

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

WEST AFRICAN RESOURCES LIMITED

ABN

70 121 539 375

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	¹ Class of ¹ securities issued or to be issued	Unlisted Options
2	Number of ¹ securities issued or to be issued (if known) or maximum number which may be issued	40,545,224 unlisted options
3	Principal terms of the ¹ securities (eg, if options, exercise price and expiry date; if partly paid ¹ securities, the amount outstanding and due dates for payment; if ¹ convertible securities, the conversion price and dates for conversion)	Exercise price \$0.14 expiring 30 September 2017

¹ See chapter 19 for defined terms.

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4	Do the ¹ securities rank equally in all respects from the date of allotment with an existing ¹ class of quoted ¹ securities?	a) Yes - on exercise If the additional securities do not rank equally, please state: <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
5	Issue price or consideration	Nil - issued pursuant to a Convertible Loan Agreement with Macquarie Bank Ltd
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Options issued pursuant to a Convertible Loan Agreement with Macquarie Bank Ltd, for which the funding will be used to complete the Feasibility Study for the Company's Mankarga 5 Heap Leach Gold Project in Burkina Faso
6a	Is the entity an ¹ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ¹securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	27 November 2014
6c	Number of ¹ securities issued without security holder approval under rule 7.1A	40,545,224
6d	Number of ¹ securities issued with security holder approval under rule 7.1A	Nil

¹ See chapter 19 for defined terms.

6e	Number of [†] securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	23,078,761 - ordinary shares - approval under 7.4 (27 November 2014)				
6f	Number of securities issued under an exception in rule 7.2	32,036,754				
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	n/a				
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	n/a				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	27,030,151				
7	Dates of entering [†] securities into uncertificated holdings or despatch of certificates	22 December 2014				
8	Number and [†] class of all [†] securities quoted on ASX (<i>including</i> the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; padding: 2px;">Number</th> <th style="text-align: left; padding: 2px;">[†]Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: left; padding: 2px;">270,301,498 (WAF)</td> <td style="text-align: left; padding: 2px;">Ordinary shares</td> </tr> </tbody> </table>	Number	[†] Class	270,301,498 (WAF)	Ordinary shares
Number	[†] Class					
270,301,498 (WAF)	Ordinary shares					

[†] See chapter 19 for defined terms.

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	Number	[†] Class	
9	Number and [†] class of all [†] securities not quoted on ASX (including the securities in section 2 if applicable)	2,500,000 (WAFAM) 575,000 (WAFAW) 200,000 (WAFAO) 4,107,149 (WAFAQ) 14,918,508 (WAFAY) 1,221,250 (WAFAZ) 40,545,224	Options with an exercise price of 48 cents expiring 20 January 2015 Options with an exercise price of 25 cents expiring 12 June 2015 Options with an exercise price of 30 cents expiring 17 September 2015 Options with an exercise price of 40 cents expiring 17 Jan 2017 Warrants with an exercise price of 40 cents expiring 17 Jan 2017 West African Replacement Options with exercise prices of between 42 cents and \$1.66 expiring between 23 Mar 15 and 26 Jul 17 Options with an exercise price of 14 cents expiring 30 Sep 2017
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	n/a	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	n/a
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the [†] securities will be offered	

[†] See chapter 19 for defined terms.

14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has +security holders who will not be sent new issue documents	<p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	

+ See chapter 19 for defined terms.

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26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled

27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders

28 Date rights trading will begin (if applicable)

29 Date rights trading will end (if applicable)

30 How do [†]security holders sell their entitlements *in full* through a broker?

31 How do [†]security holders sell *part* of their entitlements through a broker and accept for the balance?

32 How do [†]security holders dispose of their entitlements (except by sale through a broker)?

33 [†]Despatch date

Part 3 - Quotation of securities

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

34 Type of securities
(*tick one*)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

[†] See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38 Number of securities for which ⁺quotation is sought -

39 Class of ⁺securities for which quotation is sought -

40 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?

If the additional securities do not rank equally, please state:
• the date from which they do
• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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⁺ See chapter 19 for defined terms.

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and [†]class of all [†]securities quoted on ASX (including the securities in clause 38)

Number	[†] Class
-	-

[†] See chapter 19 for defined terms.

Quotation agreement

- 1 ⁺Quotation of our additional ^{+securities} is in ASX's absolute discretion. ASX may quote the ^{+securities} on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the ^{+securities} to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those ^{+securities} should not be granted ^{+quotation}.
 - An offer of the ^{+securities} for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
- 3 Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- 4
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ^{+securities} to be quoted and that no-one has any right to return any ^{+securities} to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ^{+securities} be quoted.
 - If we are a trust, we warrant that no person has the right to return the ^{+securities} to be quoted under section 1019B of the Corporations Act at the time that we request that the ^{+securities} be quoted.
- 5 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 6 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before ^{+quotation} of the ^{+securities} begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



.....Date: 22 December 2014

Company Secretary

Print name:

Simon Storm

⁺ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced on/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	215,185,983
Add the following: <ul style="list-style-type: none">Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2Number of fully paid ordinary securities issued in that 12 month period with shareholder approvalNumber of partly paid ordinary securities that became fully paid in that 12 month period	32,036,754 23,078,761
Note: <ul style="list-style-type: none">Include only ordinary securities here – other classes of equity securities cannot be addedInclude here (if applicable) the securities the subject of the Appendix 3B to which this form is annexedIt may be useful to set out issues of securities on different dates as separate line items	
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	-
“A”	270,301,498

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	40,545,225
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <i>Note:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	40,545,224
“C”	40,545,224
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	40,545,225
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	40,545,224
Total [“A” x 0.15] – “C”	1 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	270,301,498
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	27,030,150
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none">• This applies to equity securities – not just ordinary securities• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained• It may be useful to set out issues of securities on different dates as separate line items	-
“E”	-

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	27,030,150
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	27,030,150 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.