



papillon

RESOURCES

Developing the outstanding Fekola Project

September 2014

ASX:PIR

Executive Summary



- Papillon is an ASX-listed gold development company focused on Mali, West Africa
- Currently subject to merger via scheme or arrangement with TSX listed B2Gold Corp.
 - ✓ Scheme consideration of 0.661 B2Gold ordinary shares per Papillon ordinary share
 - ✓ A\$1.72 per Papillon share at announcement, 2 June 2014, (A\$1.40 prior to merger announcement)
 - ✓ Valued Papillon equity at approx. A\$670 million on Scheme Booklet date (5 August 2014)
- PFS complete confirming technical viability, Fekola Project advancing rapidly towards production
- Mining and Environmental Permits awarded, granting tenure of 30 years
- Definitive Feasibility Study completion expected in Q4 2014 targeting 4Mtpa base case
- Significant, ongoing, geological resource growth potential
- Board and Management with current project gold development experience in West Africa
- Strong cash position (~A\$43 million, 30 June 2014)

Transaction Update



- Transaction has received positive shareholder support for both companies
- Endorsement of transaction by major proxy advisors is very positive:

*“...we find the proposed transaction strategically compelling and financially reasonable for Papillon shareholders... Based on these factors, along with the unanimous support of the board, we believe the proposed merger is in the best interests of shareholders. **Accordingly, we recommend that shareholders vote FOR this proposal.**” Glass Lewis*

*“The transaction is a result of arm’s length negotiations conducted between representatives of B2Gold and Papillon... Overall, in light of the reasonable strategic rationale, the favourable market reaction and no significant governance concerns, **a vote FOR this resolution is warranted.**” ISS Proxy Advisory Services*

Transaction Timeline	
Item	Date & Time
B2Gold Shareholders Meeting to approve matters in connection with the Transaction	Vancouver, 2.00pm Pacific Standard Time on 12 September 2014
Papillon Resources Scheme Meeting to vote on the Transaction	Perth, 10.00am Western Standard Time on 15 September 2014
Second Court Hearing for approval of the Scheme	22 September 2014
Last trading day of Papillon Resources on the ASX	23 September 2014
Implementation Date for the Scheme and issue of the Scheme Consideration to registered Papillon shareholders	3 October 2014

Papillon Resources – Fekola Project

Management Experience

- ✓ Experienced development team in West Africa with current knowledge and credibility
- ✓ Additional technical expertise via B2Gold

Project Risk

- ✓ Independent Resource Estimate
- ✓ Independent studies undertaken using specialist consultants for key disciplines
- ✓ Mining Permit awarded for Fekola

Project Economics

- ✓ Production over 300Koz per annum, 10 yrs +
- ✓ Base case processing 4Mtpa
- ✓ All in sustaining cash costs < US\$750/oz

Robustness of Project

- ✓ Significant flexibility and ability to reduce cash operating costs
- ✓ Robust economics at various commodity prices

Current Cash Position

- ✓ Over \$40 million in the bank
- ✓ Additional financial strength from B2Gold transaction

Availability of Capital

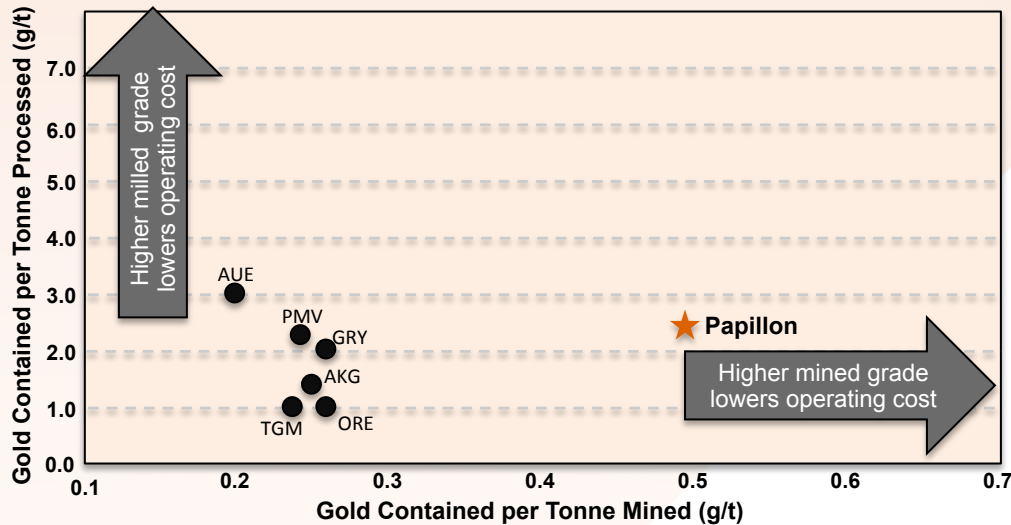
- ✓ Bankable in the current gold price environment
- ✓ B2Gold has significant balance sheet capacity

World Class
Fekola
Project
Poised for
Development

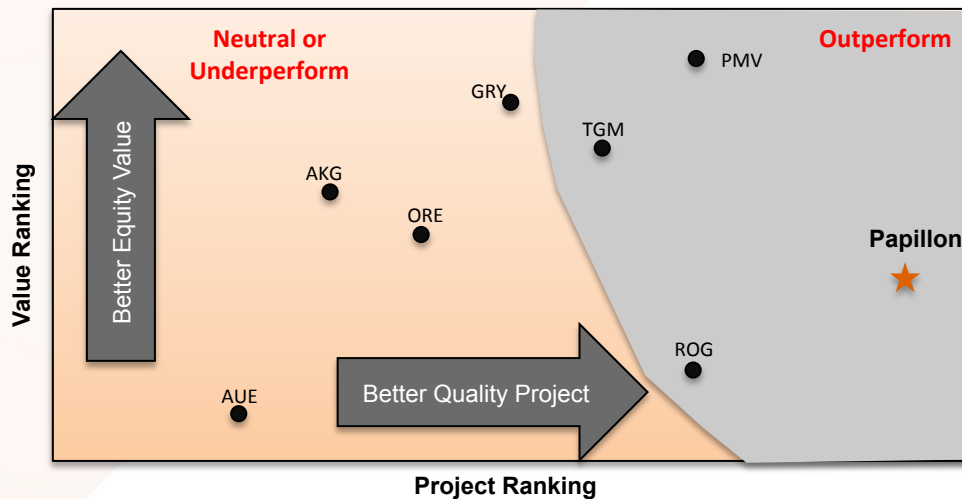
Fekola – Best in Class Development Asset



Fekola has all the attributes required for a profitable mine...



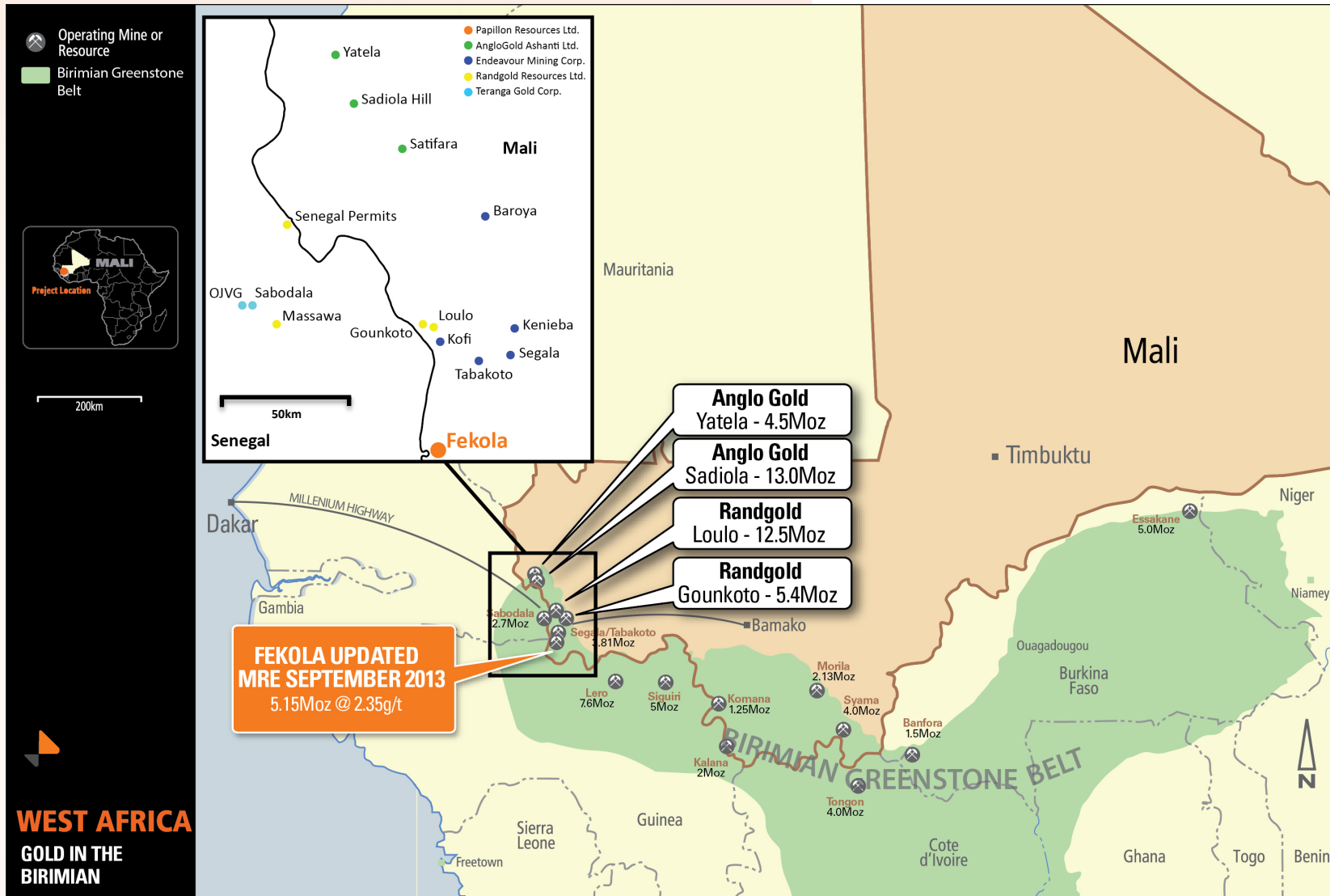
- Large Resource – 5.15Moz
- Single continuous open pit ore body
- Excellent grade – ~2.4 g/t
- Homogenous high grade shoot
 - Increases flexibility in mine planning
- Low strip ratio (3 : 1 Yrs 1-5)
- Favourable metallurgy > 90% recoveries
- Manageable capex and project development logistics
- Favourable African risk profile



Source: BMO Capital Markets Research

Mali West – World Class Exploration Potential

40Moz+ discovered within 150km of the Fekola Project...

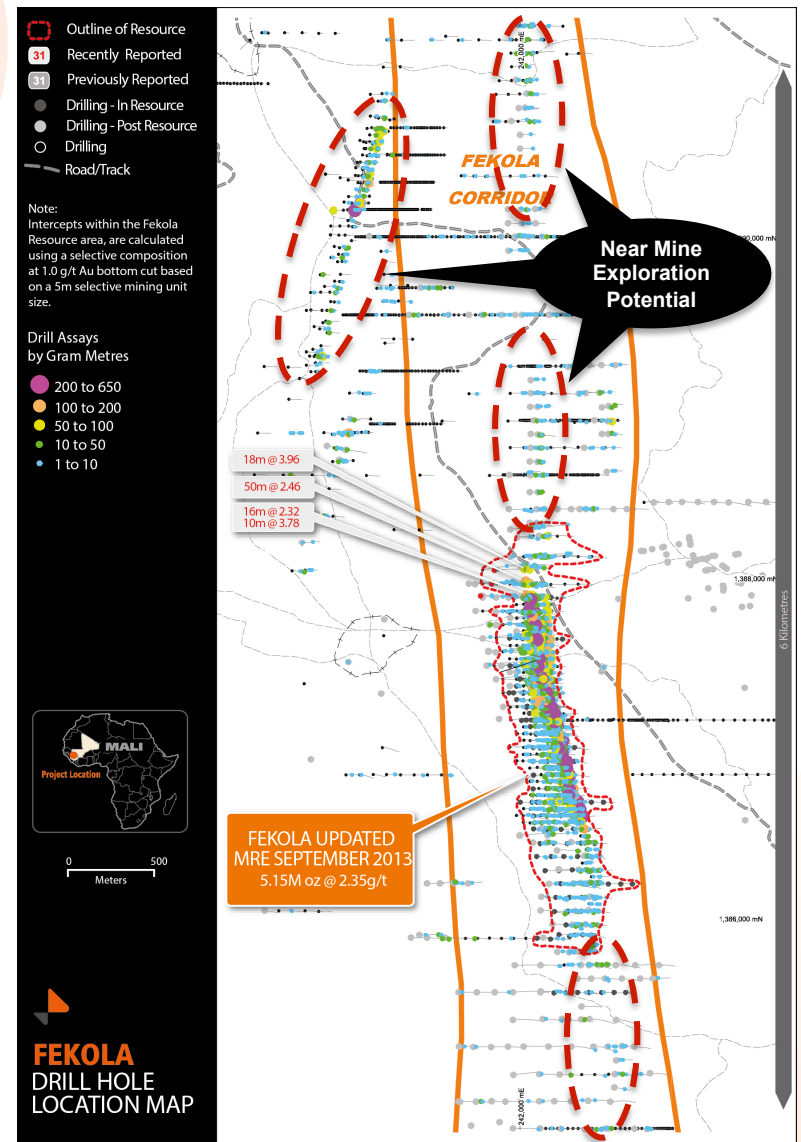


Fekola – Significant Ongoing Growth Potential

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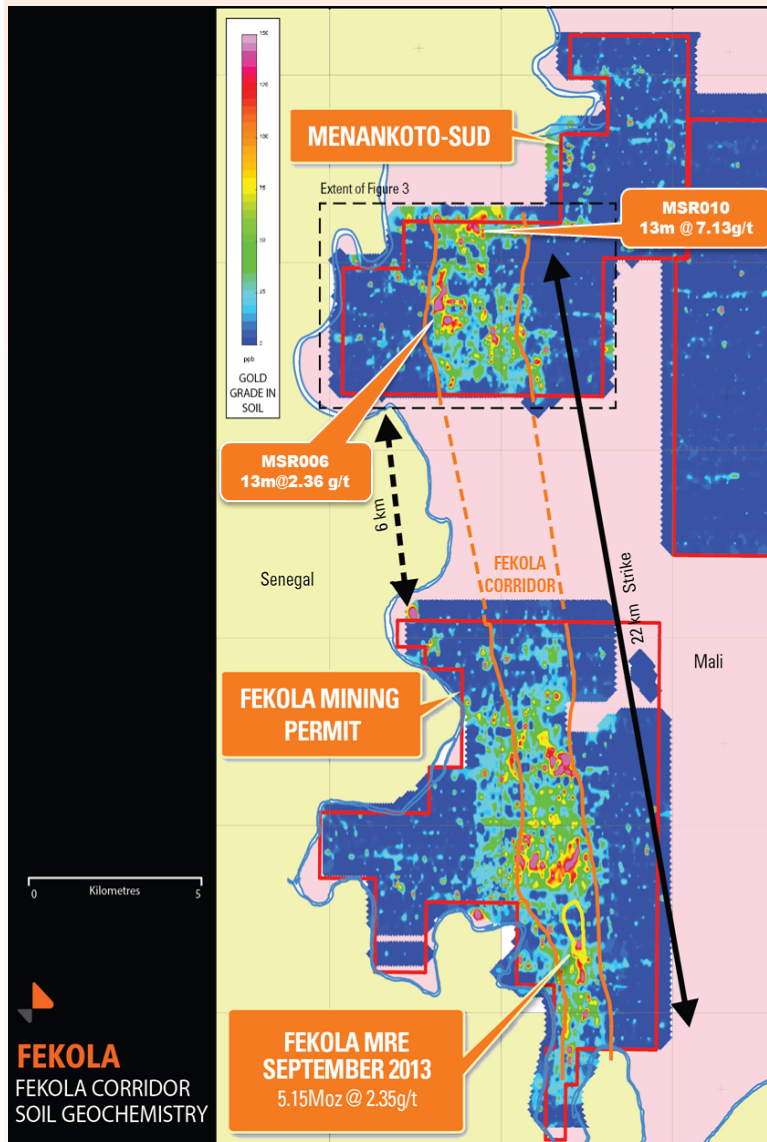
Near mine exploration potential is exceptional...

- Current MRE of 5.15Moz @ 2.35g/t
- ✓ 90% (4.64Moz) classified as Measured & Indicated
- Based on drilling covering strike length of ~4km and to max. depth of 400m
- Represents a small proportion of strike extent of the Fekola Corridor (+11km)
- Fekola Mineralisation open at depth and along strike within the corridor
- Additional nearby surface targets to be tested in 2014 drill campaign



Menankoto Sud – Highly Prospective Target

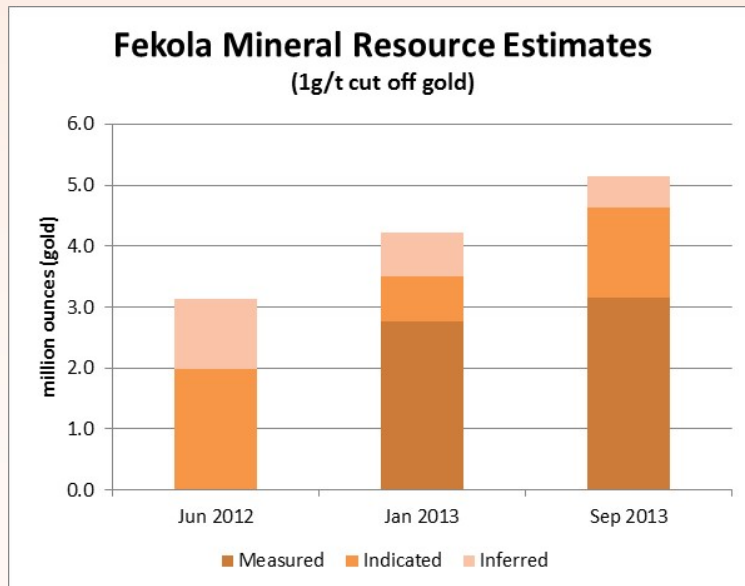
An exciting early stage discovery within close proximity to Fekola



- Early stage drilling encountered shallow, high grade, mineralisation
- Similar grade x width to early Fekola Deposit drilling
- Interpreted to fall within northern extension of the Fekola Corridor
- Widespread gold-in-soil anomalism with numerous follow-up targets
- Analogous geological features to Fekola:
 - ✓ Fekola style meta-sedimentary package
 - ✓ Pelites, turbidite and argillites
- Induced Polarisation ('IP') survey currently being finalised to:
 - ✓ Assist with structural identification
 - ✓ Assist in targeting follow-up drilling

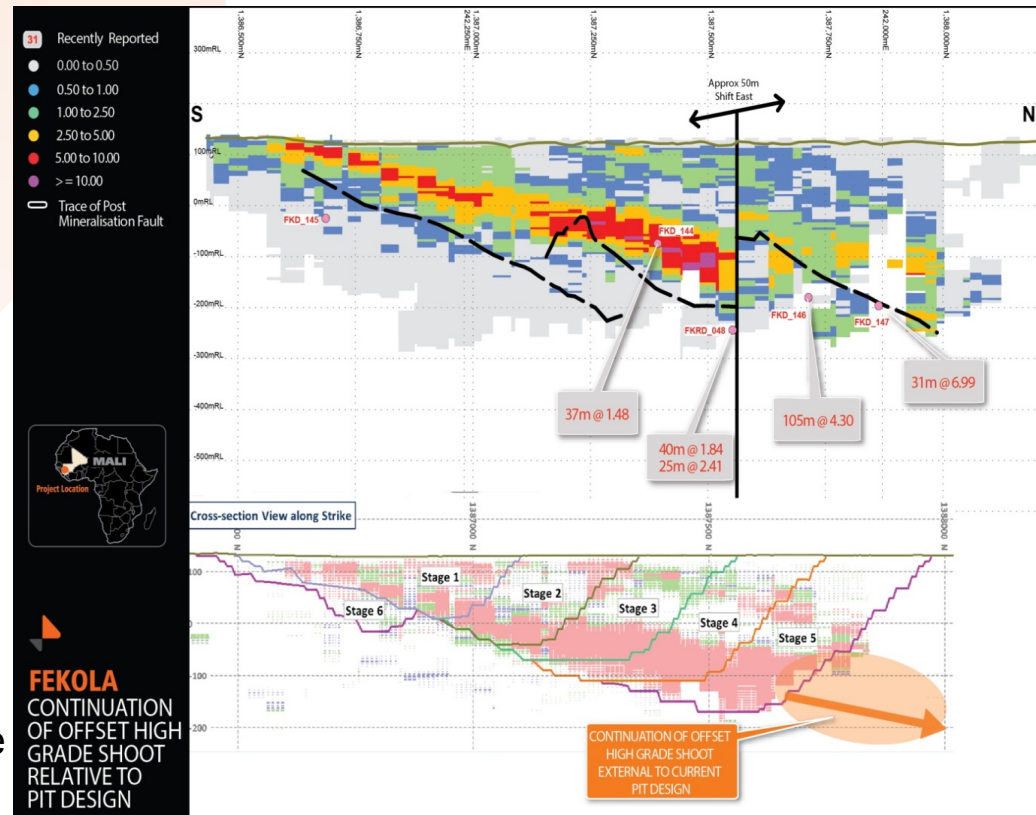
High Grade Shoot Continues Outside MRE

The Fekola Deposit is open at depth...



Significant potential to:

- Add high-grade ounces to resource base
- Extend Fekola mine life
- Increase feed grade in early years of mine life



Fekola – Achieving Development Milestones

All key milestones achieved within prescribed timeframes...

	2013				2014				2015+
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	
Drilling & Exploration									
Resource Updates									
Feasibility Study									
Environmental Permitting									
Mining Licence Application									
Definitive Feasibility Study									

...and continuing to aggressively pursue development milestones

Summary

Papillon has achieved all of its major milestones...

HIGH QUALITY ASSET

- Large (5.15Moz), high grade (2.35g/t) resource
- Favourable metallurgy (leach recovery >93%)
- Proposed operations of simple open pit mining, conventional CIL and gravity process circuit

RESOURCE GROWTH POTENTIAL

- Mineralisation open at depth and along strike
- Only small portion of highly prospective Fekola corridor explored
- New discovery at Menankoto Sud
- Potential to substantially increase resource base

RAPIDLY DE-RISKING THE PROJECT

- FS confirms large scale, low cost project with strong economics
- +300koz pa production, <US\$750/oz¹ all-in cash costs
- Review / DFS underway, due for completion in 2014

1) C1 Cash Operating Costs plus royalties, sustaining capital, exploration expenditure and corporate G&A

Corporate Overview



Capital Structure

Shares on Issue	352.0 million
Share Price (25 August 2014)	A\$1.70
Market Capitalisation	~A\$598 million
Cash Position (30 June 2014)	~A\$43 million
Enterprise Value	~A\$555 million

Substantial Shareholders (at 13 August 2014)

Van Eck Associates Corp.	11.69%
1832 Asset Management	8.49%
Directors & associate entities	5.8%
Top 20 Shareholders	74.2%

Experienced Board and Management



MANAGEMENT – PERTH

Mark Connelly
Managing Director & CEO

Commercial executive with over 27 years experience in the gold mining industry including 5 years in West Africa. Specific focus on managing companies through development, construction and into production

Hayden Locke
Corporate Executive

Engineering and commercial background with significant experience in investment banking and private equity in both Europe and Australia

Peder Olsen
Project Manager

Project Engineer with significant recent experience in West African gold project development; former Project Engineer with Adamus Resources and Endeavour Mining

MANAGEMENT – MALI

Guy de Grandpre
Managing Director – Mali

Commercial executive with over 10 years experience operating in West Africa, most recently as a instrumental member of the foundation team for Kinross Mining's West African operations

Andrew Boyd
GM – Geoscience

Geophysicist with over 20 years of exploration and mining experience; former GM - Geoscience for Mantra Resources

BOARD OF DIRECTORS

Ian Middlemas
Chairman

Chartered Accountant with over 20 years mining industry experience; extensive corporate and management expertise

Robert Behets
Non-Executive Director

Geologist with over 20 years mining industry experience; Founding MD of Mantra Resources and ex-WMC executive; member of JORC Committee



Additional Slides

Fekola Resource – Grade / Tonnage

Fekola Project - Mineral Resource Estimate as at September 2013

Lower Cut-off Grade (g/t Gold)	Measured			Indicated			Total M&I			Inferred			Total		
	Tonnes (Mt)	Grade (g/t Au)	Contained Gold (Moz)	Tonnes (Mt)	Grade (g/t Au)	Contained Gold (Moz)	Tonnes (Mt)	Grade (g/t gold)	Contained Gold (Moz)	Tonnes (Mt)	Grade (g/t gold)	Contained Gold (Moz)	Tonnes (Mt)	Grade (g/t gold)	Contained Gold (Moz)
0.2	120.09	1.15	4.44	77.40	0.93	2.31	197.49	1.06	6.75	69.0	0.59	1.3	266.47	0.94	8.09
0.3	102.53	1.31	4.32	59.87	1.14	2.19	162.40	1.25	6.51	45.3	0.77	1.1	207.73	1.14	7.63
0.4	88.38	1.46	4.15	48.32	1.32	2.05	136.70	1.41	6.20	32.1	0.95	1.0	168.81	1.33	7.19
0.5	76.31	1.62	3.97	39.98	1.51	1.94	116.29	1.58	5.92	24.1	1.11	0.9	140.38	1.5	6.78
0.6	66.33	1.78	3.80	33.68	1.69	1.83	100.01	1.75	5.63	18.5	1.28	0.8	118.55	1.68	6.40
0.7	57.98	1.95	3.64	28.87	1.86	1.73	86.85	1.92	5.36	14.7	1.45	0.7	101.50	1.85	6.04
0.8	51.10	2.11	3.47	25.08	2.03	1.64	76.18	2.08	5.10	11.9	1.61	0.6	88.09	2.02	5.72
0.9	45.32	2.27	3.31	22.05	2.19	1.55	67.38	2.24	4.86	9.9	1.77	0.6	77.23	2.18	5.42
1.0	40.44	2.43	3.16	19.57	2.35	1.48	60.01	2.40	4.64	8.3	1.93	0.5	68.29	2.35	5.15
1.1	36.29	2.59	3.02	17.51	2.5	1.41	53.79	2.56	4.43	7.0	2.08	0.5	60.83	2.5	4.90
1.2	32.72	2.74	2.88	15.79	2.65	1.34	48.51	2.71	4.23	6.0	2.23	0.4	54.55	2.66	4.67
1.5	24.64	3.2	2.53	11.99	3.06	1.18	36.63	3.15	3.71	4.0	2.68	0.3	40.66	3.11	4.07

Notes:

The resource is estimated on a 100% basis of which 90% is attributable to Papillon Resources Limited

All figures are rounded to reflect appropriate levels of confidence. Apparent differences may occur due to rounding

Important Notices



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Competent Persons Statement

The information in this Report that relates to Exploration Results is based on information compiled by Mr Andrew Boyd, who is a Fellow of The Australasian Institute of Geologists. Mr Boyd has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ('The JORC Code'). Mr Boyd consents to the inclusion in this Report of the statements based on his information in the form and context in which it appears.

Information in this Report that relates to Mineral Resources is based on information compiled by Mr Nic Johnson of MPR Geological Consultants. Mr Johnson is a Member of the Australian Institute of Geoscientists ('AIG') and has sufficient experience, which is relevant to the style of mineralisation and type of deposit under consideration, and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ('The JORC Code'). Mr Johnson consents to the inclusion of such information in this Report in the form and context in which it appears.

The information in this Report that relates to the Pre-Feasibility Study is based on information compiled by Mr Glenn Bezuidenhout of DRA Mineral Projects. Mr Bezuidenhout is a Fellow of The South African Institute of Mining and Metallurgy, and has sufficient experience, which is relevant to the style of mineralisation and type of deposit under consideration, and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ('The JORC Code'). Mr Bezuidenhout consents to the inclusion in this Report of the statements based on his information in the form and context in which it appears.

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