

# ASX ANNOUNCEMENT

21 NOVEMBER 2016



## WARATAH SIGNS BINDING SHARE SALE AGREEMENT TO ACQUIRE CSB ENGAGE SHARES AND MANAGEMENT CHANGES

Waratah Resources Limited [ASX:WGO] (the **Company** or **Waratah**) is pleased to announce that, further to the Company's announcement on 22 July 2016, the Company has executed a binding share sale agreement (**Share Sale Agreement**) with the equityholders of CSB Engage Pte. Ltd. RR 201133493R, a company incorporated under the laws of Singapore of 98A Amoy Street, Singapore (**CSB Engage**), and CSB Engage, to acquire all of the issued capital of CSB Engage.

### About CSB Engage

CSB Engage [www.csbengage.com](http://www.csbengage.com)

CSB Engage is a global technology company with office locations in Australia, Singapore and South Africa. The company provides a diverse range of cloud based digital engagement technology solutions to global brands such as Aviva Insurance, Sunlife Insurance, Neutrogena, Nestle, and many other companies in the online, social, retail, travel and health and wellness sectors.

CSB Engage has recently secured a number of strategic global partnerships enabling the company to further expand its technology footprint globally, and can announce agreements with Ogilvy, Saatchi & Saatchi, Global Red, Kounta, Meza and Mobile Embrace. Mobile Embrace launched the CSB Engage technology in 2014 and, following a 12-month successful trial, launched the technology in the UK in December 2015. The company has recently launched the CSB Engage technology in the UAE and Switzerland with plans to expand into three South-East Asian countries by December 2016.

The CSB Engage technology solutions are delivered via multiple channels including mobile, social, retail and online, and is focused on achieving incremental and measurable revenue growth and profits for its clients. The company is currently experiencing substantial growth, and is seeking capital to enable it to grow and fulfil a number of global contracts.

### Share Sale Agreement

The key terms of the Share Sale Agreement are as follows:

- Acquisition of all of the issued capital in CSB Engage by Waratah.

### COMPANY SNAPSHOT

ASX: WGO

### CAPITAL STRUCTURE

Ordinary shares on issue: 662M

### BOARD & MANAGEMENT

Sir Warwick Andrew  
*Non-Executive Chairman*

Mandeep Bhandari  
*Non-Executive Director*

Neil Herbert  
*Non-Executive Director*

Anne Adaley  
*CFO & Company Secretary*

### COMMODITIES DIVISION

### PROJECTS

Mekambo-Est	Republic of Gabon
Tchibanga	Republic of Gabon
Waka	Republic of Gabon
Makokou	Republic of Gabon

### CONTACT INFORMATION

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- The consideration for the CSB Engage shares is:
  - the issue of 110,000,000 fully paid ordinary shares by Waratah (assuming a valuation of \$0.20 per share at the time of issue); and
  - the issue of 8,758,000 fully paid ordinary shares by Waratah (assuming a valuation of \$0.20 per share at the time of issue) for an employee share plan allocation;
  - the issue of 5,605,740 performance rights for additional ordinary shares of Waratah, in an amount to be agreed between the parties, and subject to ASX approval.
- Completion under the Share Sale Agreement is conditional on the satisfaction of certain conditions precedent, including the following:
  - due diligence;
  - obtaining all shareholder and regulatory approvals required in relation to the proposed transaction;
  - the Company successfully completing a capital raising of no less than AU\$5,000,000 (up to AU\$9,000,000);
  - conditional listing approval being received from ASX and re-compliance with chapters 1 and 2 of the ASX listing rules; and
  - other customary conditions precedent for this type of transaction.

The parties have further agreed that Waratah will dispose of its existing mining/exploration assets in Gabon as soon as practicable following shareholder approval for the change of activities.

The transaction will have a material effect on the Company's total assets and total equity interests. Information about the likely effect of the transaction on the total assets and total equity interests of the Company will be set out in documentation provided to the shareholders in connection with seeking approvals necessary to implement the transaction.

## **Management Changes**

Following the execution of the Share Sale Agreement, Neil Herbert who has been interim CEO and Managing Director, has stepped down from this role. Mr. Herbert has returned to being a Non-Executive Director of Waratah, his role prior to taking up the interim executive appointment.

Sir Warwick Andrew, Chairman, said 'Neil Herbert has played a pivotal role during a transformational phase in the Company's development and I take this opportunity to thank him on behalf of all our shareholders. We look forward to continuing to work together as Waratah advances with the acquisition of CSB Engage.'

## **Further updates**

The Company will update the shareholders as the transaction progresses.

For further information, please contact:

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