



8 April 2019

NEWS RELEASE

FINALISATION OF YAOURÉ FINANCING PLAN WITH APPROVAL OF CORPORATE DEBT FACILITY

Perseus Mining Limited (ASX/TSX: PRU) is pleased to report that it has accepted a Committed Letter of Offer from three leading international banks to provide a US\$150 million corporate debt facility, which will be available to the Company for general corporate purposes, including providing funding for the development of its third gold mine, the Yaouré Gold Mine in Côte d'Ivoire.

With debt funding commitments in place, which are subject to execution of formal documentation and customary conditions precedent for a facility of this nature, including the grant of an Exploitation Permit by the Ivorian government and final Board approval, Perseus plans to proceed with the development of Yaouré in accordance with its strategic plan of producing more than 500,000 ounces of gold per year at an all-in site cost of less than US\$850 per ounce from 2022.

YAOURÉ DEVELOPMENT FINANCING PLAN

The total capital cost of developing the Yaouré Gold Mine is estimated to be US\$265 million (including a contingency). It will be funded from the US\$150 million corporate debt facility, over US\$80 million of cash and bullion currently on hand, along with additional contributions from future operational cash flows and proceeds from the exercise of warrants that expire later this month.

Corporate Debt Facility

A consortium of three international banks including Macquarie Bank Limited from Australia, Nedbank Limited (Corporate and Investment Bank) from South Africa and Société Générale of France, has committed to provide Perseus with a revolving cash advance facility of US\$150 million.

A Committed Letter of Offer and comprehensive Terms Sheet was executed by all parties on 5 April 2019. Preparation of definitive finance documentation is now in progress and will reflect the terms as outlined in the Committed Letter of Offer with the objective of the facility being available for first drawdown no later than 30 June 2019, subject to satisfaction of usual conditions precedent. The facility takes the form of a revolving line of credit with the borrowers being Perseus Mining Limited, the parent entity of the Perseus group of companies and certain operating subsidiaries. Specific terms of the facility are typical of a corporate line of credit of this type. Interest payable on the loan will be LIBOR plus a margin that initially will be 4.25% and will vary in line with the Company's Leverage Ratio. Perseus will continue to hedge the sale price of its gold production in line with its long stated and applied hedging policy of hedging no more than 30% of projected gold production in any given year.

Existing Cash Reserves

As at 31 March 2019, Perseus's existing cash and bullion on hand (excluding all escrowed cash balances) totalled US\$80.8 million, which is available to fund the Yaouré development as required.

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Future Cashflows

At an average gold price of US\$1,250 per ounce for the two-year period from 1 July 2019 to 30 June 2021, Perseus forecasts that it will generate significant operating cashflows from its two existing mines (Edikan and Sissingué) after paying royalties, corporate overheads and taxes. Nine successive quarters of strong operating performance in line with market guidance from the Edikan and Sissingué Gold Mines underpin the Company's confidence in this forecast.

After allowing for investment expenditure on sustaining capital for Edikan and Sissingué, discretionary exploration plus financing activities including the retirement of existing debts (US\$44.5 million as at 31 March 2019) and the servicing of the new debt facility, the cashflow available for investing in the Yaouré development comfortably exceeds the contribution required to the development of Yaouré.

This current funding plan does not account for any potential inflows of cash arising from the exercise of approximately 124 million Perseus warrants outstanding as at 5 April 2019 that mature on 19 April 2019. If fully exercised, additional cash of approximately US\$40 million would be available for the Yaouré development which would further enhance the Company's ability to fund a major proportion of the project development cost from cash rather than interest bearing debt.

PERMITTING OF THE YAOURE GOLD MINE

The final application for the granting of an Exploitation Permit ("EP") to Perseus's Ivorian subsidiary, Perseus Yaouré SARL, to develop and operate Yaouré, is due to be considered by the Ivorian Cabinet on 10 April 2019. The EP is the final permit that Perseus requires to start developing the Yaouré mine. Once the EP is granted, Perseus and the Ivorian departments of Mining and Geology and Budget and Finance will negotiate the terms of a Mining Convention to confirm fiscal stability and other arrangements that will apply during the life of the Yaouré Gold Mine.

DEVELOPMENT OF THE YAOURÉ GOLD MINE

With funding commitments in place, which are subject to execution of formal documentation and customary conditions precedent for a facility of this nature, including the grant of an Exploitation Permit by the Ivorian government and final Board approval, Perseus plans to proceed with the development of the Yaouré Gold Mine.

On 10 January 2019, Perseus issued a Notice of Award for the Engineering and Supply Contracts for the Yaouré Gold Project to the highly accomplished Australian engineering company Lycopodium Limited. Perseus has collaborated successfully with Lycopodium in the past, most notably on the ahead-of-time, on-budget development of the Sissingué Gold Mine that was commissioned in early 2018. With the granting of the Yaouré EP, and Board approval to proceed with the development, the final conditions precedent to executing the contract with Lycopodium will have been satisfied and contract will be formally executed.

Preliminary site works are scheduled to commence in mid to late April 2019 under the management of Perseus's experienced in-house development team and funded from existing cash reserves. Full scale development of Yaouré and associated infrastructure is scheduled to start in late April 2019 and based on our plans, first gold is expected to be produced in December 2020.

Perseus's Chief Executive Officer and Managing Director Mr Jeff Quartermaine said:

"The agreement on the terms of the debt facility with our banking syndicate was a critical step that needed to be completed to enable the development of the Yaouré Gold Mine.

Perseus acquired Amara Mining plc in April 2016 with the specific objective of developing the Yaouré, which was then considered one of the best undeveloped gold resources in West Africa. Since acquiring the project, our technical teams have validated our original belief and methodically created a compelling commercial case to develop the gold mine. With our international banking syndicate agreeing to provide debt finance, we have put in place the final piece of the funding plan required to deliver our original vision.

As a management team we believe that the Mineral Resources and Reserves reported to date represent a proportion of the potential of this property.

We are looking forward to the challenge of, firstly, developing Yaouré on time and on budget and then operating the gold mine in line with expectations. In addition to this, we recognise the enormous untapped exploration potential within the Yaouré tenements and with access to funding we expect to be able to materially add to the expected life and value to investors of this operation."

To discuss any aspect of this announcement, please contact:

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Competent Person Statement:

All production targets for Edikan and Sissingué referred to in this report are underpinned by estimated Ore Reserves which have been prepared by competent persons in accordance with the requirements of the JORC Code.

The information in this report that relates to the Mineral Resource and Ore Reserve estimates for the EGM deposits was first reported by the Company in compliance with the JORC Code 2012 and NI43-101 in a market announcement released on 29 August 2018. The Company confirms that it is not aware of any new information or data that materially affect the information in that market release and that all material assumptions underpinning those estimates and the production targets, or the forecast financial information derived therefrom, continue to apply and have not materially changed. The Company further confirms that material assumptions underpinning the estimates of Ore Reserves described in "Technical Report — Central Ashanti Gold Project, Ghana" dated 30 May 2011 continue to apply.

The information in this report that relates to Mineral Resources for Sissingué was first reported by the Company in compliance with the JORC Code 2012 and NI43-101 in a market announcement released on 15 December 2016 and includes an update for depletion as at 30 June 2018 as well as an adjustment of the model constrained to a US\$1,800/oz pit shell which were reported in a market announcement on 29 August 2018. The information in this report that relates to Mineral Resources for Fimbiasso was first reported by the Company in compliance with the JORC Code 2012 and NI43-101 in a market announcement released on 20 February 2017 and includes an adjustment of the model constrained to a US\$1,800/oz pit shell which was reported in a market announcement on 29 August 2018. The information in this report that relates to Ore Reserves for Sissingué and Fimbiasso was first reported by the Company in compliance with the JORC Code 2012 and NI43-101 in a market announcement released on 31 March 2017 and includes

an update for depletion as at 30 June 2018 which was reported in a market announcement on 29 August 2018. The Company confirms that it is not aware of any new information or data that materially affect the information in these market releases and that all material assumptions underpinning those estimates and the production targets, or the forecast financial information derived therefrom, continue to apply and have not materially changed. The Company further confirms that material assumptions underpinning the estimates of Ore Reserves described in “Technical Report — Sissingué Gold Project, Côte d’Ivoire” dated 29 May 2015 continue to apply.

Caution Regarding Forward Looking Information:

This report contains forward-looking information which is based on the assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management of the Company believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Assumptions have been made by the Company regarding, among other things: the price of gold, continuing commercial production at the Edikan Gold Mine and the Sissingué Gold Mine without any major disruption, development of a mine at Yaouré, the receipt of required governmental approvals, the accuracy of capital and operating cost estimates, the ability of the Company to operate in a safe, efficient and effective manner and the ability of the Company to obtain financing as and when required and on reasonable terms. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used by the Company. Although management believes that the assumptions made by the Company and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. Forward-looking information involves known and unknown risks, uncertainties, and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any anticipated future results, performance or achievements expressed or implied by such forward-looking information. Such factors include, among others, the actual market price of gold, the actual results of current exploration, the actual results of future exploration, changes in project parameters as plans continue to be evaluated, as well as those factors disclosed in the Company's publicly filed documents. The Company believes that the assumptions and expectations reflected in the forward-looking information are reasonable. Assumptions have been made regarding, among other things, the Company's ability to carry on its exploration and development activities, the timely receipt of required approvals, the price of gold, the ability of the Company to operate in a safe, efficient and effective manner and the ability of the Company to obtain financing as and when required and on reasonable terms. Readers should not place undue reliance on forward-looking information. Perseus does not undertake to update any forward-looking information, except in accordance with applicable securities laws.