ASX ANNOUNCEMENT

3 August 2023

ASX LISTING RULE 10.1 WAIVER GRANTED

Savannah Goldfields Limited ("**Savannah**" or "**Company**") (ASX: SVG) provides the following disclosures in relation to its unlisted convertible notes ("**Convertible Notes**").

At the Company's Extraordinary General Meeting held on 30 September 2022 ("**2022 EGM**"), shareholders approved the issue of Notes on the terms set out in the Company's Notice of Meeting an Explanatory Memorandum dated 31 August 2022 ("**2022 EGM Notice**"). The 2022 EGM Notice disclosed that the Convertible Notes were secured (subject only to the terms of a priority deed) but omitted a reference that the granting of the security was subject to any necessary shareholder or other approvals.

At the Company's Extraordinary General Meeting held on 27 July 2023 ("**2023 EGM**"), shareholders approved the issue of further Convertible Notes on the same terms. The Company's Notice of Meeting an Explanatory Memorandum dated 27 June 2023 ("**2023 EGM Notice**") correctly disclosed that the grant of security remained subject to any necessary shareholder or other approvals.

The Note issuance is part of the Company's capital raising program, first disclosed to ASX on 22 August 2022. The Convertible Notes that have already been issued are held by, and any additional Convertible Notes will be issued to, sophisticated and professional investors identified through a bookbuild process.

Mr Stephen Bizzell, the Executive Chairman and a substantial shareholder of the Company, and his related entities hold some of the Convertible Notes. The Company has chosen to issue the Convertible Notes to Mr Bizzell and his related entities (and other sophisticated and professional investors) based on a bookbuild process and the availability of funding. Convertible Notes that have been issued (or will be issued) to Mr Bizzell and his related entities are on the same terms as those issued to other investors. These terms represented the best debt financing terms available to the Company following consideration by the board of directors. The Convertible Notes are therefore considered to be issued on arms' length terms and the Company is able to rely on an exception to section 208 of the *Corporations Act 2001* (Cth). The Company has previously sought shareholder approval under ASX listing rule 10.11 for the issue of Convertible Notes to Mr Bizzell and his related entities at the 2022 EGM and 2023 EGM.

As the ASX views the granting of security pursuant to the terms of the Convertible Notes as being caught by the provisions of ASX listing rule 10.1, shareholder approval is required under that listing rule for the Convertible Notes to be secured in favour of the holders.

Accordingly, the Convertible Notes that were issued following the 2022 EGM were validly issued but remain unsecured pending the Company obtaining shareholder approval under ASX listing rule 10.1, or a waiver of that listing rule being granted by the ASX.

The Company is pleased to advise that ASX has granted a waiver from ASX listing rule 10.1 to the extent necessary to permit the Company to grant security over the assets of the Company in favour of the holders of the Convertible Notes, without obtaining shareholder approval, on the conditions outlined further below and in the attached summary of the waiver.

A summary of the terms of the ASX listing rule 10.1 waiver is attached to this announcement.

The Company has amended the General Security Deed relating to the Convertible Notes in accordance with the waiver terms and will take appropriate steps to ensure the Convertible Notes are secured on the terms disclosed in the 2023 EGM Notice and the waiver.

This Announcement is authorised by the Company Secretary

For further information, please contact:

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Annexure A - Terms of the ASX Listing Rule 10.1 Waiver

1. Based solely on the information provided, ASX Limited (‘ASX’) grants Savannah Goldfields Limited (the ‘Company’) a waiver from listing rule 10.1 to the extent necessary to permit the Company to grant security over the current assets of the Company in favour of the Convertible Note holders without obtaining shareholder approval, on the following conditions:

    1.1 the material terms of the Convertible Notes and the Waiver are announced to the market;

    1.2 the announcement includes a description of the reasons why the entity has chosen to obtain the financial accommodation from the 10.1 party rather than a lender that is not a 10.1 party and the steps the board of the entity has taken to satisfy itself that the transaction is being entered into on arm’s length terms and is fair and reasonable from the perspective of the holders of the entity’s ordinary securities;

    1.3 the Security Interest documents expressly provide that:

        1.3.1 the Security Interest is limited to the funds due under the financial accommodation;

        1.3.2 the Security Interest will be discharged when the funds due under the financial accommodation have been repaid in full;

        1.3.3 in the event the Security Interest is enforced, the assets can only be disposed of to the 10.1 party or an associate of the 10.1 party if the disposal is first approved by the entity’s security holders under Listing Rule 10.1; and

        1.3.4 otherwise, if the holder of the Security Interest exercises, or appoints a receiver, receiver and manager or analogous person to exercise, any power of sale under the Security Interest, the assets must be sold to an unrelated third party on arm's length commercial terms and the net proceeds of sale distributed to the 10.1 party in accordance with their legal entitlements;

    1.4 any variation to the terms of the financial accommodation or the Security Interest which:

        1.4.1 advantages the 10.1 party in a material respect;

        1.4.2 disadvantages the entity in a material respect; or

        1.4.3 is inconsistent with the terms of the waiver,

    must be subject to security holder approval under Listing Rule 10.1; and

    1.5 for each year while they remain on foot, a summary of the material terms of the financial accommodation and the Security Interest is included in the related party disclosures in the entity’s audited annual accounts.

2. ASX has considered Listing Rule 10.1 only and makes no statement as to the Company’s compliance with other listing rules.