

Company	African Consolidated Resources Plc
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African Consolidated Resources plc ('ACR' or the 'Company')
Notification of contracts to issue shares to directors

African Consolidated Resources plc, the AIM listed resource and development company focused on Southern Africa, announces that it has resolved to pay a proportion of monthly basic remuneration in respect of services of directors by way of the issue of new ordinary shares of 1p each in the Company ('Shares'). The issue price for the Shares will be equal to the average mid-market closing price for the quarter ending March, June, September or December prior to the month for which the services were performed.

The Company has also agreed to issue 1,000,000 shares to Michael Kellow, a director of the Company (and ACR's Technical Director) as a bonus in connection with the significant progress made in upgrading the Company's resource at its Gadzema Gold Project.

ACR Executive Chairman, Roy Tucker, said, "The directors of ACR are of the firm belief that the incentivisation of staff and management is a key factor in growing a successful business. Following the expiration of all options issued to the management team and directors since the IPO, most without exercise as a result of adverse market conditions, no options are currently in place for directors and executives.

"By paying a proportion of directors' salaries through the issue of shares in the Company, we are further aligning the interests of the Board with those of our other shareholders. At the same time, it allows us to allocate more of our healthy cash balances to our highly exciting mineral appraisal activities which continue at pace, as we strive to create value for all our shareholders through our investment in exploration."

Contracts to Employee Benefit Trust and to directors and executives under a Joint Ownership Agreement

The Company has agreed with the African Consolidated Resources Employee Benefit Trust (the 'Trust') that the Trust will subscribe for 15,500,000 Shares ('JSOS Shares') at a price of 6p per Share (the 'Subscription Price'). As previously announced the Trust enables its trustee (the 'Trustee') to acquire shares in the Company and to make interests in those shares available for the benefit of current and future employees of the Company and its subsidiaries (the 'Group') as part of the Group's employee incentivisation strategy.

The JSOS Shares will be acquired jointly with a number of directors and executives of the Group (the 'Individuals') pursuant to certain conditions set out in Joint Ownership Agreements ('JOAs'). Purchase of all of the JSOS Shares will be initially funded in full by way of loan contributions from the Company and from a subsidiary to the Trustee. The Individuals are to repay to the Company a nominal sum attributable to their initial interest in the JSOS Shares and in addition have the obligation to pay a further sum to the Trustee ('the Additional Contribution'). The Additional Contribution is a sum due to be fixed by BDO Stoy Hayward LLP and which is to be calculated to reflect an arm's length purchase consideration for the rights of joint ownership obtained.

Rights of joint ownership obtained by an Individual, including rights to dividends and other distributions of capital, will vary over time and equate to any future increase in the value of the JSOS Shares less an amount equal to interest at 5% per annum on the Subscription Price. An Individual will be entitled to instruct the Trustee to sell the JSOS Shares over which he has joint ownership rights, but subject to the condition that in most instances an Individual will only be able to direct that the Trustee sell the JSOS Shares over which he has joint ownership rights in equal tranches on or after each of 31 August 2012 and 31 August 2013 and provided the Individual has not ceased his relationship with the Group on or before the date of sale notification. The Individuals will also, under certain circumstances, be able to direct that the Trustee sell the JSOS Shares on a takeover, change of control, scheme of arrangement or a voluntary winding-up of the Company. Where these conditions are not met, the Trustee will have an option to acquire the Individual's interests in the JSOS Shares at the lower of market value or a price equal to the Additional Contribution paid by the Individual so that none of any increase in the value of the Shares will accrue to the Individual.

Pursuant to the terms of the JOA's, the Trustees shall consult with the Individuals and exercise voting rights attributable to Shares over which the Individual has ownership rights from time to time in accordance with the Individual's wishes. Voting rights will otherwise be exercised by the Trustee.

Notification of Directors' Interests in JSOS Shares

Of the JSOS Shares it is proposed that directors of the Company acquire interests in 13,750,000 Shares as set out below and which will be subscribed for by the Trustee as part of the arrangements set out above.

Earliest sale date

Director	No of shares	31/8/2012	31/8/2013
A. N. Cranswick	5,500,000	2,750,000	2,750,000
M. W. Kellow	3,500,000	1,750,000	1,750,000
R. C. Tucker	2,750,000	1,375,000	1,375,000
H. S. Bottomley	1,000,000	500,000	500,000
J P Emery	500,000	250,000	250,000
L M Manokore	500,000	250,000	250,000
	13,750,000	6,875,000	6,875,000

****ENDS****

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