

SIGUIRI GOLD CORP.
(ARBN 662 234 399)

FIFTH SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Fifth Supplementary Prospectus**) intended to be read with the prospectus dated 1 July 2024 (**Prospectus**) and the supplementary prospectuses dated 22 July 2024 (**First Supplementary Prospectus**), 31 July 2024 (**Second Supplementary Prospectus**), 30 September 2024 (**Third Supplementary Prospectus**), and 4 November 2024 (**Fourth Supplementary Prospectus**) (together, the **Supplementary Prospectuses**) issued by Siguiri Gold Corp. (ARBN 662 234 399) (**Company**).

This Fifth Supplementary Prospectus is dated 10 December 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 Fifth Supplementary Prospectus.

This Fifth Supplementary Prospectus is also a 'refresh document' as defined in section 724(3H) of the Corporations Act, as inserted by *ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (Instrument 2016/70)* (**Instrument 2016/70**) and has been lodged with ASIC in accordance with section 724(3G) of the Corporations Act as inserted by Instrument 2016/70.

This Fifth Supplementary Prospectus must be read together with the Prospectus and Supplementary Prospectuses. Other than as set out below, all details in relation to the Prospectus (as supplemented by the Supplementary Prospectuses) remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Fifth Supplementary Prospectus, unless otherwise stated. If there is a conflict between any of the Prospectus, the Supplementary Prospectuses, and this Fifth Supplementary Prospectus, the Fifth Supplementary Prospectus will prevail.

This Fifth Supplementary Prospectus will be issued with the Prospectus and the Supplementary Prospectuses 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 the Fifth Supplementary Prospectus, you should consult your professional advisers without delay.

1. BACKGROUND TO THE FIFTH SUPPLEMENTARY PROSPECTUS

1.1 Purpose of this document

The Fifth Supplementary Prospectus has been prepared to provide investors with updated information in relation to the status of the Company's proposed listing on the ASX and to extend the timetable to quotation for the Company's CDIs.

As the content of this Fifth Supplementary Prospectus is not considered by the Company to be materially adverse to investors, no action needs to be taken by investors who have already subscribed under the Prospectus to the date of this Fifth Supplementary Prospectus.

1.2 Public Offer update

As the Company advised in the Third Supplementary Prospectus, the ongoing delay in the conversion or renewal of the Company's Permits, or the grant of new permits to replace the existing Permits, has frustrated the Company's efforts to close the Public Offer.

The Company's board and management continue to be committed to the delivery of the Siguiri Gold Project. However, in response to the ongoing delays, the Company has resolved to further extend the Public Offer timetable.

1.3 Quotation and minimum subscription conditions

In accordance with section 723(3) of the Corporations Act, the Company's Securities to be issued pursuant to the Prospectus must be admitted to quotation within three (3) months of the date of the Prospectus (**Quotation Condition**).

The Corporations Act also requires the minimum subscription to be raised within four (4) months after the date of the Prospectus (**Minimum Subscription Condition**).

Pursuant to Instrument 2016/70, by lodging the Third Supplementary Prospectus, the Company extended the deadline for the satisfaction of the:

- (a) Quotation Condition to three (3) months of the date of the Third Supplementary Prospectus; and
- (b) Minimum Subscription Condition to four (4) months of the date of the Third Supplementary Prospectus.

Currently, the Company must satisfy the:

- (a) Quotation Condition on or before 30 December 2024; and
- (b) Minimum Subscription Condition on or before 30 January 2025.

As at the date of this Fifth Supplementary Prospectus, the Company has not satisfied the Conditions of the Public Offer that are set out in Section 4.8 of the Prospectus (as amended by Section 2.4 of the First Supplementary Prospectus), being:

- (a) the Minimum Subscription to the Public Offer being raised; and
- (b) ASX granting conditional approval for the Company to be admitted to the Official List; and
- (c) the conversion or renewal of the Permits, or the grant of new permits to replace the existing Permits via a subsidiary.

Accordingly, as there is no prospect of all of the Conditions being met before 30 December 2024, this Fifth Supplementary has been lodged to refresh the period for admission to quotation of the CDIs offered under the Prospectus from three (3) months from the date of the Third Supplementary Prospectus to three (3) months from the date of this Fifth Supplementary Prospectus, pursuant to Instrument 2016/70.

This Fifth Supplementary Prospectus also refreshes the period for the minimum subscription to the Public Offer under the Prospectus (as modified by the Third Supplementary Prospectus) being achieved from the date four (4) months after the date of the Third Supplementary Prospectus, to four months from the date of this Fifth Supplementary Prospectus.

The Company has also resolved to extend the Closing Date to 27 February 2025. See Section 2 of this Fifth Supplementary Prospectus for the revised timetable of the Offers.

Under this Fifth Supplementary Prospectus, existing Applicants shall also be granted the right to withdraw their Application on or before 10 January 2025. See Section 5 of this Fifth Supplementary Prospectus for further information with respect to these withdrawal rights.

The Company wishes to note that it will continue to work towards satisfying the Conditions, and intends to close the Offers as soon as practicable following the satisfaction of the Conditions.

2. REVISED TIMETABLE

The indicative timetable for the Offers set out in Section 1 of the Prospectus (as updated by the Third Supplementary Prospectus) has been revised as follows as a result of the changes outlined in this Fifth Supplementary Prospectus.

ACTION	DATE
Lodgement of Prospectus with the ASIC	1 July 2024
Lodgement of First Supplementary Prospectus with the ASIC and Opening Date of the Offers	22 July 2024
Lodgement of Fifth Supplementary Prospectus with the ASIC	10 December 2024
Closing Date	5pm (WST) on 27 February 2025
Issue of Securities under the Offers	28 February 2025
Despatch of holding statements	3 March 2025
Expected date for quotation on ASX	7 March 2025

The above dates are indicative only and may change without notice. Unless otherwise indicated, all times given are in WST.

The Company reserves the right to extend the Closing Date or close the Offers early without prior notice. The Company also reserves the right not to proceed with the Offers at any time before the issue of CDIs to applicants. The Company intends to close the Offers as soon as practicable following the satisfaction of the Conditions.

It is the Company's intention to re-commence seeking formal applications under the Public Offer following the conversion or renewal of the Permits, or the grant of new permits to replace the existing Permits via a subsidiary.

If the Offers are cancelled or withdrawn before completion of the Offers, then all application monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act.

3. REFRESH OF QUOTATION PERIOD

Under section 723(3) of the Corporations Act, if a person offers securities under a disclosure document such as a prospectus and the disclosure document states or implies that the securities are to be quoted on a financial market such as the ASX, and the securities are not then admitted to quotation within three months after the date of the disclosure document, then the issue of securities would be void and any application monies would have to be returned to the Applicants.

By the issue of Instrument 2016/70, ASIC has varied the Corporations Act to allow companies to refresh the timing of the quotation condition, so that it commences from the date of a refresh document (such as this Fifth Supplementary Prospectus) such that the three-month period commences from the date that the refresh document is lodged with ASIC. Instrument 2016/70 contains a number of requirements as to the content of the refresh document and on the company issuing the refresh document. This Fifth Supplementary Prospectus addresses those requirements.

The Company makes the following statements for the purposes of Instrument 2016/70.

- (a) The Company applied to ASX within seven (7) days of the date of the Prospectus for ASX to grant official quotation of the CDIs offered by the Prospectus. As at the date of this Fifth Supplementary Prospectus, those CDIs have not been admitted to quotation on the ASX.
- (b) ASX has not given an indication that the CDIs will not be admitted to quotation or will only be admitted to quotation subject to certain conditions being satisfied (i.e. the Conditions that are set out in Section 4.8 of the Prospectus, as amended by Section 2.4 of the First Supplementary Prospectus).
- (c) The Quotation Condition for the CDIs is changed to extend the period for admission to quotation of the CDIs offered under the Prospectus from three (3) months from the date of the Third Supplementary Prospectus, to three (3) months from the date of this Fifth Supplementary Prospectus.
- (d) Subject to the lodgement of any future refresh document or other ASIC variation, the Quotation Condition for the CDIs must now be satisfied by 10 March 2025.
- (e) As at the date of this Fifth Supplementary Prospectus, the Company has received formal applications for 7,530,000 CDIs under the Public Offer.
- (f) No applications have been processed and no Securities have been issued pursuant to the Offers.

The terms of the Offers are accordingly changed by deleting the second paragraph in Section 4.11 of the Prospectus and replacing it with the following:

"If the CDIs are not admitted to official quotation by ASX before the expiration of three months after the date of the Fifth Supplementary Prospectus, or such period as varied by ASIC, the Company will not issue any CDIs and will repay all Application Monies for the CDIs within the time prescribed under the Corporations Act, without interest."

4. REFRESH OF MINIMUM SUBSCRIPTION CONDITION

The Company makes the following statements regarding the Minimum Subscription Condition as required by Instrument 2016/70.

- (a) As at the date of the Fifth Supplementary Prospectus, the Company has formal applications for 7,530,000 CDIs under the Public Offer.
- (b) The Minimum Subscription Condition is being amended to extend the period for the Minimum Subscription being achieved from the date four (4) months from the date of the Third Supplementary Prospectus, to four (4) months from the date of this Fifth Supplementary Prospectus.
- (c) The Minimum Subscription Condition must be satisfied by 10 April 2025, being the date that is four months from the date of the Supplementary Prospectus.

The terms of the Offers are accordingly changed by deleting the second paragraph in Section 4.3 of the Prospectus and replacing it with the following:

"If the Minimum Subscription has not been raised within four (4) months after the date of the Fifth Supplementary Prospectus, or such period as varied by the ASIC, no CDIs will be issued under the Public Offer and the Company will repay all application monies for the CDIs within the time prescribed under the Corporations Act, without interest."

5. WITHDRAWAL RIGHTS

In accordance with sections 724(2) and 724(3G) of the Corporations Act, all applicants who applied for Securities under the original Prospectus will be given a copy of this Fifth Supplementary Prospectus and may choose to withdraw their application and be repaid their Application Monies, provided they give the Company written notice of their wish to do so within one (1) month of the date of this Fifth Supplementary Prospectus.

Any repayments made by the Company pursuant to an applicant exercising their right to withdraw their application will be made in full without payment of interest.

An applicant who wishes to withdraw their application must submit a written request to the Company by mail or delivery to the following address, so that it is received within one month after the date of this Fifth Supplementary Prospectus (i.e., received by 5:00pm WST on 10 January 2025):

Computershare Investor Services Pty Limited
GPO Box 52
Melbourne VIC 3001

If you do not wish to withdraw your Application, you do not need to take any action.

6. NEW APPLICATIONS

Applications for CDIs under the Public Offer after lodgement of this Fifth Supplementary Prospectus must be made using the Supplementary Application Form attached to or accompanying this Fifth Supplementary Prospectus.

Applications after the date of the Fifth Supplementary Prospectus must not be made on the Application Forms attached to or accompanying the Prospectus or the Supplementary Prospectuses, which will not be valid.

7. CONSENTS

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

8. DIRECTORS' AUTHORISATION

This Fifth 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 Fifth Supplementary Prospectus with the ASIC.