

30 January 2020

EARN-IN AGREEMENT SIGNED WITH ROXGOLD

Arrow Minerals Limited (**Arrow**) is pleased announce that it has finalised and executed a definitive agreement (**Earn-in Agreement**) with Roxgold Inc. (TSX: ROXG) (**Roxgold**) wherein Roxgold can earn a 70% interest in Arrow's Hounde South Project (**Project**) after expenditure of up to US\$1 million (~A\$1.5 million¹) in exploration in two stages over four years.

The Project consists of two exploration licences (being the Fofora and Konkaira permits) adjacent to Roxgold's Boussoura permit in southwest Burkina Faso (see **Figure 1**). Historical exploration at the Project included stream sediment sampling that demonstrated the potential for gold mineralisation traversing both Arrow's and Roxgold's licenses.

Under the Earn-in Agreement, Roxgold can acquire an initial 51% interest in the Project with the option to increase its interest to 70% through exploration expenditure as follows²:

- First earn-in stage – Roxgold earns 51% interest by spending US\$600,000 (~A\$0.9 million) over two years;
- Second earn-in stage – Roxgold may increase its interest to 70% by spending US\$400,000 (~A\$0.6 million) over the following two years; and
- Roxgold and Arrow will form a joint venture where both companies contribute according to their interest for the remainder of the project life.

Arrow's Chief Executive Officer, Mr Howard Golden, said:

"The earn-in agreement with Roxgold is a strategic fit for Arrow as it allows Arrow to focus its resources on its more advanced projects including the recent Dassa gold discovery, while working with a well respected and successful Burkina Faso miner. Roxgold owns the Yaramoko gold mine in the same geological belt as Hounde, as well as active exploration projects in Burkina Faso.

Arrow's and Roxgold's permits at Hounde comprise a prospective area that shows great potential for gold mineralisation based on regional sampling. We welcome the opportunity to join forces with Roxgold to increase the probability of exploration success in this prolific gold belt in southwest Burkina Faso."

Announcement authorised for release by Howard Golden, Chief Executive Officer of Arrow.

For further information visit www.arrowminerals.com.au or contact:

Arrow Minerals Limited

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¹ Based on an exchange rate of US\$0.68/A\$1.00

² Refer to Appendix for a summary of key terms and conditions of the Earn-in Agreement

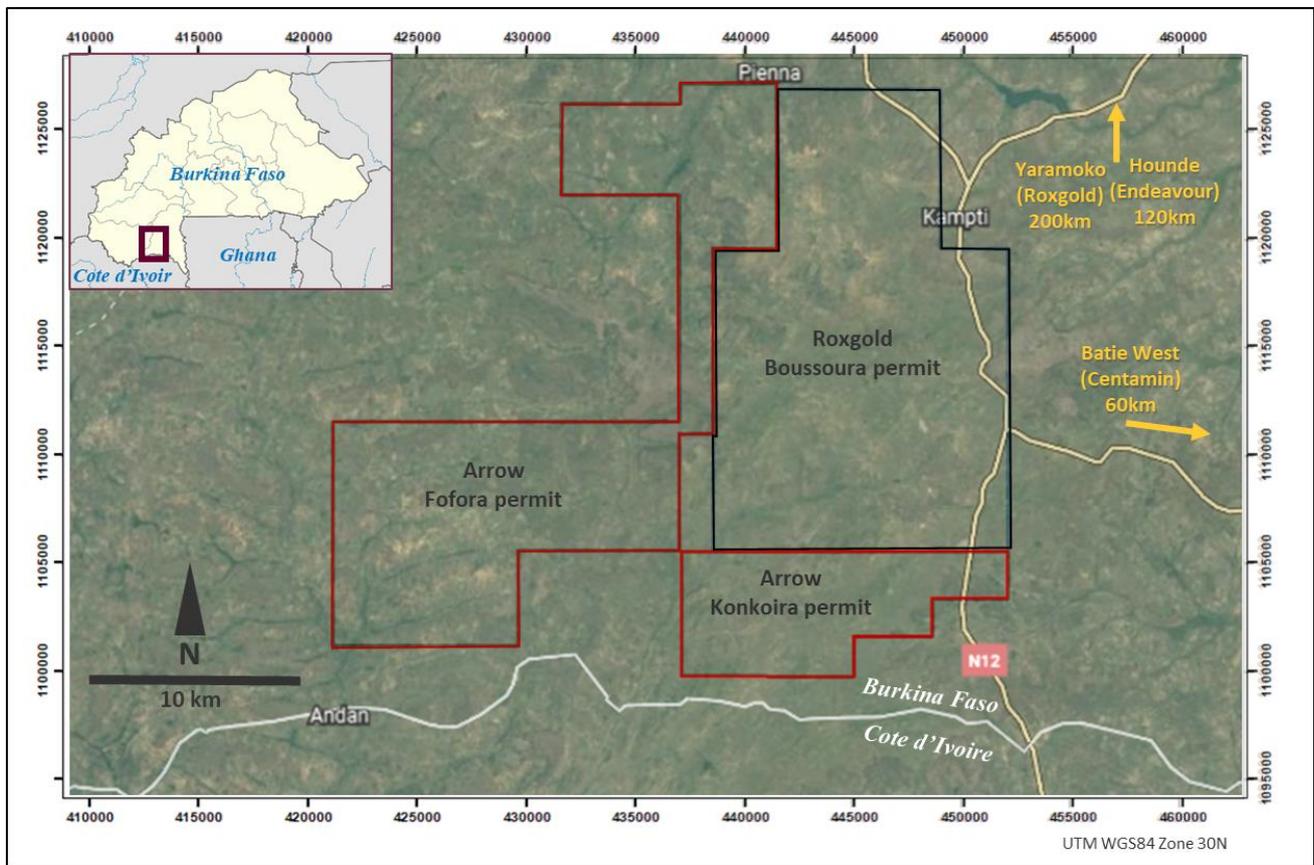


Figure 1 Arrow and Roxgold tenement locations

About Roxgold

Roxgold is a Canadian-based gold mining company with assets located in West Africa. Roxgold owns and operates the high-grade Yaramoko Gold Mine located on the Houndé greenstone belt in Burkina Faso and is also advancing the development and exploration of the Séguéla Gold Project located in Côte d'Ivoire.

Roxgold trades on the TSX under the symbol ROXG and as ROGFF on OTCQX. For further information on Roxgold, please refer to Roxgold's website at www.Roxgold.com.

Appendix – Summary of the Key Terms and Conditions of the Earn-in Agreement

The following summary sets out the key terms and conditions of the Earn-in Agreement with Roxgold:

- (1) **(Earn-in)**: Roxgold will have the right to earn an interest in the Project as follows:
 - (i) **(First Earn-in Stage)**: a right to earn an initial 51% interest in the Project by spending a minimum of US\$600,000 within a two year period (**Initial Earn-in Period**); and
 - (ii) **(Second Earn-in Stage)**: a right to earn a further 19% interest in the Project (and increase its interest in the Project to 70%) by spending at least a further US\$400,000 during a two year period.
- (2) **(Withdrawal option)**: Provided Roxgold has spent a minimum of US\$300,000, with at least US\$150,000 being spent within the first 12 months of the Initial Earn-in Period, Roxgold will have the option to withdraw from the Earn Agreement.
- (3) **(Conditions Precedent)**: The Earn-in Agreement is subject to the satisfaction or waiver of the following conditions:
 - (i) completion of due diligence by Roxgold on the Project within 60 days after the date of the Earn-in Agreement;
 - (ii) notification and registration of the Earn-in Agreement in accordance with the laws of Burkina Faso within 60 days after the date of the Earn-in Agreement; and
 - (iii) all approvals and consents required in respect of the Earn-in Agreement of the Joint Venture being obtained within 120 days after the date of the Earn-in Agreement.
- (4) **(Transfer Rights)**: During the Second Earn-in Stage (that is, in circumstances where Roxgold has earned a 51% interest in the Project):
 - (i) Roxgold will be entitled to transfer rights in relation to Arrow's interest in the Project for fair market value if MineCo is subject to an Insolvency Event or a Change of Control (as those terms are defined in the Earn-in Agreement) without the prior approval of Roxgold; and
 - (ii) Arrow will be entitled to certain tag along rights in relation its interest in the Project if Roxgold is subject to a Change of Control or wishes to sell all or some of its interest in the Project.
- (5) **(Joint Venture)**: upon completion of the Earn-in requirements:
 - (i) the parties will form an unincorporated joint venture or, at Roxgold's discretion, an incorporated joint venture, under which Roxgold would be entitled to an initial 51% interest (where the only First Earn-in Stage has been completed) or an initial 70% interest (where both the First and Second Earn-in Stages have been completed);
 - (ii) Roxgold will be manager and operator of the Project;
 - (iii) If Arrow's interest in the Project decreases to 10% or less, Arrow's interest will automatically be converted into a net smelter royalty which may be purchased by Roxgold for an amount to be agreed between the parties. The details in relation to the royalty will be set out in a formal royalty deed to be entered into by the parties at the relevant time; and
 - (iv) the detailed structure and other terms related to the management, governance, administration, funding, dilution and transfer rights and restrictions in connection with the participant's respective interests in the Project in will be set out in a formal joint venture agreement, and will be consistent with industry practice for joint venture exploration, development and operating companies.