ASX Announcement and Media Release

Monday, 4 December 2017

West Wits completes Tranche 2 of $500,000 capital raising

West Wits Mining Limited (ASX:WWI) (the Company) is pleased to announce that it has today completed a capital raising of $185,000 (before costs) through the issue of 8,409,091 ordinary fully paid shares at an issue price of $0.022 per share to sophisticated investors who are not related parties without requiring a prospectus. This represents Tranche 2 of the $500,000 capital raising announced by the Company on 21 November 2017 and led by CPS Capital. The capital raising shares were issued without shareholder approval within the Company's capacity under the LR7.1A capacity.

Information Required under LR3.10.5A

The Company issued 8,409,091 shares under its 10% capacity under Listing Rule 7.1A (Capacity Shares).

As required under Listing Rule 3.10.5A, the Company provided the following information:

a) the dilutive effect on existing shareholders of the Capacity Shares is as follows:

Number of Shares on issue prior to the issue	**633,756,770**
Shares issued under Listing Rule 7.1A (Capacity Shares)	8,409,091
Dilution as a result of issue under Listing Rule 7.1A	1.327%
Total number of shares of issue	**642,165,861**

b) the issue price of the shares issued under the capital raising was 2.2 cents ($0.022), representing a 9.47% discount to the volume weighted average price for the 15 days on which trades of the Company's shares were recorded on ASX ending on 30 November 2017 (data obtained from IRESS), being the trading date immediately before the issue of the shares.

c) the capital raising was undertaken following identification of demand for shares by sophisticated investors. The capital raising was considered the most efficient and effective method of meeting this identified demand.

d) there was no underwriting agreement in relation to the issue of the Capacity Shares.

e) a fee of up to 6% was paid to brokers assisting it in the issue of the Capacity Shares.

In addition to the placement above, the Company has also issued 25,000,000 unlisted options to various consultants as consideration for their services.

Further details regarding the issue of placement shares and the options are contained within the enclosed Appendix 3B.

If you have any queries please contact the Company on (03) 8692 9049 or your financial adviser.

WEST WITS MINING LIMITED
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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, 04/03/13

Name of Entity

West Wits Mining Limited (ASX: WWI)

ABN

89 124 894 060

We (the entity) give ASX the following information.

Part 1 - All issues

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

1	+Class of +securities issued or to be issued	(a) Ordinary shares (WWI) (b) Unlisted options (c) Unlisted options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	(a) 8,409,091 (b) 10,000,000 (c) 15,000,000
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	(a) Fully paid ordinary shares (b) Exercise price of $0.050, expiring on 30 November 2020 (c) Exercise price of $0.050, expiring on 3 December 2022

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	(a) Yes (b) & (c) Ordinary shares issued upon exercise of options will rank equally, in all respects, with existing quoted securities
5	Issue price or consideration	(a) $0.022 (b) & (c) Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(a) Issue to sophisticated investors as announced to the market on 21 November 2017 (b) & (c) Issue of options to consultants
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	29th November 2017
6c	Number of +securities issued without security holder approval under rule 7.1	25,000,000
6d	Number of +securities issued with security holder approval under rule 7.1A	8,409,091
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
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.	Yes – refer to accompanying announcement

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	Refer to the attached Appendix 1
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	4 December 2017

8 Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)

Number	+Class
642,165,861	Ordinary Shares (WWI)

9 Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)

Number	+Class (Options over Ordinary Shares)		
Amount	**Exercise Price**	**Expiration Date**	
5,000,000	$0.025	19 Feb 2018	
5,000,000	$0.030	19 Feb 2018	
2,000,000	$0.030	4 Nov 2018	
10,000,000	$0.050	14 Nov 2020	
10,000,000	$0.050	30 Nov 2020	
15,000,000	$0.050	3 Dec 2022	
47,000,000	**Total**		

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged

Part 2 - Pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	

17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements *in full* through a broker?	
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	+Issue date	

Part 3 - Quotation of securities

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

34 Type of +securities
(*tick one*)

(a) ☒ +Securities described in Part 1 (except for the unlisted options)

(b) ☐ All other +securities

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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

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

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

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	
39	+Class of +securities for which quotation is sought	
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	

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)	

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

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: _____ Date: 4 December 2017

Company Secretary

Print name: Phillip Hains

The CFO Solution

Appendix 3B – Annexure 1

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

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	456,203,370
Add the following: • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period *Note:* • *Include only ordinary securities here – other classes of equity securities cannot be added* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	157,941,107
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
"A"	614,144,477

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	92,121,672

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 *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	37,254,025
"C"	37,254,025

Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	92,121,672
Subtract "C" *Note: number must be same as shown in Step 3*	37,254,025
Total ["A" x 0.15] – "C"	54,867,647 *[**Note**: this is the remaining placement capacity under rule 7.1]*

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" *Note: number must be same as shown in Step 1 of Part 1*	614,144,477

Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	61,414,448

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:* • *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*	8,409,091
"E"	8,409,091

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"**A**" x 0.10 *Note: number must be same as shown in Step 2*	61,414,448
Subtract "E" *Note: number must be same as shown in Step 3*	8,409,091
Total ["A" x 0.10] – "E"	53,005,357 ***Note:*** *This is the remaining placement capacity under rule 7.1A*

ASX ANNOUNCEMENT

Notice Under Section 708A(5) of the Corporations Act [ASX Code: WWI]

4 December 2017

This notice is given under paragraph (5)(e) of section 708A of the Corporations Act.

Type:	Shares
Class/Description:	Fully paid ordinary shares
ASX Code:	WWI
Date of Issue:	4 December 2017
Number Issued:	8,409,091
Issue Price:	$0.022 per shares

The Company intends to apply to Australian Stock Exchange Limited for quotation of the above shares.

Accordingly the Company gives notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (the "Corporations Act") that:

1. the abovementioned ordinary shares were issued without disclosure to investors under Part 6D.2 of the *Corporations Act*;

2. as at the date of this notice the Company has complied with:

   (i) the provisions of Chapter 2M *Corporations Act* as they apply to the Company; and

   (ii) section 674 *Corporations Act*; and

3. as at the date of this notice there is no "excluded information" (as defined in subsection 708A(7) of the Corporations Act) which is required to be disclosed by the Company.

For and on behalf of the Company,



Phillip Hains
Company Secretary