

31 May 2022

Caracal Gold plc ('Caracal' or the 'Company')
Tanzanian Gold Acquisition to Double Resources to 1.3Moz

Caracal Gold plc, LSE listed gold producer and explorer focused on East Africa with current operations and projects in Kenya and Tanzania is pleased to announce that further to the announcement dated 7 December 2021, it has agreed a revised Share Purchase Agreement ('SPA') to acquire 100% of Tyacks Gold Limited ('Tyacks'), the holder of the licences collectively referred to as the Nyakafuru Project ('Nyakafuru' or the 'Project') in Tanzania. The Project is located in the world-class Lake Victoria Gold Fields in northern Tanzania, 140km southwest of Mwanza, Tanzania's second largest city, and 60km from Barrick Gold's 18Moz Bulyanhulu Gold Mine.

The changes from the previous SPA include the extension of the completion date, revised commercial terms (which are summarised below) and the exclusion of the Nyakafura Reefs project and the Simba projects for the moment.

HIGHLIGHTS

- 100% acquisition of Nyakafuru will create a major new gold mine development opportunity for Caracal, in one of Africa's largest gold producing regions, host to multiple +10Moz deposits.
- Project previously subject to extensive exploration and feasibility study work by ASX and LSE-listed Resolute Limited:
 - Established high-grade shallow gold resources of 658,751oz at 2.08g/t contained within four deposits over 280 km².
 - Amenable to development as a large scale conventional open pit operation and Carbon-in-Leach processing plant.
- Acquisition, when complete. will double Caracal's total gold resources to 1,330,197 ounces prior to impending resource update at Kilimapesa - delivering on goal of building an emerging East African focussed gold producer.
- The revised SPA, which follows due diligence by Caracal, allows for extended completion timing and agrees interim process steps to allow work on the ground to begin immediately.
- The cash element of the purchase consideration has been revised as follows:
 - On or before or before 31 May 2022, Caracal shall pay an amount equal to USD 500,000. (Tranche 1 Payment).
 - On or before 31 July 2022, Caracal shall pay an amount equal to USD 1,000,000. (Tranche 2 Payment).
- The share element of the transaction will be finalised in due course upside but is not expected to be materially different to what was previously announced.
- The 0.5% gross net smelter return royalty remains as previously announced.
- Next steps include finalising the exploration plan and infrastructure preparation during Q3 2022, ahead of commencing drilling early Q4 2022.
- Acquisition completion remains conditional upon receiving required in-country approvals, with all documentation to be submitted to the Tanzanian regulators.

Robbie McCrae, CEO of Caracal, said,

“Signing the revised SPA allows us to immediately begin work on Nyakafuru with drilling to commence in the 4th quarter of 2022.

“Since we reached the initial agreement with the vendors, we have been working collaboratively together to reach the stage where we can begin to advance the project. We have worked hard to identify and acquire a project that meets our stringent investment criteria, namely offering near term development opportunity and significant value upside whilst complementing our current portfolio. Nyakafuru meets the brief, with proven high-grade shallow gold resources and historical mining and development studies. Nyakafuru will more than double our total resource base, provide exploration potential and allow for accelerated mine development through a conventional open pit operation and conventional processing plant.

“With over 1.3moz in gold resources and with the planned updated resource at Kilimapesa, expected to be completed by the end of June, we consider Caracal will be well positioned to create value for our shareholders if you consider the recent B2 Gold acquisition of OKLO Resources, which implies a value of US\$100 per ounce on OKLO’s 669,500oz resource. The coming quarters are expected to be transformational for our rapidly growing gold exploration and production strategy in East Africa.”

Figure 1: Historical drill intercepts at Voyager, one of four key deposits identified at Nyakafuru

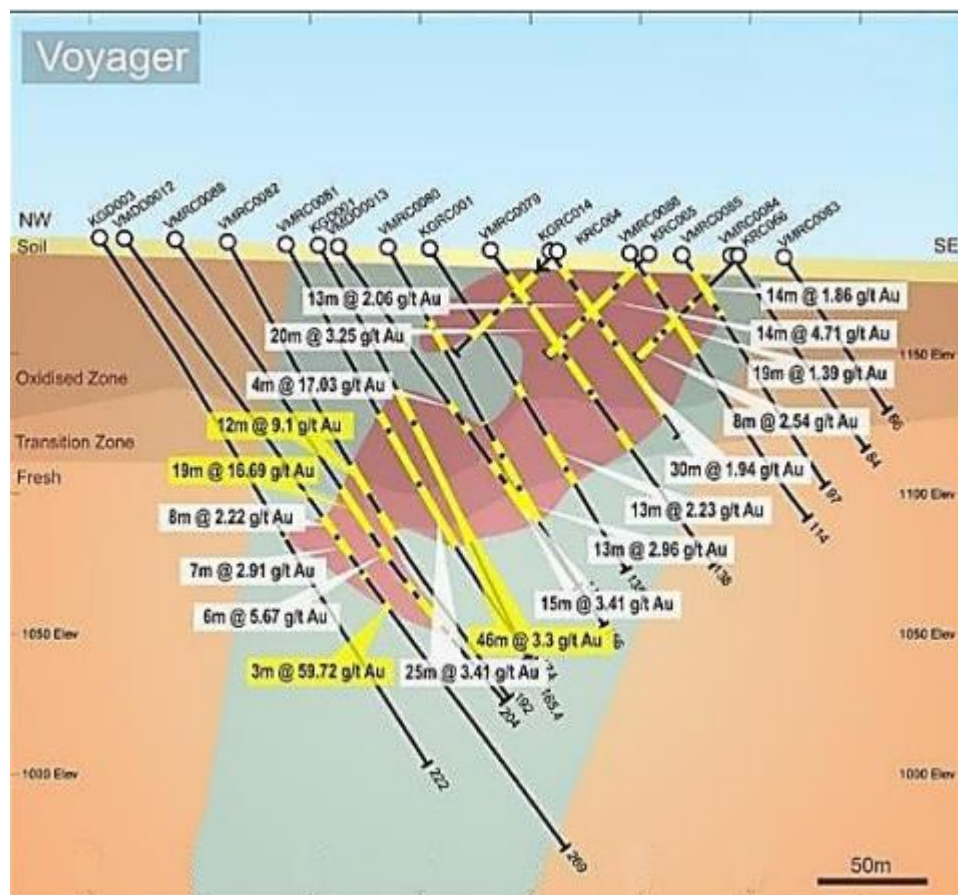


Figure 2: Historical drill intercepts at Mentelle, one of four key deposits identified at Nyakafuru

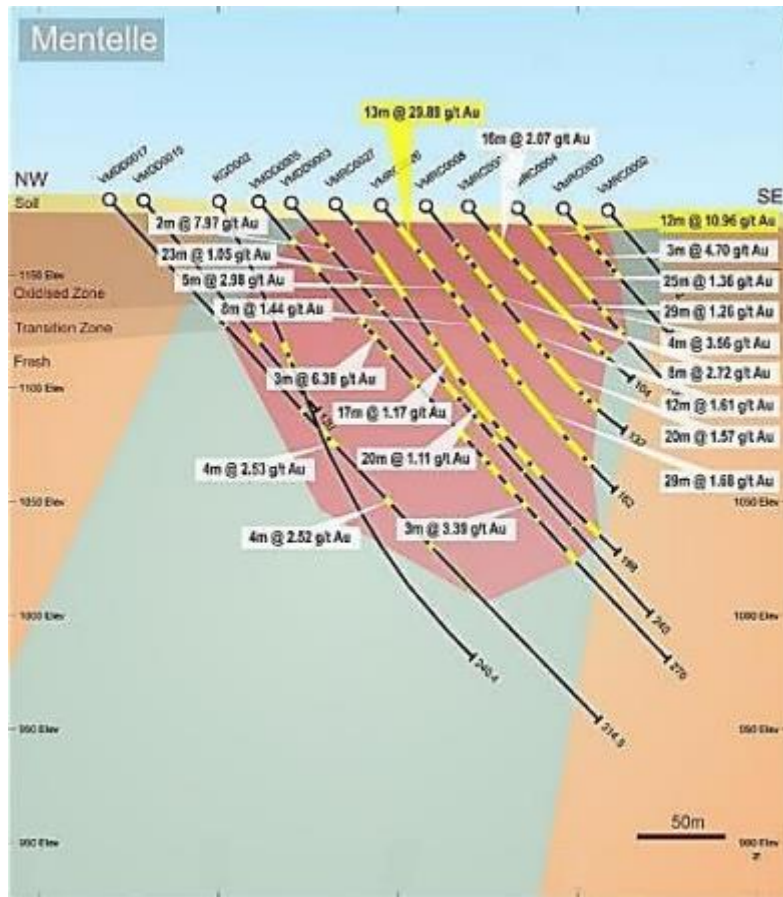


Figure 3: Historical drill intercepts at Cullen, one of four key deposits identified at Nyakafuru

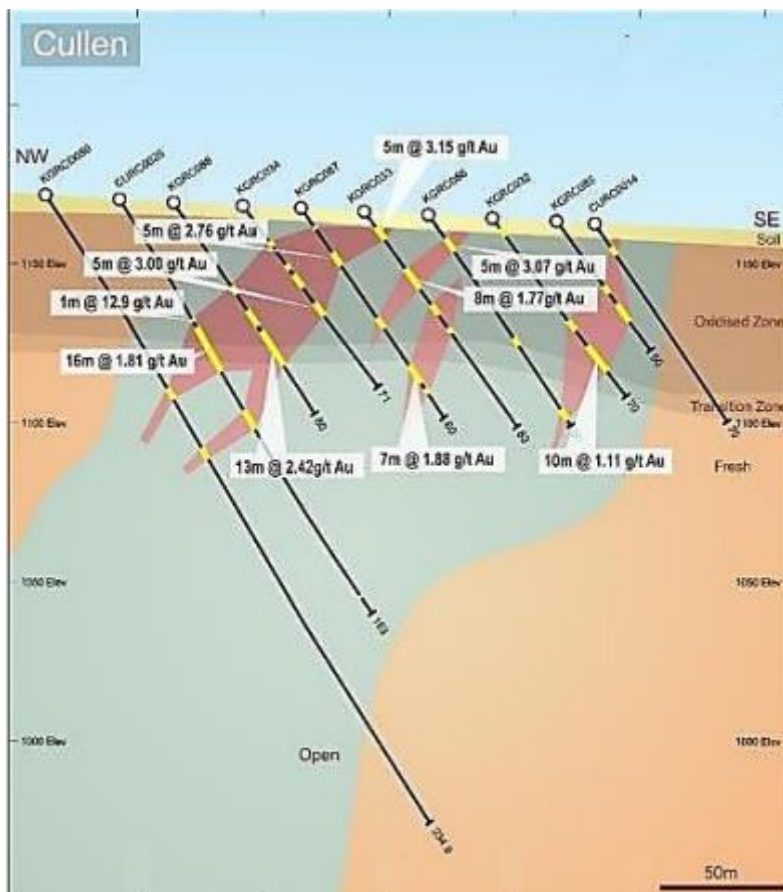
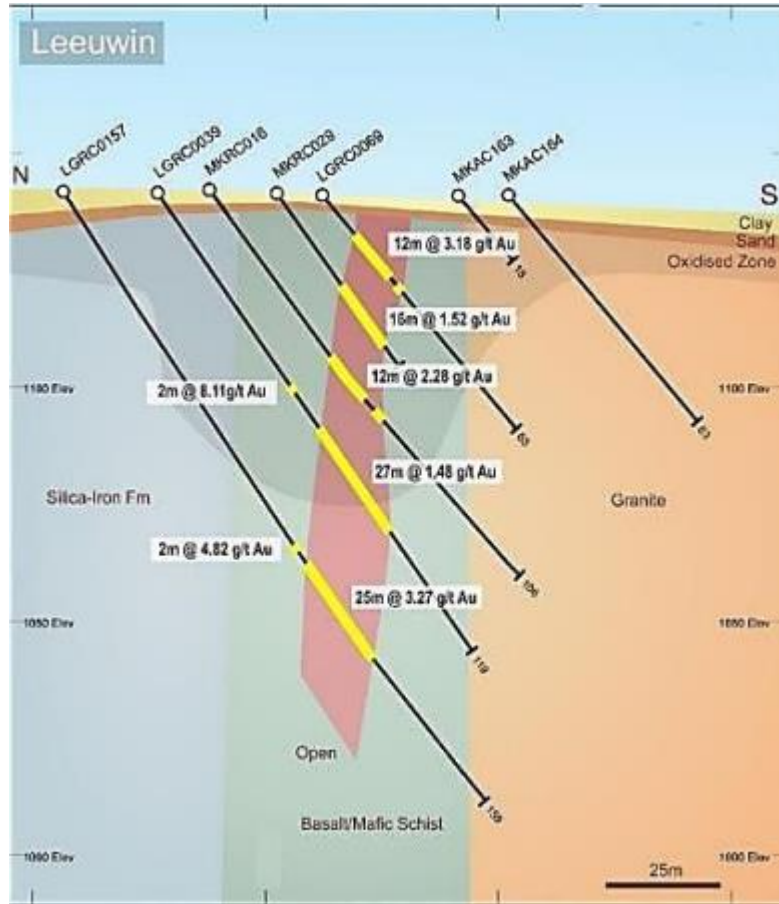


Figure 4: Historical drill intercepts at Leeuwin, one of four key deposits identified at Nyakafuru



****ENDS****

For further information visit www.caracalgold.com or contact the following:

Caracal Gold plc Robbie McCrae Sheila Boit	info@caracalgold.com
Clear Capital Markets Ltd Joint Broker Keith Swann / Jonathan Critchley	+44 203 897 0981 +44 203 869 6086
VSA Capital Limited Financial Adviser and Joint Broker Andrew Raca (Corporate Finance) Andrew Monk (Corporate Broking)	+44 203 005 5000
St Brides Partners Ltd Financial PR Oonagh Reidy / Charlotte Page / Isabelle Morris	caracal@stbridespartners.co.uk

DGWA, the German Institute for Asset and Equity Allocation and Valuation European Investor and Corporate Relations Advisor Stefan Müller / Katharina Löckinger	info@dgwa.org
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Notes

Caracal Gold plc is an emerging East African focused gold producer with a clear path to grow production and resources both organically and through strategic acquisitions. Its aim is to rapidly increase production to +50,000ozs p.a. and build a JORC compliant resource base of +3Moz within 12-18 months from its listing in August 2021. To this end, it is progressing a well-defined mine optimisation strategy at its 100% owned Kilimapesa Gold Mine in Kenya, where there is significant mid-term expansion potential and ability to increase gold production to 24,000oz p.a. and the resource to +2Moz (current JORC compliant resources of approx. 671,000oz). Additionally, its experienced team, with proven track record in successfully developing and operating mining projects throughout Africa, is reviewing other complementary and strategically located gold mine and development projects in East Africa.

Caracal is a responsible mining and exploration company and supports the positive social and economic change that it contributes to the communities in the regions that it operates. It is a proudly East African-focused company: it buys locally, employs locally, and protects the environment and its employees and their families' health, safety, and wellbeing.

Caracal's shares are quoted on the Main Market of the London Stock Exchange (LON: GCAT) and on the Frankfurt Stock Exchange (FSE: 6IK); a listing on the Nairobi Securities Exchange is underway.