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5 May 2017

**Opera Investments plc**

**Acquisition of Kibo Gold Limited from Kibo Mining plc**

**Cancellation of admission to the Standard Segment of the Official List and of trading on the Main Market of the London Stock Exchange**

**Issue of 91,033,332 New Ordinary Shares in connection with the proposed Placing, Acquisition and issue of Fee Shares**

**Waiver of Rule 9 of the City Code**

**Adoption of the New Articles**

**Change of name to Katoro Gold PLC**

**Admission to trading on AIM of the Enlarged Group**

**and**

**Notice of General Meeting**

Further to the announcements made by Opera Investments plc (“Opera” or the “Company”) on 23 September 2016, 2 December 2016, 2 March 2017 and 11 April 2017, Opera is pleased to announce that it has conditionally agreed to acquire Kibo Gold Limited (“Kibo Gold”) from Kibo Mining plc (“Kibo Mining”).

**HIGHLIGHTS**

- Opera to acquire Kibo Gold, a wholly owned indirect subsidiary of Kibo Mining, through which the Imweru and Lubando gold projects in Tanzania are held, for a total consideration of £3.66 million (the “Acquisition”).
- Total JORC (2012) Code compliant mineral resource of 754,980 oz Au, split 515,110 oz Au at Imweru and 239,870 oz Au at Lubando.
- The consideration for the Acquisition will be satisfied by the allotment and issue of 61,000,000 new ordinary shares in the Company (“Ordinary Shares”) (“Consideration Shares”) to Kibo Mining at a price of 6 pence per Consideration Share.
- Opera has also conditionally raised gross proceeds of £1.5 million, through the issue of 25,000,000 new Ordinary Shares (“Placing Shares”) at 6 pence per Placing Share (the “Placing”).
  - Together with Opera’s existing cash resources of £0.486 million, the net proceeds of the Placing will be used to fund the development of the Imweru project, including a feasibility study and a drilling programme, and to provide general working capital to the Enlarged Group.
  - Subject to further funding, the Enlarged Group intends to commence production at Imweru with an initial target of 50,000 oz gold per annum within 18-24 months following Admission.
- The Acquisition constitutes a reverse takeover for the purposes of the Listing Rules and subject to Shareholder approval of the necessary resolutions at the General Meeting, cancellation of the admission to the Standard Segment of the Official List and to trading on the Main Market will take place at 8.00 a.m. on 23 May 2017, at which point admission to trading on AIM will occur under the

new company name of Katoro Gold PLC and new ticker symbol "KAT". Trading in the Ordinary Shares will remain suspended until such time.

- In aggregate, 91,033,332 new Ordinary Shares are being issued and on Admission, the Company will have 108,283,332 Ordinary Shares in issue, which at 6 pence per Ordinary Share, implies a market capitalisation on Admission of approximately £6.5 million.
  - The above figure includes 5,033,332 new Ordinary Shares which are being issued to certain advisers in connection with the transaction ("Fee Shares").
  - As a result of the issue of the Consideration Shares and Kibo Mining's participation in the Placing, Kibo Mining will be a 57.1 per cent. shareholder in the Enlarged Group on Admission.
- Board of the Enlarged Group to consist of Louis Coetzee as Executive Chairman, and Myles Campion, Paul Dudley and Tinus Maree as Non-Executive Directors.
- Completion of, *inter alia*, the Acquisition and Placing are inter-conditional and conditional on, *inter alia*:
  - a) Shareholders approving all Resolutions, including the Rule 9 Waiver; and
  - b) Admission taking place.
- A general meeting of the Company ("General Meeting") is to be held at the offices of Fladgate LLP, 16 Great Queen St, London WC2B 5DG at 10.00 a.m. on 22 May 2017 for the purpose of seeking approval of the Resolutions. A Notice of General Meeting, along with an AIM admission document dated 5 May 2017 and the necessary form of proxy, will today be posted to Shareholders.
- Strand Hanson Limited is acting as Nominated and Financial Adviser, and Beaufort Securities Limited is acting as Broker to the Company.

**Paul Dudley, Non-Executive Chairman of the Company, commented:**

*"The completion of the proposed transaction will be transformational for Opera and we are pleased, subject to Shareholder approval, to have finalised the AIM admission process. We look forward to progressing operational developments as quickly as possible following Admission as Katoro Gold PLC."*

**Louis Coetzee, Chief Executive Officer of Kibo Mining, commented:**

*"We are pleased to have raised the necessary funding to advance the Imweru project and are looking forward to commencing the feasibility study and drilling following Admission."*

**Enquiries**

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*The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulations (EU) No. 596/2014.*

Information extracted from Part I ("Letter from the Chairman of the Company") and Part III ("Information on the Board & Corporate Governance") of the Admission Document is set out below. A copy of the

Admission Document will shortly be available on the Company's website: [www.operainvestmentsplc.com](http://www.operainvestmentsplc.com) (which will be changed to [www.katorogold.com](http://www.katorogold.com) following Admission).

*Capitalised terms used in this announcement carry the same meaning as those ascribed to them in the Admission Document, unless the context requires otherwise.*

### **Background to the Acquisition and summary information on Kibo Gold and the Enlarged Group structure on Admission**

Opera was incorporated on 11 November 2014 with an initial share capital of £52,500 and raised £1,200,000 before transaction expenses through a fundraising at a placing price of 10 pence per share in conjunction with its initial admission to the Standard Segment and to trading on the Main Market in April 2015, in order to finance the identification and acquisition of a natural resources company, business, project or asset that it would develop and grow, with any such acquisition expected to be deemed a reverse takeover.

The Existing Directors, who are responsible for Opera's objectives and business strategy including the approval of the Acquisition, have considerable experience in identifying and assessing acquisition targets and in executing such transactions. Before entering a period of exclusivity in connection with the Acquisition, Opera reviewed a number of acquisition opportunities.

The Existing Directors have examined prospective acquisition opportunities on the basis of the Company's stated investment criteria which is that any acquisition:

- (a) has a management team possessing a strong track record of generating growth for shareholders and a proven business record;
- (b) has strong commercial prospects;
- (c) is exposed to fast developing countries, but within a low sovereign risk environment;
- (d) offers the potential for near-term financial and development success; and
- (e) can be adequately funded to be able to deliver on credible milestones and provide a significant growth opportunity for Shareholders.

The Existing Directors believe that the Acquisition fulfils the criteria set out at the time of Opera's listing and that the Proposals, if approved, will enable the Company to deliver value to Shareholders over the medium term through the development of the Imweru Project.

In the event that the Resolutions are not approved by the Existing Shareholders, Opera will seek an alternative acquisition target that meets the key criteria of its investment strategy with the funds then remaining to it. The prospects of Opera would remain dependent on implementing such an acquisition.

### **Summary information on Kibo Gold, the Imweru and Lubando Projects, the Licence Portfolios and the Option Portfolios**

Pursuant to the Sale and Purchase Agreement, the Company is proposing to acquire the entire issued share capital of Kibo Gold, a Cypriot holding company, that has, through its wholly owned subsidiaries, interests in two gold Mineral Resource projects, as well as a large acreage of earlier stage gold exploration prospects within the Licence Portfolios and, potentially, the Option Portfolios within the greater Lake Victoria Goldfields in northern Tanzania.

The gold projects principally comprise the Imweru and Lubando Projects, which both have Mineral Resources established in accordance with the JORC (2012) Code with an accompanying Code-compliant Competent Person's Report. The total Mineral Resources stated for Imweru consist of 11.607 Mt at grade of 1.38 g/t for a Mineral Resource of 515,110 oz Au (*Source: Imweru CPR Executive Summary, Derived from Table "Combined Imweru Mineral Resources Declared as at 10 March 2017"*) at a resource pay limit of 0.4 g/t for the open pit material and 1.3 g/t for the underground material (*Source: Imweru CPR Executive Summary, "Mineral Resources"*), while the Lubando Mineral

Resources equate to 6.78 Mt at grade of 1.10 g/t for 239,870 oz Au (Source: Lubando CPR Executive Summary, Table "Lubando Project Mineral Resources as at 10 March 2017") at a pay limit of 0.4 g/t to a depth of 200 m and 1.3 g/t below the 200 m depth cut-off (Source: Lubando CPR Executive Summary, "Mineral Resources"). The respective projects also include the earlier stage Sheba (within the Imweru Licence Portfolio and Imweru Option Portfolio), Pamba and Busolwa (both within the Lubando Licence Portfolio and Lubando Option Portfolio) projects.

The Enlarged Group's primary focus will be on advancing and developing Imweru through a work programme which will include, *inter alia*, a feasibility study and a drilling programme, with the aim to commence production with an initial target of 50,000 oz gold per annum within 18-24 months, subject to further funding, following Admission. Further details on the development strategy for Imweru is set out in paragraph 3 of Part II of the Admission Document.

In addition to Imweru and Lubando, the Company will also acquire a number of other Prospecting Licences within the wider Imweru and Lubando Licence Portfolios (with additional Prospecting Licences potentially becoming available under the Option Portfolios) and, whilst these are not critical to the development of a mine at Imweru, the Directors believe they provide potential exploration upside as part of the longer-term strategy of the Enlarged Group.

Kibo Mining will retain initial responsibility, at its cost, for each of the Applications comprising the Imweru Option Portfolio and the Lubando Option Portfolio and will use its reasonable endeavours to ensure that an Offer is made in respect thereof. Kibo Mining will notify the Enlarged Group of an Offer made in respect of any Application, and the Enlarged Group may elect to confirm acceptance of such Offer (in which event the Enlarged Group will be responsible for the payment of all relevant fees from that date), or to reject such Offer (in which event Kibo Mining will allow the Offer to lapse). Where the Enlarged Group has elected to accept an Offer and the resulting Prospecting Licence would be issued to a member of the Kibo Mining Group (as the applicant of record), Kibo Mining will procure the transfer of the PL, when issued, to the Enlarged Group at the cost of the Enlarged Group. Further details on the licencing regime in Tanzania are set out in Part IV of the Admission Document.

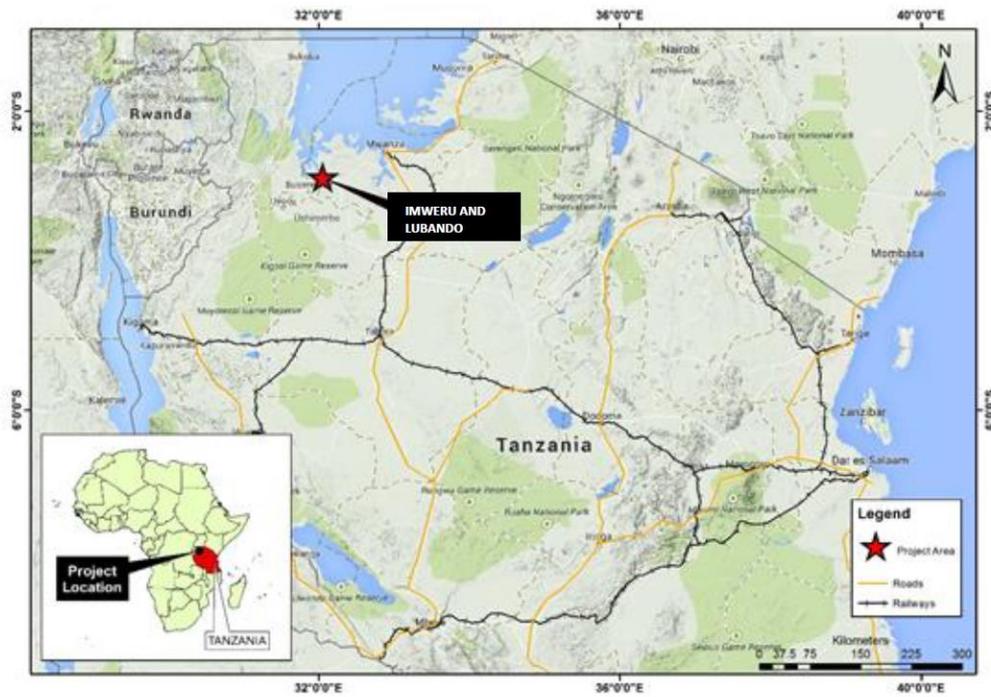
Similarly, Kibo Mining will retain responsibility, at its cost, for the Retained Licence and will use its reasonable endeavours to resolve the administrative issues with the licensing authorities, further details on which are set out in paragraph 3(c) of Part V of the Admission Document. Should the Retained Licence be confirmed in good standing, all future costs associated with this Prospecting Licence would be for the account of the Enlarged Group.

Additionally, Kibo Mining has agreed to procure the transfer to the Enlarged Group of the Protocol Licences at the cost of the Enlarged Group.

Further information on Kibo Gold, Imweru, Lubando (including a more detailed explanation on the geology, Mineral Resource bases and future work programmes for the projects), the Licence Portfolios and the Option Portfolios is set out in Part II of the Admission Document and Part VII: Part A and Part B of the Admission Document set out the Minxcon Competent Person's Reports on Imweru and Lubando, respectively. Further information on the Sale and Purchase Agreement is disclosed in paragraph 9 of Part I and in paragraph 14.1(c) of Part XI of the Admission Document.

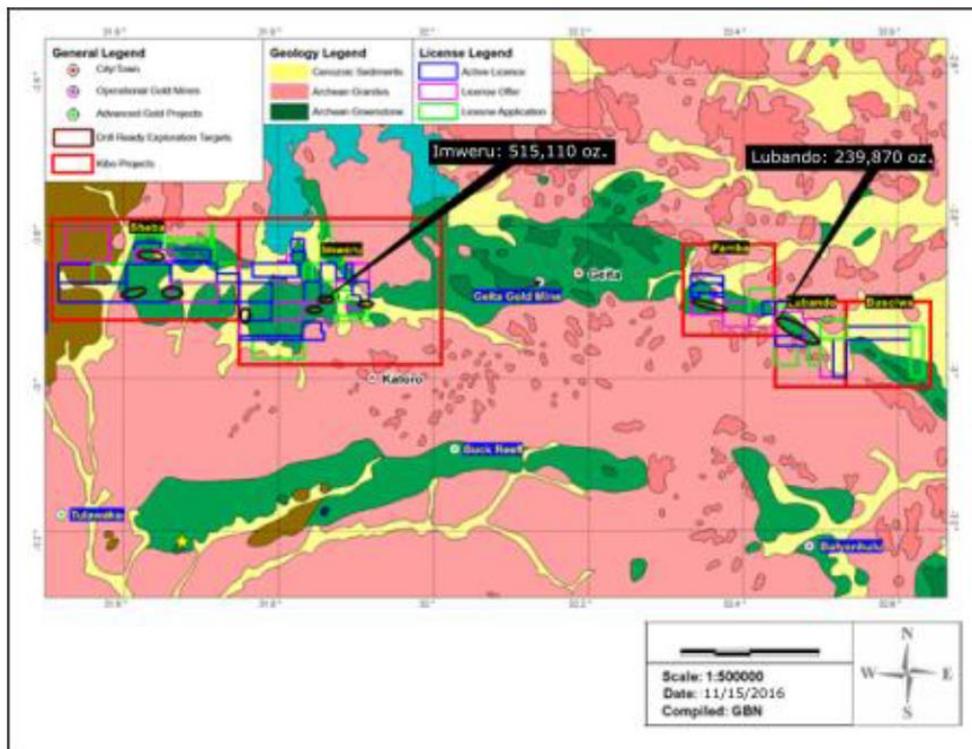
Figure 1 below shows the location of the Imweru and Lubando Projects, in which the Enlarged Group will have a 100 per cent. interest. Figure 2 shows the Licence Portfolios and Option Portfolios and Figure 3 shows a summation of the Mineral Resources for the Imweru and Lubando Projects as estimated by Minxcon in accordance with the guidelines as embodied by the JORC (2012) Code. JORC (2012) Code Compliant CPRs have been generated for each of the Projects.

**Figure 1: Location of the Imweru Project and the Lubando Project**



Source: Company materials, extracted from Imweru CPR, Executive Summary section, "Location of the Project"

**Figure 2: The Licence Portfolios and Option Portfolios**



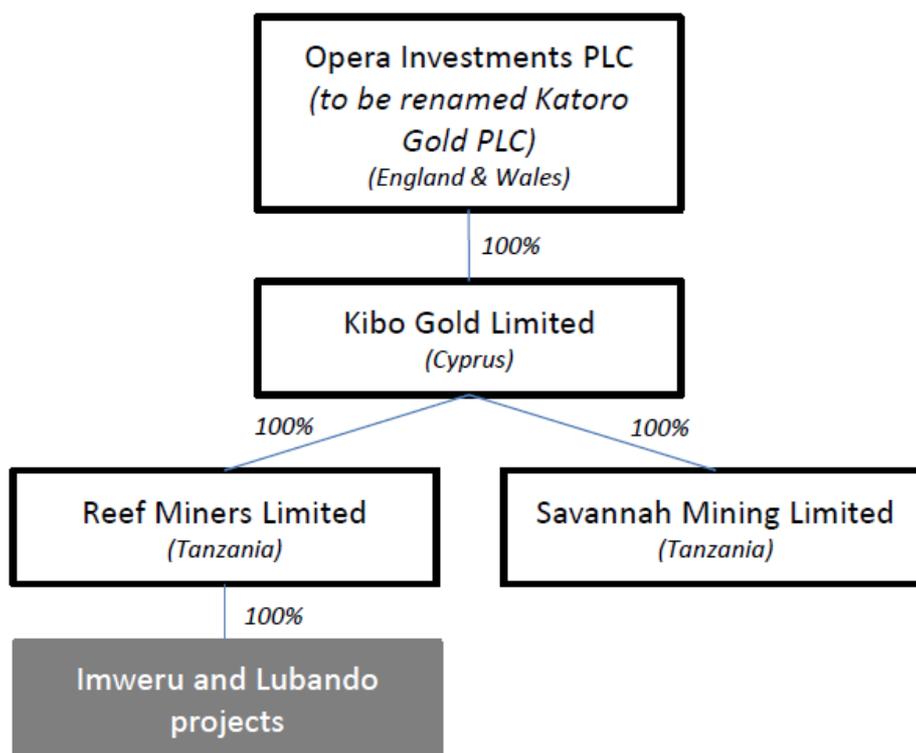
Source: Company materials

**Figure 3: A Summary of the Mineral Resources for the Imweru and Lubando Projects as estimated by Minxcon effective as at 10 March 2017**

	Measured	Indicated	Inferred	Total
<b>Imweru</b>				
Tonnes (millions)	-	2.367	9.240	<b>11.607</b>
Grade (g/t)	-	1.19	1.43	<b>1.38</b>
Contained Ounces (Oz)	-	90,800	424,310	<b>515,110</b>
<b>Lubando</b>				
Tonnes (millions)	-	-	6.78	<b>6.78</b>
Grade (g/t)	-	-	1.10	<b>1.10</b>
Contained Ounces (Oz)	-	-	239,870	<b>239,870</b>
<b>Total Contained Ounces (Oz)</b>	-	<b>90,800</b>	<b>664,180</b>	<b>754,980</b>

Source: Imweru CPR and Lubando CPR, the respective Executive Summary sections. Derived from Tables “Combined Imweru Mineral Resources Declared as at 10 March 2017” and “Lubando Project Mineral Resources as at 10 March 2017”

**Figure 4: Enlarged Group structure on Admission**



Source: Company materials

#### Enlarged Group structure

On Completion, Kibo Gold will become a wholly owned subsidiary of the Company and the Enlarged Group will seek to advance the Projects, initially concentrating on the Imweru Project, as detailed in Part II of the Admission Document.

All Applications and Prospecting Licences held by Kibo Gold are held through Reef Miners, with Savannah Mining currently being a non-trading subsidiary which previously held various licences that have now either expired or been relinquished.

Kibo Gold's primary purpose is that of a holding company for Reef Miners and Savannah Mining. Reef Miners' primary purpose is to hold (or to acquire) the Prospecting Licences comprising the Imweru and Lubando Licence Portfolios (which include the Imweru and Lubando Projects) and, in due course, hold or acquire Prospecting Licences arising from the Imweru or Lubando Option Portfolios. Further information on the Imweru and Lubando Projects, including, *inter alia*, the work undertaken to date and future work programme on both projects, the Licence Portfolios and the Option Portfolios is disclosed in Part II and Part VII of the Admission Document.

Further information on the board and governance of the Enlarged Group is set out in Part III of the Admission Document.

### **Strategy for the Enlarged Group**

#### *Imweru*

The Enlarged Group's primary focus will be on advancing and developing the Imweru Project. Accordingly, the majority of the Enlarged Group's cash resources (after the expenses associated with the Proposals), will be used to advance Imweru through undertaking a work programme consisting of the completion of a Pre-Feasibility Study ("PFS"), a drilling programme to prove up the Mineral Resource base, feasibility study and Mining Licence application. Please refer to paragraph 3 of Part II of the Admission Document for further information on the future development strategy for Imweru.

Should the results of the proposed work programme prove positive, the Directors' medium-term strategy is to fast-track a mine development decision and, subject to securing the requisite funding, to commence initial production at Imweru with a target of 50,000 oz gold per annum within 18-24 months following Admission.

Subject to securing additional funding and contingent on resource expansion, the Directors' longer term strategy for Imweru is to seek to increase production to 100,000 oz gold per annum and develop a Mineral Resource base in excess of 1 Moz gold.

#### *Lubando and Exploration Potential*

The Directors believe the Imweru Licence Portfolio also includes promising gold-in-soil drill targets (the Sheba project) along strike and within the same geological setting as the Imweru Project. Although still high risk, these drill targets potentially provide an opportunity to delineate additional gold mineral resources close to Imweru. Should future drilling of these targets prove successful, they could contribute to meeting the Enlarged Group's objective of increasing Imweru's production to 100,000 oz gold per annum and defining a total Mineral Resource figure of greater than 1 Moz gold at Imweru. Additional funding would need to be raised by the Enlarged Group to undertake drilling of these targets.

Subject to additional funding, Lubando will also form part of the Enlarged Group's longer-term strategy to potentially significantly increase its gold production in the region in the event the Imweru Project is brought into operation. The Directors believe exploration potential also exists within the greater Lubando Licence Portfolio and Lubando Option Portfolio (which include the Pamba and Busolwa projects) and, at the appropriate time, these projects will be assessed. Subject to the availability of additional funding, exploration programmes may also be implemented on the Lubando Licence Portfolio as part of the Enlarged Group's wider longer-term strategy.

The Company will also consider appropriate value enhancing transactions, as appropriate, as they present themselves following Admission.

### **Current trading, financial information and prospects**

Following the Initial Admission, the Existing Directors began to execute the business strategy of the Company and commenced the investigation into, and analysis of, a number of potential investment opportunities.

Each potential investment was analysed in light of the Company's investment strategy as referred to in "Background to the Acquisition and Group Structure on Admission" above. On 23 September 2016, the Company announced that it had agreed heads of terms with Kibo Mining to acquire the Imweru and Lubando gold projects. As the Acquisition is classified as a reverse takeover, trading in the Existing Ordinary Shares was suspended immediately following such announcement in accordance with the Listing Rules.

In the Admission Document, Part VIII: Part B contains audited historical financial information for the period since incorporation on 11 November 2014 to 31 December 2016 for the Company. Part IX: Part B contains audited consolidated historical financial information for the Kibo Gold Group for the financial years ended 31 December 2016, 31 December 2015 and 31 December 2014.

Since the end of December 2016, Opera has traded in line with the Existing Directors' expectations and the Kibo Gold Group has traded in line with management expectations respectively, with both groups having sought to conserve their cash resources as far as possible. As at the Latest Practicable Date, Opera had cash resources of £0.486 million.

The Directors are confident that, following Admission, the funds raised pursuant to the Placing will enable the Enlarged Group to seek to advance the Imweru Project. In this regard, in order to maximise the investment in advancing the Imweru Project, for the benefit of all stakeholders, the Directors have agreed that salary or fees, as applicable, will only commence with effect from the date falling 18 months after Admission or earlier in the event a fundraise is undertaken.

### **Directors and Proposed Directors**

The names, business experience and principal business activities outside the Company of the Existing Directors and Proposed Directors are set out below:

#### **Louis Lodewyk Coetzee, *Proposed Executive Chairman, aged 52***

Louis Coetzee has 25 years' experience in business development, promotion and financing in both the public and private sector. Over the past 15 years, he has concentrated on the exploration and mining area where he has founded, promoted and developed a number of junior mineral exploration companies based mainly on Tanzanian assets. Louis has tertiary qualifications in law and languages, project management, supply chain management and a MBA from Bond University (Australia) specialising in entrepreneurship and business planning and strategy.

He has worked in various project management and business development roles mostly in the mining industry throughout his career. Between 2007 and 2009, Louis held the position of Vice-President, Business Development with Canadian listed Great Basin Gold (TSX: GBG). Between 2008 and 2011, Louis also held the position of Chairman of Australian-listed resources company, East Africa Resources Limited.

Louis is the current Chief Executive Officer of Kibo Mining plc, which following Admission will be interested in 57.1 per cent. of the Enlarged Share Capital.

#### **Myles Champion, *Non-Executive Director, aged 48***

Mr Champion has a comprehensive background in all technical and financial facets of the resources sector, specialising internationally in resource evaluation and project assessment. This follows a 10-year career as an exploration and mine site geologist in Australia covering base metals and gold. He holds a BSc (Hons) in Geology from University of Wales College, Cardiff and an MSc (MinEx) from the Royal School of Mines in London, and also holds a Graduate Diploma of Business (Finance).

Mr Champion's financial experience ranges from Australian and UK equities research through to project and debt financing in London, covering the entire spectrum of mining companies with an extensive knowledge of the global resources market covering the three main bourses, the Toronto Stock Exchange, AIM and the ASX. This knowledge was applied effectively as a Fund Manager at Oceanic Asset Management, where he successfully managed the Australian Natural Resources Fund, an Open Ended Investment Company (OEIC) traded in London, steering the fund to an outperforming 50 per cent. return over five years.

### **Paul Dudley, *Non-Executive Director, aged 45***

Mr Dudley is a Fellow of the Chartered Institute of Accountants of England and Wales and is a Member of the UK's Chartered Institute of Securities and Investment. He is a founding director of HD Capital Partners Ltd, an independent corporate broking and advisory firm specialising in providing professional advisory services to growth sector companies. HD Capital Partners Ltd is regulated by the Financial Conduct Authority and is a Member Firm of the London Stock Exchange.

Before founding HD Capital, Mr Dudley was instrumental in growing the corporate finance business of stockbrokers WH Ireland Limited in London, where he acted as the lead corporate finance adviser on a number of flotations as well as executing numerous fund raisings and providing advice on takeovers and other transactions in the private and public arena, most notably within the natural resources sector. Earlier in his career, Mr Dudley was seconded to the listing department of the London Stock Exchange and he also worked at Sigma Capital plc, a venture capital investment firm, where he advised on investment into emerging growth companies.

### **Lukas Marthinus ("Tinus") Maree, *Proposed Non-Executive Director, aged 55***

Mr Maree is a lawyer by profession. He has served on the boards of a number of public companies including Goldsource Mines Limited, Africo Resources Limited and Diamondworks Limited that have made significant successful investments in exploration projects in Africa and North America, and has more recently served as the CEO of private investment companies Rusaf Gold Limited and Mzuri Capital Group Limited, both of which have successfully developed and sold mineral projects in Russia and Tanzania in the last seven years.

He was also a founder principal of River Group, Designated Advisors to the Listing of Kibo on the JSE, and was responsible for its Canadian office until his retirement from the group in 2013 to pursue personal interests.

Tinus is a current Non-Executive Director of Kibo Mining plc, which following Admission will be interested in 57.1 per cent. of the Enlarged Share Capital.

The Directors will monitor the composition of the Board on an ongoing basis and appoint further executive and/or non-executive directors as appropriate.

### **Financial impact of the Acquisition and the Placing and the use of proceeds**

As at 31 December 2016, the net assets of Opera were £580,020, including total assets of £713,305. The net proceeds of the Placing are expected to be £1,094,000. The unaudited pro forma statement of net assets of the Enlarged Group, which is set out in Part X of the Admission Document, are £1,584,204, taking into account the impact of the Acquisition and the Placing as though they had been completed as at 31 December 2016.

The Placing will raise gross proceeds of £1,500,000, which, in addition to Opera's existing cash resources of £0.486 million as at the Latest Practicable Date, will be used to fund the development of Imweru, provide general working capital to the Enlarged Group and to pay the outstanding expenses associated with the Proposals. To date, Opera has paid expenses of £122,000 associated with the Proposals and a further approximate £406,000 in cash remains payable. Please see below for the expected use of the Enlarged Group's cash resources and further information on the development of Imweru is set out in paragraph 3 of Part II of the Admission Document.

### **Figure 5: Expected use of proceeds of the Placing and Opera's existing cash resources**

<b>Use</b>	<b>£'000</b>
Fund the development of Imweru (as set out in paragraph 3 of Part II)	1,246
General working capital purposes of the Enlarged Group	334
Further cash expenses associated with the Proposals*	406
<b>Total</b>	<b>1,986</b>

\*As at the Latest Practicable Date, Opera had paid expenses of £122,000 associated with the Proposals. Source: Company Materials.

### **The City Code and the whitewash procedure**

The proposed Acquisition gives rise to certain considerations under the City Code. Brief details of the Panel, the City Code and the protections they afford are described below.

Under Rule 9 of the City Code, where any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which (taken together with shares already held by that person and interests in shares held or acquired by persons acting in concert with him or her) carry 30 per cent. or more of the voting rights of a company which is subject to the City Code, such as Opera, that person is normally required to make a general offer to all the holders of any class of equity share capital or other class of transferable securities carrying voting rights in that company to acquire their shares in the company.

Under Note 1 of the Notes on Dispensations from Rule 9 of the City Code, when the issue of new securities in consideration for an acquisition or a cash subscription would otherwise result in an obligation to make a general offer under Rule 9 of the City Code, the Panel will normally grant a waiver of that obligation if, *inter alia*, the independent shareholders of the Company pass an ordinary resolution on a poll at a general meeting approving the proposals which would otherwise give rise to the obligation to make an offer (the "Whitewash Procedure").

On Completion, Opera will allot and issue 61,000,000 Consideration Shares, and 833,333 Placing Shares to Kibo Mining, equal, in aggregate, to approximately 57.1 per cent. of the Enlarged Share Capital, in consideration for the transfer to Opera of Kibo Mining's entire shareholding in Kibo Gold and the subscription by Kibo Mining for the Kibo Placing Shares. As a result, Kibo Mining will hold in excess of 30 per cent. of the voting rights in Opera and will be deemed a Controlling Shareholder of Opera. On Completion, Kibo Mining would ordinarily be obliged to make a cash offer pursuant to Rule 9 of the City Code for the remaining issued shares of Opera which Kibo Mining does not already own as a result of Completion. Therefore, Kibo Mining and Opera have sought a Rule 9 Waiver under the Whitewash Procedure. The Panel has agreed to waive the obligation on Kibo Mining to make a general offer that would otherwise arise under Rule 9 of the City Code as a result of those Consideration Shares being issued to Kibo Mining pursuant to the Acquisition and its participation in the Placing, subject to the passing of the Whitewash Resolution by the Independent Shareholders.

Pursuant to the City Code, a Kibo Appointee will, unless the contrary is established with the Takeover Panel, on acquiring an interest in the Ordinary Shares, be that through, *inter alia*, the acquisition of Ordinary Shares or on the exercise of rights to acquire Ordinary Shares, such as on the exercise of options granted at a future date pursuant to the Share Option Plans, further details of which are set out in paragraph 16 of Part I of the Admission Document, be deemed to be acting in concert with Kibo Mining.

**Accordingly, for so long as Kibo Mining is interested in Ordinary Shares carrying more than 50 per cent. of the Company's voting share capital at the time a Kibo Appointee acquires an interest in the Ordinary Shares, such acquisition will not incur an obligation under Rule 9 to make a general offer for the Company.**

**In addition, in the event that such acquisition of an interest in the Ordinary Shares occurs as a result of the exercise of a right to acquire Ordinary Shares by a Kibo Appointee, with such right being acquired at a time when Kibo Mining was interested in Ordinary Shares carrying more than 50 per cent. of the Company's voting share capital, but such exercise occurs when Kibo Mining is interested in Ordinary Shares carrying less than 50 per cent. of the Company's voting share capital, such exercise would not incur an obligation under Rule 9 to make a general offer for the Company.**

**However, in the event Kibo Mining is interested in Ordinary Shares carrying greater than 30 per cent. but less than 50 per cent. of the Company's voting share capital at the time a Kibo Appointee acquires an interest, such acquisition would incur an obligation under Rule 9 to make a general offer for the Company, other than in respect of the right to acquire an interest which had been previously subject to a Whitewash Procedure.**

As noted above, upon Admission, Kibo Mining will be interested in Ordinary Shares representing more than 50 per cent. of the Enlarged Share Capital. Accordingly, following Admission and for so long as

Kibo Mining is interested in Ordinary Shares carrying more than 50 per cent. of the Company's voting share capital (for the purposes of the City Code), it and persons deemed to be acting in concert with Kibo Mining pursuant to the City Code (as long as such persons do not individually acquire an interest in 30 per cent. or more of the Company's voting share capital), may increase its and their aggregate interest in the Company without incurring an obligation under Rule 9 to make a general offer for the Company.

**Kibo Mining will therefore, subject to the provisions of the Relationship Agreement, be able to block a special resolution of the Company and be able to pass or defeat an ordinary resolution of the Company. Further, assuming all Shareholders vote, Kibo Mining would require Shareholders with an interest in, in aggregate, 17.9 per cent. of the Enlarged Share Capital to vote with it to be able to pass a special resolution of the Company.**

Further details are set out in Part VI of the Admission Document "The City Code Whitewash Procedure and Information on Kibo Mining".

### **Principal terms of the Placing**

The Placees have conditionally agreed to subscribe for all of the Placing Shares at the Issue Price, raising gross proceeds of £1.5 million. On Admission, the Placing Shares will represent approximately 23.1 per cent. of the Enlarged Share Capital. The Placees are a mix of existing and new institutional and other investors (including Kibo Mining).

The completion of the Placing is conditional, *inter alia*, upon the conditions set out in paragraph 1 of Part I of the Admission Document.

The New Ordinary Shares will be credited as fully paid and will be free from all liens, equities, charges, encumbrances and other interests. Each New Ordinary Share will rank *pari passu* in all respects with each Existing Ordinary Share and will have the same rights and restrictions as each Existing Ordinary Share including the rights to all dividends and other distributions declared, made or paid following Admission. There are no restrictions on the free transferability in relation to the Ordinary Shares, other than the Lock-Up Agreement described below in paragraph 15 of Part I of the Admission Document, which will be effective from Admission.

The New Ordinary Shares will, when issued, be in registered form and will be capable of being held in certificated and uncertificated form. The Registrar is Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

Title to the certificated New Ordinary Shares will be evidenced by entry in the register of members of Opera (to be renamed Katoro Gold PLC) and title to uncertificated New Ordinary Shares will be evidenced by entry in the operator register maintained by Euroclear (which forms part of the register of members of Opera (to be renamed Katoro Gold PLC)). No share certificates will be issued in respect of the New Ordinary Shares in uncertificated form. If any such shares are converted to be held in certificated form, share certificates will be issued in respect of those shares in accordance with applicable legislation. The New Ordinary Shares will be denominated in pounds sterling.

### **Sale and Purchase Agreement**

On 5 May 2017, the Board announced that Opera, Kibo Cyprus and Kibo Mining had entered into the Sale and Purchase Agreement pursuant to which Opera will acquire the Kibo Gold Shares and the Loan for a total consideration of £3.66 million. The consideration for the Acquisition will be satisfied by the allotment and issue of the Consideration Shares to Kibo Mining at an issue price of 6 pence per Consideration Share.

Except for the Loan, which will be assigned by Kibo Cyprus to the Company on Completion, all intercompany debt between Kibo Cyprus, Kibo Mining and any other members of the Kibo Gold Group on the one hand, and Kibo Gold on the other, will be extinguished and Kibo Mining will release and

discharge the Kibo Gold Group in respect of any such debts or other liabilities, with effect from Completion.

Kibo Mining will retain initial responsibility, at its cost, for each of the Applications comprising the Imweru Option Portfolio and the Lubando Option Portfolio and will use its reasonable endeavours to ensure that an Offer is made in respect thereof. Kibo Mining will notify the Enlarged Group of an Offer made in respect of any Application, and the Enlarged Group may elect to confirm acceptance of such Offer (in which event the Enlarged Group will be responsible for the payment of all relevant fees), or to reject such Offer (in which event Kibo Mining will allow the Offer to lapse). Where the Enlarged Group has elected to accept an Offer and the resulting Prospecting Licence would be issued to a member of the Kibo Mining Group (as the applicant of record), Kibo Mining will procure the transfer of the PL, when issued, to the Enlarged Group at the cost of the Enlarged Group.

Similarly, Kibo Mining will retain responsibility, at its cost, for the Retained Licence and will use its reasonable endeavours to resolve the administrative issues with the licensing authorities. Should the Retained Licence be confirmed in good standing, all future costs associated with this Prospecting Licence would be for the account of Opera.

Additionally, Kibo Mining has agreed to procure the transfer to the Enlarged Group of the Protocol Licences at the cost of the Enlarged Group.

Completion of the Acquisition is conditional on, *inter alia*;

- (i) the Placing Agreement having been entered into by all the parties thereto and having become unconditional (other than in respect of any condition relating to Admission occurring);
- (ii) the receipt of the Rule 9 Waiver;
- (iii) the passing of Resolutions 1, 6, 7 and 8; and
- (iv) Admission taking place.

The Company shall have the right to terminate the Sale and Purchase Agreement prior to the satisfaction or waiver of all of the conditions if, *inter alia*;

- (i) anything occurs which has, or is likely to have after Completion, a material adverse effect on the business, operations, assets, position (financial, trading or otherwise), profits or prospects of the Kibo Gold Group; or
- (ii) any contract, licence or financial agreement that is material to the business of the relevant party is terminated, or is likely to be terminated after Completion, which termination has or is likely to have a material adverse effect on the business, operations, assets, position (financial, trading or otherwise), profits or prospects of the Kibo Gold Group.

Customary warranties and certain limitations on claims apply.

Further information on the Sale and Purchase Agreement is set out at paragraph 14.1(c) of Part XI of the Admission Document.

### **Relationship Agreement and Services Agreement with Mzuri**

As a result of the issue of the Consideration Shares and the Kibo Placing Shares, Kibo Mining will be interested in 57.1 per cent. of the Enlarged Share Capital on Admission. Accordingly, the Relationship Agreement has been put in place between the Company, Kibo Mining and Strand Hanson to provide certain safeguards to, *inter alia*, ensure that for so long as Kibo Mining and its associates together are entitled to exercise or control the exercise of 30 per cent. or more of the Company, the Enlarged Group is capable of carrying on its business independently of Kibo Mining as a substantial shareholder and that the Directors act in the best interests of the Company, independently of Kibo Mining. Further details of the Relationship Agreement are set out in paragraph 14.1(d) of Part XI of the Admission Document.

Conditional on Admission, the Company has entered into an agreement with Mzuri Exploration Services Limited (“Mzuri”), a wholly-owned subsidiary of Kibo Mining, pursuant to which Mzuri will provide technical and support services, (including in respect of in-country management and business and accounting functions, tenement management, government liaison, project support and operational management) to the Enlarged Group to support the Enlarged Group’s exploration activities (the “Services Agreement”) on an ‘at cost’ basis, as required by the Company. Unless otherwise agreed by the Company, fees payable by the Company to Mzuri under the Services Agreement will not initially be paid in cash but will accrue up to an amount of £95,000 as an interest free, unsecured loan repayable by the Company not earlier than 24 months from the date of Admission unless the Company deems it appropriate to repay the loan earlier.

Under the Services Agreement, Mzuri will potentially source, and advise the Company in respect of, specialist services (such as the management of drilling contractors and laboratory analysis), the final appointment of which (and the terms thereof) would be a decision for the Company. Mzuri will potentially oversee the delivery of such services as part of its project and operational support functions.

Any amendment to the Services Agreement, or any decision made to undertake a competitive tender process, will be conducted by the Independent Directors of the Enlarged Group and will be completed in accordance with the spirit and terms of the Relationship Agreement, which may involve the provision of a fair and reasonable opinion by the Independent Directors and the Company’s nominated adviser, if deemed necessary. Further details of the Services Agreement are set out in paragraph 14.2(e) of Part XI of the Admission Document.

### **Fee Shares and Warrants**

As part of the respective advisers’ fee arrangements, the Company has agreed to issue and allot on Admission at the Issue Price:

- (i) to Strand Hanson, 1,250,000 Ordinary Shares;
- (ii) to Fladgate LLP, 2,116,666 Ordinary Shares; and
- (iii) to Beaufort, 1,666,666 Ordinary Shares

Further, as part of Beaufort’s fees in respect of the Placing, the Company has agreed to grant to Beaufort warrants in respect of 1,208,333 Ordinary Shares, exercisable at the Issue Price, pursuant to the terms of the Warrant Deed.

### **Settlement, Admission and dealing of the Ordinary Shares (including the Consideration Shares, the Placing Shares and the Fee Shares)**

The Existing Ordinary Shares are admitted to the standard listing segment of the Official List and to trading on the Main Market. In anticipation of the completion of the Acquisition and the Placing (each of which are subject to the conditions described in the Admission Document), application has been made to the London Stock Exchange for the Enlarged Share Capital to be admitted to trading on AIM.

The Company has applied to the UKLA for cancellation of the listing of the Ordinary Shares to the standard listing segment of the Official List and admission to trading on the Main Market (Cancellation). Subject to Completion occurring, it is expected that Cancellation and Admission will become effective and dealings in the Enlarged Share Capital will commence on AIM at 8.00 a.m. on 23 May 2017.

### **Risk factors**

Shareholders should consider fully and carefully the risk factors which could have a material adverse effect on the Company’s and, following Completion, the Enlarged Group’s business, financial condition, operating results and prospects. Your attention is drawn to the risk factors set out in Part V “Risk Factors” of the Admission Document.

Investors should read the whole of the Admission Document and any information incorporated by reference.

## **Lock-up Agreements**

The Directors and Kibo Mining will be subject to a one-year lock up (pursuant to AIM Rule 7) and a further one-year orderly market agreement in respect of the Ordinary Shares that each holds or is interested in pursuant to the Lock-Up Agreements that each have entered into with the Company, Strand Hanson Limited and Beaufort Securities Limited. Further details of the lock-ups are set out in paragraph 14.1(k) of Part XI of the Admission Document.

## **Share option plans**

The Existing Directors believe it important that directors, senior management and consultants of the Enlarged Group are appropriately and properly motivated and rewarded. To this end, the Company intends to adopt, subject to Shareholder approval, the Share Option Plans under which options may be granted following Admission to eligible persons.

Under the Share Option Plans, shares under option will be limited in total to a maximum of 10 per cent. of the Company's issued share capital from time to time.

As at the date of the Admission Document, no options have been granted and no firm proposals have been agreed for the grant of options under the Share Option Plans or the price or vesting criteria in respect of such options.

Further details of the Share Option Plans are set out in paragraph 11 of Part XI of the Admission Document.

## **Recommendation**

The Existing Directors believe that the Proposals promote the success of the Company for the benefit of its Existing Shareholders as a whole. Accordingly, the Existing Directors unanimously recommend that Existing Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

The Panel has agreed to the Rule 9 Waiver on the basis that the Existing Directors, who have been so advised by Strand Hanson, considers the terms of the Proposals to be fair and reasonable and in the best interests of Existing Shareholders and the Company as a whole. In providing its financial advice to the Board, Strand Hanson has taken into account the Existing Directors' commercial assessment. For further information on the information disclosed on Kibo Mining and the Rule 9 Waiver pursuant to the City Code, please see Part VI of the Admission Document.

## **Intentions of Directors and irrevocable undertakings**

The Existing Directors who directly hold interests in the Ordinary Shares have irrevocably undertaken to vote in favour of all of the Resolutions in respect of their own beneficial holdings amounting, in aggregate, to 2,916,667 Ordinary Shares, representing approximately 16.91 per cent. of the Existing Ordinary Shares as at the Latest Practicable Date.

In addition to the Existing Directors, David Steinepreis and Philip Haydn-Slater have irrevocably undertaken to vote in favour of all of the Resolutions in respect of their own beneficial holdings of Ordinary Shares amounting, in aggregate, to 4,333,333 Ordinary Shares, representing approximately, in aggregate, 25.12 per cent. of the Existing Ordinary Shares as at the Latest Practicable Date. In aggregate, therefore, the number of Ordinary Shares that have been committed to vote in favour of the Resolutions equates to 7,250,000 Ordinary Shares, representing 42.03 per cent. of the Existing Ordinary Shares.

**-ENDS-**