is passed by the Requisite Majorities of Exore Shareholders at the Scheme Meeting, the Scheme is approved by the Court at the Second Court Hearing and the Scheme becomes Effective, this will occur even if you did not vote on the Scheme or you voted against the Scheme Resolution at the Scheme Meeting.	Section 2.5
When will Exore Shares stop trading on ASX? If the Scheme is implemented, Exore Shares are expected to stop trading on the Effective Date (which is currently anticipated to be Wednesday, 16 September 2020).	Section 3.5
Can I attend Court and oppose the Court approving the Scheme? If you wish to oppose approval by the Court of the Scheme at the Second Court Hearing, you may do so by filing with the Court, and serving on Exore, a notice of appearance in the prescribed form, together with any affidavit on which you wish to rely at the Second Court Hearing. The notice of appearance and affidavit must be served on Exore at least one day before the Second Court Date.	N/A

QUESTION	Section reference
What is the timetable of the transaction? The Scheme Meeting is currently scheduled to be held on Thursday, 10 September 2020. If Exore Shareholders approve the Scheme, and Court approval is obtained, the Scheme is expected to be implemented on Friday, 25 September 2020. This is based on the current indicative timetable as set out on page 13, which is subject to possible change.	Page 13
What happens if the Scheme is not approved? If the Scheme is not approved by the Requisite Majorities of Exore Shareholders at the Scheme Meeting or by the Court then: • the Scheme will not proceed; • no Exore Shares will be acquired by Perseus; • you will retain your Exore Shares; • you will not receive the Scheme Consideration; • Exore will continue to operate as a stand-alone entity listed on the ASX; • the current Exore Board and management team will continue to operate Exore; • the expected benefits of the Scheme will not be realised; • Exore will have incurred significant costs, and management time and resources, for no outcome; and • the price of Exore Shares is likely to fall.	Section 2.4(d)
When will the results of the Scheme Meeting be available? The results of the Scheme Meeting will be available shortly after the conclusion of the Scheme Meeting and will be announced to ASX and will be accessible from the ASX's website at www.asx.com.au. Even if the Scheme Resolution is passed at the Scheme Meeting by the Requisite Majorities, the Scheme will only become Effective if it is approved by the Court at the Second Court Hearing and the Court order is lodged with ASIC.	Section 3.3
FURTHER INFORMATION	
What if I have further questions? If you have any questions about the Scheme or you would like additional copies of this Scheme Booklet, please contact Exore on +61 8 6117 0446 Monday to Friday between 9:00am and 5:00pm (WST). If you have questions regarding the number of Exore Shares you hold or	N/A

QUESTION	Section reference
how to vote, please contact the Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) Monday to Friday between 9:00am and 5:00pm (WST). For information about your individual financial or taxation circumstances please consult your financial, legal, taxation or other professional adviser.	

1 Overview of the Scheme

1.1 Scheme

On 3 June 2020, Exore announced that it had entered into the Scheme Implementation Deed with Perseus, under which it is proposed that Perseus will acquire all Exore Shares pursuant to a scheme of arrangement.

On 29 July 2020, Exore and Perseus entered into a deed of variation (**Deed of Variation**) which is contained in Attachment B of this Scheme Booklet.

- (a) The Deed of Variation amended the form of the Scheme such that (in summary):
- (i) Perseus is appointed as sole proxy of each Scheme Shareholder in the manner contemplated by clause 9.4 of the Scheme upon the provision of the Scheme Consideration to Scheme Shareholders by Perseus (rather than on the Scheme becoming Effective);
 - (ii) Perseus covenants to do the things in paragraphs (a) and (b) of clause 10.1 of the Scheme (rather than procures to do those things); and
 - (iii) Perseus must, under clause 6.8(c) of the Scheme, use reasonable endeavours to ensure that the New Perseus Shares are approved for listing on TSX (rather than that the New Perseus Shares are quoted for trading on the TSX) on the Business Day following the Effective Date.

The Scheme is contained in Attachment C of this Scheme Booklet (and reflects the 29 July 2020 variations).

- (b) The Deed of Variation amended the Scheme Implementation Deed such that, under clause 4.2(c)(iii), Perseus covenants that it will use all reasonable endeavours to ensure that the New Perseus Shares will commence trading on the ASX (rather than the ASX and TSX) as soon as possible after the Effective Date.

If the Scheme is approved by Exore Shareholders and by the Court, and all other Conditions are satisfied or waived (as applicable), Exore will become a wholly-owned subsidiary of Perseus and will also apply to be delisted from ASX.

If the Scheme is not approved, then the Scheme will not proceed and Exore will continue as a standalone entity listed on ASX.

This Scheme Booklet contains information that the Exore Board considers is material to Exore Shareholders in making a decision on whether or not to vote in favour of the Scheme. You should carefully read this Scheme Booklet in full before making any decision on how to vote on the Scheme Resolution.

1.2 What will you receive?

(a) Scheme Consideration for Eligible Exore Shareholders

If the Scheme becomes Effective, each Eligible Exore Shareholder will receive 0.07819 New Perseus Shares for every one (1) Scheme Share that they hold on the Scheme Record Date.

Refer to section 4.1(a) of this Scheme Booklet for further information.

(b) **Ineligible Foreign Holders**

A Scheme Shareholder will be an Ineligible Foreign Holder if their address as shown in the Register (as at the Scheme Record Date) is a place outside of Australia and its external territories, New Zealand, United Kingdom, Singapore, Canada and Hong Kong, unless Exore and Perseus determine (each acting reasonably), that the issue of New Perseus Shares in that jurisdiction under the Scheme would be neither prohibited by Law or unduly onerous.

Perseus is under no obligation to issue, and will not issue, the Scheme Consideration to Ineligible Foreign Holders, and will instead issue the New Perseus Shares that would have otherwise been required to be issued to the Ineligible Foreign Holders to the Nominee.

Perseus will procure that the Nominee, as soon as reasonably practicable (and, in any event, within 30 Business Days after the Implementation Date), sells those New Perseus Shares issued to the Nominee on the ASX or TSX in such manner, at such price and on such other terms as the Nominee determines in good faith (and at the risk of the Ineligible Foreign Holders).

After the last sale of those New Perseus Shares, the proceeds of sale (after deducting any applicable brokerage and other selling costs, taxes and charges) will be paid by the Nominee into an account controlled by Perseus. Perseus will remit net proceeds that it receives from the Nominee in respect of the sale of those New Perseus Shares to Ineligible Foreign Holders in accordance with their entitlements.

Further information about the Scheme Consideration in respect of Ineligible Foreign Holders is set out in section 4.1(b) of this Scheme Booklet.

(c) **Small Shareholders**

Scheme Shareholders who will be entitled to receive less than a marketable parcel of New Perseus Shares under the Scheme (assessed by reference to the last traded price of Perseus Shares on ASX on the trading day prior to the Scheme Record Date) as Scheme Consideration will be classified as a Small Shareholder. A marketable parcel of Perseus Shares is defined in the ASX Listing Rules and is generally a holding of Perseus Shares with a market value of not less than A\$500.

Small Shareholders will be given the option to have all of the New Perseus Shares to which they would have otherwise been entitled issued to the Nominee.

Perseus will procure that the Nominee, as soon as reasonably practicable (and in any event not later than 30 Business Days after the Implementation Date), sells those New Perseus Shares issued to the Nominee on the ASX or TSX in such manner, at such price and on such other terms as the Nominee determines in good faith (and at the risk of the Small Shareholder).

After the last sale of those New Perseus Shares, the proceeds of sale (after deducting any applicable brokerage and other selling costs, taxes and charges) will be paid by the Nominee into an account controlled by Perseus. Perseus will remit net proceeds that it receives from the Nominee in respect of the sale of those New Perseus Shares to Electing Small Shareholders in accordance with their entitlements.

Further information about the Scheme Consideration for Small Shareholders is set out in section 4.1(c) of this Scheme Booklet.

1.3 Conditions precedent

Implementation of the Scheme is subject to a number of Conditions which must be satisfied or waived (where capable of waiver) before the Scheme can be implemented.

The Conditions are set out in clause 3.1 of the Scheme Implementation Deed, which is Attachment B to this Scheme Booklet.

The following Conditions are outstanding as at the date of this Scheme Booklet:

- (a) **(Independent Expert)** The Independent Expert does not change its conclusion that the Scheme is in the best interests of Exore Shareholders.
- (b) **(Court approval)** The Court approving the Scheme in accordance with section 411(4)(b) of the Corporations Act.
- (c) **(Exore Shareholder Approval)** Exore Shareholders agreeing to the Scheme at the Scheme Meeting by the Requisite Majorities under section 411(4)(a) of the Corporations Act.
- (d) **(Restraints)** No:
 - (i) preliminary or final decision, determination, or order issued by any Government Agency preventing the Transaction; or
 - (ii) temporary restraining order, preliminary or permanent injunction or other order issued by any court of competent jurisdiction or Government Agency or other material legal restraint or prohibition preventing the Transaction,being in effect at 8:00am (WST) on the Second Court Date.
- (e) **(Exore Material Adverse Change)** No Exore Material Adverse Change occurring, being announced or otherwise being discovered by or becoming known to Perseus (whether or not it becomes public) between 3 June 2020 (the date of the Scheme Implementation Deed) and 8:00am (WST) on the Second Court Date.
- (f) **(Perseus Material Adverse Change)** No Perseus Material Adverse Change occurring, being announced or otherwise being discovered by or becoming known to Perseus (whether or not it becomes public) between 3 June 2020 (the date of the Scheme Implementation Deed) and 8:00am (WST) on the Second Court Date.
- (g) **(Exore Prescribed Occurrence)** No Exore Prescribed Occurrence occurring or becoming known to Perseus between 3 June 2020 (the date of the Scheme Implementation Deed) and 8:00am (WST) on the Second Court Date.
- (h) **(Perseus Prescribed Occurrence)** No Perseus Prescribed Occurrence occurring or becoming known to Exore between 3 June 2020 (the date of the Scheme Implementation Deed) and 8:00am (WST) on the Second Court Date.
- (i) **(ASX quotation)** The New Perseus Shares to be issued pursuant to the Scheme being approved for official quotation on the ASX before 8:00am (WST) on the Second Court Date, subject only to any conditions which ASX may reasonably require and to the Scheme becoming Effective, and such approval remaining in full force and effect in all respects and not becoming subject to any written notice or intention to revoke, suspend, restrict, modify or not renew the same.

- (j) **(No enforcement action)** Before 8:00am (WST) on the Second Court Date, no material enforcement event or action being announced or commenced, and no investigation, prosecution, arbitration, litigation, dispute or Claim being made, by any party against any member of the Exore Group which has or is reasonably likely to have a materially adverse effect on the Exore Group as a whole.
- (k) **(Exore cash balance)**: Exore's Actual Cash Balance being above A\$2,000,000 as at 8:00am (WST) on the Second Court Date.

If any Condition is not satisfied or waived by (or there is an act, event or occurrence which will prevent any condition precedent from being satisfied by) the date specified in the Scheme Implementation Deed for its satisfaction or if the Scheme has not become Effective by the End Date (being the date 6 months from the date of execution of the Scheme Implementation Deed or such later date as agreed by Exore and Perseus), then Exore and Perseus will consult in good faith with a view to determining whether:

- (a) the Scheme or a Transaction which results in the acquisition of Exore Shares by Perseus may proceed by way of an alternative approach and, if so, to agree on the terms of such an alternative approach;
- (b) to extend the date for satisfaction of the relevant Conditions to another date agreed by Exore and Perseus;
- (c) to extend the End Date; or
- (d) to adjourn or change the date of an application to the Court for an order under section 411(4)(b) of the Corporations Act approving the Scheme (as applicable).

If Exore and Perseus are unable to reach agreement by the earlier of:

- (a) the date that is five Business Days after Exore and Perseus become aware of the relevant occurrence or event;
- (b) the date that is five Business Days after the time and date specified in this deed for the satisfaction of the condition precedent;
- (c) 8:00am on the Second Court Date; and
- (d) the End Date,

and the relevant Condition has not been waived (as applicable), either party may, subject to the Scheme Implementation Deed, terminate the Scheme Implementation Deed without liability to the other party because of that termination.

1.4 Exore Directors' recommendation

The Exore Directors unanimously recommend that Exore Shareholders vote in favour of the Scheme at the Scheme Meeting, in the absence of a Superior Proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders.

Each of the Exore Directors intends to vote in favour of the Scheme in respect of all the Exore Shares they control, in the absence of a Superior Proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders.

Exore Shareholders should have regard to the fact that, if the Scheme is implemented, the Exore Options held by the Exore Directors will be subject to the arrangements described in section 3.8 of this Scheme Booklet (see section 10.9). The employment of Mr Tremain, the managing director of Exore, is expected to be terminated if the Scheme is implemented, as disclosed in section 7.5(d). If that occurs, Mr Tremain may be entitled to certain payments in accordance with the terms of his employment agreement and applicable law, as described in section 10.10. Each Exore Director considers that, despite these arrangements, it is appropriate for him to make a recommendation on the Scheme.

Further information about the Exore Recommendation is set out in section 2 of this Scheme Booklet.

1.5 Implementation of the Scheme

The Scheme is proposed to be undertaken pursuant to a Court approved scheme of arrangement. A scheme of arrangement is a legal arrangement that shareholders vote on and, if the Requisite Majorities of Exore Shareholders vote in favour of it and it is approved by the Court, it binds Exore and all of its shareholders upon the Court orders approving the scheme of arrangement being lodged with ASIC. Approval of a scheme of arrangement requires a 50% majority of the number of shareholders voting and 75% of the total votes cast being in favour of the scheme, as well as approval by the Court. The Requisite Majorities for approval of the Scheme are set out in section 3.3 of this Scheme Booklet.

The Scheme Meeting to approve the Scheme is currently scheduled to be held at 10:00am (WST) on Thursday, 10 September 2020. Voting eligibility for the Scheme Meeting will be determined as at 5:00pm (WST) on Tuesday, 8 September 2020.

If the Scheme is approved at the Scheme Meeting and all other Conditions of the Scheme are satisfied or waived (if applicable), the Court will be asked to approve the Scheme on the Second Court Date. The Second Court Date is expected to be on or around Tuesday, 15 September 2020.

The Scheme will become binding on Scheme Shareholders only if the Conditions are satisfied or waived.

1.6 If the Scheme is approved

If the Scheme is approved by Exore Shareholders and the Court, and if all other Conditions are satisfied or waived (if applicable):

- (a) the Scheme will bind all Scheme Shareholders, including those who do not vote on the proposal and those who vote against it, meaning that all Exore Shares will be transferred to Perseus;
- (b) Eligible Exore Shareholders will receive 0.07819 New Perseus Shares for every one (1) Scheme Share;
- (c) Exore will become a wholly-owned subsidiary of Perseus;
- (d) Exore will be delisted from ASX; and
- (e) New Perseus Shares will be approved for quotation on ASX and approved for listing on TSX.

1.7 If the Scheme does not proceed

If the Scheme is not approved by the Requisite Majorities of Exore Shareholders at the Scheme Meeting or by the Court then:

- (a) no Exore Shares will be acquired by Perseus;
- (b) Exore Shareholders will retain their Exore Shares;
- (c) Eligible Exore Shareholders will not receive the Scheme Consideration;
- (d) Exore will continue to operate as a stand-alone entity listed on the ASX and the expected benefits of the merger will not be realised;
- (e) in certain circumstances, when the Scheme Implementation Deed is terminated, either Exore or Perseus may have to pay a Break Fee (see section 10.13(j) of this Scheme Booklet). However, Exore will not be liable to pay the Break Fee to Perseus merely because the Scheme is not approved by the Exore Shareholders; and
- (f) if no comparable proposal or superior proposal emerges, then the price of Exore Shares may fall.

1.8 Tax implications

The transfer of Exore Shares to Perseus under the Scheme may have tax implications. Exore Shareholders should seek professional advice regarding their tax consequences.

A summary of the relevant Australian tax implications for Scheme Shareholders is outlined in section 9.1 of this Scheme Booklet.

1.9 Indicative timetable

If the Scheme is approved by Exore Shareholders and the Court, and all other Conditions to the Scheme are satisfied or (where applicable) waived, it is expected that the Scheme will be fully implemented on Friday, 25 September 2020. The key dates and times in relation to the Scheme are set out on page 13 of this Scheme Booklet.

2 Exore Directors' recommendation and matters relevant to your vote on the Scheme

2.1 Recommendation

The Exore Directors unanimously recommend that Exore Shareholders vote in favour of the Scheme Resolutions at the Scheme Meeting, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders.

Each Exore Director has stated that he intends to vote, or cause to be voted, all Exore Shares in which they control in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders. The interests of Exore Directors in Exore Shares as at the date of this Scheme Booklet are set out in section 10.4.

The Exore Directors hold Exore Options that will be dealt with in accordance with the arrangements described in section 3.8 of this Scheme Booklet in connection with the Scheme such that, if the Scheme becomes Effective, all of the Exore Directors' Exore Options will be exercised in exchange for Exore Shares before the Scheme Record Date (and the Exore Directors will receive the Scheme Consideration in respect of those Exore Shares held on the Scheme Record Date, if the Scheme is implemented) (see section 10.9).

The employment of Mr Tremain, the managing director of Exore, is expected to be terminated if the Scheme is implemented, as disclosed in section 7.5(d). If that occurs, Mr Tremain may be entitled to certain payments in accordance with the terms of his employment agreement and applicable law. Please refer to section 10.10 for further information.

Each Exore Director considers that, despite these arrangements, it is appropriate for him to make a recommendation on the Scheme. Section 2.2 provides a summary of the key reasons why the Exore Board unanimously recommends that you vote in favour of the Scheme. This section should be read in conjunction with section 2.3, which sets out some of the key reasons why Exore Shareholders may wish to vote against the Scheme.

While the Exore Board acknowledge the reasons to vote against the Scheme, they believe the advantages of the Scheme significantly outweigh the disadvantages.

2.2 Reasons for recommendation and advantages of the Scheme

- (a) **The Exore Directors unanimously recommend that you vote in favour of the Scheme, in the absence of a Superior Proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders**

In reaching its conclusion that the Scheme is in the best interests of Exore Shareholders, the Exore Board has assessed the Scheme having regard to the reasons to vote in favour of, and against, the Scheme, as set out in this Scheme Booklet.

The Exore Board believes the Scheme Consideration recognises the value and future growth potential of Exore. Particularly, the Exore Directors believe that the Scheme will enable Exore Shareholders to realise the benefits expected to result from combining Exore and Perseus whereby, Exore Shareholders will be provided

with the opportunity to retain exposure to Exore's exploration portfolio but also gain exposure to Perseus's developing and producing assets as well as its lower risk profile.

Accordingly, the Exore Directors unanimously recommend that Exore Shareholders vote in favour of the Scheme Resolution in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders.

Each Exore Director intends to vote in favour of the Scheme at the Scheme Meeting in relation to the Exore Shares they control, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders. The interests of the Exore Directors in Exore Shares as at the date of this Scheme Booklet are set out in section 10.3.

(b) **The Independent Expert concluded that the Scheme is fair and reasonable and, therefore, in the best interests of Exore Shareholders, in the absence of a superior proposal**

Exore appointed BDO to prepare an Independent Expert's Report providing an opinion as to whether the Scheme is in the best interests of Exore Shareholders.

The Independent Expert has assessed the value of an Exore Share (on a control basis) to be in the range of 3.3 cents and 10.9 cents with a preferred value of 7.0 cents, and the value of the Scheme Consideration (being 0.07819 New Perseus Shares, on a minority basis) to be in the range of 9.4 cents and 11.0 cents with a preferred value of 10.2 cents. A copy of the Independent Expert's Report is included in Attachment E of this Scheme Booklet. The Exore Board encourages you to read the Independent Expert's Report carefully and in its entirety.

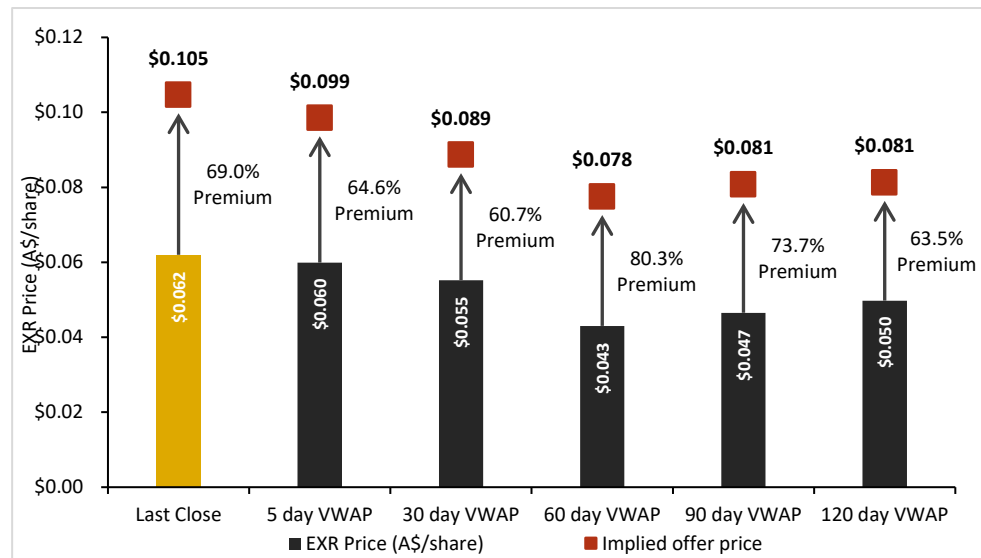
(c) **The implied value of the Scheme Consideration represents an attractive premium over the pre-announcement trading prices of Exore Shares**

The implied value of the Scheme Consideration is A\$0.105 per Exore Share based on Perseus's last closing price on 2 June 2020 (being the last trading date prior to the announcement of the Scheme) of A\$1.34. This represents a:

- (i) 69% premium to the closing price of A\$0.062 on 2 June 2020 (the last trading day prior to announcement of the Scheme); and
- (ii) 78% premium to the 20-day VWAP of Exore of A\$0.059, up to and including 2 June 2020

The chart below shows premia represented by the implied value of the Scheme Consideration (based on Perseus's closing price on the last trading date prior to the announcement of the Scheme) over the trading prices of Exore Shares at and over specified times up to and including 2 June 2020 (being the last trading date prior to announcement of the Scheme).

Figure 1: Implied value of Scheme Consideration over the trading prices of Exore Shares at and over specified times up to and including 2 June 2020



The Independent Expert's Report contains more detailed analysis in respect of the value of the Scheme Consideration relative to Exore Shares. Refer to Attachment E which sets out the Independent Expert's Report.

The implied value of the Scheme Consideration will move upward and downwards with fluctuations in the market price of Perseus Shares.

At the time it was announced, the Scheme Consideration valued Exore's equity at approximately A\$64.0 million on a fully diluted basis (based on Perseus's last closing price on 2 June 2020), demonstrating the significant value that Perseus ascribes to Exore and its projects.

- (d) **Eligible Exore Shareholders will receive New Perseus Shares under the Scheme, which will allow them to participate in the future performance of a larger and more liquid S&P/ASX 200 and TSX listed-company, with two producing gold mines and a third mine in development**

Under the Scheme, Eligible Exore Shareholders will receive shares in Perseus, a leading ASX and TSX listed African gold producer. Perseus has a portfolio of established gold mines, including the Sissingué gold mine and Edikan gold mine and the Yaouré gold project currently under development, that has enabled it to become a profitable and financially secure African gold producer.

In FY2020, Perseus achieved full year gold production of 257,639 ounces at an AISC of US\$972/oz and generated US\$125 million of notional cash from operations. Perseus has publicly stated that it is currently on track to produce ~500,000 ounces of gold per annum based on existing Ore Reserve estimates, once the Yaouré gold project comes into production.

If the Scheme is implemented, the Perseus Board and its executive management personnel are expected to be unchanged and will initially comprise the persons referred to in section 7.4 of the Scheme Booklet. These directors and management personnel have significant expertise and skills in the development and operation of African gold projects, which will be applied to add further value to the Exore projects.

The New Perseus Shares issued to Eligible Exore Shareholders under the Scheme will likely have far greater liquidity as compared to the recent liquidity of Exore Shares.

Perseus is a significantly larger company than Exore with a market capitalisation of A\$1.56 billion (as at 2 June 2020) and at the date of this Scheme Booklet is in the ASX 200 index, which provides a greater market audience.

As at 30 June 2020, Perseus had cash and bullion of A\$237.5 million. If Perseus is successful in acquiring 100% of Exore, it will have pro-forma cash and bullion of approximately A\$242.5 million and will be in a stronger financial position than Exore on a standalone basis. This will enable Perseus to progress the exploration and potentially development of the Exore projects without needing to raise new equity to fund ongoing activities, as opposed to Exore requiring new capital in the medium to longer term to continue on a standalone basis.

(e) **You will retain exposure to Exore's ~2,000km² exploration portfolio (which extends to exploration permits and exploration permit applications in which Exore holds a minority interest) including the Bagoé Project**

Exore's ~2,000km² exploration portfolio (which extends to exploration permits and exploration permit applications in which Exore holds a minority interest), including the Bagoé Project, offers significant exploration potential and Perseus has significant financial resources, operational capability and expertise to accelerate development activities at the Bagoé Project and the balance of Exore's exploration portfolio, as compared to what Exore could achieve on its own.

Perseus's current intention is to undertake resource definition drilling over Exore's Antoinette and Veronique prospects and to undertake additional work required to determine the options to economically exploit the identified mineralisation. In addition, Perseus currently intends to continue exploring the remainder of Exore's tenement package.

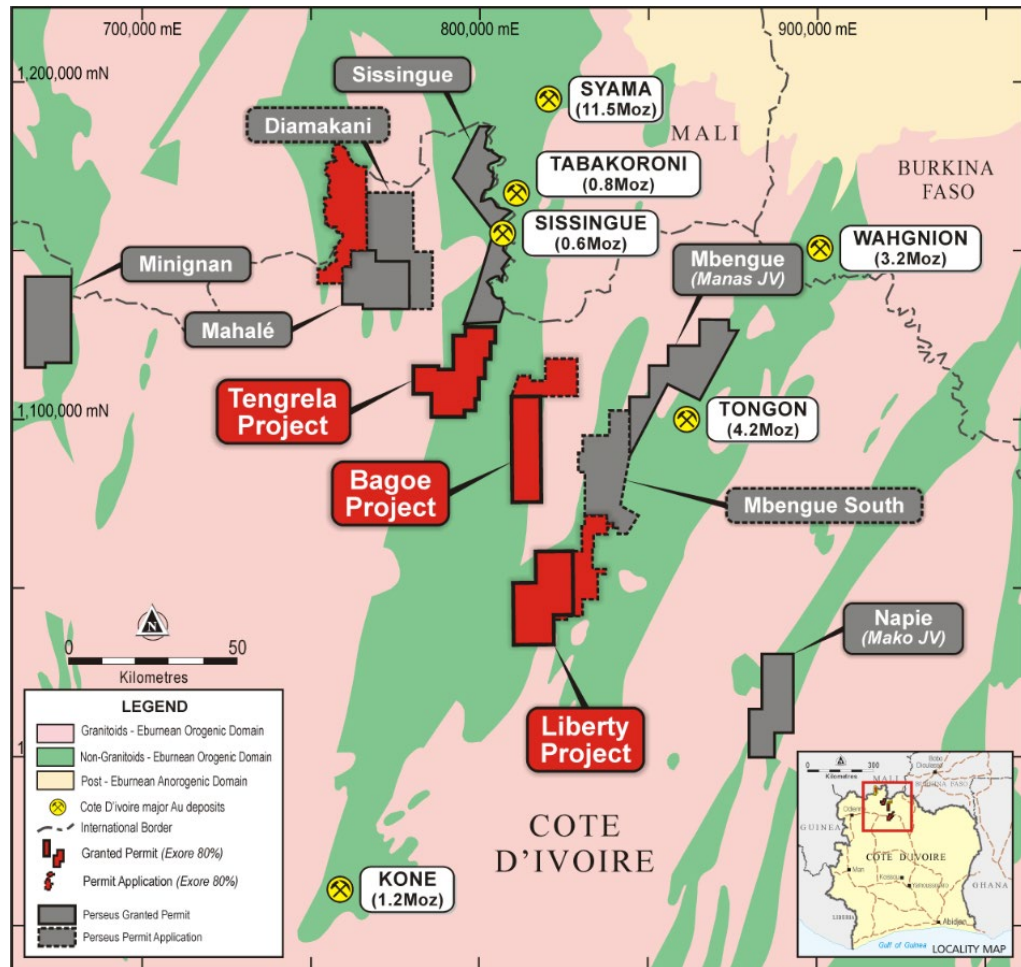
If successful, the Scheme will reduce execution risks for Exore Shareholders in relation to the advancement of the Bagoé Project and the balance of Exore's exploration package from both a funding and operational perspective by leveraging Perseus's stronger balance sheet, existing infrastructure as well as its significant operational and technical expertise.

(f) **The Bagoé Project may be able to utilise Perseus's existing infrastructure, which would reduce the execution risk of its development**

Exore's Bagoé Project provides Perseus with a potential near-term development opportunity capable of introducing an additional ore source to its Sissingué gold mine, located approximately 70km north of Exore's Bagoé Project. This proximity means that the Scheme provides Exore Shareholders with the potential opportunity to benefit from capital cost savings and operational synergies in Perseus's development of the Bagoé Project.

This outcome would potentially remove the need for the construction of a new processing plant for the Bagoé Project through the use of Perseus's existing infrastructure at the Sissingué gold mine, which would remove the need for significant capital expenditure as well as likely enabling the Bagoé Project to be mined and generate cashflow earlier than Exore could achieve on a stand-alone basis.

Figure 2: Exore's tenements and Sissingué gold mine locations



- (g) **You will benefit from Perseus's operational experience in West Africa, with proven success in developing and operating gold mines**

Perseus has demonstrated a strong capacity to develop and operate successful gold mines in the Republic of Ghana and the Republic of Côte d'Ivoire over the past several years, resulting in its production rate of 257,639 ounces in FY2020 and its own forecast that it is currently on track to produce ~500,000 ounces of gold per annum based on existing Ore Reserve estimates, once the Yaouré gold project comes into production.

If Exore were to remain a stand-alone business it would be required to identify and employ a large number of highly skilled and experienced development and operational experts which would likely present a significant cost to the Exore business. In contrast, by combining the Exore and Perseus businesses through the Transaction, Exore Shareholders will benefit from the management and oversight from the Perseus team being applied to the development of the Exore projects, which is expected to minimise operational risks.

- (h) **Future exploration and development by Exore would require additional capital in the medium to long term, which may not be available on attractive terms or at all and which could subject Exore Shareholders to dilution were Exore to remain a stand-alone company**

Additional capital will be required in the medium to longer term to fund Exore's future exploration and development activities. There can be no guarantee that Exore will be able to raise the required capital, or that the terms of such a fundraising would be attractive to Exore Shareholders.

To the extent that some or all of the fundraising is in the form of equity, if Exore Shareholders do not vote in favour of the Scheme, Exore Shareholders would need to contribute proportionately to their existing shareholding to avoid having their interest in Exore diluted.

(i) **Since the announcement of the Scheme, no alternative proposal has emerged**

Since the announcement of the execution of the Scheme Implementation Deed on 3 June 2020 and up to the date of this Scheme Booklet, no alternative proposal has emerged. The Exore Directors are not aware of, and have not received, any Superior Proposal or any approach from any person which they expect is likely to lead to a Superior Proposal.

If a Competing Proposal is received prior to the Scheme Meeting, the Exore Board will carefully consider the proposal to determine whether it is a Superior Proposal, subject to the terms of the Scheme Implementation Deed.

The Exore Directors will keep you informed if a Superior Proposal emerges before the Scheme Meeting and will make an announcement on ASX in accordance with its continuous disclosure obligations.

(j) **Exore's Share price may fall if the Scheme is not implemented and no comparable or superior proposal emerges**

Whilst the Exore Share price on ASX is impacted by a range of factors, if the Scheme is unsuccessful and an alternative proposal does not emerge, there is a risk that the Exore Share price may fall to a lower price than the price at which it has traded since the Scheme was announced on 3 June 2020.

(k) **Potential CGT scrip-for-scrip roll-over relief and Eligible Exore Shareholders avoid brokerage costs**

If the Scheme is implemented, Scheme Shareholders resident in Australia for tax purposes may be eligible for CGT rollover relief in respect of New Perseus Shares received under the Scheme.

CGT roll-over relief would enable Australian tax resident Scheme Shareholders who receive Perseus Shares under the Scheme to defer any CGT liability they would otherwise incur on the disposal of their Exore Shares under the Scheme until the time they dispose of those New Perseus Shares.

The tax consequences of the Scheme will differ for each Scheme Shareholder. Scheme Shareholders should seek independent taxation advice regarding the tax consequences of the Scheme applicable to their individual circumstances.

For a general guide to the Australian taxation consequences of the Scheme for Scheme Shareholders, refer to section 9.1 of this Scheme Booklet.

Additionally, Eligible Exore Shareholders will not be required to pay any brokerage or other costs in connection with the disposal of their Exore Shares under the Scheme.

If you sell your Exore Shares on the ASX (rather than disposing of them as part of the Scheme), you may incur brokerage charges (and, potentially, GST on those charges).

2.3 Reasons why you may consider voting against the Scheme and disadvantages of the Scheme

(a) You may disagree with the Exore Board's recommendation and the Independent Expert's conclusion and consider that the Scheme is not in your best interests

Despite the unanimous recommendation of the Exore Board and the conclusion of the Independent Expert that the Scheme is in the best interests of Exore Shareholders in the absence of a superior proposal, you may believe that the Scheme is not in your best interests or that of other Exore Shareholders.

There is no obligation to follow the recommendation of the Exore Directors or to agree with the opinion of the Independent Expert.

(b) The value of the Scheme Consideration is not certain and will depend on the price at which New Perseus Shares trade on the ASX and TSX after the Implementation Date

The value of the Scheme Consideration realised by Eligible Exore Shareholders on implementation of the Scheme is not certain, as it will depend on the price at which Perseus Shares trade on the ASX and TSX after the Implementation Date.

As at 28 July 2020, being the Last Practicable Trading Date, the implied value of the Scheme Consideration was A\$0.121 per Exore Share.² **The implied value of the Scheme Consideration will vary over time depending on the trading price of Perseus Shares on the ASX and TSX.** Accordingly, the implied value of the Scheme Consideration is likely to change, including between the date of this Scheme Booklet, the date of the Scheme Meeting and the Implementation Date (being the date on which the Scheme Consideration is received). In deciding whether to vote in favour of the Scheme, Exore Shareholders should carefully consider the current market price of Perseus Shares and the potential for that price to fall or rise before the New Perseus Shares are issued under the Scheme on the Implementation Date.

Following implementation of the Scheme, the price of New Perseus Shares may rise or fall based on market conditions and the Merged Group's financial and operational performance. If the price of New Perseus Shares falls, the value of the securities received by Eligible Exore Shareholders as Scheme Consideration will decline in value. If the price of New Perseus Shares rises, the value of the Scheme Consideration to Eligible Exore Shareholders will increase.

Accordingly, there is no guarantee as to the future value of the Scheme Consideration, or that Eligible Exore Shareholders will realise the implied value of the Scheme Consideration based on the trading prices of Perseus Shares prior to the date of this Scheme Booklet under the Scheme.

(c) You may prefer to maintain your current investment and risk profile

You may wish to keep your Exore Shares so as to confine your investment and exposure to an ASX-listed company with the specific characteristics of Exore. In

² Based on the Perseus Share price of A\$1.55 (as at the close of trade on 28 July 2020).

particular, you may consider that despite the risk factors relevant to Exore's potential future operations (including those set out in section 8.5), Exore may be able to return greater value from its assets by remaining independent, or seeking alternative commercialisation strategies.

If the Scheme is Effective, Eligible Exore Shareholders will be entitled to receive the Scheme Consideration, being New Perseus Shares. The value of the New Perseus Shares will be influenced by a range of factors, many of which will be beyond the control of Perseus.

In holding New Perseus Shares, you will be exposed to risk factors relating to Perseus and the Merged Group. A number of the risks associated with being a holder of Perseus Shares may be new, or may be different to or potentially greater in impact than those associated with an investment in Exore. While Exore and Perseus are both resource companies, the operational profile, capital structure, size and geography of the Merged Group will differ from that of Exore on a stand-alone basis. You may be concerned about particular risks associated with an investment in Perseus or the Merged Group.

As such, implementation of the Scheme may represent a disadvantage for you if you do not want a change in investment profile, as it could be difficult to find other assets with similar risk and return characteristics of Exore, and you may incur transaction costs in undertaking any new investments.

Exore Shareholders should read this Scheme Booklet carefully to understand the implications of the Scheme and the risks associated with New Perseus Shares and an investment in the Merged Group. Sections 5 and 6 set out further detail on the businesses of Exore and Perseus respectively. Section 7 sets out further detail on the business of the Merged Group. Further details on the risks associated with a shareholding in the Merged Group are set out in section 8.4. You should seek legal, financial or other professional advice in relation to your own circumstances.

(d) Dilution of Exore Shareholders' interest in Exore's assets

Eligible Exore Shareholders that hold New Perseus Shares after implementation of the Scheme will have a diluted interest in the current Exore asset portfolio and will share any future development and exploration upside in this portfolio with the existing shareholders of Perseus. By the same reasoning however, you should consider that you will also benefit from sharing in any future development and exploration upside that is driven by Perseus's existing portfolio.

Upon implementation of the Scheme, the current Exore Shareholders will hold approximately 3.9% of the fully diluted Merged Group.

(e) You may believe there is the potential for a superior proposal to be made in relation to Exore in the foreseeable future

You may believe that there is a potential for a superior proposal to be made in relation to Exore in the foreseeable future. Implementation of the Scheme will mean that existing Exore Shareholders will not receive the benefit of any such proposal.

Since the execution of the Scheme Implementation Deed, and as at the date of this Scheme Booklet, no superior proposal has been received by the Exore Directors, and no Third Party has indicated to Exore that it intends to provide an alternative or superior proposal.

(f) **The tax consequences of the Scheme may not be suitable to your financial position**

Implementation of the Scheme may result in taxation consequences for Exore Shareholders.

A general guide to the Australian tax implications of the Scheme for Scheme Shareholders is set out in section 9 of this Scheme Booklet. This guide is expressed in general terms and you should seek your own independent professional advice regarding tax consequences applicable to your own circumstances.

2.4 Other relevant considerations

The following are other potentially relevant considerations you may wish to take into account in determining how to vote on the Scheme.

(a) **The Scheme may be implemented even if you do not vote at the Scheme Meeting or vote against the Scheme**

You should be aware that even if you do not vote, or vote against the Scheme, the Scheme may still be implemented if it is approved by the Requisite Majorities of Exore Shareholders and the Court. If this occurs, your Exore Shares will be transferred to Perseus and you will receive the Scheme Consideration even though you did not vote on, or voted against, the Scheme.

(b) **The Scheme is conditional**

The Conditions which must be satisfied or waived for the Scheme to become Effective are summarised in section 1.3 of this Scheme Booklet.

Subject to the consultation process set out in section 1.3 of this Scheme Booklet, if the Conditions are not satisfied or waived (as applicable) by the End Date, the Scheme will not proceed and Eligible Exore Shareholders will not receive the Scheme Consideration.

As at the date of this Scheme Booklet, neither Exore or Perseus are aware of any matter which they expect will result in a breach of, or lead to non-performance of, any of the Conditions.

(c) **All or nothing proposal**

If all the Conditions are satisfied or waived (as applicable):

- (i) the Scheme will bind all Scheme Shareholders, including those Scheme Shareholders who do not vote on the proposal and those who vote against it, meaning all Scheme Shareholders will have their Exore Shares transferred to Perseus;
- (ii) Exore will become a wholly-owned subsidiary of Perseus;
- (iii) Exore will be delisted from ASX; and
- (iv) New Perseus Shares will be listed on ASX and TSX.

(d) **What happens if the Scheme is not implemented?**

If the Scheme is not implemented:

- (i) you will not receive the Scheme Consideration;
- (ii) your Exore Shares will not be transferred to Perseus (they will be retained by you);
- (iii) Exore will continue to operate as a stand-alone entity listed on the ASX;
- (iv) you will continue to be exposed to the benefits and risks associated with an investment in Exore;
- (v) the existing Exore Board and management will continue to oversee and operate Exore's business;
- (vi) the expected benefits of the Scheme will not be realised (described in section 2.2 of this Scheme Booklet) and the potential disadvantages of the Scheme will not arise (described in section 2.3 of this Scheme Booklet);
- (vii) in the absence of a superior proposal, the Exore Share price may fall; and
- (viii) Exore will have incurred transaction costs prior to the date of this Scheme Booklet (including legal and accounting fees, fees to the Independent Expert, regulatory fees and fees to the Registry). If the Scheme is not implemented, Exore estimates transaction costs to be approximately A\$450,000 regardless of whether the Scheme is implemented or not. The significant management time and resources dedicated to the Transaction will, if the Scheme is not implemented, also be for no outcome.

Further, when Exore announced that it had entered into the Scheme Implementation Deed with Perseus on 3 June 2020, Exore also announced that it had exercised its pre-emptive right to acquire Apollo's 20% interest in the Bagoé Project and Liberty Project for US\$4.5 million to obtain 100% ownership of the granted exploration permits of the projects. It is a Condition in the Scheme Implementation Deed that Exore exercise this pre-emptive right and that Apollo's shares in the Bagoé Project and Liberty Project are transferred to or held for Exore as soon as possible after the date of the Scheme Implementation Deed and, in any event, within the period ending on the date which is two months after the pre-emption offer is accepted (as described in section 1.3 of this Scheme Booklet). Exore has invested US\$4.5 million of its cash reserves in providing the consideration to exercise the pre-emptive right (which payment has been made and is not in any way contingent on the outcome of the Scheme). Exore will therefore have considerably less cash resources than it did prior to announcement of the Scheme and the exercise of its pre-emptive right, and it will need to raise new capital in the medium to longer term to continue exploring its projects, should the Scheme not be implemented and Exore continue to operate on a standalone basis. Any such potential future fundraising may result in Exore Shareholders being diluted.

(e) **Break Fee may become payable**

A Break Fee of A\$600,000 is payable by Exore to Perseus and a Break Fee of A\$600,000 is payable by Perseus to Exore in certain circumstances.

Exore will not be liable to pay the Break Fee to Perseus merely because the Scheme is not approved by the Exore Shareholders.

Refer to section 10.13(j) of this Scheme Booklet for further details regarding the Break Fee.

2.5 Your options

(a) Vote in favour of the Scheme at the Scheme Meeting

You may vote in favour of the Scheme at the Scheme Meeting. For directions on how to vote at the Scheme Meeting and important voting information, please refer to pages 20-23 of this Scheme Booklet.

(b) Vote against the Scheme at the Scheme Meeting

You may vote against the Scheme at the Scheme Meeting. However, you should note that if all the Conditions to the Scheme are satisfied or waived (as applicable), the Scheme will bind all Exore Shareholders, including those who vote against the Scheme at the Scheme Meeting or those who do not vote at all.

(c) Sell your Exore Shares on ASX before the Effective Date

The existence of the Scheme does not preclude you from selling your Exore Shares on ASX, provided you do so before the close of trading on the Effective Date, which is expected to be on or around Wednesday, 16 September 2020, when trading in Exore Shares will be suspended from trading on ASX.

If you sell your Exore Shares on ASX before the close of trading on the Effective Date, you:

- (i) will not be entitled to receive the Scheme Consideration;
- (ii) may incur brokerage fees; and
- (iii) will not be able to participate in a superior proposal for Exore, if one emerges (although, the Exore Directors note that they have not received notice from any Third Party of an intention to make any Competing Proposal).

(d) Do nothing

If, despite the opinion of the Exore Directors and Independent Expert that the Scheme is in the best interests of Exore Shareholders, you decide to do nothing, you should note that if all of the Conditions of the Scheme are satisfied or waived (as applicable), the Scheme will bind all Scheme Shareholders, including those who vote against the Scheme at the Scheme Meeting or those who do not vote at all.

Your vote is important. If you do nothing there is a risk that the Scheme may not be approved by the Requisite Majorities of Exore Shareholders, in which event you and all other Exore Shareholders will not be entitled to receive any Scheme Consideration.

3 Implementation of the Scheme

3.1 Scheme Implementation Deed

The Scheme Implementation Deed sets out each of Exore's and Perseus's rights and obligations in connection with the implementation of the Scheme. Certain key terms of the Scheme Implementation Deed are discussed in this section and in section 10.13 of this Scheme Booklet.

A copy of the Scheme Implementation Deed is included in this Scheme Booklet as Attachment B.

3.2 Deed Poll

On 16 July 2020, Perseus executed the Deed Poll pursuant to which it agreed, subject to the Scheme becoming Effective, to provide each Eligible Exore Shareholder with, or procure the provision to each Eligible Exore Shareholder of, the Scheme Consideration to which it is entitled under the Scheme.

A copy of the Deed Poll is attached to this Scheme Booklet as Attachment D.

3.3 Scheme Meeting

The Court has ordered that the Scheme Meeting be held at 10:00am (WST) on Thursday, 10 September 2020 at Parmelia House, 191 St Georges Terrace, Perth, Western Australia for the purposes of considering the Scheme Resolution. The Notice of Scheme Meeting for Exore Shareholders which sets out the Scheme Resolution is included in Attachment A to this Scheme Booklet.

Each Exore Shareholder who is registered on the Register at 5:00pm (WST) on Tuesday, 8 September 2020 is entitled to attend and vote at the Scheme Meeting, either in person or by proxy or attorney or in the case of a body corporate, by its corporate representative appointed in accordance with section 250D of the Corporations Act.

Instructions on how to attend and vote at the Scheme Meeting in person, or to appoint a proxy to attend and vote on your behalf, are set out on pages 20-23 of this Scheme Booklet.

For the Scheme to proceed, the Scheme Resolution must be approved by:

- (a) a majority in number (more than 50%) of Exore Shareholders present and voting at the Scheme Meeting (whether in person, by proxy, by attorney or, in the case of corporate Exore Shareholders, by a corporate representative) (the **Headcount Test**); and
- (b) at least 75% of the total number of votes cast on the Scheme Resolution at the Scheme Meeting.

The Court has discretion under section 411(4)(a)(ii)(A) of the Corporations Act to disregard the Headcount Test and approve the Scheme if it is approved by at least 75% of the votes cast on the Scheme Resolution, but not by a majority in number of Exore Shareholders presenting and voting at the Scheme Meeting.

Pursuant to clause 3.6 of the Scheme Implementation Deed, Exore is obliged to apply for an order of the Court contemplated under section 411(4)(a)(ii)(A) of the Corporations Act

to disregard the Headcount Test and seek Court approval of the Scheme under section 411(4)(b) of the Corporations Act where:

- (a) Perseus or Exore considers acting reasonably that share splitting or some abusive or improper conduct may have caused or contributed to the Headcount Test not having been satisfied; and
- (b) Exore's legal advisers have opined that there is a reasonable basis for considering the application to the Court to disregard the Headcount Test under section 411(4)(a)(ii)(A) of the Corporations Act is more likely than not to succeed.

The Notice of Scheme Meeting is contained in Attachment A to this Scheme Booklet.

3.4 Second Court hearing

In the event that:

- (a) the Scheme Resolution is approved by the Requisite Majorities of Exore Shareholders at the Scheme Meeting; and
- (b) all Conditions have been satisfied or remain capable of being satisfied, or waived (if applicable),

Exore will apply to the Court for orders approving the Scheme.

The Second Court Date is expected to be on Tuesday, 15 September 2020 and the hearing is open to all Exore Shareholders. The Court will consider things such as whether procedural requirements have been satisfied, whether Exore Shareholders have received adequate information and whether the terms and conditions of the exchange of securities under the Scheme are fair and reasonable to Exore Shareholders. The Court may refuse to grant the orders even if the Scheme is approved by the Requisite Majorities of Exore Shareholders.

If the Scheme is not approved by Exore Shareholders, the Scheme will not proceed and Exore will not apply to the Court for any orders in connection with the Scheme.

ASIC will be asked to issue a written statement that it has no objection to the Scheme. ASIC will not provide a statement under section 411(17)(b) of the Corporations Act until the Second Court Date. The Court must not approve the Scheme unless there is produced to the Court a statement in writing by ASIC stating that ASIC has no objection to the Scheme or unless it is satisfied that the Scheme has not been proposed to avoid the operation of Chapter 6 of the Corporations Act.

3.5 Effective Date

If the Court makes orders approving the Scheme, Exore will lodge with ASIC an office copy of the Court orders given under section 411(4)(b) of the Corporations Act approving the Scheme before 5:00pm (WST) on the Business Day following the day on which the office copy is received.

Once the Scheme becomes Effective:

- (a) Perseus will become bound to issue, or cause to be issued, the Scheme Consideration on the Implementation Date; and

- (b) subject to the issue of Scheme Consideration by Perseus, Exore will become bound to take the steps required for Perseus to become the holder of all Exore Shares.

3.6 Implementation of the Scheme – issue of Scheme Consideration

On the Implementation Date, currently anticipated to be Friday, 25 September 2020, Exore and Perseus will:

- (a) accept a transfer of the Scheme Shares from Scheme Shareholders; and
- (b) issue or cause to be issued the Scheme Consideration to each Eligible Exore Shareholder.

If the Scheme is implemented, you will no longer be an Exore Shareholder.

3.7 Determination of persons entitled to Scheme Consideration

(a) Dealings on or prior to the Scheme Record Date

For the purpose of establishing the persons who are Scheme Shareholders, dealings in Exore Shares will only be recognised if:

- (i) in the case of dealings of the type to be effected by CHESS, the transferee is registered in the Register as a holder of the relevant Exore Shares as at the Scheme Record Date; and
- (ii) in all other cases, registrable transfer or transmission applications in respect of those dealings, or valid requests in respect of other alterations, are received at or before the Scheme Record Date at the place where the Register is kept,

and Exore will not accept for registration, nor recognise for the purpose (except a transfer pursuant to this Scheme), any transfer or transmission application or other request received after the Scheme Record Date or received prior to the Scheme Record Date, but not in registrable or actionable form.

(b) Dealings after the Scheme Record Date

If this Scheme becomes Effective, a Scheme Shareholder (and any person claiming through that holder) must not dispose of, or purport or agree to dispose of, any Scheme Shares or any interest in them after the Scheme Record Date otherwise than pursuant to this Scheme, and any attempt to do so will have no effect and Exore will be entitled to disregard any such disposal, purported disposal or agreement.

For the purposes of determining entitlements to Scheme Consideration, Exore must maintain the Register in accordance with clause 5.1(t) of the Scheme Implementation Deed until the Scheme Consideration has been provided to the Eligible Exore Shareholders. The Register in this form will solely determine entitlements to the Scheme Consideration.

All statements of holding for Exore Shares (other than statements of holding in favour of any Ineligible Foreign Holder) will cease to have effect after the Scheme Record Date as documents of title in respect of those shares and, as from that date, each entry current at that date on the Register (other than entries in respect of any Ineligible Foreign Holder) will cease to have effect except as evidence of

entitlement to the Scheme Consideration in respect of the Exore Shares relating to that entry.

(c) **Ineligible Foreign Holders**

An Ineligible Foreign Holder is a Scheme Shareholder on the Scheme Record Date whose address in the Register is in a jurisdiction outside Australia and its external territories, New Zealand, the United Kingdom, Singapore, Canada and Hong Kong, except where Exore and Perseus determine (each acting reasonably) that the issue of New Perseus Shares in that jurisdiction under the Scheme would be neither prohibited by Law or unduly onerous.

(d) **Small Shareholders**

Scheme Shareholders (not being an Ineligible Foreign Holder), who are entitled to receive less than a marketable parcel of New Perseus Shares under the Scheme (assessed by reference to the last traded price of Perseus Shares on ASX on the trading day prior to the Scheme Record Date), will be given the option to have those New Perseus Shares issued to the Nominee in the form of New Perseus Shares in accordance with the process set out at section 4.1(c) of this Scheme Booklet. A marketable parcel of Perseus Shares is defined in the ASX Listing Rules and is generally a holding of Perseus Shares with a market value of not less than A\$500.

3.8 Treatment of Exore Options

As at the date of this Scheme Booklet, Exore has 25,616,667 Exore Options on issue, comprising:

Class	Number
Unquoted Exore Options expiring 26 July 2023 and exercisable at A\$0.001	4,550,000
Unquoted Exore Options expiring 1 February 2023 and exercisable at A\$0.001	7,000,000
Unquoted Exore Options expiring 8 October 2022 and exercisable at A\$0.00	9,066,667
Unquoted Exore Options expiring 26 November 2021 and exercisable at A\$0.13	5,000,000

All unvested Exore Options will automatically vest on the Scheme becoming Effective in accordance with their terms or, to the extent not vested in that way, in accordance with the exercise of the Exore Board's discretion (which it has exercised to ensure the equality of treatment of Exore Option holders).

(a) **Option Exercise, Transfer or Cancellation Deeds**

Exore and Perseus have entered into Option Exercise, Transfer or Cancellation Deeds with all holders of Exore Options, other than the holder of the Exore Options expiring 26 November 2021 with whom Exore and Perseus have entered into an Option Cancellation Deed (see section 3.8(b) below), as set out in the following table:

Optionholder	Number of Exore Options	
	Direct	Indirect
John Fitzgerald	0	1,333,334 ¹
Justin Tremain	0	11,000,000 ²
Travis Schwertfeger	2,100,000	0
Trevor O'Connor	1,000,000	0
Gahi Coulibaly	450,000	0
Theo Ehui	150,000	0
Jimmy Yew-Mun Berryman	1,000,000 ³	0
Elliot Grant	2,500,000	0
Stacey O'Neill	750,000	0
Francis Scott Funston	333,333	0

Notes:

- 1 Held by the JD and TF Fitzgerald Family Trust.
- 2 Held by Justin Tremain <J&S Tremain Family A/C>.
- 3 Held by Garvey Park Pty Ltd ABN 17 619 129 412.

In summary, under the Option Exercise, Transfer or Cancellation Deeds, the holder of the Exore Options:

- (i) may, subject to the Scheme becoming Effective (among other matters), exercise their Exore Options and receive Exore Shares prior to the Scheme Record Date; and
- (ii) agrees that their Exore Options will, to the extent they are not so exercised, be cancelled or transferred to Perseus (at the holder's election) in consideration for the issue of 0.07819 New Perseus Shares per Exore Option, with such transfer or cancellation subject to the Scheme becoming Effective (among other matters) and to take effect on the Implementation Date. Where the holder of the Exore Options does not make an election, the Exore Options will be cancelled by default.

All of the Exore Options the subject of the Option Exercise, Transfer or Cancellation Deeds were issued to officers, employees and a contractor of Exore pursuant to incentive arrangements and, as such, have a nominal exercise price of A\$0.001 per Exore Option.

If all of the Exore Options the subject of the Option Exercise, Transfer or Cancellation Deeds were exercised, Exore would be required to issue a total of 20,616,667 Exore Shares before the Scheme Record Date. The number of Exore Shares on issue will, accordingly, increase from 589,356,105 (being the number on issue as at the date of this Scheme Booklet) to, depending on the number of Exore Options that are exercised, up to 609,972,772 (being the number on issue on the Implementation Date) and Exore would receive up to A\$20,616.67 in consideration for the exercise of those Exore Options.

As at Thursday, 30 July 2020, Exore had received exercise notices from the Exore Directors in respect of all of their Exore Options (being 14,433,334 Exore Options), reflecting approximately 70% of all Exore Options the subject of the Option Exercise, Transfer or Cancellation Deeds. Accordingly, if the Scheme becomes Effective, all of the Exore Directors' Exore Options will be exercised in exchange for Exore Shares before the Scheme Record Date (and the Exore Directors will receive the Scheme Consideration in respect of those Exore Shares held on the Scheme Record Date, if the Scheme is implemented).

The cancellation of any Exore Options the subject of the Option Exercise, Transfer or Cancellation Deeds is subject to ASX granting a waiver from ASX Listing Rule 6.23.2 to allow the Exore Options to be cancelled for consideration. This waiver was granted by ASX on Thursday, 16 July 2020 as described in section 10.21 of this Scheme Booklet. ASX has also granted relief to allow the terms of the Exore Options to be amended without shareholder approval so that the Exore Options can be exercised in increments of less than 100, which relief is described further in section 10.21 of this Scheme Booklet.

(b) **Option Cancellation Deed**

Exore and Perseus have entered into an Option Cancellation Deed with L39 Pty Ltd (**Blue Ocean**), the holder of the 5,000,000 Exore Options expiring 26 November 2021.

Under the Option Cancellation Deed, subject to the Scheme becoming Effective (among other matters) and with effect on and from the Implementation Date, the Exore Options held by Blue Ocean will be cancelled in consideration for the issue of 104,500 Perseus Shares. Blue Ocean, unlike the holders of the Exore Options the subject of the Option Exercise, Transfer or Cancellation Deeds, is not an existing or former employee, officer or contractor of Exore, but rather a wholly owned subsidiary of broking firm Blue Ocean Equities Pty Limited, who had previously provided services to Exore in connection with a capital raising.

The Exore Options the subject of the Option Cancellation Deed have an exercise price of A\$0.13 (being a price higher than the Exore Share price at the time the Scheme was announced). By contrast, the Exore Options the subject of the Option Exercise, Transfer or Cancellation Deeds have an exercise price of \$0.001. The consideration offered by Perseus for the cancellation of the Exore Options the subject of the Option Cancellation Deed was based on a Black-Scholes valuation methodology of those Exore Options (with an assumed 80% volatility). The cancellation of the Exore Options the subject of the Option Cancellation Deed for consideration was subject to ASX granting a waiver from ASX Listing Rule 6.23.2 to allow the Exore Options to be cancelled for consideration. This waiver was granted by ASX on Thursday, 16 July 2020 as described in section 10.21 of this Scheme Booklet.

3.9 Conduct of business and integration

Pursuant to clause 5.4(a) of the Scheme Implementation Deed, Exore must (and must cause each other member of the Exore Group to) conduct its business and operations in the ordinary course consistent with the manner in which such business has been conducted in the 12 months prior to the date of the Scheme Implementation Deed.

Pursuant to clause 5.4(b) of the Scheme Implementation Deed, Perseus has agreed to (and has agreed to cause each other member of the Perseus Group to) ensure that between (and including) the date of the Scheme Implementation Deed and 8:00am (WST) on the Second Court Date, to the extent within its control, no Perseus Prescribed Occurrence occurs.

These obligations do not restrict the ability of Exore or Perseus to take any action which:

- (a) is required by any applicable law or Government Agency;
- (b) it considers is reasonably necessary or desirable to ensure that the business of the Exore Group or Perseus Group (as applicable) is able to continue to be conducted in a manner generally consistent with the manner in which such business has been conducted in the 12 months prior to the date of the Scheme Implementation Deed;
- (c) is required or permitted by the Scheme Implementation Deed or the Scheme;
- (d) has been Fairly Disclosed in the Disclosure Materials;
- (e) has been agreed to in writing by the other party;
- (f) is a reasonable and prudent response to an emergency or disaster;
- (g) to respond to a Competing Proposal to the extent permitted by the exclusivity provisions of the Scheme Implementation Deed as set out in section 10.13(i) of this Scheme Booklet.

3.10 Delisting

If the Scheme becomes Effective, Exore will apply for suspension from the close of trading on the Effective Date and for termination of the official quotation of Exore Shares on the ASX by the close of trading on the trading day immediately following the Implementation Date.

3.11 Further questions

If you have any further questions, you should call Exore on +61 8 6117 0446 Monday to Friday between 9:00am and 5:00pm (WST).

If you have questions regarding the number of Exore Shares you hold or how to vote, please contact the Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) Monday to Friday between 9:00am and 5:00pm (WST).

4 Scheme Consideration

4.1 Scheme Consideration

(a) Consideration for Eligible Exore Shareholders

If the Scheme becomes Effective, each Eligible Exore Shareholder will be entitled to receive the Scheme Consideration, being 0.07819 New Perseus Shares for every one (1) Scheme Share held by the Eligible Exore Shareholder on the Scheme Record Date.

The indicative Scheme Record Date is Friday, 18 September 2020.

(b) Ineligible Foreign Holders

Restrictions in certain foreign countries make it impractical or unlawful for New Perseus Shares to be offered, or issued, under the Scheme to Scheme Shareholders in those countries.

A Scheme Shareholder will be an Ineligible Foreign Holder if their address as shown in the Register is in a jurisdiction outside Australia and its external territories, New Zealand, the United Kingdom, Singapore, Canada and Hong Kong except where Exore and Perseus determine (each acting reasonably) that the issue of New Perseus Shares in that jurisdiction under the Scheme would be neither prohibited by Law nor unduly onerous.

Perseus is under no obligation to issue, and will not issue, the Scheme Consideration to any Ineligible Foreign Holder. For each Ineligible Foreign Holder, all the New Perseus Shares which would otherwise be required to be issued to any Ineligible Foreign Holder under the Scheme, if they were eligible to receive them, will be issued to the Nominee, and:

- (i) as soon as reasonably practicable (and, in any event, within 30 Business Days after the Implementation Date) Perseus will procure that the Nominee sells those New Perseus Shares on ASX or TSX in such manner, at such price and on such other terms as the Nominee determines in good faith (and at the risk of the Ineligible Foreign Holders); and
- (ii) remits to Perseus the proceeds of sale (after deducting any applicable brokerage and other selling costs, taxes and charges) (**Proceeds**).

Perseus will pay to each Ineligible Foreign Holder such proportion of the Proceeds as the number of New Perseus Shares which would have been issued to that Ineligible Foreign Holder (if they were eligible to receive the Scheme Consideration) represents as a portion of all New Perseus Shares which would have been issued to all Ineligible Foreign Holders (if they were eligible to receive the Scheme Consideration), in full satisfaction of Perseus's obligations to those Ineligible Foreign Holders under the Scheme in respect of the Scheme Consideration.

Exore, Perseus and the Nominee give no assurance as to the price that will be achieved from the sale of New Perseus Shares for Ineligible Foreign Holders by the Nominee. The market price of shares is subject to change from time to time. The current price of Perseus Shares on ASX can be obtained from the ASX website (www.asx.com.au). The amount of money received by an Ineligible Foreign Holder for their New Perseus Shares that are sold by the Nominee may be

more or less than the actual price that is received by the Nominee for those New Perseus Shares.

Each Ineligible Foreign Holder appoints Exore as its agent to receive on its behalf any financial services guide or other notices (including any updates of those documents) that the Nominee is required to provide to Ineligible Foreign Holders under the Corporations Act.

(c) **Small Shareholders**

Scheme Shareholders, who, based on their holding of Scheme Shares on the Scheme Record Date, would, on implementation of the Scheme, be entitled to receive less than a marketable parcel of New Perseus Shares (assessed by reference to the last traded price of Perseus Shares on ASX on the trading day prior to the Scheme Record Date), will be given the option to have those New Perseus Shares issued to the Nominee in the form of New Perseus Shares, in which case:

- (i) Perseus will procure that the Nominee, as soon as reasonably practicable (and in any event not later than 30 Business Days after the Implementation Date), sells on ASX or TSX all of the New Perseus Shares issued to the Nominee in such manner, at such a price and on such terms as the Nominee determines in good faith (and at the risk of Electing Small Shareholders), and remits to Perseus the proceeds of sale (after deducting any applicable brokerage and other selling costs, taxes and charges) (**Proceeds**); and
- (ii) Perseus will pay to each Electing Small Shareholder such fraction of the Proceeds as is equal to the number of New Perseus Shares which would have been issued to that Electing Small Shareholder divided by the total number of New Perseus Shares issued to the Nominee promptly after the last sale of the New Perseus Shares by the Nominee, in full satisfaction of Perseus's obligations to those Electing Small Shareholders under the Scheme in respect of the Scheme Consideration.

A marketable parcel of Perseus Shares is defined in the ASX Listing Rules and is generally a holding of Perseus Shares with a market value of not less than A\$500.

Exore, Perseus and the Nominee give no assurance as to the price that will be achieved from the sale of New Perseus Shares for Electing Small Shareholders by the Nominee. The market price of shares is subject to change from time to time. The current price of Perseus Shares on ASX can be obtained from the ASX website (www.asx.com.au). The amount of money received by an Electing Small Shareholder for their New Perseus Shares that are sold by the Nominee may be more or less than the actual price that is received by the Nominee for those New Perseus Shares.

To make an election, Small Shareholders should complete and return the Small Shareholder Election Form in Attachment G, in accordance with the instructions on that form.

A Small Shareholder Election Form will only be valid if it is completed in accordance with the instructions on the form and is received by the Registry by 5:00pm (WST) on Friday, 18 September 2020 (or such later date agreed by Exore and Perseus).

If:

- (iii) a valid election is not made by a Small Shareholder; or
- (iv) no election is made by a Small Shareholder,

then that Scheme Shareholder will receive New Perseus Shares as Scheme Consideration.

Each Electing Small Shareholder appoints Exore as its agent to receive on its behalf any financial services guide or other notices that the Nominee is required to provide to Electing Small Shareholders under the Corporations Act.

(d) Shareholder splitting or division

If Perseus is of the reasonable opinion that two or more Scheme Shareholders (each of whom holds a number of Scheme Shares which results in rounding or each of whom holds less than, or equal to, the number of Scheme Shares required to classify as a Small Shareholder) have, before the Scheme Record Date, been party to shareholder splitting or division in an attempt to obtain unfair advantage by reference to such rounding, Perseus may give notice to those Scheme Shareholders (in accordance with the terms of the Scheme set out in clause 6.5 of Attachment C to this Scheme Booklet) and, after such notice is given, the Scheme Shareholder specifically identified in the notice as the deemed holder of all the specified Scheme Shares will, for the purposes of other provisions of the Scheme, be taken to hold all of those Scheme Shares and each of the other Scheme Shareholders whose names and Registered Addresses are set out in the notice will, for the purposes of the other provisions of the Scheme, be taken to hold no Scheme Shares.

Perseus, in complying with the other provisions of the Scheme relating to it in respect of the Scheme Shareholder specifically identified in the notice as the deemed holder of the specified Scheme Shares, will be taken to have satisfied and discharged its obligations to other Scheme Shareholders named under the notice under the terms of this Scheme.

(e) Joint holders

In the case of Scheme Shares held in joint names:

- (i) any Scheme Consideration will be issued to the joint holders; and
- (ii) any other document required to be sent under the Scheme will be forwarded to the holder whose name appears first in the Register as at the Scheme Record Date.

4.2 Calculation of Scheme Consideration

(a) Scheme Record Date

If the Scheme becomes Effective, each Eligible Exore Shareholder will be entitled to receive the Scheme Consideration, being 0.07819 New Perseus Shares for every one (1) Scheme Share held by each Eligible Exore Shareholders on the Scheme Record Date.

The indicative Scheme Record Date is Friday, 18 September 2020.

(b) Fractional entitlements

If an Eligible Exore Shareholder would be entitled to a fraction of a New Perseus Share under the Scheme Consideration, any fractional entitlement:

- (i) of 0.5 or more will be rounded up to the nearest whole number; and
- (ii) of less than 0.5 will be rounded down to the nearest whole number.

4.3 Issuance of Scheme Consideration

If the Scheme becomes Effective, each Eligible Exore Shareholder whose name appears in the Register on the Scheme Record Date will receive New Perseus Shares on the Implementation Date.

A holding statement for the New Perseus Shares will be sent to the Eligible Exore Shareholder.

4.4 Information about New Perseus Shares

(a) **What is a New Perseus Share?**

A New Perseus Share is a fully paid ordinary share in the capital of Perseus. Perseus will make an application to the ASX for the granting of official quotation of the New Perseus Shares in accordance with the ASX Listing Rules. The TSX has conditionally approved the listing of the New Perseus Shares on the TSX.

(b) **Shares to rank equally**

The New Perseus Shares which are validly issued in accordance with the Scheme will:

- (i) rank equally with all existing Perseus Shares (if any); and
- (ii) be issued fully paid and free from any mortgage, charge, lien, encumbrance or other security interest.

5 Information about Exore

5.1 Overview of Exore

(a) Introduction

Exore is an ASX listed gold exploration company. Its ordinary shares trade under the ASX code ERX.

Exore has a substantial exploration permit holding in northern Côte d'Ivoire.

Exore's granted exploration permits and exploration permit applications (including those in which Exore has a minority interest) in the Republic of Côte d'Ivoire cover a combined area of approximately 2,000km² (**Côte d'Ivoire Gold Projects**). The majority of Exore's Côte d'Ivoire Gold Projects are positioned proximal to the convergence of two greenstone belts, which extend into northern Côte d'Ivoire from Burkina Faso and Mali respectively.

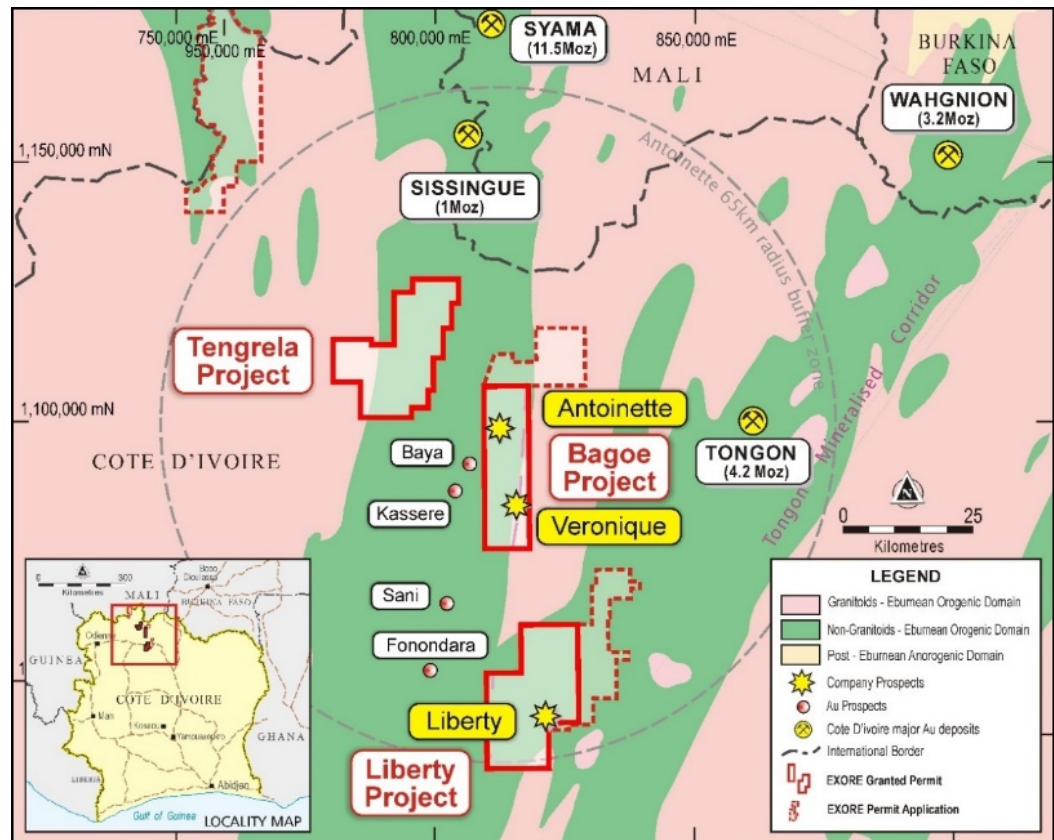
The Côte d'Ivoire Gold Projects comprise of three granted exploration permits and three exploration permit applications as set out in the below table.

<u>Project</u>	<u>Tenement details</u>	<u>Interest as at the date of this Scheme Booklet</u>
The Bagoé Project	Exploration permit PR 321	100%
	Exploration permit application 190	35% ¹
The Liberty Project	Exploration permit PR 320	100%
	Exploration permit application 317	100%
The Tengrela Project	Exploration permit PR 683	0% ²
	Exploration permit application 191	35% ¹

Notes:

- 1 Please refer to section 5.2(d) of this Scheme Booklet with respect to the joint venture arrangements to which this exploration permit applications are subject.
- 2 Please refer to section 5.2(c) of this Scheme Booklet with respect to the joint venture arrangements to which this exploration permit is subject.

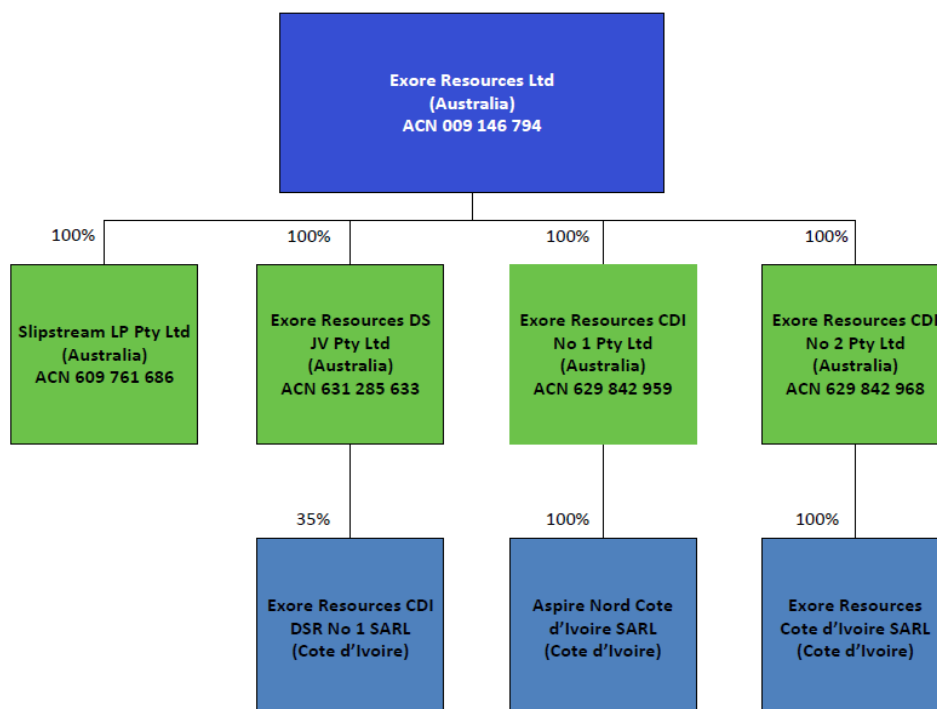
Figure 3: Location of the Exore's Côte d'Ivoire Gold Projects



(b) Corporate structure

Exore's corporate structure is summarised in the chart below:

Figure 4: Corporate structure of Exore



(c) Corporate history

Exore has been listed on the ASX since November 1986 under several names.

Exore began its focus on gold when it acquired an 80% interest in the Bagoé Project and the Liberty Project from ASX listed company Apollo Consolidated Limited (**Apollo**) in October 2018.

In connection with this acquisition, Exore's current company name was adopted on 28 September 2018. Exore commenced trading on the ASX under the code 'ERX' on 3 October 2018.

5.2 Overview of Exore's operations and main projects

(a) Bagoé Project

(i) Interest in the Bagoé Project

In August 2018, Exore and Apollo entered into a heads of agreement for Apollo to sell to Exore an 80% interest in the now Bagoé Project and Liberty Project. In October 2018, Exore satisfied the required conditions precedent and the joint venture between Exore and Apollo was established, following which, the Aspire Nord Joint Venture Agreement was entered into in May 2019. Under this joint venture, Exore acquired an 80% interest in the Bagoé Project and Liberty Project and Apollo retained a 20% interest as a 'free carried' interest until a 'Decision to Mine'. Interests held pursuant to the joint venture were held through the Republic of Côte d'Ivoire incorporated joint venture entity, Aspire Nord Côte d'Ivoire SARL.

On 3 June 2020, Exore announced that it had exercised its pre-emptive right under the Aspire Nord Joint Venture Agreement over Apollo's 20% interest in the Bagoé Project and Liberty Project in consideration for US\$4,500,000. On 7 July 2020, the contract for sale between Apollo and Exore was executed following which Exore made the payment of US\$4,500,000 to acquire the minority 20% interest on 8 July 2020. This completed the sale process between the parties. The contract for sale has been registered and stamped. As a result of this investment, Exore currently holds a 100% interest in the granted exploration permits of the Bagoé Project and Liberty Project through Aspire Nord Côte d'Ivoire SARL, as reflected in the articles of Aspire Nord Côte d'Ivoire SARL.

(ii) Tenure at the Bagoé Project

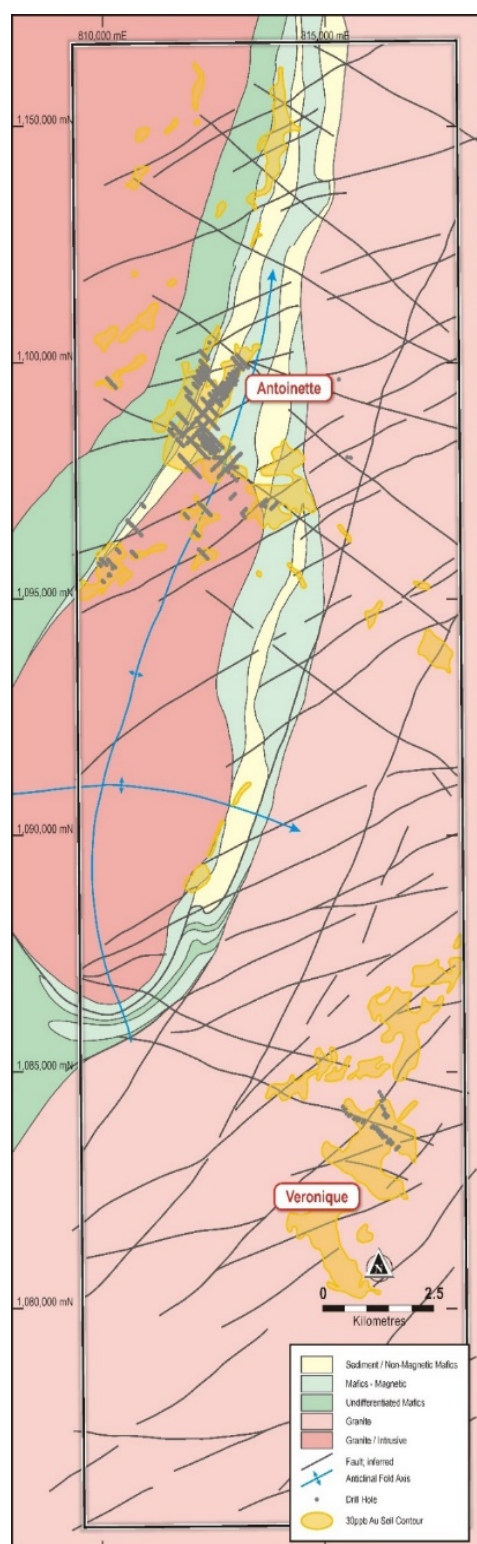
The Bagoé Project consists of granted exploration permit 321 which covers approximately 271km². This exploration permit was renewed in December 2018 for a period of 3 years to 29 October 2021.

Exore is also awaiting the outcome with respect to exploration permit application 190. See below at Section 5.2(d) of this Scheme Booklet for further information with respect to this exploration permit application.

(iii) Resources and Geology

The Bagoé Project is located on a greenstone belt and in the volcanic dominant domain. This greenstone belt comprises two principal geological domains of sediment in a basinal setting and volcanic domain.

Figure 5: Bagoé Project geology



Exore has identified mineralisation which has been delineated with drilling at two prospect areas: Antoinette and Veronique. Mineralisation styles at both prospect areas are consistent with orogenic gold deposits seen throughout West Africa.

(A) Mineralisation at Antoinette

Mineralisation at Antoinette has been defined from the Central, West and South zones.

Antoinette Central is hosted in fine-grained wacke sandstone intercalated with variably porphyritic dioritic dikes. Antoinette South is hosted entirely within granitic intrusions. Antoinette Central and Antoinette South are characterised by silicification (as 1-2mm quartz veinlets) and intense sericite-iron-carbonate alteration that imparts the mineralised rock with a distinctive green colouration.

Antoinette West occurs within a differentiated basaltic sequence (including megacrystic facies) intruded by dioritic dikes. Mineralisation at Antoinette West is more difficult to identify; it occurs as fine-grained disseminated pyrrhotite associated with epidote-amphibole alteration and a subtle shear fabric best observed in partially weathered rock.

(B) Mineralisation at Veronique

The Veronique deposit is hosted entirely within granite.

Veronique differs from Antoinette as mineralisation is dominated by a meter scale stylitic quartz vein carrying visible gold and pyrite. The vein is surrounded by a zone of sheared and altered sericite iron-carbonate altered granite carrying some stringer veins.

On 4 May 2020, Exore announced a maiden Mineral Resource estimate for the Bagoé Project which included gold mineralisation delineated at Antoinette and Veronique. The Mineral Resource estimate for the Bagoé Project is 530,000 ounces at 2.5g/t gold reported at a 1.0g/t lower cut-off or 600,000 ounces at 1.9g/t gold reported at a 0.5g/t lower cut-off.

Bagoé Project Mineral Resource Estimate by Deposit

** Figures may not add up due to appropriate rounding*

Lower Cut-Off	Deposit	Indicated			Inferred			Total		
		Tonnes (kt)	Grade (g/t)	Ounces	Tonnes (kt)	Grade (g/t)	Ounces	Tonnes (kt)	Grade (g/t)	Ounces
0.5g/t	Antoinette	950	3.0	90,000	7,450	1.6	390,000	8,400	1.8	485,000
	Veronique	-	-	-	1,350	2.8	120,000	1,350	2.8	120,000
	Total	950	3.0	90,000	8,800	1.8	510,000	9,750	1.9	600,000
1.0g/t	Antoinette	750	3.5	90,000	4,800	2.1	330,000	5,550	2.3	415,000
	Veronique	-	-	-	1,050	3.2	110,000	1,050	3.2	110,000
	Total	750	3.5	90,000	5,850	2.3	440,000	6,650	2.5	530,000

At Antoinette, Exore has undertaken drilling on a nominal 50 metres by 20 metres grid spacing.

Drill hole section spacing at Veronique is approximately 50 metres with drill hole spacing on each section nominally 30 metres. A total of 813 drill holes (54,136 metres) were included in the Antoinette Mineral Resource estimate comprising 609 aircore holes (27,522 metres) and 199 reverse circulation holes (25,584 metres). A total of 5 diamond holes (1,030 metres) were also used for the available density determination data. At Veronique a total of 66 drill holes (4,927 metres) were included in the Mineral Resource estimate, comprising 35 aircore (2,018 metres), 28 reverse circulation (2,745 metres) and one diamond drill hole (164 metres). Preliminary metallurgical test work has been undertaken on oxide and transitional material at Antoinette Central and Antoinette South which returned gold extraction rates of 93.7% to 97.1% through cyanide leaching.

Metallurgical test work has been carried out on primary mineralisation at Antoinette West which returned gold extractions of 90.7% to 97.6% with an average of 94.7%. Cyanide leach tests have been carried out on a composite sample of primary mineralisation at Veronique which returned 89.5% gold extraction over 48 hours. Further metallurgical test work is required on primary mineralisation at Antoinette Central and South which has more complex mineralogy with poor cyanide leach recoveries. This mineralisation makes up approximately 55% of the Bagoé Project Mineral Resource estimate. Diagnostic leaching of cyanide leach residue indicates that a large proportion of the residual gold is associated with labile sulphides (most likely arsenopyrite) in the Antoinette Central primary mineralisation. Ultrafine grinding tests followed by cyanide leach testing on primary mineralisation at Antoinette Central resulted in only a minor improvement in gold extraction.

(b) Liberty Project

(i) Interest in the Liberty Project

As noted above, in August 2018, Exore and Apollo entered into a heads of agreement for Apollo to sell to Exore an 80% interest in the now Bagoé Project and Liberty Project. In October 2018, Exore satisfied the required conditions precedent and the joint venture between Exore and Apollo was established, following which, the Aspire Nord Joint Venture Agreement was entered into in May 2019. Under this joint venture, Exore acquired an 80% interest in the Bagoé Project and Liberty Project. All interests held pursuant to the joint venture were held through the Republic of Côte d'Ivoire incorporated joint venture entity, Aspire Nord Côte d'Ivoire SARL.

On 3 June 2020, Exore announced that it had exercised its pre-emptive right over Apollo's 20% interest in the Bagoé Project and Liberty Project in consideration for US\$4,500,000. On 7 July 2020, the contract for sale between Apollo and Exore was executed following which Exore made the payment of US\$4,500,000 to acquire the minority 20% interest on 8 July 2020. This completed the sale process between the parties. The contract for sale has been registered and stamped. As a result of this investment, Exore currently holds a 100% interest in the granted exploration permits of the Bagoé and Liberty Projects through Aspire Nord Côte d'Ivoire SARL, as reflected in the articles of Aspire Nord Côte d'Ivoire SARL.

(ii) Tenure at the Liberty Project

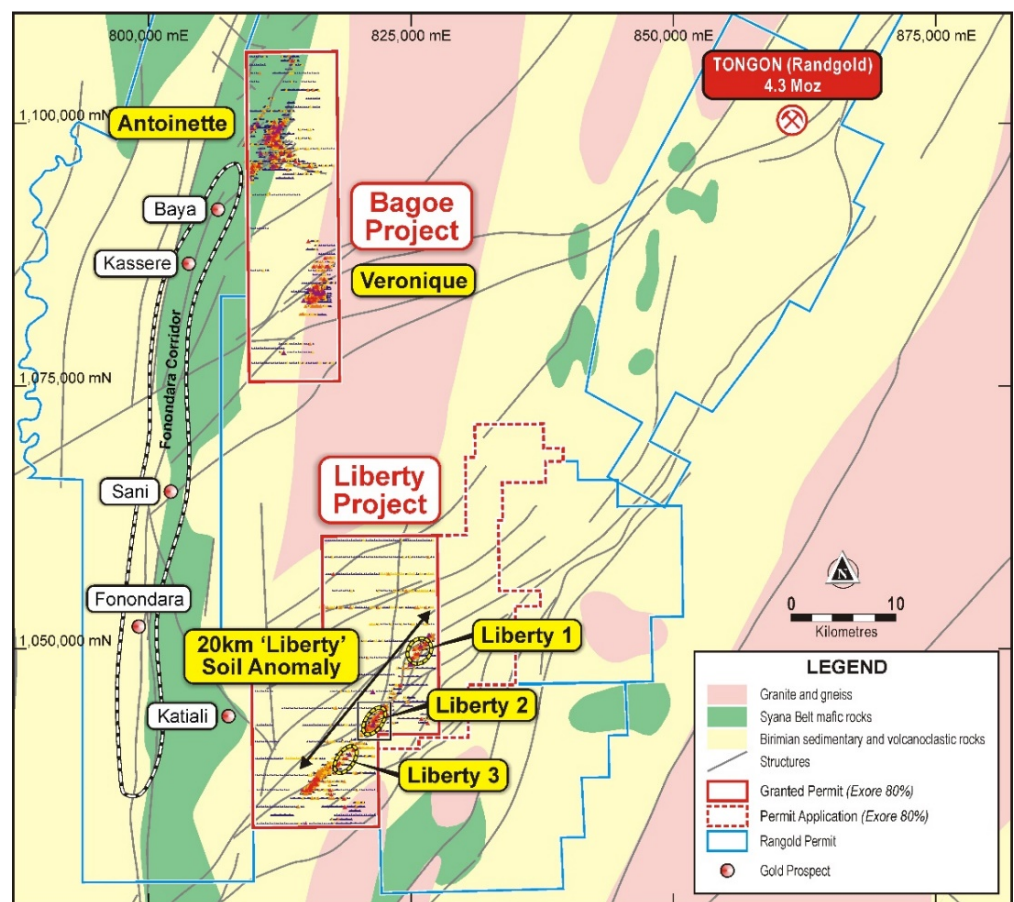
The Liberty Project comprises granted exploration permit 320 and covers an area of approximately 379km². This exploration permit was renewed in December 2018 for a period of 3 years to 29 October 2021.

Exore is also awaiting the outcome with respect to its exploration permit application 317.

(iii) Resources and geology

The Liberty Project is located on the Senufo greenstone belt. It consists of an approximately northeast trending sequence of Paleoproterozoic supracrustal rocks dominated by variably deformed volcano-sedimentary and fine-grained metasedimentary rocks intruded by various plutonic rocks.

Figure 6: Location of the Exore's Liberty Project



Due to very limited outcrop the local geology of the permit is poorly constrained. However a high-resolution airborne survey undertaken by Exore has improved the geological understanding across the project area, particularly with respect to presence of a major north-east striking 20 kilometre long structure, termed the Liberty shear zone, that is host to strongly foliated mafic schist and fine-grained sediments.

Aircore drilling undertaken by Exore at the Liberty 2 prospect (which is positioned within the central part of the Liberty shear zone), returned shallow gold mineralisation extending over 1.6 kilometres of strike. Following this aircore

drilling, Exore undertook a first pass reverse circulation drilling program with section spacing varied between 100-200 metres which confirmed bedrock gold mineralisation along the 1.6 kilometres of north-east trending strike. Gold mineralisation is associated with strongly deformed sedimentary and mafic rocks, which dip in a south-east direction and strike north-east to south-west, hosting mineralised quartz veins, which are thought to be vertical or sub-vertical dipping towards the south-east.

No Mineral Resource estimates have been defined within the Liberty Project.

(c) **Tengrela Project**

(i) Interest in the Tengrela Project

Exore's interest in the Tengrela Project is pursuant to the Earn-In Agreement between its wholly owned subsidiary, Exore Resources CDI No 2 Pty Ltd and SMEX, an entity incorporated in the Republic of Côte d'Ivoire. Under the Earn-In Agreement, Exore may progressively earn an 80% interest in the project by sole funding US\$1,000,000 of expenditure over three years to September 2022. Particularly, Exore is required to sole fund an exploration expenditure commitment of US\$200,000 in the first 12 months at which time Exore becomes entitled to a 51% interest. Upon earning this initial 51% interest, Exore:

- (A) is to be the sole manager and have sole decision making rights with respect to the joint venture entity and exploration permits; and
- (B) may increase its interest to: 60% by funding a further US\$300,000 of expenditure in the second year; and 80% by funding an additional US\$500,000 in the third year.

Under this arrangement, SMEX's remaining 20% interest in the joint venture will be free carried by Exore until completion of a definitive feasibility study at which time, Exore also has the right to acquire a further 10% interest for US\$1,500,000.

(ii) Tenure at the Tengrela Project

The Tengrela Project comprises granted exploration permit 683 and covers approximately 380km². This exploration permit was granted on 3 November 2017 for an initial four-year period to 3 November 2021 and is held in the name of SMEX.

Pursuant to the Earn-In Agreement, upon earning a 51% interest, Exore has the option to hold its interest through SMEX or through a newly incorporated Ivorian entity.

Exore is also awaiting the outcome with respect to exploration permit application 191. See below at Section 5.2(d) of this Scheme Booklet for further information with respect to this exploration permit application.

(iii) Resources and geology

Exore has undertaken limited exploration work at the Tengrela Project. It has completed a high-resolution aeromagnetic survey and some initial surface geochemical sampling.

(d) **Additional tenure**

In January 2019, Exore entered into a joint venture under the DS Resources Term Sheet with DS Resources. As part of this joint venture, exploration permit application 190 and exploration permit application 191 are held by joint venture entity, Exore Resources CDI DSR No 1 SARL (an entity incorporated in the Republic of Côte d'Ivoire) in which Exore holds a 35% interest. Exore has a right to increase its joint venture interest to:

- (i) 51% by sole funding US\$450,000 of expenditure on each exploration permit area in the first two years following granting of each exploration permit;
- (ii) 60% by sole funding a further US\$750,000 of expenditure in the following two years with respect to each exploration permit; and
- (iii) 75% by sole funding completion of a pre-feasibility study.

Where Exore then solely funds completion of a definitive feasibility study, Exore's interest would increase to 80%.

Exore is awaiting the outcome of exploration permit applications 190 and 191.

5.3 Historical financial information

This section sets out summary financial information in relation to Exore for the purpose of this Scheme Booklet. This financial information is in an abbreviated form which does not contain all the disclosure, presentation, statements or comparatives that are usually provided in financial reports prepared in accordance with the Corporations Act. The financial information should be read in conjunction with the full financial statements for Exore for the respective periods, including the description of accounting policies contained in those financial statements and the notes to those financial statements. Where appropriate, adjustments have been made to headings and classification of historical data to provide a consistent basis of presentation.

Exore Shareholders may view complete copies of the financial statements of Exore for the six months ended 31 December 2019 and the years ended 30 June 2019 and 30 June 2018 on the ASX's website www.asx.com.au under ASX code 'ERX' or on Exore's website at www.exoreresources.com.au.

The historical financial information set out in this section 5.3 as at and for the years ended 30 June 2019 and 30 June 2018 has been derived from Exore's audited financial statement for those financial years. Ernst & Young audited these financial statements and provided unqualified audit opinions on the same.

The historical financial information as at and for the six months ended 31 December 2019 has been derived from Exore's reviewed financial statements for that period. BDO Audit (WA) Pty Ltd reviewed this financial statement and provided an unqualified review opinion on the same.

The Exore historical financial information has been prepared in accordance with the Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board which are consistent with IFRS.

Exore's focus transitioned from European lithium projects in the 2018 financial year (when it was named Novo Litio Limited) to West African gold projects in the 2019 financial year (when its name was changed to Exore Resources Limited). In the 2018 financial year,

Exore's main focus was its Portuguese lithium projects (being exploration licenses and license applications over area in Portugal), including the Sepeda Lithium Project licence that is the subject of an ownership dispute which prevented the company from progressing the project for the entire 2018 financial year. See Section 5.9 for further information. In the 2019 financial year, Exore's main focus became the gold exploration projects in the Republic of Côte d'Ivoire described in section 5.2, which it acquired from Apollo in November 2018. The historical financial information for the financial year ended 30 June 2018 contained in this Scheme Booklet must be considered in the context of the changes to the business since that period. For more information on the financial information for, and changes over, these periods, please consult the full financial statements for the respective periods, including the notes to those financial statements.

(a) **Exore's consolidated statement of financial position**

Set out below is Exore's historical consolidated statement of financial position for the half year ended 31 December 2019 and the years ended 30 June 2019 and 30 June 2018.

	31 December 2019 A\$ Reviewed	30 June 2019 A\$ Audited & Restated ¹	30 June 2018 A\$ Audited
ASSETS			
Current Assets			
Cash and cash equivalents	14,437,100	9,821,010	1,355,569
Cash on long-term deposits	-	-	14,350,000
Trade and other receivables	125,450	116,295	95,675
Financial assets	-	-	26,088
Other current assets	155,238	66,622	10,444
Total Current Assets	14,717,788	10,003,927	15,837,776
Non-current Assets			
Other financial assets	-	-	272,003
Plant and equipment	181,654	133,247	70,552
Exploration and evaluation expenditure	4,924,591	4,812,500	-
Total Non-current Assets	5,106,245	4,945,747	342,555
TOTAL ASSETS	19,824,033	14,949,674	16,180,331
LIABILITIES			
Current Liabilities			
Trade and other payables	511,682	1,555,210	244,531
Provisions	28,437	73,177	48,860
Total Current Liabilities	540,119	1,628,387	293,391
Non-Current Liabilities			
Provisions	3,808	2,557	10,876
Total Non-Current Liabilities	3,808	2,557	10,876
TOTAL LIABILITIES	543,927	1,630,944	304,267
NET ASSETS	19,280,106	13,318,730	15,876,064
EQUITY			
Issued share capital	68,057,193	58,555,693	54,912,493
Milestone shares	780,000	780,000	780,000
Other reserves	3,418,634	3,263,932	2,923,219
Accumulated losses	(53,938,221)	(50,243,395)	(42,739,648)
Parent Equity	18,317,606	12,356,230	15,876,064
Non-Controlling Interest	962,500	962,500	-
TOTAL EQUITY	19,280,106	13,318,730	15,876,064

Notes:

- 1 Whilst preparing the 31 December 2019 half-year financial statements, Exore's management team identified that there had been an understatement of the Exploration and Evaluation expenditure capitalised to the statement of financial position.

As this error occurred in the 2018/2019 financial year Exore's consolidated statement of financial position for the financial year ended 30 June 2019 has been restated (see Exore's Financial Report for the half-year ended 31 December 2019 lodged with the ASX on 13 March 2020 for further details).

(b) **Historical consolidated statement of comprehensive income**

Set out below is Exore's historical consolidated statement of comprehensive income for the half year ended 31 December 2019 and the years ended 30 June 2019 and 30 June 2018.

	31 December 2019 A\$ Reviewed	30 June 2019 A\$ Audited & Restated	30 June 2018 A\$ Audited
Revenue and other income	96,920	358,376	2,291,891
Employee benefits expenses	(361,917)	(444,750)	(343,635)
Share-based payment	(165,565)	(471,039)	(5,488)
Depreciation expense	(28,574)	(26,435)	(82,670)
Impairment of fixed assets	-	-	(14,303)
Impairment of exploration assets	-	-	(23,396)
Allowance for doubtful debts	-	-	(4,890)
Loss – sale of property, plant & equipment	-	-	(4,378)
Exploration and evaluation expenditure	(2,782,406)	(5,767,319)	(1,814,162)
Legal and audit expenses	(27,269)	(147,280)	(380,562)
Consulting fees	(40,305)	(246,331)	(230,246)
Other expenses	(385,710)	(758,969)	(544,976)
Loss before income tax benefit	(3,694,826)	(7,503,747)	(1,156,815)
Income tax benefit	-	-	588,654
Loss for the period	(3,694,826)	(7,503,747)	(568,161)
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Foreign currency translation	(10,863)	(126,993)	34,821
Net fair value loss on financial assets at fair value through other comprehensive income	-	(3,333)	3,333
Total comprehensive loss for the period	(3,705,689)	(7,634,073)	(530,007)
Loss for the period is attributable to:			
Owners of Exore Resources Limited	(3,694,826)	(7,503,747)	(568,161)
	(3,694,826)	(7,503,747)	(568,161)
Total comprehensive loss for period is attributable to:			
Owners of Exore Resources Limited	(3,705,689)	(7,634,073)	(530,007)
	(3,705,689)	(7,634,073)	(530,007)
Loss per share (cents per share)	¢	¢	¢
Basic and diluted loss per share for the period	(0.726)	(1.85)	(0.153)

(c) **Historical consolidated statement of cash flows**

Set out below is a summary of Exore's historical consolidated statement of cash flows for the half year ended 31 December 2019 and the years ended 30 June 2019 and 30 June 2018.

	31 December 2019 A\$ Reviewed	30 June 2019 A\$ Audited & Restated	30 June 2018 A\$ Audited
Cash flows from operating activities			
Payments to suppliers and employees	(992,612)	(1,618,165)	(1,505,147)
Payments for exploration and evaluation expenditure	(3,792,201)	(4,663,471)	(2,348,561)
Tax paid	-	-	(30,096)
Interest received	81,401	343,869	346,173
Other receipts	7,254	20,841	279,286
Net cash flows used in operating activities	(4,696,158)	(5,916,926)	(3,258,345)
Cash flows from investing activities			
Net proceeds from the sale of investments	-	23,862	4,767,415
Payment for subsidiary (net of cash)	-	(236,724)	-
Payment for tenements	(112,091)	-	-
Receipt of security bonds	12,308	269,746	9,796
Payment of security bonds	-	-	(258,402)
Receipts from sales of property, plant & equipment	1,200	77,888	109,647
Payment for property, plant & equipment	(81,155)	(145,605)	(15,003)
(Payment for)/ redemption of term deposits	-	14,350,000	(1,500,000)
Net cash flows from / (used in) investing activities	(179,738)	14,339,167	3,113,453
Cash flows from financing activities			
Proceeds from issue of capital	10,001,500	43,200	85,313
Transaction costs related to issue of capital	(500,000)	-	-
Payment of finance lease liabilities	-	-	(183,884)
Net cash flows from/(used in) financing activities	9,501,500	43,200	(98,571)
Net increase / (decrease) in cash and cash equivalents	4,625,604	8,465,441	(243,463)
Unrealised foreign exchange (gain) / loss	(9,514)	-	50,800
Cash and cash equivalents at beginning of period	9,821,010	1,355,569	1,548,232
Cash and cash equivalents at end of period	14,437,100	9,821,010	1,355,569

(d) **Material changes to the financial position of Exore since 31 December 2019**

The Exore Financial Report for the half year ended 31 December 2019 was released to ASX on 13 March 2020. To the knowledge of the Exore Directors, the financial position of Exore has not materially changed since 31 December 2019, as reported in Exore's Interim Financial Report for that period, other than:

- (i) the decrease in Exore's cash balance which, as at 10 July 2020, was approximately A\$4,870,000 based on Exore's unaudited management accounts. This change was primarily due to:
 - (A) Exore has invested US\$4,500,000 in providing the consideration to Apollo on 8 July 2020 to acquire the remaining 20% interest in the Bagoé Project and Liberty Project. As a result of this investment, Exore currently holds 100% interest in the granted exploration permits of the Bagoé Project and Liberty Project. See section 5.2 of this Scheme Booklet for further information; and
 - (B) Exore continuing its exploration and development program and having made the associated expenditures while it remains in an exploration stage where it is not yet generating operating profit;
- (ii) the leasing of new premises for Exore's offices in Perth;
- (iii) as disclosed in this Scheme Booklet or as otherwise disclosed to the ASX by Exore; and
- (iv) in accordance with generally known market conditions.

An electronic copy of Exore's Financial Report for the half year ended 31 December 2019 is available on the ASX's website www.asx.com.au under ASX code 'ERX' or on Exore's website at www.exoreresources.com.au.

(e) **Forecast financial information**

Exore has given careful consideration as to whether a reasonable basis exists to produce reliable and meaningful forecast financial information. Exore has concluded that, as at the date of this Scheme Booklet, it would be misleading to provide forecast financial information, as a reasonable basis does not exist for providing financial forecasts that would be sufficiently meaningful and reliable as required by applicable law, policy and market practice.

5.4 Directors and senior management

As at the date of this Scheme Booklet, the Exore Board is comprised of the following directors:

Name	Current position
John Fitzgerald	Non-executive Chairman
Justin Tremain	Managing Director
Travis Schwertfeger	Non-executive Director

Trevor O'Connor is the Company's Chief Financial Officer and Company Secretary.

(a) **Mr John Fitzgerald – Non-executive Director**

Mr Fitzgerald is an experienced company director and resource financier. He has worked with the resources sector for 30 years providing corporate advisory, project finance and commodity risk management services to a large number of companies in that sector. Mr Fitzgerald is Lead Independent Director of Northern Star Resources Ltd and Non-executive Director of Danakali Ltd. He has previously held positions as Chairman of Integra Mining Ltd, Atherton Resources Ltd and Carbine Resources Ltd as well as senior executive roles with a number of investment banks with a focus on the provision of services to the mining sector. Mr Fitzgerald is a Chartered Accountant, a Fellow of Financial Services Institute of Australasia and a graduate member of the Australian Institute of Company Directors.

(b) **Mr Justin Tremain – Managing Director**

Mr Tremain is an experienced Company Director with extensive experience across the mineral resources sector. Prior to joining Exore as its Managing Director in February 2018, he founded Renaissance Minerals Ltd (**Renaissance**) in June 2010 and served as its Managing Director until its takeover by Emerald Resources NL in November 2016. During that time, Mr Tremain oversaw Renaissance's growth as first mover into the frontier jurisdiction of Cambodia and successfully defined a highly economic +1 million ounce JORC gold resource and completion of a feasibility study. Mr Tremain held the position of Executive Director at Emerald Resources NL until his current role with Exore. Prior to founding Renaissance Minerals Ltd, he had over 10 years' investment banking experience in the natural resources sector.

(c) **Mr Travis Schwertfeger – Non-executive Director**

Mr Schwertfeger has over 20 years' experience as a geologist with global industry experience primarily in gold and copper projects across Africa, South America, Australia and North America. He has previously held several technical roles in exploration and production for over 7 years with Newmont Mining Corporation where he spent several years working throughout West Africa including the Republic of Côte d'Ivoire. Mr Schwertfeger has prior experience as a Director of ASX listed mineral resource companies through previous Managing Director and Non-Executive Director roles, and is currently a Non-Executive Director with Alicanto Minerals Ltd.

5.5 Exore's issued securities

The capital structure of Exore as at the date of this Scheme Booklet is as follows:

Exore securities	Total number on issue
Exore Shares	
Exore Shares	589,356,105
Exore Options	
Unlisted Exore Options expiring 1 February 2023 and exercisable at A\$0.001	7,000,000
Unlisted Exore Options expiring 8 October 2022 and exercisable at A\$0.001	9,066,667
Unlisted Exore Options expiring 26 July 2023 and exercisable at A\$0.001	4,550,000
Unlisted Exore Options expiring 26 November 2021 and exercisable at A\$0.13	5,000,000

If all of the Exore Options the subject of the Option Exercise, Transfer or Cancellation Deeds were exercised, Exore would be required to issue a total of 20,616,667 Exore Shares before the Scheme Record Date. The number of Exore Shares on issue will, accordingly, increase from 589,356,105 (being the number on issue as at the date of this Scheme Booklet) to, depending on the number of Exore Options that are exercised, up to 609,972,772 (being the number on issue on the Implementation Date).

Exore does not anticipate that it will be required to issue any Exore Shares before the Implementation Date, other than on the exercise of Exore Options in connection with the Scheme (as described in section 3.8 of this Scheme Booklet and immediately above).

See section 3.8 of this Scheme Booklet for further information on the treatment of Exore Options in connection with the Scheme.

Exore has also made a contractual undertaking to issue 30,000,000 fully paid ordinary shares to the shareholders of Asgard Metals Pty Ltd and Slipstream Resources Investments Pty Ltd (on a 49:51 basis) upon establishment, on or before 12 February 2021, of an JORC compliant Inferred Mineral Resource of 15Mt at 1.2% Li₂O on the Lynas Find Project tenements previously owned by Exore and now owned by Pilbara Minerals Limited. For further information refer to Exore's Appendix 3G (Notification of issue, conversion or payment up of equity securities) dated 14 May 2020.

5.6 Substantial shareholders

The substantial shareholders of Exore Shares as at the Last Practicable Trading Date are:

Name	Number of Exore Shares	Percentage of issued capital ³
Bank of Nova Scotia and its associate 1832 Asset Management L.P.	45,317,388	7.75%

The shareholdings listed in this section are as disclosed to Exore by shareholders in substantial holding notices or as otherwise notified by the Registry. Information regarding substantial holdings that arise, change or cease after the date of the substantial holding notices disclosed to Exore, or in respect of which the relevant announcement is not available on the ASX's website (www.asx.com.au) is not included above.

5.7 Risks relating to Exore's business

There are existing risks relating to Exore's business and an investment in Exore which will continue to be relevant to Exore Shareholders if the Scheme does not become Effective.

A summary of the risks relating to the Exore, Exore's business and an investment in Exore are discussed in section 8.5 of this Scheme Booklet.

5.8 Recent Exore Share price performance

The latest recorded sale price of Exore Shares on ASX on 28 July 2020, the Last Practicable Trading Date, was A\$0.11.

The last recorded sale price of Exore Shares on ASX on 2 June 2020 was A\$0.062, being the Business Day before the execution of the Scheme Implementation Deed was announced on ASX.

During the three month period immediately preceding the Last Practicable Trading Date, the highest and lowest recorded sale prices of Exore Shares on ASX were, respectively, A\$0.12 on 28 July 2020 and A\$0.046 on 29 April 2020.

The current price of Exore Shares on ASX can be obtained from the ASX website (www.asx.com.au).

5.9 Litigation

Exore may pursue an action if it considers it warranted and necessary to do so in the Portuguese court system with respect to its dispute with Lusorecursos LDA in connection with the Sepeda Lithium Project. If Exore does pursue an action, there is no guarantee it will be successful. Refer to the 2019 Annual Report for further information with respect to this dispute. Otherwise, Exore is not involved in any other material legal disputes and is not a party to any material litigation as at the date of this Scheme Booklet.

5.10 Exore Directors' intentions for the business

The Corporations Act requires a statement by the Exore Directors of their intentions regarding the Exore business. If the Scheme is implemented, the existing Exore Directors will resign and the Exore Board will be reconstituted with directors nominated by Perseus.

³ Percentage of issued share capital based on number of Exore Shares on issue on 28 July 2020 (being the Last Practicable Trading Date).

Accordingly, it is not possible for the Exore Directors to provide a statement of their intentions after the Scheme is implemented regarding:

- the continuation of the business of Exore or how Exore's existing business will be conducted;
- major changes, if any, to be made to the business of Exore; or
- any future employment of the present employees of Exore.

The current intentions of Perseus with respect to these matters is set out in section 7.5.

If the Scheme is not implemented, the current intention of the Exore Board is described in section 8.5.

5.11 Periodic and continuous disclosure

Exore is a disclosing entity for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Specifically, as a company listed on ASX, Exore is subject to the ASX Listing Rules, which require (subject to some exceptions) continuous disclosure of any information Exore has that a reasonable person would expect to have a material effect on the price or value of Exore Shares.

A list of announcements made in relation to Exore to the ASX from the time that Perseus announced that it and Exore had entered into the Scheme Implementation Deed on 3 June 2020 to the Last Practicable Trading Date is below:

Date of announcement	Subject of announcement
28 July 2020	Bagoé Drilling Results
17 July 2020	Quarterly Activities and Cashflow Report – 30 June 2020
8 July 2020	AOP: Funds Received on Sale of Interests in Cote d'Ivoire
8 July 2020	Acquisition of Remaining Joint Venture Interest
29 June 2020	Ceasing to be a substantial holder
3 June 2020	Joint Perseus and Exore presentation
3 June 2020	Perseus Mining to acquire 100% of Exore Resources
3 June 2020	Joint Perseus and Exore presentation
3 June 2020	PRU: Perseus to acquire Exore Resources

Pursuant to the Corporations Act and the ASX Listing Rules, Exore is also required to prepare and lodge with ASIC and ASX both annual and half-yearly financial statements accompanied by a statement and report from the Exore Directors and an audit or review report respectively.

ASX maintains files containing publicly disclosed information about all companies listed on ASX. Information disclosed to ASX by Exore is available on ASX's website at

<https://www.asx.com.au/>. Copies of the documents lodged with ASIC in relation to Exore may be obtained from, or inspected at, an ASIC office.

Exore Shareholders may obtain a copy of:

- (a) Exore's 2019 Annual Report; and
- (b) Exore's Financial Report for the half year ended 31 December 2019 (being the most recent financial reports lodged with ASX before registration of this Scheme Booklet with ASIC),

free of charge, from ASX's website (www.asx.com.au), Exore's website (www.exoreresources.com.au) or by contacting Exore on +61 8 6117 0446 between 9:00am and 5:00pm (WST) Monday to Friday.

6 Information about Perseus

This section of the Scheme Booklet contains information in relation to Perseus as at the Last Practicable Trading Date. Additional information is included in the Independent Expert Report attached as Attachment E.

This section of the Scheme Booklet has been prepared by Perseus. The information concerning Perseus and the intentions, views and opinions contained in this section are the responsibility of Perseus.

6.1 Overview of Perseus

Perseus is an Australian public company incorporated in 2003 and has been listed on the ASX since 20 September 2004. Perseus's ordinary shares trade under the ASX code PRU.

Perseus is also listed on the TSX under the code PRU.

As at the Last Practicable Trading Date, Perseus had a market capitalisation of approximately A\$1,824 million.

Perseus is a multi-mine West African gold producer, developer and explorer with two operating gold mines, one in the Republic of Ghana and the other in the Republic of Côte d'Ivoire, with a third project in development, also in the Republic of Côte d'Ivoire. Perseus's corporate office is in Perth Australia, with country offices in the Republic of Ghana and the Republic of Côte d'Ivoire.

The Perseus Group gold production for the 2019 financial year totalled 271,824 ounces at an All-in Site Cost (**AISC**) of US\$960 per ounce. Production for the 2020 financial year totalled 257,639 ounces at an AISC of US\$972 per ounce.

Guidance for the Perseus Group for the half-year ending 31 December 2020 is gold production of between 125,500 and 139,000 ounces at an AISC of US\$940 to US\$1,025 per ounce. However, given the potential for changes to Perseus's operating environment due to the continuing spread of COVID-19 in West Africa, it is challenging to forecast future gold production or costs with full confidence and as such this guidance comes with the caveat that this is subject to Perseus's operations remaining largely unaffected by the COVID-19 crisis.⁴

Perseus's global Ore Reserve estimates total 3.5 million ounces of gold and Mineral Resource estimates of 7.3 million ounces of gold. Perseus is currently on track to produce ~500,000 ounces of gold per year based on existing Ore Reserve estimates, once the Yaouré gold project comes into production.

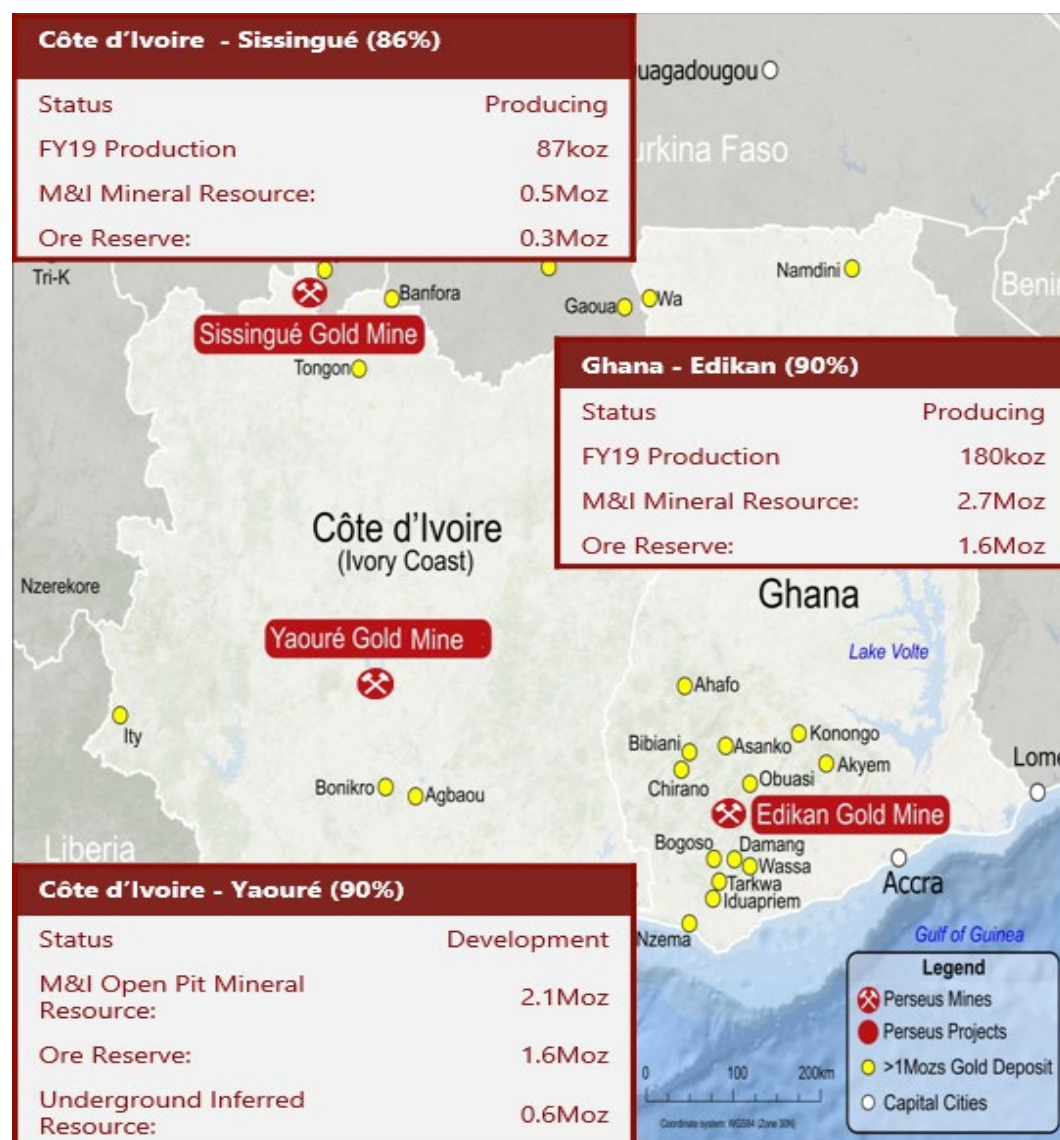
Perseus's corporate objective is to sustain gold production of approximately 500,000 ounces per year at a cash margin of not less than US\$400 per ounce, from 2022.

Exploration activities are focused on extending the Ore Reserve base around Perseus's existing operations and discovery of new development opportunities, mainly in West Africa.

⁴ For further information, see Perseus's ASX announcements dated 21 July 2020 entitled 'June Quarterly Activities Report' and 'Correction to June Quarterly Activities Report'.

The figure below illustrates the location of Perseus's key projects.

Figure 7: Location of Perseus's key projects.



Notes:

- Ore Reserve and Mineral Resource estimate figures stated on 100% basis, as at 30 June 2019.
- Edikan gold mine Ore Reserves and Mineral Resource estimates on 100% basis, as at 31 December 2019.
- Yaouré gold project Underground Inferred Resource figures stated on 100% basis, as at 5 November 2018.
- Refer to section 6.3 for further information.

6.2 Overview of projects

(a) Edikan gold mine

The Edikan gold mine in the Republic of Ghana was Perseus's first mine to be developed with commercial production commencing 1 January 2012. Since then the Edikan gold mine has produced over 1.6 million ounces of gold.

The Edikan gold mine comprises a group of gold deposits located in the Ashanti gold belt 107km south-west by road from the Republic of Ghana's second largest city, Kumasi. The Edikan gold mine is located on the Ayanfuri and Nanankaw mining leases spanning the border between the Central and Western Provinces of the Republic of Ghana, covering a total area of approximately 94km².

Perseus owns a 90% interest in Perseus Mining (Ghana) Limited (**PMGL**), owner of the Edikan gold mine, with the remaining 10% owned by the Ghanaian government.

The Proved and Probable Ore Reserves totalled 45.7 million tonnes of ore, grading 1.10 g/t gold containing 1.61 million ounces of gold inclusive of about 2.7 million ounces of Measured and Indicated Resources, as at 31 December 2019.

Perseus implemented a revised life of mine strategy for the Edikan gold mine from 1 January 2019, reducing the total rate of material movement thereby reducing staffing numbers, reducing mining contractor costs and increasing operational efficiencies. The latest life of mine plan (**LOMP**) reduces AISC to less than US\$900/oz. LOMP gold production totals 1.31 million ounces over the remaining 6 year mine life, commencing 1 July 2020, however there is potential to extend the current mine through exploration.

Exploration is focused on prospects within trucking distance of the processing plant, including the Agyakusu prospect.

(b) Sissingué gold mine

The Sissingué gold mine was the second gold mine developed by Perseus as part of Perseus's plan to become a multi-mine, multi-jurisdiction West African gold producer.

First gold was poured on 26 January 2018, after a successful ahead of time and on budget development. Commercial production was declared on 1 April 2018.

The Sissingué gold mine is located 787km north of Abidjan on the border with the Republic of Mali, 230km north-west of the regional capital Korhogo and 24km from the local commercial town of Tengrela. The Sissingué Exploitation Permit, PE39, covers an area of 446km².

Perseus owns an 86% interest in Perseus Mining Côte d'Ivoire SA, owner of the Sissingué gold mine, with the other shareholders being 4% Société Minière de Côte d'Ivoire SARL and 10% free carried interest by the government of the Republic of Côte d'Ivoire.

The Proved and Probable Ore Reserves totalled 4.6 million tonnes of ore, grading 2.2 g/t gold containing 321,000 ounces of gold inclusive of 477,000 gold ounces of Measured and Indicated Resources, as at 30 June 2019.

The latest Sissingué gold mine LOMP was published in October 2018 and covered the period from June 2018 to the end of the mine life. Over the mine life, gold production averages approximately 78,000 ounces of gold per annum at an average AISC of US\$756 per ounce. Exploration is on-going to add to the current Ore Reserve estimate base.

Exploration is currently focused on prospects within trucking distance of the processing plant, including the Fimbiasso deposit.

(c) **Yaouré gold project**

The Yaouré gold project was acquired in April 2016 when Perseus entered into a business combination with Amara Mining plc.

The Yaouré gold project is located in central Republic of Côte d'Ivoire, 40km northwest of Yamoussoukro, the political capital, and 260km northwest of Abidjan. Two exploration permits are held in the region, covering 313km² plus the Yaouré Exploitation Permit PE50 which covers a 50km² area.

Perseus owns a 90% interest in Perseus Mining Yaouré S.A., holder of the Yaouré Exploitation Permit, with the other shareholder being the government of the Republic of Côte d'Ivoire with a 10% free carried interest.

Perseus completed a definitive feasibility study (**DFS**) in October 2017 demonstrating that the Yaouré gold project has strong economics with an internal rate of return of 27% and 32 month payback at a gold price of US\$1,250 per ounce. The DFS was based on a 8.5 year mine life project with a nominal 3.3 million tonnes per annum plant with average annual gold production of 215,000 gold ounces at an AISC of US\$734 per ounce for the first 5 years.

Since the DFS, Perseus has completed a Front End Engineering Design (**FEED**) study, and contracted Lycopodium (the same engineering company who designed and supplied the Sissingué plant) to design and supply the Yaouré plant.

Full scale construction commenced in September 2019 quarter with a US\$265 million capital budget. As at 30 June 2020, US\$204 million had been committed, with US\$166 million expensed and US\$156 million paid. Overall progress of construction is at approximately 67% with engineering and procurement 100% completed. First gold is expected in December 2020.

Following the FEED study, Proved and Probable Ore Reserves were updated and now total 27 million tonnes of ore, grading 1.8 g/t gold containing 1.56 million ounces of gold inclusive of 2.1 million ounces of Measured and Indicated Resources, as at 30 June 2019.

Exploration potential is significant including an initial underground Inferred Mineral Resource of 3.0 million tonnes, grading 6.2 g/t gold containing 595,000 ounces of gold which is potentially mineable via underground methods.

Exploration is currently focused on CMA deposit underground targets and near surface resource potential at Angovia 2, Sayikro, Akakro, Govisou and Kongonza.

6.3 Perseus Mineral Resource and Ore Reserve estimates

(a) Overview

Perseus Group Mineral Resource estimates ^{2,3}												
Measured				Indicated			Measured + Indicated			Inferred		
Project	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz
Edikan ⁵	28.4	0.93	852	54.8	1.05	1,848	83.3	1.01	2,699	7.3	1.48	348
Sissingué ^{1,4}	6.4	1.7	347	2.0	2.0	130	8.4	1.8	477	0.4	1.7	19
Yaouré ¹	-	-	-	47.9	1.37	2,110	47.9	1.37	2,110	46.0	1.1	1,694
Total	34.8	1.07	1,199	104.7	1.21	4,088	139.6	1.18	5,286	53.7	1.19	2,061

Perseus Group Ore Reserve estimates ^{2,3}										
Proved				Probable			Proved + Probable			
Project	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz	
Edikan ⁵	18.3	1.02	601	27.4	1.14	1,007	45.7	1.10	1,608	
Sissingué ^{1,4}	3.4	2.1	237	1.2	2.3	144	4.6	2.2	321	
Yaouré ¹	-	-	-	27.3	1.78	1,560	27.3	1.78	1,560	
Total	21.7	1.20	838	55.9	1.51	2,711	77.6	1.40	3,489	

Notes:

- | | | | |
|---|--|---|--|
| 1 | Market Release Dated 28/08/19; Perseus Mining updates Mineral Resources & Ore Reserves as at 30 June 2019. | 3 | Perseus holds 90% of Edikan gold mine, 86% of Sissingué gold mine and 90% of the Yaouré gold project after allowing for Government equity at mining stage. |
| 2 | Measured and Indicated Mineral Resource estimates are inclusive of Ore Reserve estimates. | 4 | Includes combined Mineral Resource and Ore Reserve estimates from both the Sissingué and Fimbiasso deposits. |
| | | 5 | Edikan gold mine Resource and Reserves as at 31 December 2019, Market Release Dated 20 February 2020. |

(b) **Edikan gold mine**

Edikan gold mine Mineral Resource estimate ^{9,10,11} as at 31 December 2019													
	Measured				Indicated			Measured + Indicated			Inferred		
Deposit	Deposit Type	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz
AF Gap ^{1,2,3}	Open Pit	10.2	1.00	326	21.8	0.92	645	32.0	0.94	971	0.3	0.95	10
Esuajah North ^{2,3,4}	Open Pit	3.3	0.80	85	4.8	0.74	114	8.1	0.77	199	0.0	0.96	1
Fetish ^{1,2,3,5}	Open Pit	7.7	1.00	248	14.1	0.92	418	21.8	0.95	666	0.7	0.95	22
Bokitsi South ^{2,3,6}	Open Pit	1.3	1.81	73	1.6	1.30	65	2.8	1.53	139	0.3	1.06	9
Sub-Total	Open Pit	22.5	1.01	732	42.2	0.91	1,242	64.7	0.95	1,975			
Esuajah South ⁶	U/ground	0.0	0.0	0	9.0	1.8	530	9.0	1.8	530	6.0	1.6	307
Heap Leach ^{2,7}	Stockpile	-	-	-	3.6	0.6	75	3.6	0.6	75	-	-	-
Stockpiles	Stockpile	5.9	0.63	119	-	-	-	5.9	0.63	119	-	-	-
Total		28.4	0.93	852	54.8	1.05	1,848	83.3	1.01	2,699	7.3	1.48	348

Notes:

1 Based on January 2017 Mineral Resource estimate models constrained to US\$1,800/oz pit shells.

6 Based on November 2019 Mineral Resource estimate model constrained to US\$1,800/oz pit shell.

- 2 Depleted to 31 December 2019 mining surfaces.
- 3 0.4g/t gold cut-off applied.
- 4 Based on June 2019 Mineral Resource estimate model constrained to US\$1,800/oz pit shell.
- 5 Includes Bokitsi North lode.
- 7 Based on July 2019 Mineral Resource estimate model, 0.8g/t gold cut-off applied.
- 8 At zero cut-off grade.
- 9 All Mineral Resource estimates are current as at 31 December 2019.
- 10 Mineral Resource estimates are inclusive of Ore Reserve estimates.
- 11 Rounding of numbers to appropriate precisions may have resulted in apparent inconsistencies.

Edikan gold mine Ore Reserve estimate ^{3,6,7} as at 31 December 2019										
	Proved				Probable			Proved + Probable		
Deposit	Deposit Type	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz
AF Gap ^{1,4}	Open Pit	6.8	1.14	248	11.9	1.05	402	18.6	1.09	650
Esuajah North ^{1,4}	Open Pit	0.4	0.91	11	0.6	0.86	17	1.0	0.88	28
Fetish ^{1,4}	Open Pit	4.4	1.18	165	7.1	1.09	248	11.4	1.13	414
Bokitsi South ^{1,4}	Open Pit	0.9	2.11	58	0.4	1.70	24	1.3	1.97	82
Sub-total	Open Pit	12.3	1.22	482	20.0	1.08	690	32.3	1.13	1,173
Esuajah South	U/ground									
Heap Leach ⁵	Stockpile									
ROM Stockpiles ²	Stockpile	5.9	0.63	119				5.9	0.63	119
Total		18.3	1.02	601	27.4	1.14	1,007	45.7	1.10	1,608

Notes:

1 Based on December 2019 Mineral Resource estimate which is depleted to 31st December 2019 and using a gold price of US\$1,300/oz.

2 Based on stockpile balance as at 31st December 2019.

3 All Ore Reserve estimates current as at 31st December 2019.

4 Variable gold grade cut-off based on recovery of each material type in each deposit: Oxide 0.35 – 0.40 g/t, Transition 0.50 – 0.70 g/t and Fresh 0.50 – 0.55 g/t.

5 Based on 0.40 g/t gold grade cut-off.

6 Inferred Mineral Resource estimate is considered as waste, t.t.

7 Rounding of numbers to appropriate precisions may have resulted in apparent inconsistencies.

(c) **Sissingué gold mine**

Sissingué gold mine Mineral Resource estimate ^{6,7,8,9} as at 30 June 2019													
	Measured				Indicated			Proved + Probable			Inferred		
Deposit	Deposit Type	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz
Sissingué ^{1,2,3}	Open Pit	6.1	1.7	338	0.5	1.5	22	6.5	1.7	360	0.1	0.9	3
Fimbiasso East ^{4,5}	Open Pit	-	-	-	0.6	2.3	47	0.6	2.3	47	0.2	1.9	10
Fimbiasso West ^{4,5}	Open Pit	-	-	-	0.9	2.0	61	0.9	2.0	61	0.1	2.2	6
Stockpiles	Open Pit	0.33	0.80	8.8	-	-	-	0.33	0.80	8.8	-	-	-
Total		16.4	1.7	347	2.0	2.0	130	8.4	1.8	1,173	0.4	1.7	19

Notes:

- | | |
|--|---|
| <p>1 Based on September 2018 Mineral Resource estimate model constrained to US\$1,800/oz pit shell.</p> <p>2 Depleted to 30 June 2019 mining surface.</p> <p>3 0.6g/t gold cut-off grade applied to in situ material.</p> <p>4 Based on February 2017 Mineral Resource estimate models constrained to US\$1,800/oz pit shells.</p> <p>5 0.8g/t gold cut-off grade applied.</p> | <p>6 All Mineral Resource estimates current at 30 June 2019.</p> <p>7 Mineral Resource estimates are inclusive of Ore Reserve estimates.</p> <p>8 Rounding of numbers to appropriate precisions may have resulted in apparent inconsistencies.</p> <p>9 Fimbiasso East and West were previously called Bélé East and West respectively.</p> |
|--|---|

Sissingué gold mine Ore Reserve estimate ^{7,8} as at 30 June 2019										
	Proved				Probable			Proved + Probable		
Deposit	Deposit Type	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz
Sissingué ^{1,2,6}	Open Pit	3.1	2.3	228	01.	2.1	10	3.3	2.3	238
Fimbiasso East ^{3,4,9}	Open Pit	-	-	-	0.5	2.5	39	0.5	2.5	39
Fimbiasso West ^{3,5,9}	Open Pit	-	-	-	0.5	2.1	35	0.5	2.1	35
Sub-Total	Open Pit	3.1	2.3	228	1.2	2.3	84	4.3	2.3	313
Stockpiles	Open Pit	0.33	0.80	9	-	-	-	0.33	0.80	9
Total		3.4	2.1	237	1.2	2.3	84	4.6	2.2	321

Notes:

- | | |
|--|---|
| <p>1 Based on June 2019 Mineral Resource estimate depleted to 30th June 2019 and using a gold price of US\$1,200/oz.</p> <p>2 Variable gold grade cut-off based on recovery of each material type: Oxide 0.45 g/t, Transition 0.85 g/t, Granite – Porphyry 0.85 g/t and Sediment 1.05 g/t.</p> <p>3 Based on March 2017 Ore Reserve estimates.</p> <p>4 Variable gold grade cut-off based on recovery of each material type: Oxide 0.65 g/t, Transition 0.95 g/t, Granite 1.05 g/t and Mafic 1.20 g/t.</p> | <p>5 Variable gold grade cut-off based on recovery of each material type: Oxide 0.65 g/t, Transition 1.00 g/t, Granite 1.05 g/t and Mafic 1.20 g/t.</p> <p>6 Allows for mining depletion to 30th June 2019.</p> <p>7 Ore Reserve estimates current as at 30th June 2019.</p> <p>8 Rounding of numbers to appropriate precisions may have resulted in apparent inconsistencies.</p> <p>9 Fimbiasso East and West were previously called Bélé East and West respectively.</p> |
|--|---|

(d) **Yaouré gold project**

Yaouré gold project Mineral Resource estimate ^{7,8,9} as at 30 June 2019							
	Indicated				Inferred		
Deposit	Deposit Type	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz
CMA ^{1,2,3,4}	Open Pit	27.3	1.78	1,570	11	1.1	400
Yaouré ^{1,2,3,4}	Open Pit	18.8	0.80	480	33	0.9	900
Sub-Total	Open Pit	46.1	1.38	2,050	44.0	0.9	1,300
Heap Leach ⁵	Stockpile	1.8	1.02	60	-	-	-
Sub-total		47.9	1.37	2,110	44	0.9	1,300
CMA U/ground ⁶	U/ground	-	-	-	1.8	6.1	346
Total		47.9	1.37	2,110	46.0	1.1	1,694
CMA Total U/ground ¹⁰	U/ground	-	-	-	3.0	6.2	595

Notes:

1 Based on June 2019 Mineral Resource estimate.

2 Depleted for previous mining.

3 0.4 g/t gold cut-off grade applied to in situ open pit material.

4 In situ resources constrained to US\$1,800/oz pit shell.

5 Heap leach resources stated at 0.0g/t cut-off; only heap components with average grade above 0.4g/t included.

6 November 2018 Mineral Resource estimate, CMA Footwall Lode 1 only, below US\$1,800/oz pit shell and base of weathering, above 2g/t block grade cut-off.

7 Mineral Resource estimate current at 30 June 2019.

8 Indicated Mineral Resource estimates are inclusive of Ore Reserve estimates.

9 Rounding of numbers to appropriate precisions has resulted in apparent inconsistencies.

10 November 2018 Mineral Resource estimate, CMA footwall Lode 1 only, below design pit shell and base of weathering, above 2g/t block grade cut-off. 46% overlaps the Open Pit Resources.

Yaouré gold project Ore Reserve estimate ^{1,2,5} as at 30 June 2019										
	Proved				Probable			Proved + Probable		
Deposit	Deposit Type	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz	Quantity Mt	Grade g/t gold	Gold Koz
CMA ^{3,4}	Open Pit	-	-	-	20.6	2.02	1,334	20.6	2.02	1,334
Yaouré ^{3,4}	Open Pit	-	-	-	5.3	1.03	174	5.3	1.03	174
Sub-Total	Open Pit	-	-	-	25.8	1.8	1,508	25.8	1.81	1,508
Heap Leach ⁶	Stockpile	-	-	-	1.4	1.14	52	1.4	1.14	52
Total		-	-	-	27.3	1.78	1,560	27.3	1.78	1,560

Notes:

- 1 Numbers are rounded and may not add up correctly in the table.
- 2 All the estimates are on a dry tonne basis.
- 3 Based on November 2018 Mineral Resource estimate ion and using a gold price of US\$1,200/0z
- 4 Variation gold cut-off based on material type.
- 5 Inferred Mineral Resource estimate is treated as mineralised waste.
- 6 Heap Leach refers to decommissioned heap leach pads established by prior owners of the Yaouré gold project.

6.4 Mineral concession interests

The following table summarises the details of each of the mineral concession interests in which Perseus holds an interest as at the Last Practicable Trading Date.

Concession name and type	Registered Holder	File/Permit Number	Perseus's current equity interest	Maximum equity interest capable of being earned
Location – the Republic of Ghana¹				
Edikan Leases ^{2, 3} - Ayanfuri mining lease - Nanankaw mining lease	PMGL	ML6/15 ML3/2	90%	90%
Dadieso Prospecting Licence ^{2, 3}	PMGL	PL6/15	90%	90%
Nsuaem Prospecting Licence ²	PMGL	PL3/26	90%	90%
Dunkwa Prospecting Licence ^{2, 6}	PMGL	PL3/27	90%	90%
Grumesa-Awisam Prospecting Licence ⁴	Sun Gold Resources Limited	PL2/30	90%	90%
Location – the Republic of Côte d'Ivoire¹				
Sissingué Exploitation Permit ^{4, 5}	Perseus Mining Côte d'Ivoire S.A.	PE39	86%	86%
Yaouré Exploitation Permit	Perseus Mining Yaouré S.A.	PE50	90%	90%
Yaouré West Exploration Permit	Perseus Yaouré s.a.r.l.	PR 615	90%	90%
Mahalé Exploration Permit ⁸	Occidental Gold s.a.r.l. (Occidental)	PR 259	90%	90%

Concession name and type	Registered Holder	File/Permit Number	Perseus's current equity interest	Maximum equity interest capable of being earned
M'Bengué East Exploration Permit ⁹	Occidental	PR 272	63%	90%
Napié Exploration Permit ⁷	Occidental	PR 281	39%	80%
Minignan Exploration Permit	Perex s.a.r.l.	PR 787	90%	90%
Kossou Exploration Permit	Perseus Yaouré s.a.r.l.	PR853	90%	90%

Notes:

- 1 The Governments of the Republics of Ghana and Côte d'Ivoire are entitled to a 10% equity interest in mining companies owning projects. Perseus's quoted equity is after allowance for that national interest, which occurs when a new project company is established prior to commencement of mining. Production royalties are payable to the Governments of the Republics of Ghana (5%) and Côte d'Ivoire (3-6% depending on the gold price).
- 2 A royalty of 0.25% of gold produced from the Edikan gold mine Licences and the Dadieso, Nsuaem and Dunkwa Licences is payable pursuant to the contract to purchase PMGL.
- 3 Under the terms of the contract to purchase the Edikan gold mine Licences and the Dadieso Licence, PMGL is required to pay a 1.5% royalty on gold production.
- 4 A royalty of 0.5% of the value of minerals recovered from the licence is payable to the vendors of the exploration licence.
- 5 A royalty of US\$0.80 per ounce of gold produced from the licence is payable.
- 6 The Dunkwa licence is in the process of being split into three separate licences, to be named Dunkwa, Ahinforoso and Betenase. Perseus intends to surrender Dunkwa and Ahinforoso. An option agreement has been entered into with a Ghanaian subsidiary of Canadian explorer Asante Gold Limited (**Asante**) in respect of the Betenase licence. Under the option agreement, Asante has the option to purchase the Betenase licence for a consideration of US\$1 million and a 0.75% net smelter royalty. In addition, Asante will assume the obligation to pay the royalty referred to in note 2 above in respect of the area of the former Dunkwa licence now covered by the Betenase licence.
- 7 Local joint venture partner AAIF has a 10% participating interest in Napié, free-carried to feasibility study completion, at which time AAIF can elect to dilute, sell its interest or revert to a 5% net profits interest. Perseus subsidiary Occidental has also entered into a farm-in agreement with Australian explorer Mako Gold Limited (**Mako**) pursuant to which Mako has the right to earn up to a pre-government 75% interest in the permit by sole funding until completion of a feasibility study. Mako earned a 41% interest in the permit by meeting expenditure requirements in June 2019. The Government equity in a mining company will come proportionally from the interests of Occidental and Mako.

- 8 Occidental has applied to convert the Mahalé Exploration Permit into an Exploitation Permit so that the Fimbiasso East and West deposits can be processed through the Sissingué gold plant. This application remains pending.
- 9 Occidental has entered into a farm-in agreement with Australian explorer Manas Resources Limited (**Manas**) pursuant to which Manas has the right to earn up to a pre-government 70% interest in the permit by sole funding US\$2 million in exploration expenditure, after which both parties may contribute in proportion to their respective equities or dilute. Manas earned an 18% interest in the permit by meeting expenditure requirements in January 2019. The parties will contribute the 10% Government equity in a production company in proportion to their joint venture interests.

Mineral permits and licences in which Perseus has an interest are subject to renewal from time to time in accordance with the relevant legislation of the governing jurisdiction and Perseus's compliance therewith.

6.5 Directors and senior management of Perseus

The directors and senior management personnel of Perseus as at the Last Practicable Trading Date are listed below. Further information on the board and senior management personnel of Perseus following completion of the proposed Scheme is in section 7.4 of this Scheme Booklet.

Terence Sean Harvey - Non-Executive Chairman

Mr Sean Harvey has extensive experience in investment banking and the resources sector and brings valuable experience in capital markets to the board to assist Perseus as it seeks to broaden global market awareness of its growth into a West African gold producer. Mr Harvey holds an Honours BA degree in Economics and Geography and an MA in Economics, both from Carleton University, an LLB from the University of Western Ontario and an MBA from the University of Toronto. He is a member of the Law Society of Upper Canada. Mr Harvey is a member of Perseus's audit and risk committee and remuneration committee. He also serves as the chair of Victoria Gold Corporation (appointed 31 July 2007), and non-executive director of Serabi Gold plc (appointed 30 March 2011).

Jeffrey Quartermaine - CEO & Managing Director

Mr Jeffrey Quartermaine was appointed as Perseus's CEO and Managing Director on 1 February 2013 after previously serving as the group's Chief Financial Officer from 2010 to 2013. Mr Quartermaine has more than 25 years of experience in senior financial and strategic management roles with ASX and TSX-listed resources companies. He is a Fellow of the Society of Certified Practising Accountant (FCPA) and holds both business management (MBA) and engineering qualifications (BE). Mr Quartermaine has extensive experience as chief financial officer and chief operating officer of a number of Australian public companies. During the past three years he has not served as a director of any other listed companies.

Dr David Ransom - Non-Executive Director

Dr David Ransom has more than 45 years of experience within the mining industry in Australia and abroad. He is a graduate of the University of Sydney (BSc Geology) (Hons) and Australian National University (PhD – Structural Geology). His earlier experience included roles as a project geologist with the Aberfoyle Group in Australia and Cominco Ltd in Canada. Dr Ransom also worked as a specialist consultant for 20

years with a clientele including CRA, BHP, Newmont and numerous companies in the microcap sector, specialising in structural geology.

For 17 years, Dr Ransom worked for Acorn Capital Ltd as resource analyst/portfolio manager focusing on the microcap materials and energy sectors. He is well known and highly regarded in the fund management industry. He retired from Acorn Capital Ltd in September 2016 but remains a consultant. Dr Ransom has extensive board experience gained over the past 25 years in small mining and exploration companies. Dr Ransom is a member of Perseus's technical committee.

John McGloin - Non-Executive Director

Mr John McGloin is a geologist and graduate of Camborne School of Mines. He has worked for many years in Africa within the mining industry before moving into consultancy and subsequently into investment banking. Mr McGloin joined Collins Stewart following four years at Arbuthnot Banking Group, where he led the mining team. Prior to that Mr McGloin was the mining analyst at Evolution Securities. Over the years, Mr McGloin has acted for many mining companies including African Platinum, Randgold Resources, Avocet Mining, European Goldfields and Titanium Resources Group. Mr McGloin served as Executive Chairman of Amara Mining plc from 28 May 2012 to 18 April 2016 and as Chief Executive Officer of Amara from 7 August 2014 to 18 April 2016. Mr McGloin serves on Perseus's audit and risk committee and technical committee and is chair of the remuneration committee. He also serves as a director of Caledonia Mining Corporation Plc (appointed 26 July 2016) and Oriole Resources Plc (appointed 3 September 2018).

Sally-Anne Layman - Non-Executive Director

Ms Sally-Anne Layman is a mining engineer and qualified accountant with over 26 years of experience in the resources sector including roles in both mining operations and corporate finance. Ms Layman has gained significant international and multi-commodity experience in these roles. Most recently, Ms Layman was a Division Director of Macquarie Group Ltd and Joint Head of the Perth office for the Metals, Mining and Agriculture Division. Ms Layman is the chair of Perseus's audit and risk committee and also serves on the remuneration committee. She also serves as a director of Imdex Ltd (appointed 6 February 2017), Pilbara Minerals Ltd (appointed 20 April 2018), and Beach Energy Ltd (appointed 25 February 2019).

Daniel Richard Lougher - Non-Executive Director

Mr Daniel Lougher is a Non-Executive Director who serves as Chair of the Board's Technical Committee. His career spans more than 35 years involving a range of exploration, feasibility, development, operations, and corporate roles with Australian and international mining companies including a period of eighteen years spent in Africa with BHP Billiton, Impala Plats, Anglo American and Genmin. He is also the Managing Director and Chief Executive Officer of Australian nickel miner, Western Areas Ltd. Mr Lougher also holds a First Class Mine Manager's Certificate of Competency (WA) and is a Member of the Australasian Institute of Mining and Metallurgy. He also serves as a current director of Western Areas Ltd (appointed 19 May 2008). Mr Lougher is the chair of Perseus's technical committee.

The senior management of Perseus are as follows:

- **Elissa Brown**, Chief Financial Officer
- **Christopher Woodall**, Chief Operating Officer
- **Martijn Bosboom**, General Counsel & Company Secretary

- **Paul Thompson**, Group General Manager – Technical Services
- **Andrew Grove**, Group General Manager – Business Development and Investor Relations
- **Douglas Jones**, Group General Manager – Exploration
- **Matthew Scully**, Group General Manager – Development
- **Michael Beck**, Group Human Resources Manager
- **Stephen Kofi Ndede**, General Manager Operations – Edikan
- **Merlin Thomas**, General Manager Operations – Yaouré
- **Michael Cardinaels**, General Manager Operations – Sissingué
- **Mark Somlyay**, Group General Manager – Commercial

Further information about the senior management is available on Perseus's website (<https://perseusmining.com/our-leadership/>).

6.6 Corporate governance

The Perseus Board and all levels of management are fully committed to maintaining and enhancing corporate governance.

Perseus's Corporate Governance Statement for the 2019 financial year outlined the key features of Perseus's corporate governance framework. All of these practices, unless otherwise stated, were in place for the entire year and were reported in accordance with the 3rd Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. The Corporate Governance Statement can be found on Perseus's website (<https://perseusmining.com/wp-content/uploads/2019/10/02161812.pdf>).

6.7 Historical financial statements

The historical financial information presented in this section is related to Perseus on a standalone basis and does not reflect any impact of the Scheme. It is intended to provide an overview of Perseus's historical statements of financial position, profit or loss and other comprehensive income, and cash flows, and is not intended to provide the level of understanding which is available from a review of Perseus's published financial reports, which include the full financial accounts and the notes to those accounts. Perseus's published financial reports are available on its website (<https://perseusmining.com/>) and the ASX's website (www.asx.com.au).

The consolidated financial statements presented below have been extracted from Perseus's Half Year Financial Report for the six month period ending 31 December 2019, Perseus's Annual Financial Report for the twelve month period ending 30 June 2019 and Perseus's Annual Financial Report for the twelve month period ending 30 June 2018.

The consolidated financial statements are general purpose financial statements prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act.

The consolidated financial statements of the Perseus Group also comply with the IFRS and interpretations issued by the International Accounting Standards Board.

The financial information presented in the tables below does not represent complete financial statements and should therefore be read in conjunction with the financial statements for the respective periods, including the description of accounting policies contained in those financial statements and the notes to those financial statements. Where appropriate, adjustments have been made to headings and classifications of historical data to provide a consistent basis of presentation.

In the period between 31 December 2019 and the date of this Scheme Booklet, there have been no items, transactions or events that would, in the opinion of the Perseus Directors, be likely to significantly affect the operations, operational results or state of affairs of the consolidated group in future financial years other than those disclosed in subsequent filings on the ASX and as summarised below.

Consistent with ordinary processes, Perseus expects to release its 2020 Financial Report, including full year financial statements for the period ending 30 June 2020, around the end of August 2020. Perseus's 2020 Annual Report is scheduled for release during October 2020.

(a) **Statement of financial position**

Set out below is the summarised historical consolidated statement of financial position of Perseus for the half-year ended 31 December 2019, along with the comparative full year financial results for the years ended 30 June 2019 and 30 June 2018.

	31-Dec-19	30-Jun-19	30-Jun-18
	A\$'000	A\$'000	A\$'000
Current assets			
Cash and cash equivalents	67,467	125,406	31,166
Receivables	13,193	10,089	21,876
Inventories	121,580	126,899	124,762
Prepayments	7,540	6,080	14,905
Derivative financial instruments	-	-	5,076
Income tax receivable	12,310	-	-
Total current assets	222,090	268,474	197,785
Non-current assets			
Receivables	4,342	7,162	12,857
Inventories	55,407	24,325	20,061
Financial assets at fair value through other comprehensive income	397	444	1,400
Derivative financial instruments	-	-	24
Property, plant and equipment	551,661	418,712	417,322
Right of use assets	2,363		
Mine properties	193,300	232,761	304,132
Mineral interest acquisition and exploration expenditure	22,306	17,405	9,607
Total non-current assets	829,776	700,809	765,403
Total assets	1,051,866	969,283	963,188
Current liabilities			
Payables and provisions	88,056	69,494	100,064
Derivative financial instruments	6,533	8,508	-
Interest bearing liabilities	-	7,831	32,632
Lease liabilities	1,281	-	-
Total current liabilities	95,870	85,833	132,696
Non-current liabilities			
Provision	23,380	19,522	18,679
Derivative financial instruments	-	1,603	-
Interest bearing liabilities	71,286	36,996	52,383
Lease liabilities	939	-	-
Deferred tax liability	51,720	41,817	45,116

	31-Dec-19	30-Jun-19	30-Jun-18
	A\$'000	A\$'000	A\$'000
Total non-current liabilities	147,325	99,938	116,178
Total liabilities	243,195	185,771	248,874
Net assets	808,671	783,512	714,314
Equity			
Issued capital	776,564	776,564	720,943
Reserves	54,142	61,228	54,485
Accumulated losses	(31,763)	(61,576)	(68,567)
Parent entity interest	798,943	776,216	706,861
Non-controlling interest	9,728	7,296	7,453
Total Equity	808,671	783,512	714,314

(b) **Statement of profit or loss and other comprehensive income**

Set out below is the summarised historical consolidated statement of profit or loss and other comprehensive income of Perseus for the half-year ended 31 December 2019, along with the comparative full year financial results for the years ended 30 June 2019 and 30 June 2018.

	31-Dec-19	30-Jun-19	30-Jun-18
	A\$'000	A\$'000	A\$'000
	6 Months	12 Months	12 Months
	Reviewed	Audited	Audited
Continuing Operations			
Revenue	274,421	508,646	378,076
Cost of sales	(148,668)	(344,536)	(240,282)
Gross profit before depreciation and amortisation	125,753	164,110	137,794
Depreciation and amortisation relating to gold production	(77,931)	(153,066)	(119,463)
Gross profit from operations	47,822	11,044	18,331
Other income	3,005	3,084	786
Other expenses	(126)	(902)	(3,660)
Administration and other corporate expenses	(11,460)	(16,637)	(12,729)
Foreign exchange gain	6,974	15,537	5,707
Depreciation and amortisation expense	(181)	(191)	(121)
Write-downs and impairment	(208)	(144)	(24,334)
Finance cost	(2,502)	(6,000)	(3,094)
Profit / (loss) before income tax	43,324	5,791	(19,114)
Income tax (expense) / benefit	(12,914)	1,787	(5,792)
Net profit / (loss) after income tax	30,410	7,578	(24,906)
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Exchange differences on translation of foreign operations	(11,328)	16,091	24,983
Net changes in fair value of cash flow hedges	2,255	(15,503)	4,951
Net changes in fair value of financial assets	(51)	(356)	(673)
Income tax benefit relating to cash flow hedges	(1,505)	3,649	(1,942)
Total comprehensive income for the period	19,781	11,459	2,413
Gain attributable to:			
Owners of the parent	29,813	6,991	(25,853)
Non-controlling interests	597	587	947
	30,410	7,578	(24,906)

	31-Dec-19	30-Jun-19	30-Jun-18
	A\$'000	A\$'000	A\$'000
	6 Months	12 Months	12 Months
	Reviewed	Audited	Audited
Total comprehensive income attributable to:			
Owners of the parent	17,061	11,416	839
Non-controlling interests	2,720	43	1,574
	19,781	11,459	2,413
Basic earnings per share (cents)	2.55	0.66	(2.50)
Diluted earnings per share (cents)	2.50	0.59	(2.50)

(c) **Statement of cash flows**

Set out below is the summarised historical consolidated statement of cash flows of Perseus for the half-year ended 31 December 2019 and the years ended 30 June 2019 and 30 June 2018.

	31-Dec-19	30-Jun-19	30-Jun-18
	A\$'000	A\$'000	A\$'000
Operating activities			
Receipts in the course of operations	274,177	509,097	375,063
Payments to suppliers and employees	(202,266)	(363,918)	(307,370)
Interest received	1,300	1,045	598
Net cash inflow from operating activities	73,212	146,224	68,291
Investing activities			
Payments for exploration and evaluation expenditure	(6,378)	(8,569)	(16,371)
Payments for property, plant and equipment	(1,068)	(264)	(92)
Payments for mine properties	(8,195)	(13,975)	(25,828)
Payments for assets under construction	(134,636)	(42,412)	(77,387)
Refund of / (payments for) security deposits	4,226	5,188	-
Proceeds on disposal of investment in listed entity	-	45	27
Net cash outflow from investing activities	(146,051)	(59,987)	(119,651)
Financing activities			
Proceeds from exercise of warrants	-	55,698	204
Repayment of borrowings	(45,518)	(43,846)	(8,976)
Proceeds from borrowings	73,013	-	70,368
Borrowing costs	(12,002)	(5,706)	(4,154)
Share issue expenses	-	(76)	-
Net cash inflow from financing activities	15,493	6,070	57,442
Net (decrease) / increase in cash held	(57,346)	92,307	6,082
Cash and cash equivalents at the beginning of the financial period	125,406	31,166	24,027
Effects of exchange rate fluctuations on the balances of cash held in foreign currencies	(593)	1,933	1,057
Cash and cash equivalents at the end of the financial period	67,467	125,406	31,166

6.8 Corporate structure of Perseus

Perseus has several subsidiary entities as set out in the table below.

Name	Country of Incorporation	Equity Interest
Subsidiaries of Perseus		
Occidental Gold Pty Ltd	Australia	100%
Centash Holdings Pty Ltd	Australia	100%
Perseus Ghana Holdings Pty Ltd	Australia	100%
Perseus Canada Ltd	Canada	100%
Sun Gold Resources Ltd	Ghana	100%
Kojina Resources Ltd	Ghana	100%
Amara Mining Limited	UK	100%
Perseus Côte d'Ivoire Limited	UK	100%
Subsidiaries of Occidental Gold Pty Ltd		
Occidental Gold SARL	Côte d'Ivoire	100%
Perseus Mining Côte d'Ivoire S.A. ¹	Côte d'Ivoire	86%
Subsidiaries of Centash Holdings Pty Ltd		
Perex SARL	Côte d'Ivoire	100%
Perseus Services SARL	Côte d'Ivoire	100%
Subsidiaries of Kojina Resources Ltd		
Perseus Mining (Ghana) Limited ²	Ghana	90%
Subsidiaries of Amara Mining Limited		
Amara Mining (Côte d'Ivoire) Limited	UK	100%
Subsidiaries of Amara Mining (Côte d'Ivoire) Limited		
Perseus Yaouré SARL	Côte d'Ivoire	100%
Yaouré Mining S.A. ³	Côte d'Ivoire	90%
Subsidiaries of Perseus Côte d'Ivoire Limited		
Perseus Mining Yaouré S.A. ⁴	Côte d'Ivoire	90%

Name	Country of Incorporation	Equity Interest
Subsidiaries of Perseus Ghana Holdings Pty Ltd		
Perseus Ghana Exploration Limited ⁵	Ghana	100%

Notes:

- 1 The 86% interest in Perseus Mining Côte d'Ivoire SA reflects a 10% free carried interest which is required to be allocated to the Government of the Republic of Côte d'Ivoire in consideration of the issue of an Exploitation Permit pursuant to the Ivorian Mining Code, and 4% owned by local interests.
- 2 The 90% interest in Perseus Mining (Ghana) Limited reflects a 10% free carried interest which is required to be allocated to the Government of Ghana in consideration of the issue of a Mining Lease pursuant to the Ghanaian Mining Act.
- 3 The 90% interest in Yaoure Mining S.A. reflects a 10% free carried interest which is required to be allocated to the Government of the Republic of Côte d'Ivoire in consideration of the issue of an Exploitation Permit pursuant to the Ivorian Mining Code. Yaoure Mining S.A. is a dormant company that owned the previous exploitation permit and is scheduled to be liquidated in the near future.
- 4 The 90% interest in Perseus Mining Yaoure S.A. reflects a 10% free carried interest which is required to be allocated to the Government of the Republic of Côte d'Ivoire in consideration of the issue of an Exploitation Permit pursuant to the Ivorian Mining Code.
- 5 Under an option agreement with GC Metals Limited in relation to Ghanaian Prospecting Licence PL3/79, GC Metals Limited is entitled to a 20% shareholding in Perseus Ghana Exploration Limited if Perseus exercises the option.

Under the proposed Scheme, Exore will become a wholly-owned subsidiary of Perseus, and each of Exore's subsidiaries will in turn become part of the Perseus Group. See section 7.3 of this Scheme Booklet for further details.

6.9 Information about Perseus securities

(a) Perseus Shares

As at the Last Practicable Trading Date, Perseus had 1,176,722,147 Perseus Shares on issue.

On the assumptions that:

- (i) the Scheme becomes Effective;
- (ii) all Exore Options are either cancelled or vest, are exercised, and the underlying Exore Shares issued before the Record Date, as further described in section 3.8 of this Scheme Booklet; and
- (iii) no other Perseus Shares or Exore Shares are issued,

Perseus will have approximately 1,224,520,418 Perseus Shares on issue following the Scheme being implemented.

(b) Perseus Performance Rights

As at the Last Practicable Trading Date, Perseus has granted the following performance rights:

Tranche	Number
Vested Perseus Performance Rights converting to fully paid ordinary shares on a 1 for 1 basis on exercise with an expiry date of 30 June 2025.	1,983,334
Perseus Performance Rights with a vesting and measurement period ending 30 June 2022	11,205,200
Perseus Performance Rights with a vesting and measurement period ending 31 December 2021	12,191,666

The Perseus Performance Rights were issued to Perseus Executive Directors and employees under the terms of Perseus's Performance Rights Plan (**PRP**). The PRP was approved by Perseus shareholders at Perseus's annual general meeting held in November 2017.

The PRP was established in order to provide incentive compensation to eligible employees, consultants or contractors of Perseus and its subsidiaries as well as to assist Perseus and its subsidiaries attract, motivate and retain qualified management personnel, employees and consultants. Rights granted under the PRP can vest and convert to Perseus Shares based on performance criteria specified by Perseus when making an offer of such rights to eligible participants. These criteria are generally summarised in previous ASX announcements or shareholder meeting documents.

Vesting of the Perseus Performance Rights is subject to satisfaction of performance conditions and otherwise subject to the rules of the PRP.

The Perseus Performance Rights were issued at nil consideration and each Perseus Performance Right will convert to one Perseus Share upon satisfaction of the applicable vesting criteria, subject to Board confirmation. Rights that do not vest will lapse.

Further Perseus Performance Rights may be issued pursuant to the PRP or another employee incentive plan from time to time.

6.10 Perseus's substantial shareholders

As at the Last Practicable Trading Date, based on substantial shareholder notices lodged with the ASX and registry data, the substantial shareholders of Perseus were:

Name	Number	Voting Power (%)
Van Eck Associates Corporation and associates ⁵	113,911,966	9.75%

⁵ Refer to the 'Notice of change of interests of substantial holder' in relation to Perseus released to ASX on 22 April 2020 for further details on those entities that hold a relevant interest in Perseus Shares in common with Van Eck Associates Corporation and associates.

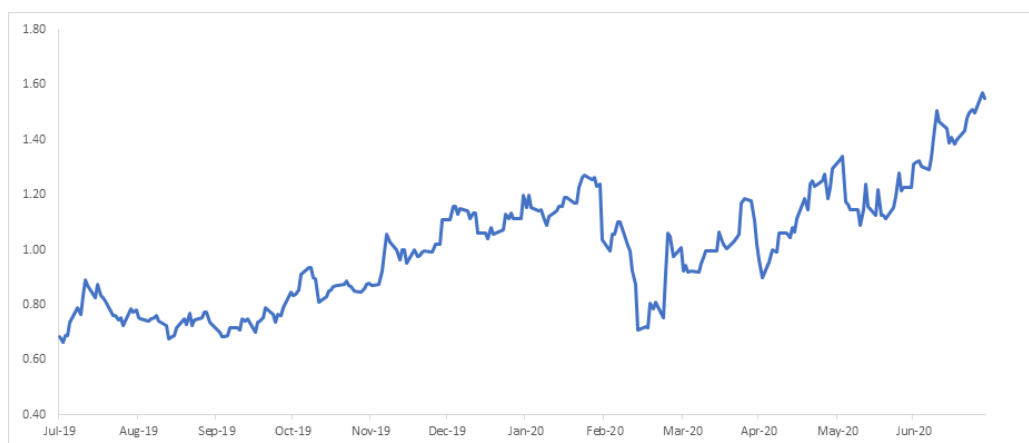
Name	Number	Voting Power (%)
The Vanguard Group, Inc. (and certain other entities) ⁶	59,207,537	5.07%
Dimensional Fund Advisors LP (and certain other entities) ⁷	58,443,285	5.00%

The shareholdings listed in this section are as disclosed to Perseus by shareholders in substantial holding notices. Information regarding substantial holdings that arise, change or cease after the date of the substantial holding notices disclosed to Perseus, or in respect of which the relevant announcement is not available on the ASX's website (www.asx.com.au), is not included above.

6.11 Recent Perseus share trading history

The chart below shows the closing price of Perseus Shares on the ASX over the 12 month period up to (and including) the Last Practicable Trading Date.

Figure 8: Closing price of Perseus Shares over the 12 month period up to (and including) the Last Practicable Trading Date



Source: IRESS

The closing price of Perseus shares on the ASX as at the close of trading on the Last Practicable Trading Date was A\$1.55.

During the 90 trading days up to (and including) the Last Practicable Trading Date:

- (a) the highest recorded daily closing price for Perseus shares on the ASX was A\$1.57 on 27 July 2020 and on the TSX was C\$1.48 on 28 July 2020; and

⁶ Refer to the 'Notice of initial substantial holder' in relation to Perseus released to ASX on 24 March 2020 for further details on those entities that hold a relevant interest in Perseus Shares in common with The Vanguard Group, Inc.

⁷ Refer to the 'Notice of initial substantial holder' in relation to Perseus released to ASX on 28 November 2019 for further details on those entities that hold a relevant interest in Perseus Shares in common with Dimensional Fund Advisors LP.

- (b) the lowest recorded daily closing price for Perseus shares on the ASX was A\$0.76 on 23 March 2020 and on the TSX was C\$0.65 on 23 March 2020.

The last recorded sale price for Perseus shares on the ASX before the public announcement of the proposed Scheme was A\$1.34 on 2 June 2020.

The Perseus Share prices given above should not be taken as necessarily being an indication of the likely Perseus Share price following implementation of the Scheme.

The current price of Perseus Shares on ASX can be obtained from the ASX website (www.asx.com.au).

Information on recent Perseus share trading history has been provided primarily in respect of Perseus Shares traded on the ASX given a greater volume of trading of Perseus Shares occurs on the ASX in comparison to the TSX.

6.12 Rights and liabilities attaching to Perseus Shares

(a) Introduction

A summary of the principal rights and liabilities attaching to Perseus Shares is below. This summary does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Perseus Shareholders. The rights and liabilities are set out in the constitution of Perseus and, in certain circumstances, are regulated by the Corporations Act, the ASX Listing Rules, the ASX Settlement Operating Rules and general law.

(b) Liability of Perseus shareholders

The acceptance of a person of a share in Perseus, whether by issue or transfer, does not require the person to make any contribution to the debts or liabilities of Perseus. Subject to the Corporations Act, and the terms upon which the Perseus Shares are issued, directors may make calls upon Perseus Shareholders in respect of any money unpaid on their shares.

(c) Perseus share capital

Subject to the constitution of Perseus, any rights and restrictions attached to a class of shares, the ASX Listing Rules and the Corporations Act, any unissued shares in the capital of Perseus may be issued or allotted on any terms, at any time and for any consideration as the Perseus Board may determine.

(d) Alteration of Perseus share capital

Subject to the ASX Listing Rules, Perseus may reduce its share capital in accordance with the Corporations Act.

(e) General meetings and notices

Subject to the constitution of Perseus, the Corporations Act and the ASX Listing Rules, each Perseus Shareholder is entitled to receive at least 28 days' written notice of, and to attend and vote at, general meetings of Perseus. At a general meeting, Perseus Shareholders are entitled to be present in person, or by proxy, attorney or (in the case of a body corporate) by representative.

(f) Voting rights

At a general meeting of Perseus, subject to the constitution of Perseus and any rights and restrictions attached to any Perseus Share, on a show of hands each Perseus Shareholder present in person or by proxy, attorney or representative has one vote, except that if the shareholder has two appointed proxies, then neither proxy may vote.

Subject to the constitution of Perseus and any rights or restrictions attached to a class of Perseus Shares, on a poll, each shareholder has one vote for each fully paid Perseus Share held and, for each partly paid Perseus Share held, has a fraction of the vote equal to the proportion which the amount paid bears to the total issue price of the Perseus Share.

(g) **Dividends**

The Perseus Board may declare a dividend to be paid to the shareholders entitled but only out of profits. Subject to any rights or restrictions attached to a class of shares, dividends are payable on all Perseus Shares in the same proportion that the amount for the time being paid on the share bears to the total issue price of the share.

(h) **Appointment and retirement of directors**

The minimum number of Perseus Directors is three. The Perseus Board may appoint any individual to be a Perseus Director and any Perseus Director so appointed automatically retires at the next annual general meeting and is eligible for re-election by that general meeting. At each annual general meeting, one third (rounded to the nearest one-third where there is a fraction) of the Perseus Directors (excluding those who were appointed by the Perseus Board during the year and are required to retire, the managing director and any alternate directors) must retire from office and are eligible for re-election.

No Perseus Director may hold office without re-election beyond the third annual general meeting following the meeting at which that director was last elected or re-elected. The ASX Listing Rules also provide for circumstances in which an election of directors is to be held.

(i) **Removal of directors**

In addition to the provisions for retirement of a Perseus Director and in addition to the provisions of the Corporations Act regarding the removal of directors, the office of a Perseus Director becomes vacant in certain prescribed circumstances, including if the Perseus Director becomes an insolvent under administration or if the Perseus Director fails to attend meetings of the Perseus Directors for more than three consecutive months without a leave of absence.

(j) **Rights on winding up**

Subject to any rights or restrictions attached to a class of shares, if Perseus is wound up, the liquidator may, with the sanction of a special resolution:

- (i) divide among the shareholders in kind the assets of Perseus;
- (ii) for that purpose, fix the value of assets and decide how the division is to be carried out as between the shareholders and different classes of shareholders; and

- (iii) vest the assets of Perseus in trustees on any trusts for the benefit of the shareholders as the liquidator thinks appropriate.

The liquidator cannot compel a shareholder to accept marketable securities in respect of which there is a liability as part of a distribution of assets of Perseus.

(k) Transfer of Perseus shares

Perseus Shares may be transferred by:

- (i) a transfer under a computerised or electronic system established or recognised by the Corporations Act, the ASX Listing Rules or the ASX Settlement Operating Rules for the purpose of facilitating dealings in shares; or
- (ii) a written document which shows the jurisdiction of registration of Perseus, relates only to shares of one class and is a sufficient instrument of transfer of marketable securities under section 1073D of the Corporations Act or in any other form approved by the Board or ASX.

The Perseus Board may refuse to register a transfer of shares only if that refusal would not contravene the ASX Listing Rules or the ASX Settlement Operating Rules and must not register a transfer if the Corporations Act, the ASX Listing Rules of the ASX Settlement Operating Rules forbid registration.

(l) Variation of rights attaching to Perseus shares

If Perseus issues different classes of shares, or divides issued shares into different classes, the rights attached to shares in any class may (subject to sections 246C and 246D of the Corporations Act) be varied or cancelled:

- (i) with the written consent of the holders of a majority of the issued shares of the affected class; or
- (ii) by ordinary resolution passed at a meeting of Perseus Shareholders of the affected class.

Subject to their terms of issue, the rights attached to a class of Perseus Shares are not treated as varied by the issue of further shares of that class.

(m) Non-marketable parcels

The constitution of Perseus permits Perseus to sell the shares held by a shareholder if they comprise less than a marketable parcel within the meaning of the ASX Listing Rules. If a shareholder does not want its Perseus Shares sold, that shareholder may notify Perseus in accordance with the instructions provided by Perseus.

(n) Alteration of Perseus constitution

Perseus may modify or repeal its constitution, or a provision of its constitution, by special resolution.

6.13 Perseus's announcements and reports

Perseus is listed on both the ASX and TSX. Perseus is an ASX-listed 'disclosing entity' and a 'reporting issuer' for Canadian securities law purposes and is subject to the

periodic and continuous disclosure requirements of the Corporations Act and ASX Listing Rules. Perseus is also subject to applicable Canadian securities laws and the TSX Company Manual.

Specifically, as an ASX listed company, Perseus is subject to the ASX Listing Rules which require continuous disclosure of any information Perseus has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities, subject to exceptions such as for certain confidential information or incomplete proposals.

Perseus's announcements are available on its website (<https://perseusmining.com/>) as well as the ASX website (www.asx.com.au). As a reporting issuer on the TSX, Perseus's disclosure filings are also available on the SEDAR website (www.sedar.com). Further announcements concerning developments at Perseus may be made and placed on these websites after the date of this Scheme Booklet.

Perseus will provide a copy of each of the following documents, free of charge, to anyone who asks for them before the Scheme Meeting. The following documents can also be obtained from the ASX website (www.asx.com.au) or from Perseus's website (<https://perseusmining.com/>):

- (a) the annual financial report of Perseus for the financial year ended 30 June 2019;
- (b) the half-year financial report of Perseus for the half-year ended 31 December 2019; and
- (c) any continuous disclosure announcements made by Perseus after the date of the lodgement of the annual financial report referred to above and before the lodgement of a copy of the Scheme Booklet with ASIC for registration.

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules, and which is required to be set out in the Scheme Booklet.

A list of announcements made in relation to Perseus to the ASX from the time that Perseus announced that it and Exore had entered into the Scheme Implementation Deed on 3 June 2020 to the Last Practicable Trading Date is below:

Date of announcement	Subject of announcement
28 July 2020	Appendix 2A (exercise of vested performance rights)
27 July 2020	Corrected appendices 2A
24 July 2020	Appendix 2A (exercise of vested performance rights)
22 July 2020	Appendix 2A (exercise of vested performance rights)
21 July 2020	Correction to June Quarterly Activities Report
21 July 2020	Appendix 2A (exercise of vested performance rights)
21 July 2020	June Quarterly Activities Report
20 July 2020	June Quarterly Webinar

Date of announcement	Subject of announcement
8 July 2020	Appendix 2A (exercise of vested performance rights)
3 July 2020	Appendix 2A (exercise of vested performance rights)
24 June 2020	Sustainability Report 2019
23 June 2020	Appendix 3Y (Lougher)
12 June 2020	S&P DJI Announces June 2020 Quarterly Rebalance
11 June 2020	Appendix 3Y (Harvey) (corrected)
11 June 2020	Appendix 3Y (Harvey)
3 June 2020	Proposed issue of Securities - PRU
3 June 2020	ERX: Joint Perseus and Exore presentation
3 June 2020	ERX: Perseus Mining to acquire 100% of Exore Resources
3 June 2020	Joint Perseus and Exore presentation
3 June 2020	Perseus to acquire Exore Resources

Additionally, copies of documents lodged with ASIC in relation to Perseus may be obtained from or inspected at an ASIC service centre. Please note, ASIC may charge a fee in respect of such services.

6.14 Legal disputes

As at the Last Practicable Trading Date, Perseus is not involved in any material legal disputes and is not a party to any material litigation.

6.15 Disclosure of interest

Except as otherwise disclosed in the Scheme Booklet, no:

- (a) Perseus Director or proposed director of Perseus;
- (b) person named in the Scheme Booklet as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Scheme Booklet for or on behalf of Perseus; or
- (c) promoter, stockbroker or underwriter of Perseus or the Merged Group,
(together, the **Interested Persons**) holds, or held at any time during the two years before the date of this Scheme Booklet any interests in:
- (d) the formation or promotion of Perseus or the Merged Group;

- (e) property acquired or proposed to be acquired by Perseus in connection with the formation or promotion of Perseus or the Merged Group or the offer of Perseus Shares under the Scheme; or
- (f) the offer of Perseus Shares under the Scheme.

6.16 Disclosure of fees and other benefits

Except as otherwise disclosed in the Scheme Booklet, Perseus has not paid or agreed to pay any fees, or provided or agreed to provide any benefit:

- (a) to a director or proposed director of Perseus to induce them to become or qualify as a director of Perseus; or
- (b) for services provided by any Interested Person in connection with:
 - (i) the formation or promotion of Perseus or the Merged Group; or
 - (ii) the offer of Perseus Shares under the Scheme.

6.17 Perseus's interest in Exore Shares

As at the date of this Scheme Booklet:

- (a) neither Perseus nor any of its associates have a Relevant Interest in any Exore Shares or Exore Options;
- (b) the voting power (as defined in the Corporations Act) of Perseus in Exore is nil; and
- (c) except as disclosed in the Scheme Booklet, during the four months before the date of this Scheme Booklet neither Perseus nor any associate of Perseus has provided, or agreed to provide, consideration for any Exore Shares.

6.18 Other material information

Except as otherwise disclosed in the Scheme Booklet, the Perseus Board is not aware of any information, as at the date of this Scheme Booklet, that is material to the making of a decision in relation to the Scheme which has not been previously disclosed to Exore Shareholders.

7 Information about the Merged Group

This section of the Scheme Booklet contains information in relation to the Merged Group if the Scheme is implemented. Additional information is included in the Independent Expert's Report attached in Attachment E.

7.1 Overview of the Merged Group

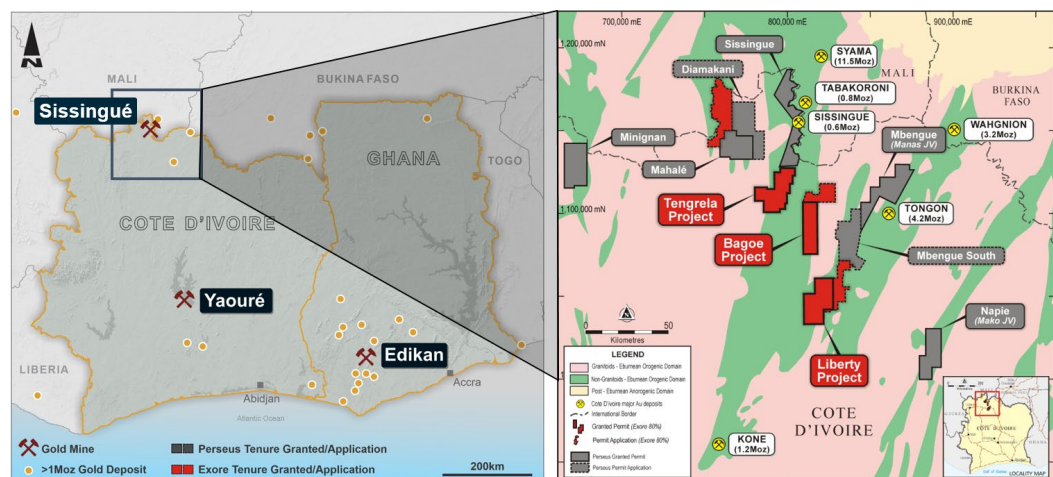
The combination of Exore and Perseus through the Scheme will combine Exore's assets with Perseus's assets, operational experience and strong growth profile, including Perseus's two producing gold mines and third mine in development (which is currently on time and on budget for first gold in December 2020).

The Merged Group would combine Exore's ~2,000km² of prospective exploration tenements in northern Côte d'Ivoire (which extends to exploration permits and exploration permit applications in which Exore holds a minority interest) with, and which are within close proximity to, Perseus's existing Sissingué gold mine operation. Sissingué gold mine currently has a mine life of three years from 1 July 2020 and, combined with Exore's land package, including defined Mineral Resource estimates at the Bagoé Project, the Merged Group would have the option of potentially developing the Bagoé Project into a new gold mine, or alternatively ore could be mined and trucked to the Sissingué gold mine plant for processing.

The Merged Group will also continue to own Perseus's current asset portfolio including the Sissingué gold mine and Edikan gold mine, and the Yaouré gold project, which is in development and expected to produce first gold in 2020. For more information on Perseus's current asset portfolio, please refer to section 6 of the Scheme Booklet.

The shares of Perseus, which will represent the Merged Group if the Scheme is implemented, are (or are expected to be in the case of the New Perseus Shares to be issued under the Scheme) quoted in Australia on the ASX and listed in Canada on the TSX.

Figure 9: Perseus and Exore project areas



7.2 Rationale for the Scheme

The Perseus Board and the Exore Board consider the implementation of the Scheme, and the Merged Group, to offer compelling benefits to all shareholders.

(a) **Benefits to Perseus Shareholders**

The acquisition of Exore will position Perseus to expand its resource base and its portfolio of near-term growth opportunities.

The acquisition gives Perseus ownership of Exore's highly prospective 2,000km² exploration portfolio in northern Côte d'Ivoire (which extends to exploration permits and exploration permit applications in which Exore holds a minority interest). The exploration portfolio is relatively under-explored but known to host geological structures on which several significant gold discoveries have previously been made. In addition, the exploration portfolio is in close proximity to Perseus's Sissingué gold mine and there are potential synergies that may be realised by utilising Perseus's existing infrastructure in any future development of Exore's projects.

The Mineral Resource at the Bagoé Project remains open for further exploration and, if expanded, may be able to be developed in-situ or may be economically trucked for processing through the mill at Perseus's near-by Sissingué gold mine, which would extend the life of the Sissingué operation without major capital investment.

(b) **Benefits to Exore Shareholders**

The Scheme Consideration represents a significant premium of:

- (i) 69% to the closing price of Exore Shares on 2 June 2020; and
- (ii) 78% to the 20 trading day VWAP of Exore Shares up to and including 2 June 2020.⁸

Through Perseus scrip consideration, Exore Shareholders will retain their exposure to Exore's assets and future upside associated with further exploration and any development of those assets (including the Bagoé Project and Liberty Project of which, as mentioned in section 5.2 of this Scheme Booklet, Exore has obtained 100% ownership after having exercised its pre-emptive right over Apollo's 20% interest).

Exore Shareholders will benefit from exposure to Perseus's two producing gold mines and third mine in development (currently on time and on budget for first gold in December 2020).

Exore Shareholders will benefit from significantly enhanced trading liquidity, scale, and asset diversification.

Exore Shareholders will benefit from Perseus's operational experience in West Africa, with proven success in developing and operating gold mines.

Perseus has the financial capacity to fund exploration and development of the Exore assets and therefore can mitigate to some extent the existing development risks faced by Exore (including permitting, capital expenditure and funding).

See section 2 for further details on the reasons for and against Exore Shareholders approving the Scheme.

⁸ The premiums were calculated on 2 June 2020 when the Scheme was announced and will change with changes to the price of Perseus Shares.

7.3 Corporate structure of the Merged Group

It is intended that Exore and its Related Bodies Corporate will be acquired by Perseus. If the Scheme is implemented, the subsidiaries of Perseus will include Exore and each of its subsidiaries listed in section 5.1(b) of the Scheme Booklet.

7.4 Board and senior management of the Merged Group

Following the implementation of the Scheme, there will be no change to the Perseus Board (as described in section 6.5). As Perseus will be the ultimate parent company of the Merged Group, the Perseus Board will be the board of directors of the Merged Group.

Perseus's intentions with respect to management and employees of the Merged Group are set out in section 7.5(d).

Detailed profiles of the Perseus Board, and details of Perseus's senior management team, can be viewed in section 6.5 and are otherwise available on Perseus's website (<https://perseusmining.com/our-leadership/>).

7.5 Perseus's intentions in respect of Exore and the Merged Group

(a) Overview

This section 7.5 sets out Perseus's intentions in respect of Exore and the Merged Group, assuming the Scheme is implemented, on the basis of the facts and information concerning Exore, its business, the general economic and business environment and existing circumstances affecting the Exore and Perseus businesses, which are known to Perseus at the time this Scheme Booklet was prepared. Final decisions on these matters will only be made by Perseus in light of all material facts and circumstances at the relevant time.

The statements in this section 7.5 are statements of current intention only, which may change as new information becomes available or circumstances change.

(b) Continuation of Exore's and Perseus's businesses

If the Scheme is implemented, Perseus intends to continue to operate the business of Perseus in substantially the same manner as it is currently operating.

Perseus will undertake a detailed post-acquisition review covering Exore's business and assets, including Exore's mineral resources and exploration strategy, amongst other matters. Any final decisions as to Perseus's intentions for the Merged Group will only be finalised following this review (other than where the disclosure below expressly states that Perseus has determined to do something).

(c) Strategy and intentions

Perseus's current intention is to undertake resource definition drilling over Exore's Antoinette and Veronique prospects and to undertake additional work required to determine the options to economically exploit the identified mineralisation. In addition, Perseus currently intends to continue exploring the remainder of Exore's tenement package.

Final decisions about the future commercial operating plan and management organisation for the Merged Group, including decisions about any changes to the way the Exore and Perseus businesses are conducted (such as any redeployment of the fixed assets and any changes to the employment of the present employees

of Exore) will be made by Perseus following the completion of the detailed post-acquisition review described in section 7.5(b).

The Merged Group will also have the capacity to consider other potential acquisition and funding opportunities that it believes are complementary to, and benefit, its assets and operations.

(d) Directors, management and employees

Perseus intends to replace the existing members of the Exore Board (and the boards of the other entities of the Exore Group) with Perseus nominees. In accordance with the Scheme Implementation Deed, Exore must procure that, with effect on and from the Implementation Date, those persons nominated by Perseus are appointed to the Exore Board and the boards of other entities in the Exore Group and that the Exore Directors and directors of other entities in the Exore Group that are in office immediately prior to the Implementation Date, resign as a director (but not as an employee, to the extent relevant and other than as disclosed below).

In accordance with the Scheme Implementation Deed, Perseus will require that the general manager of Exore Resources CDI DSR No. 1 SARL, Aspire Nord Côte d'Ivoire SARL and Exore Resources Côte d'Ivoire SARL resign from their role with those entities.

The employment of Mr Tremain and Mr O'Connor, the current Managing Director and Chief Financial Officer/Company Secretary of Exore, respectively, is expected to be terminated if the Scheme is implemented. However, Perseus may continue the employment of certain other members of the Exore team in Perth and the Republic of Côte d'Ivoire.

Any further decisions about staffing will be made following completion of the detailed post-acquisition review described in section 7.5(b) above and Perseus currently does not have any definitive plans in relation to Exore's directors, management and employees other than as noted above.

(e) Corporate matters in relation to Exore

Following implementation of the Scheme, it is intended that Exore be removed from the official list of ASX.

Perseus intends to remain listed on the ASX and TSX under the name Perseus Mining Limited (ASX/TSX:PRU).

(f) Dividend policy

Neither Perseus nor Exore have an official dividend policy nor have either paid dividends in the past.

The Merged Group will consider its capital management policies including dividends on the basis of underlying financial performance and cash flow, commodity price expectations, balance sheet and treasury risk management, working capital needs and competing internal and external investment opportunities necessary for renewal and future growth.

(g) Governance

The composition of the Merged Group Board is discussed in section 7.4.

It is intended the Merged Group will be governed by Perseus's current corporate governance policies and practices.

A copy of these policies can be accessed on Perseus's website:
<https://perseusmining.com/corporate-governance/>.

7.6 Capital structure

The effect of the implementation of the Scheme on Perseus's capital structure is summarised in the table below.

Perseus Shares	Number
As at the Last Practicable Trading Date	1,176,722,147
Issued as Scheme Consideration ^{1, 2}	47,798,271
Pro-Forma	1,224,520,418

Notes:

1 This assumes that all of the Exore Options the subject of the Option Exercise, Transfer or Cancellation Deeds are either cancelled or vest, are exercised, and the underlying Exore Shares issued before the Record Date, as further described in section 3.8(a) of this Scheme Booklet.

2 This includes the 104,500 New Perseus Shares that are proposed to be issued pursuant to the Option Cancellation Deed, as further described in section 3.8(b) of this Scheme Booklet.

Following implementation of the Scheme, existing Perseus Shareholders and Exore Shareholders will hold approximately 96.1% and 3.9%, respectively (on an undiluted basis), of the Perseus Shares.

Following implementation of the Scheme, Perseus will continue to have the Perseus Performance Rights on issue. A detailed summary of the Perseus Performance Rights is provided in section 6.9(b).

7.7 Pro forma historical financial information in relation to the Merged Group

The historical consolidated statement of financial position of Perseus has been derived from Perseus's Half Year Financial Report for the six month period ended 31 December 2019, which was reviewed by PricewaterhouseCoopers (**PWC**). PWC concluded that they did not become aware of any matter that made them believe that the half-year financial report of Perseus was not in accordance with the Corporations Act.

The historical consolidated statement of financial position of Exore has been derived from Exore's Half Year Financial Report for the six month period ended 31 December 2019, which was reviewed by BDO Audit (WA) Pty Ltd (**BDO Audit**). BDO Audit concluded that they did not become aware of any matter that made them believe that the half-year financial report of Exore was not in accordance with the Corporations Act.

The historical consolidated statements of financial position of Perseus and Exore as at 31 December 2019 have been prepared in accordance with the recognition and measurement principals contained in Australian Accounting Standards.

The pro forma historical financial information has been derived from the historical consolidated statements of financial position of Perseus and Exore as at 31 December 2019 adjusted for the effects of certain events and transactions (**Pro Forma Adjustments**) as if those events and transactions had occurred at 31 December 2019. The Pro Forma Adjustments relate to the implementation of the Scheme (including the exercise and cancellation of Exore Options as detailed in section 3.8).

The pro forma historical financial information is provided for illustrative purposes only and is prepared on the assumption that the above events occurred on 31 December 2019. Due to its nature, the pro forma historical financial information does not represent Perseus's or the Merged Group's actual or prospective financial position.

The pro forma historical financial information has been prepared in accordance with the recognition and measurement principles contained in Australian Accounting Standards, other than that it includes adjustments, which have been prepared in a manner consistent with Australian Accounting Standards, that reflect the impact of the Pro Forma Adjustments as if they occurred as at 31 December 2019.

The pro forma historical financial information is presented in an abbreviated form and does not contain all of the presentation, comparative information and disclosures that are usually provided in an annual financial report prepared in accordance with the Corporations Act.

The pro forma historical financial information presented in this section 7.7 should be read in conjunction with the risk factors set out in section 8 and other information contained in this Scheme Booklet.

Amounts in this section 7.7 have been rounded to the nearest A\$1,000.

The pro forma historical financial information should be read in conjunction with the accounting policies detailed in Perseus's Annual Report for the year ended 30 June 2019 and Half Year Financial Report for the six month period ended 31 December 2019. A preliminary assessment has not identified any material differences between the accounting policies adopted by Perseus and the accounting policies adopted by Exore prior to the merger, except for the accounting policy for exploration and evaluation costs.

Specifically, exploration and evaluation costs incurred are capitalised by Perseus until such time as the assessment of the recoverability of the capitalised costs deems it impaired or the area of interest is abandoned. Exore does not capitalise exploration and evaluation costs until commercial viability can be proven, with the exception of acquisition costs in relation to mineral tenements, which are capitalised. This difference in accounting policy does not affect the pro forma historical financial information as the exploration and evaluation assets of Exore will be recognised by the Merged Group as acquired exploration and evaluation assets.

The historical financial information in relation to Perseus and Exore has been prepared in accordance with Australian Accounting Standards in effect from 1 July 2019.

A copy of the Perseus Half Year Financial Report for the period ended 31 December 2019 and Annual Report for the year ended 30 June 2019 can be found on Perseus's website (<https://perseusmining.com/>) and a copy of the Exore Half Year Financial Report for the period ended 31 December 2019 and Annual Report for the year ended 31 December 2019 can be found on Exore's website (<https://exorerresources.com.au/>), with both Perseus's and Exore's respective reports also available on the ASX's website (<https://www.asx.com.au/>).

Under the Scheme, Perseus will acquire all of the Exore Shares held by the Scheme Shareholders for the Scheme Consideration. For illustrative purposes, the pro forma historical financial information has been presented below based on implementation of the Scheme:

A\$'000	Historical Perseus (reviewed)	Historical Exore (reviewed)	Notes	Pro forma adjustments	Merged Group pro forma historical
Current assets					
Cash and cash equivalents	67,467	14,437	D	(6,600)	75,304
Receivables	13,193	125		-	13,318
Inventories	121,580	-		-	121,580
Prepayments	7,540	155		-	7,695
Income tax receivable	12,310	-		-	12,310
Total current assets	222,090	14,717		(6,600)	230,207
Non-current assets					
Receivables	4,342	-		-	4,342
Inventories	55,407	-		-	55,407
Financial assets at fair value through other comprehensive income	397	-		-	397
Property, plant and equipment	551,661	182		-	551,843
Right of use assets	2,363	-		-	2,363
Mine properties	193,300	-		-	193,300
Mineral interest acquisition and exploration expenditure	22,306	4,925	A, D	56,761	83,992
Total non-current assets	829,776	5,107		56,761	891,644
Total assets	1,051,866	19,824		50,161	1,121,851
Current liabilities					
Payables and provisions	88,056	540	B	2,045	90,641
Derivative financial instruments	6,533	-		-	6,533
Lease liabilities	1,281	-		-	1,281
Total current liabilities	95,870	540		2,045	98,455
Non-current liabilities					
Provisions	23,380	4		-	23,384
Interest bearing liabilities	71,286	-		-	71,286
Lease liabilities	939	-		-	939

A\$'000	Historical Perseus (reviewed)	Historical Exore (reviewed)	Notes	Pro forma adjustments	Merged Group pro forma historical
Deferred tax liability	51,720	-		-	51,720
Total non-current liabilities	147,325	4		-	147,329
Total liabilities	243,195	544		2,045	245,784
Net assets	808,671	19,280		48,116	876,067
Equity					
Issued capital	776,564	68,057	A, C	(661)	843,960
Milestone shares	-	780	A, C	(780)	-
Reserves	54,142	3,419	A, C	(3,419)	54,142
Accumulated losses	(31,763)	(53,938)	A, C	53,938	(31,763)
Parent entity interest	798,943	18,318		49,078	866,339
Non-controlling interest	9,728	962	A, C	(962)	9,728
Total Equity	808,671	19,280		48,116	876,067

(a) **Notes to Pro Forma Adjustments**

(i) Note A – Acquisition of Exore by Perseus

This adjustment reflects the acquisition of Exore by Perseus in accordance with the Scheme Implementation Deed. For the purposes of preparing the pro forma historical information, the transaction has been accounted for as an asset acquisition. For the purpose of the pro forma historical financial information, the transaction has been measured with reference to the estimated fair value of the Scheme Consideration.

The estimated fair value of the Scheme Consideration has been calculated as follows:

Fully paid ordinary Exore Shares on issue	589,356,105
Exore Shares to be issued in consideration of the exercised Exore Options ¹	20,616,667
Projected Exore Shares to be acquired via scrip consideration	609,972,772
Exchange ratio	0.07819
Projected new Perseus Shares to be issued	47,693,771
Perseus Shares to be issued in consideration of Exore Options to be cancelled ²	104,500
Total projected new Perseus Shares to be issued	47,798,271
Perseus Share closing price on 15 July 2020 (A\$)	1.410
Value of Scheme Consideration (A\$)	67,395,562

¹ As described in more detail in section 3.8(a), certain Exore Options may be cancelled or exercised prior to the Record Date such that the holders will be issued New Perseus Shares as a part of the Scheme. As such, a value has been attributed to those Exore Options on the basis that they are exercised and are acquired through the Scheme. This

pro forma assumes that number to be 20,616,667 Exore Options to be exercised in consideration for 20,616,667 Exore Shares.

- 2 As described in more detail in section 3.8(b), certain Exore Options may be cancelled (rather than exercised prior to the Record Date). This pro forma assumes that number to be 5,000,000 Exore Options to be cancelled in consideration for 104,500 Perseus Shares.

Transaction costs to be incurred by Perseus in relation to advisory fees, legal fees, expert fees and other transaction related expenses are estimated to be approximately A\$2.0 million. As the basis of the pro forma historical financial information is an asset acquisition, these costs have been added to the estimated Scheme Consideration to determine the total cost of the acquisition.

Based on asset acquisition accounting, the total cost of the acquisition is allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the acquisition date.

The estimated total cost of the acquisition has been allocated to the net assets as follows (rounded to the nearest thousand):

Estimated Total Cost of Acquisition	A\$'000
Estimated value of Scheme Consideration	67,396
Estimated transaction costs	2,045
Estimated total cost of acquisition	69,441

Allocated as follows	A\$'000
Cash ¹	7,837
Mineral interest acquisition and exploration expenditure ²	61,686
Other assets and liabilities ¹	(82)
Total net assets	69,441

- 1 For the purposes of preparing the pro forma historical financial information it is assumed that other than exploration and evaluation assets, all other assets and liabilities in the historical consolidated statement of financial position of Exore as at 31 December 2019 have a fair value equivalent to their carrying value.
- 2 The uplift in the carrying value of 'Mineral interest acquisition and exploration expenditure' amounts to A\$56,761,000, being the difference between the cost allocated above and the carrying value of these assets at 31 December 2019.

(ii) Note B – Accrual of estimated transaction costs to be incurred by Perseus

This adjustment recognises an accrual for Perseus's estimated transaction costs of approximately A\$2.0 million in relation to the Scheme. For further details on the estimated transaction costs to be incurred by Perseus, see Note A above.

(iii) Note C – Elimination of Exore's pre-acquisition contributed equity

This adjustment eliminates Exore's pre-acquisition equity, reserves and retained earnings at 31 December 2019.

(iv) Note D – Exore exercising of pre-emptive rights

This adjustment is to recognise Exore exercising its pre-emptive rights over Apollo's 20% joint venture interest in the Bagoé Project and Liberty Project in northern Côte d'Ivoire for US\$4.5 million (A\$6.6 million) to obtain 100% ownership.

(b) Transaction not included in the Pro Forma Adjustments

The pro forma historical financial information has not been adjusted to reflect the trading of either Perseus or Exore since 31 December 2019 apart from the Pro Forma Adjustments listed above. Material transactions not included in the Pro Forma Adjustments include:

- (i) Operating cash flows generated by Perseus during the ordinary course of its operations along with expenditure on the construction of Perseus's Yaouré gold project. During the three months ending 31 March 2020, Perseus's group balance of cash and bullion increased by approximately A\$150.6 million (including the drawdown of debt detailed below) as a result.
- (ii) During the three months ending 31 March 2020, US\$100.0 million was drawn down under Perseus's US\$150.0 million revolving corporate cash advance facility, bringing the total drawn down under the facility to US\$150.0 million.
- (iii) Material transactions with respect to Exore as set out at section 5.3(d) of this Scheme Booklet.

7.8 Financial outlook of the Merged Group

Each of the Perseus Board and the Exore Board has given careful consideration as to whether a reasonable basis exists to produce reliable and meaningful forecast financial information in relation to the Merged Group and the general overview of the strategy and financial profile of the Merged Group set out in the Scheme Booklet. Each of the Perseus Board and the Exore Board has concluded that such forecast financial information has the potential to be misleading and a reasonable basis does not exist for producing forecasts that would be sufficiently meaningful and reliable to be of value to either set of shareholders.

Shareholders should refer to the Independent Expert Report at Attachment E for the expert's conclusions regarding valuations of Perseus and Exore.

8 What are the risks?

8.1 What if the Scheme is implemented?

If the Scheme is implemented, Exore will become a wholly-owned subsidiary of Perseus and Eligible Exore Shareholders will, subject to the terms of the Scheme, be entitled to receive the Scheme Consideration, being New Perseus Shares.

If the Scheme becomes Effective, Scheme Shareholders will become members of a larger, S&P/ASX 200 and TSX-listed company. The scale and stage of development of Perseus will change from that of Exore on a stand-alone basis. Accordingly, Scheme Shareholders will potentially be exposed to certain risks in respect of Perseus if the Scheme is Effective. Many of these risk factors will be beyond the control of Perseus and include risks associated with financial matters, business and operations of Exore and Perseus (and mining, development and exploration companies generally), acquisitions and being a holder of New Perseus Shares.

The risks outlined in this section are not exhaustive and do not take into account the investment objectives, financial situation, position or particular needs of Exore Shareholders. You should carefully consider the following risks as well as the other information contained in this Scheme Booklet before determining how to vote on the Scheme. Each Exore Shareholder should consult his or her professional adviser if he or she has any doubts about an investment in Perseus.

8.2 Risks related to the Scheme

(a) **Completion of the Scheme is subject to various Conditions that must be satisfied or waived**

Completion of the Scheme is subject to a number of Conditions. There can be no certainty, nor can Exore provide any assurance, that these Conditions will be satisfied or waived (as applicable), or if satisfied or waived (as applicable), when that will occur.

Particularly, there are a number of Conditions which are outside the control of Exore and Perseus, including approval of the Scheme by the Requisite Majorities of Exore Shareholders and approval by the Court at the Second Court Hearing (see sections 3.3 and 3.4 of this Scheme Booklet).

Exore and Perseus are unable to identify any material risk with respect to satisfaction of the Conditions as they relate to, for example, seeking ASX quotation and TSX listing of the New Perseus Shares. However, the risks associated with some Conditions such as, for example, Exore maintaining its Actual Cash Balance are heightened as it is not possible to predict all circumstances that may arise before the Second Court Hearing.

If for any reason the Conditions to the Scheme are not satisfied or waived (as applicable) and the Scheme is not implemented, the market price of Exore Shares may be adversely affected.

(b) **The Scheme Implementation Deed may be terminated by Exore or Perseus in certain circumstances, in which case Exore may not be able to solicit an alternative transaction**

Each of Perseus and Exore has the right to terminate the Scheme Implementation Deed in certain circumstances as set out in section 10.10 of this Scheme Booklet.

Accordingly, there is no certainty that the Scheme Implementation Deed will not be terminated by either Perseus or Exore before the implementation of the Scheme. If the Scheme Implementation Deed is terminated, there is no assurance that the Exore Board will be able to find a party willing to pay an equivalent or greater price for Exore Shares than the price to be paid pursuant to the terms of the Scheme Implementation Deed.

8.3 Risks relating to New Perseus Shares

(a) Issue of New Perseus Shares as Scheme Consideration

If the Scheme is implemented, a number of New Perseus Shares will be available for trading in the public market. Although the Exore Board believes that the Scheme, if implemented, will enhance value for Scheme Shareholders, it is not possible to predict the value or performance of New Perseus Shares if the Scheme is Effective.

Additionally, the value of the Scheme Consideration will fluctuate depending upon the market value of New Perseus Shares. The market price of a publicly traded stock is affected by many variables, not all of which are directly related to the success of Perseus. In recent years, the securities markets have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly those considered to be exploration stage companies, has experienced wide fluctuations which have not necessarily been related to the operating performance or underlying asset values of such companies. There can be no assurance that such fluctuations will not affect the price of Perseus Shares.

Under the Scheme, Perseus will issue a number of New Perseus Shares. The increase in the number of Perseus Shares may lead to sales of such shares or the perception that such sales may occur, either of which may adversely affect the market for, and the market price of, Perseus Shares.

(b) Perseus does not expect to pay dividends on New Perseus Shares in the near term

Perseus does not anticipate paying any cash dividends on New Perseus Shares in the near term. As a result, Exore Shareholders will have to rely on capital appreciation, if any, to earn a return on investment in New Perseus Shares in the near term.

8.4 Risks related to the business of the Merged Group

(a) Operational risks of the Merged Group

(i) Commodity price volatility

The main source of revenue for the Merged Group will be through the sale of gold. Accordingly, the financial performance of the Merged Group will be exposed to fluctuations in the price of gold and other commodities. Commodity prices are affected by numerous factors beyond the control of the parties including the level of production costs, global and regional demand and supply, and macroeconomic factors such as expectations regarding inflation and interest rates. The parties cannot provide any assurance as to the prices that may be achieved for gold and/or other commodities.

Future production from the Merged Group's mineral properties will be dependent upon commodity prices being adequate to make these properties economic. Future serious price declines in the market value of gold and/or other commodities could cause the development of, and any commercial production from, a project to be rendered uneconomic. This would materially and adversely affect production, profitability and the Merged Group's financial position.

A decline in the market prices of gold and/or other commodities may also require the Merged Group to write down its Ore Reserve and Mineral Resource estimates which would have a material and adverse effect on its earnings and profitability. Should any significant write-down in Ore Reserve and Mineral Resource estimates be required, material write-down of the Merged Group's investment in the affected mining properties and increased amortisation may also be required.

Further, a decline could also have a material adverse impact on the ability of the Merged Group to finance the exploration and development of its existing and future mineral projects and may also impact operations by requiring a reassessment of the feasibility of a particular project. Specifically, the Merged Group's cash flow and profitability of the Edikan gold mine and the Sissingué gold mine, and the viability of the Yaouré gold project, are dependent on the price of gold (among other things).

(ii) **Exploration risks**

The Merged Group may be exposed to exploration risk. Perseus and Exore are in the process of conducting exploration relating to potential developments, including, in respect of Perseus, drilling campaigns around Edikan gold mine, Sissingué gold mine and, in respect of Exore, the recent shallow reconnaissance drilling at the Bagoé Project. The exploration for and development of mineral deposits is speculative and involves significant risks. Whether a mineral deposit will be commercially viable depends on a number of factors, including: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. There is no certainty that the expenditures made by the Merged Group towards the search for, and evaluation of, mineral deposits will result in discoveries of commercial quantities of ore.

Substantial expenditures are required to establish proven and probable mineral reserves through drilling, to determine the optimal metallurgical process to extract the metals from the ore and, in the case of new properties, to construct mining and processing facilities. As a result of these uncertainties, no assurance can be given that exploration programs undertaken by the Merged Group will result in the expansion of any future mineral reserves.

Exploration of the Merged Group's existing exploration and mining concessions may be unsuccessful, resulting in a reduction of the value of those concessions, diminution in the cash reserves of the Merged Group and possible relinquishment of the exploration concessions.

(iii) **Permitting and licencing**

Mineral exploration companies require licences and permits from various governmental authorities under local laws. Perseus and Exore believe that they each hold all necessary licences and permits under applicable laws and regulations in respect of their properties and that they are presently complying in all material respects with the terms of such licences and permits. Such licences and permits, however, are subject to change in various circumstances.

The Merged Group's mining, development and exploration activities are dependent upon the grant, or as the case may be, the maintenance or renewal of appropriate licences, concessions, leases, permits and regulatory consents which may be withdrawn or made subject to limitations. The maintenance, renewal and granting of mineral concessions often depends on the Merged Group being successful in obtaining required statutory approvals. There is no assurance that the Merged Group will be granted all the mineral concessions for which it has applied or will apply for or that any licences, concessions, leases, permits or consents will be renewed as and when required or that new conditions will not be imposed in connection therewith. To the extent such approvals, consents or renewals are not obtained, the Merged Group may be curtailed or prohibited from continuing with its mining, exploration and development activities or proceeding with any future exploration or development.

(iv) **Production, cost and life of mine estimates**

Failure to achieve life-of-mine estimates of production and costs for the Edikan gold mine, the Sissingué gold mine and the Yaouré gold project could have an adverse impact on future cash flows, profitability, results of operations and financial condition of the Merged Group. The Merged Group's actual production, costs and productive life may vary from estimates for a variety of reasons, including actual ore mined varying from estimates of grade, tonnage, dilution and metallurgical and other characteristics.

(v) **Mineral Resource and Ore Reserve estimates**

The Mineral Resources and Ore Reserves contained in the Scheme Booklet are estimates only and no assurance can be given that any particular level of recovery of gold or other minerals will in fact be realised or that an identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be economically exploited.

Mineral Resources and Ore Reserves estimates are expressions of judgement based on knowledge, experience and industry practice, and may ultimately prove to be inaccurate and require adjustment. Mineral Resources which are not Ore Reserves may not have demonstrated economic viability. Such estimates, including those contained in this Scheme Booklet are prepared in accordance with the JORC Code and are expressions of judgement based on knowledge, experience and industry practice, and may require revision based on actual production experience. This could in turn affect the Merged Group's mining plans and ultimately its financial performance and value. Estimates that are valid when made may change significantly when new information becomes available.

Particularly, estimates of recoverable quantities of proven and probable reserves include assumptions regarding commodity prices, exchange rates, discount rates, production and transportation costs for future cash flows. Estimates also require interpretation of complex and difficult geological and

geophysical models in order to make an assessment of the size, shape, depth and quality of reserves and their anticipated recoveries. The economic, geological and technical factors used to estimate reserves may change from period to period.

Further, gold price fluctuations, as well as increased production costs or reduced throughput and/or recovery rates, may render resources containing relatively lower grades uneconomic and may materially affect resource estimations.

(vi) **Depletion of Ore Reserves**

Ore Reserves depleted by production must be replaced to maintain production levels over the long term. There is no assurance that current or future exploration programs will result in any new commercial mining operations or yield new Ore Reserves to replace or expand current Ore Reserves.

(vii) **Development and mining**

The Merged Group's projects are at various stages of exploration, development and production. Ultimate and continuous success of activities is dependent on a number of factors including:

- (A) the discovery and/or acquisition of economically recoverable Ore Reserves, based on gold prices and fiscal provisions applying at the time of exploitation;
- (B) access to adequate capital to fund and develop projects;
- (C) construction of efficient development and production infrastructure within capital expenditure budgets;
- (D) securing and maintaining title to interests;
- (E) obtaining regulatory consents and approvals necessary for, or exemptions beneficial to, the conduct of mineral exploration, development and production on a timely basis or at all;
- (F) grade and tonnage of ore to be mined and processed;
- (G) geotechnical conditions;
- (H) engineering assumptions being substantially correct;
- (I) costs of constructing and operating a mine in a specific environment;
- (J) availability and costs of processing and refining facilities; and
- (K) retention of appropriately skilled and experienced employees, contractors and consultants.

The Merged Group's operations may be delayed or prevented as a result of factors including weather conditions, mechanical difficulties or a shortage of technical expertise or equipment. There may be difficulties with obtaining government and/or third-party approvals, operational difficulties encountered with construction, extraction and production activities, unexpected shortages

or increase in the price of consumables (including water and energy resources such as grid power, diesel, gas and other fossil fuels), plant and equipment, cost overruns or lack of access to required levels of funding.

Mining operations generally involve a high degree of risk. Such operations are subject to all the hazards and risks normally encountered in the exploration for, and development and production of, gold and other precious metals, including unusual and unusual or unexpected geologic formations or conditions, wall failure, seismic activity, rock bursts, cave-ins, flooding, environmental hazards, industrial accidents and disputes, technical failures (including mill performance), adverse weather conditions, fires, explosions and other accidents, access restrictions and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability.

The Merged Group's operations may be adversely affected by higher than anticipated treatment costs, worse than anticipated metallurgical recoveries, fluctuations in metal prices or lack of availability of treatment plant capacity. The occurrence of any of these circumstances could result in the Merged Group not realising its operational or development plans or in such plans costing more than expected or taking longer to realise than expected. Any of these outcomes could have an adverse effect on the Merged Group's financial and operational performance.

The Merged Group's operations could be adversely impacted by widespread illness of its workforce and/or the workforce of entities with which the Merged Group interacts resulting from the spread of infectious diseases such as COVID-19 (see section 8.4(xxviii) below for further details). The Merged Group's operations could also be adversely impacted by disruptions to work or supply lines as a result of the activities of terrorists, illegal miners or those engaged in combatting the same.

The Merged Group's operations could be adversely impacted by disruptions caused by civil disturbances in communities surrounding its operations resulting in blockading roads, damage to property or similar events.

If stand-alone development of the Bagoé Project by the Merged Group is not economically viable, the Merged Group may have to rely on tax exemptions to treat ore from the Bagoé Project on an economically viable basis. There is no certainty such exemptions may be granted on a timely basis or at all.

(viii) **Exploitation of discoveries**

It may not always be possible for the Merged Group to exploit successful discoveries, which may be made in areas in which the Merged Group has an interest. Such exploitation would involve obtaining the necessary licences, permits, regulatory consents and authorisations from relevant authorities that may require conditions to be satisfied and the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied.

Further, the decision to proceed to further exploitation may require participation of other companies whose interests and objectives may differ from the Merged Group's interests and objectives.

It is necessary to effectively manage the competing needs of various stakeholders, including those of governments and communities, or the Merged Group may run the risk of damaging its corporate reputation.

(ix) **Title risks**

Title to, and the area of, mineral concessions may be disputed. Land use for mineral exploitation activities is also subject to reaching satisfactory agreement with local communities on various matters. There can be no assurances that the Merged Group's title interests will not be challenged or impugned by third parties.

(x) **Contractual risks**

The Merged Group will rely significantly on strategic relationships with other entities and also on a good relationship with regulatory and government departments and other interest holders. The Merged Group will also rely on third parties to provide and continue to provide essential contracting services.

Arrangements with key contractors are subject to a range of risks including failure of a contractor to perform under its agreement, inability to replace the contractor if either party terminates the contract, interruption of operations in the event the contractor ceases operations due to insolvency or other unforeseen events and failure of the contractor to comply with applicable legal and regulatory requirements.

There can be no assurance that the Merged Group's existing relationships will continue to be maintained or that new ones will be successfully formed. The Merged Group could be adversely affected by changes to such relationships or difficulties in forming new ones.

(xi) **Joint ventures and other arrangements**

Whilst Perseus does not have any material assets held in a joint venture structure, the Merged Group may in future do so. Any such co-ownership arrangements carry with it risks such as the risk of financial failure or default. There is also no assurance that a party to a joint venture with the Merged Group will be granted all the mineral concessions for which it has applied or will apply for or that any licences, concessions, leases, permits or consents will be renewed as and when required. Any such risks will be assessed by the Merged Group in the future before entering into such arrangements.

(xii) **Environmental hazards and risks**

Environmental hazards may exist on, or adjacent to, the Merged Group's projects, including environmental hazards currently unknown to the Merged Group. The Merged Group may be liable for losses associated with such hazards, may be forced to undertake extensive remedial clean-up action or to pay for governmental remedial clean-up actions, even in cases where such hazards have been caused by previous, or existing owners or operators of project land, or by past or present owners of adjacent properties or natural conditions. The costs of such clean-up actions may have a material adverse impact on the Merged Group's operations and profitability.

Additionally, amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more

stringent implementation thereof (including in relation to climate change, greenhouse gas emissions or energy intensive assets), could have a material adverse impact on the Merged Group and cause increases in exploration expenses, capital expenditures or require abandonment or delays in the development of new mining properties.

(xiii) **Health, safety and hazardous materials**

The potentially hazardous nature of exploration and mining means that health and safety regulations impact the activities of the Merged Group. Any injuries or accidents that occur on a site or in operations of the Merged Group could result in legal claims, potential delays or stoppages and other actions that could adversely affect the Merged Group.

(xiv) **Insurance and uninsured risk**

Although Perseus and Exore maintain insurance to protect against certain risks in such amounts as they consider reasonable, insurance will not cover all the potential risks associated with their operations.

The Merged Group may be unable to maintain insurance to cover these risks at economically feasible premiums. In addition, insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. The Merged Group may also decide not to take out insurance against such risks as a result of high premiums or for other reasons.

Should such liabilities arise, they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of the securities of the Merged Group. The Merged Group will not be insured against most environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry.

The Merged Group will periodically evaluate the cost and coverage of the insurance against certain environmental risks that is available to determine if it would be appropriate to obtain such insurance.

(xv) **Competition risk**

The Merged Group will compete with other companies, including major gold companies in Australia, Canada, West Africa and internationally. Some of these companies will have greater financial and other resources than the Merged Group and, as a result, may be in a better position to compete for future business opportunities. There can be no assurance that the Merged Group can compete effectively with these companies. Consequently, the Merged Group's revenues, operations and financial condition could be materially adversely affected.

(xvi) **Export and import regulations**

The import and export policies of any jurisdiction in which the Merged Group operates or sells product to may change in the future. As the revenues of the Merged Group depend upon the process of exporting commodities, the profitability and financial position of the Merged Group may be adversely affected by any such adverse import and export regulations.

(xvii) **Key personnel risk**

The Merged Group will be dependent upon the services of a number of key management personnel.

The Merged Group's ability to manage its operation, development and exploration activities, and hence its success, will depend in large part on the efforts of these individuals.

The loss of the services of one or more of such key management personnel could have a material adverse effect on the Merged Group. Recruiting and retaining qualified personnel is important to the success of the Merged Group, but there can be no guarantee that appropriate personnel may be found. The number of persons skilled in the exploration and development of mining properties is limited and competition for such persons can be strong, depending on market conditions.

Any disputes with employees (through personal injuries, industrial matters or otherwise) change in labour regulations, or other developments in the area may cause labour disputes, work stoppages or other disruptions in production that could adversely impact the Merged Group.

(xviii) **Litigation risk**

All industries, including the mining industry, are subject to legal claims, with and without merit. The Merged Group is subject to such litigation risks. Defence and settlement costs associated with litigation can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process and dealings with the regulatory bodies, there can be no assurance that the resolution of any particular legal or regulatory proceeding will not have a material adverse effect on the Merged Group's future cash flow, results of operations, financial position or its financial results.

(xix) **Community action, community relations and Social Licence to Operate**

All industries, including the mining industry, are subject to community actions in the various jurisdictions in which they are present including the Republic of Ghana and the Republic of Côte d'Ivoire. In recent years, communities and non-governmental organisations (**NGOs**) have become more vocal and active with respect to mining activities at, or near, their communities. These parties may take actions, such as road blockades, applications for injunctions seeking work stoppage and lawsuits for damages.

Additionally, the Merged Group's relationship with the communities in which it operates is important to ensure the future success of existing operations and the construction and development of its projects. While each of Perseus and Exore believes the relationship of the Merged Group with the communities in which it will operate are strong, there is an increasing level of public concern relating to the perceived effect of mining activities on the environment and on communities impacted by such activities.

Certain NGOs, some of which oppose globalization and resource development, are also often vocal critics of the mining industry and its practices. Adverse publicity generated by such NGOs or others related to extractive industries generally, or its operations specifically, could have an adverse effect on the Merged Group's reputation or financial condition and

may impact its relationship with the communities in which it operates. While each of Perseus and Exore believes that the Merged Group will operate in a socially responsible manner, there is no guarantee that the Merged Group's efforts in this respect will mitigate this potential risk.

(xx) Risks relating to laws and regulatory requirements risks

The Merged Group will conduct operations in a number of jurisdictions, including the Republic of Ghana and the Republic of Côte d'Ivoire. The laws in each of these countries differ significantly. The business of mineral exploration and development is subject to various national and local laws and plans relating to permitting and maintenance of title, environmental consents, taxation, employee relations, health and safety, royalties, land acquisitions, land use, waste disposal, environmental protection and remediation, protection of endangered and protected species, mine safety, toxic substances and other matters.

Amendments to current laws, regulations and permits governing operations and activities of mining companies in the jurisdictions where the Merged Group operates, or a more stringent implementation thereof, could have a material adverse impact on the Merged Group and cause increases in exploration expenses, capital expenditures or production costs, reduction in levels of production at producing properties, or abandonment or delays in development of new mining properties.

Failure to comply with applicable laws and regulations may result in enforcement actions or corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mineral exploration may be required to compensate those suffering loss or damage by reason of the exploration activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

(xxi) Infrastructure risks, transportation and remoteness of operations

Mineral exploration, development and production activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. The lack of availability on acceptable terms, or the delay in the availability of any one or more of these items, could prevent or delay the development of the Merged Group's projects.

The commodities currently produced and expected to be produced by the Merged Group are and will be required to be transported internationally. Each stage of the transportation process poses risks, including the initial remoteness of some of the Merged Group's projects. Unexpected delays and accidents could materially impact upon the Merged Group's financial position.

The price of freight, smelting and refining charges are market driven and can vary throughout the life of each project. These may also impact on the overall profitability of the Merged Group.

In addition, unusual or infrequent weather phenomena, sabotage or other interference in the maintenance or provision of such infrastructure could adversely affect the Merged Group's operations.

(xxii) The effectiveness of gold price hedging policies

Perseus currently has certain gold price hedging arrangements in place and may in the future be required or choose to enter into further gold price hedging arrangements. Although gold price hedging activities may protect the Merged Group in certain instances, they may also limit the price that can be realised on the proportion of recovered metal that is subject to any hedges, in the event that the market price for gold exceeds the hedge contract price.

(xxiii) **Country risk**

The Merged Group will conduct exploration, development and mining activities in West Africa.

The Merged Group's activities may be subject to the effects of political changes, war and civil conflict, terrorist activities, changes in government personnel and policy, nationalisation or expropriation of property, cancellation or modification of contractual rights, foreign exchange restrictions, restrictions on the repatriation of money, lack of law enforcement, unlawful occupation of mining areas and illegal gold mining, labour unrest, the creation of new laws and other risks arising out of governmental sovereignty. These changes may impact the profitability and viability of the Merged Group's activities and may require protracted negotiations with host governments, local governments and communities, local competent authorities, national mining companies and third parties and may be subject to economic, social and political considerations outside of the Merged Group's control.

Investors should note that developing countries could be subject to rapid change and that the information set out in the Scheme Booklet may become outdated relatively quickly. Moreover, financial turmoil in developing countries tends to adversely affect prices in equity markets of other developing countries as investors move their money to more stable, developed markets.

The Merged Group's operations could be adversely impacted by disruptions or unrest in connection with elections in both the Republics of Ghana and Côte d'Ivoire, which are scheduled later in the year. In Côte d'Ivoire, this could be exacerbated by the recent passing of the proposed Presidential candidate of the current ruling party.

Any of the factors detailed above or similar factors could have a material adverse effect on the business, results of operations or financial condition of the Merged Group. If disputes arise in connection with operations in developing countries the Merged Group may be subject to the exclusive jurisdiction of foreign courts or foreign arbitration tribunals or may not be successful in subjecting foreign persons, especially foreign ministries and national companies, to the legal jurisdiction of Australia.

(xxiv) **Compliance with anti-corruption laws**

The Merged Group's operations will be governed by, and involve interaction with, many levels of government including in Australia, Canada, the Republic of Ghana and the Republic of Côte d'Ivoire. The Merged Group will be subject to various anti-corruption laws and regulations, each of which prohibit a company and its employees or intermediaries from bribing or making improper payments to foreign officials or other persons to obtain or retain business or gain some other business advantage.

According to Transparency International, the Republic of Ghana and the Republic of Côte d'Ivoire are each perceived as having fairly high levels of corruption relative to Australia and Canada.

The Merged Group will maintain anti-bribery policies, anti-corruption training programmes, codes of conduct, procedures and other safeguards designed to prevent the occurrence of fraud, bribery and corruption. However, wherever the Merged Group operates it always needs to be aware of the potential risk of fraud, bribery and corruption. The Merged Group cannot predict the nature, scope or effect of future regulatory requirements to which the Merged Group's operations might be subject or the manner in which existing laws might be administered or interpreted.

Instances of fraud, bribery and corruption, and violations of laws and regulations could expose the Merged Group and its directors and senior management to civil or criminal penalties or other sanctions, and could have a material adverse effect on the Merged Group's reputation, business, results of operations, financial condition and the share price.

Likewise, any investigation of any alleged violations of the applicable anti-corruption legislation by Australia or foreign authorities could also have an adverse impact on the Merged Group's business, reputation, financial condition and results of operations.

(xxv) **Wars, terrorism and natural disasters**

Events such as acts of terrorism, civil disturbance or protest, war, political intervention and natural activities such as earthquakes, floods, fires and adverse weather conditions may adversely impact Perseus by affecting the market for commodities, the operations of the Merged Group or its suppliers, service providers or customers, or the transport or other infrastructure relating to the operations of the Merged Group.

(xxvi) **Accounting**

The Merged Group makes estimates and assumptions about its business and revenues concerning the future. The resulting accounting estimates will form the basis of accounting estimates for the Merged Group, and will, by definition, seldom reflect the related actual results.

These estimates and assumptions have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, and include:

- (A) trade receivables;
- (B) impairment of assets;
- (C) reserve estimates;
- (D) rehabilitation and restoration costs;
- (E) income tax and recognition of deferred tax assets; and
- (F) fair value measurement.

Any changes in accounting judgements or estimates may have an adverse impact on the Merged Group.

(xxvii) **Banking covenants**

Perseus's operations have, in part, been financed by commercial banks which have representations, financial commitments, banking ratios and other covenants which must be satisfied at all times. Given the risks to operating cashflow as described in this section 8.4, the Merged Group will be exposed to potential events of default which could make all amounts due and payable immediately or expose the Merged Group to working capital needs which may not be able to be funded by proceeds from operations. Such exposures can also cause cross-defaults on other debt facilities, making those also due and payable immediately, and which may not be able to be funded from cash reserves.

(xxviii) **COVID 19**

The global economic outlook is facing uncertainty due to the current COVID-19 pandemic, which has been having, and is likely to continue to have, a significant impact on global capital markets, the gold price and foreign exchange rates.

Any COVID-19 infections on or near the sites could result in the Merged Group's operations being suspended or otherwise disrupted for an unknown period of time, which may have an adverse impact on the Merged Group's operations as well as adverse implications on the Merged Group's future cash flows, profitability, and financial condition.

Supply chain disruptions resulting from the COVID-19 pandemic and measures implemented by governmental authorities around the world to limit the transmission of the virus (such as travel bans and quarantining) may, in addition to the general level of economic uncertainty caused by the COVID-19 pandemic, also adversely impact the Merged Group's operations, financial position and prospects.

Perseus has implemented a COVID-19 management plan across its business at all locations in order to minimise the risk of infection for individuals.

(xxix) **Risks inherent in acquisitions and future growth initiatives**

Perseus regularly identifies and assesses potential opportunities for acquisitions and growth initiatives where it considers the opportunities may create shareholder value. The Merged Group will continue to identify and assess such opportunities. This includes the Merged Group actively pursuing the acquisition of exploration, development or production assets, as well as to acquire securities or other interests in other companies consistent with its investment and growth strategy. However, while the Merged Group intends to undertake appropriate due diligence to properly assess any such opportunities, benefits expected from investments, acquisitions or growth opportunities may take longer than expected to be achieved, or not be achieved at all, which may have a material adverse impact on the value of the Merged Group. Any acquisition may bring with it the assumption of latent risks of the operations being acquired and may otherwise use the Merged Group's available cash, debt, carrying capacity or cause dilution for existing shareholders.

(xxx) **Integration risks**

There is a risk that integration of the Exore business into the Perseus business may take longer than expected and that anticipated efficiencies and benefits of that integration may be less than estimated. This may include possible differences in the management culture, inability to achieve synergy benefits and cost savings, and the potential loss of key personnel, suppliers or other contractual arrangements. It could also arise if Perseus forms a different technical view to that of Exore on the estimate of Mineral Resources contained in Exore's Bagoé Project.

If integration of Perseus and Exore is not achieved in an orderly fashion or within a reasonable time period, the synergy related benefits of the combination may be achieved only in part, or not at all.

(b) Investment risks of the Merged Group

(i) Global economic conditions

The Merged Group's funding position, financial performance and ability to execute its strategy is impacted by a variety of general global economic, political, social and business conditions. In addition to commodity prices and currency fluctuations, factors that have the potential to impact the Merged Group's business include inflation, interest rates and other general economic factors. Deterioration in any of these conditions could have an adverse impact on the Merged Group.

Domestic and global conditions may affect the value of Perseus Shares. General worldwide economic conditions, changes in government policies, investor perceptions, movements in interest rates and stock markets, prices of the Merged Group's products, variations in the operating costs and development and sustaining capital expenditure which the Merged Group will require in the future will all impact the value of the shares, some outside of the control of the Merged Group.

(ii) Commodity price risk

As set out in section 8.4(i) the value of the Merged Group's assets may be significantly affected by changes in the market price of commodities and this risk equally applies to the investment risk in the Merged Group.

(iii) Share market conditions

There are risks associated with any investment in securities. Publicly listed securities and, in particular, securities of mining and exploration companies, have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. General factors that may affect the market price of shares include economic conditions in both Australia and internationally, investor sentiment and local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

These factors may materially affect the market price of Perseus Shares, regardless of the Merged Group's performance. The past performance of Perseus is not necessarily an indication as to the future performance of Perseus or the Merged Group.

Perseus will issue New Perseus Shares under the Scheme. Some Eligible Exore Shareholders may not intend to continue to hold their Perseus Shares following implementation of the Scheme and may wish to sell them. There is a risk that if a significant number of Eligible Exore Shareholders seek to sell their Perseus Shares, this may temporarily adversely impact the price of Perseus Shares.

Investor and analyst perception in relation to the Merged Group will also impact the price of Perseus Shares.

There can be no guarantee that there will continue to be an active market for Perseus Shares or that the price of Perseus Shares will increase. Neither Perseus nor the Perseus Board warrants the future performance of Perseus or the Merged Group or any return on an investment in Perseus or the Merged Group.

(iv) **Exchange rates**

Further to the commodity price risk set out above, the Merged Group may pay for goods and services in currencies such as U.S. dollars, Australian dollars, Canadian dollars, British pounds, Euros, Ghanaian cedis and CFA francs and the Merged Group may receive the proceeds of the sale of gold in US dollars, and financings in Australian dollars, Euros and U.S. dollars. As a result of the use of these different currencies, the Merged Group is subject to foreign currency fluctuations which may affect the Merged Group's costs, margins, cash flow, profitability, results and financial position.

(v) **Future funding requirements**

The Merged Group may require third party financing to carry out further exploration, undertake feasibility studies and develop new mining operations. The success and the pricing of any such capital raising and/or additional debt financing will be dependent upon the prevailing market conditions at that time to attract potentially significant amounts of additional debt and/or equity. There is no assurance that such financing will be obtained or obtained on terms satisfactory to the Merged Group. Any additional equity financing may be dilutive to shareholders of the Merged Group and may be undertaken at prices lower than the current market price for Perseus Shares. Debt financing, if available, may impose restrictions on operating activities or anticipated expansion of the Merged Group's operations.

If the Merged Group is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration and development programs. A failure to raise capital if, and when needed, could delay or suspend the Merged Group's business strategy and could have a material adverse effect on the Merged Group's activities.

(vi) **Credit risk**

Credit risk arises from the potential for non-performance by counterparties of contractual financial obligations. The Merged Group will be exposed to credit risk on its cash and cash equivalents and receivables.

(vii) **Market risk**

The value of the Merged Group's financial instruments may be affected by changes in interest rates, foreign exchange rates and equity and commodity prices. Perseus is exposed to market risk in its cash and cash equivalents. If Perseus were unable to manage its exposure to market risk, the value of its cash and cash equivalents may fall which could have a negative effect on Perseus's financial condition. Other than in respect of gold price hedging, Perseus currently does not hedge against other market risk, including foreign exchange rate and interest rate risk, although it may do so from time to time in the future.

(viii) **Tax risk**

Future changes in tax laws in Australia, the Republic of Ghana, the Republic of Côte d'Ivoire, the United Kingdom and other jurisdictions in which the Merged Group has activities and investment interests, including changes in interpretation or application of existing laws by the courts or taxation authorities, may affect taxation treatment of the Merged Group securities or the holding or disposal of those securities.

The tax consequences for individual investors in the Merged Group will depend on the individual tax profile and circumstances of the investor and all investors should obtain independent taxation advice with respect to their personal position.

8.5 Risks related to Exore if the Scheme does not proceed

If the Scheme is not implemented, there will be no change to Exore and Exore intends to continue to operate the businesses of Exore on a stand-alone basis and in substantially the same manner as it is currently operating.

As set out in further detail in section 2.4(d) of this Scheme Booklet, the following are some possible implications of the Scheme not being implemented:

- Eligible Exore Shareholders will not receive 0.07819 New Perseus Shares for every one (1) Scheme Share held;
- Exore Shareholders will continue to hold their Exore Shares and will be exposed to the risks associated with an investment in Exore set out below;
- if no alternative proposal emerges, the Exore Directors consider that the market price of Exore Shares is likely to fall; and
- Exore will continue as an independent entity listed on ASX.

While it is not possible to predict the future performance of Exore, in deciding whether or not to vote in favour of the Scheme, you should have regard to the prospects of Exore on a stand-alone basis (ie, if the Scheme is not approved and implemented).

If the Scheme is not implemented and no alternative proposal is forthcoming, the Exore Board intends to continue with its existing strategy of operating and advancing the Bagoé

Project and pursuing the future upside associated with Exore's exploration portfolio, under the leadership of the current management team.

Exore will continue to be subject to various risk factors. The principal risk factors that could have an impact are listed below but are not to be taken as exhaustive. Many of the standard risk factors described in section 8.4 as they apply to the Merged Group, are also applicable to a continuing investment in Exore as a stand-alone entity. Both the specific risks considered below and others not specifically referred to may in the future materially affect the financial performance of Exore and the value of Exore Shares. Particularly, Exore's ability to raise funding on good terms, or at all, to pursue exploration is based on a number of factors, including the price of gold, in-country risk, exploration and production risks, commodity prices and market sentiment. In addition to the risks set out below, refer to the risks described in section 8.4 as applicable to Exore as a stand-alone entity.

(a) **The price of an Exore Share may fall below its recent trading price, in the absence of an alternative proposal**

The trading price of an Exore Share rose by approximately 35% following the announcement of the Scheme on 3 June 2020.

Your Exore Directors believe that if the Scheme is not approved and no alternative proposal emerges it is likely that the trading price of Exore Shares will fall to below the level at which it has been trading since the Scheme was announced (although this is difficult to predict with any degree of certainty).

The market price of Exore's publicly traded securities will be affected by many variables, some which are not directly related to Exore. Price fluctuations in Exore's Share price could result from national and global economic and financial conditions, the market's response to the Scheme, business development of Exore or its competitors and liquidity of financial markets. In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that such fluctuations will not affect the price of Exore Shares in the future if the Scheme does not proceed.

(b) **Cash position**

Exore invested US\$4,500,000 of its cash reserves in providing the consideration to Apollo on 8 July 2020 to exercise the pre-emptive right pursuant to the Aspire Nord Joint Venture Agreement to acquire the remaining 20% interest in the Bagoé Project and Liberty Project. As a result of this investment, Exore currently holds a 100% interest in the granted exploration permits of both the Bagoé Project and Liberty Project and Exore's unaudited cash position as at 10 July 2020 is A\$4,870,000. See section 5.2(a) of this Scheme Booklet for further information with respect to Exore's exercise of its pre-emptive right.

Exore estimates that it will have incurred or committed transaction costs of approximately A\$450,000 prior to the Scheme Meeting. These costs will be payable regardless of whether or not the Scheme is implemented.

In addition, Exore may be liable to pay the Break Fee (A\$600,000) to Perseus. For further details in relation to the Break Fee, see section 10.13(j) of this Scheme Booklet.

Exore's business will still require substantial capital expenditure and the timing of the occurrence of such capital expenditure can be unpredictable.

The Exore Board does not expect that additional funding will be required in the short term and that Exore will be able to progress its existing strategy based on its working capital.

However, as Exore does not currently have any sources of revenue, the Exore Group will require additional funding in the form of debt and/or equity in the medium to longer term. Negotiation for additional equity and debt funding will be further progressed as required. However, no assurances can be made that appropriate funding will be available on terms favourable to Exore or at all.

(c) Drilling and exploration

Drilling at Exore's Bagoé Project and the balance of Exore's ~2,000km² exploration portfolio (which extends to exploration permits and exploration permit applications in which Exore holds a minority interest) is a high risk activity with many uncertainties, including those that are set out at section 8.4(ii) of this Scheme Booklet (as applicable). Substantial expenditure is required to establish Mineral Resources through drilling. As a result of these uncertainties, no assurance can be given that exploration programs undertaken by Exore will result in the expansion of any future Mineral Resource estimates. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.

Exore's future financial condition and results of operations will depend on the success of its exploration, development and production activities. Such activities are subject to numerous risks, including the risk that drilling will not result in commercially feasible production.

(d) Resources, reserves and exploration targets

No assurances can be given that additional exploration will result in the determination of a Mineral Resource on any of the exploration targets identified.

There is also no assurance that an identified resource can be economically extracted. Ore Reserve and Mineral Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.

See section 8.4(ii) of this Scheme Booklet for further information.

(e) Maintenance and renewal of appropriate mineral concessions

Exore's exploration activities are dependent upon the grant, maintenance and renewal of appropriate licences, concessions, leases, permits and regulatory consents (as applicable) which may be withdrawn or made subject to limitations. The grant, maintenance and renewal of mineral concessions often depends on the Exore being successful in obtaining required statutory approvals.

To the extent such approvals and consents are not granted, maintained and renewed, Exore may be curtailed or prohibited from continuing with its current and future exploration and development activities.

See section 8.4(iii) of this Scheme Booklet for further discussion of this risk.

(f) Impact of laws and regulations

There are a number of risks associated with operating in the Republic of Côte d'Ivoire. While Exore is subject to the laws and regulations of the Republic of Côte d'Ivoire, these laws and regulations could adversely affect the cost, timing, manner or feasibility of conducting its operations. In order to conduct its operations in compliance with these laws and regulations, Exore must obtain and maintain numerous permits, approvals and certificates from various federal and local authorities in the Republic of Côte d'Ivoire.

Amendments to these current laws, regulations and permits governing operations and activities of mining companies in Republic of Côte d'Ivoire could also have a material adverse impact on Exore and cause increases in exploration expenses and capital expenditures.

Additionally, the areas of regulation with more significant risks of impact to Exore's operations include safety, employee relations, health and safety as well as climate change. See section 8.4(xxiv) of this Scheme Booklet for further discussion of the risks associated with laws and regulations.

(g) Joint ventures and default

As set out in section 5.2 of the Scheme Booklet, Exore is a party to a number of joint venture arrangements. Most joint venture agreements will identify events of default. Various remedies may be prescribed should any such event occur. The ability of Exore to achieve its objectives under the various joint venture arrangements will depend on the performance by the parties of their obligations under the arrangements. This includes with respect to the grant and renewal of licences, concessions, leases, permits or consents as well as compliance with, and satisfaction of, any conditions to which a licence, concession, lease, permit or consent may be subject. If any party defaults in the performance of its obligations, this may impact on Exore's profitability and Exore may have to consider costly legal remedies.

(h) Reliance on key personnel

The responsibility of overseeing the day-to-day operations and the strategic management of Exore depends substantially on its senior management and its key personnel. The loss of key personnel may negatively impact Exore's business. The loss of services of such key personnel may have a material adverse effect on Exore's business, financial condition and results of operations.

See section 8.4(xvii) of this Scheme Booklet with respect to the risks in relation to key personnel.

8.6 Other risks

The information set out in this section 8 does not purport to be, nor should it be construed as representing, an exhaustive list of the risks affecting Perseus, Exore or the Merged Group.

9 Taxation implications for Scheme Shareholders

9.1 Introduction

The following is a general summary of the Australian income tax implications for Scheme Shareholders of their disposal of Exore Shares under the Scheme.

This summary is general in nature and does not purport to be a complete analysis of the tax consequences arising from the Scheme for any particular Scheme Shareholder. Scheme Shareholders are advised to seek professional tax advice in relation to their particular circumstances.

This summary is based on the provisions of the *Income Tax Assessment Act 1936* (Cth) (**ITAA 1936**) and the *Income Tax Assessment Act 1997* (Cth) (**ITAA 1997**) as at the date of this Scheme Booklet. The laws are complex and subject to change periodically, as is their interpretation by the courts and the tax authorities. The information provided below:

- does not consider the taxation implications in jurisdictions outside of Australia; and
- should not be relied upon by a Scheme Shareholder in making a decision on the Australian tax consequences arising from the disposal of any Exore Shares under the Scheme.

This tax summary only applies to Scheme Shareholders who hold their shares on capital account for tax purposes. This summary will not apply to Scheme Shareholders who:

- hold their Exore Shares on “revenue account” (such as share trading entities or entities who acquired their Exore Shares for the purposes of resale at a profit) or as “trading stock”;
- hold their Exore Shares under an employee share scheme offered by Exore;
- may be subject to special tax rules, such as partnerships, tax exempt organisations, insurance companies, dealers in securities or shareholders who are not an Australian resident for tax purposes and who currently hold, or have held, at any time Exore Shares through a permanent establishment in Australia, who are temporary residents of Australia or who have changed their tax residency while holding their Exore Shares;
- are taken to have acquired their Exore Shares before 20 September 1985;
- have a functional currency for Australian tax purposes other than an Australian functional currency; and/or
- are subject to the taxation of financial arrangements rules in Division 230 of the ITAA 1997 in relation to gains and losses on their Exore Shares.

9.2 Australian tax resident Scheme Shareholders

This section applies to Scheme Shareholders who are taken to be Australian residents for tax purposes.

(a) Disposal of Exore Shares

A capital gains tax (**CGT**) event will happen to Scheme Shareholders when they dispose of their Exore Shares under the Scheme on the Implementation Date.

Broadly, a Scheme Shareholder will:

- make a “capital gain” if the market value of the Scheme Consideration on the Implementation Date (or cash in the case of an Ineligible Foreign Holder or Electing Small Shareholder) received by the Scheme Shareholder from the disposal of their Exore Shares exceeds the cost base of their Exore Shares (subject to CGT scrip for scrip roll-over relief, discussed below at section 9.3); or
- make a “capital loss” if the market value of the Scheme Consideration on the Implementation Date (or cash in the case of an Ineligible Foreign Holder or Electing Small Shareholder) received by the Scheme Shareholder from the disposal of their Exore Shares is less than the reduced cost base of their Exore Shares.

The cost base and reduced cost base of a Scheme Shareholder's Exore Shares will depend on that Scheme Shareholder's specific circumstances. However, the cost base of the Exore Shares generally includes the cost of acquisition and certain non-deductible incidental costs of their acquisition and disposal. The reduced cost base of the Exore Shares is usually determined in a similar, but not identical, manner.

(b) CGT discount

If a Scheme Shareholder is an individual, complying superannuation entity or trust and acquired their Exore Shares at least 12 months before the Implementation Date (disregarding the date of acquisition and the date of disposal), the amount of the capital gain (after being reduced by current year capital losses and prior year capital losses, if any) may be reduced by the relevant CGT discount percentage. The CGT discount percentage for individuals and trusts is 50% and the CGT discount percentage for complying superannuation entities is 33⅓%.

Scheme Shareholders who are taken to have acquired some or all of their Exore Shares prior to 21 September 1999 may be able to apply the indexation regime to increase the cost base of those Exore Shares. Any Scheme Shareholder that elects to index the cost base of their Exore Shares cannot apply the CGT discount.

No CGT discount is available for Scheme Shareholders that are companies.

9.3 Availability of scrip for scrip roll-over relief for Scheme Shareholders

A Scheme Shareholder who disposes of their Exore Shares in exchange for New Perseus Shares, and who would otherwise make a capital gain in respect of the disposal of their Exore Shares, may be able to obtain CGT scrip for scrip roll-over relief under subdivision 124-M of the ITAA 1997.

CGT scrip for scrip roll-over relief under subdivision 124-M of the ITAA 1997 should generally be available where the following relevant requirements are satisfied:

- the Scheme Shareholder exchanges a share (**original interest**) in a company (**target**) for a share (**replacement interest**) in another company;
- the exchange is in consequence of a single arrangement;
- the arrangement must result in:
 - a company (**acquiring entity**) that is not a member of a wholly-owned group becoming the owner of 80% or more of the voting shares in the original entity; or

- a company (also an **acquiring entity**) that is a member of such a group increasing the percentage of voting shares that it owns in the original entity, and that company or members of the group becoming the owner of 80% or more of those shares;
- the arrangement must be, be part of, or include a compromise or arrangement entered into by the original entity under Part 5.1 of the Corporations Act, approved by order of a Court made for the purposes of paragraph 411(4)(b) of that Act (note that this requirement will be satisfied under the Scheme);
- the replacement interest must be shares in the ultimate holding company of the wholly owned group or shares in the acquiring entity if it is not a member of a wholly-owned group; and
- the original interest holder must choose to obtain roll-over relief.

Other requirements for roll-over relief may apply if neither Exore nor Perseus have 300 shareholders just before the arrangement started (however, Exore understands this should not be the case). Note that a concentration test can apply to treat Exore or Perseus as if it did not have at least 300 shareholders if, broadly, up to 20 individuals (together with their Associates) own between them, directly or indirectly, at least 75% of the relevant company's voting, dividend or capital rights.

CGT scrip for scrip roll-over relief is not available:

- if a Scheme Shareholder would otherwise realise a capital loss on the disposal of their Exore Shares;
- if any capital gain a Scheme Shareholder makes would be disregarded (except because of a roll-over);
- if the Scheme Shareholder is in the same wholly-owned group as Perseus or another roll-over could have been chosen (such as a roll-over for disposal of assets to a wholly-owned company or a business restructure roll-over); or
- if Perseus makes a choice for no roll-over to apply under subsection 124-795(4) of the ITAA 1997 and the Scheme Shareholder is notified of that choice in writing by Exore or Perseus before the exchange.

If CGT scrip for scrip roll-over relief under subdivision 124-M of the ITAA 1997 is available, and a Scheme Shareholder elects to apply roll-over relief, then:

- a capital gain that the Scheme Shareholder makes from the disposal of their Exore Shares under the Scheme should be disregarded and deferred until a subsequent taxable event occurs in respect of the New Perseus Shares; and
- for the purpose of determining the CGT cost base and reduced cost base of the New Perseus Shares, the sum of the CGT cost base and reduced cost base of the Scheme Shareholder's Exore Shares will be reasonably apportioned between the New Perseus Shares issued to the Scheme Shareholder.

Scheme Shareholders should obtain independent tax advice confirming the availability of CGT scrip for scrip roll-over relief.

9.4 Non-Australian tax resident Scheme Shareholders

For a Scheme Shareholder who:

- is a foreign resident, or the trustee of a foreign trust for CGT purposes; and

- has not used their Exore Shares at any time in carrying on a business through a permanent establishment in Australia,

the disposal of the Exore Shares will generally only result in Australian CGT implications if their Exore Shares are characterised as “indirect Australian real property interests”.

A Scheme Shareholder’s Exore Shares may be treated as indirect Australian real property interests if both of the following requirements are satisfied:

- the Scheme Shareholder, together with its “associates” (as defined in section 318 of the ITAA 1936), held a combined interest of 10% or more in Exore at the time of disposal or for a 12-month period within two years preceding the disposal; and
- more than 50% of the value of Exore’s assets is attributed to direct or indirect interests in Australian real property, which is defined to include Australian mining and exploration leases and licences.

Where both the above requirements are satisfied, non-resident Scheme Shareholders may be liable for tax on any capital gains made from the disposal of their Exore Shares and may be required to lodge an Australian tax return in connection with the disposal of their Exore Shares. They may be entitled to a partial application of the CGT discount (discussed at section 9.2(b) above) if they meet the conditions discussed there and also acquired their Exore Shares on or before 8 May 2012.

CGT scrip for scrip roll-over relief (discussed at section 9.3 above) may be available for non-Australian tax residents if their New Perseus Shares are “taxable Australian property” (as defined in section 855-15 of the ITAA 1997) just after they acquire their New Perseus Shares.

Scheme Shareholders who are non-Australian tax residents should seek their own independent tax advice as to the tax implications of the Scheme, including tax implications in their country of residence.

10 Additional information

10.1 Scheme Implementation Deed and due diligence process

The Scheme Implementation Deed was entered into by Exore and Perseus on 3 June 2020.

The Independent Expert has had access to the confidential information provided by each party to the other for the purpose of its due diligence. The Independent Expert has also conducted interviews with certain members of the management teams.

Neither party is aware of any material information about it that is material to a decision by an Exore Shareholder on how to vote in relation to the Scheme and which:

- (a) has not been made available to the Independent Expert in the manner referred to above for the purpose of preparing the Independent Expert's Report;
- (b) is not set out or referred to in this Scheme Booklet; or
- (c) has not otherwise been made available publicly by that party.

10.2 Conditions to the Scheme that have already been satisfied or waived

As at the date of this Scheme Booklet, the following Conditions to the Scheme have been satisfied or waived:

- (a) **(Exore Options)** Before 8:00am (WST) on the Second Court Date, each holder of Exore Options (other than the Other Option Holders) entering into a deed with Exore and Perseus regarding the Exore Options held by them pursuant to clause 4.5 of the Scheme Implementation Deed (and all conditions precedent to completion under such deed, other than a condition that the Scheme become Effective, being satisfied).
- (b) **(TSX listing)** The New Perseus Shares to be issued pursuant to the Scheme being approved for listing on the TSX before 8:00am (WST) on the Second Court Date, subject only to the satisfaction of customary listing conditions and to the Scheme becoming Effective, and such approval remaining in full force and effect in all respects (subject only to those conditions) and not becoming subject to any notice, intimation or indication of intention to revoke, suspend, restrict, modify or not renew the approval.
- (c) **(Acquisition of shares in Aspire Nord Côte d'Ivoire SARL)** Before 8:00am (WST) on the Second Court Date: the Apollo Group's Shares in Aspire Nord Côte d'Ivoire SARL having been transferred to or becoming held for Exore Resources CDI No 1 Pty Ltd as soon as possible and, in any event, within the period ending on the date which is two months after accepting the pre-emption offer.

Further details about the Conditions are set out in section 1.3 of this Scheme Booklet.

10.3 Perseus securities held by Perseus Directors

The number of Perseus Shares and Perseus Performance Rights held by or on behalf of each of the Perseus Directors or any of their Associates, as at the Last Practicable Trading Date, are detailed below:

Name	Number of Perseus Shares	Number of Perseus Performance Rights
Terence Sean Harvey	1,300,000	Nil
Jeffrey Quartermaine	2,666,667	1,679,833
David Ransom	77,973	Nil
John McGloin	641,400	Nil
Sally-Anne Layman	210,000	Nil
Daniel Lougher	8,000	Nil

10.4 Exore Shares and Exore Options held by Exore Directors

The number of Exore Shares and Exore Options held by, or on behalf of, an Exore Director as at the date of this Scheme Booklet is set out in the table below:

Director/executive officer	Number of Exore Shares		Number of Exore Options	
	Direct	Indirect	Direct	Indirect
John Fitzgerald	0	6,166,666 ¹	0	1,333,334 ²
Justin Tremain	0	4,108,753 ³	0	11,000,000 ⁴
Travis Schwertfeger	70,000	289,285 ⁵	2,100,000	0

Notes:

- 1 5,166,666 Exore Shares held by JF and TF Fitzgerald Family Trust, and 1,000,000 Exore Shares held by JF and TF Fitzgerald Superannuation Fund.
- 2 Held by JD and TF Fitzgerald Family Trust.
- 3 Held by Justin and Sasha Tremain <J&S Tremain Superfund A/C>.
- 4 Held by Justin Tremain <J&S Tremain Family A/C>.
- 5 Held by L.A. and T.R. Schwertfeger <LTS Super Fund A/C>.

The Exore Directors who hold Exore Shares will be entitled to vote their Exore Shares at the Scheme Meeting and receive the Scheme Consideration along with all other Exore Shareholders.

The Exore Options held by the Exore Directors may be exercised on (and subject to) the Scheme becoming Effective, in which case the Exore Directors would receive Exore Shares in respect of the Exore Options held by them before the Scheme Record Date.

See section 3.8 of this Scheme Booklet for details regarding the treatment of the Exore Options in connection with the Scheme.

Other than as follows, no Exore Director acquired or disposed of a Relevant Interest in any Exore Shares in the 4 month period ending on the date immediately before the date of this Scheme Booklet:

- (a) On 6 April 2020, Mr Fitzgerald was issued 666,666 Exore Shares held by JD and TF Fitzgerald Family Trust, which were issued in satisfaction of the exercise of 666,666 Exore Options. Refer to Mr Fitzgerald's Appendix 3Y dated 6 April 2020 for more information;
- (b) On 6 April 2020, Mr Tremain was issued 4,000,000 Exore Shares held by Justin Tremain <J&S Tremain Family A/C>, which were issued in satisfaction of the exercise of 4,000,000 Exore Options. Refer to Mr Tremain's Appendix 3Y dated 6 April 2020 for more information;
- (c) On 6 April 2020, Mr Tremain disposed of 4,000,000 Exore Shares held by Justin Tremain <J&S Tremain Family A/C> to his former spouse. Refer to Mr Tremain's Appendix 3Y dated 8 May 2020 for more information; and
- (d) On 25 February 2020, Mr Schwertfeger acquired 289,285 Exore Shares held by LTS Super Fund. Refer to Mr Schwertfeger's Appendix 3Y dated 26 February 2020 for more information.

10.5 Interests in Perseus held by Exore Directors

No Exore Director holds any interest in Perseus.

No Exore Director acquired or disposed of a Relevant Interest in any Perseus Shares in the 4 month period ending on the date immediately before the date of this Scheme Booklet.

10.6 Interests held by Exore Directors in contracts of Perseus

No Exore Director has an interest in any contract entered into by Perseus (but each Exore Director is, as disclosed in this Scheme Booklet, party to an Option Exercise, Transfer or Cancellation Deed with Perseus).

10.7 Other interests of Exore Directors

Except as disclosed in sections 10.4 and 10.9 of this Scheme Booklet, no Exore Director has any other interest, whether as a director, member or creditor of Exore or otherwise, which is material to the Scheme, other than in their capacity as a holder of Exore Shares or Exore Options, or as set out in this Scheme Booklet.

10.8 Interests of Perseus Directors

The Perseus Directors have no interest in the outcome of the Scheme, except as provided for in the Scheme Booklet.

10.9 Agreements or arrangements with Exore Directors connected with or conditional on the Scheme

Mr Tremain, Mr Fitzgerald and Mr Schwertfeger each hold Exore Options (see section 10.4 of this Scheme Booklet).

The Exore Options held by the Exore Directors will be subject to the treatment described in section 3.8 of this Scheme Booklet, and each Exore Director is party to an Option Exercise, Transfer or Cancellation Deed in respect of all of their Exore Options with Exore and Perseus.

The Exore Options held by Exore Directors will be exercised on (and subject to) the Scheme becoming Effective, such that before the Scheme Record Date the Exore Directors will be issued Exore Shares in respect of those Exore Options and, if the Scheme is approved and implemented, receive the Scheme Consideration in respect of these Exore Shares held on the Scheme Record Date.

In relation to Mr Tremain, refer to section 10.10 of this Scheme Booklet for further information regarding his employment arrangements.

Other than disclosed above or otherwise in this Scheme Booklet, there are no agreements or arrangements made between any Exore Director and any other person, including Perseus, in connection with or conditional upon the outcome of the Scheme.

10.10 Other payments and benefits to directors, secretaries or executive officers of Exore in connection with retirement from office

The employment of Mr Tremain and Mr O'Connor, the Managing Director and Chief Financial Officer/Company Secretary of Exore respectively, is expected to be terminated if the Scheme is implemented.

Should the employment agreement with Mr Tremain be terminated following implementation of the Scheme, which is the Exore Board's current expectation, then Mr Tremain will be entitled to certain payments in accordance with the terms of his employment agreement and applicable law depending on the circumstance of such termination. If Mr Tremain's employment is terminated by him for material diminution in his role, subject to the Corporations Act and ASX Listing Rules he will be entitled to six months' base salary paid as a lump sum payment (and the salary shall be grossed up to include any applicable but unpaid bonus) and may also be entitled to up three months' salary, which the company may choose to pay in lieu of notice. If Mr Tremain's employment is terminated by Perseus he will be entitled to up to six months' salary (if the Company decides to terminate his employment in lieu of notice). Mr Tremain will also be entitled to payment for any accrued but untaken annual leave entitlements. If the termination of Mr Tremain's employment is treated as a being a redundancy, Mr Tremain will be entitled to 6 weeks' redundancy pay. Mr Tremain's annual salary is currently A\$300,000. Mr Tremain's employment agreement has not been amended in connection with the Scheme. Any payments to be made to Mr Tremain in connection with the termination of his employment, should that occur, will be required to be made in accordance with his existing employment agreement and applicable law.

Should the employment agreement with Mr O'Connor be terminated by Perseus without cause following implementation of the Scheme, which is the Exore Board's current expectation based on Perseus's disclosed intentions (as disclosed in section 7.5(d) of this Scheme Booklet), then Mr O'Connor will be entitled to certain payments in accordance with the terms of his employment agreement and applicable law, including payment of 3 months' salary, which the Company may choose to pay in lieu of notice, and accrued but untaken annual leave entitlements. If the termination of Mr O'Connor's employment is

treated as a being a redundancy, Mr O'Connor may in addition to the above payments also be entitled to be paid 4 weeks redundancy pay. Mr O'Connor's employment agreement has not been amended in connection with the Scheme. Any payments to be made to Mr O'Connor in connection with the termination of his employment, should that occur, will be required to be made in accordance with his existing employment agreement and applicable law.

Other than disclosed above or otherwise in this Scheme Booklet, no payment or other benefit is proposed to be made or given to a director, secretary or executive officer of Exore as compensation for loss of, or as consideration for, or in connection with, their retirement from, office in Exore as a result of the Scheme.

10.11 No collateral benefits

Except as otherwise disclosed in this Scheme Booklet, in the four months before the date of this Scheme Booklet, neither Perseus nor any of its Associates has given or offered to give or agreed to give a benefit to another person where the benefit was likely to induce the other person, or an Associate, to vote in favour of the Scheme or dispose of Exore Shares which benefit is not offered to all Exore Shareholders under the Scheme.

10.12 Interests of certain persons in the matters to be considered at the Scheme Meeting and in material transactions

Except as otherwise disclosed in this Scheme Booklet, no Exore Director or Exore executive officer, nor any Associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise in any matter to be acted upon at the Scheme Meeting, except for any interest arising from the direct or indirect ownership of Exore Shares or Exore Options held by such Exore Directors, Exore executive officers, Associates or affiliates.

10.13 Scheme Implementation Deed

On 3 June 2020, Exore and Perseus entered into the Scheme Implementation Deed, which was subsequently amended by the Deed of Variation on 29 July 2020.

The Scheme Implementation Deed, as amended, which is Attachment B to this Scheme Booklet, sets out the obligations of Perseus and Exore in relation to the Scheme. A scheme is a statutory process between Exore and its shareholders which becomes binding on the passage of the requisite shareholder approvals and Court approval. The Scheme Implementation Deed sets out obligations up to and leading to the Scheme becoming Effective. A summary of the key terms and conditions of the Scheme Implementation Deed is set out below.

(a) Conditions Precedent

The Conditions to the implementation of the Scheme are detailed in clause 3.1 of the Scheme Implementation Deed. Under the Scheme Implementation Deed, each party is obliged to use its best endeavours to procure that the Conditions within its control or responsibility are satisfied. Certain of the Conditions can be waived by the parties. These Conditions are set out in further detail in section 1.3 of this Scheme Booklet.

(b) Positive obligations in relation to the Scheme

Clause 5 of the Scheme Implementation Deed sets out certain positive obligations of the parties to implement the Scheme. Among other things:

- (i) Exore is obliged to prepare this Scheme Booklet, appoint the Independent Expert, and obtain waivers required, apply to ASIC for the production of statements in writing pursuant to section 411(17)(b) of the Corporations Act, convene a meeting of Exore Shareholders and make such applications to the Court as are necessary to implement the Scheme; and
- (ii) Perseus is obliged to provide information on Perseus to Exore to enable the preparation of this Scheme Booklet (including providing assistance and information reasonably requested to prepare the Independent Expert's Report), enter into the Deed Poll prior to the First Court Date, use its best efforts to obtain all waivers, exemptions and modifications from ASX and ASIC, and if the Scheme becomes Effective, cause the issue of the Scheme Consideration to Scheme Shareholders in accordance with the Scheme.

(c) **Conduct of business**

Clause 5.4 of the Scheme Implementation Deed requires Exore and Perseus to conduct their respective businesses in the ordinary course from 3 June 2020 to the Implementation Date.

(d) **Exore positive obligations in relation to the Scheme**

Clause 5.1 of the Scheme Implementation Deed sets out certain positive obligations of Exore to implement the Scheme, including (amongst other things):

- (i) use its reasonable endeavours to obtain all waivers, exemptions and modifications from ASX and ASIC as may be required, including applying to ASX for the waiver from ASX Listing Rule 6.23.2 to enable the Exore Options to be cancelled without obtaining approval from Exore Shareholders;
- (ii) promptly consult with Perseus as to the need for, and form of, any supplementary disclosure to Exore Shareholders after despatch of this Scheme Booklet;
- (iii) at the Second Court Hearing, provide to the Court a certificate confirming whether or not the Conditions have been satisfied or waived;
- (iv) apply to ASX to have trading in Exore Shares suspended from the close of trading on the Effective Date;
- (v) apply to ASX to have Exore removed from the official list, and quotation of Exore Shares on the ASX terminated on the trading day immediately following the Implementation Date;
- (vi) promote the merits of the Transaction and Scheme Consideration to Exore Shareholders;
- (vii) provide all necessary information about Exore Shareholders to Perseus which Perseus required in order to assist Perseus to identify the Scheme Shareholders; and
- (viii) direct the Registry to promptly provide any information that Perseus reasonably requests in relation to the register of members.

(e) **Perseus positive obligations in relation to the Scheme**

Clause 5.2 of the Scheme Implementation Deed sets out certain positive obligations of Perseus to implement the Scheme, including (amongst other things):

- (i) before 8:00am (WST) on the Second Court Date, provide to Exore a certificate confirming whether or not the Conditions have been satisfied or waived;
- (ii) use its reasonable endeavours to obtain all waivers, exemptions and modifications from ASX and ASIC as may be required;
- (iii) do everything reasonably necessary to seek the New Perseus Shares being approved for official quotation on ASX;
- (iv) do everything reasonably necessary to obtain approvals, waivers, exemptions and modifications from TSX as may be required; and
- (v) if the Scheme becomes Effective, execute a transfer of the Scheme Shares and execute relevant instruments.

(f) **Announcements**

Clause 6 of the Scheme Implementation Deed requires the parties to seek the approval of each other prior to making any public announcements in connection with the Scheme.

Where a party is required by applicable law, the ASX Listing Rules, the TSX Rules or any other applicable financial market regulation to make any announcement or to make any disclosure in connection with the Scheme or any other transaction the subject of this deed or the Scheme, it may do so only after using reasonable endeavours, to the extent practicable and lawful, to consult with the other party before making the relevant disclosure and must give the other party as much notice as reasonably practical.

(g) **Recommendations and intentions in relation to the Scheme**

Clause 7 of the Scheme Implementation Deed obligates Exore to represent that each member of the Exore Board has unanimously recommended that Exore Shareholders vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders.

Clause 7.2 of the Scheme Implementation Deed enables the Exore Directors to change or withdraw an Exore Recommendation or an Exore Voting Intention if:

- (i) the Independent Expert concludes in the Independent Expert's Report (or any update to that report) that the Scheme is not in the best interests of Exore Shareholders; or
- (ii) the Exore Board determines that a Competing Proposal constitutes a Superior Proposal.

(h) **Termination rights**

Termination rights are set out in clause 12 of the Scheme Implementation Deed which is Attachment B to this Scheme Booklet.

In summary:

- (i) either party may terminate the Scheme Implementation Deed if a Condition has not been satisfied or waived (or there is an act, event or occurrence which will prevent any Condition from being satisfied), and the parties are unable to agree, in good faith, on a proposed course of action, or if the other party commits a material breach of the deed which is not rectified;
- (ii) either party may terminate the Scheme Implementation Deed if a majority of Exore Directors publicly withdraw or adversely change or modify their Exore Recommendation or Exore Voting Intention in relation to the Scheme, or publicly recommend, promote or otherwise endorse a Competing Proposal in relation to Exore;
- (iii) either party may terminate the Scheme Implementation Deed if, at any time before 8:00am (WST) on the Second Court Date, any representation or warranty ceases to be true and correct in all material respects and this is not rectified; and
- (iv) the parties may terminate the Scheme Implementation Deed by the written agreement of the parties, on such terms as the parties agreement.

If the Scheme Implementation Deed is terminated by either party, the Scheme Implementation Deed will cease to have force and effect without any liability or obligation on the part of either party (except that clauses 9, 11, 12, 13, 15, 16.1, 16.2, 16.3, 16.4 and Schedule 1 of the Scheme Implementation Deed survive termination and each party shall retain any rights and remedies that accrued prior to termination).

(i) **Exclusivity**

Under the Scheme Implementation Deed, Exore is subject to exclusivity obligations including no-shop, no-talk and notification and Counterproposal rights in respect of Competing Proposals. These provisions are set out in clause 8 of the Scheme Implementation Deed which is Attachment B to this Scheme Booklet.

Exore represents and warrants that, as at the date of the Scheme Implementation Deed, neither itself nor any other member of the Exore Group is a party to any agreement, arrangement or understanding with a Third Party entered into for the purpose of facilitating a Competing Proposal (other than confidentiality agreements entered into before the date of the deed) or is participating in any discussions or negotiations with any Third Party for the purpose of facilitating, or that could reasonably be expected to lead to, a Competing Proposal.

In summary, from 9:00am (WST) on the date of execution of the Scheme Implementation Deed, being 3 June 2020, until the earlier of the valid termination of the Scheme Implementation Deed under clause 12 and the End Date (6 months from the date of execution of the Scheme Implementation Deed or such later date as agreed by Exore and Perseus) (**Exclusivity Period**):

- (i) **(No shop)** Exore must not, and must ensure that its Representatives do not, directly or indirectly:
 - (A) solicit, invite, encourage or initiate any inquiry, expression of interest, offer, proposal or discussion by any person in relation to, or which would reasonably be expected to lead to the making of, an actual, proposed or potential Competing Proposal; or

- (B) communicate to any person any intention to do any of the things referred to above.

Nothing in relation to the no shop obligations prevents Exore from continuing to make normal presentations to, and to respond to enquiries from, brokers, portfolio investors and analysts in the ordinary course in relation to the Scheme or its business generally;

- (ii) **(No talk)** Subject to the fiduciary exception in clause 8.4 of the Scheme Implementation Deed, Exore must not, and must ensure that its Representatives do not, directly or indirectly:
 - (A) facilitate, participate in or continue any negotiations or discussions with respect to any inquiry, expression of interest, offer, proposal or discussion by any person to make, or which would reasonably be expected to encourage or lead to the making of, an actual, proposed or potential Competing Proposal or participate in or continue any negotiations or discussions with respect to any actual, proposed or potential Competing Proposal;
 - (B) negotiate, accept or enter into, or offer or agree to negotiate, accept or enter into, any agreement, arrangement or understanding regarding an actual, proposed or potential Competing Proposal;
 - (C) disclose or otherwise provide any non-public information about the business or affairs of the Exore Group to a Third Party in connection with, or which would reasonably be expected to encourage or lead to receipt of, an actual, proposed or potential Competing Proposal; or
 - (D) communicate to any person any intention to do any of the things referred to above;
- (iii) **(Notification obligation)** Exore must notify Perseus in writing within 2 Business Days if it or any other member of the Exore Group becomes aware of any approach, attempt to initiate discussions or negotiations, inquiry or proposal made by any person in relation to an actual, proposed or potential Competing Proposal;
- (iv) **(Matching right)** If Exore receives a Superior Proposal, the following provisions apply:
 - (A) Exore must not, and must ensure that its Representatives do not enter into any legally binding agreement, arrangement or understanding (whether or not in writing) pursuant to which any person proposes, or proposes to implement a Competing Proposal;
 - (B) Exore must use reasonable endeavours to ensure that no Exore Director withdraws, changes or modifies their Exore Recommendation or Exore Voting Intention in favour of the Scheme, or publicly recommends, supports or endorses a Competing Proposal or makes any public statement to the effect that they may do so at a future point in time;
 - (C) Exore may do any of the things outlined above if:

- the Exore Board has determined, acting in good faith and after consultation with its financial adviser, that the Competing Proposal is a Superior Proposal;
 - Exore has given Perseus the material terms and conditions of the Competing Proposal; and
 - either Perseus has not announced or provided to Exore an offer in writing in respect of an amendment to the Scheme Consideration or other terms of the Transaction (**Counterproposal**) at any time by the date that is 5 Business Days after the provision of the information referred to above (**Cut Off Date**) or Perseus has announced or provided to Exore a Counterproposal before the Cut Off Date and the Exore Board has considered the Counterproposal and determined, in good faith, that it would not provide an equivalent or superior outcome to Exore Shareholders as a whole compared to the Competing Proposal;
- (D) Perseus will have the right, but not the obligation, at any time until the Cut Off Date to provide a Counterproposal and if it does so, the Exore Directors must consider the Counterproposal and determine, in good faith, whether it provides an equivalent or superior outcome to Exore Shareholders as a whole compared with the Competing Proposal;
- (E) following the determination referred to above, Exore must, within 2 Business Days, notify Perseus of the determination in writing; and
- (F) if the notification provided by Exore to Perseus referred to above is that the Exore Board has determined that the Counterproposal would provide a superior or equivalent outcome to Exore Shareholders compared to the Competing Proposal, then Exore and Perseus must use reasonable endeavours to agree any necessary amendments to the Scheme Implementation Deed and agree such other documents that are reasonably necessary to reflect the Counterproposal as soon as reasonably practicable and Exore must use its best endeavours to procure that each of the Exore Directors continue to recommend that Exore Shareholders vote in favour of the Scheme (as modified by the Counterproposal).

(j) **Break Fee**

The Break Fee provisions are set out in clause 9 of the Scheme Implementation Deed which is Attachment B to this Scheme Booklet.

Under the Scheme Implementation Deed, Exore must pay to Perseus, without set-off or withholding, a Break Fee of A\$600,000 within 10 Business Days of receipt of a written demand from Perseus in relation to any of the following events:

- (i) a Competing Proposal for Exore being announced by a Third Party before the date of the Scheme Meeting and within 12 months after such announcement, the Third Party or a Related Body Corporate of the Third Party completes a Competing Proposal, acquires all of the Exore Shares or otherwise acquires control of Exore or enters into a binding agreement to undertake or implement a Competing Proposal;

- (ii) a Superior Proposal being received by Exore or publicly announced at any time before the date of the Scheme Meeting and Exore terminates the Scheme Implementation Deed in accordance with clause 12.3(a) of the Scheme Implementation Deed;
- (iii) at any time before the date of the Scheme Meeting, any Exore Director failing to recommend that Exore Shareholders vote in favour of Scheme in accordance with the Exore Recommendation, withdraws or adversely changes their Exore Recommendation, makes a public statement to the effect that they will not vote any Exore Share which they control in favour of the Scheme Resolution, or publicly recommends, supports or endorses a Competing Proposal, other than where an Exore Director takes (or fails to take) any of these actions because the Independent Expert concludes the Scheme is not in the best interests of Exore Shareholders (other than in circumstances where that conclusion is due to the existence, announcement or publication of a Competing Proposal); or
- (iv) Perseus terminates the Scheme Implementation Deed due to a material breach by Exore that is not rectified.

Under the Scheme Implementation Deed, Perseus must pay to Exore, without set-off or withholding, a Break Fee of A\$600,000 within 10 Business Days after receipt of a written demand from Exore, if Exore terminates the Scheme Implementation Deed due to a material breach by Perseus that is not rectified.

The Break Fee provisions impose obligations on Exore and Perseus only to the extent that the performance of the obligations do not constitute unacceptable circumstances as declared by the Australian Takeovers Panel, do not breach the fiduciary or statutory duties of any Exore Director and are not otherwise unlawful or held to be unenforceable.

(k) **Representations and warranties**

Under the Scheme Implementation Deed, each party provides a range of representations and warranties in relation to its organisation and operation to the other. The representations and warranties are qualified by public disclosures and certain other information provided by each party to the other prior to the date of the Scheme Implementation Deed.

10.14 Top 20 Exore Shareholders

As at the Last Practicable Trading Date, the top 20 Exore Shareholders in the Register held approximately 46.86% of all issued Exore Shares, as indicated in the following table.

Name	Number of Exore Shares	Percentage of issue Exore Shares
Citicorp Nominees Pty Limited	93,187,339	15.81%
HSBC Custody Nominees (Australia) Limited	50,547,492	8.58%
UBS Nominees Pty Ltd	31,096,262	5.28%
J.P. Morgan Nominees Australia Pty Limited	27,270,180	4.63%

Name	Number of Exore Shares	Percentage of issue Exore Shares
ABN Amro Clearing Sydney Nominees Pty Ltd <Custodian A/C>	25,565,111	4.34%
Yarraandoo Pty Ltd <Yarraandoo Super Fund A/C>	20,000,000	3.39%
Mr Clayton William Hollingsworth	19,450,000	3.30%
National Nominees Limited	14,025,159	2.38%
HSBC Custody Nominees (Australia) Limited – A/C 2	13,080,451	2.22%
Jamax Holdings Pty Limited	10,000,000	1.70%
PS Consulting Pty Ltd <No 2 Super A/C>	10,000,000	1.70%
Soaraway Development Pty Ltd	9,397,032	1.59%
BNP Paribas Nominees Pty Ltd <DNP>	7,708,966	1.31%
Mr Stacey Radford	6,000,000	1.02%
BNP Paribas Nominees Pty Ltd <IB AU Noms Retailclient DRP>	5,524,716	0.94%
J & N Weston Investments Pty Ltd <Weston Super Fund A/C>	5,000,000	0.85%
Mr John Daniel Fitzgerald <JF and TF Family A/C>	4,500,000	0.76%
Morgan Stanley Australia Securities (Nominee) Pty Limited <No 1 Account>	4,368,310	0.74%
Mrs Sasha Tara Tremain	4,000,000	0.68%
Tegar Pty Ltd <Healy Super Fund A/C>	3,832,085	0.65%
Mr Rubindran Kuppusamy	3,670,685	0.62%

10.15 Exore's substantial holders

As at the Last Practicable Trading Date, there was no person who, to the knowledge of the Exore Directors or officers, beneficially owned, directly or indirectly, or exercised control or direction, directly or indirectly, over Exore Shares carrying more than 10% of the voting rights attached to all of the Exore Shares.

The substantial holders of Exore Shares as at the Last Practicable Trading Date are as follows:

Name	Number of Exore Shares	Percentage of issue Exore Shares
Bank of Nova Scotia and its associate 1832 Asset Management L.P.	45,317,388	7.75%

Exore has relied on substantial holder notices provided to it up to the Last Practicable Trading Date, which are available on the ASX website, to compile the above table. Information in regard to substantial holdings arising, changing or ceasing after this time or in respect of which the relevant announcement is not available on the ASX website is not included above.

10.16 Implied value of the Scheme consideration

Based on the 20-day VWAP of Perseus Shares up to and including 28 July 2020 (being the Last Practicable Trading Date), the implied value of the Scheme Consideration is approximately A\$0.113 per Exore Share. This represents a:

- 2.6% premium to the closing price of Exore Shares on 28 July 2020 (being the last practicable trading day prior to the Last Practicable Trading Date); and
- 13.46% premium to the 20-day VWAP of Exore Shares up to and including 28 July 2020 (being the last practicable trading day prior to the Last Practicable Trading Date).

However, the implied value of the Scheme Consideration will vary with the market price of New Perseus Shares.

10.17 Suspension of trading of Exore Shares

If the Court approves the Scheme, Exore will immediately notify ASX. It is expected that suspension of trading on ASX in Exore Shares will occur at the close of trading on the Effective Date.

10.18 Trading in New Perseus Shares

If the Scheme is implemented, each Scheme Shareholder (other than Ineligible Foreign Holders and Electing Small Shareholders) will receive their Scheme Consideration in the form of New Perseus Shares.

The New Perseus Shares issued as the Scheme Consideration will be fully paid and rank equally with the existing Perseus Shares then on issue.

Perseus will make an application to the ASX for the granting of official quotation of the New Perseus Shares in accordance with the ASX Listing Rules. Quotation is not guaranteed or automatic on such application, but quotation is expected in the ordinary course as Perseus is already admitted to the official list of ASX and shares of the same class as those to be issued as the Scheme Consideration have been granted official quotation by ASX.

It is the responsibility of each Exore Shareholder to determine their entitlement to New Perseus Shares under the Scheme before trading those shares to avoid the risk of selling shares that they do not own. Normal trading of the New Perseus Shares issued pursuant to the Scheme is expected to commence on Friday, 25 September 2020.

10.19 Warranty by Scheme Shareholders about their Exore Shares

The effect of clause 9.2(b) of the Scheme is that all Scheme Shareholders, including those who vote against the Scheme and those who do not vote, will be deemed to have warranted to Perseus and Exore on the Implementation Date (and appointed Exore as its attorney and agent to warrant to Perseus on the Implementation Date) that their Exore Shares are fully paid, not subject to any of the encumbrances specified in that clause and that they have full power and capacity to transfer their Scheme Shares to Exore together with any rights attaching to those shares.

The Scheme is set out in Attachment C to this Scheme Booklet.

10.20 Status of regulatory conditions

The regulatory approvals that are Conditions are set out in section 1.3 of this Scheme Booklet. As at the Last Practicable Trading Date, the following regulatory approvals that are Conditions are outstanding:

- (a) **(Court approval)** The Court approving the Scheme in accordance with section 411(4)(b) of the Corporations Act;
- (b) **(Exore Shareholder approval)** Exore Shareholders agreeing to the Scheme at the Scheme Meeting by the Requisite Majorities under section 411(4)(a) of the Corporations Act; and
- (c) **(ASX quotation)** The New Perseus Shares to be issued pursuant to the Scheme have, before 8:00am (WST) on the Second Court Date, been approved for official quotation on the ASX subject only to any conditions which ASX may reasonably require and to the Scheme becoming Effective and such approval remains in full force and effect in all respects and does not become subject to any written notice of intention to revoke, suspend, restrict, modify or not renew the same.

10.21 Regulatory relief

- (a) **ASIC relief**

Regulation 5.1.01(b) and clause 8302(h) of Part 3 of Schedule 8 of the Corporations Regulations requires the Scheme Booklet to set out whether, within the knowledge of the directors of Exore, the financial position of Exore has materially changed since the date of the last balance sheet laid before Exore in general meeting or sent to shareholders in accordance with section 314 and 317 of the Corporations Act, being its financial statements for the financial year ended 30 June 2019, as well as the full particulars of the changes.

Exore sought relief from this requirement so that this Scheme Booklet only needs to set out whether, within the knowledge of the Exore Directors, the financial position of Exore has materially changed since 31 December 2019 (being the last date of the period to which the financial statements for the half-year ended 31 December 2019 relate). ASIC approved this relief application in principle on 31 July 2020.

Exore also sought relief from ASIC under section 340 of the Corporations Act to relieve Exore from compliance with any requirement of Part 2M.3 of the Act that relates to the preparation and lodgement of its annual reporting requirements in the context of the Transaction. As at the Last Practicable Trading Date, this relief has not yet been granted.

Perseus has submitted an application to ASIC for the grant of a modification or variation of subsections 707(3) and (4) of the Corporations Act so that Exore optionholders who have agreed to transfer or cancel their Exore Options in consideration for the issue of Perseus Shares will be able to on-sell those Perseus Shares within 12 months of their issue, without requiring disclosure under Chapter 6D of the Corporations Act. As at the Last Practicable Trading Date, ASIC has not made a formal decision on this application. If granted, the form of the relief granted to Perseus will be subject to finalisation of the relief instrument by ASIC.

(b) **ASX waivers**

Exore has applied for, and ASX has granted, a waiver of ASX Listing Rule 6.23.2 to the extent necessary to permit the cancellation for consideration of the Exore Options described in 3.8.

ASX has also granted relief to allow the terms of the Exore Options to be amended without shareholder approval so that the Exore Options can be exercised in increments of less than 100, which relief is described further in section 10.21 of this Scheme Booklet.

10.22 Interests of advisers

Other than as set out in this Scheme Booklet, no person named in this Scheme Booklet as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Scheme Booklet holds, or held at any time during the last two years before the date of this Scheme Booklet, any interest in:

- (a) the formation or promotion of Exore; or
- (b) any property acquired or proposed to be acquired by Exore in connection with its formation or promotion or in connection with the Scheme.

10.23 Consents

- (a) The following parties have given, and have not withdrawn before the date of this Scheme Booklet, their consent to be named in this Scheme Booklet in the form and context in which they are named:
 - (i) Perseus. Perseus also consents to the inclusion of the Perseus Information in this Scheme Booklet in the form and context in which that information appears;
 - (ii) Hartleys Limited as financial advisor to Exore;
 - (iii) Automic as the manager of the Registry;
 - (iv) Gilbert + Tobin as Australian legal advisor to Exore in relation to the Scheme;
 - (v) BDO Audit (WA) Pty Ltd as Exore's auditor. BDO Audit (WA) Pty Ltd also consents to the inclusion of the financial information extracted from the audited annual financial statements of Exore for the half year ended 31 December 2019 as set out in section 5.3 of this Scheme Booklet and all references to that information, in the form and context in which they are included in the Scheme Booklet;

- (vi) Ernst & Young consent to be referred as Exore's auditor for the financial years ended 30 June 2019 and 30 June 2018;
 - (vii) BDO as the Independent Expert. BDO also consents to the inclusion of the Independent Expert Report as set out at Attachment E of the Scheme Booklet, any other statements made by, or based on statements by BDO, in the Scheme Booklet in the form and context in which they are included, and all references to the Independent Expert Report in the form and content in which such references are included;
 - (viii) CSA as technical expert for the purposes of the Independent Expert's Report. CSA also consents to the inclusion of the Independent Technical Expert's Report as embedded in the Independent Expert's Report, which is set out in Attachment E of the Scheme Booklet, and any other statements made by us, or based on statements made by us, in the Scheme Booklet in the form and context in which they are included, and all references to the Independent Technical Expert's Report in the Scheme Booklet in the form and context in which such references are included;
 - (ix) Mining Services & Consulting as Côte d'Ivoire legal advisor to Exore for the purposes of the Independent Expert's Report. Mining Services & Consulting also consents to the inclusion of the Report on Aspire Nord CI Exploration Permits and the Report on SMEX as embedded in the Independent Expert's Report, which is set out in Attachment E of the Scheme Booklet, and any other statements made by us, or based on statements made by us, in the Scheme Booklet in the form and context in which they are included, and all references to the Report on Aspire Nord CI exploration permits and, or the Report on Smart Mineral Explorer in the Scheme Booklet in the form and context in which such references are included; and
 - (x) Travis Schwertfeger and Brian Wolfe each as a Competent Person (see Section 10.25 of this Scheme Booklet).
- (b) Each person named in this section 10.23 of this Scheme Booklet:
- (i) has not authorised or caused the issue of this Scheme Booklet;
 - (ii) does not make, or purport to make, any statement in this Scheme Booklet or any statement on which a statement in this Scheme Booklet is based, other than as specified in this section 10.23; and
 - (iii) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Scheme Booklet, other than a reference to its name and the statement (if any) included in this Scheme Booklet with the consent of that party as specified in this section 10.23.

10.24 Fees to professional advisors

Each person named in section 10.23 as performing a function in a professional or advisory capacity in relation to the Scheme or the preparation of this Scheme Booklet will be entitled to receive professional fees charged in accordance with their standard basis of charging.

Exore has or will be required to pay for professional services which are estimated to be as follows:

- (a) Hartleys Limited for acting as financial advisor – A\$750,000 (subject to completion of the Transaction);
- (b) Automic for acting as Exore's Registry – A\$2,000;
- (c) CSA for acting as Independent Technical Expert – A\$35,000;
- (d) Mining Services & Consulting for acting as Côte d'Ivoire legal advisor – A\$2,000;
- (e) BDO for acting as the Independent Expert – A\$37,000; and
- (f) Gilbert + Tobin for acting as Australian legal advisor to Exore in relation to the Scheme – A\$312,000.

The total fees expected to be incurred by Exore are estimated to be approximately A\$1,200,000 (in relation to advisory fees, legal fees, expert fees and other transaction related expenses).

The total fees expected to be incurred by Perseus are estimated to be approximately A\$850,000 (in relation to advisory fees, legal fees, expert fees and other transaction related expenses).

The fees above are exclusive of GST or equivalent taxes and disbursements, except where stated.

10.25 Information relating to exploration results and Mineral Resource estimates

(a) **Exore**

The information in this Scheme Booklet that relates to Exploration Results is based on information compiled by Mr Travis Schwertfeger, a Competent Person who is a Member of the Australasian Institute of Geoscientists. Mr Schwertfeger is a Director of Exore and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for reporting of Exploration Results, Exploration Targets, Mineral Resources and Ore Reserves". Mr Schwertfeger consents to the inclusion in this Scheme Booklet of the matters based upon the information in the form and context in which it appears.

The information in this Scheme Booklet that relates to Mineral Resource estimates is based on information compiled by Mr Brian Wolfe, a Competent Person who is a Member of the Australasian Institute of Geoscientists. Mr Wolfe is an employee of International Resource Solutions Pty Ltd, a company engaged as a consultant by Exore. Mr Wolfe has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for reporting of Exploration Results, Exploration Targets, Mineral Resources and Ore Reserves". Mr Wolfe consents to the inclusion in this Scheme Booklet of the matters based upon the information in the form and context in which it appears.

(b) **Perseus**

The Scheme Booklet includes information that relates to Perseus's Ore Reserve and Mineral Resource estimates, exploration results and production targets. This information was prepared by and is the responsibility of Perseus only.

All production targets for the Edikan gold mine, Sissingué gold mine and Yaouré gold project referred to in this Scheme Booklet are underpinned by estimated Ore Reserves which have been prepared by competent persons in accordance with the requirements of the JORC Code. The information in this Scheme Booklet that relates to Mineral Resource and Ore Reserve estimates for the Esuajah North deposit at the Edikan gold mine was first reported by Perseus in compliance with the JORC Code and NI43-101 in a market announcement entitled “Perseus Mining Updates Mineral Resources & Ore Reserves” released on 28 August 2019. The information in this Scheme Booklet that relates to the Mineral Resource estimates for the Edikan deposits (other than the Fetish, AFG, Bokitsi South, Esuajah North and Esuajah South deposits) was first reported by Perseus in compliance with the JORC Code and NI43-101 in a market announcement entitled “Perseus Mining Updates Mineral Resources & Ore Reserves” released on 29 August 2018. The information in this Scheme Booklet that relates to Ore Reserves for the Edikan deposits (other than the Fetish, AFG, Bokitsi South, Esuajah North and Esuajah South deposits) was first reported by Perseus in compliance with the JORC Code and NI43-101 in a market announcement entitled “Perseus Mining Updates Mineral Resources & Ore Reserves” released on 29 August 2018. The above-mentioned deposits have been updated for mining depletion as at 31 December 2019 in a market announcement entitled “Perseus Mining Updates Edikan Gold Mine’s Mineral Resource & Ore Reserves” released on 20 February 2020. The information in this Scheme Booklet that relates to the Mineral Resource and Ore Reserve estimates for the Bokitsi South and Esuajah South underground and to the Ore Reserve estimates for the Fetish and AFG deposits at Edikan gold mine was first reported by Perseus in compliance with the JORC Code and NI43-101 in a market announcement entitled “Perseus Mining Updates Edikan Gold Mine’s Mineral Resource & Ore Reserves” released on 20 February 2020. Perseus confirms that it is not aware of any new information or data that materially affect the information in these market releases and that all material assumptions underpinning those estimates and the production targets, or the forecast financial information derived therefrom, continue to apply and have not materially changed. Perseus further confirms that material assumptions underpinning the estimates of Ore Reserves described in “Technical Report — Central Ashanti Gold Project, Ghana” dated 30 May 2011 continue to apply.

The information in this Scheme Booklet that relates to Mineral Resource and Ore Reserve estimates for the Sissingué gold mine was first reported by Perseus in compliance with the JORC Code and NI43-101 in a market announcement entitled “Perseus Mining Updates Resources, Reserves and Life of Mine Plan at Sissingué” released on 29 October 2018 and includes an update for depletion as at 30 June 2019 in a market announcement entitled “Perseus Mining Updates Mineral Resources & Ore Reserves” released on 28 August 2019. In respect of the Fimbiasso East and West deposits, previously Bélé East and West respectively, Perseus confirms that material assumptions underpinning the estimates of Mineral Resources and Ore Reserves described in market announcements entitled “Perseus Updates Mineral Resource Estimate At Bélé” dated 20 February 2017 and “Perseus Updates Life Of Mine Plan For Sissingué Gold Mine” dated 31 March 2017 respectively continue to apply with the exception that the reported resources are now constrained to a US\$1,800/oz pit shell as advised in a market announcement entitled “Perseus Mining Updates Mineral Resources & Ore Reserves” dated 29 August 2018. Perseus confirms that it is not aware of any new information or data that materially affect the information in these market releases and that all material assumptions underpinning those estimates and the production targets, or the forecast financial information derived therefrom, continue to apply and have not materially changed. Perseus further confirms that material assumptions underpinning the estimates of Ore Reserves described in “Technical

Report — Sissingué Gold Project, Côte d'Ivoire" dated 29 May 2015 continue to apply.

The information in this Scheme Booklet in relation to Yaouré gold project Mineral Resource and Ore Reserve estimates was first reported by Perseus in compliance with the JORC Code and NI 43-101 in a market announcement entitled "Perseus Mining Updates Mineral Resources & Ore Reserves" on 28 August 2019. Perseus confirms that all material assumptions underpinning those estimates and the production targets, or the forecast financial information derived therefrom, in that market release continue to apply and have not materially changed. Perseus further confirms that material assumptions underpinning the estimates of Ore Reserves described in "Technical Report — Yaouré Gold Project, Côte d'Ivoire" dated 18 December 2017 continue to apply.

10.26 No unacceptable circumstances

As at the date of this Scheme Booklet, the Exore Directors are not aware of any declaration of "unacceptable circumstances" in relation to the Scheme for the purposes of section 657A of the Corporations Act.

10.27 Documents Available

An electronic version of this Scheme Booklet including the Independent Expert's Report and the Scheme Implementation Deed are available for viewing and downloading online at Exore's website at www.exorerresources.com.au and on the ASX website www.asx.com.au.

10.28 Supplementary information

If Exore becomes aware of any of the following between the date of lodgement of this Scheme Booklet for registration with ASIC and the Court Approval Date:

- (a) a material statement in this Scheme Booklet is false or misleading;
- (b) a material omission from this Scheme Booklet;
- (c) a significant change affecting a matter in this Scheme Booklet; or
- (d) a significant new matter has arisen and it would have been required to be included in this Scheme Booklet if known about at the date of lodgement with ASIC,

Exore intends (subject to any further or other requirements of the Court) to publish any supplementary material by:

- (e) posting the supplementary material on Exore's website at www.exorerresources.com.au and lodging the material with ASX; and
- (f) depending on the nature and the timing of the changed circumstances and the supplementary material, Exore may also post the supplementary material to all Exore Shareholders, subject to obtaining any necessary regulatory approvals.

Perseus has separately agreed under the Scheme Implementation Deed to take all steps reasonably necessary to ensure that the Perseus Information in the Scheme Booklet is promptly updated or supplemented with any information that arises after the Scheme Booklet has been despatched that is necessary to ensure that the Scheme Booklet does not contain any material statement that is false or misleading in a material respect including because of any material omission from that statement.

10.29 Registration of Scheme Booklet with ASIC

This Scheme Booklet was registered with ASIC on 4 August 2020 in accordance with section 411(2)(b) of the Corporations Act.

10.30 No other material information

Other than as contained or referred to in this Scheme Booklet, including the Independent Expert's Report and the information that is contained in the Attachments to this Scheme Booklet, there is no other information that is material to the making of a decision by an Exore Shareholder whether or not to vote in favour of the Scheme Resolution to approve the Scheme, being information that is known to any Exore Director and which has not previously been disclosed to Exore Shareholders.

THE ISSUE OF THIS SCHEME BOOKLET IS AUTHORISED BY THE DIRECTORS OF EXORE RESOURCES LIMITED AND THIS SCHEME BOOKLET HAS BEEN SIGNED BY OR ON BEHALF OF THE DIRECTORS OF EXORE RESOURCES LIMITED ON 4 AUGUST 2020.

11 Glossary

In this Scheme Booklet unless the context otherwise requires:

A\$, AUD or Australian dollars means Australian dollars.

2019 Annual Report means the Exore annual report for the 2018-2019 financial year dated 26 September 2019.

Actual Cash Balance is the adjusted net cash position of the Exore Group calculated in the same manner as in the Approved Budget adjusted for any liability incurred by the Exore Group which is consented to in writing by Perseus, such consent not to be unreasonably withheld or delayed. For the avoidance of doubt, such consent will be considered to be unreasonably withheld or delayed (without in any way whatsoever limiting the circumstances in which such consent may otherwise be unreasonably withheld or delayed) where the liability is:

- (a) redundancy costs determined by Perseus;
- (b) a liability specifically directed by Perseus in writing for Exore to incur;
- (c) required by any applicable law or Government Agency and which arose after the date of the Scheme Implementation Deed and of which Exore was not otherwise aware; and
- (d) a reasonable and prudent response to an emergency or disaster (including a situation giving rise to a risk of personal injury or damage to property).

ADI means an Authorised Deposit-taking Institution as defined in the *Banking Act 1959* (Cth).

AISC means all-in site cost.

Announcement Date means 3 June 2020, being the date the Transaction was announced by Exore and Perseus.

Apollo means Apollo Consolidated Limited (ACN 102 084 917).

Apollo Group means Apollo, Aspire Minerals Pty Ltd (ACN 135 789 338) and ANCI Holding SARL.

Apollo Group's Shares means all of the shares in Aspire Nord Côte d'Ivoire SARL held by the Apollo Group which are currently registered in the name Aspire Minerals Pty Ltd pending a transfer to ANCI Holding SARL.

Approved Budget means the budget agreed between the parties before the date of the Scheme Implementation Deed and initialled by the parties for identification purposes.

ASIC means the Australian Securities and Investments Commission.

Aspire Nord Joint Venture Agreement means incorporated joint venture agreement dated 23 September 2019 between each member of the Apollo Group, Exore, Exore Resources CDI No 1 Pty Ltd and Aspire Nord Côte d'Ivoire SARL.

Associate has the meaning given in section 12 of the Corporations Act.

ASX means ASX Limited (ABN 98 008 624 691) or, where the context requires, the financial market operated by it known as the “Australian Securities Exchange”.

ASX Listing Rules means the official listing rules, from time to time, of ASX.

ASX Settlement Operating Rules means the operating rules, from time to time, of ASX Settlement Pty Ltd (ACN 008 504 532).

Australian Takeovers Panel means the Takeovers Panel constituted under the *Australian Securities and Investments Commission Act 2001* (Cth).

Automic means Automic Pty Ltd (ACN 152 260 814).

Bagoé Project means the project as described in section 5.2(a) of this Scheme Booklet.

BDO means BDO Corporate Finance (WA) Pty Ltd.

Break Fee means A\$600,000.

Business Day has the meaning given in the ASX Listing Rules.

C\$ or Canadian dollars means Canadian dollars.

CGT has the meaning given in section 9.2(a) of this Scheme Booklet.

CIM means the Canadian Institute of Mining and Petroleum.

Claim means a demand, claim, action or proceeding, however arising and whether present, unascertained, immediate, future or contingent, including any claim for specific performance.

Competing Proposal means any bona fide written proposal proposing the terms and conditions of the Transaction which, if completed substantially in accordance with its terms, would mean:

- (a) a Third Party would directly or indirectly:
 - (i) acquire Control of, or merge or be stapled with, Exore or any other member of the Exore Group; or
 - (ii) acquire or obtain an interest (including an economic interest) in 20% or more of the assets or business of Exore and its Related Bodies Corporate as a whole;
 - (iii) acquire or increase a Relevant Interest in, become the holder of, have the right to acquire or obtain or increase a legal, beneficial or economic interest in, 20% or more of Exore's shares (including under a cash settled equity swap or similar derivative); or
- (b) Perseus or another member of the Perseus Group could not implement the Transaction, or it would be materially adversely affected,

whether by way of takeover bid, scheme of arrangement, amalgamation, merger, capital reconstruction, issue of securities, consolidation, purchase of main undertaking, asset or business acquisition, stapling, strategic alliance, dual listed company structure, joint venture or partnership or other business combination or transaction structure. For the avoidance of doubt, each successive material modification or variation of any proposal,

offer or transaction in relation to a Competing Proposal will constitute a new Competing Proposal.

Condition means a condition precedent to the Scheme, as set out in clause 3.1 of the Scheme Implementation Deed.

Control has the meaning given in section 50AA of the Corporations Act.

Corporations Act means the *Corporations Act 2001* (Cth), as amended from time to time.

Corporations Regulations means the *Corporations Regulations 2001* (Cth), as amended from time to time.

Côte d'Ivoire Gold Projects has the meaning given in section 5.1 of this Scheme Booklet.

Counterproposal has the meaning given to it in section 10.13(i) of this Scheme Booklet.

Court means the Supreme Court of Western Australia or such other court of competent jurisdiction under the Corporations Act agreed to in writing by Exore and Perseus.

Court Approval Date means the date when the Court grants its approval to the Scheme under section 411(4) of the Corporations Act.

CSA means CSA Global Pty Ltd.

Cut Off Date has the meaning given to it in section 10.13(i)(iv) of this Scheme Booklet.

Deed of Variation has the meaning given to it in section 1.1 of this Scheme Booklet and is in the form set out in Attachment B of this Scheme Booklet.

Deed Poll means the deed poll to be entered into by Perseus, under which Perseus covenants in favour of Scheme Shareholders to provide the Scheme Consideration in accordance with the terms of the Scheme, in the form of Attachment D to this Scheme Booklet.

DFS has the meaning given in section 6.2(c) of this Scheme Booklet.

Disclosure Materials means all information, documents and responses disclosed or made available to Perseus or its Representatives by or on behalf of Exore before the date of the Scheme Implementation Deed in the online data room maintained by or on behalf of Exore to which Perseus and/or its Representatives had access (the index for which materials have been initialled for identification by Exore and Perseus).

DS Resources means DS Resources SARL.

DS Resources Term Sheet means the term sheet between Exore and DS Resources dated 14 January 2019.

Earn-In Agreement means the earn-in and joint venture agreement between Exore Resources CDI No 2 Pty Ltd and SMEX dated 3 September 2019.

Effective means the coming into effect, pursuant to section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) of the Corporations Act in relation to the Scheme.

Effective Date means the date on which the Scheme becomes Effective.

Electing Small Shareholders means a Small Shareholder that has validly elected to have the Scheme Consideration to which it is entitled issued to the Nominee pursuant to clause 4.4 of the Scheme Implementation Deed.

Eligible Exore Shareholders means Scheme Shareholders other than Ineligible Foreign Holders and Electing Small Shareholders.

End Date means the date 6 months from the date of execution of the Scheme Implementation Deed or such later date as agreed by Exore and Perseus.

Exclusivity Period means the period from 9:00am (WST) on the date of execution of the Scheme Implementation Deed, being 3 June 2020, to the earlier of:

- (a) the valid termination of the Scheme Implementation Deed under clause 12 of the Scheme Implementation Deed; and
- (b) the End Date.

Exore means Exore Resources Limited (ACN 009 146 794) of 50 Ord Street, West Perth WA 6005.

Exore Board means the board of directors of Exore.

Exore Director means a director of Exore.

Exore Group means Exore, each of its Related Bodies Corporate including Exore Resources CDI DSR No 1 SARL.

Exore Information means all the information in the Scheme Booklet other than the Perseus Information and Independent Expert's Report.

Exore Material Adverse Change means one or more changes, events, occurrences or matters that occur, are announced or become known to Perseus which (whether individually or when aggregated with all such changes, events, occurrences or matters of a like kind) has had or is reasonably likely to have a material adverse effect on the business, liabilities, assets, financial or trading position of the Exore Group, taken as a whole, including any changes, events, occurrences or matters which have, or are reasonably likely to have, the effect of:

- (a) materially adversely affects the status or terms of (or rights attaching to) the Mineral Rights or the ability of the owner of those rights to exploit them;
- (b) any Mineral Rights being suspended, revoked, becoming invalid or unenforceable, prematurely lapsing or being materially adversely varied or prematurely terminated;
- (c) injuncting, challenging or preventing the exercise by Exore or Exore Resources CDI No 1 Pty Ltd of any rights of pre-emption under the Aspire Nord Joint Venture Agreement; or
- (d) any member of the Exore Group being unable to carry on its business in substantially the same manner as carried on in the 12 months prior to the date of the Scheme Implementation Deed,

other than changes, events, occurrences or matters to the extent that they:

- (a) are required or permitted by the Scheme Implementation Deed or the Scheme;
- (b) are Fairly Disclosed in the Disclosure Materials or in any announcement to or filing with ASX or ASIC prior to the date of the Scheme Implementation Deed;
- (c) are consented to in writing by Perseus; or
- (d) arising from:
 - (i) general economic, political or business conditions (other than arising from changes in commodity prices, exchange rates or interest rates), including material adverse changes or major disruptions to, or fluctuations in, domestic or international financial markets, and acts of terrorism, war (whether or not declared), natural disaster or the like, including any pandemic or escalation of the same;
 - (ii) changes to accounting standards, laws or policies of a Government Agency in Australia; or
- (e) comprise a change in the market trading price of Exore Shares, as a direct result of either the entry by the parties into, or carrying out obligations under, the Scheme Implementation Deed or the Scheme or the announcement thereof.

Exore Option means an option granted by Exore to acquire an Exore Share.

Exore Prescribed Occurrence means the occurrence of any of the following:

- (a) Exore converting all or any of its shares into a larger or smaller number of shares;
- (b) Exore resolving to reduce its share capital in any way or reclassifying, combining, splitting or redeeming or repurchasing directly or indirectly any of its shares;
- (c) Exore:
 - (i) entering into a buy-back agreement; or
 - (ii) resolving to approve the terms of a buy-back agreement under the Corporations Act;
- (d) a member of the Exore Group issuing shares, securities convertible into shares (including performance rights) or debt securities or granting an option over its shares, or agreeing to make such an issue or grant such an option, or agree to pay any cash consideration to any person in performance or settlement of any obligation to issue shares, other than:
 - (i) as agreed between the parties;
 - (ii) any plan as agreed between the parties; or
 - (iii) the issue of shares upon exercise of an option or performance right as contemplated by the Scheme Implementation Deed;
- (e) Exore paying any distribution to holders of Exore Shares;
- (f) the termination or non-renewal of a Material Contract;

- (g) one or more members of the Exore Group disposing, or agreeing to dispose, of any business, securities, assets or undertaking of the Exore Group other than with a value of less than A\$500,000 individually or in aggregate;
 - (h) one or more members of the Exore Group creating, or agreeing to create, any mortgage, charge, lien or other encumbrance over any asset of the Exore Group with a value of more than A\$500,000 individually or in aggregate, other than a lien which arises by operation of law or legislation;
 - (i) a member of the Exore Group altering its constitution or constituent documents;
 - (j) notice of any material investigation, prosecution, arbitration, litigation, dispute or Claim threatened against a member of the Exore Group which could reasonably be expected to give rise to a liability for the Exore Group in excess of A\$500,000 individually or in aggregate and for the avoidance of doubt which is not frivolous or vexatious, or circumstances arising which could reasonably be expected to give rise to any liability in excess of A\$500,000 individually or in aggregate. For the avoidance of doubt, this does not include any liability relating to an investigation, prosecution, arbitration, litigation or dispute to the extent that an insurer has agreed to cover the liability under an insurance policy maintained by a member of the Exore Group;
 - (k) Exore being deregistered as a company or otherwise dissolved except in the case of a company with less than A\$10,000 in net assets as at the date of the Scheme Implementation Deed; or
 - (l) an Insolvency Event occurs in relation to any member of the Exore Group,
- but does not include any matter:
- (a) relating to vesting or exercise of existing options or performance options to the extent permitted by the Scheme Implementation Deed;
 - (b) required or permitted by the Scheme Implementation Deed or the Scheme;
 - (c) agreed to in writing by Perseus; or
 - (d) Fairly Disclosed in the Disclosure Materials or in an announcement to or filing with ASX or ASIC before the date of the Scheme Implementation Deed.

Exore Recommendation means the recommendation of each member of the Exore Board that Exore Shareholders vote in favour of the Scheme at the Scheme Meeting in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of Exore Shareholders.

Exore Share means a fully paid ordinary share in the capital of Exore.

Exore Shareholder means a holder of one or more Exore Shares, as shown in the Register maintained by (or on behalf of) Exore in accordance with the Corporations Act.

Exore Voting Intention means the intention of each member of the Exore Board to vote, or cause to be voted, all Exore Shares in which they control in favour of the Scheme at the Scheme Meeting in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude in the Independent Expert's Report that the Scheme is in the best interests of Exore Shareholders.

Fairly Disclosed means any information disclosed in writing by or on behalf of a party in sufficient detail and with sufficient specificity so as to enable a reasonable and sophisticated recipient of the relevant information who is experienced in transactions similar to the Transaction in the mining industry aware of the nature of the matter concerned and the fact it may have financial, operational or other consequences and be capable of properly assessing those consequences.

FEED has the meaning given in section 6.2(c) of this Scheme Booklet.

First Court Date means the first day on which an application made to the Court for an order under section 411(1) of the Corporations Act directing Exore to convene the Scheme Meeting is heard, with such hearing being the **First Court Hearing**.

Government Agency means any foreign or Australian government or governmental, semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or entity, or any minister of the Crown in right of the Commonwealth of Australia or any state, or any other federal, state, provincial, local or other government, whether foreign or Australian (including the ASX and TSX as applicable).

GST has the meaning given in section 9.1 of this Scheme Booklet.

Headcount Test means the requirement under section 411(4)(a)(ii)(A) of the Corporations Act that the resolution to approve the Scheme is passed at the Scheme Meeting by a majority in number of Exore Shareholders present and voting, either in person or by proxy.

IFRS means International Financial Reporting Standards.

Implementation Date means the fifth Business Day after the Scheme Record Date or such other day as the parties agree in writing.

Independent Expert means BDO, the independent expert appointed by Exore to prepare the Independent Expert's Report in accordance with clause 5.1(a) of the Scheme Implementation Deed.

Independent Expert's Report means the report prepared by the Independent Expert, a copy of which is set out in Attachment E to this Scheme Booklet.

Independent Technical Expert means CSA.

Independent Technical Expert's Report means the report prepared by the Independent Technical Expert.

Indicated has the meaning given to the term 'Indicated Mineral Resource' under the JORC Code.

Ineligible Foreign Holders means a Scheme Shareholder whose address in the Register is in a jurisdiction outside Australia and its external territories, New Zealand, United Kingdom, Singapore, Canada and Hong Kong except where Exore and Perseus determine (each acting reasonably) that the issue of New Perseus Shares in that jurisdiction under the Scheme would be neither prohibited by Law nor unduly onerous.

Inferred has the meaning given to the term 'Inferred Mineral Resource' under the JORC Code.

Insolvency Event means, in relation to any entity:

- (a) the entity resolving that it be wound up or a court making an order for the winding up or dissolution of the entity;
- (b) a liquidator, provisional liquidator, administrator, receiver, receiver and manager or other insolvency official being appointed to the entity or in relation to the whole, or a substantial part, of its assets;
- (c) the entity executing a deed of company arrangement;
- (d) the entity ceases, or threatens to cease to, carry on substantially all the business conducted by it as at the date of the Scheme Implementation Deed;
- (e) the entity is or becomes unable to pay its debts when they fall due within the meaning of the Corporations Act (or, if appropriate, legislation of its place of incorporation);
- (f) the entity being deregistered as a company or otherwise dissolved; or
- (g) something having a substantially similar effect to any of the things described in paragraphs (a) to (f) happens in connection with the entity under the law of any foreign jurisdiction.

Interested Persons has the meaning given to that term in section 6.15 of this Scheme Booklet.

ITAA 1936 has the meaning given in section 9.1 of this Scheme Booklet.

ITAA 1997 has the meaning given in section 9.1 of this Scheme Booklet.

JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition).

Last Practicable Trading Date means Tuesday, 28 July 2020, being the last practicable trading date before the date of this Scheme Booklet.

Laws means all laws, statutes, regulations, by-laws, statutory rules, orders, ordinances, protocols, codes, guidelines, notices, directions (including all applicable Australian, and Canadian laws), and terms and conditions of any grant of approval, permission, authority or license of any court, Government Agency, statutory body or self-regulatory authority (including the ASX and TSX as applicable).

Liberty Project means the project as described in section 5.2(b) of this Scheme Booklet.

Material Contract means a contract with a value greater than A\$500,000 (in respect of the Exore Group) or a contract that is otherwise price sensitive or material in the context of the business or operations of the Exore Group.

Measured has the meaning given to the term 'Measured Mineral Resource' under the JORC Code.

Merged Group means the corporate group, following implementation of the Scheme, of which Perseus will be the ultimate holding company of Exore.

Merged Group Board means the board of the Merged Group.

Merged Group Information means information regarding the Merged Group in section 6.4 of this Scheme Booklet.

Mineral Resources has the meaning given to that term in the JORC Code.

Mineral Rights means:

- (a) the mineral rights granted to the Exore Group;
- (b) any other mineral right or mineral rights which may be granted in lieu of or relate to the same ground as the mineral rights referred to in paragraph (a); and
- (c) includes all rights to mine and other privileges appurtenant to the mineral rights referred to in paragraphs (a) and (b) conferred by law.

New Perseus Shares means a fully paid ordinary share in the capital of the Perseus to be issued under the Scheme.

Nominee means the person chosen by Exore and Perseus to sell the New Perseus Shares that are attributable to Ineligible Foreign Holders and Electing Small Shareholders under the terms of this Scheme (or any nominee of such person).

Option Cancellation Deed means the option cancellation deed between Exore and the holder of the Exore Options expiring 26 November 2021 and exercisable at A\$0.13.

Option Exercise, Transfer or Cancellation Deeds means the option exercise, cancellation or transfer deeds between Exore, Perseus and each holder of Exore Options (other than the holder of the Exore Options expiring 26 November 2021 and exercisable at A\$0.13).

Ore Reserves has the meaning given to that term in the JORC Code.

Other Option Holders means the holders of: (i) 5,000,000 Exore Options expiring 26 November 2021 and exercisable at A\$0.13; and (ii) any other holder who is not a current employee or officer of Exore.

Perseus means Perseus Mining Limited (ACN 106 808 986) of Level 2, 437 Roberts Road, Subiaco WA 6008.

Perseus Board means the board of directors of Perseus.

Perseus Director means a director of Perseus.

Perseus Group means Perseus and each of its Related Bodies Corporate.

Perseus Information means information regarding the Perseus Group and the Merged Group provided by or on behalf of Perseus to Exore or its Representatives in writing for inclusion in the Scheme Booklet, being the information in the sections or parts of those sections described below:

- (a) Letter from the Perseus Chairman;
- (b) under the heading “Who is Perseus?” and “What are Perseus’s intentions in relation to the Merged Group?” in the Frequently Asked Questions;
- (c) the sentence beginning with the words “The consideration offered by Perseus” in section 3.8(b) (Option Cancellation Deed);
- (d) section 4.4 (Information about New Perseus Shares);

- (e) section 6 (Information about Perseus);
- (f) section 7 (Information about the Merged Group);
- (g) section 8.3 (Risks relating to New Perseus Shares) and section 8.4 (Risks related to the business of the Merged Group);
- (h) sections 10.1 (Scheme Implementation Deed and due diligence process), as it relates to Perseus, 10.3 (Perseus securities held by Perseus Directors), 10.8 (Interests of Perseus Directors), 10.11 (No collateral benefits), 10.18 (Trading in New Perseus Shares), 10.21 (Regulatory relief), as it relates to Perseus, 10.24 (Fees to professional advisors), as it relates to Perseus and 10.25(b) (Information relating to exploration results and Mineral Resource estimates), as it relates to Perseus;
- (i) section 11, the following definitions contained in the Glossary:
 - (i) New Perseus Shares;
 - (ii) Nominee;
 - (iii) Perseus;
 - (iv) Perseus Board;
 - (v) Perseus Director;
 - (vi) Perseus Group;
 - (vii) Perseus Performance Rights; and
 - (viii) Perseus Share; and
- (j) the information referred to in paragraphs (a) to (h) above wherever it appears in the Scheme Booklet,

except in each case to the extent that the information is based on information provided or prepared by or on behalf of Exore.

Perseus Material Adverse Change means one or more changes, events, occurrences or matters that occur, are announced or become known to Exore which (whether individually or when aggregated with all such changes, events, occurrences or matters of a like kind) has had or is reasonably likely to have a material adverse effect on the business, liabilities, assets, financial or trading position of the Perseus Group, taken as a whole, other than changes, events, occurrences or matters, to the extent they are:

- (a) required or permitted by the Scheme Implementation Deed or the Scheme;
- (b) Fairly Disclosed in the materials and information disclosed by or on behalf of Perseus to Exore, or their Representatives, or in any public announcement or filing with ASX or ASIC prior to the date of the Scheme Implementation Deed;
- (c) consented to in writing by Exore;
- (d) arising from:

- (i) general economic, political or business conditions (other than arising from changes in commodity prices, exchange rates or interest rates), including material adverse changes or major disruptions to, or fluctuations in, domestic or international financial markets, and acts of terrorism, war (whether or not declared), natural disaster or the like, a pandemic or escalation of the same;
- (ii) changes to accounting standards, laws or policies of a Government Agency in Australia; or
- (iii) comprise a change in the market trading price of Perseus Shares, as a direct result of either the entry by the parties into, or carrying out obligations under, the Scheme Implementation Deed or the Scheme or the announcement thereof.

Perseus Prescribed Occurrence means the occurrence of any of the following:

- (a) a member of the Perseus Group being deregistered as a company or otherwise dissolved except in the case of a company with less than A\$20,000,000 in net assets as at the date of the Scheme Implementation Deed; or
- (b) an Insolvency Event occurs in relation to a member of the Perseus Group which has net assets in excess of A\$20,000,000.
- (c) but does not include any matter:
- (d) required or permitted by the Scheme Implementation Deed or the Scheme;
- (e) agreed to in writing by Exore; or
- (f) Fairly Disclosed in the materials or information disclosed by Perseus to Exore or by and to their Representatives or in a public announcement to or filing with the ASX or ASIC before the date of the Scheme Implementation Deed.

Perseus Performance Rights has the meaning given in section 6.9(b) of this Scheme Booklet.

Perseus Share means a fully paid ordinary share in the capital of Perseus.

PMGL has the meaning given in section 6.2(a) of this Scheme Booklet.

Proved has the meaning given to the term 'Proved Ore Reserve' under the JORC Code.

Probable has the meaning given to the term 'Probable Ore Reserve' under the JORC Code.

PRP has the meaning given in section 6.2(b) of this Scheme Booklet.

Register means the register of Exore Shareholders kept by Exore and **Registry** means the manager from time to time of the Register (currently Automic).

Registered Address means, in relation to a Scheme Shareholder, the address of the Scheme Shareholder shown in the Register.

Related Body Corporate has the meaning given in section 50 of the Corporations Act.

Relevant Interest has the meaning given in sections 608 and 609 of the Corporations Act.

Representatives means, in respect of:

- (a) Perseus, a member of the Perseus Group, or an employee, agent, officer, director or adviser of that party (or of a member of the Perseus Group), and includes employees, officers and agents of the adviser; and
- (b) Exore, a member of the Exore Group, or an employee, agent, officer, director or adviser of that party (or of a member of the Exore Group), and includes employees, officers and agents of the adviser or financier

Requisite Majorities means the threshold for approval of the Scheme Resolution, being votes in favour of the resolution received from:

- (a) a majority in number (more than 50%) of Exore Shareholders present and voting at the Scheme Meeting (whether in person, by proxy, by attorney or, in the case of corporate Exore Shareholders, by a corporate representative); and
- (b) at least 75% of the total number of votes cast on the Scheme Resolution at the Scheme Meeting.

Scheme means the scheme of arrangement pursuant to Part 5.1 of the Corporations Act between Exore and the Scheme Shareholders, on the terms described in Attachment C to this Scheme Booklet, subject to any alterations or conditions made or required by the Court under section 411(6) of the Corporations Act.

Scheme Booklet means this scheme booklet in relation to the Scheme.

Scheme Consideration means the consideration to be provided by Perseus to each Scheme Shareholder for the transfer to Exore of each Scheme Share, as determined in accordance with clause 4.2(a) of the Scheme Implementation Deed.

Scheme Implementation Deed means the Scheme Implementation Deed dated 3 June 2020 between Exore and Perseus, as amended by the Deed of Variation, in the form set out in Attachment B of this Scheme Booklet.

Scheme Meeting means the meeting of Exore Shareholders ordered by the Court to be convened at the First Court Hearing.

Scheme Record Date means 5:00pm (WST) on the third Business Day after the Effective Date.

Scheme Resolution means a resolution of Exore Shareholders to approve the Scheme, the form of which is set out in the Notice of Scheme Meeting in Attachment A to this Scheme Booklet.

Scheme Share means an Exore Share held by a Scheme Shareholder as at the Scheme Record Date.

Scheme Shareholders means an Exore Shareholder as at the Scheme Record Date.

Second Court Date means the first day on which an application made to the Court for an order under section 411(4)(b) of the Corporations Act approving the Scheme is heard, with such hearing being the **Second Court Hearing**.

Share Splitting means an Exore Shareholder splitting its holding of Exore Shares into two or more parcels, or a number of affiliated persons acquiring a number of parcels in

different names or other manipulative conduct with the purposes of artificially increasing the number of Exore Shareholders.

Small Shareholder means a Scheme Shareholder (not being an Ineligible Foreign Holder) who, based on their holding of Scheme Shares on the Scheme Record Date, would, on implementation of the Scheme, be entitled to receive less than a marketable parcel of New Perseus Shares (assessed by reference to the last traded price of Perseus Shares on ASX on the trading day prior to the Scheme Record Date) as Scheme Consideration.

Small Shareholder Election Form means an election form for Small Shareholders in the form set out at Attachment G.

SMEX means Smart Minerals Explorer SARL.

Superior Proposal means a bona fide Competing Proposal which:

- (a) in the unanimous determination of the Exore Board (having regard to written advice from Exore's financial and legal advisers) acting in good faith is reasonably capable of being completed substantially in accordance with its terms, having regard to factors including but not limited to, whether it is subject to any material conditions relating to the conduct of the due diligence or to the provision of finance to the acquirer, or conditions which are substantially more onerous than the conditions precedent contained in clause 3.1 of the Scheme Implementation Deed, whether conditions pertaining to due diligence investigations are merely confirmatory and can reasonably be completed in an efficient and timely manner, confirmatory conditions relating to existing financing arrangements and regulatory conditions required by law that raise no significant policy or issues and are reasonably likely to be satisfied; and
- (b) in the unanimous determination of the Exore Board (having regard to written advice from Exore's financial advisers), acting in good faith and in order to satisfy what the Exore Board reasonably considers to be their statutory or fiduciary duties (having received written advice from its external legal advisers):
 - (i) would if it is completed in accordance with the terms and conditions set out in that written Competing Proposal, be clearly more favorable to Exore Shareholders (as a whole) than the Scheme or any Counterproposal (as applicable), taking into account all aspects of the Competing Proposal, including but not limited to:
 - (A) the identity, reputation and financial capacity of the party proposing the Competing Proposal;
 - (B) the value and type of consideration payable to Exore Shareholders under the Competing Proposal and the tax consequences related to payment of that consideration (particularly in circumstances where the consideration is not paid directly to those Exore Shareholders and there is no guarantee when or whether Exore Shareholders will benefit directly from that consideration) as compared to the consideration payable under the Scheme;
 - (C) the level of certainty as to the funding required for the Competing Proposal and the availability of that funding to meet the proposed timing of payment of the consideration under that Competing Proposal;

- (D) legal, regulatory and financial implications of agreeing and implementing the Competing Proposal; and

the likely timing required to implement and complete the Competing Proposal.

Tengrela Project means the project as described in section 5.2(c) of this Scheme Booklet.

Third Party means a person other than Exore, Perseus and their Associates.

Transaction means the acquisition of Exore by Perseus by means of the Scheme.

TSX means the Toronto Stock Exchange.

TSX Rules means the trading rules and regulations of the TSX.

VWAP means volume weighted average price.

Attachment A Notice of Scheme Meeting

Exore Resources Limited ACN 009 146 794

Notice of Scheme Meeting

Notice is hereby given that, by an order of the Court made on Tuesday, 4 August 2020 pursuant to section 411(1) of the Corporations Act, a meeting of holders of fully paid ordinary shares in Exore Resources Limited ACN 009 146 794 (**Exore**) will be held at 10:00am (WST) on Thursday, 10 September 2020 at Parmelia House, 191 St Georges Terrace, Perth, Western Australia (**Scheme Meeting**).

Purpose of the Scheme Meeting

The purpose of the Scheme Meeting is to consider and, if thought fit, agree to the Scheme (with or without any modifications or conditions as are thought fit by the Court) to be made between Exore and Exore Shareholders and to consider and, if thought fit, to pass the Scheme Resolution.

To enable you to make an informed voting decision, further information about the Scheme is set out in the accompanying explanatory memorandum (for the purposes of section 412(1) of the Corporations Act) which, together with this Notice of Scheme Meeting, forms part of this Scheme Booklet.

Capitalised terms used in this Notice of Scheme Meeting but not defined in it have the same meaning as set out in the Glossary in Section 11 of the Scheme Booklet.

Business of the Scheme Meeting - Scheme Resolution

To consider and, if thought fit, to pass the following resolution in accordance with section 411(4)(a)(ii) of the Corporations Act:

"That pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth):

- (a) the Scheme, the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of Scheme Meeting forms part) is agreed to (with or without any modifications or conditions as approved by the Court); and*
- (b) the directors of Exore are authorised, subject to the terms of the Scheme Implementation Deed:*
 - (i) to agree such modifications or conditions as thought fit by the Court; and*
 - (ii) subject to approval of the Scheme by the Court, to implement the Scheme with any such modifications or conditions."*

The Court has directed that Mr John Fitzgerald act as chairman of the Scheme Meeting (and that, if Mr John Fitzgerald is unable or unwilling to attend, Mr Justin Tremain is to act as chairman of the Scheme Meeting), and has directed the chairman to report the result of the Scheme Meeting to the Court.

By order of the Board

A handwritten signature in blue ink, appearing to read 'Trevor O'Connor', is positioned above the printed name.

Trevor O'Connor
Company Secretary

Dated: 4 August 2020

Explanatory Memorandum

This Notice of Scheme Meeting relates to the Scheme and should be read in conjunction with the balance of the Scheme Booklet. The Scheme Booklet contains important information to assist you in determining how you vote on the Scheme Resolution, including the information prescribed by the Corporations Act and the Corporations Regulations.

A copy of the Scheme is set out at Attachment C of the Scheme Booklet.

Voting recommendation

Your Exore Directors unanimously recommend that you vote in favour of the Scheme in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders.

Each Exore Director has stated that he intends to vote, or cause to be voted, all Exore Shares in which they control in favour of the Scheme, in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Exore Shareholders.

Requisite Majorities

In order for the Scheme to become effective, the proposed Scheme Resolution must be passed at the Scheme Meeting as follows:

- (a) unless the Court orders otherwise, a majority of the number of Exore Shareholders who are present at the Scheme Meeting and vote on the Scheme Resolution (whether in person or by proxy, attorney or representative); and
- (b) holders of at least 75% of the votes cast by Exore Shareholders on the Scheme Resolution at the Scheme Meeting.

The Court has discretion under section 411(4)(a)(ii)(A) of the Corporations Act to disregard the Headcount Test and approve the Scheme if it is approved by at least 75% of the votes cast on the Scheme Resolution, but not by a majority in number of Exore Shareholders presenting and voting at the Scheme Meeting.

Court approval

In accordance with section 411(4)(b) of the Corporations Act, the Scheme (with or without modification) is subject to approval of the Court.

If the Scheme Resolution is approved at the Scheme Meeting by the Requisite Majorities, the implementation of the Scheme will be subject to, among other things, the subsequent approval of the Court.

If the Scheme Resolution is passed by the Requisite Majorities, and the other conditions precedent to the Scheme (other than approval by the Court and lodgement of the Scheme order with ASIC) are satisfied or (if permitted) waived by the time required under the Scheme, Exore will

apply to the Court for the necessary orders to give effect to the Scheme.

In order for the Scheme to become Effective, it must be approved by the Court and an office copy of the orders of the Court approving the Scheme must be lodged with ASIC.

Entitlement to vote

The Court has ordered that, for the purposes of the Scheme Meeting, each Exore Shareholder who is registered on the Register at 5:00pm (WST) on Tuesday, 8 September 2020 is entitled to attend and vote at the Scheme Meeting.

How to vote

Exore Shareholders can vote at the Scheme Meeting by either:

- attending the Scheme Meeting and voting in person; or
- proxy, attorney or, in the case of a body corporate which is an Exore Shareholder, corporate representative appointed in accordance with the Corporations Act.
- Details in respect of each of these methods is set out below.

Voting in person

To vote in person, you must attend the Scheme meeting. If you attend, you will be admitted to the Scheme Meeting and given a voting card at the point of entry to the meeting upon disclosing your name and address. Please bring a form of personal identification with you, such as your driver's licence.

Voting by attorney

If voting by attorney, the power of attorney must be duly signed and specify the name of each Exore Shareholder and the attorney. The original power of attorney or a copy, which appears on its face to be an authentic copy of the power of attorney, must be received by Exore's Share Registry, Automic (**Automic**) (in any of the ways detailed below) by no later than 10:00am (WST) on Tuesday, 8 September 2020.

Voting by a Corporation

An Exore Shareholder that is a body corporate may authorise an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act and Exore's Constitution. The representative should bring to the Scheme Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- An Exore Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote for the Exore Shareholder at the Scheme Meeting. An Exore Shareholder who is entitled to cast 2 or more

votes at the Scheme Meeting may appoint 2 proxies. Each proxy will have the right to vote and also to speak and act generally at the Scheme Meeting.

- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where an Exore Shareholder appoints 2 proxies and the appointment does not specify the proportion of the Exore Shareholder's votes each proxy may exercise, each proxy may exercise half the votes.
- A proxy need not be an Exore Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice of Scheme Meeting, be proposed at the Scheme Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Exore Shareholder's behalf on the poll and the Scheme Shares that are the subject of the proxy appointment will not be counted in calculating the Requisite Majorities.
- Exore Shareholders who return their Proxy Forms with a direction how to vote, but who do not insert the name of the person to be appointed as proxy, will be taken to have appointed the Chair of the Scheme Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Scheme Meeting, the Chair of the Scheme Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Scheme Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support the Scheme Resolution proposed in this Notice of Scheme Meeting.
- To be effective, proxies must be received by Automic (in any of the ways detailed below) by 10:00am (WST) on Tuesday, 8 September 2020. Proxies received after this time will be invalid.
- The Proxy Form must be signed by the Exore Shareholder or the Exore Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, the original power of attorney, or a copy, which appears on its face to be an authentic copy of that power of attorney, must be received by

Automic by 10:00am (WST) on Tuesday, 8 September 2020.

Lodgement of proxies and queries

To be effective, complete proxy forms, any authorities under which proxy forms are signed and powers of attorney must be received by Automic in any of the following ways by 10:00am (WST) on Tuesday, 8 September 2020:

- by posting them in the reply paid envelope provided;
- by delivering them to Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;
- by posting them to Automic, GPO Box 5193, Sydney NSW 2001;
- by faxing them to Automic to +61 2 8583 3040;
- by emailing them to Automic to meetings@automicgroup.com.au;
- by submitting them online at <https://investor.automic.com.au/#/loginsah> in accordance with the instructions given there; or
- for custodians, visit <https://investor.automic.com.au/#/loginsah> into submit your voting intentions.

Joint holders

In the case of Scheme Shares held by joint holders, only one of the joint holders is entitled to vote. If more than one shareholder votes in respect of jointly held Exore Shares, only the vote of the Exore Shareholder whose name appears first in the Register will be counted.

Voting

Voting on the Scheme Resolution set out in this Notice of Scheme Meeting will be conducted by way of a poll. Every Exore Shareholder who is present in person or by proxy, representative or attorney, will have one vote for each Exore Share held by that Exore Shareholder, subject to the voting entitlements for joint holders as discussed above.

Further information

If after reading this Notice of Scheme Meeting and the Scheme Booklet, you have any questions about the Scheme, please call Exore on +61 8 6117 0446 Monday to Friday between 9:00am and 5:00pm (WST).

If you have any questions regarding the number of Exore Shares you hold or how to vote, please contact Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) Monday to Friday between 9:00am and 5:00pm (WST).

**Attachment B Scheme Implementation Deed and Deed of
Variation**

Scheme Implementation Deed

Exore Resources Limited
Perseus Mining Limited

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Date: 3 June 2020

Parties

- 1 **Perseus Mining Limited** (ACN 106 808 986) of Level 2, 437 Roberts Road, Subiaco WA 6008 (**Perseus**)
- 2 **Exore Resources Limited** (ACN 009 146 794) of 50 Ord Street, West Perth WA 6015 (**Exore**)

Background

- A The parties have agreed that Perseus will acquire Exore by means of a scheme of arrangement under Part 5.1 of the Corporations Act between Exore and Scheme Shareholders.
- B The parties have agreed to implement the Scheme on and subject to the terms of this deed.

The parties agree

1 Defined terms and interpretation

1.1 Defined terms

A term or expression starting with a capital letter which is defined in the dictionary in Schedule 1 has the meaning given to it in the dictionary.

1.2 Interpretation

The interpretation clause in Schedule 1 sets out rules of interpretation for this deed.

2 Agreement to proceed with Transaction

- (a) Exore agrees to propose the Scheme on and subject to the terms of this deed.
- (b) Perseus agrees to assist Exore to propose the Scheme on and subject to the terms of this deed.
- (c) The parties agree to implement the Transaction on and subject to the terms of this deed.
- (d) Perseus may nominate any wholly-owned Subsidiary of Perseus (**Perseus Nominee**) to acquire the Scheme Shares under the Scheme by giving written notice to Exore on or before the date that is 15 Business Days before the First Court Date.
- (e) If Perseus nominates the Perseus Nominee to acquire the Scheme Shares under the Scheme in accordance with clause 2(d), then:
 - (i) references in this deed to Perseus acquiring the Scheme Shares under the Scheme are to be read as references to the Perseus Nominee doing so;
 - (ii) other references in this deed to Perseus are to be read as references to Perseus or Perseus Nominee, other than extent those provisions relate to

the New Perseus Shares which will always be fully paid ordinary shares in the capital of Perseus (and not the Perseus Nominee);

- (iii) the parties must procure that the Scheme Shares transferred under the Scheme are transferred to the Perseus Nominee, rather than Perseus;
- (iv) Perseus must procure that Perseus Nominee complies with the relevant obligations of Perseus under this deed and under the Scheme; and
- (v) despite paragraphs 2(e)(i) to 2(e)(iv) above (inclusive), Perseus will continue to be bound by all of the obligations of Perseus under this deed and the Deed Poll and will not be released from any obligations or liabilities under this deed or the Deed Poll, including the obligation to pay the Scheme Consideration in accordance with the terms of the Scheme, provided that Perseus will not be in breach of this deed for failing to perform an obligation of Perseus if that obligation is fully discharged by Perseus Nominee.

3 Conditions precedent

3.1 Conditions precedent

Subject to this clause 3, the Scheme will not become Effective, and the respective obligations of the parties in relation to the implementation of the Scheme are not binding, until and unless each of the following conditions precedent is satisfied or waived in accordance with clause 3.3:

- (a) (**Independent Expert**) The Independent Expert concludes in the Independent Expert's Report that the Scheme is in the best interests of Exore Shareholders (and does not change that conclusion).
- (b) (**Court approval**) The Court approves the Scheme in accordance with section 411(4)(b) of the Corporations Act.
- (c) (**Exore Shareholder approval**) Exore Shareholders approve the Scheme at the Scheme Meeting by the requisite majorities under section 411(4)(a) of the Corporations Act.
- (d) (**Restraints**) No:
 - (i) preliminary or final decision, determination, or order issued by any Government Agency preventing the Transaction; or
 - (ii) temporary restraining order, preliminary or permanent injunction or other order issued by any court of competent jurisdiction or Government Agency or other material legal restraint or prohibition preventing the Transaction,is in effect at 8:00am on the Second Court Date.
- (e) (**Exore Material Adverse Change**) No Exore Material Adverse Change occurs, is announced or is otherwise discovered by or becomes known to Perseus (whether or not it becomes public) between the date of this deed and 8:00am on the Second Court Date.
- (f) (**Perseus Material Adverse Change**) No Perseus Material Adverse Change occurs, is announced or is otherwise discovered or becomes known by Exore

3.2 Reasonable endeavours

(whether or not it becomes public) between the date of this deed and 8:00am on the Second Court Date.

- (g) **(Exore Prescribed Occurrence)** No Exore Prescribed Occurrence occurs or becomes known to Perseus between the date of this deed and 8:00am on the Second Court Date.
- (h) **(Perseus Prescribed Occurrence)** No Perseus Prescribed Occurrence occurs or becomes known to Exore between the date of this deed and 8:00am on the Second Court Date.
- (i) **(ASX quotation)** The New Perseus Shares to be issued pursuant to the Scheme have, before 8:00am on the Second Court Date, been approved for official quotation on the ASX subject only to any conditions which ASX may reasonably require and to the Scheme becoming Effective and such approval remains in full force and effect in all respects and does not become subject to any written notice of intention to revoke, suspend, restrict, modify or not renew the same.
- (j) **(Exore Options)** Before 8:00am on the Second Court Date, each holder of Exore Options (other than the Other Option Holders) has entered into a deed with Exore and Perseus regarding the Exore Options held by them pursuant to clause 4.5 (and all conditions precedent to completion under such deed, other than a condition that the Scheme become Effective, are satisfied).
- (k) **(TSX listing)** The New Perseus Shares to be issued pursuant to the Scheme have, before 8:00am on the Second Court Date, been approved for listing on TSX subject only to any conditions which TSX may reasonably require and to the Scheme becoming Effective and such approval remains in full force and effect in all respects (subject only to those conditions) and does not become subject to any notice, intimation or indication of intention to revoke, suspend, restrict, modify or not renew the same.
- (l) **(Acquisition of shares in Aspire Nord Cote d'Ivoire SARL)** Before 8:00am on the Second Court Date:
 - (i) Exore must, and must procure that Exore Resources CDI No 1 Pty Ltd duly exercises the right of pre-emption under clause 15 of the Aspire Nord Joint Venture Agreement to acquire all of the Apollo Group's Shares in Aspire Nord Cote d'Ivoire SARL (including by accepting the pre-emption offer set out in the Aspire Nord Transfer Notice), and
 - (ii) the Apollo Group's Shares in Aspire Nord Cote d'Ivoire SARL having been transferred to or becoming held for Exore Resources CDI No 1 Pty Ltd as soon as possible and, in any event, within the period ending on the date which is two months after accepting the pre-emption offer.
- (m) **(No enforcement action)** Before 8:00am on the Second Court Date, no material enforcement event or action is announced or commenced, and no investigation, prosecution, arbitration, litigation, dispute or Claim is made, by any party against any member of the Exore Group which has or is reasonably likely to have a materially adverse effect on the Exore Group as a whole.
- (n) **(Exore cash balance)** Exore's Actual Cash Balance is above \$2,000,000 as at 8:00am on the Second Court Date.

3.2 Reasonable endeavours

- (a) Exore must, to the extent within its power to do so, use reasonable endeavours to procure that the conditions precedent in clauses 3.1(e) **(Exore Material Adverse Change)**, (g) **(Exore Prescribed Occurrence)**, (j) **(Exore Options)**, (i) **(Acquisition of shares in Aspire Nord Cote d'Ivoire SARL)**, (m) **(No enforcement action)** and (n) **(Exore cash balance)** are satisfied as soon as practicable after the date of this deed or continue to be satisfied at all times until the last time that relevant condition precedent provides that it is to be satisfied (as the case may require).
- (b) Perseus must use reasonable endeavours to procure that the conditions precedent in clauses 3.1(f) **(Perseus Material Adverse Change)**, (h) **(Perseus Prescribed Occurrence)**, (i) **(ASX Quotation)**, and (k) **(TSX Listing)** are satisfied as soon as practicable after the date of this deed or continue to be satisfied at all times until the last time that relevant condition precedent provides that it is to be satisfied (as the case may require).
- (c) Each party must use reasonable endeavours to procure that:
 - (i) the conditions precedent in clauses 3.1(a) **(Independent Expert)**, (b) **(Court approval)**, (c) **(Exore Shareholder Approval)** and (d) **(Restrictions)** are satisfied as soon as practicable after the date of this deed or continue to be satisfied at all times until the last time that relevant condition precedent provides that it is to be satisfied (as the case may require); and
 - (ii) there is no occurrence or non-occurrence within the control of such party that prevents, or would be reasonably likely to prevent, the satisfaction of any condition precedent.
- (d) Without limiting clause 3.2(c):
 - (i) before sending any submission or material correspondence to a Government Agency in connection with any regulatory matter, each party must consult with the other party in relation to, and provide the other party with a draft copy of, such submission or correspondence as soon as practicable and consider in good faith any reasonable comments received from the other party in relation to such submission or correspondence;
 - (ii) each party must act co-operatively with the other party and in a timely manner in connection with obtaining any regulatory approval, including responding to reasonable requests for information (whether made by the other party, a Government Agency or any other person) at the earliest practicable time; and
 - (iii) a regulatory approval will be deemed to have been granted or obtained notwithstanding that it is subject to conditions, provided that the conditions are acceptable to both parties (acting reasonably).
- (e) The parties must cooperate and, to the extent reasonably practicable, assist one another with satisfying their obligations under this clause 3.2.

3.3 Waiver of conditions precedent

- (a) The conditions precedent in clauses 3.1(b) **(Court approval)** and (c) **(Exore Shareholder Approval)** cannot be waived.

- (b) The conditions precedent in clauses 3.1(d) (**Restraints**) and (i) (**ASX quotation**) and (k) (**TSX Listing**) are for the benefit of Exore and Perseus and any breach or non-fulfilment of either of these conditions precedent may only be waived with the written consent of both Exore and Perseus (each in its absolute discretion).
- (c) The conditions precedent in clauses 3.1(e) (**Exore Material Adverse Change**), (g) (**Exore Prescribed Occurrence**), (i) (**Exore Options**), (l) (**Acquisition of shares in Aspire Nord Cote d'Ivoire SARL**), (m) (**No Enforcement Actions**) and (n) (**Exore cash balance**) are for the sole benefit of Perseus and any breach or non-fulfilment of either of these conditions precedent may only be waived by Perseus (in its absolute discretion) in writing.
- (d) The conditions precedent in clauses 3.1(a) (**Independent Export**), (f) (**Perseus Material Adverse Change**), and (h) (**Perseus Prescribed Occurrence**) are for the sole benefit of Exore and any breach or non-fulfilment of either of these conditions precedent may only be waived by Exore (in its absolute discretion) in writing.
- (e) If a party waives the breach or non-fulfilment of a condition precedent, that waiver does not prevent it from suing the other party for any breach of this deed that resulted in the breach or non-fulfilment of the condition precedent.
- (f) Waiver of a breach or non-fulfilment of a condition precedent does not constitute:
 - (i) a waiver of breach or non-fulfilment of any other condition precedent resulting from the same event; or
 - (ii) a waiver of breach or non-fulfilment of that condition precedent resulting from any other event.

3.4 Termination on failure of condition precedent

- (a) If any conditions precedent contained in clause 3.1 are not satisfied or waived by (or there is an act, event or occurrence which will prevent any condition precedent from being satisfied by) the date specified in this deed for its satisfaction or if the Scheme has not become Effective by the End Date, then the parties will consult in good faith with a view to determining whether:
 - (i) the Scheme or a transaction which results in the acquisition of all of the Exore Shares by Perseus may proceed by way of an alternative approach and, if so, to agree on the terms of such an alternative approach;
 - (ii) to agree to extend the date for satisfaction of the relevant condition precedent to another date agreed by Exore and Perseus;
 - (iii) to extend the End Date; or
 - (iv) to adjourn or change the date of an application to the Court for an order under section 411(4)(b) of the Corporations Act approving the Scheme (as applicable).
- (b) If the parties are unable to reach agreement under clause 3.4(a) by the earlier of:
 - (i) the date that is 5 Business Days after the parties become aware of the relevant occurrence or event;

- (ii) the date that is five Business Days after the time and date specified in this deed for the satisfaction of the condition precedent;
 - (iii) 8.00am on the Second Court Date; and
 - (iv) the End Date,
- and the relevant condition precedent has not been waived, either party may (subject to clause 3.4(c)) terminate this deed without liability to the other party because of that termination.
- (c) A party may not terminate this deed under clause 3.4(b) if the relevant condition in clause 3.1 has not been satisfied, or is incapable of being satisfied, or there is an occurrence that will prevent the relevant condition being satisfied by the date specified in this deed for its satisfaction, as a result of:
 - (i) a deliberate act or omission by that party or any of its Related Bodies Corporate; or
 - (ii) a breach by that party of this deed.

3.5 Certain notices

- (a) Each party must promptly notify the other parties in writing if:
 - (i) a condition precedent has been satisfied, in which case that party must comply with any reasonable requests for evidence of such satisfaction made by the other party;
 - (ii) there is a breach or non-fulfilment of a condition precedent;
 - (iii) it becomes aware of any fact, matter or circumstance that has resulted, will result or is reasonably likely to result in:
 - (A) a condition precedent becoming incapable of satisfaction or otherwise not being satisfied in accordance with its terms;
 - (B) a breach of a Representation and Warranty provided by that party under this deed or such a Representation and Warranty ceasing to be true and correct in all material respects; or
 - (C) a material breach of this deed by that party.
- (b) Exore must keep Perseus reasonably informed of the status of the condition in clause 3.1(n), including providing Perseus with a report detailing Exore's Actual Cash Balance as at the date of the date of despatch of the Scheme Booklet and each week thereafter and providing responses to any reasonable enquiries made by Perseus in relation to the actual performance as against the Approved Budget. Exore must also provide Perseus with a final report detailing the Exore's Actual Cash Balance certified by two directors on the date prior to the Second Court Hearing.

3.6 Scheme voted down because of Headcount Test

- (a) If the Scheme is not approved by Exore Shareholders at the Scheme Meeting by reason only of the non-satisfaction of the Headcount Test and:

- (i) Perseus or Exore considers acting reasonably that Share Splitting or some abusive or improper conduct may have caused or contributed to the Headcount Test not having been satisfied; and
 - (ii) legal advisers to Exore have opined that there is a reasonable basis for considering the application referred to in clause 3.6(a)(iii) below more likely than not to succeed,
- then Exore must:
- (iii) apply for an order of the Court contemplated by section 411(4)(a)(ii)(A) of the Corporations Act to disregard the Headcount Test and seek Court approval of the Scheme under section 411(4)(b) of the Corporations Act, notwithstanding that the Headcount Test has not been satisfied; and
 - (iv) make such submissions to the Court and file such evidence as counsel engaged by Exore to represent it in Court proceedings related to the Scheme, in consultation with Perseus, considers is reasonably required to seek to persuade the Court to exercise its discretion under section 411(4)(a)(ii)(A) of the Act by making an order to disregard the Headcount Test.

4 Transaction outline

4.1 Terms of Scheme

Exore must not consent to any modification of, or amendment to, the Scheme, or to the making or imposition by a court of any condition in respect of the Scheme, without the prior written consent of Perseus, such consent not to be unreasonably withheld or delayed.

4.2 Scheme Consideration

- (a) Under the Scheme, each Scheme Shareholder (other than an Ineligible Foreign Holder) will be entitled to receive 0.07819 New Perseus Shares for every 1 Scheme Share held by that Scheme Shareholder (**Scheme Consideration**).
 - (b) In consideration of the transfer to Perseus of all the Scheme Shares, Perseus covenants in favour of Exore (in its own right and separately as trustee for each Scheme Shareholder) that it will:
 - (i) accept that transfer; and
 - (ii) provide the Scheme Consideration to each Scheme Shareholder (other than Ineligible Foreign Holders who will be dealt with in accordance with clause 4.3) on the Implementation Date.
- in each case in accordance with the terms of the Scheme. To avoid doubt, nothing in this clause 4.2(b) shall derogate from the obligations of Perseus under the Deed Poll, which shall prevail to the extent of any inconsistency with this clause 4.2(b) such that full compliance by Perseus with the Deed Poll will be taken as compliance by it with this clause 4.2(b).
- (c) Perseus covenants in favour of Exore (in its own right and separately as trustee for each Scheme Shareholder) that:

- (i) the New Perseus Shares to be issued as Scheme Consideration will be validly issued, fully paid and rank equally with the Perseus' other issued ordinary shares from their date of issue;
 - (ii) the New Perseus Shares issued as Scheme Consideration will be entitled to participate in and receive any dividends or distribution of capital paid and any other entitlements accruing in respect of Perseus Shares on and from the Implementation Date;
 - (iii) it will use all reasonable endeavours to ensure that the New Perseus Shares issued as Scheme Consideration will be listed for quotation on the official list of ASX and approved for listing on the TSX and that trading in the New Perseus Shares commences on the ASX and TSX as soon as practicable after the Effective Date, initially on a deferred settlement basis and thereafter on a normal settlement basis; and
 - (iv) on issue, each New Perseus Share will be fully paid and free from any encumbrance.
- (d) Any fractional entitlement of a Scheme Shareholder to New Perseus Shares:
- (i) of 0.5 or more will be rounded up to the nearest whole number; and
 - (ii) of less than 0.5 will be rounded down to the nearest whole number.
- (e) If after the date of this deed but before the Scheme Consideration is provided to Scheme Shareholders on the Implementation Date it is announced that:
- (i) Perseus Shares or shares convertible into Perseus Shares will be issued for no consideration; or
 - (ii) there will be a reorganisation of the issued capital of Perseus (including, but not limited to, any direct or indirect consolidation, subdivision, conversion, buy-back, split, reclassification, redemption, repurchase, reduction or return),

which results in a material change to Perseus' issued capital (**Material Capital Transaction**), the Scheme Consideration will be adjusted so that the Material Capital Transaction does not impact Scheme Shareholders in a way that is more adverse than the impact the Material Capital Transaction has on Perseus' shareholders at the time of the Material Capital Transaction. For the avoidance of doubt, this clause 4.2(e) does not apply to any issue of Perseus Shares issued for consideration (whether cash or as consideration for an acquisition) or any securities issued under a Perseus executive or employee incentive scheme.

4.3 Ineligible Foreign Holders

Perseus will be under no obligation under the Scheme to issue, and will not issue any New Perseus Shares to Ineligible Foreign Holders, and instead:

- (a) all the New Perseus Shares which would otherwise be required to be issued to any Ineligible Foreign Holder under the Scheme, if they were eligible to receive them, will be issued to the Nominee;
- (b) Perseus will procure that, as soon as reasonably practicable (and in any event not more than 30 Business Days after the Implementation Date), the Nominee sells on ASX or TSX all of the New Perseus Shares issued to the Nominee pursuant to clause 4.3(a) in such manner, at such price and on such other terms as the

Nominee determines in good faith (and at the risk of the Ineligible Foreign Holders), and remits to Perseus the proceeds of sale (after deducting any applicable brokerage and other selling costs, taxes and charges) (**Proceeds**);

- (c) Perseus will pay to each Ineligible Foreign Holder such proportion of the Proceeds as the number of New Perseus Shares which would have been issued to that Ineligible Foreign Holder (if they were eligible to receive New Perseus Shares) represents as a portion of all New Perseus Shares which would have been issued to all Ineligible Foreign Holders (if they were eligible to receive New Perseus Shares) in full satisfaction of Perseus's obligations to those Ineligible Foreign Holders under the Scheme in respect of the Scheme Consideration;

- (d) Perseus will pay the relevant proportion of the Proceeds to each Ineligible Foreign Holder by either:

- (i) dispatching, or procuring the dispatch, to that Ineligible Foreign Holder by prepaid post to that Ineligible Foreign Holder's Registered Address (at the Scheme Record Date), a cheque in the name of that Ineligible Foreign Holder; or
- (ii) making a deposit in an account with any ADI (as defined in the *Banking Act 1959* (Cth)) in Australia notified by that Ineligible Foreign Holder to Exore (or the Share Registry) and recorded in or for the purposes of the Share Register at the Scheme Record Date,

for the relevant amount, with that amount being denominated in Australian dollars; and

- (e) for the purposes of this clause 4.3, each Ineligible Foreign Holder appoints Exore as its agent to receive on its behalf any financial services guide or other notices (including any updates of those documents) that the Nominee is required to provide to Ineligible Foreign Holders under the Corporations Act.

4.4 Small shareholders

Any Scheme Shareholder who is a Small Shareholder under the Scheme will be given the option to have the Scheme Consideration to which it is entitled issued to the Nominee, in which case:

- (a) Perseus will procure that, as soon as reasonably practicable (and in any event not more than 30 Business Days after the Implementation Date) the Nominee sells on ASX or TSX all of the New Perseus Shares issued to the Nominee in such manner, at such price and on such terms as the Nominee determines in good faith (and at the risk of the Small Shareholder), and remits to Perseus the proceeds of sale (after deducting any applicable brokerage and other selling costs, taxes and charges) (**Proceeds**);

- (b) Perseus will pay to each Small Shareholder such fraction of the Proceeds as is equal to the number of New Perseus Shares which would have been issued to that Small Shareholder divided by the total number of New Perseus Shares issued to the Nominee under clause 4.4(a) promptly after the last sale of New Perseus Shares by the Nominee in full satisfaction of the Perseus's obligations to those Small Shareholders under the Scheme in respect of the Scheme Consideration;

- (c) Perseus will pay the relevant fraction of the Proceeds to each Small Shareholder by either:

- (i) dispatching or procuring the dispatch, to that Small Shareholder by prepaid post to that Small Shareholder's Registered Address (at the Scheme Record Date), a cheque in the name of that Small Shareholder; or

- (ii) making a deposit in an account with any ADI (as defined by the Banking Act 1959 (Cth)) in Australia notified by that Small Shareholder to the Perseus (or the Share Registry) and recorded in or for the purposes of the Share Register at the Scheme Record Date,

for the relevant amount, with that amount being denominated in Australian dollars; and

- (d) for the purposes of this clause 4.4, each Small Shareholder appoints Exore as its agent to receive on its behalf any financial services guide or other notices (including any updates of those documents) that the Nominee is required to provide to Small Shareholders under the Corporations Act.

4.5 Transfer or cancellation of Exore Options

The parties must use reasonable endeavours (acting co-operatively and in good faith) to procure that, as soon as practicable after the date of this deed and in any case prior to 8:00am on the Second Court Date, each holder of Exore Options enters into a deed with Perseus and Exore, substantially in the form agreed between Perseus and Exore (and initialled for identification purposes), under which:

- (a) the holder, subject to the relevant security terms and any required ASX waiver:

- (i) may, subject to the Scheme becoming Effective, exercise their Exore Options and receive Exore Shares prior to the Scheme Record Date; or
- (ii) to extent their Exore Options are not exercised before the Scheme Record Date, agrees to their Exore Options being transferred or cancelled in exchange for the consideration per Exore Option set out in Schedule 3, with such transfer or cancellation to be subject to the Scheme becoming Effective and to take effect on the Implementation Date;

- (b) if required, to give effect to clause 4.5(a)(i), Exore agrees to take such action as is necessary and within its power after the Effective Date to ensure that Exore Options that are subject to vesting conditions and which have not already vested, so vest and are converted prior to the Record Date, including the Exore Board (as is necessary and within its power):

- (i) resolving the Scheme becoming Effective constitutes a "change of control" or similar event;

- (ii) resolving to waive unsatisfied vesting conditions; and

- (iii) notifying such Exore Optionholders of such action and exercising any rights under a power of attorney to ensure those Exore Options are exercised;

- (c) Perseus agrees to provide, or procure the provision of, the consideration referred to in clause 4.5(a)(ii) to the holder on the Implementation Date; and

- (d) Exore agrees to cooperate with Perseus to facilitate the transfer or cancellation of Exore Options (including, if required the Exore Board making any necessary lawful amendment, consent or determination, and seeking any required shareholder approval for any such thing, for the purposes of the relevant terms and conditions

upon which the Exore Options were issued and using reasonable endeavours to procure ASX granting any necessary waivers).

5 Implementation

5.1 Exore obligations

Exore must take all steps reasonably necessary to implement the Scheme in accordance with the Timetable and otherwise on and subject to the terms of this deed. Without limiting the foregoing, Exore must (to the fullest extent applicable):

- (a) **(Independent Expert)** as soon as reasonably practicable after the date of this deed, appoint the Independent Expert and provide all assistance and information reasonably requested by the Independent Expert in connection with the preparation of the Independent Expert's Report (and any update to that report);
- (b) **(preparation of Scheme Booklet)**
 - (i) prepare the Scheme Booklet (other than the Perseus Information and the Independent Expert's Report) in accordance with all applicable laws, including the Corporations Act, Corporations Regulations, RG 60 and the Listing Rules and substantially in accordance it with the Timetable;
 - (ii) provide Perseus with drafts of the Scheme Booklet and, acting reasonably and in good faith, take into account any reasonable comments from Perseus and its Representatives on those drafts, where such comments are provided in a timely manner; and
 - (iii) provide to Perseus a draft of the Scheme Booklet proposed to be provided to ASIC within a reasonable time before that draft is finalised and to enable Perseus to review the draft at least 3 Business Days before its submission;
- (c) **(apply for ASX and ASIC relief)** use its reasonable endeavours to obtain all waivers, exemptions and modifications from ASX and ASIC as may be required to facilitate implementation of the Scheme;
- (d) **(lodgement of Regulator's Draft)**
 - (i) provide an advanced draft of the Scheme Booklet (**Regulator's Draft**) to ASIC for its review for the purposes of section 411(2) of the Corporations Act; and
 - (ii) keep Perseus informed of any material issues raised by ASIC in relation to the Regulator's Draft and use all reasonable endeavours, in co-operation with Perseus, to resolve any such matters (provided that, where such issues relate to Perseus Information, Exore must not take any steps to address them without Perseus's prior written consent);
- (e) **(Exore Options)**: apply to ASX for any waiver required from Listing Rule 6.23.2 to enable the Exore Options to be cancelled without obtaining approval from Exore Shareholders;
- (f) **(no objection statement)** apply to ASIC for a statement under section 411(17)(b) of the Corporations Act stating that ASIC has no objection to the Scheme;

- (g) **(First Court Hearing)** apply to the Court for an order under section 411(1) of the Corporations Act directing Exore to convene the Scheme Meeting and prepare and lodge (and consult with Perseus in relation to the content of) all documents required for the purposes of that application;
- (h) **(approval and registration of Scheme Booklet)**
 - (i) procure that a meeting of the Exore Board is convened to approve the Scheme Booklet for registration with ASIC and despatch to Exore Shareholders; and
 - (ii) after receipt from Perseus of the written confirmation referred to in clause 5.2(e), request that, in accordance with section 412(6) of the Corporations Act, ASIC register the explanatory statement in relation to the Scheme, as included in the Scheme Booklet;
- (i) **(Scheme Meeting)** as soon as reasonably practicable following registration of the Scheme Booklet by ASIC, despatch the Scheme Booklet to Exore Shareholders and convene and hold the Scheme Meeting in accordance with the orders made by the Court at the First Court Hearing;
- (j) **(supplementary disclosure)** if, after despatch of the Scheme Booklet, it becomes aware:
 - (i) that information included in the Scheme Booklet is or has become misleading or deceptive in any material respect (whether by omission or otherwise); or
 - (ii) of information that is required to be disclosed to Exore Shareholders under any applicable law (including RG 60),
 promptly consult with Perseus as to the need for, and form of, any supplementary disclosure to Exore Shareholders, and make any such disclosure that it considers reasonably necessary as soon as reasonably practicable and having regard to applicable laws (including RG 60);
- (k) **(conditions precedent certificate)** at the Second Court Hearing, provide to the Court (through its counsel):
 - (i) a certificate confirming (in respect of matters within its knowledge) whether or not the conditions precedent (other than the condition precedent in clause 3.1(b)) have been satisfied or waived in accordance with clause 3, a draft of which certificate must be provided to Perseus by 5:00pm on the Business Day prior to the Second Court Date; and
 - (ii) any certificate provided to it by Perseus pursuant to clause 5.2(g);
- (l) **(Second Court Hearing)** subject to the conditions precedent (other than the condition precedent in clause 3.1(b)) being satisfied or waived in accordance with clause 3, apply (and to the extent necessary and reasonable, re-apply) to the Court for an order under section 411(4)(b) of the Corporations Act approving the Scheme;
- (m) **(Court Documents)** prepare the Court Documents, provide drafts of those documents to Perseus and, acting reasonably and in good faith, take into account any reasonable comments from Perseus and its Representatives on those drafts, where such comments are provided in a timely manner;

- (n) **(Perseus representation at Court Hearings)** allow, and not oppose, any application by Perseus for leave of the Court to be represented by counsel at a Court Hearing;
- (o) **(lodgement of Court order)** for the purposes of section 411(10) of the Corporations Act, lodge with ASIC an office copy of the order made by the Court under section 411(4)(b) of the Corporations Act before 5:00pm on the Business Day following the day on which such office copy is received;
- (p) **(quotation of Exore Shares and ASX listing)** apply to ASX to have:
- (i) trading in Exore Shares suspended from the close of trading on the Effective Date; and
 - (ii) Exore removed from the official list of ASX, and quotation of Exore Shares on the ASX terminated, by the close of trading on the trading day immediately following the Implementation Date,
- and not do anything to cause any of these things to happen before the date specified in this clause 5.1(p);
- (q) **(promote transaction)** subject to the Corporations Act and applicable laws, promote the merits of the Transaction and the Scheme Consideration to Exore Shareholders, including meeting with key Exore Shareholders and soliciting proxy votes in favour of the Scheme;
- (r) **(compliance with laws)** do everything reasonably within its power to ensure that the Transaction is effected in accordance with all applicable laws, regulations and policy;
- (s) **(implementation)** if the Scheme becomes Effective, do all things contemplated of it under the Scheme and all other things (if any) necessary to lawfully give effect to the Scheme, including:
- (i) determining entitlements to the Scheme Consideration as at the Scheme Record Date in accordance with the Scheme; and
 - (ii) executing a master transfer as agent and attorney for the Scheme Shareholders in accordance with the Scheme and effect and register the transfer of the Scheme Shares on the Implementation Date in accordance with the Scheme;
- (t) **(Registry details)** subject to the Scheme:
- (i) provide all necessary information about the Exore Shareholders to Perseus which Perseus requires in order to assist Perseus to identify the Scheme Shareholders and which can be provided under Australian law; and
 - (ii) direct Exore's share registry to promptly provide any information that Perseus reasonably requests in relation to the register of members maintained by (or on behalf of) Exore in accordance with the Corporations Act, including any sub-register and, where requested by Perseus, Exore must procure such information to be provided to Perseus in such electronic form as is reasonably requested by Perseus;
- (u) **(listing)** take all reasonable and appropriate steps to maintain Exore's listing on ASX, despite any suspension of the quotation of Exore Shares, up to and including

the later of the Business Day after the Implementation Date and the Business Day after the date on which all transfers of Scheme Shares have been duly registered in accordance with the Scheme, including without limitation, making appropriate applications to ASX; and

- (v) **(all other things necessary)** all other actions and do all things reasonably necessary or desirable to give effect to the Scheme having regard to the Timetable.

5.2 Perseus obligations

Perseus must take all steps reasonably necessary to implement the Scheme in accordance with the Timetable and otherwise on and subject to the terms of this deed. Without limiting the foregoing, Perseus must (to the fullest extent applicable):

- (a) **(prepare Perseus Information)**
 - (i) as soon as reasonably practicable after the date of this deed, prepare the Perseus Information for inclusion in the Scheme Booklet in accordance with all applicable laws, including the Corporations Act, Corporations Regulations, RG 60 and the Listing Rules; and
 - (ii) provide Exore with drafts of the Perseus Information and, acting reasonably and in good faith, take into account any reasonable comments from Exore and its Representatives on those drafts, where such comments are provided in a timely manner;
- (b) **(assistance with Scheme Booklet and Court Documents)** provide any assistance or information reasonably requested by Exore or its Representatives in connection with the preparation of the Scheme Booklet (including any supplementary disclosure to Exore Shareholders) or any Court Documents;
- (c) **(review of scheme booklet)** review the drafts of the Scheme Booklet prepared by Exore and provide comments promptly on those drafts in good faith;
- (d) **(Independent Expert's Report)** subject to compliance with any applicable ASIC regulatory guides, provide any assistance or information reasonably requested by Exore or its Representatives, or by the Independent Expert directly, in connection with the preparation of the Independent Expert's Report (and any update to that report);
- (e) **(confirmation of Perseus Information)** as soon as reasonably practicable after Exore requests that it do so and having regard to the Timetable, confirm in writing to Exore that:
 - (i) it consents to the inclusion of the Perseus Information in the Scheme Booklet, in the form and context in which it appears; and
 the Perseus Information, in that form and context, is not misleading or deceptive in any material respect (whether by omission or otherwise);
- (f) **(update Perseus Information)** promptly advise Exore in writing if it becomes aware:
 - (i) of information which should have been included in any Perseus Information previously provided to Exore (including if known at the time or if new information which has arisen after the Scheme Booklet has been despatched to Exore Shareholders); or

- (ii) that any Perseus Information previously provided to Exore is misleading or deceptive in any material respect (whether by omission or otherwise), and promptly provide Exore with any information required to correct the misleading or deceptive statements, until the date of the Scheme Meeting;
- (g) **(conditions precedent certificate)** before 8:00am on the Second Court Date, provide to Exore for provision to the Court at the Second Court Hearing a certificate confirming (in respect of matters within its knowledge) whether or not the conditions precedent (other than the condition precedent in clause 3.1(b)) have been satisfied or waived in accordance with clause 3. a draft of which certificate must be provided to Exore by 5:00pm on the Business Day prior to the Second Court Date;
- (h) **(representation at Court)** ensure that it is represented by counsel at the First and Second Court Hearing and give such undertakings (if any) to the Court (through its counsel) as are reasonably necessary to ensure the Court makes an order under section 4.11(4)(b) of the Corporations Act approving the Scheme;
- (i) **(Deed Poll)** before 5:00pm on the Business Day prior to the First Court Date, enter into the Deed Poll and deliver it to Exore, and, if the Scheme becomes Effective, fully comply with its obligations under the Deed Poll;
- (j) **(apply for ASX and ASIC relief)** use its reasonable endeavours to obtain all waivers, exemptions and modifications from ASX or ASIC as may be required to facilitate implementation of the Scheme;
- (k) **(ASX quotation)** do everything reasonably necessary to seek the New Perseus Shares being approved for official quotation on ASX and that trading in the New Perseus Shares commences as soon as practicable after the Effective Date, initially on a deferred settlement basis and thereafter on a normal settlement basis;
- (l) **(TSX approval)** do everything reasonably necessary to obtain all approvals, waivers, exemptions and modifications from TSX as may be required to facilitate implementation of the Scheme;
- (m) **(share transfer)** if the Scheme becomes Effective:
- (i) accept a transfer of the Scheme Shares as contemplated by clause 4.2(b)(i); and
- (ii) execute instruments of transfer in respect of the Scheme Shares;
- (n) **(Scheme Consideration)** if the Scheme becomes Effective, procure the provision of the Scheme Consideration in the manner and amount contemplated by clause 4 and the terms of the Scheme and the Deed Poll;
- (o) **(communications with Perseus Shareholders)** participate in, and ensure the Perseus Board participates in all communications, presentations and other measures reasonably requested by Exore to promote the merits of the Transaction;
- (p) **(promote transaction)** subject to the Corporations Act and applicable laws, participate in efforts reasonably requested by Exore to promote the merits of the Transaction and the Scheme Consideration, including meeting with key Perseus or Exore Shareholders at the reasonable request of Exore and providing Exore with

- such information and assistance that Exore reasonably requests to enable it to promote the merits of the Transaction;
- (q) **(compliance with laws)** do everything reasonably within its power to ensure that the Transaction is effected in accordance with all applicable laws, regulations and policy; and
- (r) **(all other things necessary)** all other actions and do all things reasonably necessary or desirable to give effect to the Scheme having regard to the Timetable.
- 5.3 Scheme Booklet**
- (a) If the parties are unable to agree on the form or content of a particular part of the Scheme Booklet, then:
- (i) if the relevant part of the Scheme Booklet is Perseus Information, Exore will make such amendments to that part of the Scheme Booklet as required by Perseus (acting reasonably and in good faith); and
- (ii) in any other case, Exore (acting reasonably and in good faith) will decide the form and content of that part of the Scheme Booklet.
- (b) The parties agree that the Scheme Booklet will contain a responsibility statement to the effect that:
- (i) Exore has prepared and is responsible for the Exore Information contained in the Scheme Booklet, and none of Perseus or its Related Bodies Corporate or their respective directors, officers or employees assumes any responsibility or liability for the accuracy or completeness of the Exore Information;
- (ii) Perseus has prepared and is responsible for the Perseus Information contained in the Scheme Booklet, and none of Exore or its Related Bodies Corporate or their respective directors, officers or employees assumes any responsibility or liability for the accuracy or completeness of the Perseus Information; and
- (iii) the Independent Expert has provided and is responsible for, the Independent Expert's Report and none of Perseus or its Related Bodies Corporate or their respective directors, officers or employees, nor Exore or its Related Bodies Corporate or their respective directors, officers or employees, assumes any responsibility or liability for the accuracy or completeness of the Independent Expert's Report.
- (c) Each party must undertake appropriate verification processes for the information supplied by that party for the Scheme Booklet and must make such verification material available to the other party on request by it.
- (d) Exore must take all reasonable steps to ensure that the Exore Information is not misleading or deceptive in any material respect (whether by omission or otherwise) as at the date it is despatched to Exore Shareholders.
- (e) Perseus must take all reasonable steps to ensure that the Perseus Information is not misleading or deceptive in any material respect (whether by omission or otherwise) as at the date on which the Scheme Booklet is despatched to Exore Shareholders.

5.4 Conduct of business

- (a) Subject to clauses 5.4(c) or 5.4(d), from the date of this deed up to and including the Implementation Date, Exore must, and must cause each other member of the Exore Group to:
- (i) conduct its business and operations in the ordinary course consistent with the manner in which such business has been conducted in the 12 months prior to the date of this deed;
 - (ii) comply with all relevant laws, the Listing Rules and authorisations in all material respects;
 - (iii) promptly notify Perseus of any material Claim which may be threatened, brought, asserted or commenced against any member of the Exore Group, or their officers, and consult with the other party in relation to such matter to the extent the other party reasonably requires;
 - (iv) not enter into, or agree to enter into, any material joint venture, partnership or similar arrangement other than in the ordinary course of business;
 - (v) ensure that between (and including) the date of this deed and 8.00am on the Second Court Date, to the extent within its control, no Exore Prescribed Occurrence occurs;
 - (vi) subject to the Listing Rules and applicable laws, use reasonable endeavours to advise the other party of developments which would be considered material from a continuous disclosure perspective relating to or affecting the Exore Group, its financial position and its prospects;
 - (vii) not make or permit any change to the terms and conditions of the current employment contracts of the senior management of the Exore Group;
 - (viii) not accelerate the rights of any of their employees to compensation or benefits of any kind (other than as required, permitted or contemplated by this deed, including clause 4.5);
 - (ix) not enter into any enterprise bargaining agreement other than pursuant to contractual arrangements in effect on the date of this deed and which are Fairly Disclosed in the Disclosure Material;
 - (x) use its reasonable endeavours to:
 - (A) keep available the services of the officers and key management personnel of the Exore Group;
 - (B) maintain and preserve the Exore Group's relationships with operators, lessors, customers, suppliers, investors, Government Agencies, licensors, licensees and others with whom it has business dealings;
 - (C) ensure that all assets are maintained in the normal course and consistent with past practice; and
 - (D) ensure that no member of the Exore Group enters into any lines of business or other activities in which the Exore Group is not engaged as at the date of this deed, whether by way of acquisition or otherwise;

- (xi) not terminate or fail to renew renewal, or enter into, a Material Contract or any material amendment of a Material Contract or waiver of any material rights under, or release of any counterparty from, any Material Contract (other than in respect of the Aspire Nord Joint Venture Agreement after clause 3.1(l) has been satisfied);
- (xii) not purchase, lease or otherwise acquire, or agreeing to purchase, lease or acquire, any business, securities, assets or undertaking of the Exore Group other than assets with a value of less than \$500,000 individually or in aggregate (and other than in respect of exploration applications that were lodged prior to the date of this deed);
- (xiii) not, directly or indirectly, enter into or provide any material guarantee or indemnity on behalf of, or in respect of the obligations of, any other person (other than a member of the Exore Group that is directly or indirectly wholly owned by Exore);
- (xiv) not settle or compromise any material investigation, prosecution, arbitration, litigation, dispute or Claim against a member of the Exore Group where the amount payable by a member of the Exore Group exceeds \$500,000 individually or in aggregate;
- (xv) in relation to the Aspire Nord Joint Venture Agreement
 - (A) provide Perseus with regular updates on discussions with any other party in relation to the Aspire Nord Joint Venture Agreement, the subject of that agreement and the exercise of its rights under that agreement;
 - (B) promptly, and in any event within 1 Business Day of receipt, provide Perseus with copies of all documentation received by the Exore Group which relates to the Aspire Nord Joint Venture Agreement, the subject of that agreement or the exercise of any right under that agreement;
 - (C) not terminate the Aspire Nord Joint Venture Agreement (other than after clause 3.1(l) has been satisfied) or amend it in any material respect;
 - (D) not waive any right any member of the Exore Group has under, or otherwise release a counterparty from, or make any election or exercise any pre-emptive right or other right under, the Aspire Nord Joint Venture Agreement other than as contemplated by this deed; and
 - (E) otherwise promptly do all things reasonably requested by Perseus in connection with the Aspire Nord Joint Venture Agreement and the exercise of any rights under that agreement; and
- (xvi) use its reasonable endeavours to comply with the terms of the Approved Budget and use reasonable endeavours to provide Perseus with details of any material deviation from the Approved Budget.
- (b) Subject to clause 5.4(c), from the date of this deed up to and including the Implementation Date, Perseus must, and must cause each other member of the Perseus Group to ensure that between (and including) the date of this deed and 8.00am on the Second Court Date, to the extent within its control, no Perseus Prescribed Occurrence occurs.

- (c) Nothing in clauses 5.4(a) or 5.4(b) restricts the ability of Exore or Perseus to:
- (i) take any action which:
- (A) is required by any applicable law or Government Agency;
 - (B) it considers is reasonably necessary or desirable to ensure that the business of the Exore Group or Perseus Group (as applicable) is able to continue to be conducted in a manner generally consistent with the manner in which such business has been conducted in the 12 months prior to the date of this deed, including disposing of assets in the ordinary course of business or where the other party consents to such disposal (such consent not to be unreasonably withheld or delayed);
 - (C) is required or permitted by this deed or the Scheme;
 - (D) has been Fairly Disclosed in the Disclosure Materials (including, in respect of Exore, its drilling program disclosed in the data room) or any announcement to or filing with ASX or ASIC prior to the date of this deed or Fairly Disclosed in writing by Perseus to Exore; or
 - (E) has been agreed to in writing by the other party;
 - (F) is a reasonable and prudent response to an emergency or disaster (including a situation giving rise to a risk of personal injury or damage to property);
 - (ii) respond to a Competing Proposal to the extent permitted by clause 8.
- (d) To the extent that clause 5.4(a) requires Exore to ensure or procure that Exore Resources CDI DSR No. 1 SARL takes or refrains from taking certain actions, the parties agree that Exore will only be required to ensure that Exore Resources CDI DSR No. 1 SARL takes or refrains from taking such actions to the maximum extent that it is within Exore's control (subject to law).
- (e) In this deed, references to the business of the Exore Group or Perseus Group are to that business taken as a whole.
- (f) Each of Exore and Perseus will promptly notify the other in writing if it becomes aware of any fact, matter or circumstance which constitutes or is reasonably expected to constitute a breach of any of the Representations or Warranties.

5.5 Integration

Between the date of this deed and the Implementation Date, Exore will provide Perseus with reasonable access to information, premises and senior executives of any member of the Exore Group, where Perseus requests such access for the purposes of:

- (a) implementation of the Scheme;
- (b) Perseus obtaining an understanding, or furthering its understanding, of the Exore Group's business, financial position, prospects and affairs in order to allow and facilitate the development and the implementation of Perseus's plans for the Exore Group following implementation of the Scheme; or
- (c) any other purpose agreed by the parties in writing.

provided that compliance with any such request would not, in the reasonable opinion of Exore (acting in good faith), result in undue disruption to the Exore Group's business, and provided that nothing in this clause 5.5 shall require Exore to provide Perseus with any information:

- (d) in breach of an obligation of confidentiality to any person; or
- (e) concerning the consideration of the Transaction or any actual or potential Competing Proposal by the Exore Board (or a sub-committee of the board) or Exore management.

5.6 Board composition

Exore must procure that, with effect on and from the Implementation Date (subject to the provision of the Scheme Consideration in accordance with clause 4.2(b)(ii)):

- (a) those persons nominated by Perseus are appointed to the Exore Board and the boards of other members of the Exore Group, provided that:
 - (i) such persons sign consents to act as a director of the relevant member(s) of the Exore Group; and
 - (ii) such consents to act are provided to Exore before the Implementation Date;
- (b) those directors of Exore and directors of other members of the Exore Group that are in office immediately prior to the Implementation Date, resign as a director (but not as an employee, to the extent relevant) of the relevant member(s) of the Exore Group (unless otherwise notified by Perseus in writing) including that such directors provide written notices of resignation as directors to the effect that the outgoing directors have no Claim outstanding against any member of the Exore Group in respect of their holding of office as a director of a member of the Exore Group (provided that nothing in this clause 5.6(b) requires any such director to forego any rights they may have under any deed of access and indemnity, other right of indemnity or releases or policy of directors and officers insurance); and
- (c) if requested by Perseus, the general manager ("gérant") of any of Exore Resources CDI DSR No. 1 SARL, Aspire Nord Cote D'Ivoire SARL and Exore Resources Cote d'Ivoire SARL resign from their role with those entities, including that such general manager provides a written notice of resignation to the effect that the general managers have no Claim outstanding against any member of the Exore Group in respect of their role as general manager of a member of the Exore Group (provided that nothing in this clause 5.6(b) requires any such general manager to forego any rights they may have under any existing deed of access and indemnity, other right of indemnity or releases or policy of directors and officers insurance).

6 Announcements

- (a) Immediately after execution of this deed, Exore and Perseus must issue a public announcement in the form of the Agreed Announcement.
- (b) Subject to clauses 13(a)(ii) and 6(c), any further public announcements by Exore or Perseus in relation to, or in connection with, the Transaction or any other transaction the subject of this deed or the Scheme may only be made in a form approved by each party in writing (acting reasonably).

- (c) Where a party is required by applicable law, the Listing Rules, the TSX Rules or any other applicable financial market regulation to make any announcement or to make any disclosure in connection with the Transaction or any other transaction the subject of this deed or the Scheme, it may do so only after using reasonable endeavours, to the extent practicable and lawful, to consult with the other party before making the relevant disclosure and must give the other party as much notice as reasonably practical.

7 Board support of Transaction

7.1 Exore confirmation majority

- (a) Exore represents and warrants to Perseus that each member of the Exore Board in office as at the date of this deed has confirmed by way of resolution of the Exore Board or by separate written confirmation that they:
- (i) will recommend that Exore Shareholders vote in favour of the Scheme at the Scheme Meeting; and
 - (ii) intend to vote, or cause to be voted, all Exore Shares in which they control in favour of the Scheme at the Scheme Meeting,
- in each case in the absence of a Superior Proposal and subject to the Independent Expert concluding in the Independent Expert's Report that the Scheme is in the best interests of Exore Shareholders.
- (b) Subject to an Exore Director withdrawing or changing an Exore Recommendation or an Exore Voting Intention in the circumstances set out in clause 7.2, Exore must ensure that the Scheme Booklet includes statements to the effect that each Exore Director gives the Exore Recommendation and has the Exore Voting Intention qualified only by the words (to the effect of) 'in the absence of a Superior Proposal, or the Independent Expert no longer concluding that the Scheme is, in the best interests of Exore Shareholders'.

7.2 Exore Maintenance of Recommendation and Voting Intention

- Exore must use reasonable endeavours to procure that the Exore Directors do not withdraw, change or modify their recommendation, as set out in clause 7.1(a)(i) (**Exore Recommendation**), or their voting intention, as set out in clause 7.1(a)(ii) (**Exore Voting Intention**), unless:
- (a) Exore receives a Competing Proposal and the Exore Directors determine, after all of Perseus' rights under clause 8.6 have been exhausted, that the Competing Proposal constitutes a Superior Proposal; or
 - (b) the Independent Expert concludes in the Independent Expert's Report (or any update to that report) that the Scheme is not in the best interests of Exore Shareholders.
- 7.3 Perseus acknowledgement**
- Perseus acknowledges that without derogating from a party's rights or obligations under clause 9 or 12, if any of the events referred to in clause 7.2 occur, any Exore Director may withdraw, change or modify their Recommendation or Voting Intention.

8 Exclusivity

8.1 No existing discussions

- Exore represents and warrants to Perseus that, as at the date of this deed:
- (a) neither itself nor any other member of the Exore Group is a party to any agreement, arrangement or understanding with a Third Party entered into for the purpose of facilitating a Competing Proposal (other than confidentiality agreements entered into before the date of this deed); and
 - (b) neither itself nor any other member of the Exore Group is participating in any discussions or negotiations with any Third Party for the purpose of facilitating, or that could reasonably be expected to lead to, a Competing Proposal.

8.2 No-shop

During the Exclusivity Period, Exore must not, and must ensure that its Representatives do not, directly or indirectly:

- (a) solicit, invite, encourage or initiate any inquiry, expression of interest, offer, proposal or discussion by any person in relation to, or which would reasonably be expected to lead to the making of, an actual, proposed or potential Competing Proposal; or
- (b) communicate to any person any intention to do any of the things referred to in clause 8.2(a).

Nothing in this clause 8.2 prevents each Exore from continuing to make normal presentations to, and to respond to enquiries from, brokers, portfolio investors and analysts in the ordinary course in relation to the Scheme or its business generally.

8.3 No-talk

Subject always to clause 8.4, during the Exclusivity Period, Exore must not, and must ensure that its Representatives do not, directly or indirectly:

- (a) facilitate, participate in or continue any negotiations or discussions with respect to any inquiry, expression of interest, offer, proposal or discussion by any person regarding, or which would reasonably be expected to encourage or lead to the making of, an actual, proposed or potential Competing Proposal or participate in or continue any negotiations or discussions with respect to any actual, proposed or potential Competing Proposal;
- (b) negotiate, accept or enter into, or offer or agree to negotiate, accept or enter into, any agreement, arrangement or understanding regarding an actual, proposed or potential Competing Proposal;
- (c) disclose or otherwise provide any non-public information about the business or affairs of the Exore Group to a Third Party in connection with, or which would reasonably be expected to encourage or lead to receipt of, an actual, proposed or potential Competing Proposal (including, without limitation, providing such information for the purposes of the conduct of due diligence investigations in respect of the Exore Group) other than as required by law; or

- (d) communicate to any person any intention to do any of the things referred to in the preceding paragraphs of this clause 8.3.

8.4 Fiduciary exception

In respect of a bona fide Competing Proposal in writing that is received by Exore without any breach by Exore of its obligations under clause 8.3, Exore may undertake any action that would otherwise be prohibited, or refuse to take any action that would otherwise be required, **(prohibited action)** by clause 8.3 or 8.5(b)(ii), if the Exore Board first determines, acting in good faith that:

- (a) after consultation with its financial adviser, such a genuine Competing Proposal is a Superior Proposal; and
- (b) after receiving written advice from its external legal adviser, not undertaking or undertaking the prohibited action, as applicable, would be reasonably likely to constitute a breach of the Exore Board's fiduciary or statutory duties.

8.5 Notification obligation

- (a) During the Exclusivity Period, Exore must notify Perseus in writing within 2 Business Days if it or any other member of the Exore Group becomes aware of any approach, attempt to initiate discussions or negotiations, inquiry or proposal made by any person in relation to an actual, proposed or potential Competing Proposal.
- (b) A notice given under clause 8.5(a) must set out:
- (i) the material terms and conditions of the Competing Proposal (including the price) and any updates to the Competing Proposal; and

- (ii) subject to clause 8.4, the identity of the Third Party making the approach (and, if different, details of the person making or proposing the relevant Competing Proposal).

8.6 Matching right

- (a) Without limiting any other provision of this deed, during the Exclusivity Period, Exore:
- (i) must not and must ensure that its Representatives do not enter into any legally binding agreement, arrangement or understanding (whether or not in writing) pursuant to which any person proposes, or proposes to implement a Competing Proposal; and
- (ii) must use reasonable endeavours to ensure that no Exore Director:
- (A) withdraws, changes or modifies their Recommendation or Voting Intention in favour of the Scheme; or
- (B) publicly recommends, supports or endorses a Competing Proposal or makes any public statement to the effect that they may do so at a future point in time,
- unless:

- (iii) the Exore Board has determined, acting in good faith and after consultation with its financial adviser, that the Competing Proposal is a Superior Proposal;

- (iv) Exore has given Perseus the material terms and conditions of the Competing Proposal (including the price and identity of the person making or proposing the Competing Proposal); and

- (v) either:

- (A) Perseus has not announced or provided to Exore an offer in writing in respect of an amendment to the Scheme Consideration or other terms of the Transaction (**Counterproposal**) before the Cut Off Date; or
- (B) Perseus has announced or provided to Exore a Counterproposal before the Cut Off Date and the Exore Board has considered the Counterproposal and determined, in good faith, that the Counterproposal would not provide an equivalent or superior outcome to Exore Shareholders as a whole compared with the Competing Proposal.

- (b) Perseus will have the right, but not the obligation, at any time by the date that is 5 Business Days after the provision of the information referred to in clause 8.6(a)(iv) (**Cut Off Date**), to provide a Counterproposal and if it does so the Exore Directors must consider the Counterproposal and determine, in good faith, whether the Counterproposal provides an equivalent or superior outcome to Exore Shareholders as a whole compared with the Competing Proposal.

- (c) Following the determination referred to in clause 8.6(b), Exore must, within 2 Business Days, notify Perseus of the determination in writing.

- (d) If the notification provided by Exore to Perseus is that the Exore Board has determined that the Counterproposal would provide a superior or equivalent outcome to Exore Shareholders compared to the Competing Proposal, then Exore and Perseus must use their reasonable endeavours to agree any necessary amendments to this deed and agree such other documents that are reasonably necessary to reflect the Counterproposal as soon as reasonably practicable, and Exore must use its best endeavours to procure that each of the Exore Directors continue to recommend that Exore Shareholders vote in favour of the Scheme (as modified by the Counterproposal).

8.7 Equal access to information

If any non-public information about the business or affairs of the Exore Group is provided or made available to any person in connection with any actual, proposed or potential Competing Proposal which has not previously been provided or made available to Perseus, Exore must promptly, and in any event within 2 Business Days of the provision of the information, provide to Perseus:

- (a) in the case of written materials, a copy of; and
- (b) in any other case, a written statement of or reasonable access to, that non-public information.

8.8 Actions by Exore Resources CDI DSR No. 1 SARL

To the extent this clause 8 requires Exore to ensure or procure that Exore Resources CDI DSR No. 1 SARL takes or refrains from taking certain actions, the parties agree that Exore will only be required to ensure that Exore Resources CDI DSR No. 1 SARL takes or refrains from taking such actions to the maximum extent that it is within Exore's control (subject to law).

9 Break Fee

9.1 Background

This clause 9 has been agreed to in circumstances where:

- (a) each party believes it and its shareholders will derive significant benefits from the implementation of the Scheme;
- (b) each party has incurred and will further incur, significant costs in connection with the Scheme, which will include significant opportunity costs if the Scheme is not implemented;
- (c) each party requested that provision be made for the payment of a Break Fee, and would not have entered into this deed had such provision not been made;
- (d) each party believes that it is appropriate to agree to pay a Break Fee to secure the other party's entry into this deed; and
- (e) each party has received separate legal advice in relation to this deed and the operation of this clause 9.

The parties acknowledge and agree that the costs referred to in clause 9.1(b) are of such a nature that they cannot be precisely quantified, but that the Break Fee is a genuine and reasonable pre-estimate of those costs.

9.2 Payment of Break Fee by Exore

Subject to clauses 9.4 and 9.6, Exore must pay Perseus the Break Fee, without set-off or withholding and within 10 Business Days after receipt of a written demand from Perseus, if:

- (a) **(Competing Proposal)** a Competing Proposal for Exore is announced by a Third Party before the date of the Scheme Meeting, and, within 12 months after such announcement, the Third Party making the Competing Proposal or a Related Body Corporate of that Third Party:
 - (i) completes a Competing Proposal, acquires all of the Exore Shares or otherwise acquires control of Exore; or
 - (ii) enters into a binding agreement to undertake or implement a Competing Proposal;
- (b) **(Superior Proposal)** a Superior Proposal is received by Exore or publicly announced at any time before the date of the Scheme Meeting and Exore terminates this deed in accordance with clause 12.3(a);

- (c) **(Change of recommendation)** at any time before the date of the Scheme Meeting, any Exore Director:
 - (i) fails to recommend that Exore Shareholders vote in favour of the Scheme in accordance with clauses 7.1 and 7.2;
 - (ii) withdraws or adversely changes or modifies their Exore Recommendation;
 - (iii) makes a public statement to the effect that they will not vote, any Exore Shares which he or she controls in favour of the resolution to approve the Scheme; or
 - (iv) publicly recommends, supports or endorses a Competing Proposal,

except where the Exore Director takes (or fails to take) any of the actions set out in paragraphs (c)(i) to (c)(iv) because the Independent Expert concludes in the Independent Expert's Report (or any update to that report) that the Scheme is not in the best interests of Exore Shareholders (other than in circumstances where that conclusion is due to the existence, announcement or publication of a Competing Proposal); or

- (d) **(material breach)** Perseus validly terminates this deed in accordance with clause 12.1(b).

9.3 Payment of Break Fee by Perseus

Subject to clauses 9.4 and 9.6, Perseus must pay Exore the Break Fee, without set-off or withholding and within 10 Business Days after receipt of a written demand from Exore, if Exore validly terminates this deed in accordance with clause 12.1(b).

9.4 Payment conditions

- (a) Notwithstanding the occurrence of any event referred to in clauses 9.2 or 9.3, a Break Fee will not be payable under the relevant clause if the Scheme becomes Effective.
- (b) Each party can only ever be liable to pay a Break Fee once.

9.5 Nature of payment

The Break Fee payable under clauses 9.2 and 9.3 is an amount to compensate the relevant party for the following costs and expenses:

- (a) external advisory costs (excluding success fees);
- (b) internal costs such as costs of management and directors' time, risk management costs and capital costs;
- (c) out-of-pocket expenses; and
- (d) opportunity costs incurred in pursuing the Transaction or in not pursuing other alternative acquisitions or strategic initiatives which otherwise could have been developed.

9.6 Compliance with law

- (a) This clause 9 does not impose obligations on each party to the extent that the performance of those obligations:
- (i) constitutes unacceptable circumstances as declared by the Australian Takeovers Panel or a breach of an order of the Takeovers Panel;
 - (ii) breach the fiduciary or statutory duties of any Exore Director or Perseus Director; and
 - (iii) are otherwise unlawful or held to be unenforceable by a court,
- (Impugned Obligations)**,
- but each of Exore and Perseus will remain obliged to comply with their respective obligations under clause 9 to the extent they are not Impugned Obligations (including paying such portion of the Break Fee as would not constitute an Impugned Obligation).

- (b) To the extent any of clause 9.6(a)(i), 9.6(a)(ii), 9.6(a)(iii) applies and a Break Fee has been paid, the other party must reimburse the relevant part of the Break Fee to which those clauses apply within 10 Business Days after receipt of a written demand for reimbursement from the other party.

9.7 Other claims

- (a) The parties acknowledge and agree that, despite any other provision of this deed but subject to clause 9.7(b):
- (i) if Exore or Perseus becomes liable to pay a Break Fee and does so in accordance with this clause 9, it will have no further liability to the other party for any breach of this deed;
 - (ii) if Exore or Perseus becomes liable to pay a Break Fee, that fee shall be reduced by any amount previously paid by that party to the other party in connection with a breach by the party of this deed; and
 - (iii) in any event, the liability of Exore or Perseus under or in connection with this deed shall be limited to an amount equal to the Break Fee payable under this clause 9, provided that this limitation shall not apply to breaches of clause 15.
- (b) Clause 9.7(a) does not apply to any Claim in respect of, and does not limit the liability of:
- (i) Perseus in connection with, any failure to perform the Deed Poll or to fully discharge the obligations under clause 4.2(b)(ii); or
 - (ii) Exore:
 - (A) in connection with any breach of clause 8 (which, for the avoidance of doubt, does not include any action taken by Exore in accordance with the exception in clause 8.4 or a breach by Exore of clause 8 that arises by virtue of an independent act of an adviser or employee, officer or agent of the adviser outside of any instructions provided to that adviser by Exore); or

- (B) where Exore has (whether in breach of clause 8 of otherwise) agreed to pay a third party a break fee or similar cost reimbursement commitment in connection with any actual, proposed or potential Competing Proposal.

- (c) Nothing in clause 9.7(a) in any way:
- (i) prevents either party (in its own right or as trustee for another person, as the case may be under this deed) from seeking orders from a court of competent jurisdiction for the specific performance by the other party of any obligations under this deed; or
 - (ii) extinguishes or limits the liability of either party for any:
 - (A) interest payable on any amount payable by that party under or in connection with this deed; or
 - (B) breach of this deed arising from criminal acts or fraud.

10 Representations and Warranties

10.1 Perseus Representations and Warranties

Perseus represents and warrants to Exore that:

- (a) **(validly existing)** each member of the Perseus Group is a validly existing corporation registered under the laws of its place of incorporation;
- (b) **(power)** it has full corporate power and lawful authority to execute, deliver and perform this deed and the Deed Poll;
- (c) **(corporate action)** it has taken all necessary corporate action to authorise the entry into this deed and has taken or will take all necessary corporate action to authorise the performance of this deed and the Deed Poll;
- (d) **(binding)** this deed constitutes legal, valid and binding obligations on it, enforceable in accordance with its terms;
- (e) **(performance)** the execution and performance by it of this deed and each transaction contemplated by this deed did not and will not violate or breach any provision of:
 - (i) a law or treaty or a judgment, ruling, order or decree binding on any member of the Perseus Group;
 - (ii) any material agreement or deed to which a member of the Perseus Group is party, or
 - (iii) its constituent documents;
- (f) **(Perseus Information)** the Perseus Information included in the Scheme Booklet, as consented to by it pursuant to clause 5.2, and any supplementary disclosure made to Exore Shareholders pursuant to clause 5.2:
 - (i) will be prepared and provided in good faith and will not be misleading or deceptive in any material respect (whether by omission or otherwise); and

- (ii) will comply in all material respects with applicable laws, including the Corporations Act, Corporations Regulations, RG 60, the Listing Rules and Canadian securities laws;
- (g) the responses provided in the DDO are true, complete and not misleading or deceptive, or likely to mislead or deceive, and in providing that information nothing has been omitted which would make that information misleading or deceptive in any material respect;
- (h) **(fair and not misleading)** all information provided by or on behalf of Perseus to the Independent Expert will be provided in good faith and is not misleading in any material respect and it has not omitted any information required to make the information provided to the Independent Expert not misleading in any material respect;
- (i) **(reliance on information)** all information provided by or on behalf of Perseus to Exore and the Independent Expert will be provided on the understanding that the Exore Board will rely on such information for the purposes of considering and approving the Scheme Booklet and implementing the Transaction, and the Independent Expert will rely on such information for the purposes of producing their report;
- (j) **(honest belief)** any statement of opinion or belief contained in the Perseus Information is honestly held and there are reasonable grounds for that opinion or belief;
- (k) **(regulatory approvals)** other than the approvals specified in clause 3.1, no regulatory approvals are required to be obtained by it in order for it to execute and perform this deed and the Deed Poll (including under the Foreign Acquisitions and Takeovers Act 1975 (Cth));
- (l) **(financial statements)** its audited consolidated financial statements for the year ended 30 June 2019 comply as to form in all material respects with all Australian laws and accounting requirements applicable to the preparation of financial statements, have been prepared on a basis consistent with past practices in accordance in all material respects with all relevant Australian laws and Accounting Standards and other authoritative pronouncements of the International Financial Reporting Standards as issued by the International Accounting Standards Board as applicable at 30 June 2019, and fairly present in all material respects the consolidated financial position of it as at 30 June 2019 and the consolidated results of its operations and cash flows for the periods ended 30 June 2019;
- (m) **(continuous disclosure)** it:
- (i) has complied in all material respects with the continuous disclosure obligations under the Listing Rules and is not withholding any information pursuant to an exception in Listing Rule 3.1A (save in respect of the Scheme); and
- (ii) has complied in all material respects with its continuous or periodic disclosure obligations under the TSX Rules and applicable Canadian securities laws, subject to the announcement of the execution of this deed;
- (n) **(Insolvency Event or regulatory action)** no Insolvency Event has occurred in relation to it or any other member of the Perseus Group, nor has any regulatory action of any nature of which it is aware been taken that would prevent or restrict its ability to fulfil its obligations under this deed; and

- (o) **(New Perseus Shares)** the New Perseus Shares to be issued in accordance with clause 4.2 and the terms of the Scheme will be duly authorised and validly issued or transferred, fully paid and free of all security interests and third party rights and will rank equally with all other Perseus Shares then on issue.

10.2 Exore Representations and Warranties

Exore represents and warrants to Perseus that:

- (a) **(validly existing)** each member of the Exore Group is a validly existing corporation registered under the laws of its place of incorporation;
- (b) **(power)** it has full corporate power and lawful authority to execute, deliver and perform this deed;
- (c) **(corporate action)** it has taken all necessary corporate action to authorise the entry into this deed and has taken or will take all necessary corporate action to authorise the performance of this deed;
- (d) **(binding)** this deed constitutes legal, valid and binding obligations enforceable in accordance with its terms;
- (e) **(Insolvency Event or regulatory action)** so far as the Exore Board is aware, no Insolvency Event has occurred in relation to it or any other member of the Exore Group, nor has any regulatory action of any nature of which it is aware been taken that would prevent or restrict its ability to fulfil its obligations under this deed;
- (f) **(performance)** the execution and performance by it of this deed and each transaction contemplated by this deed did not and will not violate or breach any provision of:
- (i) a law or treaty or a judgment, ruling, order or decree binding on any member of the Exore Group;
- (ii) any material agreement or deed to which a member of the Exore Group is party, or
- (iii) its constituent documents;
- (g) **(capital structure)** its capital structure, including all issued securities as at the date of this deed, is as set out in Schedule 2, and, other than the Milestone Shares Undertaking and Blue Ocean Options:
- (i) it has not issued or granted (or agreed to issue or grant) any other securities, options, warrants, performance rights or other instruments which are still outstanding and may convert into Exore Shares other than as set out in Schedule 2, and
- (ii) it is not otherwise under any obligation to issue or grant, and no person has any right to call for the issue or grant of, any Exore Shares, options, warrants, performance rights or other securities or instruments in Exore;
- (h) **(corporate structure)**:
- (i) the corporate structure diagram disclosed in Schedule 3 lists all of the members of the Exore Group and the details included are true and accurate; and

- (ii) no member of the Exore Group holds shares, options, units, securities or interests in, or is a member of, any company, trust, partnership, incorporated or unincorporated joint venture or association, or other entity other than an entity identified in the corporate structure diagram in Schedule 3.
- (i) **(Exore Information)** the Exore Information included in the Scheme Booklet despatched to Exore Shareholders, and any supplementary disclosure made to Exore Shareholders pursuant to clause 5.1(j):
- (i) will be prepared and provided in good faith and will not be misleading or deceptive in any material respect (whether by omission or otherwise); and
- (ii) will comply in all material respects with applicable laws, including the Corporations Act, Corporations Regulations, RG 60 and the Listing Rules;
- (i) **(reliance on information)** all information provided by or on behalf of Exore to Perseus and the Independent Expert will be provided on the understanding that the Perseus Board will rely on such information for the purposes of preparing the Perseus Information and implementing the Transaction, and the Independent Expert will rely on such information for the purposes of producing their report;
- (k) **(all information)** it is not aware of any information relating to the Exore Group or its respective businesses or operations (having made reasonable enquiries) as at the date of this deed that has or could reasonably be expected to give rise to a Exore Material Adverse Change in respect of the Exore Group that has not been disclosed to ASX or in Exore's Disclosure Materials;
- (i) **(fair and not misleading)** all information provided by or on behalf of Exore to the Independent Expert will be provided in good faith and is not misleading in any material respect and it has not omitted any information required to make the information provided to the Independent Expert not misleading in any material respect;
- (m) **(honest belief)** any statement of opinion or belief contained in the Exore Information is honestly held and there are reasonable grounds for that opinion or belief;
- (n) **(financial statements)** its audited consolidated financial statements for the half-year ended 31 December 2019 comply as to form in all material respects with all Australian laws and accounting requirements applicable to the preparation of financial statements, have been prepared on a basis consistent with past practices in accordance with all material respects all relevant Australian laws and Accounting Standards applicable in Australia, including generally accepted accounting principles in Australia (Australian GAAP) or International Financial Reporting Standards as issued by the International Accounting Standards Board as applicable at 31 December 2019 and fairly present in all material respects the consolidated financial position of it as at 31 December 2019 and the consolidated results of its operations and cash flows for the period ended 31 December 2019;
- (o) **(continuous disclosure)** it has complied in all material respects with the continuous disclosure obligations under the Listing Rules and is not withholding any information pursuant to an exception in Listing Rule 3.1A (save in respect of the Scheme);
- (p) **(compliance)** so far as the Exore Board is aware, each member of the Exore Group has complied in all material respects with all Australian and foreign laws and regulations applicable to them, the Listing Rules and orders of Australian and

foreign Government Agencies having jurisdiction over them and have all material licenses, authorisations and permits necessary for them to conduct the business of the Exore Group as presently being conducted;

- (q) **(Disclosure Materials)** it has collated and prepared all of the Disclosure Material in good faith and, so far as Exore is aware (having made reasonable enquiries):
- (i) all factual information that forms part of the Disclosure Material is accurate in all material respects;
- (ii) the Disclosure Materials are not misleading or deceptive in any material respect when taken as a whole (including by omission); and
- (iii) the Disclosure Materials do not omit any material information which might reasonably be considered necessary for Perseus to make an informed decision as to whether to enter into this deed and proceed with the Transaction;
- (r) **(no existing disputes)** no member of the Exore Group is:
- (i) a party to or the subject of any legal action, investigation, proceeding, dispute, Claim, demand, notice, direction, inquiry, arbitration, mediation, dispute resolution or litigation; or
- (ii) the subject of any ruling, judgement, order, declaration or decree by any Government Agency,
- which may have a material adverse effect on the Exore Group, and, so far as Exore is aware, there is no such legal action, investigation, proceeding, dispute, Claim, demand, notice, direction, inquiry, arbitration, mediation, dispute resolution, litigation, ruling, judgement, order, declaration or decree pending, threatened or anticipated against any member of the Exore Group;
- (s) **(taxes)** so far as Exore is aware, having made reasonable inquiries, each member of the Exore Group has complied in all material respects with all applicable tax laws;
- (t) **(mining tenements)** the Exore Group owns all Mining Tenements and Mineral Rights;
- (u) **(mineral resources)** the mineral resources prepared by and released by the Exore Group were prepared in all material respects in accordance with sound mining, engineering, geosciences and other applicable industry standards and practices and in accordance with applicable law;
- (v) **(corrupt practices)** no member of the Exore Group nor to the knowledge of Exore any of their associates or representatives nor any joint venture party has taken, directly or indirectly any action which would cause any member of the Exore Group to be in violation of the Australian Crimes Act 1914 (Cth), United States Foreign Corrupt Practices Act of 1977, or any applicable law of similar effect of any jurisdiction and Exore has conducted its businesses in accordance with those laws; and
- (w) **(compliance with Material Contracts)** each member of the Exore Group has complied in all material respects with each Material Contract to which it is a party, and no member of the Exore Group is aware of any intention on the part of any

counterparty to a Material Contract to terminate such Material Contract or amend the terms of such Material Contract in any material respect.

10.3 Qualifications Representations and Warranties

- (a) The Representations and Warranties are subject to matters which have been Fairly Disclosed in the Disclosure Materials or in any announcement to or filing with ASX or ASIC prior to the date of this deed. In respect of those matters and without limiting the obligations of Exore and Perseus under clause 10, both parties agree that there will be no breach of a Representation and Warranty, and it will not have any Claim against the other party or any Exore Indemnified Party or Perseus Indemnified Party, if such a matter would make a Representation and Warranty untrue or incorrect or misleading or deceptive in any respect.
- (b) The warranty in clause 10.1(h) is subject to two further qualifications:

- (i) the warranty is given as at the date of this deed only; and
- (ii) Perseus does not in any way warrant the future financial performance or prospects of Perseus and its Related Bodies Corporate and any opinions, estimates, projections, business plans, budget information or other forecasts are not warranted.

10.4 Survival of Representations and Warranties

Each Representation and Warranty:

- (a) is severable;
- (b) survives termination of this deed; and
- (c) is given with the intent that liability thereunder will not be confined to breaches which are discovered prior to the date of termination of this deed.

10.5 Timing of Representations and Warranties

- (a) Each Representation and Warranty is given at the date of this deed, the date of the Scheme Meeting and at 8:00am on the Second Court Date (except where any statement is expressed to be made only at a particular date in which case it is given as at that date).
- (b) For the purposes of clause 10.5(a), a Representation and Warranty shall be read with any necessary adjustments to the tense used in the Representation and Warranty.

11 Releases

11.1 Release of Exore Indemnified Parties

- (a) Subject to clause 11.1(b), Perseus releases any and all rights that it may have or that may otherwise accrue to it after the date of this deed, and agrees with Exore that it will not make any Claim, against any Exore Indemnified Party as at the date of this deed in connection with:
 - (i) any breach of any covenant, representation or warranty given by Exore under this deed;

- (ii) any disclosures containing any statement which is false or misleading (whether by omission or otherwise);
- (iii) the implementation of the Scheme; or
- (iv) any failure to provide information, except where an Exore Indemnified Party has engaged in fraud or wilful misconduct (including, for the avoidance of doubt, the wilful misconduct of an Exore Indemnified Party with the circumstances referenced in clause 9.7(b)(ii)). To avoid doubt, nothing in this clause 11.1(a) limits the rights of Perseus to terminate this deed under clause 12.
- (b) The release in clause 11.1(a) is subject to any restriction imposed by law and will be read down to the extent that any such restriction applies.
- (c) To the extent that clause 11.1(a) relates to an Exore Indemnified Party, Exore receives and holds the benefit of the clause as trustee for that Exore Indemnified Party.

11.2 Release of Perseus Indemnified Parties

- (a) Subject to clause 11.2(b), Exore releases any and all rights that it may have or that may otherwise accrue to it after the date of this deed, and agrees with Perseus that it will not make any Claim, against any Perseus Indemnified Party as at the date of this deed in connection with:
 - (i) any breach of any covenant, representation or warranty given by Perseus under this deed;
 - (ii) any disclosures containing any statement which is false or misleading (whether by omission or otherwise);
 - (iii) the implementation of the Scheme; or
 - (iv) any failure to provide information, except where a Perseus Indemnified Party has engaged in fraud or wilful misconduct. To avoid doubt, nothing in this clause 11.2 limits the rights of Exore to terminate this deed under clause 12.
- (b) The release in clause 11.2(a) is subject to any restriction imposed by law and will be read down to the extent that any such restriction applies.
- (c) To the extent that clause 11.2(a) relates to a Perseus Indemnified Party, Perseus receives and holds the benefit of the clause as trustee for that Perseus Indemnified Party.

11.3 Deeds of indemnity and insurance

- (a) Subject to the Scheme becoming Effective and to clause 11.3(b), Perseus undertakes that it will:
 - (i) for a period of 7 years from the Implementation Date, ensure that the constitutions of Exore and the other members of the Exore Group contain such rules as are contained in those constitutions at the date of this deed in respect of the indemnification of directors and officers; and

- (ii) procure that Exore and each member of the Exore Group complies with and preserves the rights under any deeds of indemnity, access and insurance made by them in favour of their respective directors and officers from time to time; and
- (iii) without limiting clause 11.3(a)(ii), ensure that directors' and officers' run-off insurance cover for the directors and officers obtained in accordance with clause 11.4 is maintained for a period of 7 years from the resignation or retirement date of each such director and officer.
- (b) The undertaking in clause 11.3(a) is subject to any restriction imposed by law and will be read down to the extent that any such restriction applies.
- (c) To the extent that this clause 11.3 relates to an Exore Indemnified Party, Exore receives and holds the benefit of the clause as trustee for that Exore Indemnified Party.

11.4 D&O insurance

Each party acknowledges that, notwithstanding any other provision of this document, Exore may, prior to the Implementation Date, enter into arrangements to secure and place a directors' and officers' run-off insurance policy in respect of any current or former director or officer of any member of the Exore Group that applies for no less than a 7 year period following the Implementation Date.

12 Termination

12.1 Termination by either party

- At any time before 8:00am on the Second Court Date, either party may terminate this deed:
- (a) in accordance with clause 3.4;
 - (b) if the other party commits a material breach of any of its obligations under this deed (other than a breach of a Representation or Warranty), provided that:
 - (i) it has given written notice to the other party setting out the relevant circumstances and stating an intention to terminate this deed; and
 - (ii) the relevant circumstances have continued to exist for 10 Business Days from the time such notice is given (or any shorter period ending at 5:00pm on the Business Day before the Second Court Date).
- Termination under clause 12.1(b) will be deemed to take effect at the expiry of the period referred to in clause 12.1(b)(ii).
- ### 12.2 Termination by Perseus
- Perseus may terminate this deed:
- (a) with immediate effect at any time before 8:00am on the Second Court Date by notice in writing to Exore if a majority of the Exore Directors:
 - (i) publicly withdraw or adversely change or modify their Exore Recommendation or Exore Voting Intention; or

- (ii) publicly recommend, support or endorse a Competing Proposal in relation to Exore,
 - whether or not permitted to do so under this deed; or
 - (b) at any time before 8:00am on the Second Court Date if any Exore Representation and Warranty ceases to be true and correct in all material respects, provided that:
 - (i) Perseus has given written notice to Exore setting out the relevant circumstances and stating an intention to terminate this deed; and
 - (ii) the relevant circumstances have continued to exist for 10 Business Days from the time such notice is given (or any shorter period ending at 5:00pm on the Business Day before the Second Court Date).
- Termination under clause 12.2(b) will be deemed to take effect at the expiry of the period referred to in clause 12.2(b)(ii).

12.3 Termination by Exore

Exore may terminate this deed:

- (a) with immediate effect at any time before 8:00am on the Second Court Date by notice in writing to Perseus if a majority of the Exore Directors withdraw or adversely change or modify their Exore Recommendation or Exore Voting Intention in any of the circumstances referred to in clause 7.2(a) or 7.2(b); or
 - (b) at any time before 8:00am on the Second Court Date if any Perseus Representation and Warranty ceases to be true and correct in all material respects, provided that:
 - (i) Exore has given written notice to Perseus setting out the relevant circumstances and stating an intention to terminate this deed; and
 - (ii) the relevant circumstances have continued to exist for 10 Business Days from the time such notice is given (or any shorter period ending at 5:00pm on the Business Day before the Second Court Date).
- Termination under clause 12.3(b) will be deemed to take effect at the expiry of the period referred to in clause 12.3(b)(ii).

12.4 Termination by written agreement

This deed may be terminated by the written agreement of the parties, on such terms as the parties agree.

12.5 Material breach

For the purposes of clauses 12.1(b) (to the extent it relates to a breach of this deed by Exore) and 9.2(d), a material breach by Exore of clauses 8.2 (No shop), 8.3 (No talk), 8.5 (Notification obligation), 8.6 (Matching right) and 8.7 (Equal access to information) will constitute a material breach of Exore's obligations under this deed.

12.6 Effect of termination

If this deed is terminated by either party in accordance with this clause 12, this deed will cease to have force and effect without any liability or obligation on the part of either party, except that:

- (a) this clause 12 and clauses 9, 11, 13, 15, 16.1, 16.2, 16.3 and 16.4, and Schedule 1, shall survive termination; and
- (b) each party shall retain any rights and remedies that accrued prior to termination, including any rights and remedies in respect of any past breach of this deed or (if applicable) in respect of the breach giving rise to termination.

13 Confidentiality

- (a) Each party acknowledge and agree that they continue to be bound by the Confidentiality Agreement, provided that:
 - (i) this deed prevails to the extent of any inconsistency with the Confidentiality Agreement; and
 - (ii) notwithstanding any provision of this deed or the Confidentiality Agreement, the parties will not be required to consult with each other in relation to any public announcement relating to termination of this deed.
- (b) The rights and obligations of the parties under the Confidentiality Agreement survive termination of this deed.

14 Duty, costs and expenses

14.1 Stamp duty

Perseus:

- (a) must pay all stamp duties and any related fines and penalties in respect of this deed or the Scheme, the performance of this deed or the Scheme and each transaction contemplated by this deed or the Scheme; and
- (b) indemnifies Exore against any liability arising from or in connection with any failure by it to comply with clause 14.1(a).

14.2 Costs and expenses

Except as otherwise provided in this deed, each party must pay its own costs and expenses in connection with the negotiation, preparation, execution and performance of this deed and the proposed, attempted or actual implementation of the Transaction.

15 GST

15.1 Interpretation

In this clause 15, a word or expression defined in the *A New Tax System (Goods and Services Tax) Act 1999* (Cth) has the meaning given to it in that legislation.

15.2 GST gross up

- (a) Subject to clause 15.2(b), if a party makes a supply under or in connection with this deed in respect of which GST is payable, the consideration for the supply but for the application of this clause 15.2 (GST exclusive consideration) is increased by an amount equal to the GST exclusive consideration multiplied by the rate of GST prevailing at the time the supply is made.
- (b) Clause 15.2(a) does not apply to any consideration that is expressed in this deed to be inclusive of GST.

15.3 Reimbursements and indemnifications

If a party must reimburse or indemnify another party for a Loss, the amount to be reimbursed or indemnified is first reduced by any input tax credit the other party is entitled to for the Loss, and then increased in accordance with clause 15.2.

15.4 Tax invoice

A party need not make a payment for a taxable supply made under or in connection with this deed until it receives a tax invoice for the supply to which the payment relates.

16 General

16.1 Notices

- (a) A notice, consent, approval, waiver or other communication sent by a party under this deed (**Notice**) must be:

- (i) in writing;
- (ii) sent by an authorised representative of the sender; and
- (iii) marked for the attention of the person named below, and must be:
 - (iv) left at, or sent by prepaid ordinary post to, the address set out below; or
 - (v) sent by email to the address set out below.

Exore

Attention: Mr Justin Tremain
Address: 50 Ord St, West Perth WA 6005
Email: justin@exoreresources.com.au

with a copy (for information purposes only) to: stumer@gtlaw.com.au

Perseus

Attention: Martijn Bosboom, General Counsel & Company Secretary
Address: Level 2, 437 Roberts Road, Subiaco, WA 6008
Email: Martijn.Bosboom@perseusmining.com

with a copy (for information purposes only) to: christian.owen@corrs.com.au

- (b) Subject to clause 16.1(c), a Notice is taken to be received:
- (i) if sent by delivery, when it is delivered;
 - (ii) if sent by post, three days after posting (or seven days after posting if sent from one country to another); or
 - (iii) if sent by email:
 - (A) when the sender receives an automated message confirming delivery; or
 - (B) four hours after the time sent (as recorded on the device from which the email was sent), provided that the sender does not receive an automated message that the email has not been delivered,
- whichever happens first.
- (c) If a Notice is received or taken to be received under clause 16.1(b):
- (i) before 9:00am on a Business Day, it will be taken to be received at 9:00am on that Business Day; or
 - (ii) after 5:00pm on any day or on a day other than a Business Day, it will be taken to be received at 9:00am on the next Business Day.

16.2 Governing law and jurisdiction

- (a) This deed is governed by the laws of Western Australia.
- (b) Each party irrevocably submits to the non-exclusive jurisdiction of the courts of Western Australia and courts competent to hear appeals from those courts.

16.3 No representation or reliance

- (a) Each party acknowledges that no party (nor any person acting on its behalf) has made any representation or other inducement to it to enter into this deed, except for representations or inducements expressly set out in this deed and (to the maximum extent permitted by law) all other representations, warranties and conditions implied by statute or otherwise in relation to any matter relating to this deed, the circumstances surrounding the parties' entry into it and the transactions contemplated by it are expressly excluded.
- (b) Each party acknowledges and confirms that it does not enter into this deed in reliance on any representation or other inducement by or on behalf of any other person, except for any representation or inducement expressly set out in this deed.

16.4 No merger

The rights and obligations of the parties do not merge on completion of the Transaction. They survive the execution and delivery of any assignment or other document entered into for the purpose of implementing the Transaction.

16.5 Waivers and consents

- (a) Failure to exercise or enforce, a delay in exercising or enforcing, or the partial exercise or enforcement of any right, power or remedy provided by law or under this deed by any party does not in any way preclude, or operate as a waiver of, any exercise or enforcement, or further exercise or enforcement, of that or any other right, power or remedy provided by law or under this deed.
- (b) Any waiver or consent given by a party under this deed is only effective and binding on that party if it is given or confirmed in writing by that party.
- (c) No waiver of a breach of any term of this deed operates as a waiver of another breach of that term or of a breach of any other term of this deed.
- (d) Except where this deed expressly provides otherwise, where the consent of a party is required under this deed, such consent may be given or withheld in that party's absolute discretion.

16.6 Variation

This deed may only be varied by a document signed by or on behalf of each of the parties.

16.7 Assignment

A party may not assign, novate or otherwise transfer any of its rights or obligations under this deed without the prior written consent of the other party.

16.8 Further action

Each party will do all things and execute all further documents necessary to give full effect to this deed, at their own expense.

16.9 Entire agreement

This deed supersedes all previous agreements, understandings, negotiations or deeds (other than the Confidentiality Agreement) in respect of its subject matter and embodies the entire agreement between the parties.

16.10 Severability

If the whole or any part of a provision of this deed is void, unenforceable or illegal in a jurisdiction, it is severed for that jurisdiction but only to the extent that it is void, unenforceable or illegal and provided that it will have full force and effect in any other jurisdiction. Where a provision (or any part thereof) is severed in a jurisdiction, the remainder of this deed shall have full force and effect in that (and any other) jurisdiction.

This clause 16.10 does not apply to any severance that alters the basic nature of this deed or is contrary to public policy.

16.11 Counterparts

This deed may be executed in any number of counterparts. All counterparts together will be taken to constitute one instrument.

16.12 Remedies and indemnities

The rights and remedies in this deed are in addition to other rights and remedies given by law independently of this deed. The indemnities in this deed are continuing obligations, independent from the other obligations of the parties under this deed and continue after this deed ends. It is not necessary for a party to incur an expense or make payment before enforcing a right to an indemnity under this deed.

For the purpose of this deed Exore is taken to be acting as agent and trustee on behalf of and for the benefit of all Exore Indemnified Parties, and all those persons are to this extent taken to be parties to this deed.

For the purpose of this deed Perseus is taken to be acting as agent and trustee on behalf of and for the benefit of all Perseus Indemnified Parties, and all those persons are to this extent taken to be parties to this deed.

Schedule 1 Dictionary

Accounting Standards means, at any time:

- (a) the requirements of the Corporations Act about the preparation and contents of financial reports;
- (b) the accounting standards approved under the Corporations Act; and
- (c) generally accepted accounting principles policies, practices and procedures in Australia to the extent not inconsistent with the accounting standards described in paragraph (b).

Actual Cash Balance is the adjusted net cash position of the Exore Group calculated in the same manner as in the Approved Budget adjusted for any liability incurred by the Exore Group which is consented to in writing by Perseus, such consent not to be unreasonably withheld or delayed. For the avoidance of doubt, such consent will be considered to be unreasonably withheld or delayed (without in any way whatsoever limiting the circumstances in which such consent may otherwise be unreasonably withheld or delayed) where the liability is:

- (a) redundancy costs determined by Perseus;
- (b) a liability specifically directed by Perseus in writing for Exore to incur;
- (c) required by any applicable law or Government Agency and which arose after the date of this agreement and of which Exore was not otherwise aware; and
- (d) a reasonable and prudent response to an emergency or disaster (including a situation giving rise to a risk of personal injury or damage to property).

Agreed Announcement means the announcement in relation to the Transaction to be made by Exore and Perseus following execution of this deed in accordance with clause 6, the form of which has been agreed between the parties prior to execution of this deed.

Apollo means Apollo Consolidated Limited ACN 102 084 917.

Apollo Group means Apollo, Aspire Minerals Pty Ltd ACN 135 789 338, ANCI Holding SARL.

Apollo Group's Shares means all of the shares in Aspire Nord Cote d'Ivoire SARL held by the Apollo Group which are currently registered in the name Aspire Minerals Pty Ltd pending a transfer to ANCI Holding SARL.

Approved Budget means the budget agreed between the parties before the date of this deed and initialled by the parties for identification purposes.

ASIC means the Australian Securities and Investments Commission.

Aspire Nord Joint Venture Agreement means incorporated joint venture agreement dated 28 May 2019 between each member of the Apollo Group, Exore, Exore Resources CDI No 1 Pty Ltd and Aspire Nord Cote d'Ivoire SARL.

Aspire Nord Transfer Notice means the share transfer pre-emption notice dated 6 May 2020 provided on behalf of the Apollo Group to Exore, Exore Resources CDI No 1 Pty Ltd and Aspire Nord Cote d'Ivoire SARL.

associate has the meaning given in section 12 of the Corporations Act.

ASX means ASX Limited (ABN 98 008 624 691) or, where the context requires, the financial market operated by it known as the "Australian Securities Exchange".

Blue Ocean Options means the 5,000,000 options to acquire Exore Shares expiring 26 November 2021 and exercisable at \$0.13.

Break Fee means \$600,000.

Business Day has the meaning given in the Listing Rules.

Claim means a demand, claim, action or proceeding, however arising and whether present, unascertained, immediate, future or contingent, including any claim for specific performance.

Competing Proposal means any bona fide written proposal proposing the terms and conditions of the transaction which, if completed substantially in accordance with its terms, would mean:

- (a) a Third Party would directly or indirectly:
 - (i) acquire Control of, or merge or be stapled with, Exore or any other member of the Exore Group; or
 - (ii) acquire or obtain an interest (including an economic interest) in 20% or more of the assets or business of Exore and its Related Bodies Corporate as a whole; or
 - (iii) acquire or increase a Relevant Interest in, become the holder of, have the right to acquire or obtain or increase a legal, beneficial or economic interest in, 20% or more of Exore's shares (including under a cash settled equity swap or similar derivative); or
- (b) Perseus or another member of the Perseus Group could not implement the Transaction, or it would be materially adversely affected,

whether by way of takeover bid, scheme of arrangement, amalgamation, merger, capital reconstruction, issue of securities, consolidation, purchase of main undertaking, asset or business acquisition, stapling, strategic alliance, dual listed company structure, joint venture or partnership or other business combination or transaction structure. For the avoidance of doubt, each successive material modification or variation of any proposal, offer or transaction in relation to a Competing Proposal will constitute a new Competing Proposal.

Confidentiality Agreement means the confidentiality agreement between Perseus and Exore dated 6 September 2018, as extended on 11 May 2020.

Control has the meaning given in section 50AA of the Corporations Act.

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

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Counterproposal has the meaning given in clause 8.6(a)(v)(A).

Court means the Supreme Court of Western Australia or such other court of competent jurisdiction under the Corporations Act agreed to in writing by Exore and Perseus.

Court Documents means the documents which Exore determines (acting reasonably) are required for the purposes of a Court Hearing, which may include originating process, affidavits, submissions and draft minutes of Court orders.

Court Hearing means the First Court Hearing or Second Court Hearing (as applicable), and **Court Hearings** means both of them.

Cut Off Date has the meaning given in clause 8.6(b).

DDQ means the management due diligence questionnaire completed by Perseus and dated on or before the date of this deed and initiated by or on behalf of Exore and Perseus or acknowledged via email, in each case for the purposes of identification.

Deed Poll means the deed poll to be entered into by Perseus pursuant to clause 5.2(i), under which Perseus covenants in favour of Scheme Shareholders to provide the Scheme Consideration in accordance with the terms of the Scheme, in the form of Attachment C.

Disclosure Materials means all information, documents and responses disclosed or made available to Perseus or its Representatives by or on behalf of Exore before the date of this deed in the online data room maintained by or on behalf of Exore to which Perseus and/or its Representatives had access (the index for which materials have been initiated for identification by Exore and Perseus).

Effective means the coming into effect, under section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) in relation to the Scheme.

Effective Date means the date on which the Scheme becomes Effective.

End Date means the date 6 months from the date of execution of this deed or such later date as agreed by Exore and Perseus.

Exclusivity Period means the period from 9:00am on the date of execution of this deed to the earlier of:

- (a) the valid termination of this deed under clause 12; and
- (b) the End Date.

Exore Board means the board of directors of Exore.

Exore Director means a director of Exore.

Exore Group means Exore, each of its Related Bodies Corporate and Exore Resources CDI DSR No. 1 SARL.

Exore Indemnified Party means a Related Body Corporate of Exore or a director, officer, employee or adviser of a member of the Exore Group.

Exore Information means all the information in the Scheme Booklet other than the Perseus Information and Independent Expert's Report.

Exore Material Adverse Change means one or more changes, events, occurrences or matters that occur, are announced or become known to Perseus which (whether

individually or when aggregated with all such changes, events, occurrences or matters of a like kind) has had or is reasonably likely to have a material adverse effect on the business, liabilities, assets, financial or trading position of the Exore Group, taken as a whole, including any changes, events, occurrences or matters which have, or are reasonably likely to have, the effect of:

- (a) materially adversely affects the status or terms of (or rights attaching to) the Mineral Rights or the ability of the owner of those rights to exploit them;
- (b) any Mineral Rights being suspended, revoked, becoming invalid or unenforceable, prematurely lapsing or being materially adversely varied or prematurely terminated;
- (c) injuncting, challenging or preventing the exercise by Exore or Exore Resources CDI No 1 Pty Ltd of any rights of pre-emption under the Aspire Nord Joint Venture Agreement; or
- (d) any member of the Exore Group being unable to carry on its business in substantially the same manner as carried on in the 12 months prior to the date of this deed,

other than changes, events, occurrences or matters to the extent that they:

- (e) are required or permitted by this deed or the Scheme;
- (f) are Fairly Disclosed in the Disclosure Materials or in any announcement to or filing with ASIC or ASIC prior to the date of this deed;
- (g) are consented to in writing by Perseus; or
- (h) arise from:
 - (i) general economic, political or business conditions (other than arising from changes in commodity prices, exchange rates or interest rates), including material adverse changes or major disruptions to, or fluctuations in, domestic or international financial markets, and acts of terrorism, war (whether or not declared), natural disaster or the like, including any pandemic or escalation of the same; or
 - (ii) changes to accounting standards, laws or policies of a Government Agency in Australia, or
- (l) comprise a change in the market trading price of Exore Shares, as a direct result of either the entry by the parties into, or carrying out obligations under, this deed or the Scheme or the announcement thereof.

Exore Option means the options and performance options set out in Schedule 2.

Exore Prescribed Occurrence means the occurrence of any of the following:

- (a) Exore converting all or any of its shares into a larger or smaller number of shares;
- (b) Exore resolving to reduce its share capital in any way or reclassifying, combining, splitting or redeeming or repurchasing directly or indirectly any of its shares;
- (c) Exore:
 - (i) entering into a buy-back agreement; or

- (ii) resolving to approve the terms of a buy-back agreement under the Corporations Act;

- (d) a member of the Exore Group issuing shares, securities convertible into shares (including performance rights) or debt securities or granting an option over its shares, or agreeing to make such an issue or grant such an option, or agree to pay any cash consideration to any person in performance or settlement of any obligation to issue shares, other than:

- (i) as agreed between the parties;
 - (ii) any plan as agreed between the parties; or
 - (iii) the issue of shares upon exercise of an option or performance right as contemplated by this deed;
- (e) Exore paying any distribution to holders of Exore Shares;
 - (f) the termination or non-renewal of a Material Contract;
 - (g) one or more members of the Exore Group disposing, or agreeing to dispose, of any business, securities, assets or undertaking of the Exore Group other than with a value of less than \$500,000 individually or in aggregate;
 - (h) one or more members of the Exore Group creating, or agreeing to create, any mortgage, charge, lien or other encumbrance over any asset of the Exore Group with a value of more than \$500,000 individually or in aggregate, other than a lien which arises by operation of law or legislation;

- (i) a member of the Exore Group altering its constitution or constituent documents;

- (l) notice of any material investigation, prosecution, arbitration, litigation, dispute or Claim threatened against a member of the Exore Group which could reasonably be expected to give rise to a liability for the Exore Group in excess of \$500,000 individually or in aggregate and for the avoidance of doubt which is not frivolous or vexatious, or circumstances arising which could reasonably be expected to give rise to any liability in excess of \$500,000 individually or in aggregate. For the avoidance of doubt, this does not include any liability relating to an investigation, prosecution, arbitration, litigation or dispute to the extent that an insurer has agreed to cover the liability under an insurance policy maintained by a member of the Exore Group;

- (k) Exore being deregistered as a company or otherwise dissolved except in the case of a company with less than \$10,000 in net assets as at the date of this deed; or

- (l) an Insolvency Event occurs in relation to any member of the Exore Group,

but does not include any matter:

- (m) relating to vesting or exercise of existing options or performance options to the extent permitted by this deed;
- (n) required or permitted by this deed or the Scheme;
- (o) agreed to in writing by Perseus; or

- (p) Fairly Disclosed in the Disclosure Materials or in an announcement to or filing with ASX or ASIC before the date of this deed.

Exore Recommendation has the meaning given in clause 7.2.

Exore Representations and Warranties means the representations and warranties set out in clause 10.2.

Exore Share means a fully paid ordinary share in the capital of Exore.

Exore Shareholder means a holder of one or more Exore Shares, as shown in the register of members maintained by (or on behalf of) Exore in accordance with the Corporations Act.

Exore Voting Intention has the meaning given in clause 7.2.

Fairly Disclosed means any information disclosed in writing by or on behalf of a party in sufficient detail and with sufficient specificity so as to enable a reasonable and sophisticated recipient of the relevant information who is experienced in transactions similar to the Transaction in the mining industry aware of the nature of the matter concerned and the fact it may have financial, operational or other consequences and be capable of properly assessing those consequences.

First Court Date means the first day on which an application made to the Court for an order under section 411(1) of the Corporations Act directing Exore to convene the Scheme Meeting is heard, with such hearing being the **First Court Hearing**.

Government Agency means any foreign or Australian government or governmental, semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or entity, or any minister of the Crown in right of the Commonwealth of Australia or any state, or any other federal, state, provincial, local or other government, whether foreign or Australian (including the ASX and TSX as applicable).

GST exclusive consideration has the meaning given in clause 15.2(a).

Headcount Test means the requirement under section 411(4)(a)(ii)(A) of the Corporations Act that the resolution to approve the Scheme at the Scheme Meeting is passed by a majority in number of Exore Shareholders present and voting, either in person or by proxy.

Implementation Date means the fifth Business Day after the Scheme Record Date or such other day as the parties agree in writing.

Independent Expert means the independent expert to be appointed by Exore to prepare the Independent Expert's Report in accordance with clause 5.1(a).

Independent Expert's Report means the report to be prepared and issued by the Independent Expert in connection with the Scheme for inclusion in the Scheme Booklet.

Ineligible Foreign Holders means a Scheme Shareholder whose address in the register of Exore's Shareholders is in a jurisdiction outside Australia and its external territories, New Zealand, United Kingdom, Singapore, Canada and Hong Kong except where Exore and Perseus determine (each acting reasonably) that the issue of New Perseus Shares in that jurisdiction under the Scheme would be neither prohibited by law nor unduly onerous.

Insolvency Event means, in relation to any entity:

- (a) the entity resolving that it be wound up or a court making an order for the winding up or dissolution of the entity;
- (b) a liquidator, provisional liquidator, administrator, receiver, receiver and manager or other insolvency official being appointed to the entity or in relation to the whole, or a substantial part, of its assets;
- (c) the entity executing a deed of company arrangement;
- (d) the entity ceases, or threatens to cease to, carry on substantially all the business conducted by it as at the date of this deed;
- (e) the entity is or becomes unable to pay its debts when they fall due within the meaning of the Corporations Act (or, if appropriate, legislation of its place of incorporation);
- (f) the entity being deregistered as a company or otherwise dissolved; or
- (g) something having a substantially similar effect to any of the things described in paragraphs (a) to (f) happens in connection with the entity under the law of any foreign jurisdiction.

laws means all laws, statutes, regulations, by-laws, statutory rules, orders, ordinances, protocols, codes, guidelines, notices, directions (including all applicable Australian, and Canadian laws), and terms and conditions of any grant of approval, permission, authority or license of any court, Government Agency, statutory body or self-regulatory authority (including the ASX and TSX as applicable).

Listing Rules means the official listing rules of ASX.

Loss means all claims, demands, damages, losses, costs, expenses and liabilities.

Material Contract means a contract with a value greater than \$500,000 (in respect of the Exore Group) or a contract that is otherwise price sensitive or material in the context of the business or operations of the Exore Group.

Milestone Shares Undertaking means the contractual undertaking to issue securities described as such in Exore's Appendix 3G (Notification of issue, conversion or payment up of equity securities) dated 14 May 2020.

Mineral Rights means:

- (a) the mineral rights granted to the Exore Group;
- (b) any other mineral right or mineral rights which may be granted in lieu of or relate to the same ground as the mineral rights referred to in paragraph (a); and
- (c) includes all rights to mine and other privileges appurtenant to the mineral rights referred to in paragraphs (a) and (b) conferred by law.

Mining Tenements means the Ivorian exploration permits ("permis de recherche") PR 320 and 321.

New Perseus Share means a fully paid ordinary share in the capital of Perseus to be issued under the Scheme.

Nominee means the person chosen by Exore and Perseus and approved by ASIC to sell the New Perseus Shares that are attributable to Ineligible Foreign Holders and Small Shareholders under the terms of this Scheme (or any nominee of such person).

Notice has the meaning given in clause 16.1(a).

Other Option Holders means the holders of: (i) 5,000,000 Exore Options expiring 26 November 2021 and exercisable at \$0.13; and (ii) any other holder who is not a current employee or officer of Exore.

Perseus Board means the board of directors of Perseus.

Perseus Director means a director of Perseus.

Perseus Group means Perseus and each of its Related Bodies Corporate.

Perseus Indemnified Party means a Related Body Corporate of Perseus or a director, officer, employee or adviser of a member of the Perseus Group.

Perseus Information means information regarding the Perseus Group and the merged group (other than Exore Information contained in that information) provided by Perseus to Exore in writing for inclusion in the Scheme Booklet, including:

- (a) any letter from Perseus' Chairman;
- (b) information in relation to Perseus, other Perseus Group members, the businesses and assets of the Perseus Group, the funding of the Scheme Consideration and Perseus's intentions in relation to the Exore Group and its business (including the Exore Group's employees and assets); and
- (c) any other information required under the Corporations Act, Corporations Regulations or RG 60 to enable the Scheme Booklet to be prepared that the parties agree is 'Perseus Information' and that is identified in the Scheme Booklet as such.

Perseus Material Adverse Change means one or more changes, events, occurrences or matters that occur, are announced or become known to Exore which (whether individually or when aggregated with all such changes, events, occurrences or matters of a like kind) has had or is reasonably likely to have a material adverse effect on the business, liabilities, assets, financial or trading position of the Perseus Group, taken as a whole, other than changes, events, occurrences or matters, to the extent they are:

- (a) required or permitted by this deed or the Scheme;
- (b) Fairly Disclosed in the materials and information disclosed by or on behalf of Perseus to Exore, or their Representatives, or in any public announcement or filing with ASX or ASIC prior to the date of this deed;
- (c) consented to in writing by Exore;
- (d) arising from:

- (i) general economic, political or business conditions (other than arising from changes in commodity prices, exchange rates or interest rates), including material adverse changes or major disruptions to, or fluctuations in, domestic or international financial markets, and acts of terrorism, war (whether or not declared), natural disaster or the like, a pandemic or escalation of the same;
- (ii) changes to accounting standards, laws or policies of a Government Agency in Australia; or
- (iii) comprise a change in the market trading price of Perseus Shares, as a direct result of either the entry by the parties into, or carrying out obligations under, this deed or the Scheme or the announcement thereof.

Perseus Nominee has the meaning given in clause 2(d).

Perseus Prescribed Occurrence means the occurrence of any of the following:

- (a) a member of the Perseus Group being deregistered as a company or otherwise dissolved except in the case of a company with less than \$20,000,000 in net assets as at the date of this deed; or
- (b) an Insolvency Event occurs in relation to a member of the Perseus Group which has net assets in excess of \$20,000,000, but does not include any matter;
- (c) required or permitted by this deed or the Scheme;
- (d) agreed to in writing by Exore; or
- (e) Fairly Disclosed in the materials or information disclosed by Perseus to Exore or by and to their Representatives or in a public announcement to or filing with the ASX or ASIC before the date of this deed.

Perseus Representations and Warranties means the representations and warranties set out in clause 10.1.

Perseus Share means a fully paid ordinary share in the capital of Perseus.

Proceeds has the meaning given to it in clause 4.4(a).

prohibited action has the meaning given in clause 8.4.

Registered Address means, in relation to a Scheme Shareholder, the address of the Scheme Shareholder shown in the Share Register.

Regulator's Draft has the meaning given in clause 5.1(d)(i).

Related Body Corporate has the meaning given in section 50 of the Corporations Act.

Relevant Interest has the meaning given in sections 608 and 609 of the Corporations Act.

Representation and Warranty means a Perseus Representation and Warranty or an Exore Representation and Warranty (as applicable).

Representative means, in respect of:

- (a) Perseus, a member of the Perseus Group, or an employee, agent, officer, director or adviser of that party (or of a member of the Perseus Group), and includes employees, officers and agents of the adviser; and
- (b) Exore, a member of the Exore Group, or an employee, agent, officer, director or adviser of that party (or of a member of the Exore Group), and includes employees, officers and agents of the adviser or financier.

RG 60 means Regulatory Guide 60 issued by ASIC.

Scheme means the scheme of arrangement under Part 5.1 of the Corporations Act between Exore and the Scheme Shareholders, in the form of Attachment B, subject to any alterations or conditions made or required by the Court under section 411(6) of the Corporations Act.

Scheme Booklet means the explanatory statement in respect of the Scheme to be prepared by Exore pursuant to section 412 of the Corporations Act and in accordance with clause 5.1(b), and to be despatch to Exore Shareholders in accordance with clause 5.1(i), which shall contain the Independent Expert's Report (or a concise version of that report), the terms of the Scheme, the Exore Information, the Perseus Information (which, so far as practicable, will be contained in a separate and distinct section of the Scheme Booklet and will be clearly identified as the Perseus Information), a copy or summary of this deed, a copy of the executed Deed Poll, a notice of meeting in respect of the Scheme Meeting and a proxy form.

Scheme Consideration means, the consideration to be provided by the Perseus to each Scheme Shareholder for the transfer to Exore of each Scheme Share, as determined in accordance with clause 4.2(a).

Scheme Meeting means the meeting of Exore Shareholders ordered by the Court to be convened at the First Court Hearing.

Scheme Meeting Date means the date on which the Scheme Meeting is held.

Scheme Record Date means 7:00pm on the third Business Day after the Effective Date.

Scheme Share means an Exore Share held by a Scheme Shareholder as at the Scheme Record Date.

Scheme Shareholder means an Exore Shareholder as at the Scheme Record Date.

Second Court Date means the first day on which an application made to the Court for an order under section 411(4)(b) of the Corporations Act approving the Scheme is heard, with such hearing being the **Second Court Hearing**.

Share Register means the register of members of Exore, maintained by the Share Registry, in accordance with the Corporations Act.

Share Registry means Automic Pty Ltd.

Share Splitting means an Exore Shareholder splitting its holding of Exore Shares into two or more parcels, or a number of affiliated persons acquiring a number of parcels in different names or other manipulative conduct with the purpose of artificially increasing the number of shareholders in Exore.

Small Shareholder means a Scheme Shareholder (not being an Ineligible Foreign Shareholder) who, based on their holding of Scheme Shares on the Scheme Record

Date, would, on implementation of the Scheme, be entitled to receive less than a marketable parcel of New Perseus Shares (assessed by reference to the last traded price of Perseus shares on ASX on the trading day prior to the Scheme Record Date) as Scheme Consideration.

Subsidiary has the meaning given to that term in the Corporations Act as the context requires.

Superior Proposal means a bona fide written Competing Proposal which:

- (a) in the unanimous determination of the Exore Board (having regard to written advice from Exore's financial and legal advisers) acting in good faith is reasonably capable of being completed substantially in accordance with its terms, having regard to factors including but not limited to, whether it is subject to any material conditions relating to the conduct of the due diligence or to the provision of finance to the acquirer, or conditions which are substantially more onerous than the conditions precedent contained in clause 3.1, whether conditions pertaining to due diligence investigations are merely confirmatory and can reasonably be completed in an efficient and timely manner, confirmatory conditions relating to existing financing arrangements and regulatory conditions required by law that raise no significant policy or issues and are reasonably likely to be satisfied; and
- (b) in the unanimous determination of the Exore Board (having regard to written advice from Exore's financial advisers), acting in good faith and in order to satisfy what the Exore Board reasonably considers to be their statutory or fiduciary duties (having received written advice from its external legal advisers):
 - (i) would if it is completed in accordance with the terms and conditions set out in that written Competing Proposal, be clearly more favorable to Exore Shareholders (as a whole) than the Scheme or any Counterproposal (as applicable), taking into account all aspects of the Competing Proposal, including but not limited to:
 - (A) the identity, reputation and financial capacity of the party proposing the Competing Proposal;
 - (B) the value and type of consideration payable to Exore Shareholders under the Competing Proposal and the tax consequences related to payment of that consideration (particularly in circumstances where the consideration is not paid directly to those Exore Shareholders and there is no guarantee when or whether Exore Shareholders will benefit directly from that consideration) as compared to the consideration payable under the Scheme);
 - (C) the level of certainty as to the funding required for the Competing Proposal and the availability of that funding to meet the proposed timing of payment of the consideration under that Competing Proposal;
 - (D) legal, regulatory and financial implications of agreeing and implementing the Competing Proposal; and
 - (E) the likely timing required to implement and complete the Competing Proposal.

Third Party means a person other than Exore, Perseus and their associates.

Timetable means the indicative timetable for the implementation of the Transaction set out in Attachment A.

Transaction means the acquisition of Exore by Perseus by means of the Scheme.

TSX means the Toronto Stock Exchange.

TSX Rules means the official rules and policies of TSX as from time to time amended or waived in their application to a party.

2 Interpretation

In this deed, the following rules of interpretation apply unless the contrary intention appears.

- (a) Headings are for convenience only and do not affect the interpretation of this deed.
- (b) The singular includes the plural and vice versa.
- (c) Words that are gender neutral or gender specific include each gender.
- (d) Where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- (e) The words "include", "including", "such as", "to avoid doubt" and similar expressions are not words of limitation and do not limit what else might be included.
- (f) A reference to:
 - (i) a person includes a natural person, partnership, joint venture, Government Agency, association, corporation or other body corporate or entity (as that term is defined in section 64A of the Corporations Act);
 - (ii) a thing (including a chose in action or other right) includes a part of that thing;
 - (iii) a party includes its successors and permitted assigns;
 - (iv) a document includes all amendments or supplements to that document;
 - (v) a clause, term, party, schedule or attachment is a reference to a clause or term of, or a party, schedule or attachment to, this deed (as applicable);
 - (vi) this deed includes all schedules and attachments to it;
 - (vii) a law includes a constitutional provision, treaty, decree, convention, statute, regulation, ordinance, by-law, judgment, rule of common law or equity or a Listing Rule and is a reference to that law as amended, consolidated or replaced;
 - (viii) an agreement (other than this deed) includes an undertaking or legally enforceable arrangement or understanding (whether or not in writing);
 - (ix) a time period includes the date referred to as that on which the period begins and the date referred to as that on which the period ends; and

- (x) a monetary amount is in Australian dollars;

(g) An agreement on the part of two or more persons binds them jointly and severally.

(h) When the day on which something must be done is not a Business Day, that thing must be done on the following Business Day.

(i) In determining the time of day, where relevant to this deed, the time of day is the time in Perth, Western Australia.

(j) No rule of construction applies to the disadvantage of a party because that party was responsible for the preparation of this deed or any part of it.

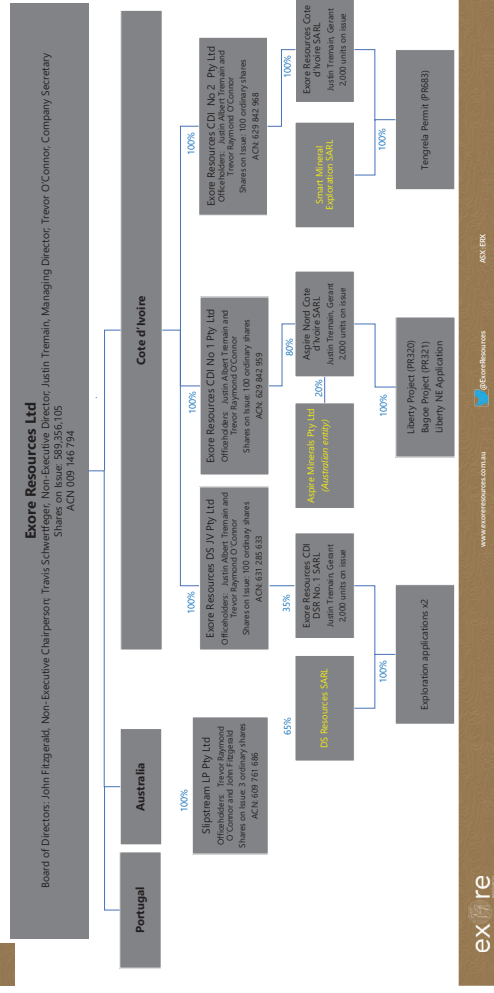
Schedule 2 Capital structure details

Exore securities		Total number on issue
Exore Shares		
Exore Shares		589,356,105
Exore options		
Performance Options expiring 1 February 2023 and exercisable at \$0.001		7,000,000
Performance Options expiring 8 October 2022 and exercisable at \$0.001		9,066,667
Performance Options expiring 26 July 2023 and exercisable at \$0.001		4,550,000

Schedule 3 Option Consideration

Class of Exore Options	Number of Exore Options	Exore Option Consideration if not exercised and acquired pursuant to the Scheme
Performance Options expiring 1 February 2023 and exercisable at \$0.001	7,000,000	0.07819 New Perseus Shares for every 1 Performance Option
Performance Options expiring 8 October 2022 and exercisable at \$0.001	9,066,667	0.07819 New Perseus Shares for every 1 Performance Option
Performance Options expiring 26 July 2023 and exercisable at \$0.001	4,550,000	0.07819 New Perseus Shares for every 1 Performance Option

Corporate & Ownership Structure



Execution page

Executed as a deed

Signed, sealed and delivered by **Exore Resources Limited** by:



Signature of director

JUSTIN TREMAN

Name of director (print)



Signature of director/secretary

Travis Schwertfeger

Name of director/secretary (print)

Signed, sealed and delivered by **Perseus Mining Limited** by:



Signature of director

JEFFREY A. QUARTERMAINE

Name of director (print)



Signature of director/secretary

Marky Busbeam

Name of director/secretary (print)

Attachment A Timetable

Event	Target date
Enter into Scheme Implementation Agreement	3 June 2020
Lodge Scheme Booklet with ASIC for review and comment	Mid July
First Court Hearing	Early August
Scheme Meeting	Early September
Second Court Hearing	Early September
Effective Date	Early September
Scheme Record Date	Early September
Implementation Date	Mid September

Attachment B Scheme

Deed of Variation Scheme Implementation Deed

Exore Resources Limited
Perseus Mining Limited

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Date:

29 July 2020

Parties

- 1 **Perseus Mining Limited** (ACN 106 808 986) of Level 2, 437 Roberts Road, Subiaco WA 6008 (**Perseus**)
 - 2 **Exore Resources Limited** (ACN 009 146 794) of 50 Ord Street, West Perth WA 6005 (**Exore**)
-

Background

- A Perseus and Exore entered into a scheme implementation deed on 3 June 2020 (**SID**).
- B Clause 16.6 of the SID provides that the SID may only be varied by a document signed by or on behalf of the parties.
- C The parties have agreed to amend and restate the SID on the terms of this deed.

The parties agree

1 Definitions and interpretation

1.1 Definitions

In this deed, a word or phrase defined in the SID has the same meaning as in the SID.

1.2 Interpretation

Clause 2 of Schedule 1 of the SID applies to this Deed.

2 Amendment of the SID

2.1 Amendment

With effect on and from the date this deed is executed:

- (a) clause 4.2(c)(iii) of the SID is amended by deleting "*and TSX*" after "*ASX*";
 - (b) clause 6.8(c) of Attachment B to the SID is deleted and replaced with the following:

"use all reasonable endeavours to ensure that such New Perseus Shares are, from the Business Day following the date this Scheme becomes Effective (or such later date as ASX and TSX require):

 - (i) *quoted for trading on the ASX initially on a deferred settlement basis and thereafter on an ordinary settlement basis; and*
 - (ii) *approved for listing on the TSX.*";
 - (c) clause 9.4 of Attachment B to the SID is amended by replacing "*Upon the Scheme becoming Effective*" to "*Immediately upon the provision of the Scheme Consideration to each Scheme Shareholder in the manner contemplated by clause 6*"; and
 - (d) clause 10.1 of Attachment B to the SID is amended by replacing "*procures*" with "*covenants*".
-

2.2 Amendments not to affect validity, rights, obligations

- (a) This deed is intended only to vary the SID and not to terminate, discharge, rescind or replace it.
- (b) The amendments to the SID do not affect the validity or enforceability of the SID.
- (c) Nothing in this deed:
 - (i) prejudices or adversely affects any right, power, authority, discretion or remedy which arose under or in connection with the SID before the date of this deed; or
 - (ii) discharges, releases or otherwise affects any liability or obligation which arose under or in connection with the SID before the date of this deed.

2.3 Confirmation

On and with effect from the date of this deed, each party is bound by the SID as amended and restated by this deed.

2.4 Acknowledgement

Each party acknowledges that this deed is issued in accordance with the SID.

3 Costs

The provisions of clause 14 (*Duty, costs and expenses*) of the SID apply to this deed as if they were fully set out in this deed, with such amendments as required.

4 General

4.1 Governing law and jurisdictions

- (a) This deed is governed by the law applying in Western Australia.
- (b) Each party irrevocably submits to the non-exclusive jurisdiction of the courts of Western Australia, and courts competent to hear appeals from those courts.

4.2 Further action to be taken at each party's own expense

Each party will do all things and execute all further documents necessary to give full effect to this deed, at their own expense.

4.3 Counterparts

This deed may be executed in any number of counterparts. All counterparts together will be taken to constitute one instrument.

4.4 Entire agreement

This deed, together with the SID, is the entire agreement between the parties and its subject matter and replaces all previous agreements, understandings, representations and warranties about that subject matter.

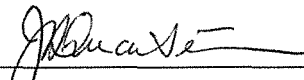
4.5 Variation

This deed may only be varied by a document signed by or on behalf of each of the parties.

Execution page

Executed as a deed.

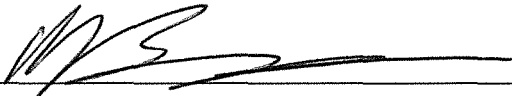
Signed, sealed and delivered by **Perseus Mining Limited** in accordance with section 127 of the Corporations Act 2001 (Cth) by:



Signature of director

JEFFREY A QUARCKMANSE

Name of director (print)



Signature of director/secretary

Martijn Bosboom

Name of director/secretary (print)

Signed, sealed and delivered by **Exore Resources Limited** in accordance with section 127 of the *Corporations Act 2001* (Cth) by:



Signature of director

John Fitzgerald

Name of director (print)



Signature of director/~~secretary~~

Justin Tremain

Name of director/~~secretary~~ (print)

**Attachment C Scheme of Arrangement made under section 411
of the *Corporations Act 2001* (Cth)**

Scheme of arrangement

Exore Resources Limited

Each person registered as a holder of fully paid ordinary shares in Exore as at the Scheme Record Date

Contents

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Date:

Parties

- 1 **Exore Resources Limited** ABN 16 009 146 794 of 50 Ord Street, West Perth WA 6015 (**Exore**)
- 2 Each person registered as a holder of fully paid ordinary shares in Exore as at the Scheme Record Date (**Scheme Shareholders**)

The parties agree

1 Defined terms and interpretation

1.1 Defined terms

A term or expression starting with a capital letter which is defined in the dictionary in Schedule 1 has the meaning given to it in the dictionary.

1.2 Interpretation

The interpretation clause in Schedule 1 sets out rules of interpretation for this deed.

2 Preliminary matters

- (a) Exore is an Australian public company limited by shares and has been admitted to the official list of ASX. Exore Shares are quoted for trading on the ASX.
- (b) As at the date of the Scheme Implementation Deed, Exore had on issue or had granted:
 - (i) 589,356,105 Exore Shares; and
 - (ii) 25,616,667 Exore Options.
- (c) Perseus is an Australian public company limited by shares and has been admitted to the official list of ASX and TSX.
- (d) If this Scheme becomes Effective:
 - (i) all the Scheme Shares, and all the rights and entitlements attaching to them as at the Implementation Date, will be transferred to Perseus and Exore will enter the name of Perseus in the Share Register in respect of all the Scheme Shares;
 - (ii) Perseus will issue, or cause to be issued, the Scheme Consideration to the Scheme Shareholders in accordance with this Scheme and the Deed Poll; and
 - (iii) Perseus will ensure that the New Perseus Shares to be issued as Scheme Consideration will be validly issued, fully paid and rank equally with Perseus's other issued ordinary shares from their date of issue.
- (e) Perseus and Exore have entered into the Scheme Implementation Deed in respect of (among other things) the implementation of this Scheme.

- (f) This Scheme attributes actions to Perseus but does not itself impose any obligations on Perseus to perform those actions. By executing the Deed Poll, Perseus has agreed to perform the actions attributed to it under this Scheme.

3 Perseus Nominee

- (a) Perseus may nominate any wholly-owned Subsidiary of Perseus (**Perseus Nominee**) to acquire the Scheme Shares under the Scheme by giving written notice to Exore on or before the date that is 15 Business Days before the First Court Date.
- (b) If Perseus nominates the Perseus Nominee to acquire the Scheme Shares under the Scheme, then:
 - (i) references in this Scheme to Perseus acquiring the Scheme Shares under the Scheme are to be read as references to the Perseus Nominee doing so;
 - (ii) other references in this Scheme to Perseus are to be read as references to Perseus or the Perseus Nominee, other than extent those provisions relate to the New Perseus Shares which will always be fully paid ordinary shares in the capital of Perseus (and not the Perseus Nominee);
 - (iii) Perseus must procure that the Perseus Nominee complies with the relevant obligations of Perseus under this Scheme; and
 - (iv) despite paragraphs 3(b)(i) to 3(b)(iii) above (inclusive), Perseus will continue to be bound by all of the obligations of Perseus under this Scheme and will not be released from any obligations or liabilities under this Scheme, including the obligation to issue the Scheme Consideration in accordance with the terms of the Scheme, provided that Perseus will not be in breach of this deed poll for failing to perform an obligation of Perseus if that obligation is fully discharged by the Perseus Nominee.

4 Conditions

4.1 Conditions precedent

This Scheme is conditional on, and will not become Effective until and unless, the following conditions precedent are satisfied:

- (a) all the conditions in clause 3.1 of the Scheme Implementation Deed (other than the condition in clause 3.1(b) of the Scheme Implementation Deed relating to Court approval of this Scheme) are satisfied or waived in accordance with the terms of the Scheme Implementation Deed by 8:00am on the Second Court Date;
- (b) neither the Scheme Implementation Deed nor the Deed Poll is terminated in accordance with their terms before 8.00am on the Second Court Date;
- (c) this Scheme is approved by the Court under section 411(4)(b) of the Corporations Act, including with any alterations made or required by the Court under section 411(6) of the Corporations Act as are acceptable to Exore and Perseus;
- (d) subject to clause 9.1, such other conditions made or required by the Court under section 411(6) of the Corporations Act in relation to this Scheme as are acceptable to Exore and Perseus are satisfied; and

- (e) the order of the Court made under section 411(4)(b) of the Corporations Act approving this Scheme comes into effect pursuant to section 411(10) of the Corporations Act.

4.2 Certificates

- (a) Each of Exore and Perseus will provide a certificate to the Court at the Second Court Hearing confirming (in respect of matters within their knowledge) whether or not the conditions precedent in clause 3.1 of the Scheme Implementation Deed (other than the condition precedent in clause 3.1(b)) have been satisfied or waived in accordance with clause 3 of the Scheme Implementation Deed.
- (b) The certificates given by the Exore and Perseus constitute conclusive evidence that the conditions precedent in clause 3.1 of the Scheme Implementation Deed (other than the condition precedent in clause 3.1(b)) have been satisfied or waived.

4.3 End Date

Without limiting any rights under the Scheme Implementation Deed, this Scheme will lapse and be of no further force or effect if:

- (a) the Effective Date does not occur on or before the End Date; or
- (b) the Scheme Implementation Deed or the Deed Poll is terminated in accordance with its terms,

unless Perseus and Exore otherwise agree in writing (and if required, as approved by the Court).

5 Implementation of this Scheme

5.1 Lodgement of Court orders with ASIC

For the purposes of section 411(10) of the Corporations Act, Exore must lodge with ASIC an office copy of the order made by the Court under section 411(4)(b) of the Corporations Act approving this Scheme before 5:00pm on the Business Day following the day on which such office copy is received by Exore or such later date as Exore and Perseus agree in writing.

5.2 Transfer of Scheme Shares

On the Implementation Date:

- (a) subject to the provision of the Scheme Consideration in the manner contemplated by clause 6.2, the Scheme Shares, together with all rights and entitlements attaching to them as at the Implementation Date, will be transferred to Perseus, without the need for any further act by any Scheme Shareholder (other than acts performed by Exore (or any of Exore's directors, officers, or secretaries) as attorney and agent for Scheme Shareholders under clause 9.5), by:
 - (i) Perseus duly completing and executing the Scheme Transfer (as transferee) and delivering it to Exore; and
 - (ii) Exore duly executing the Scheme Transfer (as transferor), attending to the stamping of the Scheme Transfer (if required) and delivering it for registration; and

- (b) immediately following receipt of the Scheme Transfer in accordance with clause 5.2(a), Exore must enter, or procure the entry of, the name of Perseus in the Share Register in respect of all the Scheme Shares.

6 Scheme Consideration

6.1 Entitlement to Scheme Consideration

Subject to the terms of this Scheme, each Scheme Shareholder (other than Ineligible Foreign Holders) will be entitled to receive 0.07819 New Perseus Shares for every 1 Scheme Share held by that Scheme Shareholder on the Scheme Record Date.

6.2 Provision of Scheme Consideration

Perseus will provide the Scheme Consideration by issuing, or causing to be issued, the Scheme Consideration to each Scheme Shareholder (other than Ineligible Foreign Holders) on the Implementation Date in accordance with the Scheme.

6.3 Joint holders

In the case of Scheme Shares held in joint names:

- (a) any Scheme Consideration will be issued to the joint holders; and
- (b) any other document required to be sent under this Scheme will be forwarded to the holder whose name appears first in the Share Register as at the Scheme Record Date.

6.4 Fractional Entitlements

Where the calculation of a total number of New Perseus Shares to be issued to (or in respect of) a particular Scheme Shareholder would result in a fractional entitlement to a New Perseus Share, then, any such fractional entitlement:

- (a) of 0.5 or more will be rounded up to the nearest whole number; and
- (b) of less than 0.5 will be rounded down to the nearest whole number.

6.5 Shareholder splitting or division

If Perseus is of the reasonable opinion that two or more Scheme Shareholders (each of whom holds a number of Scheme Shares which results in rounding in accordance with clause 6.4 or each of whom holds less than or equal to the number of Exore Shares required to classify as a Small Shareholder) have, before the Scheme Record Date, been party to shareholder splitting or division in an attempt to obtain unfair advantage by reference to such rounding, Perseus may give notice to those Scheme Shareholders:

- (a) setting out their names and Registered Addresses;
- (b) stating that opinion; and
- (c) attributing to one of them specifically identified in the notice the Scheme Shares held by all of them,

and, after such notice is given, the Scheme Shareholder specifically identified in the notice as the deemed holder of all the specified Scheme Shares will, for the purposes of

other provisions of this Scheme, be taken to hold all of those Scheme Shares and each of the other Scheme Shareholders whose names and Registered Addresses are set out in the notice will, for the purposes of the other provisions of this Scheme, be taken to hold no Scheme Shares. Perseus, in complying with the other provisions of the Scheme relating to it in respect of the Scheme Shareholder specifically identified in the notice as the deemed holder of the specified Scheme Shares, will be taken to have satisfied and discharged its obligations to other Scheme Shareholders named under the notice under the terms of this Scheme.

6.6 Ineligible Foreign Holders

Perseus will be under no obligation under this Scheme to issue, and will not issue any New Perseus Shares to Ineligible Foreign Holders, and instead:

- (a) all the New Perseus Shares which would otherwise be required to be issued to any Ineligible Foreign Holder under the Scheme, if they were eligible to receive them, will be issued to the Nominee;
- (b) Perseus will procure that, as soon as reasonably practicable (and in any event not more than 30 Business Days after the Implementation Date), the Nominee sells on ASX or TSX all of the New Perseus Shares issued to the Nominee pursuant to clause 6.6(a) in such manner, at such price and on such other terms as the Nominee determines in good faith (and at the risk of the Ineligible Foreign Holders), and remits to Perseus the proceeds of sale (after deducting any applicable brokerage and other selling costs, taxes and charges) (**Proceeds**);
- (c) Perseus will pay to each Ineligible Foreign Holder such proportion of the Proceeds as the number of New Perseus Shares which would have been issued to that Ineligible Foreign Holder (if they were eligible to receive New Perseus Shares) represents as a portion of all New Perseus Shares which would have been issued to all Ineligible Foreign Holders (if they were eligible to receive New Perseus Shares) in full satisfaction of Perseus's obligations to those Ineligible Foreign Holders under the Scheme in respect of the Scheme Consideration;
- (d) Perseus will pay the relevant fraction of the Proceeds to each Ineligible Foreign Holder by either:
 - (i) dispatching, or procuring the dispatch, to that Ineligible Foreign Holder by prepaid post to that Ineligible Foreign Holder's Registered Address (at the Scheme Record Date), a cheque in the name of that Ineligible Foreign Holder; or
 - (ii) making a deposit in an account with any ADI (as defined in the *Banking Act 1959* (Cth)) in Australia notified by that Ineligible Foreign Holder to Exore (or the Share Registry) and recorded in or for the purposes of the Share Register at the Scheme Record Date,for the relevant amount, with that amount being denominated in Australian dollars;
- (e) for the purposes of this clause 6.6, each Ineligible Foreign Holder appoints Exore as its agent to receive on its behalf any financial services guide or other notices (including any updates of those documents) that the Nominee is required to provide to Ineligible Foreign Holders under the Corporations Act; and
- (f) the Ineligible Foreign Shareholders acknowledge that none of Perseus, Exore or the Nominee gives any assurance as to the price that will be achieved for the sale of New Perseus Shares described in clause 6.6(b) and that Perseus, Exore and the

Nominee expressly disclaim any fiduciary duty to the Ineligible Foreign Shareholders which may arise in connection with this clause 6.6.

6.7 Small Shareholders

Each Small Shareholder will be given the option to have the New Perseus Shares to which it is entitled issued to the Nominee, in which case:

- (a) Perseus will procure that, as soon as reasonably practicable (and in any event not more than 30 Business Days after the Implementation Date) the Nominee sells on ASX or TSX all of the New Perseus Shares issued to the Nominee pursuant to this clause 6.7(a) in such manner, at such price and on such terms as the Nominee determines in good faith (and at the risk of the Small Shareholder), and remits to Perseus the proceeds of sale (after deducting any applicable brokerage and other selling costs, taxes and charges) (**Proceeds**);
- (b) Perseus will pay to each Small Shareholder such fraction of the Proceeds as is equal to the number of New Perseus Shares which would have been issued to that Small Shareholder divided by the total number of New Perseus Shares issued to Nominee under clause 6.7(a) promptly after the last sale of New Perseus Shares by the Nominee, in full satisfaction of Perseus's obligations to those Small Shareholders under the Scheme in respect of the Scheme Consideration;
- (c) Perseus will pay the relevant fraction of the Proceeds to each Small Shareholder by either:
 - (i) dispatching or procuring the dispatch, to that Small Shareholder by prepaid post to that Small Shareholder's Registered Address (at the Scheme Record Date), a cheque in the name of that Small Shareholder; or
 - (ii) making a deposit in an account with any ADI (as defined by the Banking Act 1959 (Cth)) in Australia notified by that Small Shareholder to Exore (or the Share Registry) and recorded in or for the purposes of the Share Register at the Scheme Record Date,for the relevant amount, with that amount being denominated in Australian dollars;
- (d) for the purposes of this clause 5.7, each Small Shareholder appoints Exore as its agent to receive on its behalf any financial services guide or other notices (including any updates of those documents) that the Nominee is required to provide to Small Shareholders under the Corporations Act; and
- (e) the Small Shareholders acknowledge that none of Perseus, Exore or the Nominee gives any assurance as to the price that will be achieved for the sale of New Perseus Shares described in clause 6.7(b) and that Perseus, Exore and the Nominee expressly disclaim any fiduciary duty to the Ineligible Foreign Shareholders which may arise in connection with this clause 6.7.

6.8 Status of New Perseus Shares

Subject to this Scheme becoming Effective, Perseus must:

- (a) issue the New Perseus Shares required to be issued by it under this Scheme on terms such that each such New Perseus Share will rank equally in all respects with each existing Perseus Share;

- (b) ensure that each such New Perseus Share is duly and validly issued in accordance with all applicable laws and Perseus's constitution, fully paid and free from any mortgage, charge, lien, encumbrance or other security interest (except for any lien arising under Perseus's constitution); and
- (c) use all reasonable endeavours to ensure that such New Perseus Shares are, from the Business Day following the date this Scheme becomes Effective (or such later date as ASX and TSX require):
 - (i) quoted for trading on the ASX initially on a deferred settlement basis and thereafter on an ordinary settlement basis; and
 - (ii) approved for listing on the TSX.

6.9 Orders of a court

In the case of notice having been given to Exore (or the Share Registry) of an order made by a court of competent jurisdiction:

- (a) which requires consideration to be provided to a third party (either through payment of a sum or issuance of a security) in respect of Scheme Shares held by a particular Scheme Shareholder, which would otherwise be payable or required to be issued to that Scheme Shareholder in accordance with clauses 6.1 and 6.2 of this Scheme, then Exore must procure that provision of that consideration is made in accordance with that order; or
- (b) which would prevent Exore from providing consideration to any particular Scheme Shareholder in accordance with clauses 6.1 and 6.2 of this Scheme or the payment or issuance of such consideration is otherwise prohibited by applicable law, Exore shall be entitled to direct Perseus not to issue, or to issue to a trustee or nominee, such number of New Perseus Shares as that Scheme Shareholder would otherwise be entitled to under clause 6.2.

7 Dealings in Exore Shares

7.1 Determination of Scheme Shareholders

To establish the identity of the Scheme Shareholders, dealings in Exore Shares or other alterations to the Share Register will only be recognised if

- (a) in the case of dealings of the type to be effected using CHESS, the transferee is registered in the Share Register as the holder of the relevant Exore Shares at or before the Scheme Record Date; and
- (b) in all other cases, registrable transfer or transmission applications in respect of those dealings, or valid requests in respect of other alterations, are received at or before the Scheme Record Date at the place where the Share Register is kept,

and Exore will not accept for registration, nor recognise for any purpose (except a transfer pursuant to this Scheme), any transfer or transmission application or other request received after the Scheme Record Date or received prior to the Scheme Record Date, but not in registrable or actionable form.

7.2 Share Register

- (a) Exore must register registrable transmission applications or transfers of Exore Shares in accordance with clause 7.1(b) at or before the Scheme Record Date, provided that nothing in this clause 7.2(a) requires Exore to register a transfer that would result in a Exore Shareholder holding a parcel of Exore Shares that is less than a 'marketable parcel' (as defined in the operating rules of ASX).
- (b) If this Scheme becomes Effective, a Scheme Shareholder (and any person claiming through that holder) must not dispose of, or purport or agree to dispose of, any Scheme Shares or any interest in them after the Scheme Record Date otherwise than pursuant to this Scheme, and any attempt to do so will have no effect and Exore will be entitled to disregard any such disposal, purported disposal or agreement.
- (c) For the purpose of determining entitlements to the Scheme Consideration, Exore must maintain the Share Register in accordance with the provisions of this clause 7.2 until the Scheme Consideration has been provided to the Scheme Shareholders. The Share Register in this form will solely determine entitlements to the Scheme Consideration.
- (d) All statements of holding for Exore Shares (other than statements of holding in favour of Perseus or any Ineligible Foreign Holder) will cease to have effect after the Scheme Record Date as documents of title in respect of those shares and, as from that date, each entry current at that date on the Share Register (other than entries in respect of any Ineligible Foreign Holder) will cease to have effect except as evidence of entitlement to the Scheme Consideration in respect of the Exore Shares relating to that entry.
- (e) As soon as possible after the Scheme Record Date, and in any event within one Business Day after the Scheme Record Date, Exore will ensure that details of the names, Registered Addresses and holdings of Exore Shares for each Scheme Shareholder as shown in the Share Register as at the Scheme Record Date are available to Perseus in the form Perseus reasonably requires.

8 Quotation of Exore Shares

- (a) Exore will apply to ASX to suspend trading on the ASX in Exore Shares with effect from the close of trading on the Effective Date.
- (b) Exore will apply:
 - (i) for termination of the official quotation of Exore Shares on the ASX; and
 - (ii) to have itself removed from the official list of ASX;in each case with effect on and from the close of trading on the trading day immediately following the Implementation Date.

9 General Scheme provisions

9.1 Consent to amendments to this Scheme

If the Court proposes to approve this Scheme subject to any alterations or conditions:

- (a) Exore may by its counsel consent on behalf of all persons concerned to those alterations or conditions to which Perseus has consented; and
- (b) each Scheme Shareholder agrees to any such alterations or conditions which counsel for Exore has consented to.

9.2 Scheme Shareholders' agreements and warranties

- (a) Each Scheme Shareholder:
 - (i) agrees to the transfer of their Exore Shares together with all rights and entitlements attaching to those shares in accordance with this Scheme;
 - (ii) agrees to the variation, cancellation or modification of the rights attached to their Exore Shares constituted by or resulting from this Scheme;
 - (iii) acknowledges that this Scheme binds Exore and all Scheme Shareholders (including those who did not attend the Scheme Meeting and those who did not vote, or voted against this Scheme, at the Scheme Meeting);
 - (iv) agrees to become a holder of New Perseus Shares and to have its name entered in the Perseus share register, and accepts the New Perseus Shares issued to it under the Scheme on the terms and conditions of the Perseus constitution, without the need for any further act by the Scheme Shareholder; and
 - (v) agrees to, on the direction of Perseus, destroy any holding statements or share certificates relating to their Exore Shares.
- (b) Each Scheme Shareholder is taken to have warranted to Exore and Perseus on the Implementation Date, and appointed and authorised Exore as its attorney and agent to warrant to Perseus on the Implementation Date, that:
 - (i) all their Scheme Shares (including any rights and entitlements attaching to those shares) which are transferred under this Scheme will, at the date of transfer, be fully paid and free from all:
 - (A) mortgages, charges, liens, encumbrances, pledges, security interests and interests of third parties of any kind, whether legal or otherwise; and
 - (B) restrictions on transfer of any kind; and
 - (ii) they have full power and capacity to transfer their Scheme Shares to Exore together with any rights attaching to those shares.

9.3 Title to and rights in Scheme Shares

- (a) To the extent permitted by law, the Scheme Shares transferred under this Scheme will be transferred free from all mortgages, charges, liens, encumbrances and interests of third parties, of any kind, whether legal or otherwise.
- (b) Immediately upon the provision of the Scheme Consideration to each Scheme Shareholder (other than Ineligible Foreign Holders), Perseus will be beneficially entitled to the Scheme Shares to be transferred to it under this Scheme pending registration by Exore of Perseus in the Share Register as the holder of the Scheme Shares.

9.4 Appointment of sole proxy

Immediately upon the provision of the Scheme Consideration to each Scheme Shareholder in the manner contemplated by clause 6 and until Exore registers Perseus as the holder of all Scheme Shares in the Share Register:

- (a) each Scheme Shareholder is deemed to have appointed Perseus as attorney and agent (and directed Perseus in each such capacity) to appoint any director, officer, secretary or agent nominated by Perseus as its sole proxy and, where applicable or appropriate, corporate representative to attend shareholders' meetings, exercise the votes attaching to the Scheme Shares registered in their name and sign any shareholders' resolution whether in person, by proxy or by corporate representative;
- (b) no Scheme Shareholder may itself attend or vote at any shareholders' meetings or sign any shareholders' resolutions, whether in person, by proxy or by corporate representative (other than pursuant to clause 9.4(a));
- (c) each Scheme Shareholder must take all other actions in the capacity of a registered holder of Scheme Shares as Perseus reasonably directs; and
- (d) each Scheme Shareholder acknowledges and agrees that in exercising the powers conferred by clause 9.4(a), Perseus and any director, officer, secretary or agent nominated by Perseus may act in the best interests of Perseus as the intended registered holder of the Scheme Shares.

9.5 Authority given to Exore

On the Effective Date, each Scheme Shareholder, without the need for any further act, irrevocably appoints Exore and each of its directors, officers and secretaries (jointly and each of them severally) as its attorney and agent for the purpose of:

- (a) enforcing the Deed Poll against Perseus; and
- (b) executing any document, or doing or taking any other act, necessary, desirable or expedient to give effect to this Scheme and the transactions contemplated by it, including executing the Scheme Transfer,

and Exore accepts such appointment. Exore, as attorney and agent of each Scheme Shareholder, may sub-delegate its functions, authorities or powers under this clause 9.5 to all or any of its directors, officers or employees (jointly, severally or jointly and severally).

9.6 Binding effect of this Scheme

This Scheme binds Exore and all of the Scheme Shareholders (including those who did not attend the Scheme Meeting and those who did not vote, or voted against this Scheme, at the Scheme Meeting) and, to the extent of any inconsistency, overrides the constitution of Exore.

10 General

10.1 Stamp duty

Perseus covenants to:

- (a) pay all stamp duty (if any) and any related fines and penalties payable on, or in connection with, the transfer by the Scheme Shareholders of the Scheme Shares to Perseus pursuant to this Scheme or the Deed Poll; and
- (b) indemnify each Scheme Shareholder against any liability arising from failure to comply with clause 10.1(a).

10.2 Consent

Each Scheme Shareholder consents to Exore doing all things necessary or incidental to give full effect to the implementation of this Scheme and the transactions contemplated by it.

10.3 Notices

- (a) If a notice, transfer, transmission application, direction or other communication referred to in this Scheme is sent by post to Exore, it will not be taken to be received in the ordinary course of post or on a date and time other than the date and time (if any) on which it is actually received at Exore's registered office or at the office of the Share Registry.
- (b) The accidental omission to give notice of the Scheme Meeting or the non-receipt of such notice by an Exore Shareholder will not, unless so ordered by the Court, invalidate the Scheme Meeting or the proceedings of the Scheme Meeting.

10.4 Governing law and jurisdiction

- (a) This Scheme is governed by the laws in force in Western Australia.
- (b) The parties irrevocably submit to the non-exclusive jurisdiction of courts exercising jurisdiction in Western Australia and courts competent to determine appeals from those courts in respect of any proceedings arising out of or in connection with this Scheme. The parties irrevocably waive any objection to the venue of any legal process in these courts on the basis that the process has been brought in an inconvenient forum.

10.5 Further action

Exore must do all things and execute all documents necessary to give full effect to this Scheme and the transactions contemplated by it.

10.6 No liability when acting in good faith

Neither the Exore or Perseus, or any of their respective directors, officers or secretaries, will be liable for anything done or omitted to be done in the performance of this Scheme or the Deed Poll in good faith.

Schedule 1 — Dictionary

1 Dictionary

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 or, as the context requires, the financial market operated by it known as the “Australian Securities Exchange”.

Business Day has the meaning given in the Listing Rules.

CHESS means the Clearing House Electronic Subregister System operated by ASX Settlement Pty Limited and ASX Clear Pty Limited.

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

Court means the Supreme Court of Western Australia or such other court of competent jurisdiction under the Corporations Act agreed to in writing by Exore and Perseus.

Deed Poll means the deed poll dated [•] June 2020 under which Perseus covenants in favour of Scheme Shareholders to provide the Scheme Consideration in accordance with the terms of the Scheme.

Effective means the coming into effect, under section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) in relation to this Scheme.

Effective Date means the date on which this Scheme becomes Effective.

End Date means the date 6 months from the date of execution of the Scheme Implementation Deed or such later date as agreed by Exore and Perseus

Exore Option has the meaning given in the Scheme Implementation Deed.

Exore Share means a fully paid ordinary share in the capital of Exore.

Exore Shareholder means a holder of one or more Exore Shares, as shown in the register of members maintained by (or on behalf of) Exore in accordance with the Corporations Act.

First Court Hearing means the hearing at which an application is made to the Court for an order under section 411(1) of the Corporations Act directing Exore to convene the Scheme Meeting.

Government Agency means any foreign or Australian government or governmental semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or entity, or any minister of the Crown in right of the Commonwealth of Australia or any state, or any other federal, state, provincial, local or other government, whether foreign or Australian (including the ASX and TSX as applicable).

Implementation Date means the fifth Business Day after the Scheme Record Date or such other date as the parties to the Scheme Implementation Deed agree in writing.

Ineligible Foreign Holders means a Scheme Shareholder whose address in the register of Exore's Shareholders is in a jurisdiction outside Australia and its external territories,

New Zealand, United Kingdom, Singapore, Canada and Hong Kong, except where Exore and Perseus are reasonably satisfied that the issue of New Perseus Shares in that jurisdiction under the Scheme would be neither prohibited by law nor unduly onerous.

Listing Rules means the official listing rules of ASX.

New Perseus Shares means a fully paid ordinary share in the capital of Perseus to be issued under the Scheme.

Nominee means the person chosen by the Exore and Perseus and approved by ASIC (or any other applicable regulatory authority in Canada) to sell the New Perseus Shares that are attributable to Ineligible Foreign Holders and Small Shareholders under the terms of this Scheme (or any nominee of such person).

Perseus means Perseus Mining Limited ABN 27 106 808 986 of Level 2, 437 Roberts Road, Subiaco WA 6008.

Perseus Share means fully paid ordinary share in the capital of Perseus.

Registered Address means, in relation to a Scheme Shareholder, the address shown in the Share Register as at the Scheme Record Date.

Scheme means this scheme of arrangement subject to any alterations or conditions made or required by the Court under section 411(6) of the Corporations Act.

Scheme Consideration means for each Exore Share held by a Scheme Shareholder as at the Scheme Record Date, an amount of 0.07819 New Perseus Shares, subject to the terms of this Scheme.

Scheme Implementation Deed means the scheme implementation deed dated on or about 3 June 2020 between Perseus and Exore relating to (among other things) the implementation of this Scheme.

Scheme Meeting means the meeting of Exore Shareholders ordered by the Court to be convened at the First Court Hearing.

Scheme Record Date means 7:00pm on the third Business Day after the Effective Date.

Scheme Share means an Exore Share held by a Scheme Shareholder as at the Scheme Record Date.

Scheme Shareholder means a Scheme Shareholder as at the Scheme Record Date.

Scheme Transfer means one or more proper instruments of transfer in respect of the Scheme Shares for the purposes of section 1071B of the Corporations Act, which may be or include a master transfer of all or part of the Scheme Shares.

Second Court Date means the first day on which an application made to the Court for an order under section 411(4)(b) of the Corporations Act approving this Scheme is heard, with such hearing being the **Second Court Hearing**.

Share Register means the register of Exore Shareholders maintained in accordance with the Corporations Act.

Share Registry means Automic Pty Ltd.

Small Shareholder means a Scheme Shareholder (not being an Ineligible Foreign Shareholder) who, based on their holding of Scheme Shares on the Scheme Record Date, would, on implementation of the Scheme, be entitled to receive less than a marketable parcel of New Perseus Shares (assessed by reference to the last traded price of Perseus shares on ASX on the trading day prior to the Scheme Record Date) as Scheme Consideration.

TSX means the Toronto Stock Exchange.

2 Interpretation

In this Scheme, the following rules of interpretation apply unless the contrary intention appears.

- (a) Headings are for convenience only and do not affect the interpretation of this Scheme.
- (b) The singular includes the plural and vice versa.
- (c) Words that are gender neutral or gender specific include each gender.
- (d) Where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- (e) The words “include”, “including” and similar expressions are not words of limitation and do not limit what else might be included.
- (f) In determining the time of day, where relevant to this Scheme, the time of day is the time in Perth, Western Australia.
- (g) A reference to:
 - (i) a person includes a natural person, estate of a natural person, partnership, joint venture, Government Agency, association, corporation or other body corporate or entity (as that term is defined in section 64A of the Corporations Act);
 - (ii) a thing (including a chose in action or other right) includes a part of that thing;
 - (iii) a party includes its successors and permitted assigns;
 - (iv) a document includes all amendments or supplements to that document;
 - (v) a clause, term, party, schedule or attachment is a reference to a clause or term of, or a party, schedule or attachment to, this Scheme (as applicable);
 - (vi) this Scheme includes all schedules to it;
 - (vii) a law includes a constitutional provision, treaty, decree, convention, statute, regulation, ordinance, by-law, judgment, rule of common law or equity or a Listing Rule and is a reference to that law as amended, consolidated or replaced;
 - (viii) an agreement (other than this Scheme) includes an undertaking or legally enforceable arrangement or understanding (whether or not in writing);

- (ix) a time period includes the date referred to as that on which the period begins and the date referred to as that on which the period ends; and
- (x) a monetary amount is in Australian dollars.

Deed poll

Perseus Mining Limited

In favour of each person registered as a holder of fully paid ordinary shares in Exore as at the Scheme Record Date

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Parties

- 1 **Perseus Mining Limited** ABN 27 106 808 986 of Level 2, 437 Roberts Road, Subiaco WA 6008 (**Perseus**)
 - 2 In favour of each person registered as a holder of fully paid ordinary shares in Exore as at the Scheme Record Date (**Scheme Shareholders**)
-

Background

- A Perseus and Exore have entered into the Scheme Implementation Deed, under which the Scheme Shareholders will be entitled to receive 0.07819 New Perseus Shares for every 1 Scheme Share held by that Scheme Shareholder (**Scheme Consideration**).
- B In the Scheme Implementation Deed, Perseus agreed to enter into this deed poll.
- C Perseus enters into this deed poll for the purpose of covenanting in favour of the Scheme Shareholders to perform its obligations under the Scheme Implementation Deed and the Scheme, including to provide the Scheme Consideration in accordance with the terms of the Scheme.

The parties agree

1 Defined terms and interpretation

1.1 Defined terms

Unless the context otherwise requires:

- (a) **Scheme Implementation Deed** means the scheme implementation deed dated 3 June 2020 between Perseus and Exore relating to (among other things) the implementation of this Scheme;
- (b) **Scheme** means the scheme of arrangement pursuant to Part 5.1 of the Corporations Act between Exore and the Scheme Shareholders, subject to any alterations or conditions made or required pursuant to section 411(6) of the Corporations Act and agreed or consented to in writing by Exore and Perseus; and
- (c) terms defined in the Scheme have the same meaning when used in this deed poll.

1.2 Interpretation

Clause 2 of Schedule 1 of the Scheme applies to the interpretation of this deed poll, except that references to 'Scheme' are to be read as references to 'deed poll'.

1.3 Nature of deed poll

Perseus acknowledges and agrees that:

- (a) this deed poll may be relied on and enforced by any Scheme Shareholder in accordance with its terms even though the Scheme Shareholders are not party to it; and

- (b) under the Scheme, each Scheme Shareholder irrevocably appoints Exore and each of its directors, officers and secretaries (jointly and each of them severally) as its agent and attorney to enforce this deed poll against Perseus.

2 Perseus Nominee

- (a) Perseus may nominate any wholly-owned Subsidiary of Perseus (**Perseus Nominee**) to acquire the Scheme Shares under the Scheme by giving written notice to Exore on or before the date that is 15 Business Days before the First Court Date.
- (b) If Perseus nominates the Perseus Nominee to acquire the Scheme Shares under the Scheme, then:
 - (i) references in this deed poll to Perseus acquiring the Scheme Shares under the Scheme are to be read as references to the Perseus Nominee doing so;
 - (ii) other references in this deed poll to Perseus are to be read as references to Perseus or the Perseus Nominee, other than extent those provisions relate to the New Perseus Shares which will always be fully paid ordinary shares in the capital of Perseus (and not the Perseus Nominee);
 - (iii) Perseus must procure that the Perseus Nominee complies with the relevant obligations of Perseus under this deed poll; and
 - (iv) despite paragraphs 2(b)(i) to 2(b)(iii) above (inclusive), Perseus will continue to be bound by all of the obligations of Perseus under this deed poll and will not be released from any obligations or liabilities under this deed poll, including the obligation to issue the Scheme Consideration in accordance with the terms of the Scheme, provided that Perseus will not be in breach of this deed poll for failing to perform an obligation of Perseus if that obligation is fully discharged by the Perseus Nominee.

3 Conditions

3.1 Conditions

The deed poll and the obligations of Perseus under this deed poll are subject to the Scheme becoming Effective.

3.2 Termination

The obligations of Perseus under this deed poll to the Scheme Shareholders will automatically terminate and the terms of this deed poll will be of no further force or effect if:

- (a) the Scheme Implementation Deed is terminated in accordance with its terms; or
- (b) the Scheme does not become Effective by the End Date,

unless Perseus and Exore otherwise agree in writing.

3.3 Consequences of termination

If this deed poll is terminated under clause 3.2:

- (a) Perseus is released from its obligations to further perform this deed poll except those obligations contained in clause 8.1; and
- (b) in addition and without prejudice to any other available rights, powers or remedies available to the Scheme Shareholders, each Scheme Shareholder retains the rights, powers or remedies it has against Perseus in respect of any breach of this deed poll which occurs before it was terminated.

4 Scheme obligations

4.1 Undertaking to provide Scheme Consideration

Subject to clause 2, Perseus undertakes in favour of each Scheme Shareholder to:

- (a) issue, or cause to be issued, the Scheme Consideration to each Scheme Shareholder on the Implementation Date (other than to Ineligible Foreign Holders who will be dealt with in accordance with clause 6.6 of the Scheme and those Small Shareholders who elect to receive cash proceeds instead of New Perseus Shares who will be dealt with in accordance with clause 6.7 of the Scheme); and
- (b) undertake all other actions attributed to it under the Scheme,

in each case subject to and in accordance with the terms of the Scheme.

4.2 Shares to rank equally

Perseus covenants in favour of each Scheme Shareholder that the New Perseus Shares which are validly issued in accordance with the Scheme will:

- (a) rank equally with all existing Perseus Shares (if any); and
- (b) be issued fully paid and free from any mortgage, charge, lien, encumbrance or other security interest.

4.3 Joint holders

In the case of Scheme Shares held by Scheme Shareholders in joint names:

- (a) any entry in the register of members of Perseus required to be made must record the names and registered addresses of the joint holders; and
- (b) any certificates or holding statements must be issued to Scheme Shareholders in the names of the joint holders and must be forwarded to the holder whose name first appears in Exore's share register as at the Record Date.

5 Warranties

Perseus represents and warrants in favour of each Scheme Shareholder that:

- (a) it is a corporation validly existing under the laws of its place of incorporation;
- (b) it has the corporate power to enter into and perform its obligations under this deed poll and to carry out the transactions contemplated by this deed poll;

- (c) it has taken all necessary corporate action to authorise its entry into this deed poll and has taken or will take all necessary corporate action to authorise the performance by it of this deed poll and to carry out the transactions contemplated by this deed poll;
- (d) this deed poll is valid and binding on it and is enforceable against it in accordance with its terms; and
- (e) this deed poll does not conflict with, or result in the breach of or default under, any provision of its constitution, or any writ, order or injunction, judgment, law, rule or regulation to which it is a party or subject or by which it is bound.

6 Continuing obligations

This deed poll is irrevocable and, subject to clause 2, remains in full force and effect until:

- (a) Perseus has fully performed its obligations under this deed poll; or
- (b) the earlier termination of this deed poll under clause 3.2.

7 Further assurances

Perseus will, at its own expense, do all things and execute and deliver all documents necessary to give full effect to this deed poll and the transactions contemplated by it.

8 General

8.1 Stamp duty

Perseus must:

- (a) pay all stamp duty (if any) and any related fines and penalties payable on or in connection with the transfer by the Scheme Shareholders of the Scheme Shares pursuant to the Scheme and this deed poll; and
- (b) indemnify each Scheme Shareholder against any liability arising from failure to comply with clause 8.1(a).

8.2 Notices

- (a) Any notice or other communication, including consent, approval request and demand, to Perseus in connection with this deed poll must be:
 - (i) in legible writing in English;
 - (ii) signed by the person making the communication or that person's duly authorised agent; and
 - (iii) addressed to Perseus in accordance with the details set out below (or any alternative details nominated by Perseus by Notice).

Perseus

Attention: Martijn Bosboom, General Counsel & Company Secretary

Address: Level 2, 437 Roberts Road, Subiaco, WA 6008

Email: Martijn.Bosboom@perseusmining.com

With a copy to: christian.owen@corrs.com.au

(b) Any notice or other communication given in accordance with clause 8.2(a) will be deemed to have been duly given and received by one of the following methods and at the time set out below:

(i) if delivered by hand, on delivery to the nominated address;

(ii) if sent by pre-paid post to the nominated address in the same country, at 9:00am (addressee's time) on the second Business Day after the date of posting;

(iii) if sent by pre-paid post to the nominated address in another country, at 9:00am (addressee's time) on the fifth Business Day after the posting;

(iv) if sent by email:

(A) when the sender receives an automated message confirming delivery;
or

(B) four hours after the time sent (as recorded on the device from which the email was sent), provided that the sender does not receive an automated message that the email has not been delivered,

whichever happens first.

(c) Any notice that, pursuant to clause 8.2(b), would be deemed to be given:

(i) other than on a Business Day or after 5:00pm on a Business Day is regarded as given at 9:00am on the following Business Day; and

(ii) before 9:00am on a Business Day is regarded as given at 9:00am on that Business Day,

where references to time are to time in the place the recipient is located.

(d) A Notice must not be given by electronic means of communication (other than fax and email as permitted in clause 6.2).

8.3 Cumulative rights

The rights, powers and remedies of Perseus and the Scheme Shareholders under this deed poll are cumulative with and do not exclude the rights, powers or remedies provided by law independently of this deed poll.

8.4 Waiver

(a) Perseus may not rely on the words or conduct of any Scheme Shareholder as a waiver of any right unless the waiver is in writing and signed by the Scheme Shareholder granting the waiver. A waiver is limited to the specific instance to which it relates and to the specific purpose for which it is given.

- (b) No Scheme Shareholder may rely on words or conduct of Perseus as a waiver of any right unless the waiver is in writing and signed by Perseus. A waiver is limited to the specific instance to which it relates and to the specific purpose for which it is given.
- (c) Failure to exercise or enforce, a delay in exercising or enforcing or the partial exercise or enforcement of any right, power or remedy provided by law or under this deed poll by any party will not in any way preclude, or operate as a waiver of, any exercise or enforcement, or further exercise or enforcement, of that or any other right, power or remedy provided by law or under this deed poll.

8.5 Variation

A provision of this deed poll may not be varied unless:

- (a) if before the First Court Hearing, the variation is agreed to by Exore and Perseus in writing; or

if on or after the First Court Hearing, the variation is agreed to by Exore and Perseus in writing and the Court indicates that the variation would not of itself preclude approval of the Scheme, in which event Perseus must enter into a further deed poll in favour of the Scheme Shareholders giving effect to the variation.

8.6 Governing law and jurisdiction

- (a) This deed poll is governed by the laws in force in Western Australia, Australia.
- (b) The parties irrevocably submit to the non-exclusive jurisdiction of courts exercising jurisdiction in Western Australia and courts competent to determine appeals from those courts in respect of any proceedings arising out of or in connection with this deed poll.
- (c) The parties irrevocably waive any objection to the venue of any legal process in these courts on the basis that the process has been brought in an inconvenient forum.

8.7 Assignment

- (a) The rights created by this deed poll are personal to Perseus and each Scheme Shareholder and must not be dealt with at law or in equity without the prior written consent of Perseus.
- (b) Any purported dealing in contravention of clause 8.7(a) is invalid.

8.8 Consent

Perseus consents to Exore producing this deed poll to the Court.

8.9 Severance and enforceability

Any provision, or the application of any provision, of this deed poll that is void, illegal or unenforceable in any jurisdiction does not affect the validity, legality or enforceability of that provision in any other jurisdiction or of the remaining provisions of this deed poll in that or any other jurisdiction.

Execution page

Executed as a deed poll.

Signed, sealed and delivered by **Perseus Mining Limited** in accordance with section 127 of the *Corporations Act 2001* (Cth) by:

[SIGNED]

Signature of director
 JEFFREY A QUARTERMAINE

Name of director (print)

[SIGNED]

Signature of director /secretary
 MARTIJN BOSBOOM

Name of director /secretary (print)

Attachment E Independent Expert's Report

EXORE RESOURCES LIMITED
Independent Expert's Report

16 July 2020

Financial Services Guide

16 July 2020

BDO Corporate Finance (WA) Pty Ltd ABN 27 124 031 045 ('we' or 'us' or 'ours' as appropriate) has been engaged by Exore Resources Limited ('Exore') to provide an independent expert's report on the proposed acquisition of all the issued shares of Exore by Perseus Mining Limited ('Perseus'), by way of Scheme of Arrangement. You are being provided with a copy of our report because you are a shareholder of Exore and this Financial Services Guide ('FSG') is included in the event you are also classified under the Corporations Act 2001 ('the Act') as a retail client.

Our report and this FSG accompanies the Scheme Booklet required to be provided to you by Exore to assist you in deciding on whether or not to approve the proposal.

Financial Services Guide

This FSG is designed to help retail clients make a decision as to their use of our general financial product advice and to ensure that we comply with our obligations as a financial services licensee.

This FSG includes information about:

- ◆ Who we are and how we can be contacted;
- ◆ The services we are authorised to provide under our Australian Financial Services Licence No. 316158;
- ◆ Remuneration that we and/or our staff and any associates receive in connection with the general financial product advice;
- ◆ Any relevant associations or relationships we have; and
- ◆ Our internal and external complaints handling procedures and how you may access them.

Information about us

We are a member firm of the BDO network in Australia, a national association of separate entities (each of which has appointed BDO (Australia) Limited ACN 050 110 275 to represent it in BDO International). The financial product advice in our report is provided by BDO Corporate Finance (WA) Pty Ltd and not by BDO or its related entities. BDO and its related entities provide professional services primarily in the areas of audit, tax, consulting, mergers and acquisition, and financial advisory services.

We and BDO (and its related entities) might from time to time provide professional services to financial product issuers in the ordinary course of business and the directors of BDO Corporate Finance (WA) Pty Ltd may receive a share in the profits of related entities that provide these services.

Financial services we are licensed to provide

We hold an Australian Financial Services Licence that authorises us to provide general financial product advice for securities to retail and wholesale clients, and deal in securities for wholesale clients. The authorisation relevant to this report is general financial product advice.

When we provide this financial service we are engaged to provide an expert report in connection with the financial product of another person. Our reports explain who has engaged us and the nature of the report we have been engaged to provide. When we provide the authorised services we are not acting for you.

General Financial Product Advice

We only provide general financial product advice, not personal financial product advice. Our report does not take into account your personal objectives, financial situation or needs. You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. If you have any questions, or don't fully understand our report you should seek professional financial advice.

Fees, commissions and other benefits that we may receive

We charge fees for providing reports, including this report. These fees are negotiated and agreed with the person who engages us to provide the report. Fees are agreed on an hourly basis or as a fixed amount depending on the terms of the agreement. The fee payable to BDO Corporate Finance (WA) Pty Ltd for this engagement is approximately \$37,000.

Except for the fees referred to above, neither BDO, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the report and our directors do not hold any shares in Exore.

Other Assignments

BDO Audit (WA) Pty Ltd is the appointed independent auditor of Exore. We do not consider that this impacts on our independence in accordance with the requirements of Regulatory Guide 112 'Independence of Experts'. We have completed a conflict search of BDO affiliated organisations within Australia. This conflict search incorporates all Partners, Directors and Managers of BDO affiliated organisations. We are not aware of any circumstances that, in our view, would constitute a conflict of interest or would impair our ability to provide objective assistance in this matter.

Remuneration or other benefits received by our employees

All our employees receive a salary. Our employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report. We have received a fee from Exore for our professional services in providing this report. That fee is not linked in any way with our opinion as expressed in this report.

Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

Complaints resolution

Internal complaints resolution process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints must be in writing addressed to The Complaints Officer, BDO Corporate Finance (WA) Pty Ltd, PO Box 700 West Perth WA 6872.

When we receive a written complaint we will record the complaint, acknowledge receipt of the complaint within 15 days and investigate the issues raised. As soon as practical, and not more than 45 days after receiving the written complaint, we will advise the complainant in writing of our determination.

Referral to External Dispute Resolution Scheme

A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Australian Financial Complaints Authority ('AFCA').

AFCA is an external dispute resolution scheme that deals with complaints from consumers in the financial system. It is a not-for-profit company limited by guarantee and authorised by the responsible federal minister. AFCA was established on 1 November 2018 to allow for the amalgamation of all Financial Ombudsman Service ('FOS') schemes into one. AFCA will deal with complaints from consumers in the financial system by providing free, fair and independent financial services complaint resolution. If an issue has not been resolved to your satisfaction you can lodge a complaint with AFCA at any time.

Our AFCA Membership Number is 12561. Further details about AFCA are available on its website www.afca.org.au or by contacting it directly via the details set out below.

Australian Financial Complaints Authority
GPO Box 3
Melbourne VIC 3001
AFCA Free call: 1800 931 678
Website: www.afca.org.au
Email: info@afca.org.au

You may contact us using the details set out on page 1 of the accompanying report.



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Appendix 1 – Glossary and copyright notice

Appendix 2 – Valuation Methodologies

Appendix 3 - Independent Valuation Report prepared by CSA Global Pty Ltd

Appendix 4 – Resources Multiples

Appendix 5 – Comparable Companies

© 2020 BDO Corporate Finance (WA) Pty Ltd

16 July 2020
The Directors
Exore Resources Limited
50 Ord Street
West Perth WA 6005

Dear Directors

INDEPENDENT EXPERT'S REPORT

1. Introduction

On 3 June 2020, Exore Resources Limited ('Exore' or 'the Company') announced that it had entered into a binding Scheme Implementation Deed ('SID') with Perseus Mining Limited ('Perseus'), under which Perseus will acquire the entire issued capital of Exore by way of a scheme of arrangement under the Corporations Act 2001 (Cth) ('the Scheme'). Under the terms of the Scheme, eligible Exore shareholders ('Shareholders') will receive 0.07819 Perseus shares for every one (1) Exore share held at the record date ('Scheme Consideration').

Exore and Perseus are both public companies, listed on the Australian Securities Exchange ('ASX'). In addition, Perseus is listed on the Toronto Stock Exchange ('TSX'). Upon implementation of the Scheme, Exore will become a wholly owned subsidiary of Perseus, and each share in Perseus that an eligible Exore shareholder will receive pursuant to the Scheme will be a share in the combined entity ('Proposed Merged Entity').

2. Summary and Opinion

2.1 Requirement for the report

The directors of Exore have requested that BDO Corporate Finance (WA) Pty Ltd ('BDO') prepare an independent expert's report ('our Report') to express an opinion as to whether or not the Scheme is in the best interests of the Shareholders.

Our Report is prepared pursuant to section 411 of the Corporations Act 2001 ('Corporations Act' or 'the Act') and is to be included in the scheme booklet for Exore in order to assist the Shareholders in their decision whether to approve the Scheme.

2.2 Approach

Our Report has been prepared having regard to Australian Securities and Investments Commission ('ASIC') Regulatory Guides 60 'Schemes of Arrangements' ('RG 60'), Regulatory Guide 111 'Content of Expert's Reports' ('RG 111') and Regulatory Guide 112 'Independence of Experts' ('RG 112').

In arriving at our opinion, we have assessed the terms of the Scheme as outlined in the body of this report. We have considered:

- How the value of an Exore share prior to the Scheme (on a control basis) compares to the value of the Scheme consideration, being 0.07819 Perseus shares, (on a minority basis) following the Scheme;
- The likelihood of an alternative offer being made to Exore;
- Other factors which we consider to be relevant to the Shareholders in their assessment of the Scheme; and
- The position of Shareholders should the Scheme not proceed.

2.3 Opinion

We have considered the terms of the Scheme as outlined in the body of this report and have concluded that, in the absence of an alternate superior proposal, the Scheme is fair and reasonable to Shareholders.

Therefore, in the absence of a superior proposal, we conclude that the Scheme is in the best interests of shareholders.

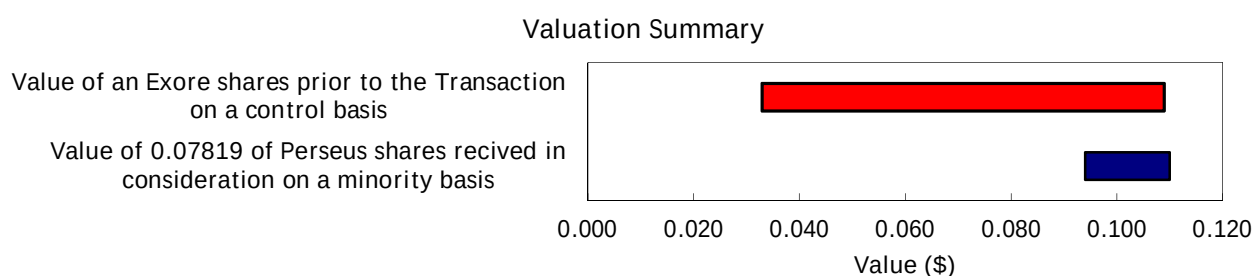
2.4 Fairness

In section 12 we determined that the value of a share in Exore prior to the implementation of the Scheme, on a control basis, compares to the value of as the consideration under the Scheme, on a minority interest basis, as detailed below.

	Ref	Low \$	Preferred \$	High \$
Value of an Exore Share prior to the Scheme (control)	10.3	0.033	0.070	0.109
Value of the Scheme consideration (0.07819 shares in Perseus on a minority basis)	11.3	0.094	0.102	0.110

Source: BDO analysis

The above valuation ranges are graphically presented below:



In the absence of any other relevant information and an alternative offer, we consider the Scheme to be fair to Shareholders, as the value of Perseus shares received as consideration is equal to or greater than our assessed valuation range for an Exore Share.

2.5 Reasonableness

We have considered the analysis in section 13 of this report, in terms of both:

- advantages and disadvantages of the Scheme; and
- other considerations, including the position of Shareholders if the Scheme does not proceed and the consequences of not approving the Scheme.

In our opinion, the position of Shareholders if the Scheme is approved is more advantageous than the position if the Scheme is not approved. Accordingly, in the absence of any other relevant information and/or an alternate proposal we believe that the Scheme is reasonable for Shareholders.

The respective advantages and disadvantages considered are summarised below:

ADVANTAGES AND DISADVANTAGES			
Section	Advantages	Section	Disadvantages
13.1.1	The Scheme is fair for Shareholders	13.2.1	Dilution of Shareholders' interests and exposure to Exore's Mineral Assets
13.1.2	Creates a group with a stronger balance sheet and access to Perseus's cash reserves		
13.1.3	Exposure to a more diversified suite of assets		
13.1.4	Potential synergies with Perseus's Sissingué Operations		
13.1.5	Greater access to capital markets		
13.1.6	Increased liquidity of trading in the shares of the Proposed Merged Entity		
13.1.7	Benefits of Perseus's development and production experience		

Other key matters we have considered include:

Section	Description
13.3	Alternative Proposal
13.4	Post-announcement pricing

3. Scope of the Report

3.1 Purpose of the Report

The Scheme is to be implemented pursuant to section 411 of the Corporations Act. Part 3 of Schedule 8 to the Corporations Act Regulations 2001 ('Regulations') prescribes the information to be sent to shareholders in relation to schemes of arrangement pursuant to section 411 of the Act ('Section 411').

An independent expert's report must be obtained by a scheme company if:

- There is one or more common directors ; or
- The other party to the scheme holds 30% or more of the voting shares in the scheme company.

The expert must be independent and must state whether or not, in his or her opinion, the proposed scheme is in the best interest of the members of the company the subject of the scheme and set out the reasons for that opinion.

There are no common directors of Exore or Perseus, nor is there any other party to the Scheme that holds more than 30% or more of the scheme company. Accordingly, an independent expert's report is not required under the Corporations Regulations. Notwithstanding the fact that there is no requirement to engage an independent expert to report on the Scheme, the directors of Exore have requested that BDO prepare this report as if it were an independent expert's report, and to provide an opinion as to whether the scheme is fair and reasonable, that is in the best interests of members of the company the subject of the scheme.

The requirement for an independent experts report is also a precondition in the SID, which states that for the Scheme to proceed the independent expert must conclude that the Scheme is in the best interests of Shareholders.

3.2 Regulatory guidance

Neither the Act nor the Regulations defines the term 'in the best interests of'. In determining whether the Scheme is in the best interests of Shareholders, we have had regard to the views expressed by ASIC in RG 111. This regulatory guide provides guidance as to what matters an independent expert should consider to assist security holders to make informed decisions about transactions.

A key matter under RG 111 that an expert needs to consider when determining the appropriate form of analysis is whether or not the effect of the transaction is comparable to a takeover bid and is therefore representative of a change of 'control' transaction.

In the circumstance of a scheme that achieves the same outcome as a takeover bid, RG 111 suggests that the form of the analysis undertaken by the independent expert should be substantially the same as for a takeover. Independent expert reports required under the Act in the circumstance of a takeover are required to provide an opinion as to whether or not the takeover bid is 'fair and reasonable'. While there is no definition of 'fair and reasonable', RG 111 provides some guidance as to how the terms should be interpreted in a range of circumstances.

RG 111 suggests that an opinion as to whether transactions are fair and reasonable should focus on the purpose and outcome of the transaction, that is, the substance of the transaction rather than the legal mechanism to effect the transaction.

Schemes of arrangement pursuant to Section 411 can encompass a wide range of transactions. Accordingly, 'in the best interests' must be capable of a broad interpretation to meet the particular

circumstances of each transaction. This involves a judgment on the part of the expert as to the overall commercial effect of the transaction, the circumstances that have led to the transaction and the alternatives available. The expert must weigh up the advantages and disadvantages of the proposed transaction and form an overall view as to whether shareholders are likely to be better off if the proposed transaction is implemented than if it is not. This assessment is the same as that required for a 'fair and reasonable' assessment in the case of a takeover. If the expert would conclude that a proposal was 'fair and reasonable'; if it was in the form of a takeover bid, the expert will also be able to conclude that the scheme is in the best interests of shareholders. An opinion of 'in the best interests' does not imply the best possible outcome for shareholders.

3.3 Adopted basis of evaluation

RG 111 states that a transaction is fair if the value of the offer price or consideration is equal to or greater than the value of the securities subject of the offer. This comparison should be made assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm's length. Further to this, RG 111 states that a transaction is reasonable if it is fair. It might also be reasonable if despite being 'not fair' the expert believes that there are sufficient reasons for security holders to accept the offer in the absence of any higher bid.

Having regard to the above, BDO has completed this comparison in three parts:

- A comparison between the value of an Exore share (on a control basis) and the value of 0.07819 Perseus shares on a minority interest basis (fairness – see Section 12 'Is the Scheme Fair?');
- An investigation into other significant factors to which Shareholders might give consideration, prior to approving the Scheme, after reference to the value derived above (reasonableness – see Section 13 'Is the Scheme Reasonable?'); and
- A consideration of whether the Scheme is in the best interests of Shareholders.

RG 111 states that if a transaction is fair and reasonable then the expert can conclude that the transaction is in the best interests of shareholders; if a transaction is not fair but reasonable an expert can still conclude that the transaction is in the best interests of shareholders; if a transaction is neither fair nor reasonable then the expert would conclude that the transaction is not in the best interests of shareholders.

This assignment is a Valuation Engagement as defined by Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services' ('APES 225').

A Valuation Engagement is defined by APES 225 as follows:

'an Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Valuer is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Valuer at that time.'

This Valuation Engagement has been undertaken in accordance with the requirements set out in APES 225.

4. Outline of the Scheme

On 3 June 2020, Exore announced that it had entered into a binding SID with Perseus, under which Perseus, or its nominee, will acquire the entire issued capital of Exore by way of a scheme of

arrangement. Under the terms of the Scheme, each Exore shareholder will receive 0.07819 Perseus shares for every one (1) Exore share held at the record date.

The Scheme is subject to certain conditions precedent, including:

- The holders of 20,616,667 performance options in Exore ('Performance Option Holders') must, prior to 8.00am on the date of the second court hearing for the Scheme ('Second Court Date'), enter into a deed with Exore and Perseus under which the Performance Option Holders may:
 - i. exercise their performance options; or,
 - ii. to the extent that the performance options are not exercised, agree to their transfer or cancellation in exchange for 0.07819 Perseus shares for every one (1) performance options held.
- Prior 8.00am on the Second Court Date, Exore (or its subsidiary) must exercise its pre-emption right to acquire all of the Apollo Group's shares in Aspire Nord Cote d'Ivoire SARL ('Aspire Nord'), which is the joint venture which holds the remaining 20% interest in Exore's Bago and Liberty projects. Exore has elected to exercise the right to acquire this interest for US\$4.5 million. On 8 July 2020, Exore announced that it had made payment of US\$4.5 million to Apollo Group to acquire the remaining 20% interest in the Bago and Liberty projects.
- Exore's cash balance must be above \$2,000,000 prior to 8.00am on the Second Court Date.

The Scheme must be approved by the Court in accordance with section 411(4)(b) of the Act.

In the event that the Scheme becomes effective, the Scheme Consideration will be transferred to the eligible participants on the implementation date in accordance with the Scheme, of which indicative timing will be detailed in the Scheme Booklet.

Further information on the Scheme can be found in the Scheme Booklet.

For the Scheme to be implemented, it must be approved by:

- more than 50% in number of Exore Shareholders present and voting (whether in person, by proxy, by attorney or, in the case of a corporation, by corporate representative); and
- at least 75% of the total number of votes cast on the Scheme by Exore Shareholders.

Based on the total number of Exore shares on issue, the number of Proposed Merged Entity shares to be issued to Exore shareholders will be 47,693,771 as set out below.

Share structure following the Scheme		Percentage of Issued Shares
Number of Exore shares on issue prior to the Scheme implementation	589,356,105	
Shares issued upon exercise of 20,616,667 Exore Options	20,616,667	
Total shares on issue	609,972,772	
Exchange ratio	0.07819	
Number of Perseus shares to be issued to Shareholders	47,693,771	3.91%
Perseus shares to be issued in settlement of Exore Options to be cancelled	104,500	0.01%
Number of Perseus shares currently on issue	1,171,780,480	96.08%
Total ordinary shares on Issue in the Perseus following the Scheme	1,219,578,751	100.00%

Source: BDO analysis

The share exchange and resulting number of shares in the Proposed Merged Entity in the table above shows that Exore Shareholders will hold approximately 3.92% of the Proposed Merged Entity shares while existing Perseus shareholders will hold the remaining 96.08%.

Additionally, Exore made a contractual undertaking to issue 30,000,000 milestone shares ('Milestone Shares') as deferred consideration for the Lynas Find Project which was subsequently sold to Pilbara Minerals Limited ('Pilbara'). The Milestone Shares were to be issued to Asgard Metals Pty Ltd ('Asgard') and Slipstream Resources Investments Pty Ltd. This consideration is contingent on achieving an inferred mineral resource of 15 million tonnes ('Mt'), which has not been achieved to date. On 28 May 2018, the inferred resource was downgraded from 6.6 Mt to 5.4 Mt. On this basis, we do not have reasonable grounds to assume the milestone shares will be issued and have not adjusted our valuation accordingly.

5. Profile of Exore

5.1 Background

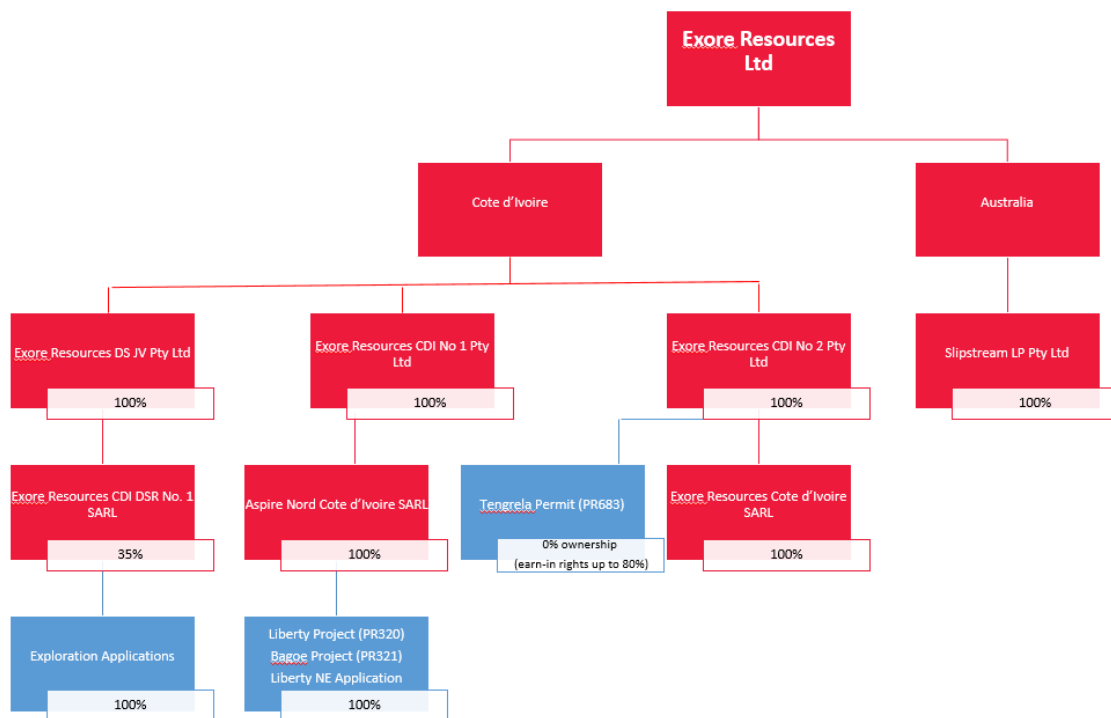
Exore (formerly Novo Lito Ltd) is an ASX-listed mineral exploration company focused on the exploration and development of its gold projects located in Cote d'Ivoire. The Company was incorporated in 1985 and is based in Perth, Western Australia ('WA').

The current board of directors and senior management of Exore are:

- Mr. John Fitzgerald – Non-Executive Chairman;
- Mr. Justin Tremain – Managing Director;
- Mr. Travis Schwertfeger – Non-Executive Director; and
- Mr. Trevor O'Connor – Company Secretary.

On 28 September 2018, the Company changed its name from Novo Lito to Exore following shareholder approval.

Corporate structure



Exore holds interests in three gold projects; the Bagoé Project, the Liberty Project, and the Tengrela Project that cover a combined area of approximately 1,949 square kilometres ('km²') on the convergence of the Tongon Gold Belt and Syama Gold Belt in West Africa. The gold projects comprise three granted exploration permits covering approximately 1,027km² and three exploration applications across approximately 921km².

The Company acquired an 80% interest in the Bagoé Project and the Liberty Project from Apollo Consolidated Limited ('Apollo') in August 2018, through the acquisition of 80% of the Ivorian subsidiary Aspire Nord. The remaining 20% interest in Aspire Nord was held by Apollo and free carried until a decision to mine. Exore held a pre-emption right to acquire all of Apollo's shares in Aspire Nord. This pre-emption right has been exercised, as announced on 3 June 2020. The exercise of this pre-emption right is a condition precedent to the Scheme and was exercised, as announced on 8 July 2020. Exore announced on 8 July 2020 that it had made payment to Apollo for this acquisition.

In addition, the Company has a disputed contractual right in the Sepeda Lithium Project ('Sepeda Project') located in Portugal.

Bagoé Project (100% interest)

The Bagoé Project is located in northern Cote d'Ivoire and comprises the Antoinette Gold Deposit ('Antoinette deposit') and Veronique Gold Deposit ('Veronique Deposit') spanning across an area of 664km². This includes the granted Bagoé permit which is 100% held and the adjoining exploration permit application which is held only 35% by Exore, with further earn-in rights attached.

The Antoinette deposit is positioned towards the northern end of the Bagoé Project and lies approximately 70 kilometres ('km') to the south of the Sissingué Gold Mine ('SGM') owned by Perseus. The Antoinette deposit was discovered in 2016 and consists of the Antoinette Central, Antoinette South and Antoinette West deposits.

The Veronique Deposit is located at the southern end of the Bagoé Project approximately 12km south of the Antoinette deposit, defined by an 8km by 2.2km area. Shallow, high grade gold mineralisation has been identified in the central zone through RC drilling.

Several additional prospects have been outlined within the Bagoé Project including the Juliette, Brigitte, Odette, Ludivine and Pauline exploration prospect areas.

The Bagoé Project is accessible via the Boundiali-Korhogo National highway, then approximately 40km northward along gravel roads. The Korhogo domestic airport is located approximately 2 hours' drive from the Bagoé Project area. Several high voltage transmission lines are in close proximity.

A majority of the Company's drilling at the Bagoé Project has been at the Antoinette Deposit and Veronique Deposit. The Company has completed a significant amount of AC and RC drilling at Antoinette, along with a small amount of diamond drilling. A significant amount of AC drilling has been completed at the Veronique Deposit along with a small amount of RC drilling. In May 2020, the Company released a maiden JORC resource comprising 6.7 Mt at 2.5 grams per tonne ('g/t') Au for 530,000 ounces ('oz') contained gold. A majority of the resource is contained within the Antoinette deposit with 5.55 Mt at 2.3g/t for 415,000oz.

Liberty Project (100% interest)

The Liberty Project spans across 545km² along the Tongon structural trend in Cote d'Ivoire.

The Company completed its first AC drilling program in December 2018 at the Liberty 2 deposit that returned shallow gold mineralisation extending over 1.6km of strike. Exore proceeded to follow up its AC program with an RC program that confirmed bedrock gold mineralisation. Preliminary metallurgical testwork results returned gold extraction rates of 89.4% to 92.7% at the Liberty 2 deposit in October 2019.

A stream sediment sampling program was undertaken during the March 2020 quarter to establish a tenor of gold anomalism along the Liberty Shear area to assist in identifying high-priority areas for follow-up testing.

Tengrela Project (0% interest, earn-in rights of 80%)

The Tengrela Project is located adjacent to the Bagoe Project and spans an area of 380km². Additionally, there is a permit application to increase the project area to 740km².

Exore entered into an earn-in and joint venture agreement ('JV Agreement') in September 2019 with Smart Mineral Exploration Cote d'Ivoire ('SMEX'), which currently holds 100% interest in the granted exploration permit that makes up the Tengrela Project. Under the JV Agreement the Company can earn up to a 90% interest, initially earning up to 80% through incurring exploration expenditure of US\$1.00 million over three years. The remaining 20% interest held by SMEX will be free carried by Exore, until completion of a definitive feasibility study ('DFS'). Thereafter Exore will gain the right to acquire a further 10% interest from SMEX for US\$1.50 million.

Past exploration at the Tengrela Project has been concentrated on the Logbog, Podio and Zinguinasso gold-in-soil anomalies. Limited drilling has been undertaken on the Logbog anomaly. Shallow RC and AC historical drilling at the Podio and Zinguinasso anomalies has been carried out, returning shallow gold mineralisation. Exploration prospects within the permit area are located within 10km of the Boundiali-Tengrela bitumen highway.

Since acquiring the interest, Exore has completed an aeromagnetic/radiometric survey during the December 2019 quarter and has subsequently undertaken a stream sediment sampling program across the Tengrela Project area to identify areas for future exploration.

Sepeda Project

The Sepeda Project is located in the Barroso-Alvao region of Northern Portugal. Exore entered into an agreement to acquire 100% of the Sepeda Project in June 2016 with Lusorecursos ARG ('Lusorecursos') for total consideration of 1.00 million euro ('EUR'). As part of the consideration, Exore was required to make a first milestone payment of EUR 0.25 million following the discovery of a JORC Mineral Resource of 5Mt at greater than 1.2% Li₂O at the Sepeda Project ('first milestone payment') and a second milestone payment of EUR 0.75 million following discovery of a JORC Mineral Resource of 15Mt at great than 1.2% Li₂O.

The Company announced a lithium discovery at the Sepeda Project in October 2016, followed by a maiden JORC Mineral Resource in February 2017. Exore attempted to make the first milestone payment, though it was returned by Lusorecursos which disputed the validity of the agreement.

5.2 Corporate Events

On 30 September 2019, Exore announced a two-tranche equity placement to institutional and sophisticated investors through the issue of approximately 117,600,000 shares at \$0.085 per share to raise \$10.0 million ('Placement'). The first tranche comprised the issue of 69,056,356 shares at \$0.085 per share, and the second tranche consisted the issue of 48,590,704 shares at \$0.085 per share on receipt of shareholder approval. The funds were used to accelerate the advancement of the Company's projects.



On 22 November 2019, the Company announced that, following shareholder approval at the Company's Annual General Meeting, it had completed the second tranche of the Placement.

On 3 June 2020, Exore exercised its pre-emptive right over Bagoie and Liberty Projects, and announced on 8 July 2020 that it had made the payment of USD 4.5 million.

5.3 Historical Balance Sheet

Statement of Financial Position	Reviewed as at 31-Dec-19 (\$)	Audited as at and restated 30-Jun-19 (\$)	Audited as at 30-Jun-18 (\$)
CURRENT ASSETS			
Cash and cash equivalents	14,437,100	9,821,010	1,355,569
Cash on long-term deposits	-	-	14,350,000
Trade and other receivables	125,450	116,295	95,675
Financial assets	-	-	26,088
Other current assets	155,238	66,622	10,444
TOTAL CURRENT ASSETS	14,717,788	10,003,927	15,837,776
NON-CURRENT ASSETS			
Other financial assets	-	-	272,003
Plant and equipment	181,654	133,247	70,552
Exploration and evaluation expenditure	4,924,591	4,812,500	-
TOTAL NON-CURRENT ASSETS	5,106,245	4,945,747	342,555
TOTAL ASSETS	19,824,033	14,949,674	16,180,331
CURRENT LIABILITIES			
Trade and other payables	511,682	1,555,210	244,531
Provisions	28,437	73,177	48,860
TOTAL CURRENT LIABILITIES	540,119	1,628,387	293,391
NON-CURRENT LIABILITIES			
Provisions	3,808	2,557	10,876
TOTAL NON-CURRENT LIABILITIES	3,808	2,557	10,876
TOTAL LIABILITIES	543,927	1,630,944	304,267
NET ASSETS	19,280,106	13,318,730	15,876,064
EQUITY			
Issued share capital	68,057,193	58,555,693	54,912,493
Milestone shares	780,000	780,000	780,000
Other reserves	3,418,634	3,263,932	2,923,219
Accumulated losses	(53,938,221)	(50,243,395)	(42,739,648)
Parent entity interest	18,317,606	12,356,230	15,876,064
Non-controlling interest	962,500	962,500	-
TOTAL EQUITY	19,280,106	13,318,730	15,876,064

Source: Exore's reviewed financial statements for the half year ended 31 December 2019 and audited for years ended 30 June 2019 and 30 June 2018. BDO notes that Exore's financial statements were restated for the year ended 30 June 2019.

Commentary on Historical Statements of Financial Position

- Cash and cash equivalents increased from \$9.82 million at 30 June 2019 to \$14.44 million at 31 December 2019. The increase of approximately \$4.62 million was primarily the result of proceeds from the issue of capital of approximately \$10.00 million. This was partially offset by payments for exploration and expenditure of \$3.79 million, payments to suppliers and employees of \$0.99 million and transaction costs relating to the issue of capital of \$0.50 million.
- Cash and cash equivalents increased from \$1.36 million at 30 June 2018 to \$9.82 million at 30 June 2019. The increase of approximately \$8.46 million was primarily the result of redemption of

term deposits of \$14.35 million. This was largely offset by payments for exploration and evaluation expenditure of \$4.66 million and payments to suppliers and employees of \$1.62 million.

- Trade and other receivables of \$0.13 million at 31 December 2019 related to sundry debtors.
- Other current assets of \$0.16 million at 31 December 2019 consisted of prepayments and cash held as security bonds.
- Plant and equipment of \$0.18 million at 31 December 2019 predominantly related to motor vehicles.
- Exploration and evaluation costs of \$4.92 million at 31 December 2019 related to costs associated with the acquisition of the Aspire Nord Cote d'Ivoire SARL. The carrying amount is recoverable, though depends on the continuance of Exore's right to tenure of the interest, exploration results and future development of each project.
- Trade and other payables of \$0.51 million at 31 December 2019 are non-interest bearing and are typically settled on 30 day terms.
- In December 2016, the Company disposed of the Lynas Find project to Pilbara. The Company had acquired the Lynas Find Project in December 2015 from Asgard and Slipstream Resources Group ('Slipstream'). The milestone shares refer to the contractual undertaking approved by Exore to issue 30 million shares to Asgard and Slipstream as part consideration, upon an inferred mineral resource of 15 Mt of Li2O of a grade of at least 1.2% being identified on or before 12 February 2021 on the Lynas Find Project tenements. Following the completion of the sale, Asgard and Slipstream retained the rights to receive these shares if the milestone was achieved before 12 February 2021.
- Other reserves of \$3.42 million at 31 December 2019 comprised the Company's share based payment reserve and foreign currency translation reserve.

5.4 Historical Statement of Profit or Loss and Other Comprehensive Income

Statement of Profit or Loss and Other Comprehensive Income	Reviewed for the half year ended 31-Dec-19 \$	Audited and restated for the year ended 30-Jun-19 \$	Audited for the year ended 30-Jun-18 \$
Revenue and other income	96,920	358,376	2,291,891
Employee benefits expenses	(361,917)	(444,750)	(343,635)
Share-based payment	(165,565)	(471,039)	(5,488)
Impairment of fixed assets	-	-	(14,303)
Impairment of exploration assets	-	-	(23,396)
Allowance for doubtful debts	-	-	(4,890)
Depreciation expense	(28,574)	(26,435)	(82,670)
Exploration and evaluation expenditure	(2,782,406)	(5,767,319)	(1,814,162)
Legal and audit expenses	(27,269)	(147,280)	(380,562)
Consulting fees	(40,305)	(246,331)	(230,246)
Occupancy costs	-	(94,854)	(35,920)
Loss on disposal of property, plant and equipment	-	-	(4,378)
Other expenses	(385,710)	(664,115)	(509,056)
Loss before income tax	(3,694,826)	(7,503,747)	(1,156,815)
Income tax benefit	-	-	588,654
Loss for the period	(3,694,826)	(7,503,747)	(568,161)
Other comprehensive income			
Foreign currency translation	(10,863)	(126,993)	34,821
Net fair value loss on financial assets at fair value through other comprehensive income	-	(3,333)	3,333
Other comprehensive income for the period, net of tax	(10,863)	(130,326)	38,154
Total comprehensive loss for the period	(3,705,689)	(7,634,073)	(530,007)

Source: Exore's reviewed financial statements for the half year ended 31 December 2019 and audited for years ended 30 June 2019 and 30 June 2018. BDO notes that Exore's financial statements were restated for the year ended 30 June 2019.

Commentary on Historical Statements of Profit or Loss and Other Comprehensive Income

- Revenue and other income decreased from \$2.29 million for the year ended 30 June 2018 to \$0.36 million for the year ended 30 June 2019. Revenue for the year ended 30 June 2018 included a gain on disposal of shares, which had been received as consideration for the sale of tenements, of approximately \$1.77 million.
- Revenue and other income decreased from \$0.36 million for the year ended 30 June 2019 to \$0.10 million for the half year ended 31 December 2019. This was largely due to a substantial decrease in interest revenue from \$0.31 million for the year ended 30 June 2019 to \$0.89 million for the half year ended 31 December 2019.
- Share based payments expense of \$0.17 million for the half year ended 31 December 2019 incorporates the issue of 9.10 million options, in addition to approximately 3.67 million options cancelled and 1.50 million options exercised during the period.

- Exploration and evaluation expenditure costs of \$2.78 million for the half year ended 31 December 2019 related to exploration activities such as drilling, sampling, and surveys undertaken at the Bago Project, Liberty Project and Tengrela Project as aforementioned in Section 5.2 of our Report.

5.5 Capital Structure

The share structure of Exore as at 14 July 2020 is outlined below:

	Number
Total ordinary shares on issue	589,356,105
Top 20 shareholders	352,582,024
Top 20 shareholders - % of shares on issue	59.82%

Source: Exore share capital register – 14 July 2020

The range of shares held in Exore as at 14 July 2020 is as follows:

Range of Shares Held	Number of Ordinary Shareholders	Number of Ordinary Shares	Percentage of Issued Shares (%)
1 - 1,000	74	18,282	0.00%
1,001 - 5,000	58	175,489	0.03%
5,001 - 10,000	256	2,116,625	0.36%
10,001 - 100,000	812	32,551,683	5.52%
100,001 - and over	472	554,494,026	94.08%
TOTAL	1,672	589,356,105	100.00%

Source: Exore share capital register – 14 July 2020

The ordinary shares held by the most significant shareholders as at 14 July 2020 are detailed below:

Name	Number of Ordinary Shares Held	Percentage of Issued Shares (%)
1832 Asset Management L.P, manager of the Dynamic/Scotia Funds	45,317,388	7.69%
Subtotal	45,317,388	7.69%
Others	544,038,717	92.31%
Total ordinary shares on Issue	589,356,105	100.00%

Source: Exore share capital register – 14 July 2020

The options on issue in Exore as at 14 July 2020 are outlined below:

Current Options on Issue	Number
Performance options exercisable at \$0.001 each on or before 1/02/2023*	7,000,000
Performance options exercisable at \$0.001 each on or before 8/10/2022*	9,066,667
Performance options exercisable at \$0.001 each on or before 26/07/2023*	4,550,000
Options exercisable at \$0.130 each on or before 26/11/2021**	5,000,000
TOTAL	25,616,667

Source: Appendix 2A *these options are to be cancelled, transferred or exercised as a condition precedent of the Scheme**cancellation of these options is not a condition precedent of the Scheme. This option holder has entered into a separate agreement dealing with the cancellation of these options.

6. Profile of Perseus

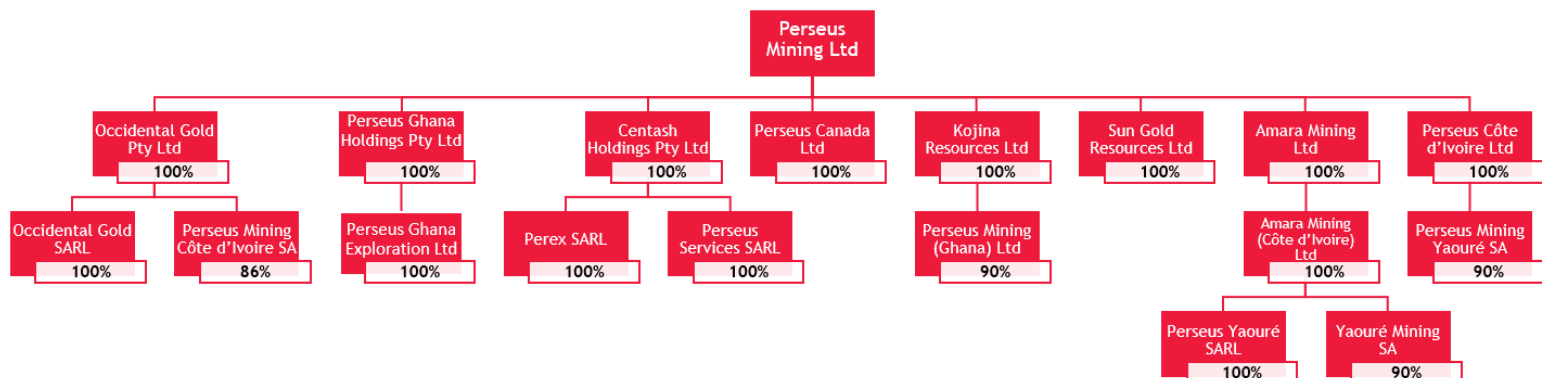
6.1 Company Overview

Perseus is an ASX and TSX-listed exploration, development and production company, with gold projects located in West Africa. The company's flagship assets are the Edikan Gold Mine ('EGM'), located in south-western Ghana, and the Sissingué Gold Mine ('SGM') located in the north of Côte d'Ivoire. Perseus also holds a 90% interest in the Yaouré Gold Project located in central Côte d'Ivoire which is under development. Perseus's head office is located in Perth, Western Australia.

The current board of directors are:

- Sean Harvey – Non-Executive Chairman
- Jeffrey Quartermaine – Managing Director and Chief Executive Officer;
- John McGloin – Non-Executive Director;
- Sally-Anne Layman – Non-Executive Director;
- Daniel Lougher – Non-Executive Director; and
- David Ransom – Non-Executive Director.

Perseus has a number of wholly owned subsidiaries as outlined below:



6.2 Projects

Edikan Gold Mine

The EGM is located in the Kumasi Basin adjacent to the western flank of the Ashanti Gold Belt in Ghana. The EGM is a large-scale open-pit operation that comprises a group of large gold deposits, located approximately 107kms south-west of the Ghanaian city Kumasi. Perseus has a 90% interest in Perseus Mining (Ghana) Limited, the owner of the EGM, with the remaining 10% controlled by the Ghanaian government. The EGM comprises the Ayanfuri and Nanankaw mining leases which span an area of approximately 94km². The EGM had previously produced over 300,000oz of gold from 23 shallow pits from projects commencing in 1994 under previous ownership.

In 2006 Perseus entered into an option to acquire Stratsys Investments Limited, a Ghanaian company which had contracted to acquire the Ayanfuri mining leases and which held some surrounding prospecting licence areas ('Ayanfuri Project'). The agreement included the right to carry out exploration and due diligence work before exercising the option to acquire Stratsys Investments Limited (subsequently renamed Perseus Mining (Ghana) Limited ('PMGL')). The consideration was 2.5 million shares and 2.5 million unlisted options to acquire shares in Perseus exercisable at \$0.40, and a 0.25% royalty on gold produced. Additionally, a milestone payment due on the announcement of reserves exceeding 500,000 ounces of gold consisting of 2,000,000 shares and 2,000,000 Perseus options exercisable at \$0.60 was paid. PMGL was required to pay US\$250,000 cash and a 1.5% royalty on minerals produced to the original vendor of the Ayanfuri mining leases. Perseus exercised the option to purchase following a resource drilling and soil sampling program. Upon exercise, there were seven known deposits within the mining leases, known as Fetish, Chirawewa, Bokitsi, Esuajah South, Esuajah North, Abnabna, and Fobinso.

Throughout 2007 and 2008 during the completion of an exploration drilling program in preparation for a Definitive Feasibility Study ('DFS'), Perseus announced the discovery of a new gold zone between the Abnabna and Fobinso deposits, which would later be named the AF Gap. As further drilling was completed for the DFS, Perseus announced the discovery of an additional two deposits that were named the Poku and Mampon deposits.

On 29 January 2009, Perseus announced the completion of an \$8.5 million placement offer via the issue of 17,000,000 shares at a price of \$0.50 each, which spearheaded a number of significant financing initiatives for the Ayanfuri Project throughout 2009. On 17 June 2009, Perseus announced it had successfully completed a \$75 million placement of shares via entitlement issues and placements to institutional investors at a price of \$0.82 per share. Perseus secured further financing through a loan and gold hedging facility for US\$85 million from Macquarie Bank Limited ('Macquarie Bank') and Credit Suisse. Following financing, Perseus announced the results of the DFS that indicated a 10 year life-of-mine and confirmed the technical and financial viability of the project. The progression to the production phase was then solely contingent on the receipt of the appropriate approvals.

Perseus announced in January 2010 that it had secured two mining leases in relation to the Ayanfuri Project. The leases have an initial term of 15 years each and are renewable under the terms of the Minerals and Mining Act, 2006. By June 2010, Perseus had received all approvals for the construction and production at the Ayanfuri Project. A contract was awarded to DRA Mineral Projects Pty Ltd and Group Five Construction Pty Ltd for the construction of a 5.5 million tonnes per annum ('Mtpa') processing facility at the project. In June 2011, Perseus announced it had completed the drawdown of its US\$85 million facility shortly before completing its first gold pour at the Ayanfuri Project.

During the quarter ended 31 December 2011, Perseus announced the Ayanfuri Project would be renamed the EGM as commercial production was declared effective from 1 January 2012. Perseus announced that it had repaid its entire debt facility in the first quarter of 2012. Since 2012, Perseus has updated its life-of-mine plan for the EGM multiple times, the most recent of which estimated production of over 200,000oz gold per annum over an estimated life-of-mine extending beyond 2025. To date, the EGM has produced over 1.57 million oz gold with remaining reserves totalling over 1.3 million oz of gold at a grade of 1.10g/t. In 2019, Perseus signed an option agreement to acquire a 23.85km² prospecting license that conjoins the two EGM mining leases. Additionally, in 2020, Perseus signed an option agreement to explore a prospecting license adjacent to the EGM, held by DML Investment Ltd. If exploration through the prospecting licenses is successful, the EGM life-of-mine could potentially be extended.

Sissingué Gold Mine

The SGM is an open pit gold mine located in the Syama- Boundiali Greenstone Belt in Côte d'Ivoire, approximately 24kms from the regional town of Tengrela. Perseus has an 86% interest in Perseus Mining Côte d'Ivoire SA, the owner of the SGM. The remaining interest is held by the government of Côte d'Ivoire (10%) and the Société Minière de Côte d'Ivoire SARL (4%). The SGM Exploitation Permit ('EP') covers an area of 446km², and comprises the Sissingué East, Western and Central zones. The SGM was acquired by Perseus in March 2004, and was initially part of the Tengrela Project before subsequently being renamed. Exploration at the SGM began in 2005, when Perseus announced an aggressive drilling program. It was expected that at least 10kms of drilling would be completed throughout the remainder of 2005 and 2006.

Following subsequent drilling programs through 2007 and 2008, Perseus released a scoping study in February 2009 that revealed an estimated 838,000oz of gold production at the mine over an estimated 8.3 year life-of-mine. After a period of successful drilling results and the discovery of a new deposit, Perseus released a Feasibility Study ('FS') in November 2010 that confirmed the financial and technical viability of the project that would utilise a 1.6Mtpa processing plant.

In September 2011, Perseus lodged an Environmental and Social Impact Assessment with Ivorian authorities, and awarded a design contract to GR Engineering Services Pty Ltd for the processing facility at the SGM. Perseus also announced the granting of an EP in August 2012. It was then expected that first gold pour would be delayed until 2014, as the company was to formulate an updated mine plan and perform significant additional drilling. Further development of the SGM was put on hold in December 2012 as legislation for a new mining profits super tax was in the process of being passed into law. Perseus decided not to commit to the development until a financing plan had been finalised amidst the changing conditions. Perseus announced the resumption of operations at the SGM in March 2014 as the Ivorian government granted the company a two year extension on the completion of development at the SGM, and a new mining code was introduced providing stability for mining projects in Côte d'Ivoire.

Perseus announced the results of its Revised Feasibility Study ('RFS') in April 2015 that revealed an estimated 385,000oz of gold production over a 5.25 year life-of-mine and reconfirmed that technical and economic feasibility of the SGM. Full scale development would begin in the June quarter of 2016 as Perseus believed the project would materially add to the value of the company. Perseus secured a US\$40 million debt facility from Macquarie Bank in March 2017 to fund the development of the SGM.

Perseus announced the pour of its first gold at the SGM in January 2018 after approximately 2.3 million labour hours had been expended on the project. Perseus commenced commercial production at the SGM in April 2018 before releasing an updated resources, reserves and life of mine plan that estimated an average of 78,000oz gold to be produced per annum over the remaining 4.6 year life-of-mine. The 4.6 year LOM includes the Fimbiasso deposit which is still at the permitting stage. Full-scale production continues at the SGM, with the mine having produced over 137,000oz of gold throughout production. Further exploration drilling results at the SGM and the nearby Fimbiasso deposit have the potential to extend the remaining life-of-mine.

Yaouré Gold Project

The Yaouré Gold Project ('Yaouré Project') is located 40kms northwest from Yamoussoukro in the eastern half of the Bouflé Greenstone Belt in central Côte d'Ivoire. Perseus holds a 90% interest in the project company, Perseus Mining Yaouré SA, with the remaining 10% of the company held by the Ivorian government. Perseus acquired this in April 2016 when it took over Amara Mining plc ('Amara Mining')

through a scheme of arrangement worth approximately US\$95 million. The remaining 10% interest is held by the government of Côte d'Ivoire. The Yaouré Project comprises a 53km² area, where gold mineralisation has been divided into two main zones, known as the CMA Zone and the Yaouré Zone.

The initial stage of exploration of the Yaouré Project was the assessment of the previous work conducted by Amara Mining in order to prepare for the DFS, which was contingent on the completion of a 42km drilling program. Perseus announced the extension of their two exploration permits at the Yaouré Project for a two year period from December 2016, which preceded positive drilling results at both the CMA and Yaouré zones. Perseus completed the DFS in November 2017, which indicated an 8.5 year life-of-mine and confirmed the high quality and robustness of the gold project.

In January 2018, Perseus lodged an application for an EP at the Yaouré Project in preparation for the commencement of a rapid ramp up to full-scale construction activities. Following further drilling and exploration at the project, Perseus announced that a Value Engineering Assessment ('VEA') and a Front End Engineering and Design ('FEED') study had been completed in October 2018. The studies confirmed the cost and revenue estimates of Perseus' third gold mine. The FEED study was completed by Lycopodium Minerals Pty Ltd and focussed on the design of the processing plant and infrastructure to enable a detailed capital cost to be prepared with an accuracy of 10%.

Perseus announced the finalisation of its financing plan for the Yaouré Project via a corporate debt facility provided by Macquarie Bank, Nedbank Limited and Société Générale. The terms of the facility were an interest payable of LIBOR plus a margin dependent on the company's leverage ratio. Shortly after securing financing, Perseus received the EP's to develop the Yaouré Project, and announced the commencement of development in May 2019. During December quarter 2019, Perseus awarded a mining services contract to EPSA Internacional SA and signed a mining convention with the government of Côte d'Ivoire, guaranteeing the fiscal stability of the project for 12 years initially with provision for extension.

At the end of the March quarter 2020, 52% of overall development of the project had been completed after significantly progress was made throughout the quarter. It is noted that there may be delays regarding the expectation for first gold pour due to COVID-19, however to date, the project has been largely unimpeded by the crisis. It is possible that the 8.5 year life-of-mine may be extended as Perseus continues to explore the project area. Perseus has also demonstrated the potential viability of an underground mining operation to supplement the open pit operation through a scoping study completed in November 2018.

6.3 Recent Corporate Events

On 15 April 2019, Perseus announced it had entered into an underwriting agreement with Canaccord Genuity (Australia) Limited and Hartleys Limited to jointly underwrite the exercise of 102,538,227 Perseus warrants, exercisable at \$0.44 each and expiring on 19 April 2019. Under the agreement, Canaccord and Hartleys guaranteed the exercise of any outstanding warrants not exercised by the owners prior to their expiry. The total proceeds from the agreement was \$55.70 million, which was used to assist financing operations at the Yaouré Project, as well as further exploration and growth activities.

On 9 July 2019, 866,666 performance rights that had been previously issued to employees, vested under the terms of Perseus' performance rights plan, of which 533,333 were subsequently exercised. On 24 February 2020, Perseus announced that a further 75,000 performance rights had vested and were subsequently exercised.

On 8 April 2020, Perseus announced that it had agreed to donate US\$387,000 in both cash and goods to assist its host governments in Ghana and Côte d'Ivoire in their efforts to fight the spread of COVID-19.

Perseus reported no cases of COVID-19 at any of their three operating mines. Supply chains at all three sites remained open, however the movement of local and foreign employees had been impacted by government-imposed travel restrictions.

On 3 July 2020, Perseus issued 2,825,000 ordinary shares pursuant to the exercise of vested performance rights. On 8 July 2020, a further 900,000 ordinary shares were issued pursuant to the exercise of vested performance rights.

6.4 Historical Balance Sheet

Statement of Financial Position	Reviewed as at 31-Dec-19 \$'000	Audited as at 30-Jun-19 \$'000	Audited as at 30-Jun-18 \$'000
CURRENT ASSETS			
Cash and cash equivalents	67,467	125,406	31,166
Receivables	13,193	10,089	21,876
Inventories	121,580	126,899	124,762
Prepayments	7,540	6,080	14,905
Income tax receivable	12,310	-	5,076
TOTAL CURRENT ASSETS	222,090	268,474	197,785
NON-CURRENT ASSETS			
Receivables	4,342	7,162	12,857
Inventories	55,407	24,325	20,061
Financial assets at fair value	397	444	1,400
Right of use assets	2,363	-	24
Property, plant and equipment	551,661	418,712	417,322
Mine properties	193,300	232,761	304,132
Mineral interest acquisition and exploration expenditure	22,306	17,405	9,607
TOTAL NON-CURRENT ASSETS	829,776	700,809	765,403
TOTAL ASSETS	1,051,866	969,283	963,188
CURRENT LIABILITIES			
Payables and provisions	88,056	69,494	100,064
Derivative financial instruments	6,533	8,508	-
Interest bearing liabilities	-	7,831	32,632
Lease liabilities	1,281	-	-
TOTAL CURRENT LIABILITIES	95,870	85,833	132,696
NON-CURRENT LIABILITIES			
Provision	23,380	19,522	18,679
Derivative financial instruments	-	1,603	-
Interest bearing liabilities	71,286	36,996	52,383
Lease liabilities	939	-	-
Deferred tax liability	51,720	41,817	45,116
TOTAL NON-CURRENT LIABILITIES	147,325	99,938	116,178
TOTAL LIABILITIES	243,195	185,771	248,874
NET ASSETS	808,671	783,512	714,314

Statement of Financial Position	Reviewed as at 31-Dec-19 \$'000	Audited as at 30-Jun-19 \$'000	Audited as at 30-Jun-18 \$'000
EQUITY			
Issued capital	776,564	776,564	720,943
Reserves	54,142	61,228	54,485
Accumulated losses	(31,763)	(61,576)	(68,567)
Parent entity interest	798,943	776,216	706,861
Non-controlling interest	9,728	7,296	7,453
TOTAL EQUITY	808,671	783,512	714,314

Source: Perseus' audited financial statements for the years ended 30 June 2019 and 30 June 2018, and reviewed financial statements for the half year ended 31 December 2019.

Commentary on Historical Statement of Financial Position

- Cash and cash equivalents increased from \$31.17 million at 30 June 2018 to \$125.41 million at 30 June 2019. The increase of approximately \$94.24 million was primarily the result of receipts in the course of operations of \$509.10 million, and proceeds from the exercise of warrants of \$55.70 million. This was partially offset by payments to suppliers and employees of \$363.92 million and repayments of borrowings of \$43.85 million. Cash and cash equivalents decreased from \$125.41 million at 30 June 2019 to \$67.47 million at 31 December 2019. The decrease of approximately \$57.94 million was primarily the result of payments to suppliers and employees of \$202.27 million and payments for assets under construction of \$134.64 million. This was partially offset from receipts in the course of operations of \$274.18 million.
- Current inventories at 31 December 2019 relates of stockpiles of ore at cost and at net realisable value (\$22.18 million), gold in circuit at cost (\$9.99 million), bullion on hand at cost (\$38.22 million) and materials and supplies (\$51.19 million).
- Non-current inventories increased from \$24.33 million at 30 June 2019 to \$55.41 million at 31 December 2019. The increase of approximately \$31.08 million is the result of an increase in ore stockpiles at net realisable value.
- Property, plant and equipment increased from \$418.71 million at 30 June 2019 to \$551.66 million at 31 December 2019. The increase of approximately \$132.95 million is primarily the result of additions to assets under construction of \$164.00 million. This was offset by accumulated depreciation for the period of \$29.22 million.
- Mine properties decreased from \$232.76 million at 30 June 2019 to \$193.30 million at 31 December 2019, primarily as a result of amortisation of \$49.19 million. This was partially offset by additions of \$10.12 million.
- Current payables and provisions increased from \$69.49 million at 30 June 2019 to \$88.06 million at 31 December 2019, where the balance primarily comprises trade creditors and accruals, and employee benefits. Trade and other creditors are non-interest bearing and are normally settled on 30-day terms.
- Interest bearing liabilities increased from \$44.83 million at 30 June 2019 to \$71.29 million at 31 December 2019. This was the result of the drawing from a US\$150 million revolving corporate cash advance facility in order to repay a US\$30 million revolving line of credit that was available to the Perseus's Ghanaian subsidiary, and a US\$40 million debt facility that funded the SGM. Funds drawn

down were used to settle the superseding loan facilities, as well as progress the development at the Yaouré Project.

6.5 Historical Statement of Comprehensive Income

Statement of Comprehensive Income	Reviewed for the half year ended 31-Dec-19 \$'000	Audited for the year ended 30-Jun-19 \$'000	Audited for the year ended 30-Jun-18 \$'000
Continuing Operations			
Revenue	274,421	508,646	378,076
Cost of sales	(148,668)	(344,536)	(240,282)
Gross profit before depreciation and amortisation	125,753	164,110	137,794
Depreciation and amortisation relating to gold production	(77,931)	(153,066)	(119,463)
Gross profit from operations	47,822	11,044	18,331
Other income	3,005	3,084	786
Other expenses	(126)	(902)	(3,660)
Administration and other corporate expenses	(11,460)	(16,637)	(12,729)
Foreign exchange gain	6,974	15,537	5,707
Depreciation and amortisation expense	(181)	(191)	(121)
Write-downs and impairment	(208)	(144)	(24,334)
Finance costs	(2,502)	(6,000)	(3,094)
Profit before income tax	43,324	5,791	(19,114)
Income tax (expense) / benefit	(12,914)	1,787	(5,792)
Net profit after income tax	30,410	7,578	(24,906)

Source: Perseus' audited financial statements for the years ended 30 June 2019 and 30 June 2018, and reviewed financial statements for the half year ended 31 December 2019.

Commentary on Historical Statement of Profit or Loss and Other Comprehensive Income

- Revenue for the half year ended 31 December 2019 of \$274.42 million is primarily the result of revenue from the EGM of \$183.04 million, and revenue from the SGM of \$91.38 million. Revenue for the half year ended 31 December 2019 is marginally lower than reported revenue for the half year ended 31 December 2018, primarily due to decreased revenue at the EGM of \$17.32 million.
- Depreciation and amortisation relating to gold production at 31 December 2019 relates to the amortisation of stripping asset of \$13.25 million, and other depreciation and amortisation of \$64.86 million. Depreciation and amortisation relating to gold production increased from 30 June 2018 to 30 June 2019 by \$33.60 million.
- Foreign exchange gain for the half year ended 31 December 2019 relates to foreign exchange gain on translation of inter-company loans, on translation of VAT receivable and on other translations. Foreign exchange gain decreased by approximately \$9.43 million in the half year ended 31 December 2019 compared to the half year ended 31 December 2018. This was the result of a decline in foreign exchange gain on translation of inter-company loans of \$15.96 million.
- Finance costs of \$2.50 million for the half year ended 31 December 2019 relates to interest and finance charges.

6.6 Capital Structure

The share structure of Perseus as at 15 July 2020 is outlined below:

	Number
Total ordinary shares on issue	1,171,780,480
Top 20 shareholders	1,039,076,723
Top 20 shareholders - % of shares on issue	88.68%

Source: Share Registry Report as at 15 July 2020

The range of shares held in Perseus as at 15 July 2020 is as follows:

Range of Shares Held	Number of Ordinary Shareholders	Number of Ordinary Shares	Percentage of Issued Shares (%)
1 - 1,000	1,633	737,430	0.06%
1,001 - 5,000	1,979	5,465,519	0.47%
5,001 - 10,000	840	6,557,935	0.56%
10,001 - 100,000	1,435	45,841,827	3.91%
100,001 - and over	245	1,113,177,769	95.00%
TOTAL	6,132	-	100%

Source: Share Registry Report as at 15 July 2020

The performance rights on issue by Perseus as at 8 July 2020 is as follows:

Unquoted Securities	Number
Vested Performance Rights converting to fully paid ordinary shares on a 1 for 1 basis on exercise with an expiry date of 30 June 2026	333,333
Vested Performance Rights converting to fully paid ordinary shares on a 1 for 1 basis on exercise with an expiry date of 30 June 2025	6,591,668
Performance Rights converting to fully paid ordinary shares on a 1 for 1 basis on satisfaction of specified conditions, with a vesting and measurement period ending 31 December 2021	12,191,666
Performance Rights converting to fully paid ordinary shares on a 1 for 1 basis on satisfaction of specified conditions, with a vesting and measurement period ending 30 June 2022	11,205,200
TOTAL	30,321,867

Source: Appendix 2A – 8 July 2020

As at the date of this report there are no options on issue in Perseus.

7. Economic analysis

In the following section, we set out an analysis of the current economic conditions in Ghana and Cote d'Ivoire, the countries that Exore and Perseus currently operate, as well Australia, and consider the implications for Exore.

7.1 Ghana

Overview

Ghana has a market-based economy with an abundance of resources and relatively few policy barriers to trade and investment. Although Ghana is historically known as one of the world's largest cocoa producers, recent growth has been buoyed by other commodities including oil and gold.

Ghana's economy has been strengthened over the last 20 years mainly by sound management under a multi-party system, a competitive business environment and sustained reduction in poverty levels, although the country has faced challenges stemming from loose fiscal policy and high budget deficits.

The outbreak of COVID-19 in early 2020 has clouded the near term outlook for the Ghanaian economy. As a result, economic growth is slowing, the exchange rate is under pressure and financial conditions are tightening. The Bank of Ghana ('BoG') predicts that the pandemic will transmit to the economy through several channels including lowered global oil demand, export restrictions and reductions in domestic demand.

Domestic Growth

After a period of slow growth from 2014 to 2016, real gross domestic product ('GDP') growth recovered to 8.5% in 2017 and 6.3% in 2018, driven mainly by the oil sector. In 2019, real GDP growth was estimated by the African Development Bank Group ('AFDB') to be 7.1%. High growth momentum since 2017 has consistently placed the economy among Africa's 10 fastest-growing economies. However, the outbreak of COVID-19 has disrupted this high growth trend, with declines in GDP growth expected for 2020.

An initial assessment by the BoG indicates negative impacts on exports, imports, taxes and foreign exchange receipts, which will cumulate to a decline in GDP growth to 5.0% in the base line scenario, down from 6.8% expected prior to the outbreak. Should the global recession be more severe than the base case, the BoG predicts that GDP growth could fall to 2.5%, as a result of lower crude oil prices, reduced tourism and reduced domestic economic activity due to social distancing. Reduced global demand for oil could also significantly impact Ghana's foreign inflows and tax revenues.

The likelihood of export restrictions from advanced economies could also come at a significant cost to the Ghanaian economy, with the BoG expecting negative impacts to inputs in domestic production channels.

Monetary Policy

The main objectives of the BoG when conducting Monetary Policy ('MP') are price stability and creating an enabling environment for sustained economic growth. Within the context, price stability is defined with a medium-term inflationary target of 6% to 10%. Other objectives include maintaining a sound financial sector and payment system. The primary tool of MP used by the BoG is the Monetary Policy Rate ('MPR') which is assessed on a bimonthly basis.

Given the circumstances surrounding COVID-19 and the adverse economic impacts, the BoG lowered the MPR by 150 base points in March 2020, to 14.5%. Further to this, the BoG announced other macroeconomic

policies to ease liquidity conditions and allow banks to provide financial support to the economy. This involved the easing of reserve requirements and capital adequacy ratios.

Economic Relief

On 13 April 2020 the Executive Board of the International Monetary Fund ('IMF') approved the disbursement of US\$1 billion, to be drawn under the Rapid Credit Facility ('RCF'). The funding will help assist the country's financial needs, and support the economy through lowered government revenues and high spending related to the pandemic. With Ghana continuing to be classified at high risk of debt distress, the IMF stated that it will continue to monitor Ghana's situation and is ready to provide policy advice and further support should it be needed.

Inflation and Employment

Headline inflation was approximately 7.8% in February 2020, remaining unchanged since the previous month. This was supported by declines in non-food inflation, including declines in transport and utility sub-categories, and slight increases in food inflation. COVID-19 has not appeared to have had a significant impact on headline inflation, projected to remain within the mid-term target band of 6% to 10%, over the forecast period to 2022.

Agriculture remains the main employer of labour, representing 33.5% of the working population in 2019, however, the slowing of growth in agriculture in recent years has resulted in a movement of labour to mostly informal services in urban areas. This has resulted in Ghana having a relatively high employment rate with low-quality jobs. Whilst it is likely that COVID-19 has negatively affected employment, the extent is not yet known.

Mining Codes

The Minerals and Mining Act, 2015 and the Minerals Commission Act, 1993 (collectively the 'Mining Codes') are the principal enactments setting out the framework of mining law.

Under the Mining Codes, revenue generated from mining operations are subject to a 5% royalty fee while profits from mining operations are subject to a mineral income tax rate of 35%.

The Ghanaian government is also entitled to a 10% free carried interest in any mineral operations in respect of mineral rights held in Ghana, however, this applies mainly to producing mines. Additionally, the Ghanaian government may elect to acquire additional interest in a mining company for the purposes of having the power to veto decisions in relation to the liquidation of the company or the disposal of material assets.

Source: The World Bank, IMF, African Development Bank Group and Bank of Ghana Monetary Policy Report March 2020.

7.2 Côte d'Ivoire

Overview

Côte d'Ivoire is the largest West African economy and the largest member of the West African Economic and Monetary Union ('WAEMU'). The economy is the world's top exporter of cocoa and raw cashew nuts, as well as being a net exporter of oil, with a large manufacturing sector. It is heavily dependent on agriculture and other related industries which employ approximately two thirds of the working population. This leaves the economy highly susceptible to fluctuations in climate conditions and commodity prices.

Domestic Growth

Côte d'Ivoire has regained stability following the 2010-2011 post-electoral war, with average GDP growth of 8% per year since 2011, making it one of the fastest growing economies in the world. GDP growth was approximately 7.4% in 2018 and 2019, with the African Development Bank Group ('ADBG') predicting growth of around 7% for 2020 and 2021, assuming favourable weather conditions and terms of trade. The country is facing the challenge of strong economic growth whilst aiming to make growth more inclusive, with those living in poverty accounting for approximately 46.3% of the 2018 population.

Cacao farming forms approximately 15% of GDP and 38% of exports, with market prices said to be favourable for the 2019-2020 harvest. In 2019 governments of Côte d'Ivoire and Ghana, implemented a minimum price of \$2,600 per tonne to increase the price paid to Cacao bean farmers. The Cacao and agriculture sectors are likely to benefit from private investment growth in the coming years, through leveraging technology to increase yields, setting up traceability systems to offer consumers a guarantee of responsible cocoa and developing the local processing industry.

However, the high levels of growth have been disrupted due to the outbreak of COVID-19. Whilst the effects on GDP growth are not yet known, the IMF expects that the country will face significant negative impacts. This is largely due to a slowdown in activity among trade partners, declines in investor confidence and adverse economic impacts of containment measures put in place to prevent the spread of the virus.

Economic Relief

On 17 April 2020 the Executive Board of the IMF approved the disbursement of US\$886.2 million under the RCF and Rapid Financing Instrument ('RFI'). The funding will help assist the country through adverse fiscal pressures and balance of payment needs, resulting from the pandemic. The funding is also expected to lead to additional funding from other development partners.

Economic Indicators and outlook

The country's annual inflation rate at April 2020 was 2.3%, a decrease from 2.6% the prior month. This decline was likely due the pandemic with prices for transport, health, recreation and culture all seeing monthly declines.

The COVID-19 pandemic is expected to have considerable impacts on the economy in the coming months with strong fiscal and social policies implemented to mitigate the impacts of the pandemic. The country has adopted a health plan and numerous economic measures to support the incomes of the most vulnerable segments of the economy through agricultural input support, expanded cash transfers, support packages to hard-hit sectors and firms as well as support for public entities in the transport and port sectors, to allow for continuous supply chains.

Whilst the economy is part of a regional agreement preventing fiscal deficits from falling below 3%, its budget deficit has been widened in order to provide expenditure to support the economy through the changing circumstances. Once the pandemic is contained the economy is expected to return to its pre-crisis path.

Source: The World Bank, IMF, African Development Bank Group

7.3 Australia

Overview

The Australian economy grew at 2% over 2019. The Reserve Bank of Australia ('RBA') had been predicting growth of approximately 2.75% for 2020, based on low interest rates, lower exchange rates, a rise in mining investment, high levels of spending on infrastructure and an expected recovery in residential construction. However, as a result of the COVID-19 outbreak, and the Australian bushfires, this momentum has been significantly disrupted.

COVID-19 has had a significant impact on the Australian economy and financial system, along with creating considerable volatility in financial markets. Equity prices experienced sharp declines and the yield on government bonds reached historic lows in March 2020. Measures taken by the Australian government and the RBA have improved stability in equity and bond markets over recent months.

Government Policies

The Government has introduced stimulus measures totalling \$320 billion, the first of which was announced on 12 March 2020, when the federal government introduced a \$17.6 billion stimulus package to provide short-term support to the economy. On 19 March 2020, the RBA announced it would implement further measures including focusing on lowering the cash rate and reducing 3-year government bond yields to 0.25%.

Since the targets were introduced, the RBA has purchased approximately \$50 billion worth of Government bonds in the secondary market. The RBA has now scaled back the size and frequency of purchases, as its target yield of 0.25% has been achieved, but it will continue to monitor the situation and use this as a mechanism to maintain the yield target, which will remain in place until progress is being made towards the goals of full employment and medium term inflation between 2% and 3%.

Further stimulus measures including the \$130 billion Jobkeeper Payment Scheme and \$680 million Homebuilder Program were announced on 30 March 2020 and 4 June 2020, respectively.

Outlook

There is considerable uncertainty for the near term outlook of the Australian economy with outcome depending on the success of efforts to contain the virus as well as the time frame for social distancing measures currently in place. A large economic contraction is expected for the June quarter and the unemployment rate is expected to increase to its highest level in years, with the current economic conditions suggesting that Australia is experiencing its largest economic contraction since the 1930s.

Whilst uncertainty exists, the RBA is predicting that the downturn will be less than earlier predicted, with the rate of infections declining, and some restrictions being eased earlier than previously suggested. There has been an increase in retail spending in response to the easing of restriction, however a potential second wave in Victoria places further uncertainty on the economy's recovery.

Economic Indicators

At its May Board meeting, the RBA considered a range of scenarios due to the current economic uncertainty. In its baseline scenario it forecast that output would fall by 10% in the first half of 2020 and by 6% over the year as a whole. Once COVID-19 is contained, the RBA expects the Australian economy to recover and return to an improving trend, with output growth of 6% expected for 2021.

Consumer Price Index ('CPI') inflation was 1.8% over 2019 and underlying inflation slightly lower. This is below the RBA's mid-term target of 2% to 3%. During the March quarter CPI inflation rose to 2.2% and remains at that value in early July. Inflation is expected to turn negative in the June quarter. Domestic inflationary pressures will depend on the long-term impacts of COVID-19, how fast the economy recovers from weaknesses over the past year and how business and household expectations of inflation change. The RBA's baseline scenario predicts inflation to fall to between 1% and 1.5% in 2021, before gradually increasing thereafter.

The unemployment rate increased to 5.3% in January 2020 after remaining stable around 5.25% since April 2019. The rate subsequently reduced to 5.2% in February 2020 before increasing to 6.2% in late June. The outbreak of COVID-19 is expected to delay the progress in Australia towards its full employment target, with the RBA's baseline scenario predicting unemployment of approximately 10% in the coming months, before falling to around 7% by year end. Since March more than 800,000 people have lost their jobs, with total hours worked declining by 9% in April alone. There are signs to suggest that hours worked stabilized in May and June, following this large decline.

The Australian dollar has been depreciating against the United States Dollar since late 2018, but reached lows not seen since 2002 in early March, before recovering again in April and May. The decline in Australian interest rates relative to other advanced economies, along with lower commodity prices contributed to this depreciation.

Source: www.rba.gov.au Statement by Glenn Stevens, Governor: Monetary Policy Decision 7 July 2020, 2 June 2020, 5 May 2020, 7 April 2020 and 19 March 2020, www.abs.gov.au Consumer Price Index March 2020.

8. Industry analysis

Exore operates as a gold explorer and developer. As such we will discuss the major drivers of the Gold industry below.

8.1 Gold Industry

Gold is a soft malleable metal which is highly desirable due to its rarity, permanence, and unique mineral properties. Gold has been used in jewellery and as a form of currency for thousands of years, however in more recent history there has been increasing demand for its use in the manufacture of electronics, dentistry, medicine and aerospace technology.

In addition to its practical applications, gold also serves as an international store of monetary value. Gold is widely regarded as a monetary asset as it is considered less volatile than world currencies and therefore provides a safe haven investment during periods of economic uncertainty.

Once mined, gold continues to exist indefinitely and is often melted down and recycled to produce alternative or replacement products. Consequently, demand for gold is supported by both gold ore mining and gold recycling. A summary of the recent historical supply of gold is provided in the table below:

Gold supply (tonnes)	2011	2012	2013	2014	2015	2016	2017	2018	2019	Q1'20
Mine production	2,857	2,929	3,110	3,206	3,313	3,427	3,457	3,529	3,480	796
Net producer hedging	23	(45)	(28)	105	13	38	(26)	(12)	21	(10)
Recycled gold	1,651	1,671	1,248	1,188	1,121	1,282	1,156	1,178	1,312	280
Total supply	4,531	4,555	4,330	4,499	4,447	4,747	4,587	4,695	4,813	1,066

Source: World Gold Council Quarter 1 2020 Statistics, 30 April 2020

Historically, the price of gold is negatively correlated to the prices of other asset classes during times of uncertainty and financial crises. Due to the recent coronavirus outbreak sparking uncertainty, the price of gold has rallied as investors demand the high liquidity that gold provides. This increase in the price of gold will positively impact gold producers if this uncertainty prevails.

The World Gold Council expects that the interplay between financial uncertainty, lower interest rates, weakening in global economic growth and gold price volatility will continue to drive gold demand in 2020.

The gold ore mining industry has performed steadily in recent years, with growth driven by price increases and slow economic growth. However, gold mine production was 1.3% lower than in 2018, the first annual decline in production since 2008. This decline can be mainly attributed to China's fall in mine output by 6% due to strict environmental restrictions that have come into force in recent years.

Key external drivers

Global gold prices have a significant impact on the revenue generated by industry operators. When gold prices are low, gold miners are less likely to commit to projects with lower gold grades and higher production costs. Ultimately, a decline in gold prices reduces the viability of new and existing projects, which hinders industry growth.

The global gold price is denominated in US dollars and therefore, the exchange rate directly affects the returns received by local industry operators. A weaker Australian Dollar benefits the domestic industry by reducing prices in export markets and pushing up domestic prices, likely resulting in higher volumes.

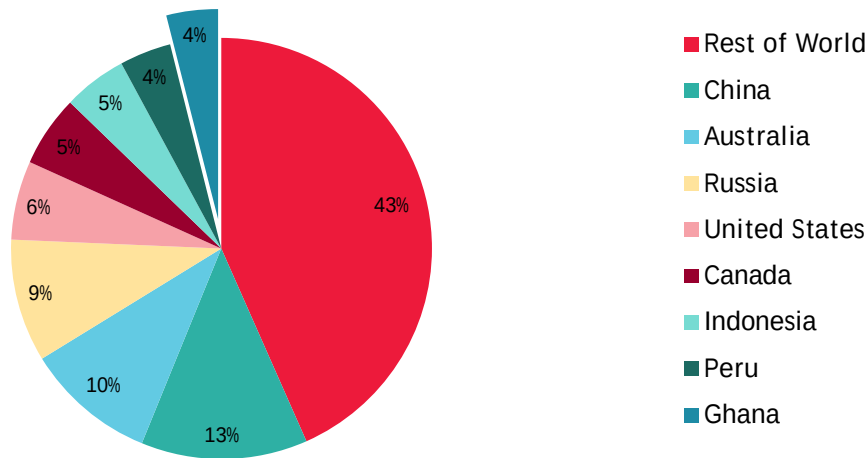
Global demand for gold is also inversely related to global economic performance. As gold is regarded as a store of value and is particularly sought after during periods of economic uncertainty, demand follows a counter cyclical pattern. Strong global GDP growth can therefore have a negative impact on gold demand and the industry. The recent rally in gold prices, which saw it reach a six-year high in US dollar terms during September 2019, is partly a reflection of ongoing easing of global monetary policies but also of continued geopolitical uncertainty, particularly around the US-China trade negotiations and more recently the outbreak of COVID-19.

Gold ore mining trends

Gold ore mining is a capital intensive and high cost process, which is becoming increasingly difficult and more expensive as the quality of ore reserves diminishes. The industry also incurs many indirect costs related to exploration, royalties, overheads, marketing and native title law. Typically, many of these costs are fixed in the short term as a result of industry operators' inability to significantly alter cost structures once a mine commences production.

Until the late 1980s, South Africa produced approximately half of the total gold ore mined globally. More recently however, the industry has diversified geographically and China and Australia now dominate global gold production. According to the United States Geological Survey, total estimated global gold ore mined for 2019 was approximately 3,287 metric tonnes. In 2019 Ghana accounted for approximately 4% of world production, the second largest producer in Africa. The chart below illustrates the estimated global gold production by country for 2019.

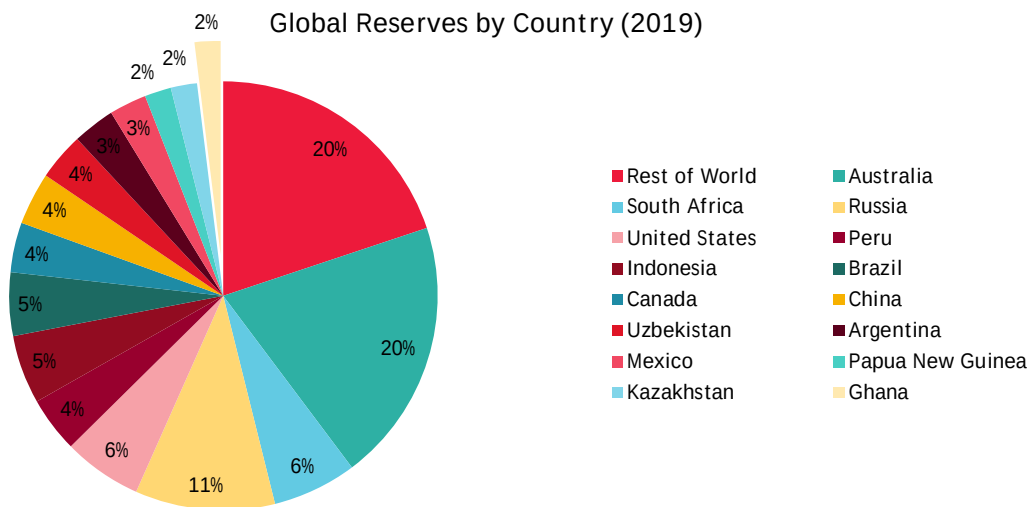
Global Production by Country (2019)



Source: U.S. Geological Survey

Despite China leading global gold production in 2019, Australia, South Africa and Russia hold the largest known gold reserves globally. As depicted below, the United States Geological Survey estimates that collectively these three countries account for approximately 37% of global gold reserves.

Global Reserves by Country (2019)



Source: U.S. Geological Survey

Gold prices

The price of gold peaked at US\$1,900 on 5 September 2011, due largely to the debt market crisis in Europe and the Standard and Poor's downgrade of the US credit rating. Global stock markets subsequently went into turmoil, which saw investors opt for the stability offered by gold.

The price of gold fluctuated around US\$1,700 during 2012 before entering a steep decline in 2013. The downturn represented the beginning of a correction in the price of gold, which had almost tripled in the two-year period prior to the European crisis in 2011. Improved market sentiment and increased risk

appetite from investors saw gold prices continue to decline throughout 2014 and 2015 to US\$1,051 in December 2015.

During 2016, gold prices strengthened, likely as a result of heightened uncertainty surrounding the US Presidential election and the United Kingdom's exit from the European Union. The price of gold reached US\$1,363 in late 2016 before stabilising around US\$1,200 to US\$1,300 throughout 2017.

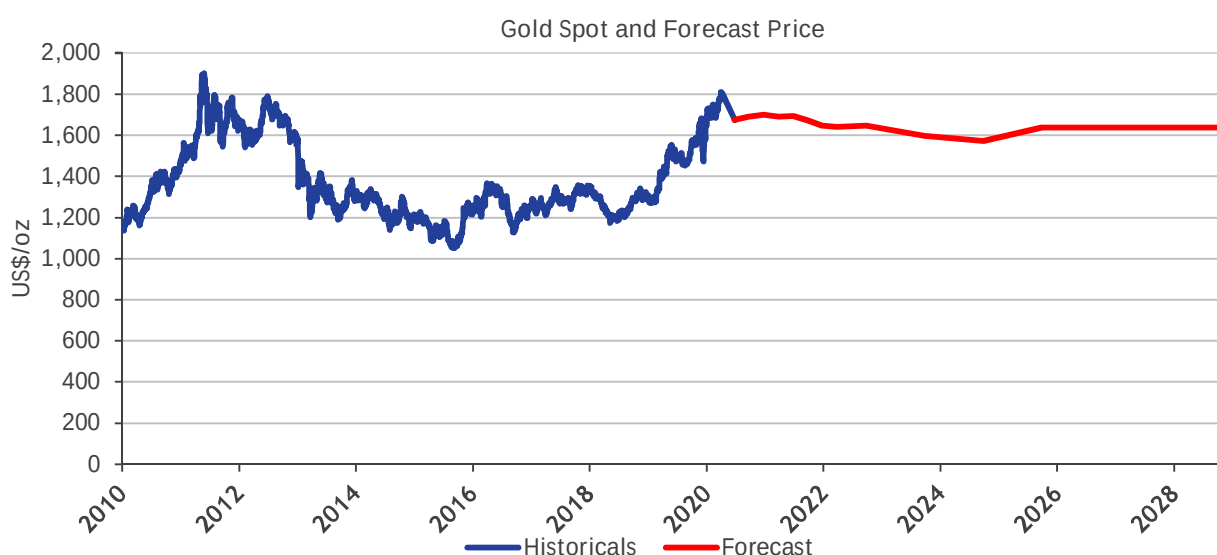
The gold price fluctuated throughout 2018. In January 2018, the gold price strengthened, rising to approximately US\$1,360, spurred on by a weak US dollar. From April 2018 through to August 2018, the price of gold trended downwards. Prices remained flat through August and September of 2018, before increasing in October and November of 2018.

The price of gold reached US\$1,341 in February 2019, before declining to US\$1,270 in May 2019. On 25 June 2019, the US dollar gold price reached a 17-month high of US\$1,423. The rise in the US dollar gold price, coupled with a weak Australian dollar, saw the Australian dollar spot price of gold reach an all-time high of \$2,046 per oz. In August 2019, the gold price rallied past US\$1,500 reaching six year highs. Demand for gold was primarily driven by investors looking to avoid US-China trade war uncertainties, while civil unrest in Hong Kong further spurred investors to abandon riskier asset classes for safe haven assets. The gold price continued to remain around US\$1,500 throughout October 2019, although it dipped slightly to US\$1,465 in mid-November 2019.

Gold prices have increased in the first quarter of 2020 in reaction to the uncertainty created by the global spread of COVID-19, as investors move to safe haven assets, reaching a high of US\$1,809 on 8 July 2020. Global investors are expected to continue to favour gold as a safe haven asset throughout 2020, as higher levels of global risk and uncertainty persist.

According to Consensus Economics forecasts, the price of gold will continue to remain at its current high levels with the uncertainty created by the spread of COVID-19 sustaining the demand for gold.

The gold spot price since 2009 and forecast prices through to 2029 are depicted in the graph below.



Source: Bloomberg and Consensus Economics

9. Valuation approach adopted

There are a number of methodologies which can be used to value a business or the shares in a company. The principal methodologies which can be used are as follows:

- Capitalisation of future maintainable earnings ('FME')
- Discounted cash flow ('DCF')
- Quoted market price basis ('QMP')
- Net asset value ('NAV')
- Market based assessments:
 - o Comparable transactions method: The transaction multiples are derived using actual market transactions, comparing the deal value to the resource acquired; and
 - o Comparable resource trading multiples: Using listed companies to derive a resource multiple based on the enterprise value relative to the most recently announced resource.

A summary of each of these methodologies is outlined in Appendix 2.

Different methodologies are appropriate in valuing particular companies, based on the individual circumstances of that company and available information.

9.1 Valuation of an Exore share prior to the Scheme announcement

In our assessment of the value of Exore shares we have chosen to employ the following methodologies:

- NAV on a going concern basis as our primary valuation methodology; and
- QMP as our secondary methodology as this represents the value that a shareholder can receive for a share if sold on the market.

We have chosen these methodologies for the following reasons:

- Exore's Bagoë, Liberty, Tengela and Sepeda projects ('Exore Mineral Assets') do not currently generate any income, nor are there any historical profits that could be used to represent future earnings, so the FME approach is not appropriate;
- Exore currently has no foreseeable net cash inflows, so the application of the DCF valuation approach is not appropriate;
- Consequently, we have adopted the NAV approach as our primary valuation method. Exore Mineral Assets are not producing assets and no revenue or cash flows are currently generated by these assets. Therefore we consider that the NAV approach is best suited for the valuation; and
- We have adopted QMP as our secondary approach. The QMP basis is a relevant methodology to consider because Exore's shares are listed on the ASX. This means there is a regulated and observable market where Exore shares can be traded. However, in order for the QMP methodology to be considered appropriate, the Company's shares should be liquid and the market should be fully informed of the Company's activities.

Independent specialist valuation

In valuing the Exore Mineral Assets as part of our NAV valuation, we have relied on the independent specialist valuation performed by CSA Global Mining Industry Consultants ('CSA'). We are satisfied with the valuation methodologies adopted by CSA which we believe are in accordance with industry practice and compliant with the requirements of the Valmin Code. A copy of CSA's valuation report is attached at Appendix 3.

9.2 Valuation of Perseus shares offered as consideration for the Scheme

As detailed in the SID, the consideration offered for every share held in Exore is 0.07819 shares in Perseus.

When assessing non-cash consideration in control transactions, RG 111.31 suggests that a comparison should be made between the value of the securities being offered (allowing for a minority discount) and the value of the target entity's securities, assuming 100% of the securities are available for sale. This comparison reflects the fact that:

- (a) the acquirer is obtaining or increasing control of the target; and
- (b) the security holders in the target will be receiving scrip constituting minority interests in the combined entity.

Under RG 111.34 it is noted that if, in a scrip bid, the target is likely to become a controlled entity of the bidder, the bidder's securities can also be valued using a notionally combined entity. However, it should still be noted that the accepting holders are likely to hold minority interests in that combined entity. If the Scheme is successful, Exore is to become a controlled entity of Perseus. Shareholders will hold approximately 3.92% of the issued shares in Perseus, representing a minority interest.

Therefore, in our assessment of the value of Scheme Consideration, we have considered the value of a share in Perseus, on a minority basis.

In our assessment of the value of the shares to be issued in Perseus, we have chosen to employ the following methodologies:

- QMP of Perseus following the announcement of the Scheme as our primary approach, as this represents the value, on a minority basis, that a Shareholder can receive for a share in the Perseus if sold on the market.
- Resource multiple as our secondary check, as trading resource multiples are based on enterprise values derived from share prices, which is reflective of a minority interest.

We have chosen these methodologies for the following reasons:

- The value of Perseus shares following the announcement of the Scheme effectively represents the value of a share in the Proposed Merged Entity, assuming the Scheme is successful. We consider the QMP methodology to be relevant given Perseus shares are listed on the ASX and TSX, which represent regulated and observable markets where the shares can be traded. In order for the QMP methodology to be considered appropriate, the company's shares should be liquid and the market should be fully informed as to its activities. RG 111.32 suggests that if we use the quoted market price of securities to value the offered consideration, then we must consider and comment on:
 - o the depth of the market for those securities;
 - o the volatility of the market price; and
 - o whether or not the market value is likely to represent the value if the takeover bid is successful.
- We have adopted a resource multiple as a secondary check of our valuation, as the value of Proposed Merged Entity is in the portfolio of mineral assets it holds, which are almost exclusively gold assets. Additionally, Resource multiples are calculated based on an enterprise value derived from share prices, which are reflective of the minority interest Shareholders will hold if the Scheme is approved. A comparable transactions market-based approach would include a premium for control, which is not representative of the Shareholder interests if the Scheme is approved.

We have considered these factors in section 12 of our Report.

10. Valuation of Exore Shares

10.1 Net Asset Valuation of Exore

The value of Exore assets on a going concern basis is reflected in our valuation below:

Statement of Financial Position	Ref	Reviewed as at			
		31-Dec-19	Low value	Preferred value	High value
		\$	\$	\$	\$
CURRENT ASSETS					
Cash and cash equivalents	a	14,437,100	5,478,137	5,478,137	5,478,137
Trade and other receivables		125,450	125,450	125,450	125,450
Other current assets		155,238	155,238	155,238	155,238
TOTAL CURRENT ASSETS		14,717,788	5,758,825	5,758,825	5,758,825
NON-CURRENT ASSETS					
Plant and equipment		181,654	181,654	181,654	181,654
Exploration and evaluation expenditure	b	4,924,591	14,700,000	37,100,000	60,900,000
TOTAL NON-CURRENT ASSETS		5,106,245	14,881,654	37,281,654	61,081,654
TOTAL ASSETS		19,824,033	20,640,479	43,040,479	66,840,479
CURRENT LIABILITIES					
Trade and other payables	c	511,682	511,682	511,682	511,682
Provisions		28,437	28,437	28,437	28,437
TOTAL CURRENT LIABILITIES		540,119	540,119	540,119	540,119
NON-CURRENT LIABILITIES					
Provisions		3,808	3,808	3,808	3,808
TOTAL NON-CURRENT LIABILITIES		3,808	3,808	3,808	3,808
TOTAL LIABILITIES		543,927	543,927	543,927	543,927
NET ASSETS		19,280,106	20,096,552	42,496,552	66,296,552
Shares on issue (number)			609,972,772	609,972,772	609,972,772
Value per share (\$)			\$0.033	\$0.070	\$0.109

Source: BDO analysis

We have been advised that there has not been a significant change in the net assets of Exore since 31 December 2019, other than the adjustments noted below.

a) Cash and cash equivalents

Management has provided us with the unaudited management accounts of Exore for the period ended 31 May 2020. We have adjusted the reviewed cash and cash equivalents balance at 31 December 2019 to the balance at 31 May 2020, then further subtracted the payment USD 4.5 million payment required for the remaining interests in the Bago and Liberty project. We have verified by obtaining bank statements to support this balance. Our calculation is summarised in the table below.

Cash and cash equivalents balance	
Balance per 31 May 2020 management accounts	11,923,282
USD:AUD exchange rate	0.6982
Payment for Apollo's 20% Interest (USD)	4,500,000
Payment for Apollo's 20% Interest (AUD)	6,445,145
Adjusted cash balance at 31 May 2020	5,478,137

Source: CSA – Exore unaudited management accounts at 31 May 2020, Bloomberg, BDO analysis

b) Deferred exploration and evaluation

The book value of exploration and evaluation costs reflects capitalised historical expenditure, we have adjusted this to market value, based on an independent technical assessment. As stated in section 9.1 of our Report, we instructed CSA to provide an independent market valuation of the mineral assets of Exore. For our NAV we have used the range of values set out below for Exore's exploration assets, as assessed by CSA.

The range of values for Exore's exploration asset as assessed by CSA is set out below:

Mineral Asset	Low Value	Preferred Value	High Value
	\$m	\$m	\$m
Bagoe	11.5	31.3	49.0
Liberty	2.8	5.4	10.6
Tengrela	0.3	0.3	1.2
Total	14.7	37.1	60.9

Source: CSA – Independent Technical Specialist's Report – Bagoe, Liberty & Tengrela

Note: the valuation has been compiled to an appropriate level of precision, values may not add up due to rounding

The table above indicates a range of values between \$14.7 million and \$60.9 million, with a preferred value of \$37.1 million.

Further information on the above valuations can be found in CSA's report at Appendix 3 of our Report.

c) Trade and other payables

We have been provided with the unaudited management accounts at 31 May 2020, and supporting schedules for material payables accounts, confirming there has been no material movement since 31 December 2019. As such, we relied on the reviewed balance of trade and other payables at 31 December 2019 in valuing Exore.

10.2 Quoted Market Prices for Exore shares

To provide a comparison to the valuation of Exore in Section 10.1, we have also assessed the quoted market price for an Exore share.

The quoted market value of a company's shares is reflective of a minority interest. A minority interest is an interest in a company that is not significant enough for the holder to have an individual influence in the operations and value of that company.

RG 111.11 suggests that when considering the value of a company's shares for the purposes of a control transaction, the expert should consider a premium for control. An acquirer could be expected to pay a premium for control due to the advantages they will receive should they obtain 100% control of another company. These advantages include the following:

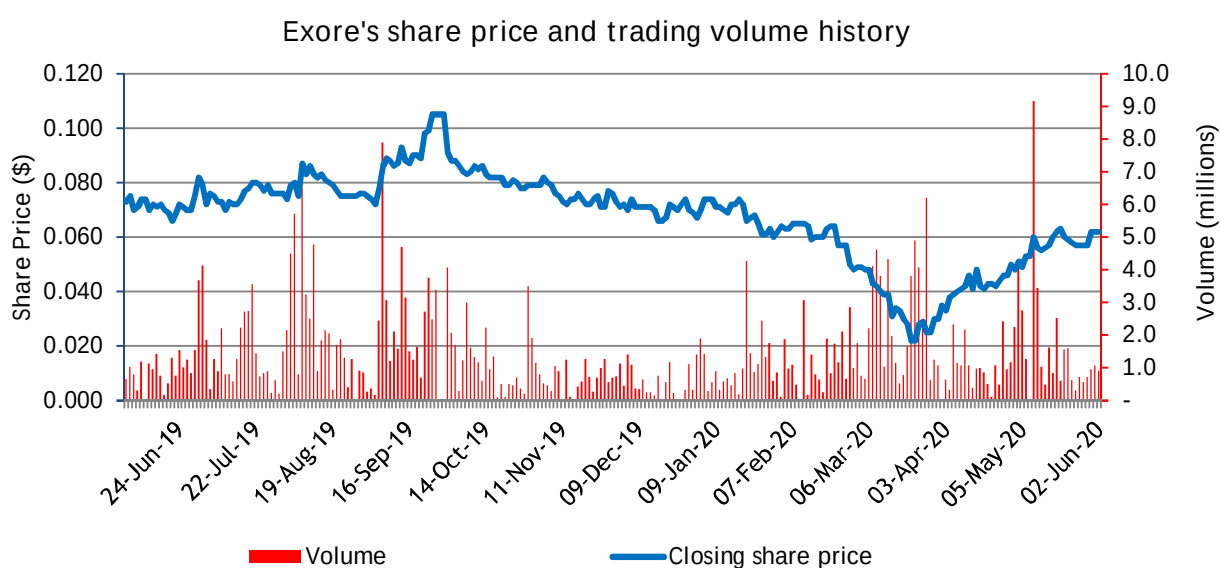
- control over decision making and strategic direction;
- access to underlying cash flows;
- control over dividend policies; and
- access to potential tax losses.

Therefore, our calculation of the quoted market price of an Exore share including a premium for control has been prepared in two parts. The first part is to calculate the quoted market price on a minority interest basis. The second part is to add a premium for control to the minority interest value to arrive at a quoted market price value that includes a premium for control.

Minority interest value

Our analysis of the quoted market price of an Exore share is based on the pricing prior to the announcement of the Scheme. This is because the value of an Exore share after the announcement may include the effects of any change in value as a result of the Scheme. However, we have considered the value of an Exore share following the announcement when we have considered reasonableness in Section 13.4.

Information on the Scheme was announced to the market on 3 June 2020. Therefore, the following chart provides a summary of the share price movement over the 12 months to 2 June 2020 which was the last trading day prior to the announcement.



Source: Bloomberg

The daily price of an Exore share from 3 June 2019 to 2 June 2020 has ranged from a low of \$0.022 on 23 March 2020 and 24 March 2020, to a high of \$0.105 on 24 September 2019 and 25 September 2019. The daily volume of shares traded fluctuated largely over the year. The highest single day of trading over the assessed period was 8 May 2020, when 9,162,897 shares were traded.

During this period a number of announcements were made to the market. The key announcements are set out below:

Date	Announcement	Closing Share Price Following Announcement			Closing Share Price Three Days After Announcement		
		\$ (movement)			\$ (movement)		
08/05/2020	Position on Apollos Minority 20% JV Interest	0.060	▲	13.2%	0.056	▼	6.7%
07/05/2020	AOP:Agrees Terms for \$7M Divestment of Northern Cdl Projects	0.053	►	0.0%	0.055	▲	3.8%
07/05/2020	Trading Halt	0.053	►	0.0%	0.055	▲	3.8%
04/05/2020	Maiden Gold Resource of 530,000 ounces at 2.5g/t	0.051	▲	6.2%	0.053	▲	3.9%
24/04/2020	Quarterly Activities Report & Appendix 5B	0.042	▼	2.3%	0.046	▲	9.5%
07/04/2020	Drilling Identifies New Zone of Mineralisation	0.039	▲	2.6%	0.042	▲	7.7%
24/02/2020	Geophysics and Drilling Demonstrate Antoinette Extensions	0.064	►	0.0%	0.057	▼	10.9%
30/01/2020	Quarterly Activities and Cashflow Report	0.063	▲	3.3%	0.064	▲	1.6%
21/01/2020	Significant High Grade Drill Results at Veronique	0.066	▼	8.3%	0.065	▼	1.5%
19/12/2019	Maiden RC drilling at Veronique delivers 5m @ 12.3g/t Gold	0.072	▲	7.5%	0.072	►	0.0%
31/10/2019	Quarterly Activities and Cashflow Report - 30 September 2019	0.079	►	0.0%	0.080	▲	1.3%
29/10/2019	Cote d'Ivoire Drilling and Metallurgy Update	0.079	▲	1%	0.079	►	0%
30/09/2019	\$10M Institutional Equity Placement	0.091	▼	13%	0.086	▼	5%
26/09/2019	Trading Halt	0.105	►	0%	0.088	▼	16%
26/09/2019	Pause in Trade	0.105	►	0%	0.088	▼	16%
25/09/2019	Shallow High Grade Gold at Veronique 4m @ 76g/t gold	0.105	►	0%	0.091	▼	13%
23/09/2019	Cote d'Ivoire Ground Position Increased 30% to 1,725km ²	0.099	▲	1%	0.105	▲	6%
05/09/2019	Diamond Hole at Veronique Returns High Grade Gold	0.086	▲	10%	0.086	►	0%
04/09/2019	Drilling Extends Oxide Mineralisation at Antoinette	0.078	▲	8%	0.088	▲	13%
19/08/2019	Further Shallow Gold Returned at Veronique	0.079	▼	1%	0.075	▼	5%
05/08/2019	Further High-Grade Oxide Gold at Antoinette	0.080	▲	1%	0.083	▲	4%
31/07/2019	Quarterly Activities and Cashflow Report - 30 June 2019	0.076	►	0%	0.080	▲	5%
17/07/2019	Drilling confirms New Gold Zones at Antoinette	0.077	▲	4%	0.080	▲	4%
01/07/2019	Exceptional Veronique Drill Results incl 20m @ 6.46g/t Gold	0.082	▲	9%	0.076	▼	7%

Source: Bloomberg, BDO analysis

On 8 May 2020, Exore released an announcement stating that the Company had received formal notice that Apollo had accepted an offer from Ibaera Capital Fund LP to acquire Apollo's 20% minority interest JV in Exore's Bagoé and Liberty Projects in the Ivory Coast. On the date of the announcement the share price increased 13.2% to close at \$0.060, before decreasing by 6.7% over the subsequent three-day trading period to close at \$0.056.

On 4 May 2020, Exore released its maiden mineral resource estimate that showed that the total resource for the Company's Bagoé Project was 1.13 million oz. On the date of the announcement the share price increased 6.2% to close at \$0.051, before increasing a further 3.9% over the subsequent three-day trading period to close at \$0.053.

On 24 April 2020, Exore released its March 2019 quarterly activities and cash flow report, which detailed the outcomes of an RC drilling program at the Bagoé Project. On the date of the announcement the share price decreased 2.3% to close at \$0.042, before increasing by 9.5% over the subsequent three-day trading period to close at \$0.046.

On 7 April 2020, Exore released an announcement highlighting the identification of a new zone of mineralisation at the Company's Bagoé Project. On the date of the announcement the share price increased 2.6% to close at \$0.039, before increasing a further 7.7% over the subsequent three-day trading period to close at \$0.042.

On 24 February 2020, Exore released an announcement highlighting drill results from the Antoinette deposit at the Bagoé Project. On the date of the announcement the share price closed unchanged from the previous trading day at \$0.064, before decreasing by 10.9% over the subsequent three-day trading period to close at \$0.057.

On 21 January 2020, Exore released an announcement outlining results from its RC drilling program at the Veronique deposit at the Bagoé Project. On the date of the announcement the share price decreased 8.3% to close at \$0.066, before decreasing a further 1.5% over the subsequent three-day trading period to close at \$0.065.

On 19 December 2019, Exore released an announcement reporting the results from its maiden RC drilling program at the Veronique deposit. On the date of the announcement the share price increased 7.5% to close at \$0.072, and remained unchanged at the end of the subsequent three-day trading period.

On 30 September 2019, Exore announced it had received firm commitments to raise gross equity proceeds of \$10 million at \$0.085 per share via an institutional placement, to fund exploration at the Bagoé and Liberty projects. On the date of the announcement the share price decreased 13.0% to close at \$0.091, before declining a further 5.0% over the subsequent three-day trading period to close at \$0.086.

On 26 September 2019, Exore announced that its securities would be placed in a trading halt at the request of the company, pending the release of an announcement. On the date of the announcement the share price closed unchanged from the previous day of trading at \$0.105, before decreasing by 16.0% over the subsequent three-day trading period to close at \$0.088 on 1 October 2019.

On 25 September 2019, Exore released an announcement outlining the results from a drilling program at the Veronique deposit. On the date of the announcement the share price closed unchanged from the previous day of trading at \$0.105, before decreasing by 13.0% over the subsequent three-day trading period to close at \$0.091.

On 5 September 2019, Exore announced that a diamond drilling program at the Veronique deposit returned high grade gold. On the date of the announcement the share price increased 10.0% to close at \$0.086, and remained unchanged at the end of the subsequent three-day trading period.

On 4 September 2019, Exore released an announcement highlighting drill results at the Antoinette deposit, and that results from the Company's Veronique drilling program were imminent. On the date of the announcement the share price increased 8.0% to close at \$0.078, before increasing a further 13.0% over the subsequent three-day trading period to close at \$0.088.

On 1 July 2019, Exore released an announcement highlighting drill results at the Veronique deposit and that further drilling was to take place. On the date of the announcement the share price increased 9.0% to \$0.082, before declining by 7.0% over the subsequent three-day trading period to close at \$0.076.

To provide further analysis of the market prices for an Exore share, we have also considered the weighted average market price for 10, 30, 60 and 90 day periods to 2 June 2020.

Share Price per unit	02-Jun-20	10 Days	30 Days	60 Days	90 Days
Closing price	\$0.062				
Volume weighted average price (VWAP)		\$0.060	\$0.055	\$0.043	\$0.047
Source: Bloomberg, BDO analysis					

The above weighted average prices are prior to the date of the announcement of the Scheme, to avoid the influence of any increase in price of Exore shares that has occurred since the Scheme was announced.

An analysis of the volume of trading in Exore shares for the twelve months to 2 June 2020 is set out below:

Trading days	Share price low	Share price high	Cumulative volume traded	As a % of Issued capital
1 Day	\$0.061	\$0.062	910,537	0.15%
10 Days	\$0.055	\$0.062	9,015,289	1.53%
30 Days	\$0.041	\$0.065	45,825,486	7.78%
60 Days	\$0.021	\$0.065	105,983,235	17.98%
90 Days	\$0.021	\$0.068	142,523,894	24.18%
180 Days	\$0.021	\$0.105	230,477,639	39.11%
1 Year	\$0.021	\$0.105	355,479,335	60.32%
Source: Bloomberg, BDO analysis				

This table indicates that Exore's shares display a moderate level of liquidity, with 60.32% of the Company's current issued capital being traded in a twelve month period. RG 111.69 states that for the quoted market price methodology to be an appropriate methodology there needs to be a 'liquid and active' market in the shares and allowing for the fact that the quoted price may not reflect their value should 100% of the securities not be available for sale. We consider the following characteristics to be representative of a liquid and active market:

- Regular trading in a company's securities;
- Approximately 1% of a company's securities are traded on a weekly basis;
- The spread of a company's shares must not be so great that a single minority trade can significantly affect the market capitalisation of a company; and
- There are no significant but unexplained movements in share price.

A company's shares should meet all of the above criteria to be considered 'liquid and active', however, failure of a company's securities to exhibit all of the above characteristics does not necessarily mean that the value of its shares cannot be considered relevant.

In the case of Exore, we consider the shares to display a high/moderate level of liquidity, on the basis that 60.32% of the cumulative volume of Exore's securities have been traded over the 12 months prior to 2 June 2020.

Our assessment is that a range of values for Exore shares based on market pricing, after disregarding post announcement pricing, is between \$0.055 and \$0.062.

Control Premium

The quoted market price per share reflects the value to minority interest shareholders. In order to value an Exore share on a control basis, we have added a control premium that is based on our analysis set out below.

We have reviewed control premiums on completed transactions, paid by acquirers of gold companies, general mining companies and all ASX-listed companies. In assessing the appropriate sample of transactions from which to determine an appropriate control premium, we have excluded transactions where an acquirer obtained a controlling interest (20% and above) at a discount (i.e. less than a 0% premium).

We have summarised our findings below:

Gold Companies

Year	Number of Transactions	Average Deal Value (AU\$m)	Average Control Premium (%)
2020	0	0.00	0.00
2019	1	219.99	56.41
2018	3	29.41	52.18
2017	2	13.74	41.04
2016	5	19.15	51.38
2015	4	56.22	53.80
2014	8	123.49	48.94
2013	5	194.82	46.52
2012	6	137.84	57.98
2011	6	871.05	36.42
2010	9	1124.19	52.53

Source: Bloomberg, BDO analysis

General Mining Companies

Year	Number of Transactions	Average Deal Value (AU\$m)	Average Control Premium (%)
2020	2	54.83	45.74
2019	12	143.74	42.83
2018	11	87.76	53.40
2017	5	13.91	35.21

2016	13	59.54	74.92
2015	9	340.82	57.86
2014	16	111.11	47.28
2013	17	117.99	63.99
2012	17	219.10	54.03
2011	21	811.55	37.42
2010	21	555.11	50.61

Source: Bloomberg, BDO analysis

All ASX listed Companies

Year	Number of Transactions	Average Deal Value (AU\$m)	Average Control Premium (%)
2020	7	315.36	39.22
2019	45	3026.62	38.82
2018	44	1126.69	41.66
2017	29	973.72	43.33
2016	42	718.51	49.58
2015	34	828.14	34.10
2014	46	507.34	39.97
2013	41	128.21	50.99
2012	51	481.33	52.19
2011	68	891.85	44.43
2010	53	574.61	44.37

Source: Bloomberg, BDO analysis

The mean and median of the entire data sets comprising control transactions since 2010 for gold companies, general mining companies and all ASX listed companies, respectively, are set out below.

Entire Data Set Metrics	Gold		General Mining		All ASX listed companies	
	Average Deal Value (AU\$m)	Average Control Premium (%)	Average Deal Value (AU\$m)	Average Control Premium (%)	Average Deal Value (AU\$m)	Average Control Premium (%)
Mean	391.16	49.60	300.03	51.91	911.52	44.16
Median	37.80	43.47	44.40	41.57	119.62	34.85

Source: Bloomberg, BDO analysis

In arriving at an appropriate control premium to apply we note that observed control premiums can vary due to the:

- Nature and magnitude of non-operating assets;
- Nature and magnitude of discretionary expenses;
- Perceived quality of existing management;
- Nature and magnitude of business opportunities not currently being exploited;
- Ability to integrate the acquiree into the acquirer's business;
- Level of pre-announcement speculation of the transaction;

- Level of liquidity in the trade of the acquiree's securities.

When performing our control premium analysis, we considered completed transactions where the acquirer held a controlling interest, defined at 20% or above, pre transaction or proceeded to hold a controlling interest post transaction in the target company.

The table above indicates that the long-term average control premium paid by acquires of gold, general companies and all ASX listed companies is approximately 49.60%, 51.91% and 44.16% respectively. However, in assessing the transactions included in the table, we noted transactions that appear to be extreme outliers. These outliers included 4 gold company transactions, 16 general mining company transactions and 32 ASX listed company transactions, for which the announced premium was in excess of 100%. We consider these transactions as outliers, as it is likely that the acquirer in these transactions would be paying for special value and/or synergies in excess of the standard premium for control. Whereas, the purpose of this analysis is to assess the premium that is likely to be paid for control, not specific strategic value to the acquirer.

In a population where there are extreme outliers, the median often represents a superior measure of central tendency compared to the mean. We note that the median announced control premium over the assessed period was approximately 43.47% for gold companies, 41.57% for general mining companies and 34.85% for all ASX listed companies.

Based on the above analysis, we consider an appropriate premium for control to be between 30% and 40%, with a midpoint of 35%.

Quoted market price including control premium

Applying a control premium to Exore's quoted market share price results in the following quoted market price value including a premium for control:

	Low \$	Midpoint \$	High \$
Quoted market price value	0.055	0.059	0.062
Control premium	30%	35%	40%
Quoted market price valuation including a premium for control	0.072	0.080	0.087

Source: BDO analysis

Therefore, our valuation of an Exore share based on the quoted market price method and including a premium for control is between \$0.072 and \$0.087, with a midpoint value of \$0.080.

10.3 Assessment of Exore Value

The results of the valuations performed are summarised in the table below:

	Low \$	Preferred \$	High \$
Net assets value (Section 10.1)	0.033	0.070	0.109
Quoted market prices (Section 10.2)	0.072	0.080	0.087

Source: BDO analysis



We note that the valuation range for an Exore share on a controlling basis derived from our NAV, is greater than the valuation range derived from our QMP analysis, although the QMP supports the higher end of the NAV range.

We have chosen to rely solely on the NAV for the purposes of determining our range for the following reason:

- The core value of Exore lies in the mineral assets that it holds and we have commissioned CSA, an independent technical specialist, to value these assets.

The difference between our NAV and QMP valuation may be explained by the following:

- Our NAV includes an independent valuation of Exore's Mineral Assets, performed by CSA. We note that investors may take a more conservative view to that of the valuation specialists in their assessment of the value of Exore's Mineral Assets. The market value of Exore's Mineral Assets may not be reflected in the Company's QMP.
- Investors may have a different view on equity markets in general, as a result of the uncertainty created by the spread of COVID-19.

Based on the results above we consider the value of an Exore share to be between \$0.033 and \$0.109, with a preferred value of \$0.070.

11. Valuation of Scheme Consideration

11.1 Quoted Market Prices for Perseus shares

As our primary methodology for valuing the Perseus shares offered as consideration under the Scheme, we have assessed the quoted market price of a Perseus share. As noted in section 9.2, we consider the value of a Perseus share following the announcement of the Scheme to be an accurate reflection of the value of the consideration offered for the following reasons:

- it represents the price that a Shareholder can monetise the consideration following acceptance of the Scheme;
- the market price takes into account any change in value perceived to result from the acceptance of the Scheme; and
- there has been sufficient time and information available for the market to assess the Offer.

The quoted market price of a company's shares is reflective of a minority interest. A minority interest is an interest in a company that is not significant enough for the holder to have an individual influence in the operations and value of that company. If Shareholders accept the Scheme, they will become minority shareholders in Perseus.

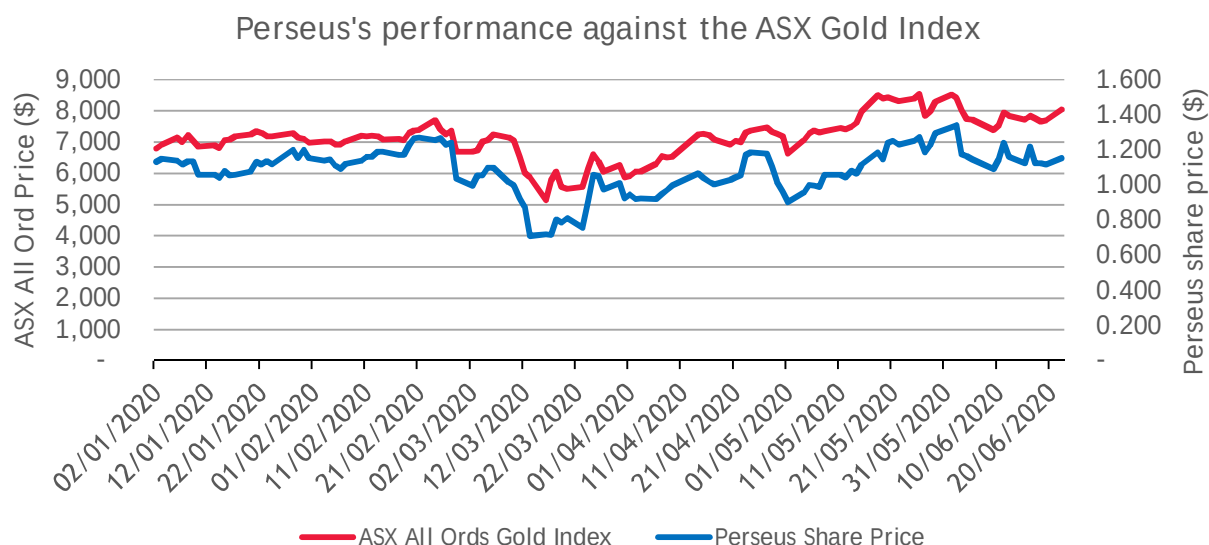
Minority interest value

Our analysis of the quoted market price of a Perseus share is based on the pricing following the announcement, but we have also considered the pre announcement volumes and pricing in order to satisfy ourselves that we can rely on the QMP methodology.

The daily price of Perseus shares traded on the ASX from 3 June 2019 to 11 June 2020 has ranged from a low of \$0.445 on 11 June 2019 to a high of \$1.340 on 02 June 2020. The daily volume of shares traded on the ASX was relatively stable over the year. The highest single day of trading over assessed period was 20 December 2019, when 94,435,376 shares were traded on the ASX.

The daily price of Perseus shares traded on the TSX from 3 June 2019 to 11 June 2020 has ranged from a low of C\$0.415 on 11 June 2019 to a high of C\$1.230 on 1 June 2020. The daily volume of shares traded on the TSX was relatively stable over the year. The highest single day of trading over the assessed period was 21 June 2019, when 5,245,500 shares were traded on the TSX.

As evidenced in the graph below, Perseus's share price dropped significantly in March 2020, before slowly recovering over the following months. This trend is in line with the ASX All Ordinaries Gold Index. The sharp price drop in March 2020 coincided with the implementation of measures to stem the spread of COVID-19, and the associated uncertainty with the future economic implications of COVID-19. Since March 2020, there has been a broad upward trend in the share price of Perseus and the ASX All Ordinaries Gold Index. Historically gold is seen as a safe-haven asset, and in periods of economic uncertainty is attractive to consumers as a store of value.



Source: Bloomberg, BDO analysis

Pre-announcement pricing

We have considered the pre-announcement pricing and liquidity to provide comfort on the QMP methodology.

To provide further analysis of the market prices for an Perseus share, we have considered the VWAP of a Perseus share for 10, 30, 60 and 90 day periods (ASX trading days) to 2 June 2020.

Share Price per unit (ASX)	02-Jun-20	10 Days	30 Days	60 Days	90 Days
Closing price	\$1.340				
Volume weighted average price (VWAP)		\$1.253	\$1.127	\$0.985	\$1.030

Source: Bloomberg, BDO analysis

Share Price per unit (TSX)	02-Jun-20	10 Days	30 Days	60 Days	90 Days
Closing price (C\$)	C\$1.090				
Volume weighted average price (VWAP)		C\$1.143	C\$1.029	C\$0.884	C\$0.935

Source: Bloomberg, BDO analysis

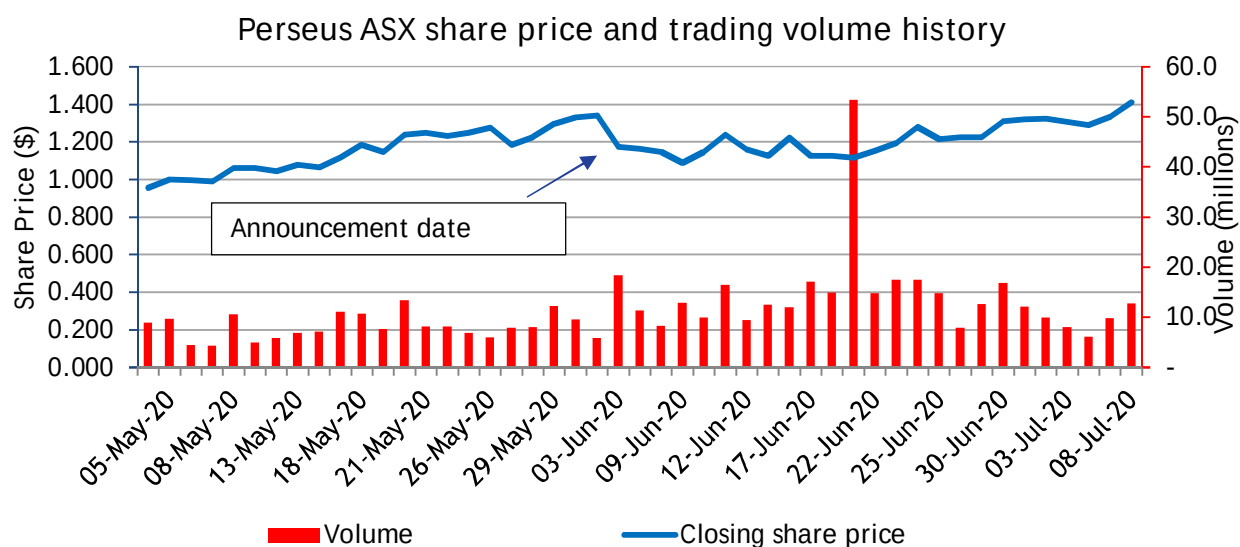
The above weighted average prices are prior to the date of the announcement of the Scheme.

Post-announcement pricing

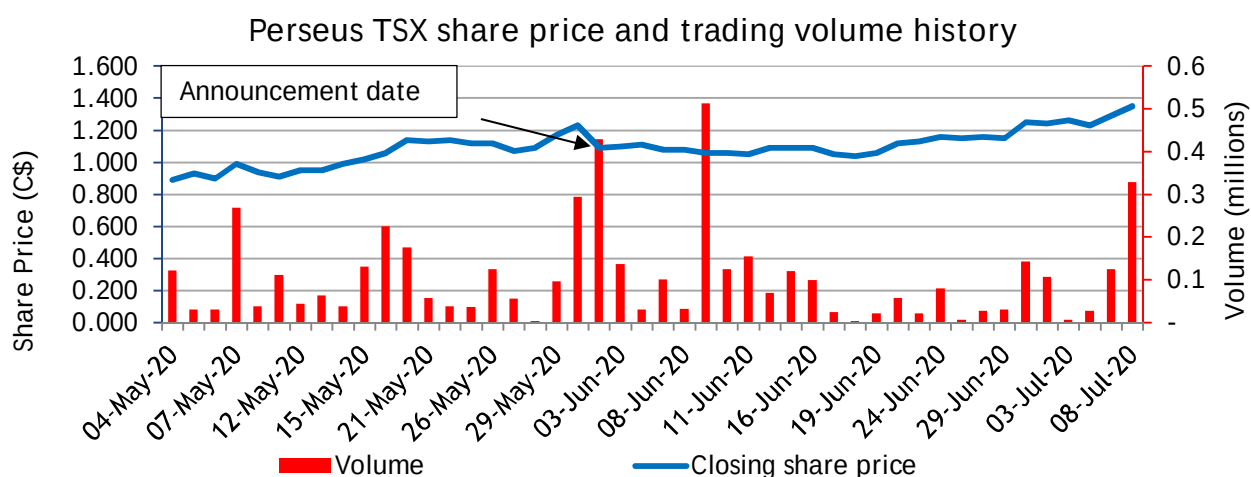
On 3 June 2020, when the offer was announced on the ASX, Perseus's share price decreased by 12.3% to close at \$1.175. Over the Post-announcement period since, the share price has varied between \$1.090 and \$1.410. The highest single day of trading was on 19 June 2020, when 53,360,464 shares were traded.

On 3 June 2020, when the offer was announced on the TSX, Perseus's share price increased by 0.9% to close at C\$1.100. Over the Post-announcement period since, the share price has varied between C\$1.040 and C\$1.350. The highest single day of trading was on 9 June 2020 when 511,490 shares were traded.

Outlined below are share price and trading volume graphs for the period prior to, and following the announcement to illustrate Post-announcement trading.



Source: Bloomberg



Source: Bloomberg

To provide further analysis of the market prices for a Perseus share over the Post-announcement period, we have also considered the weighted average market price for the last 10 and 25 day periods (ASX trading days).

Share price per unit (ASX)	08-Jul-20	10 Days	25 Days
Closing price	\$1.410		
Volume weighted average price (VWAP)		\$1.301	\$1.205

Source: Bloomberg, BDO analysis

Share price per unit (TSX)	08-Jul-20	10 Days	25 Days
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Closing price	\$1.350		
Volume weighted average price (VWAP)		\$1.262	\$1.140
CAN:AUD*	1.060		
Closing price (AUD)		1.064	1.067
Volume weighted average price (AUD)	\$1.431	\$1.342	\$1.216

Source: Bloomberg, BDO analysis

The above weighted average prices take into consideration any change in the value of Perseus shares that has occurred since the Scheme was announced.

*We have used an average of the CAN/AUD closing rates over the respective trading day periods, sourced from Bloomberg.

Reliability of QMP Methodology

As previously discussed, in order for the quoted market price methodology to be an appropriate methodology, RG 111.69 states that there needs to be a 'liquid and active' market in the shares. We consider the following characteristics to be representative of a liquid and active market:

- Regular trading in a company's securities;
- Approximately 1% of a company's securities are traded on a weekly basis;
- The spread of a company's shares must not be so great that a single minority trade can significantly affect the market capitalisation of a company; and
- There are no significant but unexplained movements in share price.

A company's shares should meet all of the above criteria to be considered 'liquid and active', however, failure of a company's securities to exhibit all of the above characteristics does not necessarily mean that the value of its shares cannot be considered relevant.

An analysis of the volume of trading in Perseus shares over the one year period up until 09 July 2020 is set out below:

ASX	Share price low	Share price high	Cumulative volume traded	As a % of Issued capital
1 Day	\$1.450	\$1.510	23,357,398	1.99%
10 Days	\$1.203	\$1.510	119,047,097	10.16%
30 Days	\$1.070	\$1.510	415,075,907	35.42%
60 Days	\$0.900	\$1.510	667,685,097	56.98%
90 Days	\$0.630	\$1.510	1,073,068,498	91.58%
180 Days	\$0.630	\$1.510	2,036,014,784	173.75%
1 Year	\$0.580	\$1.510	2,752,790,101	234.92%

Source: Bloomberg, BDO analysis

Trading days	Share price low	Share price high	Cumulative volume traded	As a % of Issued capital
1 Day	\$1.320	\$1.360	327,600	0.03%
10 Days	\$1.120	\$1.360	873,459	0.07%
30 Days	\$0.920	\$1.360	3,248,660	0.28%

60 Days	\$0.820	\$1.360	6,283,234	0.54%
90 Days	\$0.450	\$1.360	11,713,984	1.00%
180 Days	\$0.450	\$1.360	22,906,763	1.95%
1 Year	\$0.450	\$1.360	31,858,774	2.72%

Source: Bloomberg, BDO analysis

These tables indicate that Perseus's shares display a high level of liquidity, with 234.92% of Perseus's issued capital being traded in a twelve month period on the ASX and 2.72% of Perseus's issued capital being traded in a twelve month period on the TSX. This collectively results in 237.64% of Perseus's issued capital being traded in a 12 month period. Over the assessed period, Perseus shares have been traded regularly. There have been no significant, unexplained movements in share price. We therefore consider that there is a sufficiently deep market for Perseus's shares.

Conclusion on Quoted Market Price for Perseus

We have analysed the share price of Perseus over the Post-announcement period, which we consider to be representative of the value of a share in Perseus being offered as consideration to Shareholders, as the market price takes into account any change in value perceived to result from the approval of the Scheme. Based on the above analysis our assessment of the range of values of Perseus shares for the Post-announcement period, based on market pricing is between \$1.205 and \$1.410, with a mid-point of \$1.308.

11.2 Resource multiple for the Proposed Merged Entity

The resource multiple is a market based approach which seeks to arrive at a value of a company by deriving a multiple based on the company's enterprise value relative to its total reported resources. To form our range of values for the Proposed Merged Entity, we have looked at the resource multiples for other comparable companies. Appendix 5 sets out the details of the comparable listed companies considered for our analysis.

Trading resource multiples are based on enterprise values which are derived from share prices, which is reflective of a minority interest. Following implementation of the Scheme, Exore shareholders will hold 3.92% of the issued capital of the Proposed Merged Entity, which is a minority interest. We therefore consider it appropriate not to include a control premium in our assessment of the value of the Proposed Merged Entity.

To determine an applicable resource multiple for the Proposed Merged Entity, BDO has selected listed gold producers with primary assets in West Africa to form our data set. We believe these criteria share the most similarities with Perseus after the proposed acquisition of Exore.

BDO has calculated the enterprise value of each comparable company, based on market capitalisation as at 3 June 2020, being the date the Scheme was announced. BDO has used this date on the assumption that the market will adjust its pricing of the value of Perseus taking over Exore, and therefore basing our assessment after this date would double count the value of Exore. We have adjusted the market capitalisation for net debt and cash to arrive at an enterprise value.

Our resource multiple is based on the enterprise value divided by the reserves and resources. For mining companies in production, the reserve multiple is often of higher importance to the shareholders, as it represents a higher level of geological confidence and is a more direct measure of potential cash flows back to the firm. However, as Exore has no reserves, the value it adds to the Proposed Merged Entity will only be captured by a resource multiple. As such, we have considered both in our valuation.

A summary of the trading multiples of comparable gold producing companies is set out below, with further details of the inputs into our calculations being available at Appendix 4.

Company Name	Market Capitalisation (AU\$m)	Enterprise Value (AU\$m)	Resources (koz)	Reserves (koz)	Resource Multiple (A\$/oz)	Reserve Multiple (A\$/oz)
B2Gold Corp.	7,702.84	7,730.67	18,800	6,470	411	1,195
Endeavour Mining Corporation	3,553.68	4,327.92	17,020	7,885	254	549
Galiano Gold Inc.	353.64	272.10	3,861	2,377	70	114
Golden Star Resources Ltd.	437.21	543.87	14,412	1,712	38	318
Hummingbird Resources PLC	181.53	271.48	2,005	676	135	402
Pan African Resources PLC	552.80	711.00	35,900	10,900	20	65
Resolute Mining Limited	1,229.65	1,753.74	17,226	6,678	102	263
Roxgold Inc.	520.25	517.02	2,018	698	256	741
SEMAFO Inc.	1,495.65	1,429.28	7,280	2,640	196	541
Teranga Gold Corporation	1,695.05	2,205.08	4,706	2,190	469	1,007

West African Resources Limited	757.88	917.82	3,088	1,650	297	556
				Minimum	19.81	65.23
				Maximum	468.57	1,194.85
				Average	204.46	522.78
				Median	196.32	541.37

Source: BDO analysis

As detailed in the above analysis, the mean and median for the resource was \$204.46/oz and \$196.32/oz respectively, while the mean and median for the reserve was \$522.78/oz and \$541.37/oz respectively. As the mean and the median are highly comparable for both metrics, we have set the low end of the range to be \$50/oz below the median and the high end of the range to be \$50/oz above the median.

As the Proposed Merged Entity includes the mineral assets of both Perseus's and Exore's reserves and resources, we have aggregated the reserve and resource statements for both entities in the below table.

Company	Probable Reserves (koz)	Proven Reserves (koz)	Total Reserves (koz)	Measured Resources (koz)	Indicated Resources (koz)	Inferred Resources (koz)	Total Resources (koz)
Perseus	2,711	838	3,549	1,199	4,088	2,061	7,348
Exore	-	-	-	-	90	440	530
Total			3,549				7,878

Source: Perseus Reserve and Resource Statement - ASX announcements dated 28 August 2019 and 20 February 2020, Exore Maiden Resource Statement - 4 May 2020, BDO Analysis

As per the above analysis, the total reserves of the Proposed Merged Entity is 3,549 koz and the total resources is 7,878 koz. We have applied the ranges determined above to reserves and resources in the below table.

	Low value	Mid value	High value
Reserves (koz)	3,549	3,549	3,549
Reserve Multiple (A\$/oz)	491	541	591
Total value - reserves (\$'000)	1,743,872	1,921,322	2,098,772
Resources (koz)	7,878	7,878	7,878
Resource Multiple (A\$/oz)	146	196	246
Total value - resources (\$'000)	1,152,709	1,546,609	1,940,509

Source: BDO Analysis

*variations in calculations due to rounding

Based on the reserve multiple, the value of the Proposed Merged Entity is between \$1.74 billion and \$2.10 billion, with a preferred midpoint of \$1.92 billion. Based on the resource multiple, the value of the Proposed Merged Entity is between \$1.15 billion and \$1.94 billion, with a preferred midpoint of \$1.55 billion. We note that for producing entities, shareholders are typically more concerned with the value of reserves as these have a higher level of geological certainty. However, as Exore has no reserves, a reserve multiple will attribute no value to Exore in the Proposed Merged Entity. Therefore, we have considered

both the reserve multiple and the resource multiple as a cross check of the primary valuation of the Proposed Merged Entity in the table below.

	Low value	Mid value	High value
Total value - reserves (\$'000)	1,743,872	1,921,322	2,098,772
Shares on issue	1,171,780,480	1,171,780,480	1,171,780,480
Reserve value per share (\$)	1.488	1.640	1.791
Total value - resources (\$'000)	1,152,709	1,546,609	1,940,509
Shares on issue	1,171,780,480	1,171,780,480	1,171,780,480
Resource value per share (\$)	0.984	1.320	1.656

Source: BDO Analysis

*variations in calculations due to rounding

As determined in the table above, the reserve valuation range of \$1.488 and \$1.791 and the resource valuation range of \$0.984 and \$1.656 broadly support the range of \$1.205 to \$1.410 derived in section 11.1.

11.3 Assessment of the value of the Proposed Merged Entity

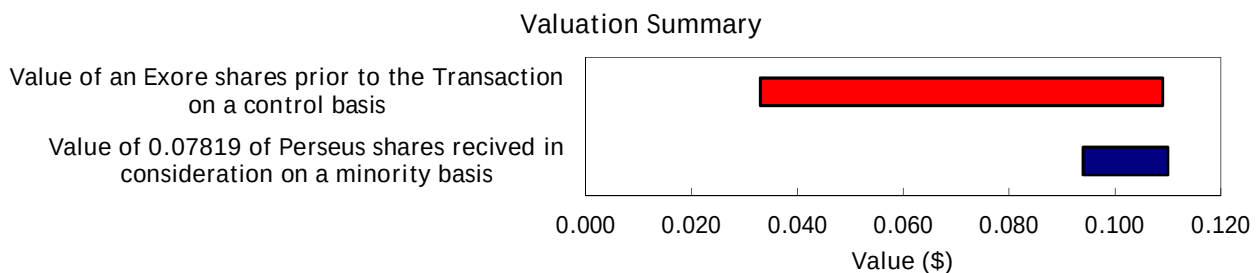
Based on the above analysis, we consider the value of a share in the Proposed Merged Entity on a minority interest basis to be in the range of \$1.205 to \$1.410 with a midpoint value of \$1.308. Shareholders will receive 0.07819 shares in the Proposed Merged Entity for every Exore share they hold. As such, we have assessed the value of 0.07819 shares in the Proposed Merged Entity, which we consider to be in the range of \$0.094 to \$0.110 with a preferred value of \$0.102.

12. Is the Scheme fair?

The value of a share in Exore prior to the implementation of the Scheme on a control basis, and the value of 0.07819 shares in Perseus following the implementation of the Scheme on a minority interest basis is compared below:

	Ref	Low \$	Preferred \$	High \$
Value of an Exore Share prior to the Scheme (control)	10.3	0.033	0.070	0.109
Value of the Scheme consideration (0.07819 shares in Perseus on a minority basis)	11.3	0.094	0.102	0.110

The above valuation ranges are graphically presented below:



In the absence of any other relevant information and an alternative offer, we consider the Scheme to be fair to Shareholders, as the value of Perseus shares received as consideration is equal to or greater than our assessed valuation range for an Exore Share.

13. Is the Scheme reasonable?

13.1 Advantages of approving the Scheme

We have considered the following advantages when assessing whether the Scheme is reasonable.

13.1.1. The Scheme is fair for Shareholders

As set out in section 12, the Scheme is fair. RG 111.12 states that an offer is reasonable if it is fair.

13.1.2. Creates a group with a stronger balance sheet and access to Perseus's cash reserves.

If the Scheme is implemented, then Shareholders will hold shares in a Company with a significantly larger cash balance. This will provide the Proposed Merged Entity with a working capital buffer whilst also allowing it to pursue other investment or exploration opportunities.

The stronger balance sheet of the Proposed Merged Entity may also be more attractive to potential investors, improving the ability of the Proposed Merged Entity to raise capital as well as potentially increasing the liquidity of its shares.

13.1.3. Exposure to a more diversified suite of assets

If the Scheme is implemented, Shareholders will go from holding shares in a company with a portfolio of exploration assets to holding shares in a mid-tier gold mining company with two gold producing and cash flow positive projects. Despite the Proposed Merged Entity's mineral portfolio consisting of primarily gold assets, exposure to producing assets may diversify away part of the uncertainty of future cash flows and project specific risk associated with an exploration company.

13.1.4. Potential synergies with Perseus's Sissingué operations

Given the proximity of Exore's Bagoé mineral assets to SGM, potential synergies may exist should the Bagoé Project develop into a producing gold mine. Sissingué infrastructure could be used to process materials from the Bagoé project, which may reduce the amount of initial capital required to transition into production.

13.1.5. Greater access to capital markets

The Proposed Merged Entity will be listed on both the ASX and TSX, meaning that Shareholders will benefit from an increased access to equity capital. With greater depth of equity capital available, this could improve fundraising abilities should management decided to develop Exore's Bagoé and Liberty Projects.

13.1.6. Increased liquidity of trading in the shares in the Proposed Merged Entity

Over the 12 month period ended 2 June 2020 60.32% of Exore's issued capital was traded on the ASX. Over the same period, 224.52% and 3.10% of the issued capital of Perseus was traded on the ASX and TSX respectively. Based on this, the issued capital of the Proposed Merged Entity are likely to be more liquid than the issued capital of Exore. Additionally, dual-listing allows increased trading liquidity. This allows existing shareholders to realise their existing holdings with greater ease than Exore's existing capital structure.

13.1.7. Benefits of Perseus's development and production experience

Perseus has experience developing and operating gold mines in West Africa, evidenced by its Edikan and SGM and development of Yaouré. Historically, Exore has not been exposed to development or production activities, instead being solely focused on the exploration of its mineral assets. The experience brought by Perseus could be beneficial to Shareholders, as it provides a potential avenue to unlock any potential value in the Bagoe Project through its development.

13.2 Disadvantages of approving the Scheme

We have considered the following disadvantages when assessing whether the Scheme is reasonable.

13.2.1. Dilution of Shareholders' interests and exposure to the Exore's Mineral Assets

Following the implementation of the Scheme, Shareholders' interests will be diluted from holding 100% of the issued capital of Exore to holding approximately 3.92% of the Proposed Merged Entity. Therefore, Shareholders will go from holding a controlling interest to a minority interest should the Scheme be implemented.

Additionally, Exore's Shareholders currently control 100% of Exore's Mineral Assets, whereas after the Scheme this interest will be diluted. Therefore, Shareholders' ability to participate in the potential upside of Exore's mineral assets will be reduced as a result of the dilution.

13.3 Alternative Proposal

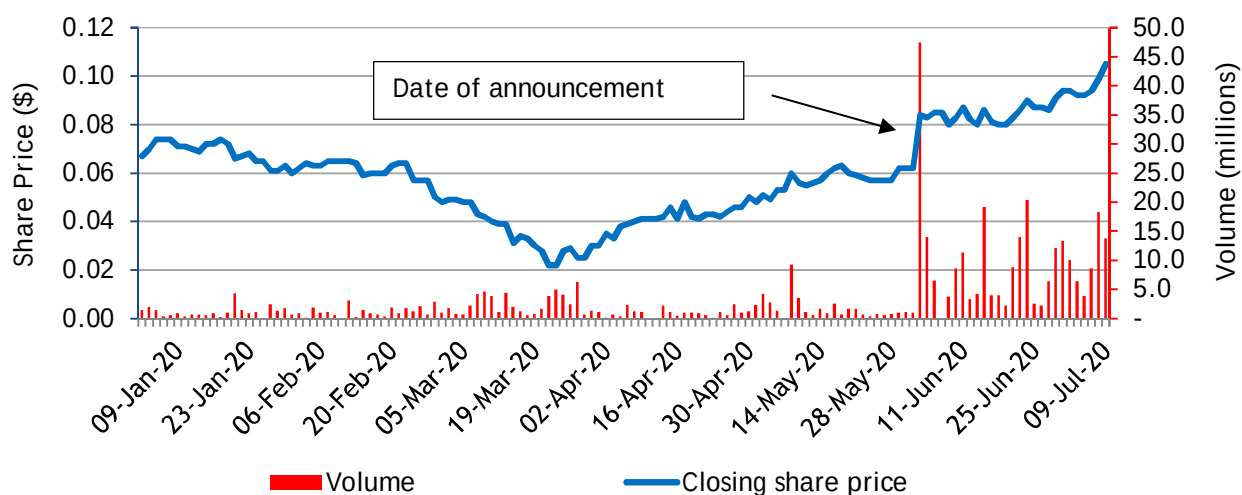
We are unaware of any alternative proposal that might offer the Shareholders a premium over the value resulting from the Scheme.

13.4 Consequences of not Approving the Scheme

Potential decline in share price

We have analysed movements in Exore's share price since the Scheme was announced. A graph of Exore's share price since the announcement is set out below.

Exore's share price and trading volume history



Source: Bloomberg

The closing share price of an Exore share from 2 January 2020 to 9 July 2020 has ranged from a low of \$0.022 on 23 March 2020 and 24 March 2020, to a high of \$0.105 reached on 9 July 2020. On 3 June 2020, being the date the Scheme was announced, 47,442,219 shares were traded, representing approximately 8.05% of the Company's current issued share capital.

Following the announcement of the Scheme, Exore's share price increased from a VWAP of \$0.055 over the 30 days prior to the announcement of the Offer, to close at \$0.084 on 3 June 2020. We note that following the announcement of the Scheme, the share price has remained stable at a point that is slightly below the value of the Scheme Consideration. This suggests that the market is pricing in the likelihood that the Scheme will proceed.

Based on the above analysis, if the Scheme is not successful, it is likely that the share price of Exore will decline back to its pre-announcement levels.

14. Conclusion

We have considered the terms of the Scheme as outlined in the body of this report and have concluded that the Scheme is fair and reasonable and in the best interests to the Shareholders.

15. Sources of information

This report has been based on information from the following sources:

- African Bank Development Group;
- Audited financial statements of Exore for the years ended 30 June 2019 and 30 June 2018;
- Audited financial statements of Perseus for the years ended 30 June 2019 and 30 June 2018;
- Australian Bureau of Statistics;
- Bank of Ghana;
- Bloomberg;

- Consensus Economics;
- Discussions with Directors and Management of Exore;
- Draft Notice of General Meeting and Explanatory Statement on or about the date of this report;
- Independent Valuation Report of Exore's Mineral Assets dated 3 July 2020 performed by CSA Global Pty Ltd;
- Information in the public domain;
- International Monetary Fund;
- Reserve Bank of Australia;
- Reviewed financial statements of Exore for the half-year ended 31 December 2019;
- Reviewed financial statements of Perseus for the half-year ended 31 December 2019;
- Scheme Implementation Deed;
- Share registry information;
- Unaudited management accounts of Exore for the period ended 31 May 2020;
- US Geological Survey; and
- World Bank.

16. Independence

BDO Corporate Finance (WA) Pty Ltd is entitled to receive a fee of approximately \$37,000 (excluding GST and reimbursement of out of pocket expenses). The fee is not contingent on the conclusion, content or future use of this Report. Except for this fee, BDO Corporate Finance (WA) Pty Ltd has not received and will not receive any pecuniary or other benefit whether direct or indirect in connection with the preparation of this report.

BDO Corporate Finance (WA) Pty Ltd has been indemnified by Exore in respect of any claim arising from BDO Corporate Finance (WA) Pty Ltd's reliance on information provided by the Exore, including the non-provision of material information, in relation to the preparation of this report.

Prior to accepting this engagement BDO Corporate Finance (WA) Pty Ltd has considered its independence with respect to Exore and Perseus and any of their respective associates with reference to ASIC Regulatory Guide 112 'Independence of Experts'. In BDO Corporate Finance (WA) Pty Ltd's opinion it is independent of Exore and Perseus and their respective associates.

The provision of our services is not considered a threat to our independence as auditors under Professional Statement APES 110 – Professional Independence. The services provided have no material impact on the financial report of Exore.

A draft of this report was provided to Exore and its advisors for confirmation of the factual accuracy of its contents. No significant changes were made to this report as a result of this review.

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17. Qualifications

BDO Corporate Finance (WA) Pty Ltd has extensive experience in the provision of corporate finance advice, particularly in respect of takeovers, mergers and acquisitions.

BDO Corporate Finance (WA) Pty Ltd holds an Australian Financial Services Licence issued by the Australian Securities and Investments Commission for giving expert reports pursuant to the Listing rules of the ASX and the Corporations Act.

The persons specifically involved in preparing and reviewing this report were Sherif Andrawes and Adam Myers of BDO Corporate Finance (WA) Pty Ltd. They have significant experience in the preparation of independent expert reports, valuations and mergers and acquisitions advice across a wide range of industries in Australia and were supported by other BDO staff.

Sherif Andrawes is a Fellow of the Institute of Chartered Accountants in England & Wales and a Fellow of Chartered Accountants Australia & New Zealand. He has over 30 years' experience working in the audit and corporate finance fields with BDO and its predecessor firms in London and Perth. He has been responsible for over 350 public company independent expert's reports under the Corporations Act or ASX Listing Rules and is a CA BV Specialist. These experts' reports cover a wide range of industries in Australia with a focus on companies in the natural resources sector. Sherif Andrawes is the Corporate Finance Practice Group Leader of BDO in Western Australia, the Global Head of Natural Resources for BDO and a former Chairman of BDO in Western Australia.

Adam Myers is a member of the Australian Institute of Chartered Accountants. Adam's career spans over 20 years in the Audit and Assurance and Corporate Finance areas. Adam is a CA BV Specialist and has considerable experience in the preparation of independent expert reports and valuations in general for companies in a wide number of industry sectors.

18. Disclaimers and consents

This report has been prepared at the request of Exore for inclusion in the Scheme Booklet which will be sent to all Exore Shareholders. Exore engaged BDO Corporate Finance (WA) Pty Ltd to prepare an independent expert's report to consider the proposed acquisition of all the issued shares of Exore by Perseus.

BDO Corporate Finance (WA) Pty Ltd hereby consents to this report accompanying the above Scheme Booklet. Apart from such use, neither the whole nor any part of this report, nor any reference thereto may be included in or with, or attached to any document, circular resolution, statement or letter without the prior written consent of BDO Corporate Finance (WA) Pty Ltd.

BDO Corporate Finance (WA) Pty Ltd takes no responsibility for the contents of the Scheme Booklet other than this report.

We have no reason to believe that any of the information or explanations supplied to us are false or that material information has been withheld. It is not the role of BDO Corporate Finance (WA) Pty Ltd acting as an independent expert to perform any due diligence procedures on behalf of the Company. The Directors of the Company are responsible for conducting appropriate due diligence in relation to Perseus. BDO Corporate Finance (WA) Pty Ltd provides no warranty as to the adequacy, effectiveness or completeness of the due diligence process.

The opinion of BDO Corporate Finance (WA) Pty Ltd is based on the market, economic and other conditions prevailing at the date of this report. Such conditions can change significantly over short periods of time.

With respect to taxation implications it is recommended that individual Shareholders obtain their own taxation advice, in respect of the Scheme, tailored to their own particular circumstances. Furthermore, the advice provided in this report does not constitute legal or taxation advice to the Shareholders of Exore, or any other party.

BDO Corporate Finance (WA) Pty Ltd has also considered and relied upon independent valuations for mineral assets held by Exore.

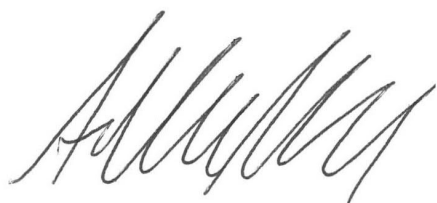
The valuer engaged for the mineral asset valuation, CSA, possess the appropriate qualifications and experience in the industry to make such assessments. The approaches adopted and assumptions made in arriving at their valuation is appropriate for this report. We have received consent from the valuer for the use of their valuation report in the preparation of this report and to append a copy of their report to this report.

The statements and opinions included in this report are given in good faith and in the belief that they are not false, misleading or incomplete.

The terms of this engagement are such that BDO Corporate Finance (WA) Pty Ltd is required to provide a supplementary report if we become aware of a significant change affecting the information in this report arising between the date of this report and prior to the date of the meeting or during the offer period.

Yours faithfully

BDO CORPORATE FINANCE (WA) PTY LTD

A handwritten signature in black ink, appearing to read 'Adam Myers'.

Adam Myers
Director

A handwritten signature in black ink, appearing to read 'Sherif Andrawes'.

Sherif Andrawes
Director

Appendix 1 – Glossary of Terms

Reference	Definition
The Act	The Corporations Act 2001 Cth
AFC	Australian Financial Complaints Authority
ADB	African Development Bank Group
Amara Mining	Amara Mining plc
Antoinette deposit	Antoinette Gold Discovery at Exore's the Bago Project
APES 225	Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services'
Apollo	Apollo Consolidated Limited
Asgard	Asgard Metals Pty Ltd
ASIC	Australian Securities and Investments Commission
Aspire Nord	Aspire Nord Cote d'Ivoire SARL
ASX	Australian Securities Exchange
Ayanfuri Project	Ayanfuri gold mine
BDO	BDO Corporate Finance (WA) Pty Ltd
BoG	Bank of Ghana
Corporations Act	The Corporations Act 2001 Cth
The Company	Exore Resources Limited
CPI	Consumer price index
CSA	CSA Global Pty Ltd
DCF	Discounted Future Cash Flows
DFS	Definitive feasibility study
EBIT	Earnings before interest and tax
EBITDA	Earnings before interest, tax, depreciation and amortisation

Reference	Definition
EGM	Edikan gold mine
EP	Exploration permit
EUR	Euro
Exore Mineral Assets	Exore's Bagoé, Liberty, Tengela and Sepeda projects
FEED	Front End Engineering and Design
FME	Future Maintainable Earnings
FOS	Financial Ombudsman Service
FS	Feasibility study
FSG	Financial Services Guide
g/t	Grams per tonne
GDP	Real gross domestic product
GFC	Global financial crisis
IMF	International Monetary Fund
JORC Code	The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition)
JV Agreement	Exore's earn-in and joint venture agreement with SMEX for the Tengrela Project
km ²	Square kilometres
Lusorecursos	Lusorecursos ARG
Macquarie Bank	Macquarie Bank Limited
Mako	Mako Gold Limited
Milestone Condition	Milestone payment to be made by Exore of EUR 0.25 million to Lusorecursos following the discovery of a JORC Mineral Resource of 15Mt at greater than 1.2% Li ₂ O by 31 May 2017 at the Sepeda Project
Milestone Shares	The potential issue of 30,000,000 shares as deferred consideration for the Lynas Find project
Mining Codes	Minerals and Mining Act, 2015 and the Minerals Commission Act, 1993

Reference	Definition
MP	Monetary policy
MPR	Monetary policy rate
Mt	Million tonnes
Mtpa	Million tonnes per annum
NAV	Net Asset Value
Our Report	This Independent Expert's Report prepared by BDO
oz	Ounces
Performance Option Holders	The holders of 20,616,667 performance options in Exore
Perseus	Perseus Mining Limited
Pilbara	Pilbara Minerals Limited
Placement	Exore's two-tranche equity placement to institutional and sophisticated investors through the issue of approximately 117,600,000 shares at \$0.085 per share to raise \$10.0 million
PMGL	Perseus Mining (Ghana) Limited
Post Announcement Trading Period	The period following the announcement of the Scheme by Exore, from 3 June 2020 to 9 July 2020
Pre-announcement Period	The period prior to the announcement of the Scheme by Exore, from 2 June 2019 to 2 June 2020
QMP	Quoted market price
RBA	Reserve Bank of Australia
RCF	Rapid credit facility
Regulations	Corporations Act Regulations 2001 (Cth)
RFI	Rapid financing instrument
RFS	Revised feasibility study
RG 111	Content of expert reports (March 2011)
RG 112	Independence of experts (March 2011)

Reference	Definition
RG 60	Schemes of arrangement (September 2011)
Scheme	The proposed acquisition of the entire issued capital of Exore by Perseus
Scheme Consideration	Under the terms of the Scheme, each Exore shareholder will receive 0.07819 Perseus shares for every one (1) Exore shares held at record date
Second Court Date	The date on which the second court hearing for the Scheme takes place
Section 411	Section 411 of the Corporations Act
Section 611	Section 611 of the Corporations Act
Sepeda Project	Sepeda Lithium Project
SGM	Sissingué Gold Mine
Shareholders	Shareholders of Exore
SID	Scheme Implementation Deed
Slipstream	Slipstream Resources Group
SMEX	Smart Mineral Exploration Cote d'Ivoire
Sum-of-Parts	A combination of different methodologies used together to determine an overall value where separate assets and liabilities are valued using different methodologies
The Proposed Merged Entity	Exore will become a wholly owned subsidiary of Perseus, and each share in Perseus that an Exore Shareholder will receive will be a share in the combined entity following the Scheme
TSX	Toronto Stock Exchange
Valmin Code	Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (2015 Edition)
Valuation Engagement	An Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Valuer is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Valuer at that time.
VEA	Value Engineering Assessment
Veronique Deposit	Veronique Gold Deposit at Exore's Bagoé Project

Reference	Definition
VWAP	Volume Weighted Average Price
WA	Western Australia
WACC	Weighted Average Cost of Capital
Yaouré Project	Yaouré Gold Project

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The Directors

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38 Station Street

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Australia

Appendix 2 – Valuation Methodologies

Methodologies commonly used for valuing assets and businesses are as follows:

1 Net asset value ('NAV')

Asset based methods estimate the market value of an entity's securities based on the realisable value of its identifiable net assets. Asset based methods include:

- Orderly realisation of assets method
- Liquidation of assets method
- Net assets on a going concern method

The orderly realisation of assets method estimates fair market value by determining the amount that would be distributed to entity holders, after payment of all liabilities including realisation costs and taxation charges that arise, assuming the entity is wound up in an orderly manner.

The liquidation method is similar to the orderly realisation of assets method except the liquidation method assumes the assets are sold in a shorter time frame. Since wind up or liquidation of the entity may not be contemplated, these methods in their strictest form may not be appropriate. The net assets on a going concern method estimates the market values of the net assets of an entity but does not take into account any realisation costs.

Net assets on a going concern basis are usually appropriate where the majority of assets consist of cash, passive investments or projects with a limited life. All assets and liabilities of the entity are valued at market value under this alternative and this combined market value forms the basis for the entity's valuation.

Often the FME and DCF methodologies are used in valuing assets forming part of the overall Net assets on a going concern basis. This is particularly so for exploration and mining companies where investments are in finite life producing assets or prospective exploration areas.

These asset based methods ignore the possibility that the entity's value could exceed the realisable value of its assets as they do not recognise the value of intangible assets such as management, intellectual property and goodwill. Asset based methods are appropriate when an entity is not making an adequate return on its assets, a significant proportion of the entity's assets are liquid or for asset holding companies.

2 Quoted Market Price Basis ('QMP')

A valuation approach that can be used in conjunction with (or as a replacement for) other valuation methods is the quoted market price of listed securities. Where there is a ready market for securities such as the ASX, through which shares are traded, recent prices at which shares are bought and sold can be taken as the market value per share. Such market value includes all factors and influences that impact upon the ASX. The use of ASX pricing is more relevant where a security displays regular high volume trading, creating a liquid and active market in that security.

3 Capitalisation of future maintainable earnings ('FME')

This method places a value on the business by estimating the likely FME, capitalised at an appropriate rate which reflects business outlook, business risk, investor expectations, future growth prospects and other entity specific factors. This approach relies on the availability and analysis of comparable market data.

The FME approach is the most commonly applied valuation technique and is particularly applicable to profitable businesses with relatively steady growth histories and forecasts, regular capital expenditure requirements and non-finite lives.

The FME used in the valuation can be based on net profit after tax or alternatives to this such as earnings before interest and tax ('EBIT') or earnings before interest, tax, depreciation and amortisation ('EBITDA'). The capitalisation rate or 'earnings multiple' is adjusted to reflect which base is being used for FME.

4 Discounted future cash flows ('DCF')

The DCF methodology is based on the generally accepted theory that the value of an asset or business depends on its future net cash flows, discounted to their present value at an appropriate discount rate (often called the weighted average cost of capital). This discount rate represents an opportunity cost of capital reflecting the expected rate of return which investors can obtain from investments having equivalent risks.

Considerable judgement is required to estimate the future cash flows which must be able to be reliably estimated for a sufficiently long period to make this valuation methodology appropriate.

A terminal value for the asset or business is calculated at the end of the future cash flow period and this is also discounted to its present value using the appropriate discount rate.

DCF valuations are particularly applicable to businesses with limited lives, experiencing growth, that are in a start-up phase, or experience irregular cash flows.

5 Market Based Assessment

The market based approach seeks to arrive at a value for a business by reference to comparable transactions involving the sale of similar businesses. This is based on the premise that companies with similar characteristics, such as operating in similar industries, command similar values. In performing this analysis it is important to acknowledge the differences between the comparable companies being analysed and the company that is being valued and then to reflect these differences in the valuation.

The resource multiple is a market based approach which seeks to arrive at a value for a company by reference to its total reported resources and to the enterprise value per tonne/lb of the reported resources of comparable listed companies. The resource multiple represents the value placed on the resources of comparable companies by a liquid market.

Appendix 3 – Independent Valuation Report

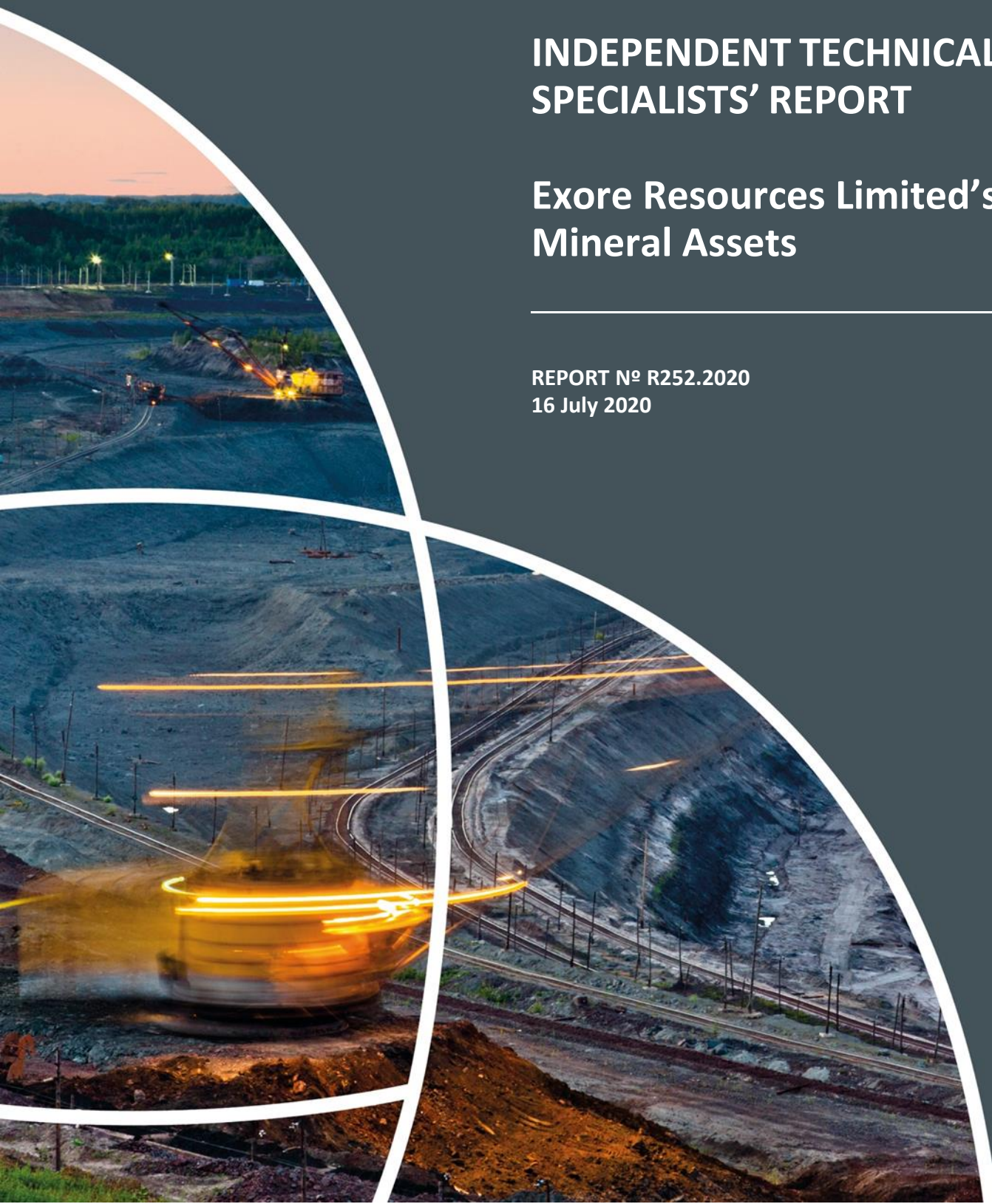


CSA Global
Mining Industry Consultants
an ERM Group company

INDEPENDENT TECHNICAL SPECIALISTS' REPORT

Exore Resources Limited's Mineral Assets

REPORT Nº R252.2020
16 July 2020



Report prepared for

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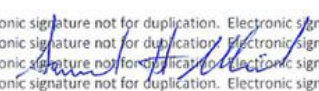
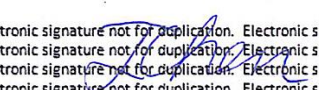
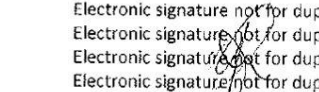
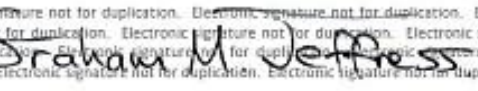
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Executive Summary

CSA Global Pty Ltd (CSA Global), an ERM Group company, was commissioned by BDO Corporate Finance (WA) Pty Ltd (BDO) to prepare an Independent Technical Assessment Report and Valuation of Exore Resources Limited's (Exore or the "Company") Mineral Assets, the Bagoe, Liberty and Tengrela Gold Projects ("the Projects") located in Côte d'Ivoire.

This Independent Technical Assessment and Valuation Report ("the Report") was prepared for BDO. The Report provides an opinion to support an Independent Expert's Report to be prepared by BDO, and has been prepared as a public document, in the format of an independent technical specialist's report and has been prepared in accordance with the JORC¹ and VALMIN² codes.

The Report provides a review of the Bagoe, Liberty and Tengrela Gold Project Mineral Assets of Exore in Côte d'Ivoire and provides a technical valuation of these Mineral Assets. CSA Global has used a range of valuation methodologies to reach a conclusion on the value of the Bagoe, Liberty and Tengrela Gold Projects. Note that the valuation is of the Bagoe, Liberty and Tengrela Gold Project Mineral Assets and not the value of Exore as a company.

The statements and opinions contained in this Report are given in good faith and in the belief that they are not false or misleading. The conclusions are based on the reference date of 12 June 2020 and could alter over time depending on exploration results, mineral prices, and other relevant market factors. In CSA Global's opinion, nothing material has occurred up to the date of this Report, since the valuation date to affect CSA Global's technical review and valuation opinion.

CSA Global's valuations are based on information provided by Exore and public domain information. CSA Global has endeavoured, by making all reasonable enquiries, to confirm the authenticity and completeness of the technical data upon which this Report is based. No audit of any financial data has been conducted. The valuations discussed in this Report have been prepared at a valuation date of 12 June 2020. It is stressed that the values are opinions as to likely values, not absolute values, which can only be tested by going to the market.

Exore's Projects

Exore's Bagoe, Liberty and Tengrela Projects are all located within northern Côte d'Ivoire, with good access. The Bagoe and Tengrela Projects are located on the Palaeoproterozoic-aged Boundiali Greenstone Belt and the Liberty Project is located on the Senufo Greenstone Belt. Both greenstone belts are part of the Man Shield (West African Craton). Mineralisation styles are consistent with orogenic gold deposits seen throughout West Africa.

The Bagoe Project consists of one granted exploration permit and one application for an area of 664 km². It is the most advanced of the three projects with a recently declared Mineral Resource at Antoinette and Veronique.

CSA Global has reviewed the Bagoe Mineral Resource estimate (MRE) and is satisfied that our review of the material provided, supplemented by our research, the briefings and discussion have provided sufficient information and a reasonable basis for our opinion, as applied to the valuation of the Bagoe Project.

In CSA Global's opinion, the exploration potential in and around the Antoinette and Veronique areas is very good. Multiple zones remain open along strike to the north and south, and at depth, at Antoinette and Veronique. Numerous areas are still to be drill tested – for example, reverse circulation percussion (RC) drilling has only tested a small portion of the 7 km by 2.2 km area of anomalous gold-in-soil at Veronique.

¹ Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 Edition. Prepared by the Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (JORC).

² Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets, 2015 Edition. Prepared by the VALMIN Committee, a joint committee of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists.

Blind mineralisation under alluvial cover has been identified with 4 km of untested strike potential between the Antoinette South and Juliette Prospects.

The Liberty Project comprises one granted exploration permit and one application with a combined area of 545 km². It is still at a relatively early stage of exploration. The granted permit has been covered by surface geochemical sampling. A large (20 km) gold-in-soil anomaly has been identified striking northeast-southwest along the Liberty shear. Only 1.6 km of this strike length has had some drill testing, mainly by air-core drilling with some RC drilling.

The Tengrela Project consists of one granted exploration permit and one application with an area of 740 km². Exore entered into an earn-in joint venture agreement over the granted permit in September 2019 and has completed some surface geochemistry sampling and a detailed airborne magnetics and radiometrics survey to aid in the prioritisation of targets. Previous exploration has defined several gold prospects, which are worthy of follow-up exploration.

Valuation

CSA Global's opinion on the Market Value of Exore's Mineral Assets in Côte d'Ivoire as at 12 June 2020 is summarised in Table 1.

Table 1: Exore's Mineral Assets valuation as at 12 June 2020

Project	Tenement	Asset	Equity	Valuation (A\$ millions)		
				Low	Preferred	High
Bagoe	PR321	Mineral Resource	100%	9.5	25.4	41.3
	PR321	Exploration	100%	1.7	5.4	6.4
	190	Exploration	35%	0.3	0.5	1.3
Liberty	PR320	Exploration	100%	2.4	4.6	9.0
	317	Exploration	100%	0.4	0.8	1.6
Tengrela	PR683	Exploration	0%	0.0	0.0	0.0
	191	Exploration	35%	0.3	0.3	1.2
Total				14.7	37.1	60.9

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding.

There is significant range in the values derived for the Company's Projects. CSA Global has considered this range and concludes that it provides a reasonable representation of possible valuation outcomes for the Projects, given the uncertainties inherent in valuing early-stage exploration and pre-development projects.

It is stressed that the valuation is an opinion as to likely values, not absolute values, which can only be tested by going to the market.

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1 Introduction

1.1 Context, Scope and Terms of Reference

Exore Resources Limited (Exore or “the Company”) is a Perth-based mining company that is listed on the Australian Securities Exchange (ASX). Exore’s key assets are the Bagoe, Liberty and Tengrela Gold Projects in Côte d’Ivoire.

On 3 June 2020, Perseus Mining Limited (Perseus) announced its intention to acquire 100% of Exore by way of a Scheme of Arrangement (“the Scheme”) in an all-share transaction under which, if implemented, Exore shareholders will receive one Perseus share for every 12.79 Exore shares held. The Scheme is subject to shareholder approval at a court convened shareholder meeting, which will be called in due course.

BDO Corporate Finance (WA) Pty Ltd (BDO) has been engaged by Exore to prepare an Independent Expert’s Report (IER) for inclusion in the Scheme to assist the shareholders of Exore in their decision on whether to approve the Scheme.

CSA Global Pty Ltd (CSA Global), an ERM Group company, was in turn commissioned by BDO to provide an independent technical specialists report (CSA Global Report or the “Report”) in accordance with the requirements of the VALMIN Code. BDO will rely on, and the BDO Scheme will refer to, the CSA Global valuation opinion, and a copy of the CSA Global Report will be appended to the BDO IER.

The Report provides a review of the Mineral Assets of Exore and provides a valuation of those assets.

Note that the CSA Global valuations are of the Bagoe, Liberty and Tengrela Mineral Assets and not the value of Exore as a company.

The BDO IER will provide an opinion to Exore’s shareholders, and as such it will be a public document. CSA Global will provide its consent to the use of the Report in the form and context in which it will be published.

1.2 Compliance with the VALMIN and JORC Codes

The Report has been prepared in accordance with the VALMIN Code, which is binding upon Members of the Australian Institute of Geoscientists (AIG) and the Australasian Institute of Mining and Metallurgy (AusIMM), the JORC Code³ and the rules and guidelines issued by such bodies as the Australian Securities and Investments Commission (ASIC) and ASX that pertain to Independent Experts’ Reports.

The authors have taken due note of the rules and guidelines issued by such bodies as ASIC and ASX, including ASIC Regulatory Guide 111 – Content of Expert Reports, and ASIC Regulatory Guide 112 – Independence of Experts.

1.3 Principal Sources of Information

The Report has been based on information available up to and including 12 June 2020. The information was provided to CSA Global by Exore, or has been sourced from the public domain, and includes both published and unpublished technical reports prepared by consultants, and other data relevant to Exore’s Projects. Consent was obtained where necessary.

The authors have endeavoured, by making all reasonable enquiries within the timeframe available, to confirm the authenticity and completeness of the technical data upon which the Report is based.

No site visit was made to the Côte d’Ivoire projects in preparation of this Report. The projects are at a relatively early stage and the Mineral Resource is mostly of Inferred category. CSA Global concluded that it

³ *Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code) 2012 Edition*. Prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (JORC).

has sufficient knowledge of the project area and that the project stage is such that no material information would be gained by completing a site visit.

Tenement information on the Bagoe, Liberty and Tengrela Projects was provided by independent legal specialist Eric Kondo of Mining Services & Consulting (MS&C) of Abidjan, Côte d'Ivoire, details are provided in Sections 2.2, 3.2 and 4.2. CSA Global relies on the independent opinions of MS&C dated 26 June 2020 and 7 July 2019, with regards to the validity, ownership, and good standing of Exore's granted project tenements. CSA Global makes no other assessment or assertion as to the legal title of the tenements and is not qualified to do so.

1.4 Authors of the Report – Qualifications, Experience and Competence

The Report has been prepared by CSA Global, a privately-owned consulting company that has been operating for over 30 years; with its headquarters in Perth, Western Australia.

CSA Global provides multi-disciplinary services to a broad spectrum of clients across the global mining industry. Services are provided across all stages of the mining cycle from project generation, to exploration, resource estimation, project evaluation, development studies, operations assistance, and corporate advice, such as valuations and independent technical documentation.

The information in this Report that relates to the Technical Assessment and Valuation of Mineral Assets reflects information compiled and conclusions derived by Mr Sam Ulrich who is a Member of the AusIMM and AIG. He is not a related party or employee of Exore. Mr Ulrich has sufficient experience relevant to the Technical Assessment and Valuation of the Mineral Assets under consideration and to the activity which he is undertaking to qualify as a Practitioner as defined in the 2015 Edition of the "Australasian Code for the Public Reporting of Technical Assessments and Valuations of Mineral Assets". Mr Ulrich consents to the inclusion in the Report of the matters based on his information in the form and context in which it appears.

The information in this Report that relates to the Technical Assessment of Mineral Resources was completed by CSA Global Principal Consultant, Ivy Chen, BAppSc (Geology), Postgrad Dip. Nat Res., FAusIMM, GAICD. Ms Chen is a corporate governance specialist, with over 30 years' experience in mining and resource estimation. She served as the national geology and mining adviser for the ASIC from 2009 to 2015. Ms Chen's experience in the mining industry in Australia and China, as an operations and consulting geologist includes open pit and underground mines for gold, manganese and chromite, and as a consulting geologist she has conducted mineral project evaluation, strategy development and implementation, through to senior corporate management roles. Recent projects completed include listings and other commercial transactions on the Australian, Singapore, Hong Kong and UK stock exchanges. Ms Chen is a member of the VALMIN committee. Ms Chen has the relevant qualifications, experience, competence, and independence to be considered a "Specialist" under the definitions provided in the VALMIN Code and a "Competent Person" as defined in the JORC Code.

The valuation of Mineral Resources and Exploration Tenure was completed by CSA Global Principal Consultant, Mr Sam Ulrich, BSc (Hons), GDipAppFinInv, MAusIMM, MAIG, and FFin. He is a consulting geologist with over 23 years' experience in the minerals industry, including seven years as a consultant. Mr Ulrich has an extensive background in mineral exploration, and specialises in due diligence reviews, project evaluations and valuations, as well as code-compliant reporting. His knowledge is broad based, and he has wide-ranging experience in the field of mineral exploration and resource development, having managed or consulted on various projects ranging from first-pass grassroots exploration to brownfields exploration and evaluation. Mr Ulrich has the relevant qualifications, experience, competence, and independence to be considered a "Specialist" under the definitions provided in the VALMIN Code and a "Competent Person" as defined in the JORC Code.

The reviewer of the Report is CSA Global Principal Geologist - Valuation, Trivindren Naidoo, MSc (Exploration Geology), Grad.Cert (Mineral Economics), FGSSA, MAusIMM. He is an exploration geologist with over 20 years' experience in the minerals industry, including 16 years as a consultant, specialising in project evaluations and technical reviews as well as code-compliant reporting (JORC, VALMIN, NI43-101 and CIMVAL)

and valuation. His knowledge is broad based, and he has wide-ranging experience in the field of mineral exploration, having managed or consulted on various projects ranging from first-pass grassroots exploration to brownfields exploration and evaluation, including the assessment of operating mines. Mr Naidoo is part of CSA Global's Corporate team and has completed independent evaluations and valuations of numerous mineral assets ranging from early stage exploration properties to projects with multiple operating mines, across various commodities and jurisdictions.

1.5 Prior Association and Independence

The authors of this Report have had no prior association with the Mineral Assets of Exore. Neither CSA Global, nor the authors of this Report, have or have had previously, any other material interest in Exore or the mineral properties in which Exore has an interest. CSA Global's relationship with Exore is solely one of professional association between client and independent consultant.

CSA Global is an independent consultancy. This Report is prepared in return for professional fees based upon agreed commercial rates and the payment of these fees is in no way contingent on the results of this Report. The fee for the preparation of this Report is approximately A\$35,000.

No member or employee of CSA Global is, or is intended to be, a director, officer, or other direct employee of Exore. No member or employee of CSA Global has, or has had, any material shareholding in Exore. There is no formal agreement between CSA Global and Exore in relation to CSA Global conducting further work for Exore.

1.6 Declarations

The statements and opinions contained in this Report are given in good faith and in the belief that they are not false or misleading. The Report has been compiled based on information available up to and including the date of the Report.

The statements and opinions are based on the reference date of 12 June 2020 and could alter over time depending on exploration results, mineral prices, and other relevant market factors. In CSA Global's opinion, nothing material has occurred up to the date of this Report, since the valuation date to affect CSA Global's technical review and valuation opinion.

The opinions expressed in the Report have been based on the information supplied to CSA Global by Exore. The opinions in the Report are provided in response to a specific request from BDO to do so. CSA Global has exercised all due care in reviewing the supplied information. Whilst CSA Global has compared key supplied data with expected values, the accuracy of the results and conclusions from the review are entirely reliant on the accuracy and completeness of the supplied data. CSA Global does not accept responsibility for any errors or omissions in the supplied information and does not accept any consequential liability arising from commercial decisions or actions resulting from them. Opinions presented in the Report apply to the site conditions and features, as they existed at the time of CSA Global's investigations, and those reasonably foreseeable. These opinions do not necessarily apply to conditions and features that may arise after the date of the Report, about which CSA Global had no prior knowledge nor had the opportunity to evaluate.

CSA Global's valuations are based on information provided by Exore and public domain information. This information has been supplemented by making all reasonable enquiries within the timeframe available, to confirm the authenticity and completeness of the technical data.

CSA Global considers that its opinion must be considered as a whole and that selecting portions of the analysis, or factors considered by it, without considering all factors and analyses together could create a misleading view of the process underlying the opinions presented in this report. The timing and context of an independent valuation report is complex and does not lend itself to partial analysis or selective interpretations without consideration of the entire Report.

CSA Global has no obligation or undertaking to advise any person of any development in relation to the mineral assets which comes to its attention after the date of this Report. CSA Global will not review, revise



or update the Report, or provide an opinion in respect of any such development occurring after the date of this Report.

No audit of any financial data has been conducted.

The valuations discussed in the Report have been prepared at a valuation date of 12 June 2020. It is stressed that the values are opinions as to likely values, not absolute values, which can only be tested by going to the market.

2 Bagoé Project

2.1 Location and Access

The Bagoé Project is situated in northern Côte d'Ivoire (Figure 1) split between the regions of Bagoé and Poro. It is covered principally by the sub-prefectures of Kassere and Mbengue. The project is accessed by the Boundiali-Korhogo bituminised National highway, then approximately 40 km northward along gravel-laterite roads. The project area is approximately two-hour drive from Korhogo where an operating domestic airport is located with regular flights to and from Abidjan the capital of Côte d'Ivoire. The Company's activities are based out of the large village of Kassere immediately east of the exploration permit.

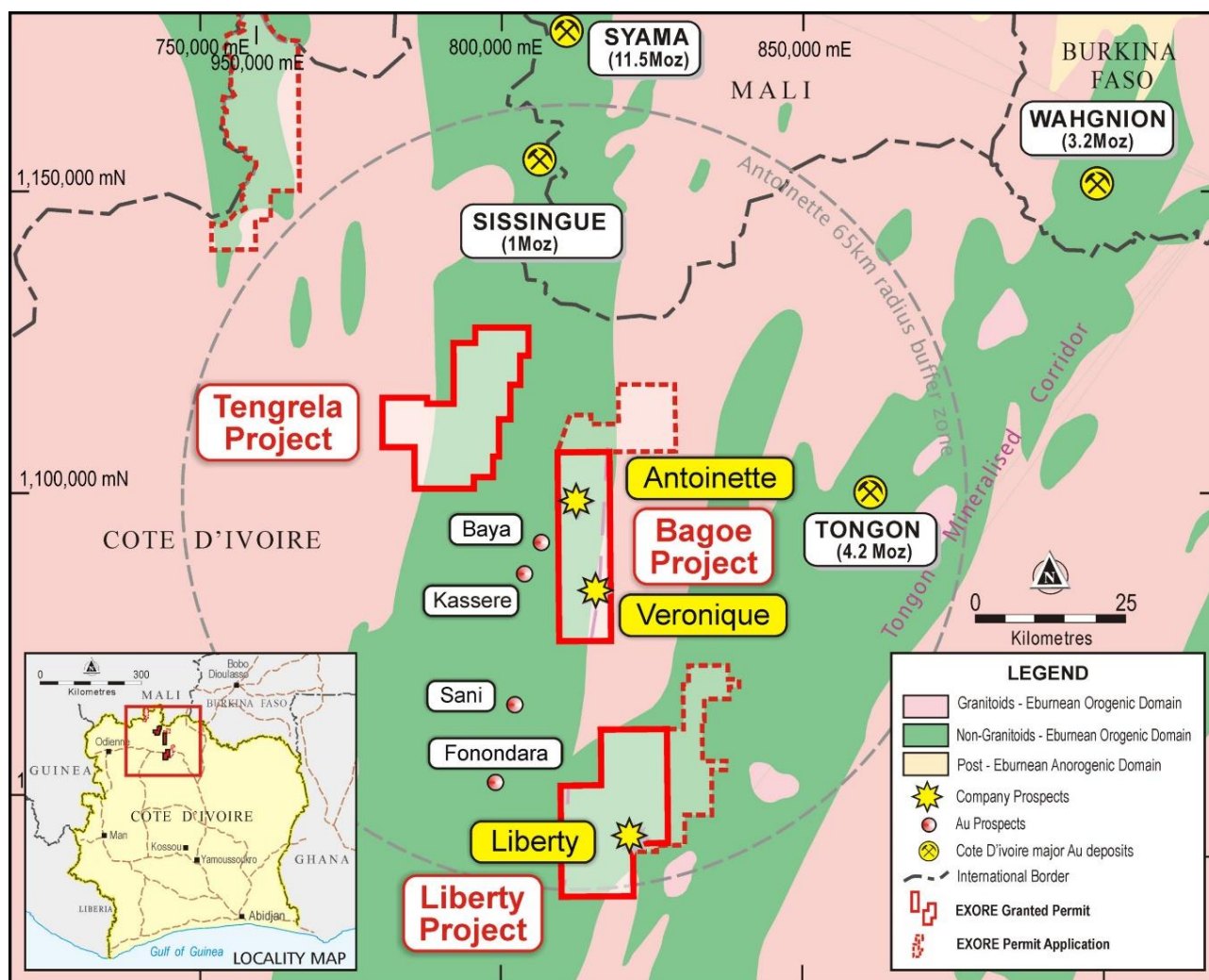


Figure 1: Regional geology and Exore's project locations

Source: Exore, 2020

2.2 Ownership and Tenure

The Bagoé Project is comprised on one granted exploration permit PR321 Boundiali (Table 2) and one exploration permit application (Figure 1). The granted permit is held by Aspire Nord Côte d'Ivoire SARL (Aspire Nord) and the application by Exore Resources CDI DSR No 1 SARL (Exore CDI). Exore CDI is owned 35% by Exore and 65% by DS Resources SARL and is subject to a joint venture earn-in agreement (see Section 2.3).

On 3 June 2020, Exore exercised its pre-emptive right to acquire the remaining 20% interest in Aspire Nord from Apollo Consolidated Limited (Apollo) for US\$4.5 million, which upon completion of that transaction, will result in Exore owning 100% of Aspire Nord.

Table 2: Bagoe Project tenure

Permit	Grant date	Expiry date	Area (km ²)	Holder/Applicant	Exore's equity
PR321	29 October 2014	28 October 2021	271.3	Aspire Nord	100%
Application 190			392.85	Exore CDI	35%

Source: MS&C, 2020

2.3 Agreements

On 22 January 2019, Exore announced a joint venture earn-in agreement with a local Ivorian company DS Resources SARL over Exploration Permit Application 190. The terms of the agreement were as follows.

Exore may increase its interest as follows:

- 51% by spending US\$450,000 on each licence within two years of the grant date
- 60% by spending a further US\$750,000 on each licence within four years of the grant date
- 75% by sole funding completion of a prefeasibility study (PFS)
- 80% by sole funding completion of a definitive feasibility study (DFS) if DS Resources does not elect to contribute following completion of the PFS.

There are also cash payments to be made by Exore to DS Resources of:

- US\$40,000 per licence upon grant
- US\$70,000 per licence per annum for the first four years following grant (i.e. US\$280,000 each permit over four years)
- Following completion of a PFS, US\$0.80/oz of JORC resource up to 1 Moz and US\$1.20/oz of JORC resource above 1 Moz.

At the valuation date 12 June 2020, Exore had 35% beneficial interest in exploration permit application 190.

2.4 Geology

The description of the geology and mineralisation has been taken from Exore's ASX Announcement dated 4 May 2020.

2.4.1 Regional Geology

The Bagoe Project is located on the Paleoproterozoic aged Boundiali greenstone belt of the Man Shield (West African Craton). The Boundiali greenstone belt can be divided into a western sedimentary domain and eastern volcanic domain that are separated by conglomeratic formations typical of other belt-basin sequences seen in West African greenstone belts. In detail, the Bagoe Project straddles the margin of the eastern Boundiali belt and the adjacent batholithic terrane.

2.4.2 Project Geology

The Bagoe Project occurs in an area of low relief dominated by ferruginous regolith and alluvium. Outcrop is rare and does not occur in the mineralised corridors. As such, local geology (Figure 2) is derived from logged drilling data and geophysics, particularly airborne magnetics which indicate the project hosts a north-northeast trending sequence of greenstone that wraps around a large elliptical shaped granite intrusion. Drilling indicates that the greenstone lithologies include intercalated sedimentary and basaltic to andesitic volcanic units intruded by dykes and small plutons of diorite and granodiorite.

Mineralisation has been delineated with drilling at two prospect areas: Antoinette and Veronique. Mineralisation at Antoinette has been defined from the Central, West and South zones. Antoinette Central is hosted in fine-grained wacke sandstone intercalated with variably porphyritic dioritic dikes. Antoinette West occurs within a differentiated basaltic sequence (including megacrystic facies) intruded by dioritic dykes of similar composition to Central. Antoinette South is hosted entirely within granitic intrusions. The Veronique deposit is also hosted entirely within granite.

The weathering profile is well developed throughout the project area with depth to fresh rock 50–60 m vertical. The lateritic horizon is typically less than 5 m, likewise the saprock transition zone is similarly thin with the remainder of the profile being saprolite.

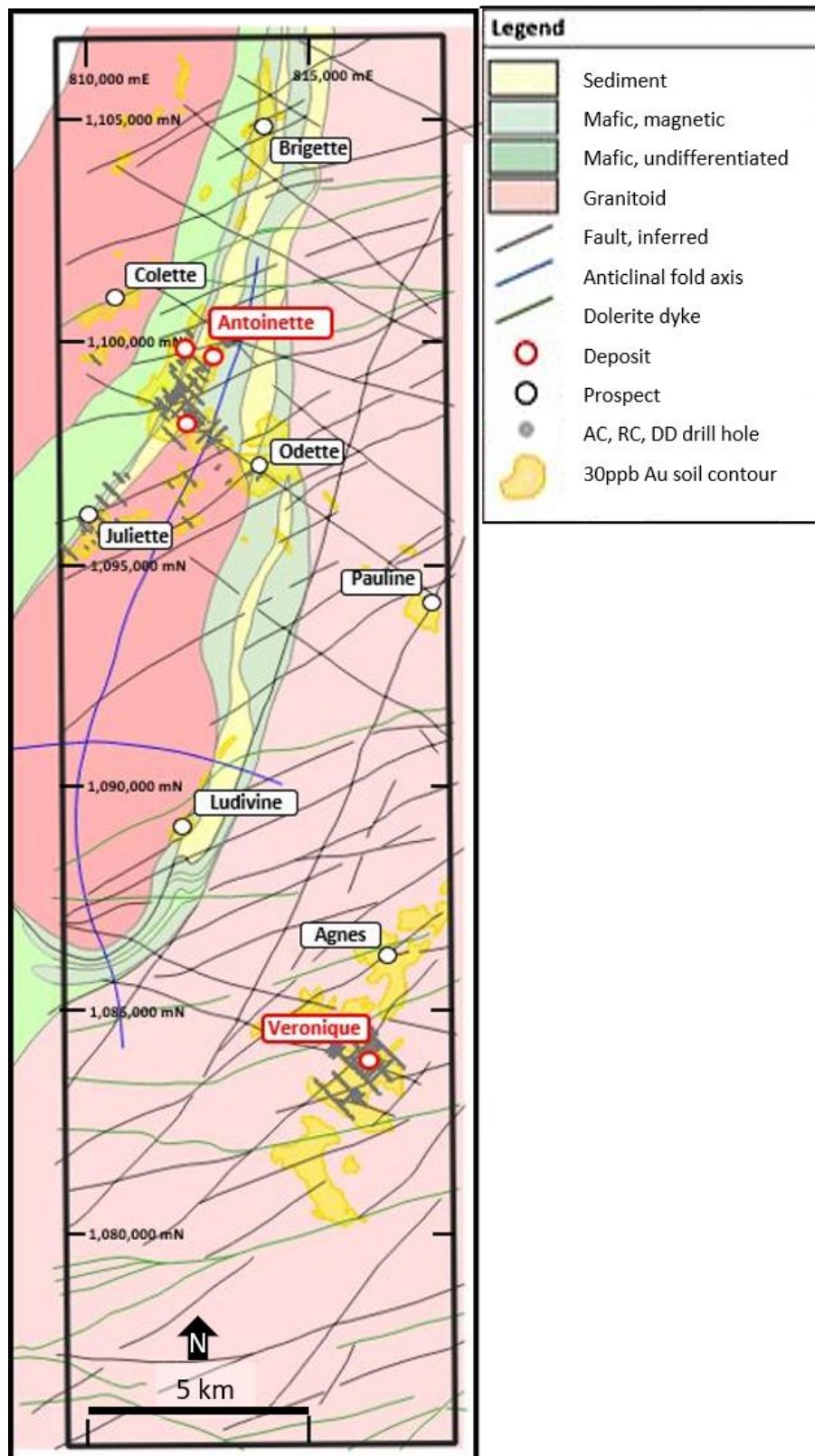


Figure 2: Bagoe Project geology and gold prospects

Source: Exore, 2020

2.4.3 Mineralisation

Mineralisation styles are consistent with orogenic gold deposits seen throughout West Africa.

Antoinette Central and Antoinette South are characterised by silicification (as 1–2 mm quartz veinlets) and intense sericite-iron-carbonate alteration that imparts the mineralised rock with a distinctive green colouration. Sulphide is dominated by arsenopyrite and pyrite in subequal amounts. Despite silicification, larger quartz veins are largely absent from the mineralised zones which are controlled by brittle-ductile shear zones.

Mineralisation at Antoinette West is more difficult to identify visually, it occurs as fine-grained disseminated pyrrhotite associated with epidote-amphibole alteration and a subtle shear fabric best observed in partially weathered rock.

Veronique differs from the Antoinette prospect group as mineralisation is dominated by a metre-scale stylonitic quartz vein carrying visible gold and pyrite. The vein is surrounded by a zone of sheared and altered sericite iron-carbonate altered granite carrying some stringer veins.

2.5 Exploration History

It is not known what/if any exploration activity was carried out in the permit area PR321 prior to the exploration by Apollo before Exore joint ventured into the permit. The exploration permit application is unexplored.

2.5.1 Exploration by Apollo and Exore

Exploration by Apollo at Bagoe consisted of soil sampling on broad grids in discrete areas, which defined several large coherent gold in soil anomalies, the two largest being the Antoinette and Veronique prospects (Figure 3). Many of the anomalies were confirmed by broad spaced air-core drilling, with only the Antoinette Central prospect being reverse circulation (RC) drilled.

Exore expanded the soil sampling covering exploration permit PR321 on a 400 m x 100 m grid and infilling in areas of gold anomalism (Figure 3).

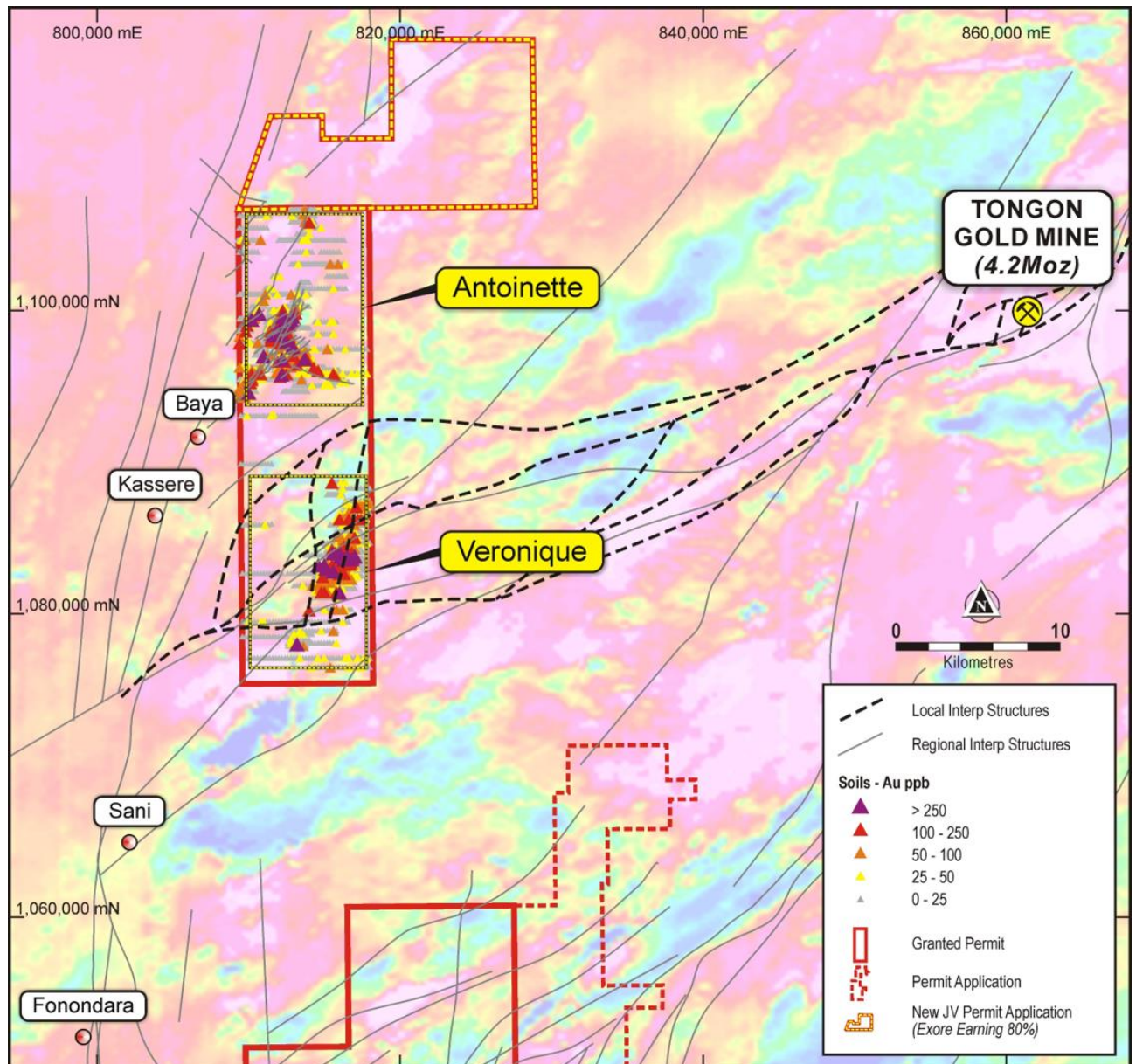


Figure 3: Bagoe Project soil geochemistry results – gold on airborne magnetics

Source: Exore ASX Announcement 24 April 2020

Gold soil anomalies were initially followed up by broad spaced air-core drilling and then further defined by RC drilling. Several prospects have been identified (Figure 2 and Figure 4).

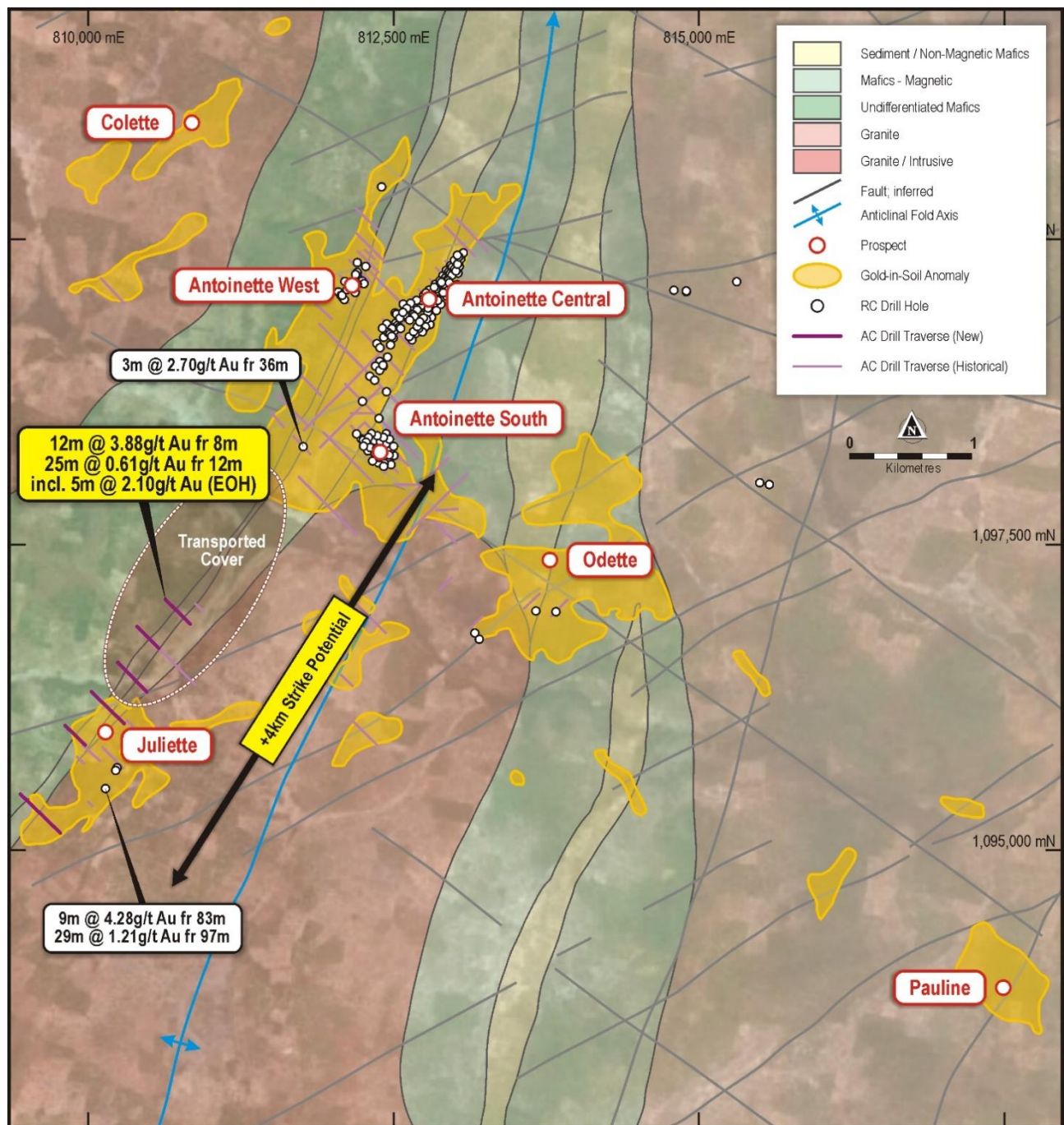


Figure 4: Bagoe Project – Antoinette area gold prospects

Source: Exore ASX Announcement 7 April 2020

Antoinette Central Prospect

Exore has defined gold mineralisation over 1,000 m of strike (Figure 4). RC drilling has been completed on 40–50 m spacings, which has allowed the definition of a Mineral Resource (see Section 2.6). The prospect has a well-developed weathering profile with oxide mineralisation to 60–70 m depth. Mineralisation is hosted by a package of fine-grained sandstone traversed by at least three sub-parallel quartz-graphite shears carrying variable visible gold. These shears control strong silica-sericite-carbonate alteration and strongly disseminated sulphide which comprises the bulk of the mineralisation.

Exore completed an induced polarisation (IP) survey extending over 1 km of mineralised strike drilled at Antoinette Central and the immediate 1 km of southern strike potential. Preliminary interpretation of the

data suggests the mineralisation at Antoinette Central is expressed as a weak moderately chargeable and resistive anomaly corresponding to the silicified host sandstone and disseminated sulphide mineralisation.

Antoinette South Prospect

Antoinette South is located 900 m south of Antoinette Central (Figure 4). RC drilling by Exore has intersected multiple shallow gold lodes associated with strong sericite-silica alteration and disseminated arsenopyrite and pyrite, within a granodiorite.

Antoinette West Prospect

Antoinette West was recently identified 300 m west and sub-parallel to Antoinette Central (Figure 4). Gold mineralisation was identified in air-core drilling and followed up by reconnaissance RC drilling returning multiple gold intersections. The mineralisation is hosted in both diorite and basalt with weak bleaching and silicification with pyrrhotite the dominant sulphide. The mineralisation is best developed at a flexure where the controlling structure takes a more northerly strike.

Juliette Prospect

The Juliette prospect is located 4 km along southern strike from Antoinette Central (Figure 4). Drilling indicates the mineralisation is shear hosted on an intrusive margin. The host rock is dominated by shale.

Odette Prospect

The Odette prospect is located southeast of Antoinette South in a 2 km x 2 km area of anomalous gold-in-soils proximal to an intrusive (Figure 4). Exore has undertaken some shallow first-pass drilling

Veronique Prospect

The Veronique prospect is located in the southern part of the Bagoe Project, 12 km to the south of Antoinette (Figure 2 and Figure 3). Veronique is defined by a 7 km x 2.2 km area of anomalous gold-in-soil samples striking north-northeast (Figure 5). Recent power auger drilling of the soil anomaly has provided definition within the broader soil anomaly (Figure 5). Air-core and RC drilling has intersected gold mineralisation across 760 m of west-northwest strike at 80 m drill spacings (Figure 6). Gold mineralisation is hosted by zones of quartz veining and sericite alteration within granite. Pyrite is the dominant visible sulphide and is accompanied by minor visible gold. The interpreted dip is ~50° to the southwest, with a well-developed weathering profile oxidised for 50–70 m vertically.

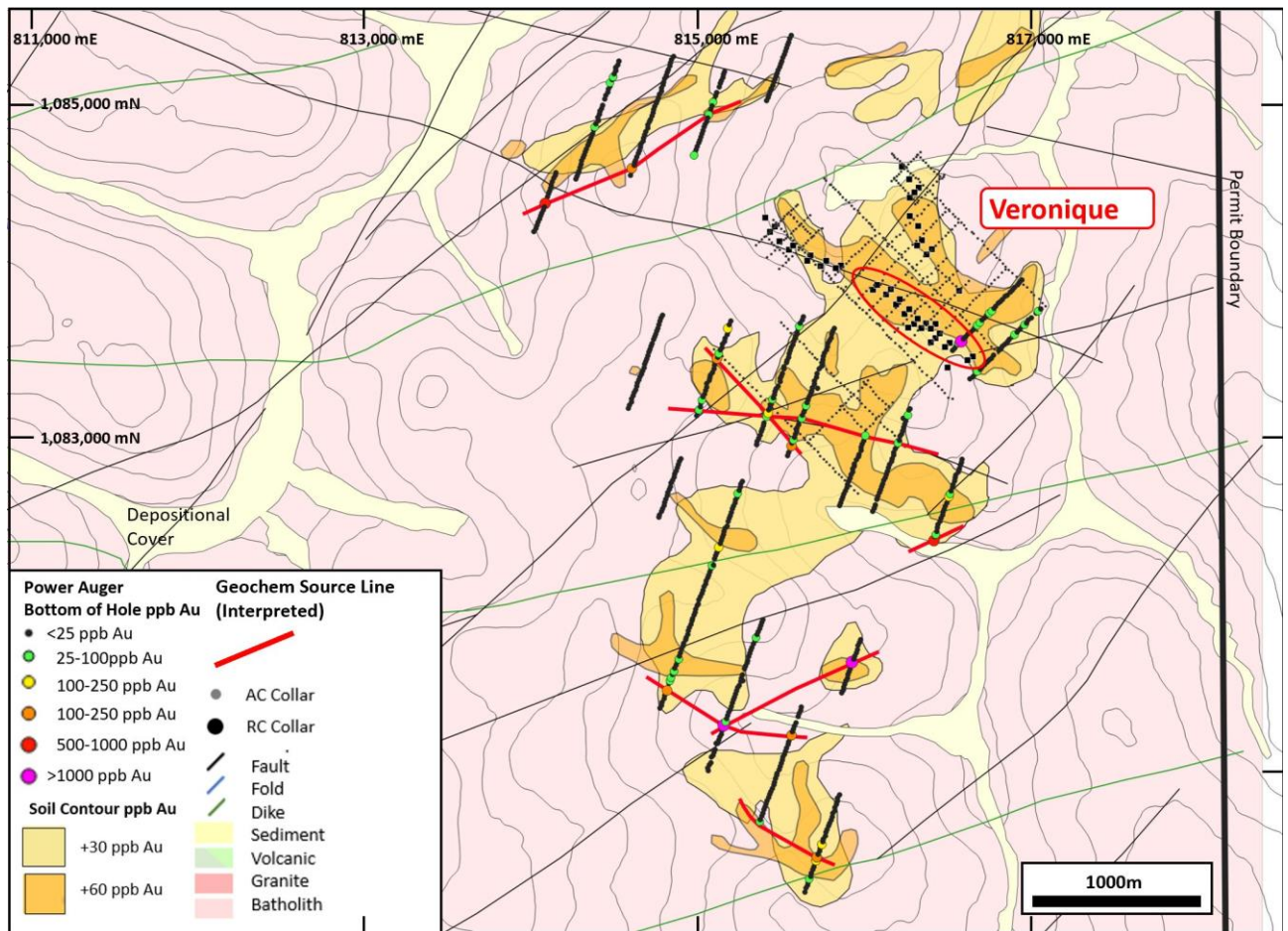


Figure 5: Veronique gold anomaly-in-soil geochemistry, power auger, aircore and RC drilling

Source: Exore ASX Announcement 24 April 2020

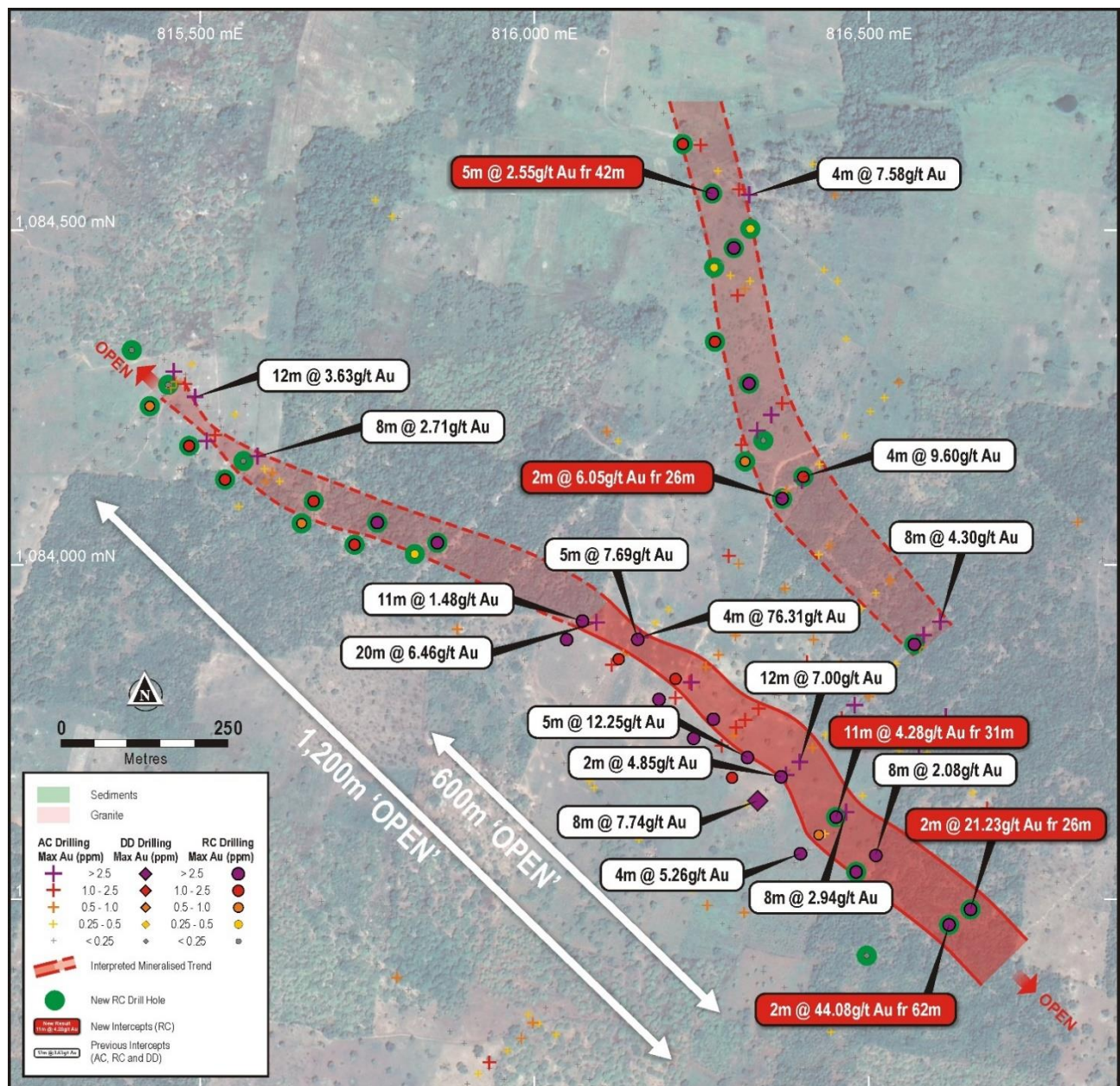


Figure 6: Veronique prospect drilling results

Source: Exore ASX Announcement 24 April 2020

2.6 Mineral Resources

A Mineral Resource estimate (MRE) report for the Bago Project was not undertaken. Mr Brian Wolfe, the Competent Person, was not able to complete a site visit as travel restrictions resulting from the COVID-19 pandemic were in place at the time and remain so currently. CSA Global's review was completed based on a desktop examination of the block models, drilling database, wireframes, and estimation composites file, a slide deck prepared for the EMEA 121 Mining Investment Online series in May 2020 and a summary report prepared for public disclosure on the ASX on 4 May 2020, announcing the maiden Bago MRE. These provided digital materials were supplemented by review of Exore's public disclosure on the ASX platform, site photographs of drilling and sampling on Exore's website, a discussion and "walk-through" of the Antoinette and Veronique models on screen with the Competent Person, supplementary information from Mr Elliot Grant, Exore's Exploration Manager and a briefing by Mr Justin Tremain, Exore's Managing Director.

CSA Global is satisfied that its review of the material provided, supplemented by its research, plus the briefings and discussion have provided sufficient information and a reasonable basis for CSA Global's opinion, as applied to the valuation of the Bagoe Project.

Table 3 summarises the MRE, reported in accordance with the requirements of the JORC Code (2012) and above a 1.0 g/t Au cut-off. Figure 7 and Figure 8 illustrate the interpreted wireframes defining the mineralisation.

Table 3: Bagoe Project MRE by deposit, reported above 1.0 g/t Au

Deposit	Indicated			Inferred			TOTAL		
	Tonnes	Grade (g/t Au)	Ounces	Tonnes	Grade (g/t Au)	Ounces	Tonnes	Grade (g/t Au)	Ounces
Antoinette Central	750	3.5	90,000	3,550	2.3	265,000	4,300	2.5	355,000
Antoinette West	-	-	-	350	2	20,000	350	2	20,000
Antoinette South	-	-	-	950	1.5	45,000	950	1.5	45,000
Veronique	-	-	-	1,050	3.2	110,000	1,050	3.2	110,000
Total	750	3.5	90,000	5,850	2.3	440,000	6,650	2.5	530,000

Note: Figures may not add up due to appropriate rounding.

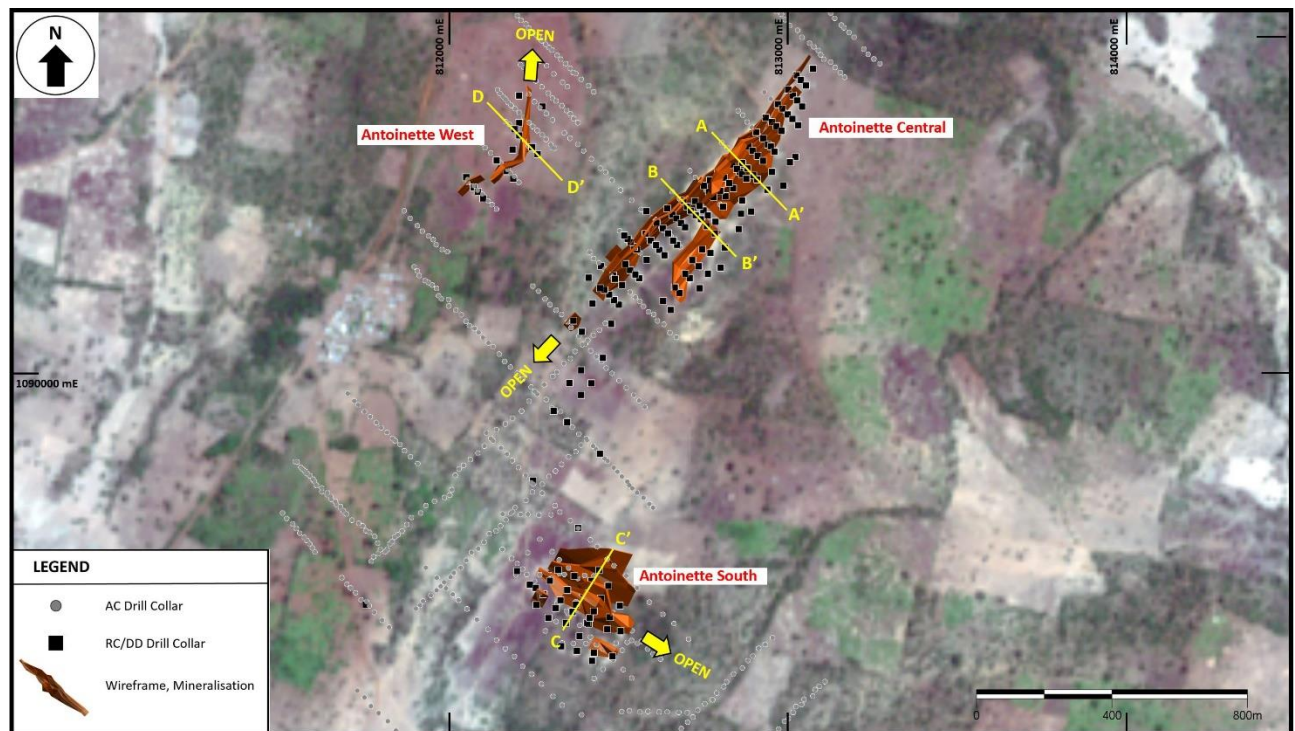


Figure 7: Antoinette mineralisation wireframes and drillhole collars

Source: Exore

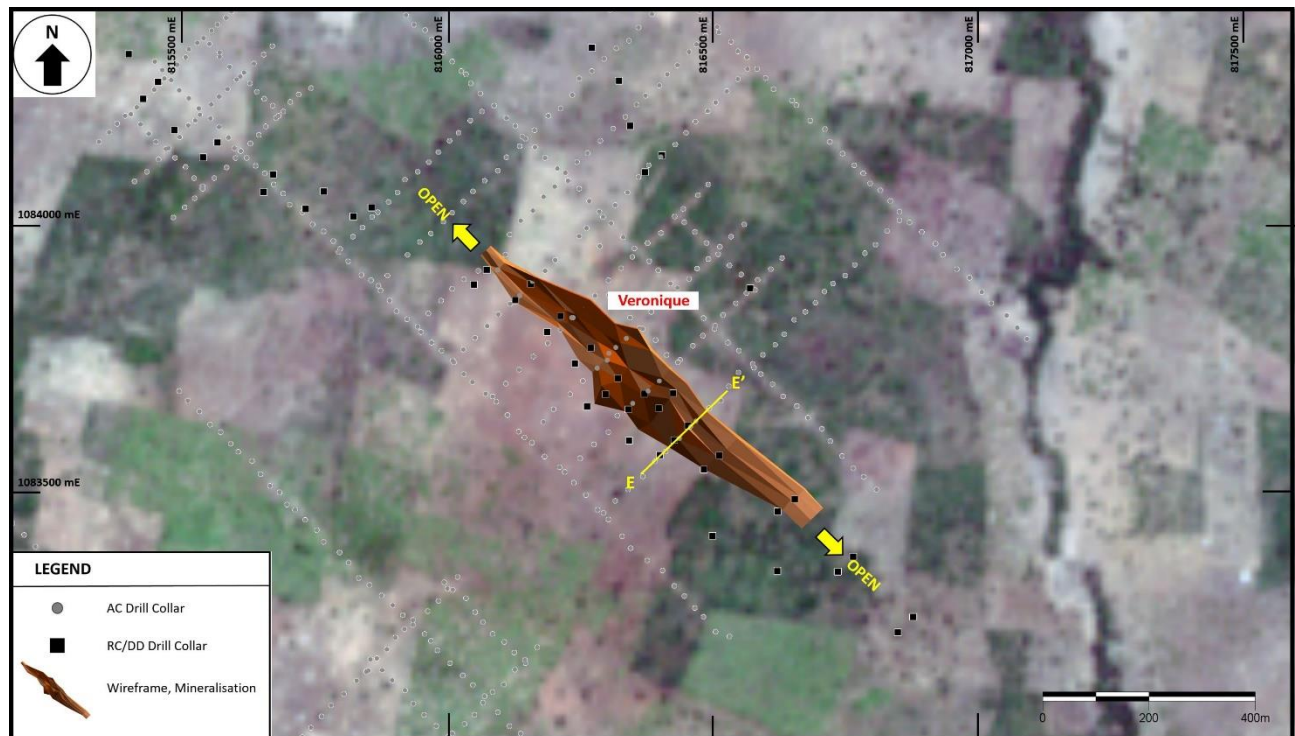


Figure 8: Veronique mineralisation wireframes and drillhole collars

Source: Exore

2.6.1 Geological Setting and Infrastructure

The Bagoe Project regional and local geology have been described in Sections 2.4.1 and 2.4.2. The mineralisation setting is outlined in Section 2.4.3.

The area is accessed by bituminised highway, except for the final approximately 40 km northward along gravel-laterite roads. The project area is approximately two-hour drive from an operating domestic airport with regular flights to and from Abidjan the economic capital of Cote d'Ivoire. The administrative capital is in Yamoussoukro.

Nearby operating gold mines include Perseus' Sissingué Gold Mine approximately 45 km to the north and Barrick's Tongon Gold Mine, approximately 50 km to the east. Both these mines are large significant projects, as illustrated in Figure 1. The relatively close locations of these significant projects allows the possibility of the Bagoe Project to be considered as a potential feeder project, as well as a stand-alone project, depending on the market price and demand for gold.

2.6.2 Data: Quality of Sampling and Analysis

The Antoinette Central MRE covers approximately 1,000 m of strike where drilling has been completed on a nominal 50 m x 20 m grid, plus a small amount of drilling completed at the Antoinette South and West areas. Mineralisation is from surface at Antoinette with approximately 85% of the ounces in the top 150 m.

Antoinette was drilled on a nominal 50 m x 20 m grid spacing; a small number of sections were drilled at a closer spacing (Figure 7). Table 4 summarises the drilling in the Bagoe Project. The estimation database comprises 813 drillholes, 609 air-core holes (27,522 m) and 199 RC holes (25,584 m). A total of five diamond holes (1,030 m) were also used for the available density determination data. Drilling was oriented generally to intersect mineralisation perpendicularly.

The MRE for Veronique is based on a limited amount of drilling at Veronique where less than 3,000 m of RC drilling has been completed (along with 2,000 m of air-core drilling). Mineralisation at Veronique is relatively planar and dips moderately to the southwest. The MRE covers just 800 m of strike where mineralisation commences at surface and is nominally 5–15 m true thickness.

Table 4: Drilling summary, Antoinette and Veronique

Project	Drillhole type	Number	Metres drilled
Antoinette	Diamond (DD)*	5	1,030
	Reverse circulation (RC)	199	25,584
	Air-core (AC)	609	27,522
	Total	813	54,136
Veronique	Diamond (DD)	1	164
	Reverse circulation (RC)	28	2,745
	Air-core (AC)	35	2,018
	Total	64	4,927

*Five diamond drillholes used to obtain 472 density measurements

As it was not possible to complete the field site and laboratory inspections in Africa due to the current COVID-19 related travel restrictions, the standard operating procedures for drilling, sampling, logging and sample preparation in the field and laboratory were instead reviewed by the Competent Person, Mr Brian Wolfe, in discussion with Exore's Exploration Manager, Mr Elliot Grant, and found by Mr Wolfe to be acceptable to the purpose of Mineral Resource estimation and classification.

Quality assurance and quality control (QAQC) on the data was completed by Exore and reviewed by the Competent Person. The Competent Person reviewed Exore's analysis of field and laboratory duplicates, blanks, and standards. The majority of the data fell within one standard deviation, and scatter plots displayed an acceptable amount of error.

CSA Global reviewed the data quality analysis prepared by Exore, as presented to the Competent Person and concur that the quality of the data falls within acceptable parameters to support Mineral Resource estimation and classification.

2.6.3 Interpretation: Mineralisation Envelopes, Oxidation Layers and Density

Given the geological control of mineralisation as described in Section 2.4.3, the primary criterion for defining the mineralisation envelopes and wireframes was a 0.3 g/t Au assay cut-off which while not definitive, is broadly indicative of a natural mineralisation threshold. Continuity from one drill section to the next can be sufficiently demonstrated at this cut-off. The same cut-off was applied to Antoinette and Veronique. A low grade lateritised mineralisation was also interpreted in the Antoinette Central area to overlie the bedrock mineralised domains; this was confined by the topography and an interpreted base of laterite derived from logging.

Mineralisation at Antoinette Central was contained within felsic and sedimentary rocks and trends interpreted as generally linear in nature. Mineralised structures at Antoinette South were entirely within a felsic complex, the mineralised trends were less clear, as were the mineralisation envelopes in Antoinette West.

Three oxidation states, overlain by the lateritised zone were interpreted and primarily used to assign density in the block model. Table 5 summarises the density values assigned, on the basis of 472 density measurements collected from five diamond drillholes, three in Antoinette Central and one each in Antoinette South and West. The density values in Veronique were assumed to be the same as Antoinette South and West. A density of 1.85 t/m³ was assumed for the laterite mineralisation, based on typical West African laterites.

Table 5: Density assignation in block model

Area	Oxidation state	Density (t/m ³)
Antoinette Central	Laterite	1.85
	Fully oxidised	1.6
	Transitional	2.2
	Fresh	2.8
Antoinette South	Fully oxidised	1.6
	Transitional	2.2
	Fresh	2.7
Antoinette West	Fully oxidised	1.6
	Transitional	2.2
	Fresh	2.7
Veronique	Fully oxidised	1.6
	Transitional	2.2
	Fresh	2.7

CSA Global is satisfied that the interpretations have adequately represented the current understanding of controls on mineralisation continuity, and oxidation levels, and are appropriate for use in controlling the estimation of grade.

2.6.4 Grade Estimation and Validation

Three-metre (3 m) composites were used for grade estimation in Antoinette, as the Competent Person felt that this was the most appropriate in the context of the geological setting and likely open pit method of mining. Four-metre (4 m) composite were used in Veronique, where there was a significant number of 4 m air-core composite samples.

In CSA Global's opinion, the use of 3 m and 4 m composites in Antoinette and 4 m composites in Veronique may introduce a degree of smoothing in the estimate. This may mask some local variation in the grade distribution, especially given the relatively high nugget value. This is however a consideration to be examined and possibly addressed in subsequent MRE updates. The current drill section and drillhole spacing make this concern largely conceptual at this early stage of the project, and there is not a material impact anticipated on this current global estimate.

Top cuts were applied to the composites during estimation, Table 6 summarises the top cuts applied. Descriptive statistics were calculated per mineralisation domain and the impact of higher-grade gold outliers was examined on composite data using log probability plots and cumulative statistics. Composites affected by top cuts were reviewed in three dimensions to validate their location and relevance relative to the entire population. These top cuts were applied to mineralisation outliers, and only impacted less than 2% of the data.

Table 6: Bagoe Mineral Resource top cuts

Area	Top cut
Antoinette Central	25 g/t Au
Antoinette South	4 g/t Au
Antoinette West	10 g/t Au
Veronique	16 g/t Au

Variography from the main domains indicated a moderate to high nugget of approximately 35–50%, with maximum range of approximately 100 m (strike), intermediate range of (dip) 80–100 m and minor axis of 10 m. Elliptical search neighbourhoods within domains were used orientated parallel to the orientation of the shear. Search ranges were based on the variograms and were typically 200 m along strike, 200 m down dip and 30 m across strike. Wireframed mineralisation domains were used as “hard boundaries” for

estimation. No oxidation state separation was imposed; oxide and transitional mineralisation were estimated together with the fresh/sulphide mineralisation.

Grade estimation was into parent cells of 5 mE x 12.5 mN x 5 mRL, with sub-celling to a minimum block size of 2.5 m x 2.5 m x 1.25 m to refine volume definition. Search ranges of 200 m along strike, 200 m down dip and 30 m across strike were used and all estimations were completed in one pass, with hard domain boundaries defined by the individual mineralisation wireframes.

The estimate was validated visually by comparison of whole block grades to drillhole composites, comparison of composite and block model statistics, generating grade shells and visually assessing them and swath plots of composite vs whole block model grades. Figure 9 to Figure 11 illustrate the estimated model blocks compared to the drilling data. Note the lower grade lateritised blocks in Figure 9, these blocks are part of the estimate, and classified as Inferred Mineral Resources but would largely not fall within the estimate reported above the 1.0 g/t Au cut off.

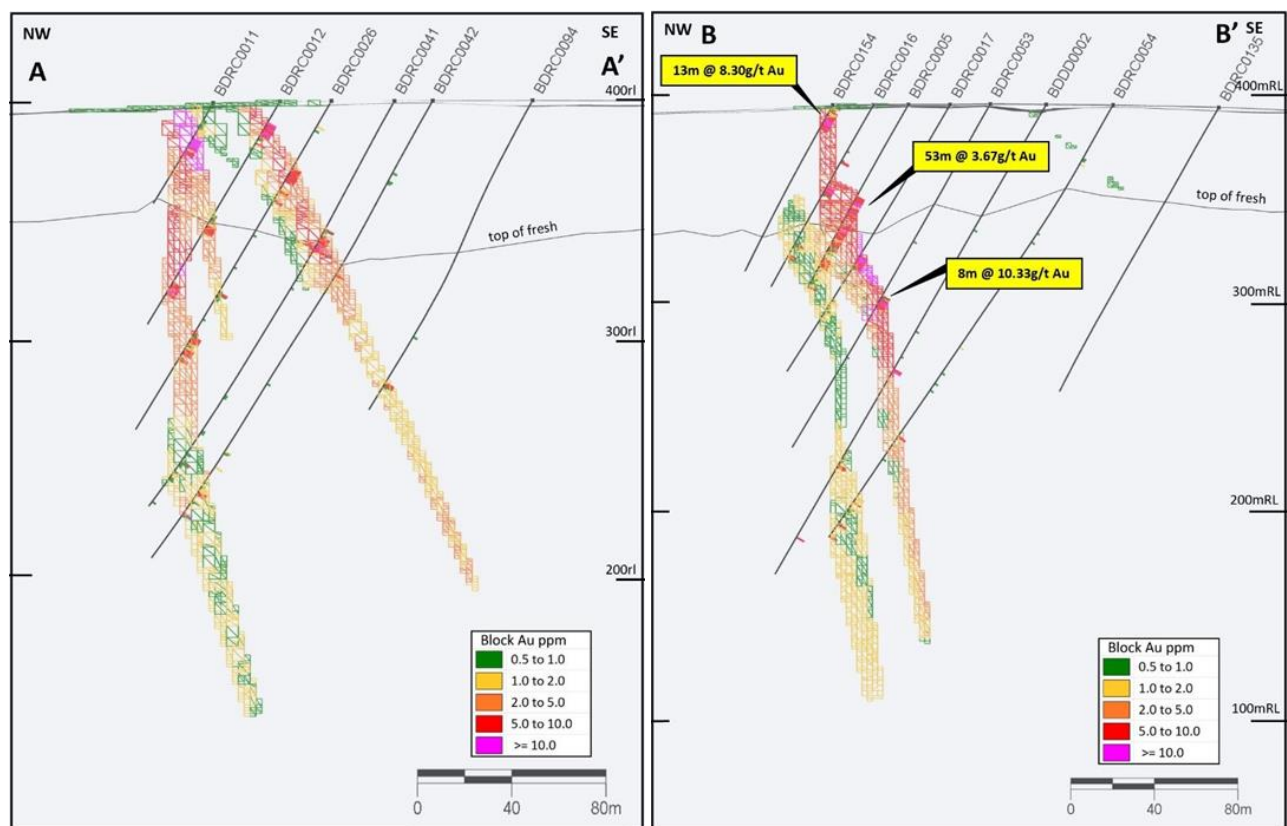


Figure 9: Antoinette Central validation cross sections
See Figure 7 for location of cross sections.

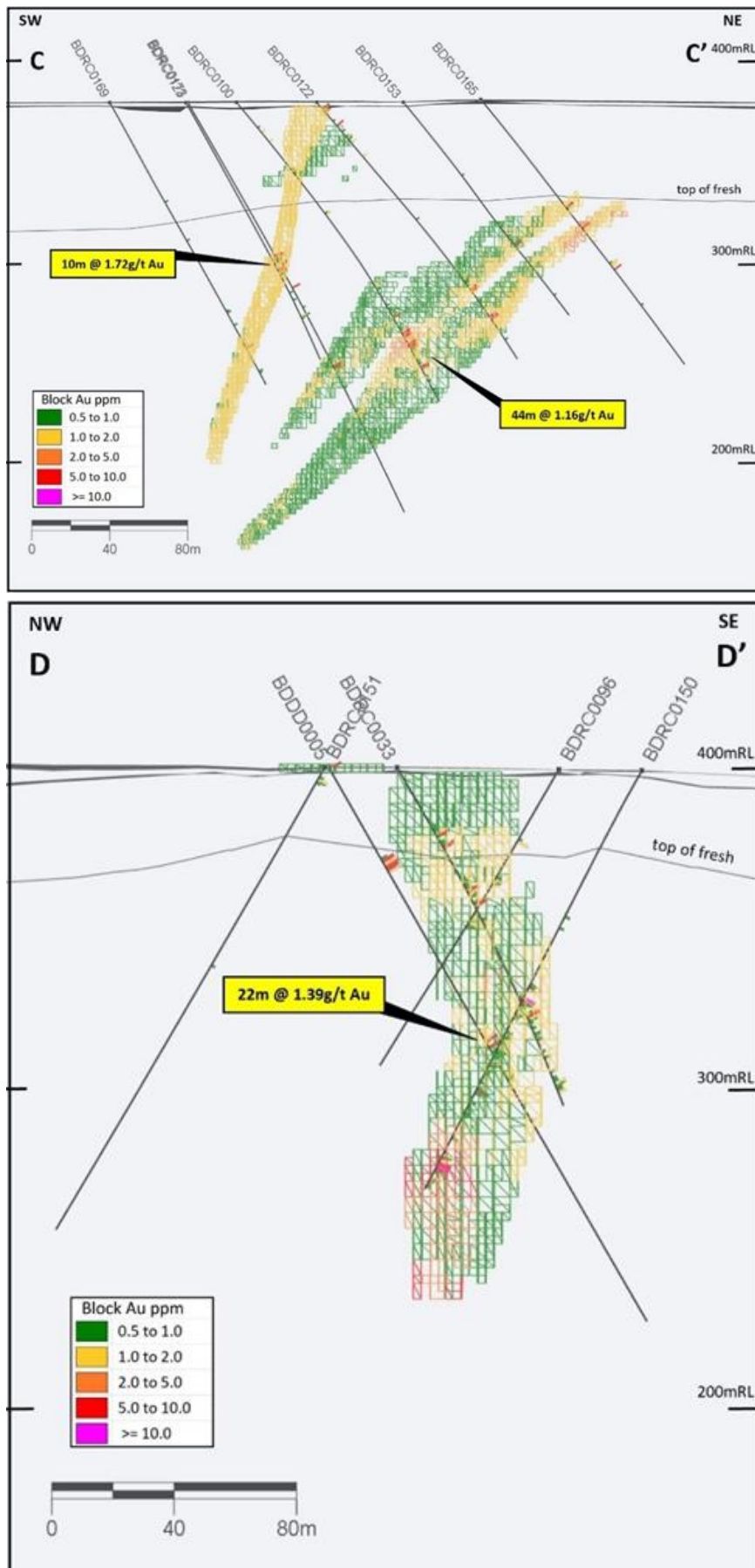


Figure 10: Antoinette South (top) and West (bottom) validation cross sections
See Figure 7 for location of cross sections.

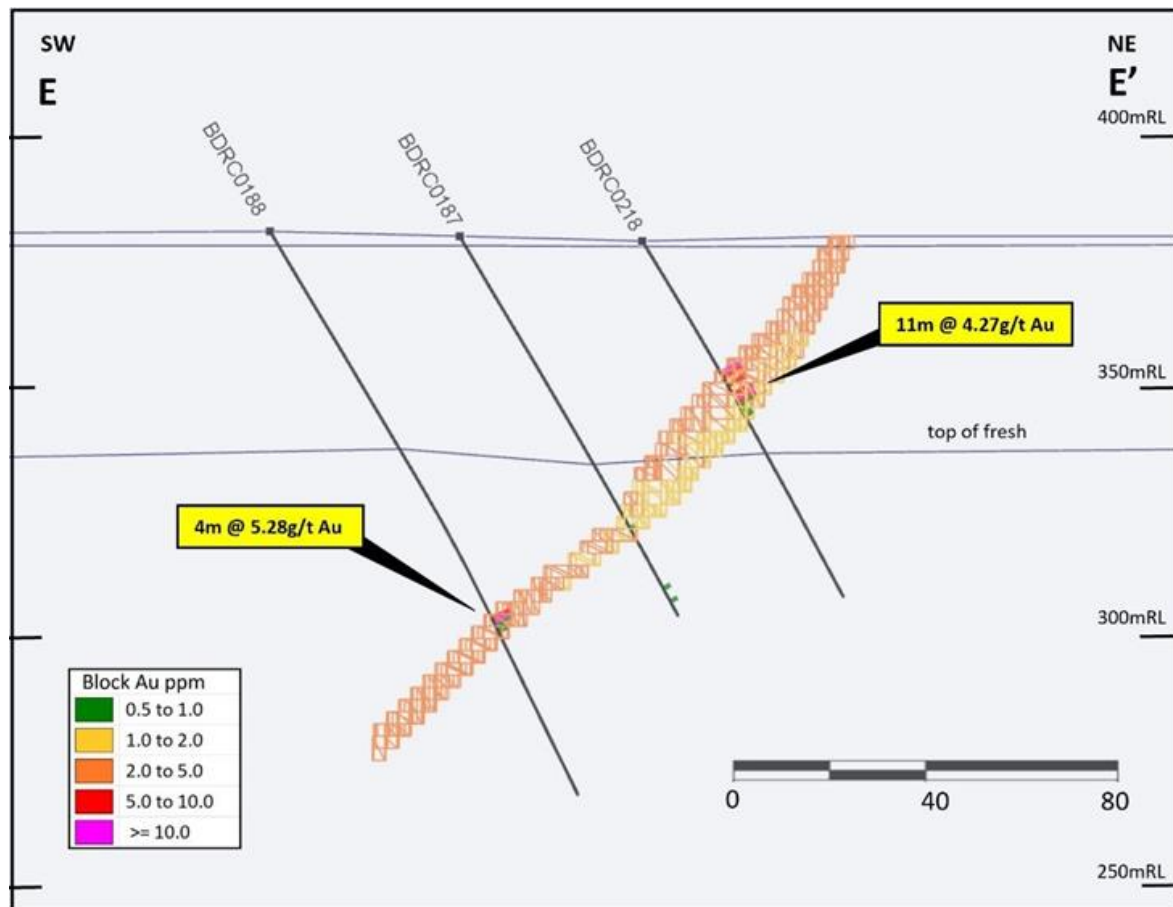


Figure 11: Veronique validation cross section
See Figure 8 for location of cross sections.

CSA Global is satisfied that the approach and rationale applied to grade estimation is appropriate and provides a reasonable basis to support the current valuation of the Bagoe Project.

2.6.5 Classification and Reporting

The drill spacing, quality of data, current confidence in the geological understanding of the deposit, continuity of mineralisation and grade drove the resource classification.

Indicated blocks were typically informed by at least two drillholes, and less than 20 m from the nearest composite, had low kriging errors and had drilling spacing of less than 50 m x 25 m. The quality of estimate was also considered, reflecting the number of samples used to estimate a block, the distance a block is from a sample, slope of regression and the kriging error. Only blocks in Antoinette Central were classified as Indicated, using wireframes, to avoid spotty non-contiguous classified blocks.

Blocks not meeting the criteria for Indicated were classified as Inferred. All mineralisation at Antoinette South, West and Veronique, and the laterite horizon in Antoinette Central has been classified as Inferred as there is a greater uncertainty in the geological and grade continuity.

The estimate is reported above several different cut-offs for internal planning purposes. The estimate reported above the 1.0 g/t Au cut-off was nominated by CSA Global to support the valuation.

CSA Global is satisfied that the classification approach and reporting cut-off selected is appropriate to provide a reasonable basis for valuation.

2.7 Mining Studies

Exore has not undertaken any formal mining studies at the Bagoe Project. However, Exore has completed some metallurgical testwork.

2.7.1 *Antoinette Central and Antoinette South Metallurgical Testwork*

Metallurgical testwork has been undertaken on oxide and transitional material at Antoinette Central and Antoinette South which returned gold extraction rates of 93.7% to 97.1% through cyanide leaching. Primary mineralisation at Antoinette Central and Antoinette South has more complex mineralogy with poor gold extractions returned from cyanide leach test work. Ultrafine grinding tests followed by cyanide leach testing resulted in only a minor improvement in gold extraction. Diagnostic leaching of cyanide leach residue from primary mineralisation indicates that a large proportion of the residual gold is associated with labile sulphides (most likely arsenopyrite). Preliminary flotation test work indicated that +90% of the gold may be recovered to a high-grade concentrate, further testwork is planned.

2.7.2 *Antoinette West Metallurgical Testwork*

Metallurgical testwork was carried out on primary mineralisation at Antoinette West. Gold extraction ranged from 90.7% to 97.6% with an average of 94.7% from five composite samples subject to 24-hour, direct cyanidation “bottle rolls” with residues analysed by 50 g fire assay.

2.7.3 *Veronique Metallurgical Testwork*

Cyanide leach tests were carried out on a composite sample of primary mineralisation at Veronique from a diamond core hole. A base line cyanide leach test returned 89.5% gold extraction over 48 hours from an average feed grade of 6.04 g/t Au.

2.8 Exploration Potential

In CSA Global's opinion, the exploration potential in and around the Antoinette and Veronique areas is very good. At Antoinette Central, the drilling has shown good continuity of gold mineralisation along strike and down dip. Multiple zones remain open along strike to the north and south and at depth. At Antoinette South mineralisation has been identified over 400 m striking west-northwest, which remains open in all directions. At Antoinette West, the sub-parallel zone of mineralisation remains open along strike and at depth.

Shallow reconnaissance aircore drilling along the Antoinette shear (Figure 4) to the Juliette prospect identified blind mineralisation with no surface geochemical signature due to thin alluvial cover. There is 4 km of strike potential between Antoinette South and Juliette, which is untested by RC and diamond drilling. Mineralisation is hosted in a sheared and quartz veined shale with relict sericite and box-work textures indicating a well-developed alteration system. The shear follows the margin of a granite intrusion.

At the Veronique prospect in the southern part of the Bagoe Project 12 km south of Antoinette, air-core and RC drilling have only tested a small portion of the 7 km x 2.2 km area of anomalous gold in soil samples. Recent power auger drilling of the broad soil anomaly has provided greater definition within the broad soil anomaly, which will allow targeted first pass aircore drilling (Figure 5).

3 Liberty Project

3.1 Location and Access

The Liberty Project is situated in the north of Cote d'Ivoire in the Korhogo Department of the Poro Region, Savanes District (Figure 1). It is covered principally by the Niofoin and Sirasso sub-prefectures.

Project infrastructure is good, with the exploration permit traversed in the north by the sealed A12 highway between Korhogo and Boundiali and a network of all-weather laterite roads elsewhere. Field activities are based out of the village of Siempurgo on the A12 highway approximately 10 km west of the permit boundary.

3.2 Ownership and Tenure

The Liberty Project is comprised of one granted exploration permit PR320 Korhogo and one exploration permit application (Table 7). The exploration permit and exploration permit application is held by Aspire Nord.

On 3 June 2020, Exore exercised its pre-emptive right to acquire the remaining 20% interest in Aspire Nord from Apollo for US\$4.5 million, which upon completion of that transaction, will result in Exore owning 100% of the Bagoe and Liberty Projects.

Table 7: Liberty Project tenure

Permit	Grant date	Expiry date	Area (km ²)	Holder/Applicant	Exore's equity
PR683	29 October 2014	28 October 2021	376.67	Aspire Nord	100%
Application 317			168.34	Aspire Nord	100%

Source: MS&C, 2020

3.3 Geology

3.3.1 Regional Geology

The project is located in the Senufo greenstone belt (see Figure 1 in Section 2.4.1), a northeast trending sequence of Paleoproterozoic supracrustal rocks dominated by variably deformed volcano-sedimentary and fine-grained metasedimentary rocks intruded by various plutonic rocks. It is host to Barrick Gold Corporation's Tongon gold mine and Teranga Gold Corporation's Wahgnion gold mine across the border in Burkina Faso.

3.3.2 Project Geology

Due to very limited outcrop the local geology of the exploration permit is poorly constrained; however, government regional scale airborne geophysics and drilling undertaken by Aspire Nord highlight the presence of a major northeast-striking structure (Figure 12), termed the Liberty shear zone by Exore, that is host to strongly foliated mafic schist and fine-grained sediments.

3.3.3 Mineralisation

Gold mineralisation at Liberty 2 (Figure 12) is associated with strongly deformed sedimentary and mafic rocks, which strike northeast to southwest hosting mineralised quartz veins, which are thought to be vertical or sub-vertical dipping towards the southeast.

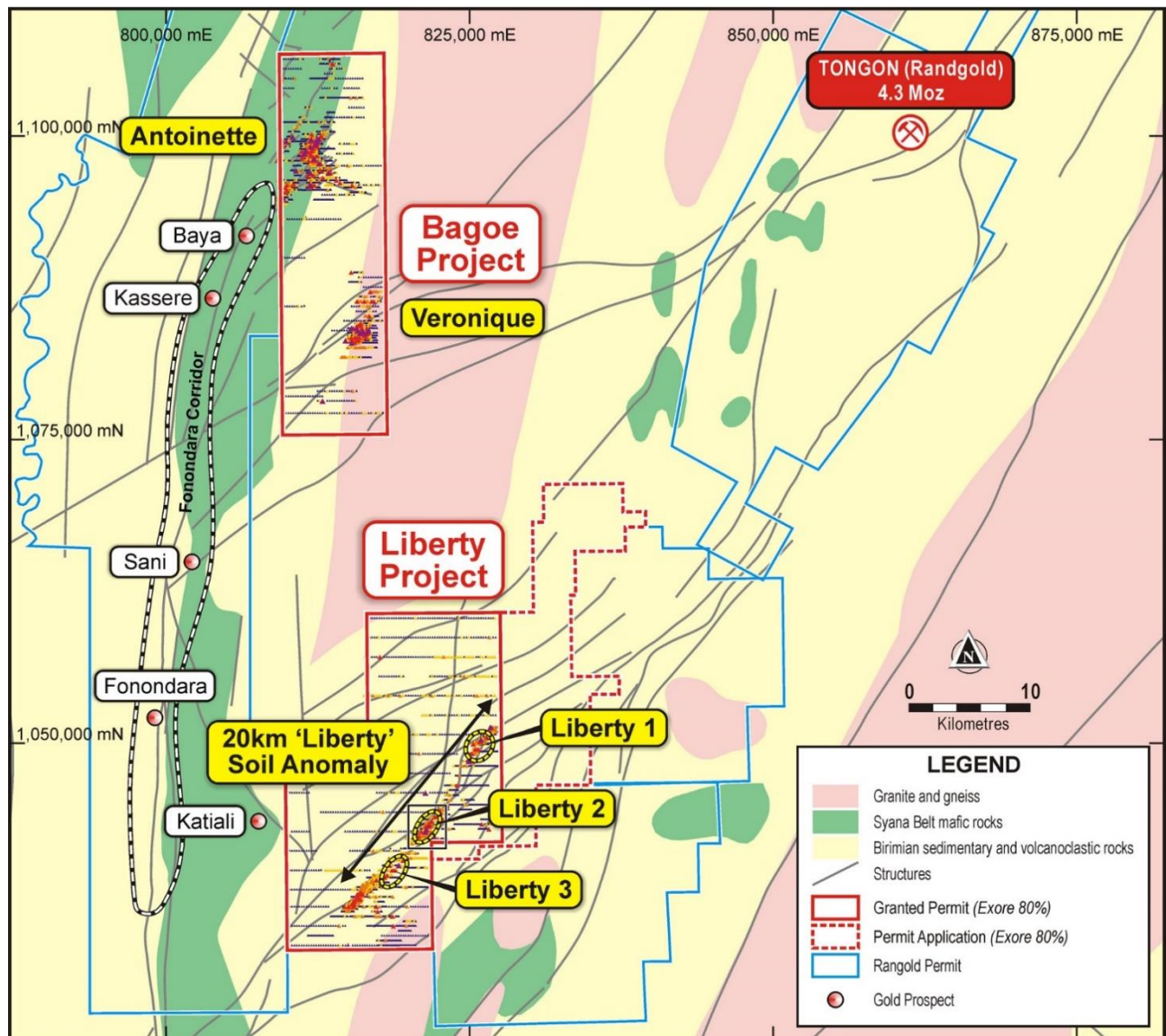


Figure 12: Liberty Project geology

Source: Exore, 2020

3.4 Exploration History

It is not known what/if any exploration activity was carried out in the permit areas prior to the exploration by Apollo before Exore joint ventured into the permits.

3.4.1 Exploration by Apollo and Exore

Exploration permit PR320 has been covered by 400 m x 100 m surface geochemistry sampling which has defined a 20 km gold anomaly "Liberty" soil anomaly (Figure 12) striking northeast-southwest. At Liberty 2, a couple of rounds of air-core drilling was completed, which was followed by RC drilling. This drilling defined shallow gold anomalism extending over 1.6 km of strike (Figure 13).

A recently completed high-resolution airborne magnetics and radiometrics survey undertaken by Aspire Nord during aims to improve local geological understanding across the permit, particularly with respect to the detailed structure of the Liberty shear zone.

Mapping was also undertaken in the eastern portion of the project area where the recent airborne magnetics and radiometrics surveys suggested areas of sub-crop/outcrop and possible intrusions along the Liberty shear.

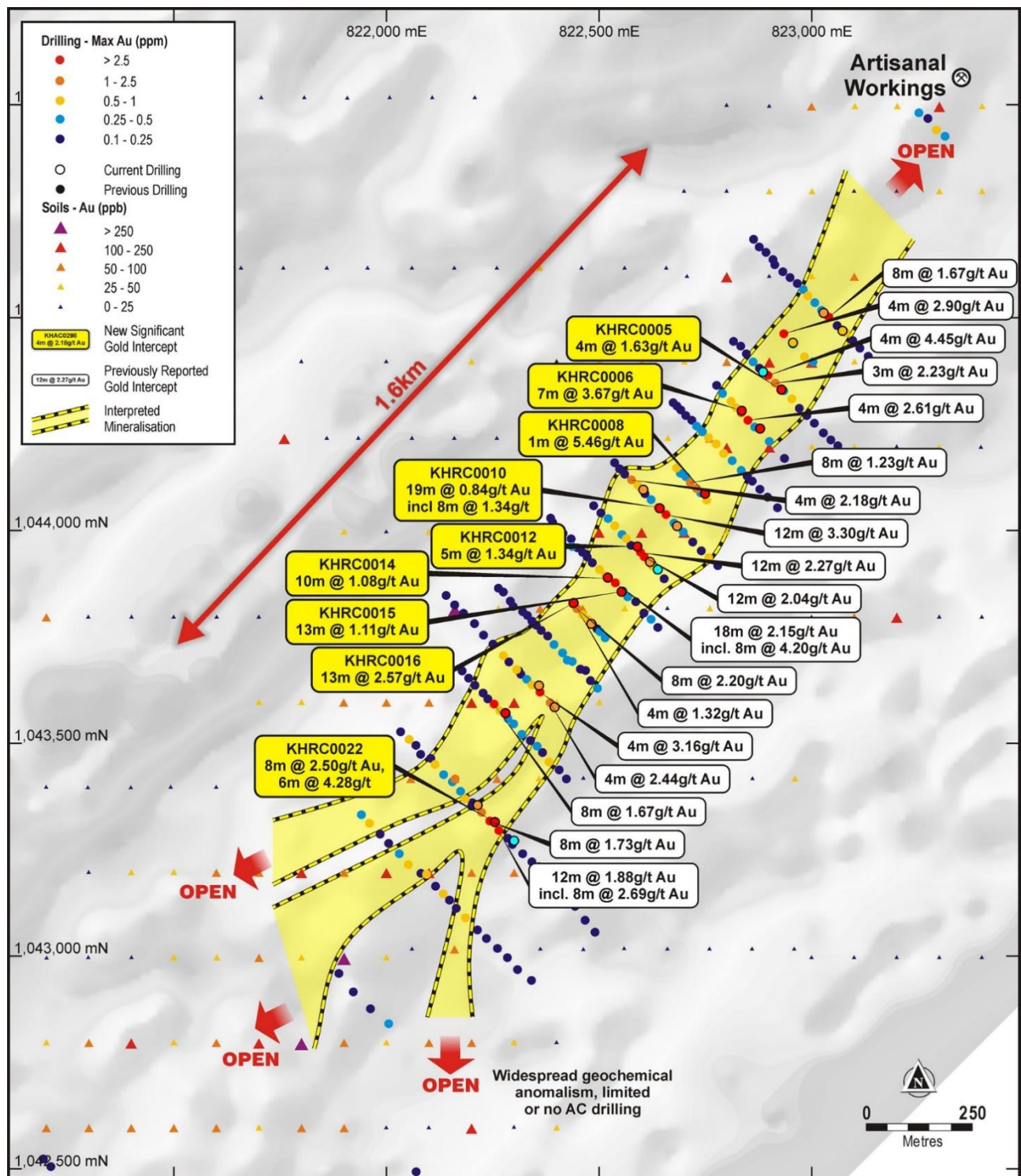


Figure 13: Liberty 2 prospect

Source: Exore ASX Announcement 24 April 2020

3.5 Metallurgical Testwork

Preliminary metallurgical testwork has been undertaken on RC chip samples from drilling at Liberty 2. Three composites were blended of oxide, transitional and primary mineralisation and subjected to baseline cyanide leach tests over 48 hours. The gold extraction rates for the different mineralisation composites were oxide 92.7%, transitional 91.5% and primary 89.4%.



3.6 Exploration Potential

CSA Global considers exploration permit PR320 to have good exploration potential. All the mineralised intercepts in the air-core and RC drilling completed at Liberty are presently open in all directions (Figure 13) and only represents a small portion of the larger 20 km Liberty soil anomaly (Figure 12) which warrants follow-up work.

4 Tengrela Project

4.1 Location and Access

The Tengrela Project is situated in northern Côte d'Ivoire in the Department of Kouto approximately 700 km north of Abidjan (Figure 1). It is well served by infrastructure with the sealed A5 Tengrela highway traversing the permit and a good network of all-weather gravel roads. Zaguinaso is the largest town located on the permit.

The geography of the permit is dominated by the Bagoé River and associated flood plain. Away from the drainage the permit is made up of low undulating hills with well-developed lateritic duricrust.

4.2 Ownership and Tenure

The Tengrela Project is comprised of one granted exploration permit PR683 (Table 8) and one exploration permit application. The granted permit is held by Smart Mineral Exploration Côte d'Ivoire SARL (SMEX) and the application by Exore CDI. Exore CDI is owned 35% by Exore and 65% by DS Resources SARL and is subject to a joint venture earn-in agreement (see Section 4.3).

Table 8: Tengrela Project tenure

Permit	Grant date	Expiry date	Area (km ²)	Holder/Applicant	Exore's equity
PR683	3 November 2017	2 November 2021	379.93	SMEX	0%
Application 191			359.98	Exore CDI	35%

Source: MS&C 2019

4.3 Agreements

On 22 January 2019 Exore announced a joint venture earn-in agreement with a local Ivorian company DS Resources SARL over exploration permit application 191. The terms of the agreement were:

Exore may increase its interest as follows:

- 51% by spending US\$450,000 on each licence within two years of the grant date
- 60% by spending a further US\$750,000 on each licence within four years of the grant date
- 75% by sole funding completion of a PFS
- 80% by sole funding completion of a DFS if DS Resources SARL does not elect to contribute following completion of the PFS.

There are also cash payments to be made by Exore to DS Resources of:

- US\$40,000 per licence upon grant
- US\$70,000 per licence per annum for the first four years following grant (i.e. US\$280,000 each permit over four years)
- Following completion of a PFS, US\$0.80/oz of JORC resource up to 1 Moz and US\$1.20/oz of JORC resource above 1 Moz.

At the valuation date 12 June 2020, Exore had 35% beneficial interest in exploration permit application 191.

On 23 September 2019, Exore announced that it had signed an earn-in and joint venture agreement with a local Ivorian company, SMEX, for Exore to earn-in to an 80% joint venture interest in exploration permit PR683, the Tengrela Project. The terms of the earn-in and joint venture are:

- Exore has the right to earn-in to an 80% joint venture interest with a minimum expenditure of US\$1 million over three years, including US\$0.2 million in the first year (after which Exore may withdraw at any time). Exore has the right to acquire an additional 10% interest on completion of a DFS to take its joint venture interest to 90%.

At the valuation date 12 June 2020, Exore had not earned any beneficial interest in the exploration permit PR683.

4.4 Geology

4.4.1 Regional Geology

The granted Tengrela exploration permit is located on the Birimian-aged Boundiali greenstone belt. The Boundiali belt can be divided into two geologic domains; a western domain dominated by flysch-type sediments in a basinal setting and an eastern domain with a higher proportion of volcanic rock. The two domains are separated by a conglomeratic horizon that is the equivalent to the Tarkwaian Group of the Ashanti Belt, Ghana, or the Kintinian Formation of the Siguiri basin, Guinea. These conglomeratic horizons serve as important tectonic corridors for the localisation of gold deposits. Known gold deposits in the Boundiali belt located proximal to the conglomeratic horizon include the Sissingue and Syama gold mines.

See also the Bagoe Project regional geology description Section 2.4.1.

4.4.2 Project Geology

The Tengrela Project comprises volcanics and sediments with minor granites. A later stage intrusive suite is proximal to the contact between the greenstone sequence and regional granites. Late granitic rocks typically have a close temporal relationship to the basaltic and komatiitic volcanism which occurs within spatially associated greenstone belts.

4.5 Exploration History

In the area of current exploration permit PR683, regional wide spaced sampling of soil and surface lag material was initially undertaken by Randgold during 1998–1999. The area subsequently became part of Perseus' Tengrela Project, which undertook limited rotary air blast, air-core, RC and diamond drilling during 2010–2012 before the exploration permit came to its end in 2015. An exploration application was subsequently lodged over the area by SMEX and the exploration permit was granted to SMEX in November 2017.

The permit contains a number of defined gold-in-soil anomalies including the Logbog, Podio and Zinguinasso prospects (Figure 14 and Figure 15). All the anomalies identified are hosted in Birimian volcanics and metasediments proximal to granite contacts. The Logbog prospect strikes north-south extending for approximately 4 km. Air-core and RC drilling has tested less than 1 km of the strike length. The Podio and Zinguinasso prospects are located along strike from each other (Figure 14 and Figure 15) on the contact of Birimian volcanics and metasediments also striking north-south. The gold anomalies at both prospects extend for over 2 km in length, occurring as residual windows in an area of shallow alluvial cover.

4.5.1 Exploration by Exore

Exore has undertaken stream sediment sampling across the granted permit area to allow it to prioritise areas within the project area for follow-up exploration.

Exore recently completed a high-resolution airborne survey that will be used to compile a property wide geology-structural interpretation with magnetic data integrated with outcrop and drilling data. Radiometric data will be integrated with SRTM data to produce a regolith map to guide the planning and interpretation of geochemical surveys.

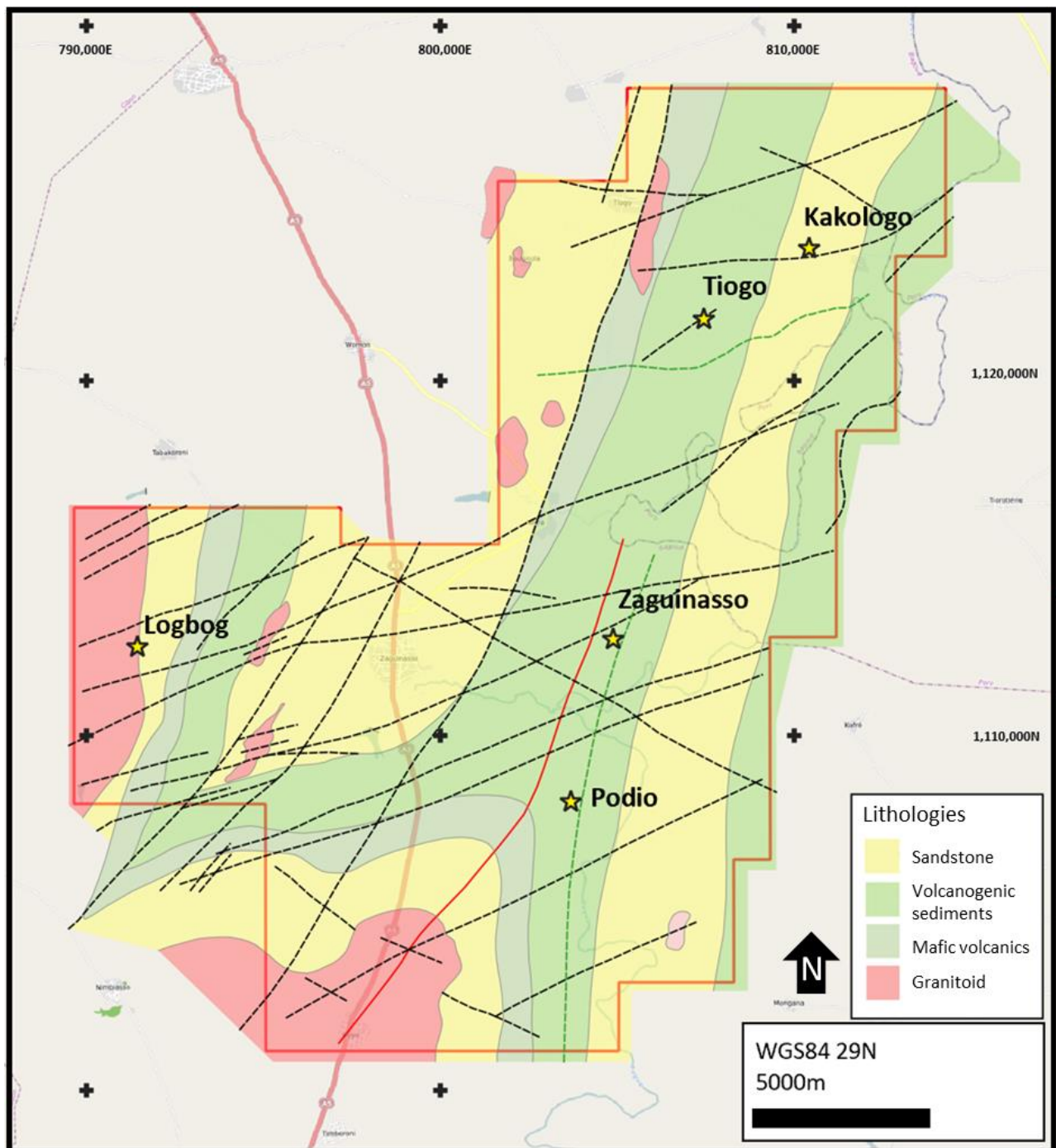


Figure 14: Tengrela Project – interpreted geology

Source: SMEX, 2020

4.6 Exploration Potential

In CSA Global's opinion, the exploration potential is good, with a number of the identified prospects not fully drill tested – for example, the Logbog prospect where less than 1 km of the 4 km of strike length of the soil anomaly has been tested.

The high definition magnetics have highlighted a number of prospective structural targets within the project area, with high priority targets proximal to Podio and Logbog prospects.

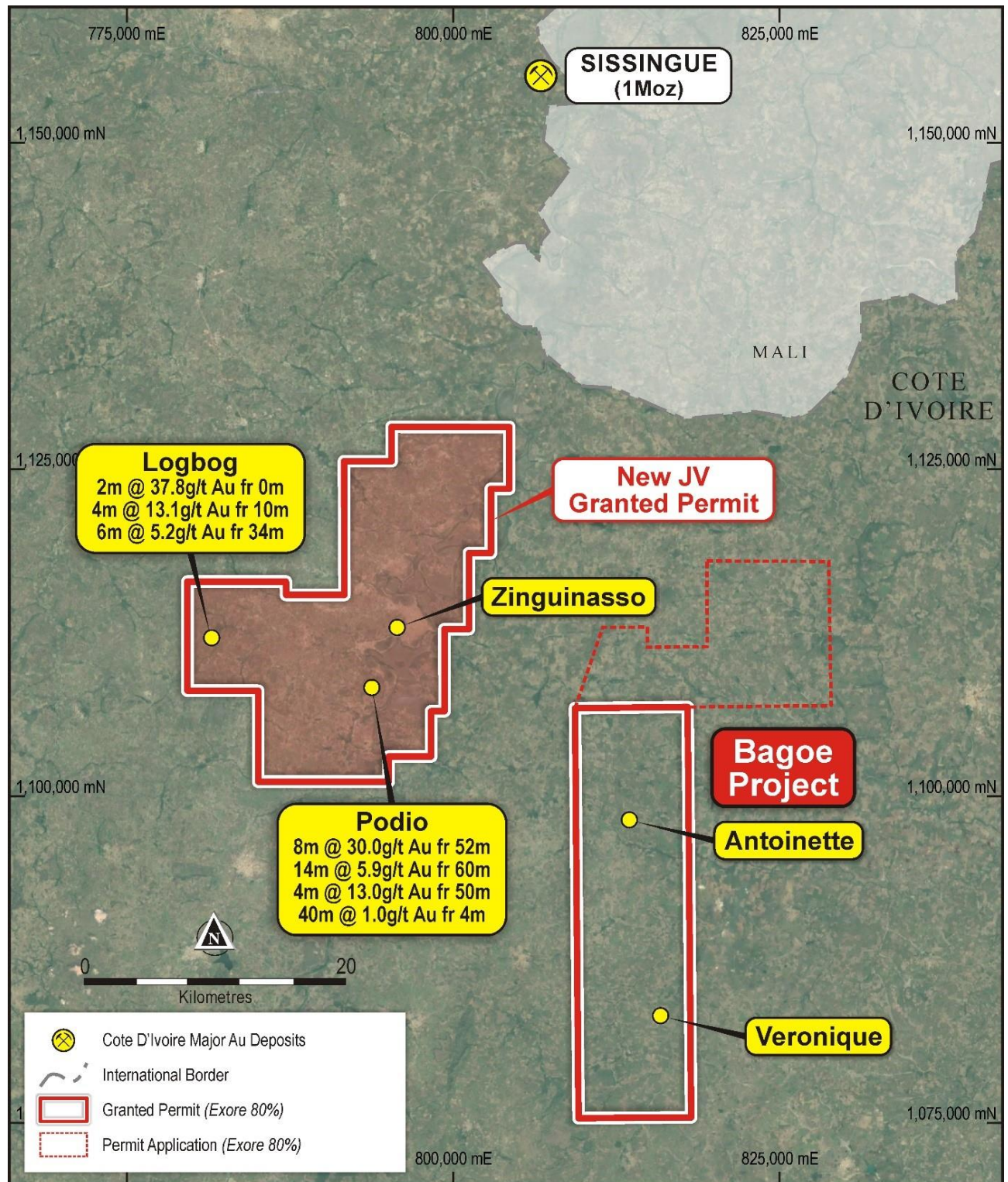


Figure 15: Tengrela Project – gold prospects

Source: Exore ASX Announcement 24 April 2020

5 Valuation

Valuation of Mineral Assets is not an exact science and a number of approaches are possible, each with varying positives and negatives. While valuation is a subjective exercise, there are several generally accepted procedures for establishing the value of Mineral Assets. CSA Global consider that, wherever possible, inputs from a range of methods should be assessed to inform the conclusions about the Market Value of Mineral Assets.

The valuation is always presented as a range, with the preferred value identified. The preferred value need not be the median value and is determined by the Practitioner based on their experience and professional judgement.

Refer to Appendix A for a discussion of Valuation Approaches and Valuation Methodologies, including a description of the VALMIN classification of Mineral Assets.

CSA Global considers the Bagoe Project an Advanced Exploration Mineral Asset and the Liberty and Tengrela Projects to be Exploration Area Mineral Assets.

5.1 Commodities Market

The gold price history in US\$/oz and A\$/oz for the five years prior to 12 June 2020 is illustrated in Figure 16. The variation in the gold price within Figure 16 over time in US\$ and A\$ terms, highlights the need to normalise transactions to account for variations in commodity prices and foreign exchange rates over time.

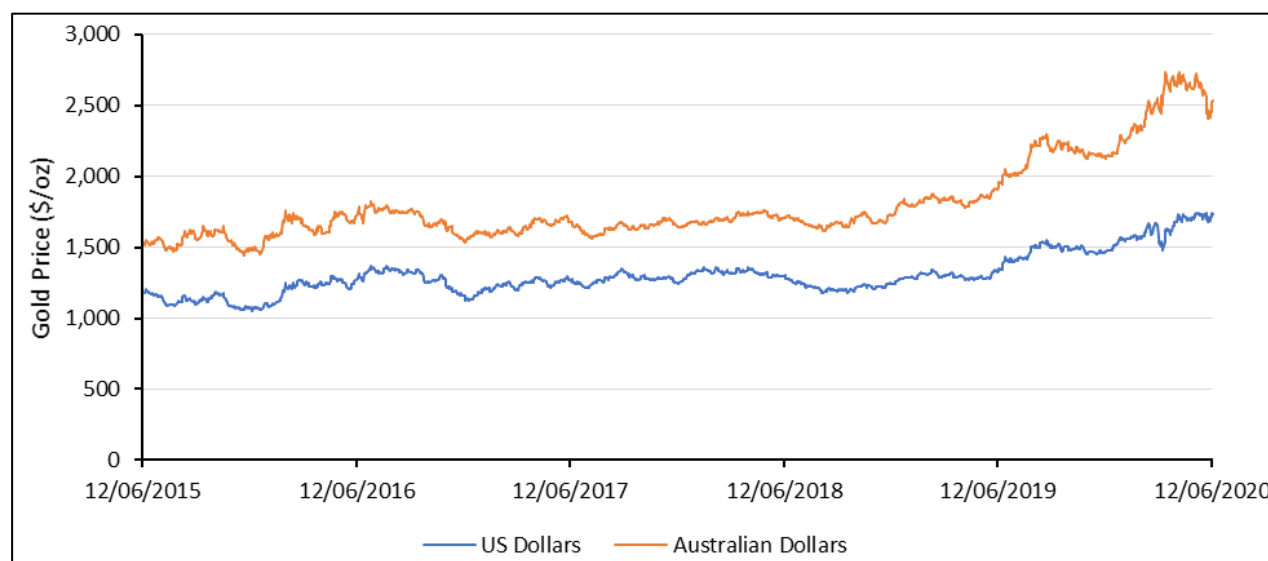


Figure 16: Five-year LBMA (London Bullion Market Association) gold price in US\$ and A\$

Source data: S&P Global Market Intelligence

5.2 Previous Valuations

CSA Global is not aware nor has it been made aware of any other public valuations having been completed over Exore's Mineral Assets.

5.3 Discounted Cash Flow Valuation

As at the valuation date, none of the Projects have any declared Ore Reserves, therefore CSA Global does not consider it reasonable or appropriate to value the Projects by the discounted cash flow (DCF) valuation methodology, which considers the value of future cashflows associated with the assets. CSA Global has instead elected to value the Projects based on their current Mineral Resources and the exploration potential of its surrounding exploration tenure. In CSA Global's opinion, other valuation methods are more robust and

valid than the DCF method for Mineral Assets at the advanced exploration and early exploration mineral asset stages.

5.4 Comparative Transactions Valuation

In analysing the transactions, all amounts were converted to A\$ at the relevant exchange rate at the time of the transaction announcement. Joint venture transactions were only valued to the first earn-in milestone and any subsequent earn-in milestones were ignored. Exploration expenditure was discounted at a nominal 10% over the earn-in period. Future payments contingent on a future milestone such as declaration of a Mineral Resource or decision to mine were ignored.

5.4.1 Mineral Resources

CSA Global identified 10 transactions from the last five years involving gold Mineral Resources in West Africa. There were other transactions during the time period, but these were excluded as they were for operating mines, or were considered outliers having either extremely high or low values. The 10 selected transactions are summarised and analysed in Table B1 of Appendix B. The normalised A\$/oz values were calculated using the LBMA gold price as at 12 June 2020 being A\$2,536/oz (US\$1,734/oz).

A summary of the Mineral Resource transactions is presented in Table 9 and Figure 17. These transactions encompass a range of grade, metallurgical performance, and mining scenarios. The use of a weighted average limits the influence of transactions involving small Mineral Resources but does increase the influence of transactions involving larger Mineral Resources.

Table 9: Summary statistics of selected West African gold Mineral Resource transactions

Statistic	All transactions (A\$/oz)	
	Implied	Normalised
Number of transactions	10	10
Minimum	8.16	12.51
Maximum	69.21	104.74
Mean	38.23	48.43
Median	29.15	37.84
Geometric mean	31.46	39.16
Weighted average	32.01	42.10

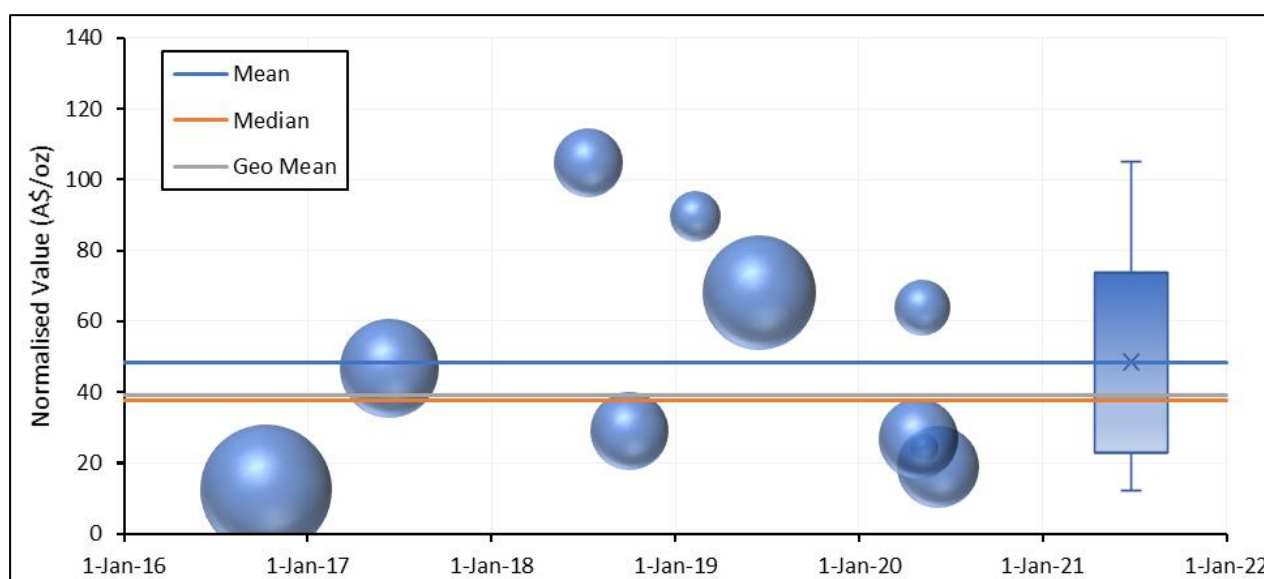


Figure 17: Comparison of West African gold Mineral Resource transactions

Note: Bubble size represents the number of contained gold ounces in the Mineral Resource.

In CSA Global forming an opinion of the value of Exore's Mineral Resources, it has considered the following:

- CSA Global has elected to use a range based on one standard deviation (1SD) of the transaction set to inform the value of Exore's Mineral Resources. This range is from A\$18/oz to A\$78/oz.
- A preferred value based on the mean value of A\$48/oz represents the average gold Mineral Resource in West Africa.
- CSA Global elected to use the mean over the median, geometric mean and weighted average mean, primarily due to the small Mineral Resource size compared to the comparative transactions, with some of the smaller Mineral Resources having a higher value per ounce.
- CSA Global has made no differentiation between Mineral Resource classification categories (i.e. Inferred, Indicated and Measured) with eight of the 10 transactions having some percentage of Indicated ± Measured Resources.

CSA Global's valuation of Exore's Mineral Resources on an equity ownership basis is considered to range from A\$9.5 million to A\$41.3 million with a preferred value of A\$25.4 million (Table 10).

Table 10: Comparative transaction valuation – Exore's Mineral Resources

Resource	Category	Gold (oz)	Equity	Valuation factor (A\$/oz)			Valuation (A\$ millions)		
				Low	Preferred	High	Low	Preferred	High
Antoinette	Indicated	90,000	100%	18	48	78	1.6	4.3	7.0
	Inferred	330,000	100%	18	48	78	5.9	15.8	25.7
Veronique	Inferred	110,000	100%	18	48	78	2.0	5.3	8.6
Total	All	530,000					9.5	25.4	41.3

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding.

5.4.2 Exploration Tenure

CSA Global considered the value of Exore's exploration tenure in terms of the valuation factors derived from CSA Global's analysis of comparative market transactions of projects prospective for gold in West Africa in the two years prior to the valuation date. These transactions are summarised in Table B2 of Appendix B and presented in Figure 18. CSA Global initially identified 21 transactions of West African projects prospective for gold, two transactions were rejected. One transaction was rejected as it was for a different licence type, the second transaction was a change to an original earn-in agreement, where the project was purchased outright taking into consideration previous earn-in expenditure, which was unknown. Table 11 presents the summary statistics of the remaining 19 the transactions, showing the implied price in A\$/km² at the time of the transactions and the normalised price per km² using the LBMA gold price as at 12 June 2020 being A\$2,536/oz/t (US\$1,734/oz).

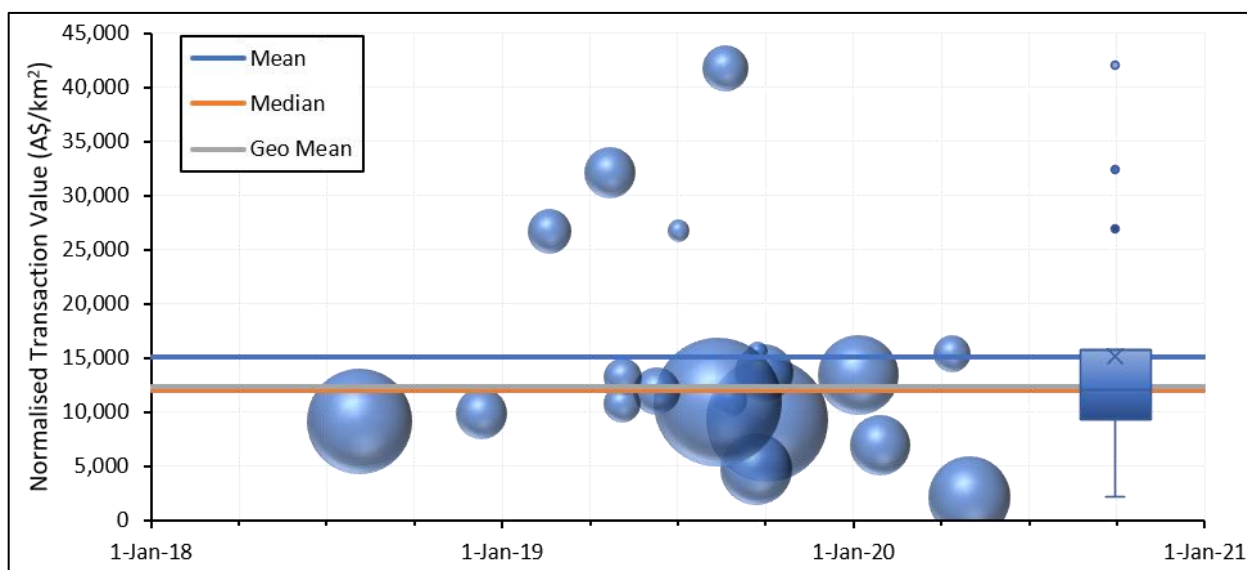


Figure 18: Comparison of West African transactions prospective for gold

Note: Bubble size represents the area of the exploration licences.

Table 11: Summary statistics of selected West African transactions prospective for gold

Statistic	All transactions (A\$/km ²)	
	Implied	Normalised
Number of transactions	19	19
Minimum	2,168	2,090
Maximum	36,525	41,739
Mean	12,319	15,027
Median	9,671	11,986
Geometric mean	10,176	12,291

The geometric mean (Table 11) can be more appropriate than the mean in skewed datasets. In this dataset the normalised geometric mean (A\$12,291/km²) is very similar to the median (A\$11,986/km²). Twelve of the 19 transactions fall within the range A\$9,000–A\$16,000/km², having an average of A\$12,029/km².

In CSA Global forming an opinion of Exore's exploration tenure, it has considered the following:

- CSA Global has elected to use a range based on one geometric standard deviation (1GSD) of the transaction set to inform the value of Exore's exploration tenure. This range is from A\$6,300/km² to A\$23,900/km².
- A preferred value based on the geometric mean value of A\$12,300/km² represents average exploration tenure with respect to current prospectivity and exploration potential for gold mineralisation.
- Tenements that are under application i.e. not granted, have had a 0.4 (40%) factor applied to their value, reflecting any potential uncertainty in them being granted. The granting of tenements in Côte d'Ivoire appears to be orderly with the majority of tenements granted in one to two years.
- CSA Global has reduced the area of Bagoé exploration permit PR321 by 3 km² to account for the Antoinette and Veronique Mineral Resources, which have been valued separately.
- Bagoé exploration permit PR321 was assigned a high preferred value of A\$20,000/km² to reflect the positive exploration results, the number of identified prospects requiring further work and its exploration potential.
- The Bagoé exploration permit application was assigned a preferred value of A\$9,300/km² midway between the low end and average prospectivity, as it contains some of the controlling structures shown to host gold mineralisation in PR321 and anomalous soil geochemistry within PR321 trends toward the

application area. Otherwise, little is known about the prospectivity and exploration potential of the application.

- The Liberty exploration permit 320 and application 317 were assigned a preferred value of A\$12,300/km². CSA Global considers these tenements to be of average prospectivity and exploration potential.
- The Tengrela exploration permit PR683 was assigned a preferred value of A\$12,300/km². CSA Global considers this tenement to be of average prospectivity and exploration potential. Previous exploration has defined a few gold prospects for follow up.
- The Tengrela exploration permit application 191 was assigned a preferred value of A\$6,300/km² at the low end of the range, as little is known about the prospectivity and exploration potential of the application.

CSA Global's valuation of Exore's exploration tenure on an equity ownership basis is considered to range from A\$5.2 million to A\$19.5 million with a preferred value of A\$11.7 million (Table 12).

Table 12: Comparative transactions valuation – Exore's exploration tenure

Project	Tenement	Area (km ²)	Equity	Appl.	Valuation factor (A\$/km ²)			Valuation (A\$ millions)		
					Low	Preferred	High	Low	Preferred	High
Bagoë	PR321	268.30	100%	100%	6,300	20,000	23,900	1.7	5.4	6.4
		3.00	100%	100%	Mineral Resources valued separately					
	190	392.85	35%	40%	6,300	6,300	23,900	0.3	0.5	1.3
Liberty	PR320	376.67	100%	100%	6,300	12,300	23,900	2.4	4.6	9.0
	317	168.34	100%	40%	6,300	6,300	23,900	0.4	0.8	1.6
Tengrela	PR683	379.93	0%	100%	6,300	12,300	23,900	0.0	0.0	0.0
	191	359.98	35%	40%	6,300	6,300	23,900	0.3	0.3	1.2
Total	All	1,949.07	-	-	-	-	-	5.2	11.7	19.5

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding.

5.5 Yardstick Order of Magnitude Check

CSA Global used the Yardstick method as an order of magnitude check on the Bagoë Project Mineral Resource primary valuation completed using comparative transactions. The Yardstick order of magnitude check is simplistic (e.g. it is very generalised and does not address project-specific value drivers but takes an "industry-wide" view). It provides a non-corroborative valuation check on the primary comparative transactions valuation method, allowing CSA Global to assess the reasonableness of the derived comparative transactions valuation and whether there are any potential issues with the preferred primary valuation method.

For the Yardstick order of magnitude check, CSA Global used the LBMA gold price as at 12 June 2020 being A\$2,536/oz/t (US\$1,734/oz).

In addition, CSA Global utilised the following commonly used Yardstick factors:

- Inferred Mineral Resources: 0.5% to 1% of spot price
- Indicated Mineral Resources: 1% to 2% of spot price
- Measured Mineral Resources: 2% to 5% of spot price
- Ore Reserves: 5% to 10% of spot price.

The spot price for gold as at 12 June 2020 used for the Yardstick order of magnitude check was consistent with that used for the evaluation of Comparative Transactions data so that the results could be compared.

5.5.1 Bagoë Gold Project – Yardstick

A summary of the Yardstick order of magnitude check for the project based on the Yardstick factors above, resulted in the valuation and preferred values for the Mineral Resources in Table 13. Table C1 in 0 contains the detailed breakdown for each Mineral Resource category used in deriving Table 13.

Table 13: Summary Yardstick order of magnitude check of the Bagoe Project

Mineral Resource	Gold (oz)	Valuation (A\$ M)		
		Low	Preferred	High
Antoinette	420,000	6.5	9.7	12.9
Veronique	110,000	1.4	2.1	2.8
All	530,000	7.9	11.8	15.7

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding.

5.6 Geoscientific Factor Method

The Geoscientific Factor Method (GFM) valuation method was used as a reasonableness check on Exore's exploration tenure valuations completed using Comparative Transactions.

The GFM requires the consideration of those aspects of a mineral property, which enhance or downgrade the intrinsic value of the property. The first and key aspect of the GFM described by Kilburn (1990) is the derivation of the Base Acquisition Cost (BAC) that is the basis for the valuation. Goulevitch and Eupene (1994) discuss the derivation of BAC. The BAC represents the average cost to identify, apply for and retain a base unit of area of tenement.

The BAC for an exploration permit in Côte d'Ivoire has been estimated using the following data:

- Data on all Côte d'Ivoire exploration permits was not readily available in an interrogatable format. Based on a random sample of 60 exploration permits from the Côte d'Ivoire Mining Cadastre Portal as of 12 June 2020, it is determined that the average age of exploration permits is 4.3 years. The average size of these permits is approximately 304 km².
- An average cost to identify an area of interest of A\$10,000 was chosen, as well as A\$40,000 for the cost of landowner notices, negotiations, legal costs, and compensation.
- Costs were in West African CFA francs (XOF) and converted to Australian dollars at XOF400 = A\$1.
- An application fee of A\$2,500/licence is payable.
- Annual rental for years 1–4 A\$7.50/km² and for years 4+ A\$10/km² is payable.
- An exploration permit has an initial life of four years with the right to two further three-year renewals (i.e. 10 years with a further right for a two-year special renewal (i.e. 12 years)). Each renewal costs A\$3,750.
- The minimum expenditure requirement is per each permit term, first term four years of A\$4,000/km², second term three years of A\$4,000/km². The expenditure for the second term has been assigned on a pro-rata basis representing the 0.3 years.

This suggests a BAC for a Côte d'Ivoire Exploration Permits of A\$4,625/km², as shown in Table 14.

Table 14: Estimation of the BAC for a Tasmanian Category 1 exploration licence

Statistic	Unit	Value	Total cost
Average licence size	km ²	304	
Average licence age	years	4.3	
Application fee	A\$ per licence	2,500	2,500
Renewal fee after four years	A\$ per licence	3,750	3,750
Annual rent Years 1–4	A\$/km ²	7.50	9,120
Annual rent Years 3+	A\$/km ²	10	3,040
Minimum expenditure Term 1 (Years 1–4)	A\$/km ²	4,000	1,216,000
Minimum expenditure Term 2 (pro-rata)	A\$/km ²	4,000	121,600
Deemed cost of identification of a licence	A\$ per licence	10,000	10,000
Costs of landowner notices, negotiations, legal costs, and compensation	A\$ per licence	40,000	40,000
Total cost (305 km² for 4.3 years)			1,406,010
BAC of average licence	A\$/km²	-	4,625

Factors indicated in Table A3 were considered in assessing the Technical Value of each of the tenements. The ratings for the Exore's exploration permits are indicated in Table D1.

A Market Factor of 15% was applied based on CSA Global's professional judgement with respect to the valuation factors identified (see Table D1), to derive a Fair Market Value from the Technical Value. Note the Market Factor is not representative of the current gold market as the name implies. The 0.1 Market Factor applied to the GFM valuation derived an average value for the tenement package of approximately A\$6,635/km² for the mineral asset licences, based on the preferred value. The value derived is relatively consistent with those of the Comparative Market Transactions valuation method (A\$5,990/km²).

A summary of the secondary valuation method, based on Geoscience Factors, is presented in Table 15.

Table 15: Geoscience Rating Factor Valuation – Exore's Mineral Assets – Equity basis

Project	Tenement	Area (km ²)	Equity	Valuation (A\$ millions)		
				Low	Preferred	High
Bagoie	PR321	268.30	100%	1.4	5.8	10.3
		3.00	100%	Mineral Resources valued separately		
	190	392.85	35%	0.1	0.4	0.8
Liberty	PR320	376.67	100%	0.6	6.2	11.8
	317	168.34	100%	0.1	0.4	0.6
Tengrela	PR683	379.93	0%	0.0	0.0	0.0
	191	359.98	35%	0.1	0.1	0.2
Total	All	1,949.07	Various	2.2	12.9	23.7

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding.

5.7 Appraised Value Method – Multiples of Exploration Expenditure

The Multiples of Exploration Expenditure (MEE) valuation method can be used as a secondary check valuation where sufficient detail exists on past expenditure for tenements. The valuation method considers the costs and results of historical exploration completed. It involves the allocation of a premium or discount to past relevant and effective expenditure using the Prospectivity Enhancement Multiplier (PEM). This involves a factor which is directly related to the success (or failure) of the exploration completed to date, during the life of the current tenements.

CSA Global has used this method to value the granted Bagoie and Liberty exploration permits, where detailed expenditure was available (Table 16). CSA Global assigned PEMs based on Table A2. It is important to note that the value for the Bagoie exploration permit PR321 includes both the Mineral Resources and exploration ground.

Table 16: MEE valuation – Exore's Bagoie and Liberty granted exploration permits

Project	Tenement	Equity	Expenditure (A\$ M)	PEM		Valuation (A\$ millions)		
				Low	High	Low	Preferred	High
Bagoie	PR321	100%	7.42	3	4	22.3	26.0	29.7
Liberty	PR320	100%	1.20	2	2.5	2.4	2.7	3.0

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding.

5.8 Valuation Summary

CSA Global has valued Exore's projects on the Mineral Resources and the exploration potential of the exploration permits, which contain targets prospective for gold that warrant further exploration.

5.8.1 Bagoie Mineral Resources

In forming an opinion on the market value of Exore's Mineral Resources, CSA Global has considered valuations derived from the Comparative Transactions as a primary method and Yardstick valuation as a secondary method (Figure 19).

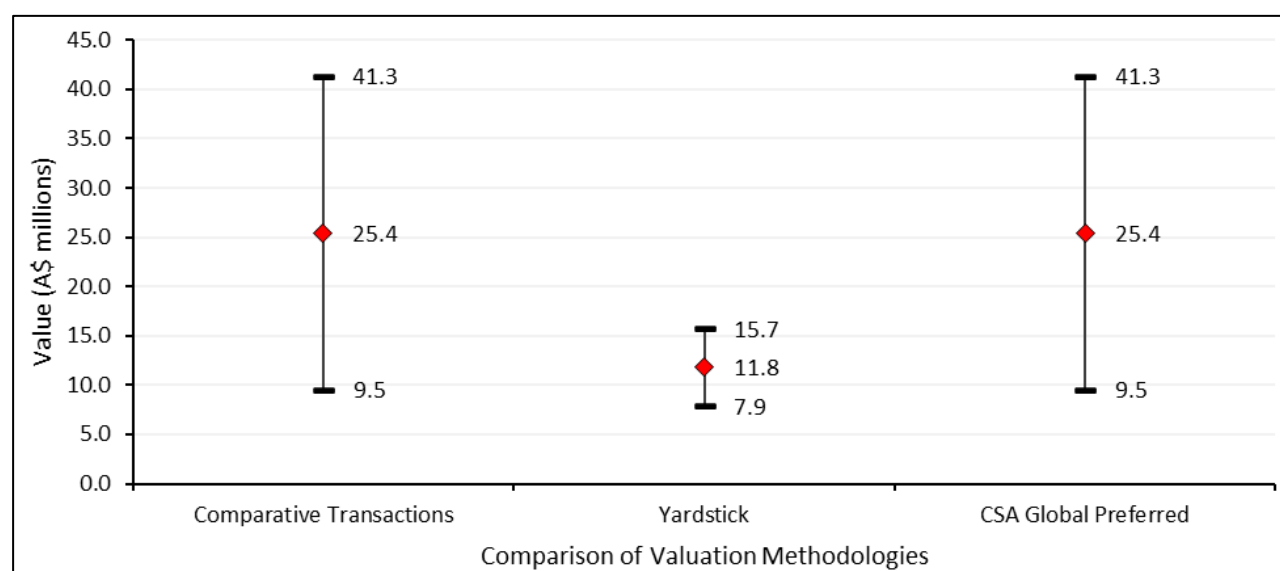


Figure 19: Exore's Mineral Resource – comparison of valuation techniques

CSA Global has elected to use the values derived by the Comparative Transaction valuation. The secondary valuation by the Yardstick order of magnitude check determined that the Comparative Transactions valuation was reasonable. The Comparative Transactions valuation method is a primary valuation method and a more robust methodology for providing an indication of market value, compared to the Yardstick order of magnitude check, which is a secondary non-corroborative valuation method.

5.8.2 Exploration Tenure

In forming an opinion on the market value of the Exore's exploration tenure, CSA Global has considered valuations derived from the Comparative Transactions as a primary method and GFM valuation method as a secondary method.

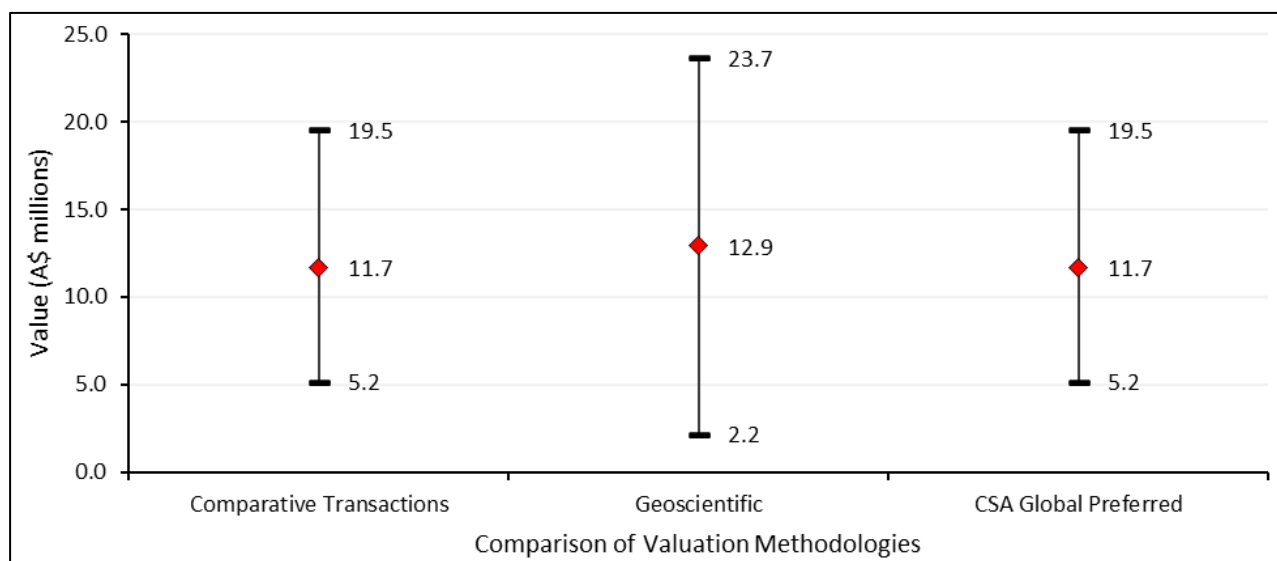


Figure 20: Exore's exploration tenure – comparison of valuation techniques

CSA Global has elected to use the valuation numbers derived by the Comparative Transactions to value Exore's exploration tenure. The Comparative Transactions valuation method is a primary valuation method and a more robust methodology for indicating market value, compared to the GFM valuation method. In CSA Global's opinion, the GFM valuation method corroborates the Comparative Transactions valuation.

5.8.3 Bagoe Exploration Permit PR321

CSA Global undertook the MEE valuation method as an additional cross-check on specifically the Bagoe exploration permit PR321 (Figure 21).

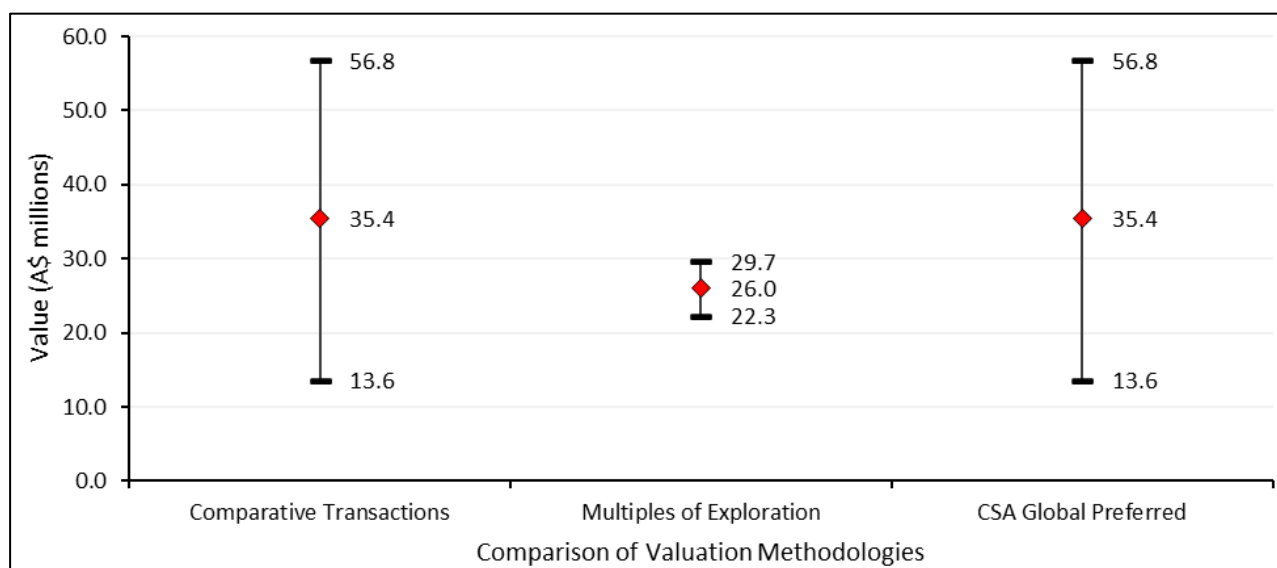


Figure 21: Bagoe exploration permit PR321 – comparison of valuation techniques

The narrow value range on the MEE valuation method is a function of how this valuation method is calculated. The MEE valuation range is within the value range of the Comparative Transactions valuation method. The Comparative Transactions valuation method is a primary valuation method and a more robust methodology for indicating market value, compared to the MEE valuation method. The MEE valuation method is a looking backwards method and does not assign value for exploration potential, unlike the Comparative Transactions valuation method, which would explain its lower preferred value compared to the other method. In CSA Global's opinion the MEE check valuation on the Comparative Transactions is reasonable.

5.8.4 Liberty Exploration Permit PR320

CSA Global undertook the MEE valuation method as an additional cross-check on specifically the Liberty exploration permit PR320 (Figure 22).

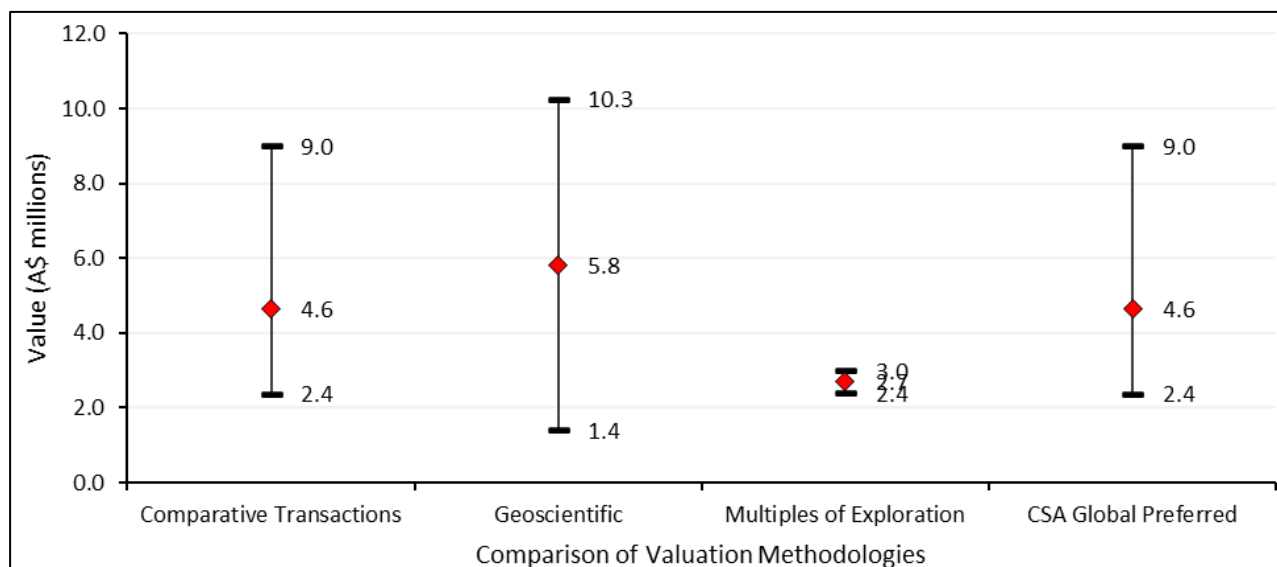


Figure 22: Liberty exploration Permit PR320 – comparison of valuation techniques

The narrow value range on the MEE valuation method is a function of how this valuation method is calculated. The MEE valuation range is within both the value ranges of the Comparative Transactions and GFM valuation methods. The Comparative Transactions valuation method is a primary valuation method and a more robust methodology for indicating market value, compared to the GFM and MEE valuation methods. The MEE valuation method is a cost base method. The MEE valuation method is a looking backwards method and does not assign value for exploration potential, unlike the Comparative Transactions and GFM valuation methods, which would explain its lower preferred value compared to the other methods. In CSA Global's opinion the check valuations of the Comparative Transactions are reasonable.

5.8.5 CSA Global Valuation Summary

CSA Global's opinion on the Market Value of Exore's Mineral Assets (Table 17), as at 12 June 2020, is that it lies within a range of A\$14.7 million to A\$60.9 million, with a preferred value of A\$37.1 million.

Table 17: Summary valuation of Exore's Mineral Assets – equity basis

Project	Tenement	Asset	Equity	Valuation (A\$ millions)			Reference
				Low	Preferred	High	
Bagoie	PR321	Mineral Resource	100%	9.5	25.4	41.3	Table 12
	PR321	Exploration	100%	1.7	5.4	6.4	
	190	Exploration	35%	0.3	0.5	1.3	
Liberty	PR320	Exploration	100%	2.4	4.6	9.0	
	317	Exploration	100%	0.4	0.8	1.6	
Tengrela	PR683	Exploration	0%	0.0	0.0	0.0	
	191	Exploration	35%	0.3	0.3	1.2	
Total				14.7	37.1	60.9	

6 References

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- Exore Resources Limited, 2020, Bagoe Gold Project maiden Resource Estimate 6.65 Mt @ 2.5 g/t for 530,000 ounces. ASX Announcement 4 May 2020.
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7 Glossary

Below are brief descriptions of some terms used in this report. For further information or for terms that are not described here, please refer to internet sources such as Wikipedia (www.wikipedia.org).

basalt	Basalt is a dark-coloured, fine-grained, igneous rock composed mainly of plagioclase and pyroxene minerals. It most commonly forms as an extrusive rock, such as a lava flow,
batholith	A large, generally discordant plutonic mass that has more than 40 square miles (100 km ²) of surface exposure and no known floor.
diorite	Diorite is an intrusive igneous rock composed principally of the silicate minerals plagioclase feldspar (typically andesine), biotite, hornblende, and/or pyroxene.
granite	Granite is a common type of felsic intrusive igneous rock that is granular and phaneritic in texture.
granodiorite	Granodiorite is a phaneritic-textured intrusive igneous rock similar to granite, but containing more plagioclase feldspar than orthoclase feldspar.
greenstone belt	Greenstone belts are zones of variably metamorphosed mafic to ultramafic volcanic sequences with associated sedimentary rocks that occur within Archaean and Proterozoic cratons between granite and gneiss bodies.
Paleoproterozoic	The Paleoproterozoic Era, spanning the time period from 2,500 to 1,600 million years ago, is the first of the three sub-divisions of the Proterozoic Eon.
pluton	A pluton is a body of intrusive igneous rock (also called plutonic rock) that is crystallized from magma slowly cooling below the surface of the Earth.
regolith	Regolith is a blanket of unconsolidated, loose, heterogeneous superficial deposits covering solid rock.
saprolite	Saprolite is a chemically weathered rock. Saprolites form in the lower zones of soil profiles and represent deep weathering of the bedrock surface.

8 Abbreviations and Units of Measurement

1SD	one standard deviation
A\$	Australian dollars
AIG	Australian Institute of Geoscientists
Apollo	Apollo Consolidated Limited
ASIC	Australia Securities Investment Commissions
Aspire Nord	Aspire Nord Côte d'Ivoire SARL
ASX	Australian Securities Exchange
AusIMM	Australasian Institute of Mining and Metallurgy
BAC	base acquisition cost
BDO	BDO Corporate Finance (WA) Pty Ltd
CSA Global	CSA Global Pty Ltd
DCF	discounted cash flow
DFS	definitive feasibility study
Exore CDI	Exore Resources CDI DSR No 1 SARL
Exore	Exore Resources Limited
g	grams
g/t	grams per tonne equivalent to ppm (parts per million)
GFM	geoscientific factor method
ha	hectares
IER	independent expert's report
IP	induced polarisation
km, km ²	kilometres, square kilometres
ktpa	thousands of tonnes a year, kt/yr
m	metres
MEE	multiples of exploration expenditure
mm	millimetres
Moz	million ounces
MRE	Mineral Resource estimate
MS&C	Mining Services & Consulting
oz	troy ounce
PEM	prospectivity enhancement multiplier
Perseus	Perseus Mining Limited
PFS	prefeasibility study
QAQC	quality assurance and quality control (for sampling and assaying)
RC	reverse circulation drilling
SMEX	Smart Mineral Exploration Côte d'Ivoire SARL
t/m ³	tonnes per cubic metre (density)
US\$	United States dollars

Appendix A Valuation Approaches

Valuation of Mineral Assets is not an exact science; and a number of approaches are possible, each with varying strengths and shortcomings. Whilst valuation is a subjective exercise, there are a number of generally accepted methods for ascertaining the value of Mineral Assets. CSA Global consider that, wherever possible, inputs from a range of methods should be assessed to inform the conclusions about the Market Value of Mineral Assets.

The valuation opinion is always presented as a range, with the preferred value identified. The preferred value need not be the median value and is determined by the Practitioner based on their experience and professional judgement.

Background

Mineral Assets are defined in the VALMIN Code⁴ as all property including (but not limited to) tangible property, intellectual property, mining and exploration Tenure and other rights held or acquired in connection with the exploration, development of and production from those Tenures. This may include the plant, equipment and infrastructure owned or acquired for the development, extraction and processing of Minerals in connection with that Tenure.

Business valuers typically define market value as “The price that would be negotiated in an open and unrestricted market between a knowledgeable, willing, but not anxious buyer, and a knowledgeable, willing but not anxious seller acting at arm’s length.” The accounting criterion for a market valuation is that it is an assessment of “fair value”, which is defined in the accounting standards as “the amount for which an asset could be exchanged between knowledgeable, willing parties in an arm’s length transaction.” The VALMIN Code defines the value of a Mineral Asset as its Market Value, which is “the estimated amount (or the cash equivalent of some other consideration) for which the Mineral Asset should exchange on the date of Valuation between a willing buyer and a willing seller in an arm’s length transaction after appropriate marketing where the parties had each acted knowledgeably, prudently and without compulsion”.

Market Value usually consists of two components, the underlying or Technical Value, and a premium or discount relating to market, strategic or other considerations. The VALMIN Code recommends that a preferred or most-likely value be selected as the most likely figure within a range after considering those factors which might impact on Value.

The concept of Market Value hinges upon the notion of an asset changing hands in an arm’s length transaction. Market Value must therefore consider, inter alia, market considerations, which can only be determined by reference to “comparative transactions”. Generally, truly comparative transactions for Mineral Assets are difficult to identify due to the infrequency of transactions involving producing assets and/or Mineral Resources, the great diversity of mineral exploration properties, the stage to which their evaluation has progressed, perceptions of prospectivity, tenement types, the commodity involved and so on.

For exploration tenements, the notion of value is very often based on considerations unrelated to the amount of cash which might change hands in the event of an outright sale, and in fact, for the majority of tenements being valued, there is unlikely to be any “cash equivalent of some other consideration”. Whilst acknowledging these limitations, CSA Global identifies what it considers to be “comparative transactions” (i.e. transactions that are useful to consider) to be used in assessing the values to be attributed to Mineral Assets.

Valuation Methods for Mineral Assets

The choice of valuation methodology applied to Mineral Assets, including exploration licences, will depend on the amount of data available and the reliability of that data.

⁴ Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (The VALMIN Code) 2015 Edition. Prepared by the VALMIN Committee, a joint committee of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists.

The VALMIN Code classifies Mineral Assets into categories that represent a spectrum from areas in which mineralisation may or may not have been found through to Operating Mines which have well-defined Ore Reserves, as listed below:

- **“Early-stage Exploration Projects”** – tenure holdings where mineralisation may or may not have been identified, but where Mineral Resources have not been identified.
- **“Advanced Exploration Projects”** – tenure holdings where considerable exploration has been undertaken and specific targets identified that warrant further detailed evaluation, usually by drill testing, trenching or some other form of detailed geological sampling. A Mineral Resource (as defined in the JORC⁵ Code) estimate may or may not have been made but sufficient work will have been undertaken on at least one prospect to provide both a good understanding of the type of mineralisation present and encouragement that further work will elevate one or more of the prospects to the Mineral Resources category.
- **“Pre-Development Projects”** – tenure holdings where Mineral Resources have been identified and their extent estimated (possibly incompletely) but where a decision to proceed with development has not been made. Properties at the early assessment stage, properties for which a decision has been made not to proceed with development, properties on care and maintenance and properties held on retention titles are included in this category if Mineral Resources have been identified, even if no further work is being undertaken.
- **“Development Projects”** – tenure holdings for which a decision has been made to proceed with construction or production or both, but which are not yet commissioned or operating at design levels. Economic viability of Development Projects will be proven by at least a Prefeasibility Study.
- **“Production Projects”** – tenure holdings – particularly mines, wellfields and processing plants – that have been commissioned and are in production.

Each of these different categories will require different valuation methodologies, but regardless of the technique employed, consideration must be given to the perceived “market valuation”.

The Market Value of Exploration Properties and Undeveloped Mineral Resources can be determined by the following general approaches: Income, Market and Cost (Table A1). The Market Value of Development and Production Projects are best assessed using the Market and Income approaches, whereas the Market Value of Exploration Projects are best assessed using the Market and Cost approaches.

Table A1: Valuation approaches for different types of mineral properties (VALMIN, 2015)

Valuation approach	Exploration properties	Mineral Resource properties	Development properties	Production properties
Income	No	In some cases	Yes	Yes
Market	Yes	Yes	Yes	Yes
Cost	Yes	In some cases	No	No

Income

Discounted Cash Flow/Net Present Value Method

The Discounted Cash Flow (DCF) valuation method recognises the time value of money, it is most suitable for Development Projects, where detailed studies have been completed to justify input assumptions and Production Projects, where there is actual historical data to justify input assumptions. Less commonly the DCF methodology is applied to Pre-Development Projects.

⁵ Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code) 2012 Edition. Prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (JORC).

The DCF valuation method provides a means of relating the magnitude of expected future cash profits to the magnitude of the initial cash investment required to purchase a mineral asset or to develop it for commercial production. The DCF valuation method determines:

- The net present value (NPV) of a stream of expected future cash revenues and costs;
- The internal rate of return (IRR) that the expected cash flows will yield on a given cash investment.

The DCF valuation method is a forward-looking methodology, requiring that forecasts be made of technical and economic conditions which will prevail in the future. All future predictions are inherently uncertain. The level of uncertainty reduces as the quality of the data available to project future rates of production and future costs, increases.

It is important to understand certain fundamental attributes of the mining industry in undertaking a DCF, such as:

- An Ore Reserve and, in some cases, Mineral Resource is the basis of any mineral development.
- Costs are determined by the number of tonnes mined and processed, while revenues are determined by the number of tonnes, pounds or ounces of metal produced. The two are related by the recovered grade of the ore.
- Profit is typically more sensitive to changes in revenue than to changes in costs.
- The commodity price is a principal determinant of revenue but is also the factor with the greatest level of financial risk.

The most significant factors, which must be considered in a DCF valuation of a mineral asset is the reliability of the Mineral Resource and Ore Reserve, particularly with respect to recovered grade, the price at which the product is sold and the risk of not maintaining the projected level of commodity price.

Key inputs into the DCF valuation method for a mineral asset valuation are:

- Life-of-mine planning assumptions.
- Capital cost estimates – can be the initial cost of constructing the project and/or the ongoing cost of sustaining the productive life of the operation.
- Operating cost estimates – costs incurred both on-site in producing the commodity which is shipped from the property, and off site, in the transportation and downstream processing of that commodity into saleable end products.
- Revenue estimates – revenue in the mining context is the product of the following factors:
 - The tonnage of ore mined and processed
 - The grade of the ore
 - The metallurgical recovery
 - The price of the saleable commodity.
- Taxation and royalty payments.
- Discount rate – represents the risk adjusted rate of interest expected to be yielded by an investment in the mineral asset.

The Income Approach is not appropriate for properties without Mineral Resources. It should be employed only where enough reliable data are available to provide realistic inputs to a financial model, preferably based on studies at or exceeding a prefeasibility level.

Market

Comparative Transaction Method

The Comparative Transactions Method looks at prior transactions for the property and recent arm's length transactions for comparative properties.

The Comparative Transaction method provides a useful guide where a mineral asset that is generally comparable in location and commodity has in the recent past been the subject of an “arm’s length” transaction, for either cash or shares.

For the market approach resources are not generally subdivided into their constituent JORC Code categories. The total endowment or consolidated in situ resources are what drives the derivation of value. Each transaction implicitly captures the specific permutation of resource categories in a project. There are too many project-specific factors at play to allow any more than a consideration of price paid vs total resource base. Therefore, considering individual project resource permutations is neither practicable nor useful for this valuation approach. To that end, CSA Global’s discussion of the market approach is predicated on the consolidated resource base, to allow application of the method.

Where a progressively increasing interest is to be earned in stages, it is likely that a commitment to the second or subsequent stages of expenditure will be so heavily contingent upon the results achieved during the earlier phases of exploration that assigning a probability to the subsequent stages proceeding will in most cases be meaningless. A commitment to a minimum level of expenditure before an incoming party can withdraw must reflect that party’s perception of minimum value and should not be discounted. Similarly, any up-front cash payments should not be discounted.

The terms of a sale or joint venture agreement should reflect the agreed value of the tenements at the time, irrespective of transactions or historical exploration expenditure prior to that date. Hence the current Value of a tenement or tenements will be the Value implied from the terms of the most recent transaction involving it/them, plus any change in Value as a result of subsequent exploration.

High quality Mineral Assets are likely to trade at a premium over the general market. On the other hand, exploration tenements that have no defined attributes apart from interesting geology or a “good address” may well trade at a discount to the general market. Market Values for exploration tenements may also be impacted by the size of the landholding, with a large, consolidated holding in an area with good exploration potential attracting a premium due to its appeal to large companies.

Yardstick

The Rule-of-Thumb (Yardstick) method is relevant to exploration properties where some data on tonnage and grade exist, and these properties may be valued by methods that employ the concept of an arbitrarily ascribed current in situ net value to any Ore Reserves (or Mineral Resources) outlined within the tenement (Lawrence 2001, 2012).

Rules-of-Thumb (Yardstick) methods are commonly used where a Mineral Resource remains in the Inferred category and available technical/economic information is limited. This approach ascribes a heavily discounted in situ value to the Resources, based upon a subjective estimate of the future profit or net value (say per tonne of ore) to derive a rule-of-thumb.

This Yardstick multiplier factor applied to the Resources delineated (depending upon category) varies depending on the commodity. Typically, a range from 0.4% to 3% of the current spot price is used for base metals and PGM, whereas for gold and diamonds a range of 2% to 5% of the current spot price is used, and typically much lower factors are applied for bulk commodities. The method estimates the in situ gross metal content value of the mineralisation delineated (using the spot metal price and appropriate metal equivalents for polymetallic mineralisation as at the valuation date).

The chosen percentage is based upon the valuer’s risk assessment of the assigned Mineral Resource category, the commodity’s likely extraction and treatment costs, availability/proximity of transport and other infrastructure (particularly a suitable processing facility), physiography and maturity of the mineral field, as well as the depth of the potential mining operation.

This method is best used as a non-corroborative check on the order of magnitude of values derived using other valuation methods that are likely to better reflect project-specific criteria.

Cost

The Appraised Value or Exploration Expenditure method considers the costs and results of historical exploration.

The Appraised Value method is based on the premise that the real value of an exploration property lies in its potential for the existence and discovery of an economic mineral deposit (Roscoe, 2002). It utilises a Multiple of Exploration Expenditure (MEE), which involves the allocation of a premium or discount to past **relevant and effective expenditure** using the Prospectivity Enhancement Multiplier (PEM). This involves a factor which is directly related to the success (or failure) of the exploration completed to date, during the life of the current tenements.

Guidelines for the selection of a PEM factor have been proposed by several authors in the field of mineral asset valuation (Onley, 1994). Table A2 lists the PEM factors and criteria used in this Report.

Table A2: PEM factors

PEM range	Criteria
0.2 to 0.5	Exploration (past and present) has downgraded the tenement prospectivity, no mineralisation identified
0.5 to 1.0	Exploration potential has been maintained (rather than enhanced) by past and present activity from regional mapping
1.0 to 1.3	Exploration has maintained, or slightly enhanced (but not downgraded) the prospectivity
1.3 to 1.5	Exploration has considerably increased the prospectivity (geological mapping, geochemical or geophysical activities)
1.5 to 2.0	Scout drilling (rotary air blast, air-core, reverse circulation percussion) has identified interesting intersections of mineralisation
2.0 to 2.5	Detailed drilling has defined targets with potential economic interest
2.5 to 3.0	A Mineral Resource has been estimated at Inferred JORC category, no concept or scoping study has been completed
3.0 to 4.0	Indicated Mineral Resources have been estimated that are likely to form the basis of a Prefeasibility Study
4.0 to 5.0	Indicated and Measured Resources have been estimated and economic parameters are available for assessment

Geoscience Factors

The Geoscience Factor (or Kilburn) method (GFM), as described by Kilburn (1990), provides an approach for the technical valuation of the exploration potential of mineral properties, on which there are no defined resources. It seeks to rank and weight geological aspects, including proximity to mines, deposits and the significance of the camp and the commodity sought.

Valuation is based upon a calculation in which the geological prospectivity, commodity markets, and mineral property markets are assessed independently. The GFM is essentially a technique to define a Value based upon geological prospectivity. The method appraises a variety of mineral property characteristics:

- Location with respect to any off-property mineral occurrence of value, or favourable geological, geochemical or geophysical anomalies
- Location and nature of any mineralisation, geochemical, geological or geophysical anomaly within the property and the tenor of any mineralisation known to exist on the property being valued
- Number and relative position of anomalies on the property being valued
- Geological models appropriate to the property being valued.

The GFM systematically assesses and grades these four key technical attributes of a tenement to arrive at a series of multiplier factors (Table A3).

Table A3: Geoscientific Factor Ranking

Rating	Address/Off-property factor	On-property factor	Anomaly factor	Geological factor
0.5	Very little chance of mineralisation; Concept unsuitable to the environment	Very little chance of mineralisation; Concept unsuitable to the environment	Extensive previous exploration with poor results	Generally unfavourable lithology; No alteration of interest
1	Exploration model support; Indications of prospectivity; Concept validated	Exploration model support; Indications of prospectivity; Concept validated	Extensive previous exploration with encouraging results; Regional targets	Deep cover; Generally favourable lithology/alteration (70%)
1.5	Reconnaissance (rotary air blast/air-core) drilling with some scattered favourable results; Minor workings	Exploratory sampling with encouragement	Several early stage targets outlined from geochemistry and geophysics	Shallow cover; Generally favourable lithology/alteration 50–60%
2	Several old workings; Significant reverse circulation percussion (RCP) drilling leading to advanced project	Several old workings; Reconnaissance drilling or RCP drilling with encouraging intersections	Several well-defined targets supported by recon drilling data	Exposed favourable; Lithology/alteration
2.5	Abundant workings; Grid drilling with encouraging results on adjacent sections	Abundant workings; Core drilling after RCP with encouragement	Several well-defined targets with encouraging drilling results	Strongly favourable lithology, alteration
3	Mineral Resource areas defined	Advanced resource definition drilling (early stages)	Several significant sub-economic targets; No indication of “size”	Generally favourable lithology with structures along strike of a major mine; Very prospective geology
3.5	Abundant workings/mines with significant historical production; Adjacent to known mineralisation at Prefeasibility Study stage	Abundant workings/mines with significant historical production; Mineral Resource areas defined	Several significant sub-economic targets; Potential for significant “size”; Early stage drilling	
4	Along strike or adjacent to Resources at Definitive Feasibility Study stage	Adjacent to known mineralisation at Prefeasibility Study stage	Marginally economic targets of significant “size” advanced drilling	
4.5	Adjacent to development stage project	Along strike or adjacent to Resources at Definitive Feasibility Study stage	Marginal economic targets of significant “size” with well drilled Inferred Resources	
5	Along strike from operating major mine(s)	Adjacent to development stage project	Several significant ore grade co-relatable intersections	

The Geoscience Rating Factor valuation method is a subjective valuation method and different valuation practitioners are likely to derive different on-off property, anomaly, and geological factors, based on their interpretation and understanding of the project. Different descriptions of the rating factors also exist. However, provided the same rating system of factors and descriptions of their values is used, the results from different practitioners should not be dramatically different.

The Basic Acquisition Cost (BAC) is an important input to the GFM. In essence it is the average cost to acquire and hold an average age tenement in the jurisdiction and it is determined by summing the costs to identify and area of interest, application fees, annual rents and other government costs, work required to facilitate granting (e.g. native title, environmental etc.) and minimum annual statutory expenditures. In other words, the BAC is the total average expenditure per standard unit area (km², hectare, sub-block, etc.) and captures the identification cost and then the application and retention costs. Each factor is then multiplied serially by the BAC to establish the overall technical value of each mineral property. A fifth factor, the market factor, is then multiplied by the technical value to arrive at the fair market value.

The standard references on the method (Kilburn, 1990; Goulevitch and Eupene, 1994) do not provide much detail on how the market factor should be ascertained. CSA Global takes the approach of using the implied value range from our selected Comparative Transactions to inform the selection of a GFM market factor. Our presumption is that the comparatives are capturing the market sentiment, so any other valuation method should not be significantly different (order of magnitude).

This is achieved by finding the market factor that produces an average GFM preferred value per unit area for whole project (i.e. total preferred GFM value divided by the total area) that falls within the range of the comparatives implied values per unit area. It is CSA Global's view that this adequately accounts for global market factors on an empirical basis. For example, if the implied value range is \$100/km² to \$2,000/km², then the market factor should give an average GFM preferred value per unit area that falls within that range.

CSA Global generally would select a market factor (rounded to an appropriate number of significant digits) that gives a value closer to the upper end of the range (though this is the valuer's judgement call). This is because the GFM is a tool that addresses the exploration potential of a project and is best suited to informing the upper end of valuation ranges for a project.

Geological Risk Method

In the Geological Risk Valuation method, as described by Lord *et al* (2001), the value of a project at a given stage of knowledge/development is estimated based on the potential value of the project at a later stage of development, discounted by the probability of the potential value of the later stage being achieved, and considering the estimated cost of progressing the project to the next stage.

The relevant stages of exploration are defined in Table A4.

Table A4: Definition of exploration stages

Stage	Description
Stage A	Ground acquisition, project/target generation
Stage B	Prospect definition (mapping and geochemistry)
Stage C	Drill testing (systematic reverse circulation, diamond drilling)
Stage D	Resource delineation
Stage E	Feasibility

The expected value (E) of a project at a given stage is then dependent on the target value at the next stage (T), the probability of successfully advancing the project to the next stage (P), and the cost of advancing the project (C). This can be expressed as:

$$E = P * (T - C)$$

This valuation method generates an expected value for each project (or prospect) at each of the main exploration stages or decision points, by working back from a Project's target value. A project's target value can be based on an expected NPV from a reasonably constrained DCF model, or from a reasonable approximation of the value of a defined resource, in which case the initial target value will be the value at the end of Stage D, as opposed to the value at the end of Stage E.

Lord *et al* (2001) concluded that the probability of successfully proceeding from one exploration phase to the following one was as depicted in Table A5, based on a detailed study of gold exploration programs in the Laverton area of Western Australia.

Table A5: Probability of successfully proceeding from one exploration stage to another

Stages	Probability of advancing
Generative to reconnaissance	0.54
Reconnaissance to systematic drill testing	0.17
Systematic drill testing to Resource delineation	0.58
Resource delineation to Feasibility	0.87
Feasibility to mine	0.90

Source: Lord et al. (2001)

Valuation Approaches by Asset Stage

Regardless of the technical application of various valuation methods and guidelines, the Valuer should strive to adequately reflect the carefully considered risks and potentials of the various projects in the valuation ranges and the preferred values, with the overriding objective of determining the “fair market value”.

Table A1 shows the valuation approaches that are generally considered appropriate to apply to each type of mineral property.

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Appendix B Comparative Transactions

Table B1: Comparative transactions of gold Mineral Resources in West Africa

Date	Country	Project	Buyer	Seller	Mineral Resource grade (g/t)	Mineral Resource contained Au (Moz)	Measured and Indicated Resources	Transaction value (100%) A\$ M	Implied value (A\$/oz)	Normalised value (A\$/oz)
8 Jun 2020	Guinea	Kouroussa	Hummingbird Resources Plc	Cassidy Gold Corp.	3.00	1.18	40%	21.2	18.00	18.88
11 May 2020	Mali	Dabia Sud	RosCan Gold Corp.	Komet Resources Inc.	1.05	0.14	75%	3.5	25.09	24.30
7 May 2020	Cote d'Ivoire	Bagoe and Liberty	Ibaera Capital Fund LP	Apollo Consolidated Ltd	2.50	0.53	17%	35.0	66.06	63.74
29 Apr 2020	Burkina Faso	Toega	West African Resources Ltd	B2 Gold Corp.	2.01	1.13	0%	31.0	27.45	26.73
18 Jun 2019	Guinea	Tri-K	Managem S.A.	Avocet Mining Plc	1.53	2.29	86%	120.4	52.62	68.03
11 Feb 2019	Cote d'Ivoire	Seguela	Roxgold Inc.	Newcrest Mining Ltd	2.30	0.43	0%	28.2	65.57	89.70
3 Oct 2018	Burkina Faso	Golden Hill and Gourma	Teranga Gold Corp.	Boss Resources Ltd	1.80	1.06	39%	20.4	19.27	29.02
13 Jul 2018	Mauritania	Tijirit	Wafa Mining & Petroleum S.A.	Algold Resources Ltd	1.86	0.82	21%	56.6	69.21	104.74
13 Jun 2017	Mali	Yanfolila	Hummingbird Resources Plc	La Petite Mine d'Or	2.51	1.72	84%	52.9	30.85	46.66
10 Oct 2016	Guinea	Tri-K	Managem S.A.	Avocet Mining Plc	1.41	3.02	66%	24.6	8.16	12.51

Note: The transaction highlighted in orange did not eventuate as Exore exercised its pre-emptive right to acquire the Apollo Consolidated Limited's free carried and minority interest.

Table B2: Comparative transactions of exploration tenure prospective for gold in West Africa

Date	Project	Area (km ²)	Buyer	Seller	Transaction	Transaction value (100%) A\$ M	Implied value (A\$/km ²)	Normalised value (A\$/km ²)
1 May 2020	Niou	500	Mako Gold Ltd	Nord Gold SE	Acquisition – 100%	1.08	2,168	2,090
13 Apr 2020	Djimbala	100	Inigo Exploration Inc.	Desert Gold Ventures Inc	Acquisition – 51%	1.60	16,038	15,416
30 Jan 2020	Hounde South	270	Roxgold Inc.	Arrow Minerals Ltd	Joint Venture earn-in 51%	1.75	6,483	6,972
7 Jan 2020	Bocanda and Djekanou	471	Stellar African Gold Inc.	Private Seller	Acquisition – 100%	5.69	12,085	13,400
4 Oct 2019	Dulcie	1,126	Erinbar Ltd	Private Seller	Acquisition – 70%	9.14	8,117	9,238
1 Oct 2019	Rakounga	250	Kruger Gold Corp.	Nexus Gold Corp	Acquisition – 75%	2.98	11,908	13,640
24 Sep 2019	Linguekoto	27	Desert Gold Ventures Inc.	SUD Mining SARL	Acquisition – 95%	0.37	13,844	15,635
23 Sep 2019	Tengrela	380	Exore Resources Ltd	Smart Mineral Exploration Cote d'Ivoire SARL	Joint Venture earn-in 80%	1.60	4,207	4,739
27 Aug 2019	Linguekoto	83	Desert Gold Ventures Inc.	Altus Strategies Plc	Acquisition – 100%	0.83	9,978	11,105
22 Aug 2019	Balandougou	150	Rida Mining Ltd	Stellar African Gold Inc	Acquisition – 100%	5.48	36,525	41,739
14 Aug 2019	Degbiwu and Gbiniyiri	1,231	Iguana Resources Ltd	Castle Minerals Ltd	Joint Venture earn-in 51%	11.90	9,671	10,901
4 Jul 2019	Tintinba	35	African Gold Ltd	Macina Gold Company SARL	Joint Venture earn-in 55%	0.75	21,291	26,770
11 Jun 2019	Nderik	160	Aura Energy Ltd	Nomads Mining Company SARL	Joint Venture earn-in 70%	1.44	9,017	11,986
7 May 2019	Keniebandi East and Koussili West	103	Desert Gold Ventures Inc.	Mineral Management Consulting	Acquisition – 100%	0.99	9,569	13,238
6 May 2019	Saboussire	100	Indiana Resources Ltd	FIMOCO SARL	Joint Venture earn-in 51%	0.77	7,743	10,740
24 Apr 2019	Laboum	189	Corben Resources Ltd	Altus Strategies Plc	Joint Venture earn-in 51%	4.35	23,013	32,142
20 Feb 2019	Kunsu	141	Castle Peak Mining Ltd	Wononuo Investment Ltd	Acquisition – 100%	2.79	19,760	26,715
11 Dec 2018	Goueli and Margou	188	Golden Rim Resources Ltd	Pella Group	Acquisition – 100%	1.26	6,719	9,862
6 Aug 2018	Bagoe and Liberty	830	Novo Litio Ltd ¹	Apollo Consolidated Ltd	Acquisition – 80%	4.93	5,934	9,184

Note: Novo Litio Ltd changed its name to Exore Resources Limited as announced on 1 October 2018

Appendix C Detailed Yardstick Valuation

Table C1: Bagoe Gold Project – detailed Yardstick valuation

Mineral Resource	Classification	Ounces (koz)	Equity (%)	Gold price (A\$/oz)	Yardstick factors			Valuation (A\$ M)		
					Low	Preferred	Low	Preferred	Low	Preferred
Antoinette	Indicated	90	100	2,536	1.0%	1.50%	2.00%	2.3	3.4	4.6
	Inferred	330	100	2,536	0.5%	0.75%	1.00%	4.2	6.3	8.4
Veronique	Inferred	110	100	2,536	0.5%	0.75%	1.00%	1.4	2.1	2.8
Total		530	100		-	-	-	7.9	11.8	15.7

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding

Appendix D Geoscientific Factor Valuation

Table D1: Geoscientific factor valuation – Exore's exploration tenure – Equity basis

Project	Tenement	Equity	Area (km ²)	Application discount	Off Property		On Property		Anomaly		Geology		Market factor	Valuation (A\$ millions)		
					Low	High	Low	High	Low	High	Low	High		Low	Preferred	High
Bagoe	PR321	100%	268.30	100%	1	1.5	2	3.5	1.5	3.5	2.5	3	0.15	0.9	3.9	6.8
	PR321	100%	3.00	100%	Mineral Resources Valued Separately											
	190	35%	392.85	40%	1	3	1	1.5	1	1.5	1.5	3	0.15	0.0	0.3	0.5
Liberty	PR320	100%	376.67	100%	1	2	1.5	2.5	1	3	1.5	3	0.15	0.4	4.1	7.8
	317	100%	168.34	40%	1	2	1	1.5	1	1.5	1.5	3	0.15	0.0	0.2	0.4
Tengrela	PR683	0%	379.93	100%	1	2	1	2	1.5	2.5	1.5	3	0.15	0.0	0.0	0.0
	191	35%	359.98	40%	1	1.5	1	1.5	1	1.5	1.5	2	0.15	0.0	0.1	0.2
Total			1,949.07											1.4	8.6	15.8

Note: The valuation has been compiled to an appropriate level of precision; values may not add up due to rounding

The BAC used was A\$4,625

Appendix E Tenement Reports

Abidjan, the 26th June 2020

Exore Resources
50 Ord Street, WEST PERTH WA 6005
Australia

For the attention of Justin Tremain, Managing Director

Subject: Report on Aspire Nord CI exploration permits

We the undersigned, Eric KONDO, Legal and Tax Specialist in mining law of the Republic of Côte d'Ivoire, was requested to issue a report (the "**Report**") on the exploration permits hold by Aspire Nord Côte d'Ivoire (the "**Exploration Permits**"), an limited liability company incorporated under the law of Côte d'Ivoire, with a share capital of FCFA 20 000 000 FCFA, which is registered address is located at Abidjan Cocody-Angré, 9ème tranche, Villa lot 477, ilot 22, 25 BP 40 Abidjan 25, registered Abidjan trade and movable credit register under the CI-ABJ-2012-B-3600 (the "**Company**").

The Report will address with the following:

- i. The validity of the Exploration Permits;
- ii. The Expenditure commitments;
- iii. The interests of the third party in the Company and/or the Exploration Permits.

To this end, we reviewed the legal and regulatory texts indicated hereafter in force in Côte d'Ivoire, which we deemed useful to consider, and the documents listed as below:

- Law No. 2014-138 of 24 March 2014 establishing the Mining Code (the "**Mining Code**");
- Ordinance No. 2014-148 of 26 March 2014 on royalties and proportional royalties relating to activities governed by the Mining Code;
- Implementing Decree No 2014-397 of 25 June 2014 of Law No. 2014-138 of 24 march 2014 establishing the Mining Code (hereinafter "**Implementing Decree of the Mining Code**");;
- Decree No 2014-649 of 29 October 2014 granting to Aspire Nord Côte d'Ivoire SARL an exploration permit in the Department of Korhogo Decree No 2013-426 of (hereinafter "**PR 320**");
- Decree No 2014-650 of 29th October 2014 granting to Aspire Nord Côte d'Ivoire SARL an exploration permit in the Departments of Korhogo and Boundiali (hereinafter "**PR 321**");
- Order No.010/MMG/DGMG of 04 December 2018 granting to Aspire Nord Côte d'Ivoire SARL the first renewal of the exploration permit n°320 (PR 320) valid for gold in the department of Korhogo (the "**Order of the First Renewal of the PR 320**");
- Order No.011/MMG/DGMG of 04 December 2018 granting to Aspire Nord Côte d'Ivoire SARL the first renewal of the exploration permit n°321 valid for gold in the department of Korhogo and Boundiali (the "**Order of the First Renewal of the PR 321**");
- Annual technic report of PR 320 (from 29th October 2018 to 28th October 2019);
- Annual technic report of PR 321 (from 29th October 2018 to 28th October 2019)

1. Exploration Permit PR 320

1.1 The Validity of PR 320

- i. Pursuant to Article 3 of the Mining Code, all minerals and all geothermal deposits in the soil and the subsoil are the property of the State of Côte d'Ivoire.

Article 5 of the Mining Code highlights, however, that the State may authorize any person or entity to conduct research or operation of mineral substances. This authorization is granted under a mining title (research permit or operating permit).

- ii. In accordance with the same abovementioned article 5, the State of Côte d'Ivoire granted to the Company by Decree No 2014-649 of 29 October 2014 granting to Aspire Nord Côte d'Ivoire SARL an exploration permit in the Department of Korhogo.
- iii. The PR 320 which covered an acreage of 379,2km² has been granted for a period of four (4) years and it's valid for gold.
- iv. Pursuant to the provisions of the article 22 of the Mining Code, the State granted to the Company the first renewal of PR 320, by Order No.010/MMG/DGMG of 04 December 2018 granting to Aspire Nord Côte d'Ivoire SARL the first renewal of the exploration permit n°320 (PR 320) valid for gold in the department of Korhogo (the "**Order of the First Renewal of the PR 320**").
- v. According to the provisions of the article 3 of the Order of the First Renewal of the PR 320, the first renewal of PR 320 has been granted for a period of validity of three (3) years from 29th October 2018.

As consequence, the first renewal of PR 320 will expire the 28th October 2021.

- vi. The provisions of the article 24 of the Mining Code state that "**The surface area of the perimeter is reduced by one quarter upon each renewal of the exploration permit.**

However, the holder of the exploration permit may opt to keep the surface area to be returned provided that it proves that it works on the entire perimeter of the permit. In this case, the holder of the exploration permit is liable to pay an option fee".

In clear, at the renewal, the holder of the mining title can decide to keep the full surface of its permit without make any reduction subject to the payment of the option fee.

The Company made the choice to not make the reduction of quarter of the surface area of the perimeter of the PR 320 at its first renewal.

As consequence, at the date hereof, notwithstanding its renewal, the PR 320 covers an acreage of 376,7 Km².

- vii. As a consequence of the above, PR 320 remains valid and is valid for the substance for which it was granted and its surface of 376,7 km².

Moreover, PR 320 is, to our knowledge, not subject to any restriction or withdrawal procedure. It is free from any security.

1.2 Expenditure commitments

- i. According to the provisions of the article 7 of the Order of the First Renewal of the PR 320 the Company is required to spend a minimum amount of FCFA 1 242 500 000 split as follows:
- First year : FCFA 404 500 000
 - Second year: FCFA 410 500 000
 - Third year: FCFA 427 500 000
- ii. During the first year of the First Renewal, namely from 29th October 2018 to 28th October 2019, the Company spent FCFA 469 235 667. In other words, for the first year of the renewal, the Company meets its legal commitments.
- iii. For the second year of the renewal which started the 29th October 2019 to expire the 28th October 2020, the Company should spend FCFA 410 500 000. We understand this level of expenditure has not yet been met by the Company. It is usual for the State to assess expenditure over the three (3) year renewal period of the Exploration Permit. Accordingly, the Company should meet an expenditure of FCFA 1 242 500 000 by 28 October 2021 to meets its legal commitment.

1.3 Interest of a third party in the Company and/or in the PR 320

To the best of our knowledge, any third party have no interest in the Company and in the Exploration Permit 320.

2. Exploration Permit PR 321

2.1 The Validity of PR 321

- i. Pursuant to Article 3 of the Mining Code, all minerals and all geothermal deposits in the soil and the subsoil are the property of the State of Côte d'Ivoire.

The Article 5 of the Mining Code highlights, however, that the State may authorize any person or entity to conduct research or operation of mineral substances. This authorization is granted under a mining title (research permit or operating permit).

- ii. In accordance with the same abovementioned article 5, the State of Côte d'Ivoire granted to the Company by Decree No 2014-650 of 29th October 2014 granting to Aspire Nord Côte d'Ivoire SARL an exploration permit in the Departments of Korhogo and Boundiali.
- iii. The PR 321 which covered an acreage of 271,3 km² has been granted for a period of four (4) years and it's valid for gold.
- iv. Pursuant to the provisions of the article 22 of the Mining Code, the State granted to the Company the first renewal of PR 321, by Order No.011/MMG/DGMG of 04 December 2018 granting to Aspire Nord Côte d'Ivoire SARL the first renewal of the exploration permit n°321 valid for gold in the department of Korhogo and Boundiali (the **“Order of the First Renewal of the PR 321”**).
- v. According to the provisions of the article 3 of the Order of the First Renewal of the PR 321, the first renewal of PR 321 has been granted for a period of validity of three (3) years from 29th October 2018.

As consequence, the first renewal of PR 321 will expire the 28th October 2021.

- vi. The provisions of the article 24 of the Mining Code state that **“The surface area of the perimeter is reduced by one quarter upon each renewal of the exploration permit.**

However, the holder of the exploration permit may opt to keep the surface area to be returned provided that it proves that it works on the entire perimeter of the permit. In this case, the holder of the exploration permit is liable to pay an option fee”.

In clear, at the renewal, the holder of the mining title can decide to keep the full surface of its permit without make any reduction subject to the payment of the option fee.

The Company made the choice to not make the reduction of quarter of the surface area of the perimeter of the PR 321 at its first renewal.

As consequence, at the date hereof, notwithstanding its renewal, the PR 321 covers an acreage of 271,3 Km².

- vii. As a consequence of the above, PR 321 remains valid and is valid for the substance for which it was granted and its surface remains unchanged and still cover a perimeter 271,3 Km².

Moreover, PR 320 is, to our knowledge, not subject to any restriction or withdrawal procedure. It is free from any security.

2.2 Expenditure commitments

- i. According to the provisions of the article 7 of the Order of the First Renewal of the Korhogo Permit, the Company is required to spend a minimum amount of FCFA 1 242 500 000 split as follows:
 - First year : FCFA 404 500 000
 - Second year: FCFA 410 500 000
 - Third year: FCFA 427 500 000
- ii. During the first year of the First Renewal, namely from 29th October 2018 to 28th October 2019, the Company spent FCFA 2 105 759 010. In other for the first year of the renewal, the Company meets its legal commitments.
- iii. For the second year of the renewal which started the 29th October 2019 to expire the 28th October 2020, the Company at the date hereof has already spent FCFA FCFA 1 073 817 124. Before the end of the second year of the first renewal, the Company has already met its financial commitment. It is usual for the State to assess expenditure over the three (3) year renewal period of the Exploration Permit. Accordingly, the Company should meet an expenditure of FCFA 1 242 500 000 by 28 October 2021 to meets its legal commitment. It would appear the Company has already satisfied this commitment for Exploration Permit PR 321.
- iv. At the date hereof, namely more than one year before the date of the expiration the first renewal of PR 321, the Company has already spent FCFA 3 179 576 134, that's to say the double of the minimum amount that it must spent during the duration (3 years) of the first renewal of PR 321.

2.3 Interest of a third party in the Company and/or in the PR 320

To the best of our knowledge, any third party has no interest in the Company and in the PR 321.

Your faithfully



M. Eric KONDO
Managing Partner



INTRODUCTION

Exore Resources LTD, which has its registered headquarter at Level 2, 18 Kings Park Road, West Perth, WA 6005, Australie (hereinafter "**Exore**"), as a prelude to the signing of joint venture agreements (The "**Joint Venture Agreement**") with Smart Mineral Explorer (the "**Company**" or "**SMEX**"), has entrusted us with the task of auditing (i) the legal and (ii) taxation issues of the Company and to give an opinion (the "**Opinion**") on these matters.

I. JURISDICTION

We are a firm of lawyers duly qualified to practice in Côte d'Ivoire. The Opinion is limited to the laws of Côte d'Ivoire.

For the purposes of the Opinion, we have examined the laws and regulations applicable in Côte d'Ivoire as well as all such documents listed hereunder as we considered as necessary or desirable as a basis for the Opinion hereinafter expressed, including without limitation:

- a) as regards company law, the main legislation for purposes of the Opinion (the **Principal Company Legislation**) is:
 - Amended OHADA Uniform Act relating to commercial companies and economic interest group dated 30 January 2014 (the **Commercial Companies Act**);
 - OHADA Uniform Act organizing securities;

- OHADA Uniform Act organizing collective proceedings;
 - Law n°2017-727 dated of 9 November 2017 relating to the punishment of infringements prescribed by the uniform Acts (**Law for Punishment of infringements**)
 - All others laws and regulations necessary to this Opinion;
- b) as regards mining law, the main legislation for purposes of the Opinion (the **Principal Mining Legislation**) is:
 - Law n°2014-18 of 24 March 2014 bearing Mining Code (the **Mining Code**);
 - Decree n°214-397 of 25 June 2014 implementing the Mining Code (the **Implementation Decree**);
 - Ordinance n°96-600 of 9 August 1996 relating to mining taxes;
 - Ordinance n°2014-148 of 26 March 2014 relating to surface and proportional taxes relating to mining activities;
 - Decree n°2014-632 of 22 October 2014 determining fixed duties on mining activities;
 - Ministerial order n°002/MIM/CAB of January 11th, 2016 relating to procedures for assignment and renewal of

mining licences and authorizations (the **Ministerial Order**); and

- The General Tax Code and Tax Procedures Book.

II. ASSUMPTIONS

In giving the Opinion, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us and the conformity with the originals of all documents submitted to us as copies thereof.

III. LEGAL SITUATION OF SMEX

SMEX is a limited liability company, with a capital of FCFA 20 000 000, with its registered office in Abidjan Cocody Riviera-Golf Bunker Building, 25 BP 390 Abidjan 25.

A. Legal formalism

1. **Incorporation**

The review of corporate documents made available to us are evidence of the effectiveness of the incorporation of SMEX in the form of a multi-partner company. These include:

- Memorandum of association, drawn up under private seal on 2nd

February 2016 (the “**Articles of Association**”);

- Declaration of subscription and payment drawn up under private seal on 2nd February 2016, with subscription of all the shares and the full payment of the capital, registered the 4th February 2016 under the Vol 01, Folio 73 N° 766, Bordereau 766/3 (The “**Statement**”);
- Minutes of Deposit dated 4th February 2016 issue by the Registrar (The “**Minutes of Deposit**”);
- Trade Register of the Company (M0), dated 4th February 2016 registered under No. CI-ABJ-2016-B-2912 (The “**Trade Register**”);
- Notice of publication of SMEX in the official gazette the 4th February 2016 (the “**Gazette**”).

In the basis of the document above reviewed, our opinion is that the incorporation of SMEX is in accordance with the provisions of the Commercial Companies Act.

2. **Full payment of the capital**

SARL capital of 10.000.000Fcfa -RCCM No. CI-ABJ-2016-B-1777
 Bank BICICI 09556 102 658 00070; IBAN CI93 CI00 6015 0265 8000 7046
 Abidjan Cocody - Riviera Golf - Bunker building 2nd floor Apt 746; 25 BP 390 Abidjan 25, Tel .: 225 22 43 01 86/225 43 11 11 04 -

Upon incorporation, the capital of SMEX was fully subscribed and paid-in by the shareholders who contributed FCFA twenty million (20,000,000.) as evidenced by the Statement and the provisions of the article 6 of the Articles of Association.

3. Shareholding

According to the Statement and the provisions of the article 7 of the Article of Association, SMEX's shareholding is split as follows:

- Mr. DIARRASSOUBA Issouf, 1 200 shares or 60% of the capital
- Mr. DIARRA Yacouba 800 shares or 40% of the capital

We have no knowledge of a nominee agreement between one these shareholders and any third party.

However, it seems that Mr. Diarra Yacouba is the true and only partner of the Company, Mr Diarrassouba Issouf in fact his nephew, being only a nominee.

B. Operation

1. Management

Article 323 of the AUSC provides that one or more individual managers may be appointed, in the Articles of Association or in a separate act, to manage a limited liability company.

This appointment must be published in the commercial register and in Gazette.

Mr. DIARRASSOUBA Issouf was appointed in the Initial Articles of Association as first manager for unlimited duration.

This appointment was registered in Trade and Personal Property Credit Register of Abidjan as well as in the Gazette.

Mr. Diarra Yacouba have not been appointed as manager, so that Mr. DIARRASSOUBA Issouf is the one who can lawfully act and sign on behalf of SMEX.

However, at the end of minute of a general meeting of the company held on June 3, 2019 (the "Minute"), the shareholders' meeting granted to Mr. Diarra Yacouba a power of attorney to:

- Sign the Joint Venture;
- Sign any other document subsequent to the Joint Venture;
- And more generally, do all that is necessary, in accordance with the power given to him, for the signing of the Joint Venture.

As consequence, Mr. Diarra Yacouba can lawfully act and sign on behalf of SMEX any document regarding the Joint Venture Agreement.

2. Approval of accounts

Under the provisions of Article 140 of the Uniform Act, the Annual General Meeting (AGM) must be held within six (6) months from the closing date in order to approve the annual summary financial statements and management

report.

The Company was incorporated the 4th February 2016 and began its activities on the 15 February 2016 (the **Date of first activity**).

Therefore, the closing of the first financial year of the Company took place on 31 December 2016 while the second (2017 Financial Year) and the third year (2018 Financial Year) were closed respectively 31 December 2017 and 31 December 2018.

The approval of the accounts for the following financial years should have taken place on the following June 30, unless an extension of this period made by a court decision.

Thus :

- 2016 Financial Year should have been approved the 30 June 2017;
- 2017 Financial Year should have been approved the 30 June 2018;
- 2018 Financial Year should have been approved the 30 June 2019;

We didn't receive any minutes of the AGM approving the above-financials years.

It must be specified that in case where the minutes of the shareholder

approving the financial is not lodge to the Tax Administration, the company is liable to a fine of XOF 1 000 000 the first month and then XOF 100 000 months from the 2nd to the 3rd month and after the 3rd month the fine is increased to XOF 2 000 000 plus XOF 200 000 per additional month delay.

C. Status of the license

SMEX holds a mining research license in the Departments of Tengrela and Kouto, issued by Decree No. 2017-711 of November 3, 2017, registered under No. 683 in the Special Register of Mining Conservation by the Mining Administration (the "**License**").

1. Validity of the License

The acreage of the License mentioned in the Appendix A Permit Map of the Joint Venture Proposal Permit PR683 dated of 25 Mars 2019 signed between Exore and SMEX, is the same than the one mentioned on the License and the Mining Cadastral, namely and 379,93 km².

The License was assigned to SMEX on 03 November 2017 for a period of 4 years from the date of signature of the attribution order. The License therefore shall expire on 3 November 2021.

From the above, we are in the opinion that the License is still valid.

2. Obligations related to the License

2.1 Article 2 of the ordinance N° 2014-148 of March 26, 2014 fixing the

superficiary fees and proportional taxes relating to the activities governed by the Mining Code provides that the holder of a mining title is subjected to the payment of an annual superficial fees set per kilometer.

The Mining Administration issued the bulletin of superficial fees by letter number 1306 / MMG / DGMG / DIMCM dated December 3, 2018.

The superficial fees was fully paid by the Company as evidenced by the receipt of payment issued by the Treasury of the State of Côte d'Ivoire dated December 4, 2018 under the number **1042588**.

2.2 Pursuant to the provisions of article 25 of the Implementation Decree, SMEX must send to the Mining Ministry a report (the "**Annual Report**") of all the work done, 30 days after the anniversary date. In the framework of this due diligence, SMEX didn't provide us this the Annual Report.

Also, in accordance with the provisions of the article 19 of the License, each semester and within 2 months after the expiry of each period of validity, SMEX must file with the Mining Administration a detailed report (the "**Semestrial Report**") of the work done on the license and the results obtained.

As the License was granted the 3rd November 2017, this implies that SMEX should have submitted the 2 Semestrial Reports and the Annual Report of the first year anniversary and the first Semestrial Report of the second year of anniversary.

It appear that SMEX submitted to the Mines Administration, the Annual Report of the first year of anniversary.

However, SMEX didn't provide the evidences that the two Semestrial Reports of the year of anniversary and the one of the semester of the second year of anniversary have been lodge to the Mine Administration.

2.3 Under the provisions of Article 10 of the License, SMEX must spend for:

The first year	FCFA 100 000 000,
The second year	FCFA 120 000 000,
The third year	FCFA 180 000 000
The fourth year	FCFA 240 000 000.

As we don't receive the different reports above mentioned, we are not able to know if SMEX fulfill its legal obligation relating to the minimum expenditure.

However, the analysis of the accounting books shows that no expenditure cost relating to the first and second year of anniversary have been recorded SMEX books.

This may imply that SMEX doesn't carry out the exploration program and spent the minimum of expedition costs as mentioned in the License.

If it's the case, we would like to point out the fact after the first 2 years of anniversary of the exploration permit, the Mining Administration is entitled to carry out an inspection to check if the holder of the exploration permit reach meet its commitments regarding the execution its exploration program as define in the decree granting the exploration permit.

In the case of non-realization of the works planned over these 2 first years,

SMEX receives a warning and a global control of the works is carried out the 3rd year. If the work planned over the 3 years is not completed, the Mining Administration automatically withdraws the License.

As of November 3, 2019, it will be 2 years that SMEX holds the License. As consequence, there's a risk that the Mining Administration carry out an inspection on SMEX. Therefore, subject to the production of the final balance, SMEX will need to spend about FCFA 220 000 000 in five months from the date hereof, in order to comply with the provisions of the License.

IV. TAX SITUATION OF SMEX

1. The Company was registered to the Tax Administration on 4th February 2016 (the **Date of Registration to the Tax Administration**) and began its activities on 15th February 2016.

According to its Tax declaration of existence SMEX is registered under the simplified tax regime. Therefore it must submit the tax return and pay the taxes each quarter before the 15th of the next month following the quarter.

We received a taxpayer's deposit issued by the Tax Administration noting the payments made by the Company from its incorporation to the date hereof (the **Taxpayer's Deposit**). However, the Taxpayer's Deposit does not say that the amounts paid by SMEX are in compliance with the tax legislation.

We also received tax returns from SMEX concerning only the financial year of 2017.

2. SMEX must fulfill the tax administration with some annual declarations such as the state 301, the state 302, the DISA, the records of deliberations of statutory assemblies.

The non-filing or late filing of these declarations is liable, for each declaration, to a fine of:

- One (1) million CFA francs plus a fine of one hundred thousand (100,000) CFA francs per month or fraction of a month of additional delay;
- After a period of three (3) months, the fine is increased to two (2) million CFA francs plus two hundred thousand (200,000) CFA francs per month or fraction of a month of additional delay.

To summarize, SMEX, could face the following fines since its incorporation:

Financial year	2016	2017	2018
Non-filing of			
The state 301	7 400 000		
The state 302	7 400 000		
The Approval Minutes	7 400 000	5 000 000	1 000 000
TOTAL	22 200 000	5 000 000	1 000 000
	28 200 000		

It is necessary to point out that this is only a theoretical risk because SMEX may have filed and paid all such declarations and tax returns.

In conclusion, it must be noted that:

- i. No prohibitive legal irregularity likely to invalidate the deeds relating to the incorporation of SMEX shall be opposed to the Company.
- ii. Mr DIARRA Yacouba, as holder of a power of attorney given by

SMEX, is lawfully entitled to act and sign on behalf of SMEX all the documents regarding the Joint Venture Agreement.

- iii. According to the provisions of the article 43 of the Mining Code, the failure for the exploration company to submit the Semestrial Report and Annual Report is not case of withdrawal of the exploration licence. As consequence, there's no risk of withdrawal of the License for SMEX.

But to comply with the regulation, the Semestrial Reports must be lodged as quick as possible.

- iv. The License is valid. However, there will be a risk of withdrawal if SMEX does not comply with the obligations related to the License, including the expenses planned to be carried out during the first 2 years.

However, whilst it is a risk, it is the mining administration policy not to withdraw permits if the expenditure commitment by the end of the 3rd year has not been met and that normally the mining administration provides some flexibility on expenditure provided the company can show it is serious about exploring the permit.

- v. SMEX and Exore can lawfully sign the Joint Venture Agreement.
- vi. SMEX faces a theoretical financial risk of FCFA 28 200 000 fines.

Dated in Abidjan on July 07, 2019



Managing Partner
Eric KONDO

SARL capital of 10.000.000Fcfa -RCCM No. CI-ABJ-2016-B-1777
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Appendix 4 – Resource Multiples

Company Ticker	Company Name	Country	Market Cap (AU\$m)	Enterprise Value (AU\$m)	Revenue (AU\$m)	Probable Reserves (koz)	Proven Reserves (koz)	Total Reserves (koz)	Measured Resources (koz)	Indicated Resources (koz)	Inferred Resources (koz)	Total Resources (koz)	% of project held	Resources (koz)	Reserve (koz)	Resource Multiple (A\$/oz)	Reserve Multiple (A\$/oz)
TSX:BTO	B2Gold Corp.	Projects mainly in Africa	7,702.84	7,730.67	2,073.41	6,470	-	6,470	-	14,000	4,800	18,800	100%	18,800	6,470	411	1,195
TSX:EDV	Endeavour Mining Corporation	West Africa	3,553.68	4,327.92	1,638.19	6,868	1,017	7,885	1,755	12,985	2,280	17,020	100%	17,020	7,885	254	549
TSX:GAU	Galiano Gold Inc.	West Africa	353.64	272.10	-	2,320	57	2,377	57	3,447	357	3,861	100%	3,861	2,377	70	114
TSX:GSC	Golden Star Resources Ltd.	Ghana	437.21	543.87	431.73	1,463	249	1,712	454	5,845	8,113	14,412	100%	14,412	1,712	38	318
AIM:HUM	Hummingbird Resources PLC	West Africa	181.53	271.48	223.29	655	21	676	-	-	2,005	2,005	100%	2,005	676	135	402
AIM:PAF	Pan African Resources PLC	South Africa	552.80	711.00	359.52	9,500	1,400	10,900	3,100	20,500	12,300	35,900	100%	35,900	10,900	20	65
ASX:RSG	Resolute Mining Limited	West Africa and Australia	1,229.65	1,753.74	656.39	5,070	2,350	7,420	4,620	9,000	5,520	19,140	90%	17,226	6,678	102	263
TSX:ROXG	Roxgold Inc.	West Africa	520.25	517.02	310.05	551	147	698	208	1,148	662	2,018	100%	2,018	698	256	741
TSX:SMF	SEMAFO Inc.	West Africa	1,495.65	1,429.28	750.53	1,803	838	2,640	485	2,818	3,978	7,280	100%	7,280	2,640	196	541
TSX:TGZ	Teranga Gold Corporation	West Africa	1,695.05	2,205.08	644.67	1,730	460	2,190	645	3,085	976	4,706	100%	4,706	2,190	469	1,007
ASX:WAF	West African Resources Limited	West Africa	757.88	917.82	1.24	1,650		1,650	-	2,405	683	3,088	100%	3,088	1,650	297	556
															Minimum	19.81	65.23
															Maximum	468.57	1,194.85
															Average	204.46	522.78
															Median	196.32	541.37

Source: BDO Analysis

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Appendix 5 – Comparable companies

Company Name	Exchange:Ticker	Business Description
B2Gold Corporation	TSX:BTO	B2Gold Corp., together with its subsidiaries, engages in the exploration and development of mineral properties for gold deposits in Nicaragua, the Philippines, Mali, Colombia, Burkina Faso, and Namibia. The company primarily holds 80% interest in the Fekola mine, an open pit gold mine located in Mali; 90% interest in the Otjikoto gold mine located north of Windhoek, Namibia; the Masbate gold project located in the south-east of Manila, the Philippines; and 100% interest in the El Limon mine, an underground gold mine located in northwestern Nicaragua. It also holds 100% interest in the La Libertad mine located in northeast of Juigalpa, Nicaragua; 81% interest in the Kiaka and Toega projects located in Burkina Faso; and 49% interest in the Gramalote property located in Colombia. The company was incorporated in 2006 and is headquartered in Vancouver, Canada.
Endeavour Mining Corporation	TSX:EDV	Endeavour Mining Corporation operates as an intermediate gold producer in West Africa. Its flagship properties are the Houndé mine located in Burkina Faso and the Ity CIL project situated in Côte d'Ivoire. As of December 31, 2018, the company had proved and probable reserves of 8.0 million ounces, as well as measured and indicated resources of 13.9 million ounces of gold. The company was formerly known as Endeavour Financial Corporation and changed its name to Endeavour Mining Corporation in September 2010. Endeavour Mining Corporation was incorporated in 2002 and is based in London, the United Kingdom.
Galiano Gold Inc.	TSX:GAU	Galiano Gold Inc. engages in the exploration, development, and production of gold properties. It operates and manages the Asanko Gold Mine, which is located in Ghana, West Africa. The company was formerly known as Asanko Gold Inc. and changed its name to Galiano Gold Inc. in May 2020. Galiano Gold Inc. was incorporated in 1999 and is headquartered in Vancouver, Canada.
Golden Star Resources	TSX:GSC	Golden Star Resources Ltd. operates as a gold mining and exploration company. The company owns and operates the Wassa open-pit gold mine, the Wassa underground mine, and a carbon-in-leach processing plant located to the northeast of the town of Tarkwa, Ghana; and the Bogoso gold mining and processing operation, the Prestea open-pit mining operations, and the Prestea underground mine located near the town of Prestea, Ghana. It also holds and manages interests in various gold exploration properties in Ghana and Brazil. The company was incorporated in 1992 and is headquartered in Toronto, Canada.
Hummingbird Resources PLC	AIM:HUM	Hummingbird Resources PLC, a mining company, engages in the exploration, evaluation, and development of mineral properties in West Africa. It primarily explores for gold ores. The company principally holds interests in the Dugbe 1 project located in the Liberia; and Yanfolila gold project located in Mali. The company was founded in 2005 and is headquartered in London, United Kingdom.

Pan African Resources PLC	AIM:PAF	Pan African Resources PLC engages in the exploration of precious metals in South Africa. It operates through Barberton Mines, Evander Mines, Corporate, and Funding Company segments. The company primarily explores gold ores, platinum-group elements, and coal. Its principal property is the Barberton gold project that consists of three mines, including Fairview, New Consort, and Sheba located in the Mpumalanga Province. Pan African Resources PLC was incorporated in 2000 and is based in Johannesburg, South Africa.
Resolute Mining Limited	ASX:RSG	Resolute Mining Limited engages in the mining, exploration, development, and production of gold properties in Africa and Australia. The company's flagship project is the Syama Gold Mine located in Mali, West Africa. It is also involved in the prospecting and exploration of minerals. The company was incorporated in 2001 and is based in Perth, Australia.
Roxgold Inc.	TSX:ROXG	Roxgold Inc., a gold mining company, engages in acquiring, exploring, and evaluating mineral properties. It holds interest in the Yaramoko gold project located in the Houndé greenstone belt of Burkina Faso, West Africa; and 100% interest in Séguéla gold project, which include 11 mineral exploration permits situated in Côte d'Ivoire. The company is headquartered in Toronto, Canada.
SEMAFO Inc.	TSX:SMF	SEMAFO Inc., a mining company, engages in the exploration, development, and operation of gold properties in West Africa. The company operates the Mana Mine in Burkina Faso, which includes the Siou deposit. It also holds a 90% interest in the Boungou project. The company was formerly known as West Africa Mining Exploration Corporation Inc. and changed its name to SEMAFO Inc. in May 1997. SEMAFO Inc. was founded in 1994 and is headquartered in Saint-Laurent, Canada.
Teranga Gold Corporation	TSX:TGZ	Teranga Gold Corporation engages in the exploration, development, production, and sale of gold in West Africa. Its projects comprising Sabodala gold mine located in the Republic of Senegal and Wahgnion gold project located in Burkina Faso, as well as 100% owned Golden Hill project, which include 3 exploration permits covering an area of approximately 468 square kilometers located in southwestern Burkina Faso on the Houndé belt. The company also develops and explores various projects in Burkina Faso, Côte d'Ivoire, and Senegal. The company was incorporated in 2010 and is headquartered in Toronto, Canada.
West African Resources Limited	ASX:WAF	West African Resources Limited engages in the acquisition, exploration, and development of mineral resource projects in West Africa. The company explores for gold and copper. Its key asset is 100% owned Sanbrado gold project located in Burkina Faso. The company was incorporated in 2006 and is based in Subiaco, Australia.

Source: Capital IQ and BDO analysis

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[HolderNumber]

Appoint a Proxy: ERX

Your proxy voting instruction must be received by **10.00am (WST) on Tuesday, 8 September 2020**, being **not later than 48 hours** before the commencement of the Scheme Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Scheme Meeting.

SUBMIT YOUR PROXY APPOINTMENT ONLINE

Submit your Proxy Appointment online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Proxy Appointment Confirmation:** instant confirmation that your proxy appointment has been processed. It also allows you to amend your proxy appointment if required.



SUBMIT YOUR PROXY APPOINTMENT BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTING A PROXY

If you wish to appoint someone other than the Chair of the Scheme Meeting as your proxy, please write the name of that individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Scheme Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE SCHEME MEETING

Any directed proxies that are not voted on a poll at the Scheme Meeting will default to the Chair of the Scheme Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Scheme Meeting will be voted in favour of the Resolution.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite the Resolution. All your shares will be voted in accordance with such direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolution, your proxy may vote or abstain from voting, as they think fit. If you mark more than one box on the Resolution your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

If you are entitled to cast two or more votes at the Scheme Meeting you may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Forms and specify the proportion or number of votes each proxy may exercise. If you do not specify a proportion or number of votes, each proxy may exercise half the votes. You must return both Proxy Forms together. If you require an additional Proxy Form, contact Automic.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach the original power of attorney or provide a copy, which appears on its face to be an authentic copy of the power of attorney, to Automic.

Companies: To be signed in accordance with your Constitution and the Corporations Act. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

CORPORATE REPRESENTATIVES

If a representative of a Shareholder who is a body corporate is to attend the Scheme Meeting the appropriate 'Appointment of Corporate Representative' form or a certified copy of the form should be produced at the Scheme Meeting prior to admission including any authority under which it is signed. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE SCHEME MEETING

Completion of a Proxy Form will not prevent individual Shareholders from attending the Scheme Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Scheme Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Scheme Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Scheme Meeting, the original power of attorney or a copy, which appears on its face to be an authentic copy of the power of attorney, must be received by Automic.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED		
Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
Email Address:		
Contact Daytime Telephone		
Date (DD/MM/YY)		

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

Attachment G Sample Small Shareholder Election Form

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[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

Holder Reference (SRN/HIN): [HolderNumber]

BARCODE

SMALL SHAREHOLDER – ELECTION FORM

TO BE VALID, YOUR ELECTION MUST BE RECEIVED BY NO LATER THAN 5:00PM (WST) on Friday, 18 September 2020

IMPORTANT: This is an important document and requires your immediate attention. This document should be read in conjunction with the accompanying Scheme Booklet. Do not complete this Election Form until you have read the accompanying Scheme Booklet. Capitalised terms used in this Election Form have the meaning given to them in the Scheme Booklet that accompanies this Election Form.

If you are a Small Shareholder at the Scheme Record Date, you may elect to have all the New Perseus Shares to which you would have otherwise become entitled on the implementation of the Scheme issued to the Nominee, by completing and returning an Election Form, in which case:

- Perseus will procure that the Nominee sells all of the New Perseus Shares issued to the Nominee, and remits to Perseus the proceeds of sale (after deducting any applicable brokerage and other selling costs, taxes and charges) (**Proceeds**); and
- Perseus will pay you such fraction of the Proceeds as is equal to the number of New Perseus Shares which would have otherwise been issued to you under the Scheme divided by the total number of New Perseus Shares issued to the Nominee by Electing Small Shareholders promptly after the last sale of New Perseus Shares by the Nominee.

Small Shareholders who do not make an election by validly lodging an Election Form will receive New Perseus Shares if the Scheme is implemented.

Refer to Section 4.1(c) of the Scheme Booklet for further information.

If you do not expect to be a Small Shareholder as at the Record Date, please disregard this Election Form.

If you are in doubt about how to deal with this form, please contact your financial or other professional advisor.

LODGING YOUR ELECTION FORM



IMPORTANT! Election Forms cannot be returned by fax or email.
Your Acceptance Form must be returned via one of the return methods provided below.

Note this form can only be used in relation to the shareholding represented by the details on this page.

Due to changes to delivery times by Australia Post, standard delivery may now take up to six Business Days, or longer from regional areas. Shareholders should bear this in mind when returning Election Forms using Australia Post.

IF YOU CHOOSE OPTION A (ELECT ONLINE)

Visit <https://investor.automic.com.au>

Login with your existing Username and Password

Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

If you have not yet established an online account, visit <https://investor.automic.com.au/#/signup>

- Select "Exore Resources Limited" from the dropdown list in the Issuer Name Field
- Enter your Holder Reference (SRN/HIN) as shown on the top of this letter
- Enter your postcode OR country of residence (only if outside Australia)
- Tick the box "I'm not a robot" and then select "Next"
- Complete the prompts to set up your username and password details

Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

IF YOU CHOOSE OPTION B (PAPER ELECTION)



BY MAIL

Exore Resources Limited
C/- Automic Group
GPO Box 5193
Sydney NSW 2001



BY HAND DELIVERY

(Between Sydney office hours 9.00am – 5.00pm AEDT)
Automic Group
Level 5, 126 Phillip Street
Sydney NSW 2000

This form must be received by 5:00pm (WST) on Friday, 18 September 2020