

## **SIGUIRI GOLD CORP. (ARBN 662 234 399)**

### **SECOND SUPPLEMENTARY PROSPECTUS**

#### **IMPORTANT INFORMATION**

This is a supplementary prospectus (**Second Supplementary Prospectus**) intended to be read with the prospectus dated 1 July 2024 (**Prospectus**) and the supplementary prospectus dated 22 July 2024 (**First Supplementary Prospectus**) issued by Siguiiri Gold Corp. (ARBN 662 234 399) (**Company**).

This Second Supplementary Prospectus is dated 31 July 2024 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The ASIC, the ASX and their respective officers take no responsibility for the contents of This Second Supplementary Prospectus.

This Second Supplementary Prospectus must be read together with the Prospectus and the First Supplementary Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Second Supplementary Prospectus. If there is a conflict between either of the Prospectus or the First Supplementary Prospectus and this Second Supplementary Prospectus, the Second Supplementary Prospectus will prevail.

This Second Supplementary Prospectus will be issued with the Prospectus and the First Supplementary Prospectus as an electronic prospectus, copies of which may be downloaded free of charge from the Company's website at <https://siguirigold.com/>.

This is an important document and should be read in its entirety. If you do not understand the information presented in this Second Supplementary Prospectus, you should consult your professional advisers without delay.

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## **1. BACKGROUND TO THE SECOND SUPPLEMENTARY PROSPECTUS**

### **1.1 Purpose of the Second Supplementary Prospectus**

As set out in Section 5.14 of the Prospectus, subject to the Company being admitted to the Official List and completing the Offers, certain Securities will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation.

By this Second Supplementary Prospectus, the Company makes the amendments to the Prospectus as set out in Section 2 below to provide prospective investors with further information with respect to the Shares that will be issued but restricted from trading due to voluntary escrow arrangements and local securities laws.

The amendments to the Prospectus outlined in Section 2 below should be read in conjunction with the First Supplementary Prospectus.

## 1.2 Voluntarily Escrowed Shares

The Company entered into subscription agreements with its existing Shareholders in respect of 65,005,520 Shares on issue (**Voluntarily Escrowed Shares**). Pursuant to the terms of the subscription agreements, these existing Shares will be subject to voluntary escrow for a period of 18 months commencing from the date of Official Quotation.

The Voluntarily Escrowed Shares will be released from voluntary escrow in equal monthly instalments over the 18-month period. The Board has chosen to exercise its right to enforce the voluntary escrow arrangements under the subscription agreements.

## 1.3 US Shares

The Company has previously issued 28,550,613 Shares to investors based in the US (**US Shares**).

Pursuant to local securities laws, and as is further described in Section 2.2(b) of this Second Supplementary Prospectus, the holders of the US Shares may not initially be able to trade their US Shares following the admission of the Company's Securities to the Official List of the ASX.

## 1.4 Converting between Shares and CDIs

As set out in Section 10.13(b) of the Prospectus, CDI Holders may at any time convert their holding of CDIs (tradeable on ASX) to Shares by:

- (a) in the case of CDIs held through the issuer sponsored sub-register, contacting the share registry directly to obtain the applicable request form; or
- (b) in the case of CDIs held on the CHESS sub-register, contacting their controlling participant (generally a stockbroker), who will liaise with the share registry to obtain and complete the request form.

A holder of Shares may also convert their Shares to CDIs by contacting the share registry if the Shares held are registered directly in their name or their stockbroker (or applicable controlling participant) if the Shares are held on their behalf in the Depositary.

In each case, the Shares will be transferred from the Shareholder's name into the name of CDN and a holding statement will be issued to the person who converted their Shares to CDIs in respect of the CDIs that have been issued. Following the completion of the Offers and the Company's admission to the Official List of the ASX, the CDIs will be tradeable on ASX.

The Company wishes to provide further clarity to prospective investors on the process of converting Shares into CDIs, and expected timing associated with that process. This additional information is set out in Section 2.3 of this Second Supplementary Prospectus.

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## 2. AMENDMENTS TO THE PROSPECTUS

### 2.1 Free float

The final paragraph of Section 5.14 of the Prospectus is deleted in entirety and replaced with the following:

The Company's 'free float' (being the percentage of CDIs not subject to escrow and held by Shareholders that are not related parties of the Company (or their associates) at the time of Admission) will be approximately 37.31% comprising all Shares issued other than Shares subject to ASX imposed escrow or subject to the arrangements or local laws described in Section 5.14A, or held by Directors. This free float calculation assumes that the Minimum Subscription is raised under the Public Offer (i.e. 40,000,000 CDIs).

Directly prior to the issuance of the Public Offer Shares, the Company will have 82.2% (105,817,799 shares out of 128,786,990 shares) of its Shares subject to ASX imposed escrow or subject to the arrangements or local laws described in Section 5.14A.

### 2.2 Voluntary Escrow Arrangements

The following is included as the new Section 5.14A of the Prospectus:

(a) **Voluntary Escrow Arrangements**

The Company has entered into subscription agreements with the existing Shareholders in respect of a total of 65,005,520 Shares issued by the Company under seed capital raisings (**Voluntary Escrow Shares**). Details of the seed capital raisings and the Voluntary Escrow Shares are set out below:

Seed Capital Raising	Issue Price	Total number of Shares
October 2020	C\$0.03	9,267,626 Shares
October 2020	C\$0.01	30,744,617 Shares
December 2020	C\$0.10	5,121,212 Shares
December 2020	C\$0.40	7,299,373 Shares
December 2020	C\$0.31	12,572,692 Shares
<b>TOTAL</b>	-	<b>65,005,520 Shares</b>

The Board has chosen to exercise its right to enforce the voluntary escrow arrangements under the subscription agreements.

Pursuant to the terms of the subscription agreements, the Voluntary Escrow Shares will be subject to voluntary escrow for a period of 18 months from the date of Official Quotation (**Voluntary Escrow Period**). The Voluntary

Escrow Shares will be released from escrow in equal monthly instalments over the Voluntary Escrow Period, subject to rounding, as set out below.

Voluntary Escrow Period	Shares subject to Voluntary Escrow	Shares released from Voluntary Escrow
Date of issue	65,005,520	Nil
Month 1	61,394,102	3,611,418
Month 2	57,782,684	3,611,418
Month 3	54,171,266	3,611,418
Month 4	50,559,848	3,611,418
Month 5	46,948,430	3,611,418
Month 6	43,337,012	3,611,418
Month 7	39,725,594	3,611,418
Month 8	36,114,176	3,611,418
Month 9	32,502,758	3,611,418
Month 10	28,891,340	3,611,418
Month 11	25,279,922	3,611,418
Month 12	21,668,504	3,611,418
Month 13	18,057,086	3,611,418
Month 14	14,445,668	3,611,418
Month 15	10,834,250	3,611,418
Month 16	7,222,832	3,611,418
Month 17	3,611,414	3,611,416
Month 18	Nil	3,611,416

(b) **US Shares**

The Company has previously issued 28,550,613 Shares to investors based in the US (**US Shares**). Pursuant to local securities laws, the Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (**U.S. Securities Act**), or the securities laws of any state of the United States. The holders of US Shares, by acquiring such Shares,

agreed for the benefit of the Company that such US Shares may be offered, sold, pledged or otherwise transferred, directly or indirectly, only:

- (i) to the Company;
- (ii) outside the United States in compliance with rule 904 of Regulation S under the U.S. Securities Act and in compliance with applicable local laws and regulations;
- (iii) in compliance with the exemption from registration under the U.S. Securities Act provided by Rule 144 thereunder, if available, and in compliance with any applicable state securities laws; or
- (iv) in another transaction that does not require registration under the U.S. Securities Act or any applicable state securities laws.

In the case of paragraphs (iii) or (iv), the holder of the US Shares furnishes to the Company an opinion of counsel of recognised standing in form and substance reasonably satisfactory to the Company and the registrar and transfer agent to such effect.

The presence of this legend may impair the ability of the holder of US Shares to effect "good delivery" of the US Shares on an Australian stock exchange.

### **2.3 Converting between Shares and CDIs**

The following paragraph is added to Section 10.3(b) of the Prospectus:

The Company notes that all Shareholders that hold Shares prior to Admission will need to convert their Shares to CDIs following Official Quotation in order for their Shares to be freely traded on the ASX. In addition, foreign Shareholders' ability to freely trade their Shares may be impaired by their ability to find a brokerage house in their country of residence that is willing to populate their CDIs.

In the experience of the Company, the process to start a separate brokerage account that will hold foreign publicly traded equity, and also complete the conversion to CDIs to allow for full free trading can take up to five (5) months. The Company believes these circumstances to affect the free trading ability of 69,061,846 Shares.

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### **3. CONSENTS**

The Company confirms that as at the date of this Second Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

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### **4. DIRECTORS' AUTHORISATION**

This Second Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Second Supplementary Prospectus with the ASIC.