



## CORPORATE INFORMATION

Bassari Resources Limited is an Australian company focused on discovering and developing multi-million ounce gold deposits in the Birimian Gold Belt, Senegal, West Africa.

### FAST FACTS

Issued Capital	2,418,855,633
No. of shareholders	2,310
Top 20	36%

### INVESTMENT HIGHLIGHTS

Mineral tenements over approximately 312km<sup>2</sup> of prospective Birimian Gold Belt, Senegal.

- Makabingui Gold Project Feasibility Study – Initial high grade open pit project of 1Mt at 5.7g/t for 174,000 oz production inventory, and expansion anticipated from underground and infill drilling of 8km Makabingui South zone with further exploration drilling at Makabingui East.
- Makabingui Gold Project Mineral Resource (Prepared and disclosed under JORC Code 2004 and remains unchanged) **1 Moz in 11.9 Mt at 2.6 g/t gold (0.5 g/t cut-off)**:
  - Indicated: 336,000 oz in 2.6 Mt at 4.0g/t
  - Inferred: 669,000 oz in 9.3 Mt at 2.2g/t
- Makabingui Gold Project open pit JORC 2012 Probable Ore Reserve:
  - 158,000 oz in 0.86 Mt at 5.7 g/t
- Senegal, stable democracy since 1960.
- Well located tenements in a +60M ounce gold province hosting world class deposits.
- Multiple prospects identified along 60km of partially drilled mineralised strike.

### BOARD AND MANAGEMENT

**John Traicos**  
*Executive Chairman*

**Modou Guene**  
*Director*

**Malik Easah**  
*Director*

**Andrew Goode**  
*Director/Acting CEO*

**David Swan**  
*Director*

**Ian Riley**  
*Company Secretary/CFO*

### CONTACT US

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6 March 2023

## BASSARI RESOURCES LIMITED (“BASSARI” or THE “COMPANY”) - SHAREHOLDER UPDATE

Your directors wish to provide Bassari shareholders with the following information about the recent activities of the Company.

- **BISHOP SHARE SALE AGREEMENT**
- **APPOINTMENT OF DIRECTOR**

### SHARE SALE AGREEMENT WITH BISHOP SIGNED

Further to the last update provided to shareholders, Bassari has now signed a Share Sale Agreement with Bishop Resources NL (**Bishop**). Bishop is an Australian company currently exploring its gold projects in Ghana across a project area of 478km<sup>2</sup>. Bishop intends to complete an IPO and seek a listing of its shares on the ASX by the third quarter of 2023. Further information on Bishop, its projects and its management team can be found at [www.bishopresources.com.au](http://www.bishopresources.com.au).

### Background

On 31 August 2022, the Company entered into a conditional binding term sheet with Bishop to sell its 100% interest in Bassari Mauritius Holding No 2 Ltd (**Bassari Mauritius**) and Bassari Resources Senegal SARL (**Bassari Senegal**), the holders of the Company’s projects including the Makabingui Gold Project in Senegal (**Binding Term Sheet**).

The transaction was pursued as an alternative to the equity conversion of the approximate \$29.3 million in debt currently owed by the Company to Bishop (through Bishop’s wholly-owned subsidiary, Bishop Resources UK Limited) under the Bishop debt facilities (inclusive of Bishop’s assumption of \$4.34 million in debts owed by the Company to BCM International Ltd and Oceanic Capital Pty Ltd).

Refer to the Company’s shareholder update of 8 September 2022 for a summary of the key terms of the transaction.

## Share Sale Agreement

Since signing the Binding Term Sheet, the Board has negotiated and agreed a formal Share Sale Agreement with Bishop in relation to the above transaction.

The Share Sale Agreement has now been finalised on terms consistent with the Binding Term Sheet, except for the following updates:

- the deadline for meeting the performance milestone for the issue of the deferred tranche of \$3 million worth of shares in Bishop (being receipt of a mineral resource estimate prepared and reported in accordance with JORC 2012) has been extended from 2 to 3 years following completion of the transaction, and should the performance milestone not be met during that period then the deferred consideration is payable in full;
- the timing for completion of Bishop's IPO has been delayed, with Bishop to use best endeavours to complete an IPO of its shares on ASX by 30 September 2023; and
- the assumption by Bishop of the Company's and MGO's debts has increased consistent with the increase in accruals and payables since the Binding Term Sheet was executed.

### Next steps

Bassari and Bishop will now work together to satisfy the various conditions precedent for the transaction, which the parties currently expect to be completed by the end of March 2023. The transaction is expected to complete shortly following satisfaction of the conditions precedent, at this time anticipated to occur in April 2023. On completion of the transaction, Bassari will receive \$2 million worth of shares in Bishop at an issue price equal to the issue price of shares set by Bishop for Bishop's IPO or, if no such price has been set by Bishop at the date of completion of the transaction, then \$0.20 per share.

At the earliest available opportunity, Bassari will call a shareholder meeting to seek shareholder approval to make an in-specie distribution of Bishop shares received at that time. The Bishop shares received may be subject to restriction or escrow imposed by ASX or by law.

Bishop intends to undertake a resource drilling and exploration programme at the Makabingui Gold Project to verify historical resources and test for extensions. When Bishop receives a JORC 2012 report identifying at mineral resource at the Makabingui Gold Project, or at 3 years following completion (whichever occurs first), the further \$3 million worth of Bishop shares (at an issue price equal to the issue price of shares set by Bishop for Bishop's IPO or, if no such price has been set by Bishop at the date of completion of the transaction, then \$0.20 per share) will be issued, adjusted pro rata should the JORC 2012 resource yield less than 1Moz gold.

On receipt of the deferred Bishop consideration shares, your Board will call a further shareholder meeting for approval to make an in-specie distribution of Bishop shares received.

If the \$5 million worth of Bishop shares are issued at \$0.20 per Bishop share, then Bassari will receive a total of 1 Bishop share for every 97 Bassari shares on issue. As set out above, the actual number of Bishop shares received may be lower than this amount based on the JORC 2012 resource reported and the Bishop IPO price.

Your Board has minimised corporate and administrative costs as much as possible and will continue to minimise costs during the deferred consideration period, noting that as part of the consideration for the transaction Bishop agreed to provide Bassari with a cash contribution of up to \$500,000 (on an as incurred basis).

### **DAVID SWAN APPOINTED AS DIRECTOR**

Ian Riley has resigned from his position as a director of the Company for personal reasons. The Board thanks Ian for his valuable contribution as a director. Ian will continue in his capacity as CFO of the Company.

David Swan, a significant shareholder of the Company and one of the petitioning shareholders for the reconstitution of the Company's board in May 2021, has been appointed as a director effective from 17 February 2023. Your Board believes David is a fantastic candidate to represent the interests of Bassari shareholders during the next phases of the transaction with Bishop.

David's earlier career included being an explosives engineer and designer, heavily involved in seismology research, sub contracted to Beach Petroleum. David currently owns and operates his own successful business in New South Wales.

Further updates will be provided to shareholders in due course.

John Traicos

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