



# Condor Gold plc

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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF REGULATION (EU) 596/2014 AS IT FORMS PART OF DOMESTIC LAW IN THE UNITED KINGDOM BY VIRTUE OF THE EU (WITHDRAWAL) ACT 2018 (“MAR”).**

12 December 2023

## **Condor Gold Plc (“Condor” or the “Company”)**

### **Condor Gold Increases Fund Raise to £1,851,999**

#### **Issue of Equity, Director’s Dealing & TVR**

On 5 December 2022, Condor Gold (AIM: CNR; TSX: COG) announced an update on the sale of its assets and a £1M investment by Condor’s major shareholder, Galloway Limited, which is wholly owned by Burnbrae Group Limited which is, in turn, wholly owned by Jim Mellon, Condor’s Chairman, by way of an exercise of warrants. The exercise of warrants will result in the issue of 6,666,667 new ordinary shares (**Warrant Shares**).

As announced on 5 December 2022, the current status of the sales process is that the Company remains in receipt of five non-binding offers, with three site visits having been completed. Although none of the non-binding offers have progressed to firm proposals to date, the Company is in advanced discussions with two gold producers. There are currently eight companies under Non-Disclosure Agreements.

The Company is pleased to announce it has now raised an additional £851,999 via the issue of 5,679,994 New Ordinary Shares at £0.15 per new ordinary share (the **Placement Shares**), principally to existing shareholders (the **Placing**), increasing the total funds raised to £1,851,999 before expenses. The Placing has been arranged by the Company’s broker, SP Angel Corporate Finance LLP, in combination with a number of direct subscriptions arranged by the Company.

Application has been made for the Warrant Shares and the Placing Shares (together the **New Ordinary Shares**) to be admitted to trading on AIM. Admission of the New Ordinary Shares is expected to take place on 15 December 2023. The Company has prior approval for the Warrant Shares to be listed on the Toronto Stock Exchange (**TSX**) and has applied for approval for the Placing Shares to be listed on the TSX.

## Director/PDMR Shareholding

Galloway Limited and Jim Mellon will, in aggregate, hold 49,769,148 Ordinary Shares representing 24.9% of the Company's issued ordinary shares post exercise of the warrants and issue of the Placement Shares. Galloway Limited is wholly owned by Burnbrae Group Limited which is, in turn, wholly owned by Jim Mellon, Condor's Chairman. Denham Eke, a Non-Executive Director, is also a director of Burnbrae Group Limited and Galloway Limited.

As part of the Placing, the Company advises that two directors of the Company, namely Andrew Cheatle and Ian Stalker, have subscribed (directly or indirectly) for 33,333 and 66,666 Placing Shares respectively, for a total of 99,999 Placing Shares. The percentage shareholdings detailed below are calculated post admission of the New Ordinary Shares to AIM.

Andrew Cheatle has subscribed (the **Cheatle Subscription**) for a total of 33,333 New Ordinary Shares for a sum of £4,999.95. Following completion of the Cheatle Subscription and after giving effect to the Placing and issue of Warrant Shares, Andrew Cheatle shall beneficially own or control, directly and indirectly, 196,432 Ordinary Shares, representing approximately 0.1% of the issued Ordinary Shares.

Ian Stalker has subscribed (the **Stalker Subscription**) through Promaco Consulting Services Limited, a limited company which is wholly owned by a trust for the Stalker family for a total of 66,666 for a sum of £9,999.90. Following completion of the Stalker Subscription and after giving effect to the Placing and issue of Warrant Shares, Ian Stalker shall beneficially own or control, directly and indirectly, 376,894 Ordinary Shares, representing approximately 0.2% of the issued Ordinary Shares.

Noting that certain of the Directors are participating in the Placing and when aggregated with warrant exercises by Galloway Limited in the last 12 months (the **Transaction**), the Transaction is a Related Party Transaction under AIM Rule 13. Accordingly, the Independent Director, being Mark Child, having consulted with the Company's nominated adviser, Beaumont Cornish Limited, considers the terms of the Transaction to be fair and reasonable insofar as shareholders are concerned.

## Total Voting Rights

Following the issue of the 12,346,661 New Ordinary Shares, Condor's total issued ordinary share capital will comprise 199,874,152 ordinary shares, each with voting rights. This figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, securities of the Company under the Financial Conduct Authority's Disclosure and Transparency Rules.

Cautionary Statement: Investors should note that, whilst the Board is encouraged by the process to date, there can be no guarantee that the Company will complete the sale of its assets.

**- Ends -**

For further information please visit [www.condorgold.com](http://www.condorgold.com) or contact:

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SP Angel Corporate Finance LLP	Ewan Leggat +44 (0) 20 3470 0470
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Adelaide Capital (Investor Relations)	Deborah Honig +1-647-203-8793

### **About Condor Gold plc:**

Condor Gold plc was admitted to AIM in May 2006 and dual listed on the TSX in January 2018. The Company is a gold exploration and development company with a focus on Nicaragua.

The Company's principal asset is La India Project, Nicaragua, which comprises of a large, highly prospective land package of 588 sq km comprising of 12 contiguous and adjacent concessions. The Company has filed a feasibility study technical report dated 25 October 2022 and entitled "Condor Gold Technical Report on the La India Gold Project, Nicaragua, 2022" (the "**2022 FS**") which is available on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com) and was prepared in accordance with the requirements of NI 43-101. The 2022 FS indicated that La India Project hosts a high-grade Mineral Resource Estimate ("MRE") of 9,672 kt at 3.5g/t gold for 1,088,000 oz gold in the indicated mineral resource category and 8,642 kt at 4.3 g/t gold for 1,190,000 oz gold in the inferred mineral resource category. The open pit MRE is 8,693 kt at 3.2 g/t gold for 893,000 oz gold in the indicated mineral resource category and 3,026 kt at 3.0 g/t gold for 291,000 oz gold in the inferred mineral resource category. Total underground MRE is 979 kt at 6.2 g/t gold for 94,000 oz gold in the indicated mineral resource category and 5,615 kt at 5.0 g/t gold for 98,000 oz gold in the inferred mineral resource category.

The 2022 FS replaces the previously reported Preliminary Economic Assessment ("**PEA**") as presented in the Technical Report filed on SEDAR in October 2021 as the current technical report for the La India project.

The 2021 PEA considered the expanded Project inclusive of the exploitation of the Mineral Resources associated to the La India, Mestiza, America and Central Breccia deposits. The strategic study covers two scenarios: Scenario A, in which the mining is undertaken from four open pits, termed La India, America, Mestiza and Central Breccia Zone ("CBZ"), which targets a plant feed rate of 1.225 million tonnes per annum ("Mtpa"); and Scenario B, where the mining is extended to include three underground operations at La India, America and Mestiza, in which the processing rate is increased to 1.4 Mtpa. The 2021 PEA Scenario B presented a post-tax, post upfront capital expenditure NPV of US\$418 million, with an IRR of 54% and 12 month pay-back period, assuming a US\$1,700 per oz gold price, with average annual production of 150,000 oz gold per annum for

the initial 9 years of gold production. The open pit mine schedules were optimised from designed pits, bringing higher grade gold forward resulting in average annual production of 157,000 oz gold in the first 2 years from open pit material and underground mining funded out of cashflow. The 2021 PEA Scenario A presented a post-tax, post upfront capital expenditure NPV of US\$302 million, with an IRR of 58% and 12 month pay-back period, assuming a US\$1,700 per oz gold price, with average annual production of approximately 120,000 oz gold per annum for the initial 6 years of gold production. The Mineral Resource estimate and associated Preliminary Economic Assessment contained in the 2021 PEA are considered a historical estimate within the meaning of NI 43-101, a qualified person has not done sufficient work to classify such historical estimate as current, and the Company is not treating the historical Mineral Resource estimate and associated studies as current, and the reader is cautioned not to rely upon this data as such. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. The Company believes that the historical Mineral Resource estimate and Preliminary Economic assessment is relevant to the continuing development of the La India Project.

In August 2018, the Company announced that the Ministry of the Environment in Nicaragua had granted the Environmental Permit (“EP”) for the development, construction and operation of a processing plant with capacity to process up to 2,800 tonnes per day at its wholly-owned La India gold Project (“La India Project”). The EP is considered the master permit for mining operations in Nicaragua. Condor has purchased a new SAG Mill, which has mainly arrived in Nicaragua. Site clearance and preparation is at an advanced stage.

Environmental Permits were granted in April and May 2020 for the Mestiza and America open pits respectively, both located close to La India. The Mestiza open pit hosts 92 Kt at a grade of 12.1 g/t gold (36,000 oz contained gold) in the Indicated Mineral Resource category and 341 Kt at a grade of 7.7 g/t gold (85,000 oz contained gold) in the Inferred Mineral Resource category. The America open pit hosts 114 Kt at a grade of 8.1 g/t gold (30,000 oz) in the Indicated Mineral Resource category and 677 Kt at a grade of 3.1 g/t gold (67,000 oz) in the Inferred Mineral Resource category. Following the permitting of the Mestiza and America open pits, together with the La India open pit Condor has 1.12 M oz gold open pit Mineral Resources permitted for extraction.

#### Disclaimer

Neither the contents of the Company's website nor the contents of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into, or forms part of, this announcement.

#### TSX Matters

The Company is relying on the exemption provided for pursuant to Section 602.1 of the TSX Company Manual (the “Manual”) from the requirements of the Manual and the TSX relating to the issue of New Shares Ordinary, including the requirements of Section 613 of the Manual, as the Company is an “Eligible Interlisted Issuer” as defined in the Manual.

#### Qualified Persons

The technical and scientific information in this press release has been reviewed, verified and approved by Andrew Cheatle, P.Geol., a director of Condor Gold plc, and Gerald D. Crawford, P.E., the Chief Technical Officer of Condor Gold plc, each of whom is a “qualified person” as defined by NI 43-101.

## Nominated Adviser

Beaumont Cornish Limited ("Beaumont Cornish") is the Company's Nominated Adviser and is authorised and regulated by the FCA. Beaumont Cornish's responsibilities as the Company's Nominated Adviser, including a responsibility to advise and guide the Company on its responsibilities under the AIM Rules for Companies and AIM Rules for Nominated Advisers, are owed solely to the London Stock Exchange. Beaumont Cornish is not acting for and will not be responsible to any other persons for providing protections afforded to customers of Beaumont Cornish nor for advising them in relation to the proposed arrangements described in this announcement or any matter referred to in it.

## Forward Looking Statements

*All statements in this press release, other than statements of historical fact, are 'forward-looking information' with respect to the Company within the meaning of applicable securities laws, including statements with respect to: future development and production plans, projected capital and operating costs, mine life and production rates, metal or mineral recovery estimates, Mineral Resource, Mineral Reserve estimates at the La India Project, the potential to convert Mineral Resources into Mineral Reserves, the Company's plans to sell the assets of the Company or seek alternatives to an asset sale and the construction timeline of the La India project upon receipt of financing. Forward-looking information is often, but not always, identified by the use of words such as: "seek", "anticipate", "plan", "continue", "strategies", "estimate", "expect", "project", "predict", "potential", "targeting", "intends", "believe", "potential", "could", "might", "will" and similar expressions. Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management at the date the statements are made including, among others, assumptions regarding: future commodity prices and royalty regimes; availability of skilled labour; timing and amount of capital expenditures; future currency exchange and interest rates; the impact of increasing competition; general conditions in economic and financial markets; availability of drilling and related equipment; effects of regulation by governmental agencies; the receipt of required permits; royalty rates; future tax rates; future operating costs; availability of future sources of funding; ability to obtain financing and assumptions underlying estimates related to adjusted funds from operations. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.*

*Such forward-looking information involves known and unknown risks, which may cause the actual results to be materially different from any future results expressed or implied by such forward-looking information, including, risks related to: mineral exploration, development and operating risks; estimation of mineralisation and resources; environmental, health and safety regulations of the resource industry; competitive conditions; operational risks; liquidity and financing risks; funding risk; exploration costs; uninsurable risks; conflicts of interest; risks of operating in Nicaragua; government policy changes; ownership risks; permitting and licencing risks; artisanal miners and community relations; difficulty in enforcement of judgments; market conditions; stress in the global economy; current global financial condition; exchange rate and currency risks; commodity prices; reliance on key personnel; dilution risk; payment of dividends; as well as those factors discussed under the heading "Risk Factors" in the Company's annual information form for the fiscal year ended December 31, 2021 dated March 29, 2022 and available under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).*

*Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise unless required by law.*

## Jim Mellon

### 1 Details of the person discharging managerial responsibilities/ person closely associated

a)	Name	<i>Jim Mellon</i>	
<b>2</b>	<b>Reason for notification</b>		
a)	Position / status	<i>Non-Executive Director</i>	
b)	Initial notification /Amendment	<i>Initial</i>	
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>		
a)	Name	<i>Condor Gold plc</i>	
b)	LEI	<i>213800PFKETQA86RHL82</i>	
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>		
a)	Description of the financial instrument, type of instrument  Identification code	<i>6,666,667 Ordinary shares of 0.1 pence each in Condor Gold plc</i>  <i>ISIN GB00B8225591</i>	
	Nature of the transaction	<i>Exercise of warrants by company controlled by Director</i>	
c)	Price(s) and volumes(s)	Price(s)	Volumes(s)
		<i>15 pence</i>	<i>6,666,667</i>
d)	Aggregated information	<i>n/a</i>	
e)	Date of the transaction	<i>4 December 2023</i>	
f)	Place of the transaction	<i>London Stock Exchange, AIM (XLON)</i>	

## Andrew Cheatle

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>					
a)	Name	<i>Andrew Cheatle</i>				
<b>2</b>	<b>Reason for notification</b>					
a)	Position / status	<i>Non-Executive Director</i>				
b)	Initial notification /Amendment	<i>Initial</i>				
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>					
a)	Name	<i>Condor Gold plc</i>				
b)	LEI	<i>213800PFKETQA86RHL82</i>				
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>					
a)	Description of the financial instrument, type of instrument	<i>33,333 Ordinary shares of 0.1 pence each in Condor Gold plc</i>				
	Identification code	<i>ISIN GB00B8225591</i>				
	Nature of the transaction	<i>Director's participation in a Subscription</i>				
c)	Price(s) and volumes(s)	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volumes(s)</th> </tr> </thead> <tbody> <tr> <td><i>15 pence</i></td> <td><i>33,333</i></td> </tr> </tbody> </table>	Price(s)	Volumes(s)	<i>15 pence</i>	<i>33,333</i>
Price(s)	Volumes(s)					
<i>15 pence</i>	<i>33,333</i>					
d)	Aggregated information	<i>n/a</i>				
e)	Date of the transaction	<i>8 December 2023</i>				
f)	Place of the transaction	<i>London Stock Exchange, AIM (XLON)</i>				



**Ian Stalker**

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>					
a)	Name	<i>Ian Stalker</i>				
<b>2</b>	<b>Reason for notification</b>					
a)	Position / status	<i>Non-Executive Director</i>				
b)	Initial notification /Amendment	<i>Initial</i>				
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>					
a)	Name	<i>Condor Gold plc</i>				
b)	LEI	<i>213800PFKETQA86RHL82</i>				
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>					
a)	Description of the financial instrument, type of instrument	<i>66,666 Ordinary shares of 0.1 pence each in Condor Gold plc</i>				
	Identification code	<i>ISIN GB00B8225591</i>				
	Nature of the transaction	Participation in a Subscription				
c)	Price(s) and volumes(s)	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volumes(s)</th> </tr> </thead> <tbody> <tr> <td>15 pence</td> <td>66,666</td> </tr> </tbody> </table>	Price(s)	Volumes(s)	15 pence	66,666
Price(s)	Volumes(s)					
15 pence	66,666					
d)	Aggregated information	n/a				
e)	Date of the transaction	8 December 2023				
f)	Place of the transaction	<i>London Stock Exchange, AIM (XLON)</i>				