

Highlights

- ~2,000km² of highly prospective tenure in northern Cote d'Ivoire, West Africa
- JORC Mineral Resource at Bagoé Gold Project (refer Appendix One):
 - 530,000 ounces at 2.5g/t gold (1.0g/t lower cut-off)
 - 600,000 ounces at 1.9g/t gold (0.5g/t lower cut-off)
 - Resource from surface with 85-90% in top 150m
 - Open in all directions
- Targeting multi-million ounce gold systems
- Proximal to operating gold mines and +1Moz gold deposits
- Well-funded for ongoing exploration success

Corporate Directory

Non-Executive Chairman
Mr John Fitzgerald

Managing Director
Mr Justin Tremain

Non-Executive Director
Mr Travis Schwertfeger

Company Secretary & CFO
Mr Trevor O'Connor

Exploration Manager
Mr Elliot Grant

Fast Facts

| | |
|--------------------|--------|
| Issued Capital | 589m |
| Market Cap (@5.3c) | ~\$31m |
| Cash (31 Mar 20) | ~\$13m |
| Enterprise Value | ~\$18m |

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Position on Apollo's Minority 20% JV Interest

Exore Resources Ltd ('**Exore**' or the '**Company**' | [ASX: ERX](#)) advises that it has received formal notice that Apollo Consolidated Limited ('**Apollo**' | [ASX:AOP](#)) has accepted an offer from Ibaera Capital Fund LP ('**Ibaera**') to acquire Apollo's 20% minority joint venture interest in Exore's Bagoé and Liberty Projects in northern Cote d'Ivoire ('**Ibaera Offer**') (Apollo's ASX announcement dated 7 May 2020).

Prior to receiving the formal notice from Apollo of the Ibaera Offer, Exore has had no discussions with Ibaera regarding an investment in the Bagoé and Liberty Projects or Exore.

Exore's 80% and Apollo's 20% joint venture interests are held through an incorporated joint venture ('**Joint Venture**') in the form of an Ivorian company, Aspire Nord Cote d'Ivoire SARL ('**Aspire Nord**'). Exore holds 80% and Apollo holds 20% of the shares in Aspire Nord. The Joint Venture is governed by an Incorporated Joint Venture Agreement ('**Joint Venture Agreement**').

Under the Joint Venture Agreement, Exore holds a 30-day pre-emptive right over Apollo's joint venture interest whereby it may match any third-party offer ('**Pre-Emptive Right**'). The Ibaera Offer is for US\$4.5 million or approximately A\$7.0 million¹ and is conditional upon Exore not exercising its Pre-Emptive Right.

Exore, in conjunction with its advisers, will consider its position in respect to the Pre-Emptive Right, which expires 4 June 2020, and make an ASX announcement at the appropriate time.

Exore notes that notional value of the Ibaera Offer is at an approximate 51% premium^{2,3} to the current Exore enterprise value. Exore's current enterprise value is approximately A\$18.5 million³ compared to the implied value from the Ibaera Offer of Exore's 80% joint venture of A\$28 million², before applying any potential premium for Exore majority and controlling interest in the Projects.

It should be noted that the Joint Venture only covers Exore's Bagoé and Liberty Projects and does not extend to the Company's Tengrela Project (ASX announcement dated 23 Sept 2019) or two additional permit applications made in joint venture with a local Ivorian company (ASX announcement 22 Jan 2019).

In addition to the Pre-Emptive Right, other material conditions provisions of the Joint Venture Agreement include:

- Exore is the Manager of the Joint Venture and remains the Manager whilst it holds a majority Joint Venture interest
- If Exore waives its current Pre-emptive Right to allow the acquisition by Ibaera, Exore would retain a Pre-Emptive Right over Ibaera's 20% Joint Venture interest
- Exore has an enduring 'Drag-Along Right' over the remaining 20% Joint Venture interest. This right allows Exore to require the minority Joint Venture party to sell its interest to a third-party purchaser of Exore's 80% Joint Venture interest on the same pro-rata terms and conditions as Exore accepts for its 80% interest. In this circumstance, the minority Joint Venture party has no pre-emptive right over Exore's interest
- Exore (as Manager) has complete discretion as to exploration programs and budgets with no requirement for approval from other Joint Venture parties
- Following a Decision to Mine by Exore (as Manager), if the minority Joint Venture party does not wish to proceed and contribute to the development, that Joint Venture party must offer Exore a right, but not an obligation, to acquire its Joint Venture interest (at either an agreed price or a price determined by the independent valuer)

¹ Based on AUD:USD exchange rate of 64.5 cents

² Ibaera Offer of A\$7.0 million for Apollo's 20% joint venture interest implies 100% of Joint Venture of A\$35.0 million or \$28.0 million for Exore 80% joint venture interest.

³ Exore market capitalisation (at 5.3c) is A\$31.2 million less cash as at 31 March 2020 of A\$12.7 million



For an update on the Company's activities in Cote d'Ivoire, please visit www.exoreresources.com.au.

This announcement has been authorised for release by Exore's Managing Director, Justin Tremain and effectively lifts the trading halt requested by the Company on Thursday 7 May 2020.

For further information, please contact:

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Competent Person Statement

The information in this report that relates to Exploration Results is based on information compiled by Mr Travis Schwertfeger, who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Schwertfeger is a Director of Exore Resources Limited and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a competent person as defined in the 2012 Edition of the "Australasian Code for reporting of Exploration Results, Exploration Targets, Mineral Resources and Ore Reserves" (JORC Code). Mr Schwertfeger consents to the inclusion in this report of the matters based upon the information in the form and context in which it appears.

The information in this report that relates to Mineral Resource estimates is based on information compiled by Mr Brian Wolfe, an independent consultant to Exore Resources Limited and a Member of the Australasian Institute of Geoscientists. Mr Wolfe has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a competent person as defined in the 2012 Edition of the "Australasian Code for reporting of Exploration Results, Exploration Targets, Mineral Resources and Ore Reserves" (JORC Code). Mr Wolfe consents to the inclusion in this report of the matters based upon the information in the form and context in which it appears.

All material assumptions and technical parameters underpinning the JORC 2012 reporting tables in the relevant market announcements referenced in this text continue to apply and have not materially changed.

Appendix One

| Bagoé Gold Project, Cote d'Ivoire | | | | |
|-------------------------------------|----------------|--------------|---------------|----------------|
| JORC 2012 Mineral Resource Estimate | | | | |
| Cut-Off | Classification | Tonnes (kt) | Gold Grade | Ounces |
| 0.5g/t | Indicated | 950 | 3.0g/t | 90,000 |
| | Inferred | 8,800 | 1.8g/t | 510,000 |
| | Total | 9,750 | 1.9g/t | 600,000 |
| | Indicated | 750 | 3.5g/t | 90,000 |
| | Inferred | 5,850 | 2.3g/t | 440,000 |
| | Total | 6,650 | 2.5g/t | 530,000 |

Refer to the Company's announcement on 4 May 2020 titled "Maiden Gold Resource of 530,000 ounces at 2.5g/t" (May Announcement) with all information required under ASX Listing Rule 5.8 in respect of the above mineral resource estimate.

The Company confirms that it is not aware of any new information or data that materially affects the information included in these estimates since they were first reported in the May Announcement. The Company also confirms that all material assumptions and technical parameters underpinning the estimates in the May Announcement continue to apply and have not materially changed.