



5 December 2023

Company Announcements Office
Australian Securities Exchange Limited
Level 4, 20 Bridge Street
Sydney NSW 2000

Director Share Sale

Capricorn Metals Ltd (Capricorn or the Company) advises that two directors Mr Mark Clark and Mr Mark Okeby have sold a portion of their respective shareholdings by way of a fully underwritten block trade. Both have been directors of Capricorn since July 2019 and have made significant personal investments in Capricorn shares. They have been part of a board and executive team that has overseen the growth of the company from a market capitalisation of approximately \$80 million to around \$1.8 billion today.

This is the first time either director has sold any shares in the company.

Mr Clark sold 5 million shares and retains a shareholding of 17.2 million shares (4.5% of the shares on issue). Mr Okeby sold 2 million shares and retains a shareholding of 4.6 million shares. Mr Clark and Mr Okeby remain significant long-term shareholders of the Company and have no intention to sell any further shares in the medium term.

Executive Chairman Mr Clark remains committed to driving the growth of Capricorn with a view to creating a high quality, multi mine Australian gold mining company.

The sale of shares was conducted in accordance with the Company's Trading in Securities Policy. Appendix 3Y disclosures are attached to this announcement.

This announcement has been authorised for release by the board of Capricorn.

Your sincerely
Capricorn Metals Ltd

A handwritten signature in blue ink, appearing to read 'Kim Massey', is positioned below the typed name.

Kim Massey
CEO and Company Secretary

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Capricorn Metals Ltd
ABN	84 121 700 105

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Mark Clark
Date of last notice	2 December 2022

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Samoz Pty Ltd <Clark Family Trust> ("Samoz") – <i>Director & Beneficiary of Trust</i> Mark Clark Superannuation Pty Ltd ("MSC") <Mark Clark Super Fund A/C> - <i>Director & Beneficiary</i> Sarah Anne Clark ("SAC") - <i>Spouse</i>
Date of change	4 December 2023
No. of securities held prior to change	Samoz: 22,120,000 Ordinary Shares & 281,414 Performance Rights MCS: 12,000 Ordinary Shares SAC: 40,000 Ordinary Shares
Class	Ordinary Shares
Number acquired	Nil
Number disposed	5,000,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$4.60 per share

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

No. of securities held after change	Samoz: 17,120,000 Ordinary Shares and 281,414 Performance Rights. MCS: 12,000 Ordinary Shares SAC: 40,000 Ordinary Shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market trade

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.

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Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	CAPRICORN METALS LTD
ABN	84 121 700 105

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Donald Mark Okeby
Date of last notice	28 July 2021

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	a) Liberty Management Pty Ltd <Liberty Superfund A/C> <i>Director and Member</i> b) Liberty Management Pty Ltd <Liberty A/C> <i>Director & Beneficiary</i>
Date of change	4 December 2023
No. of securities held prior to change	a) 4,615,385 ordinary shares-Liberty Management Pty Ltd <Liberty Superfund A/C> b) 2,000,000 ordinary shares – Liberty Management Pty Ltd <Liberty A/C>
Class	Ordinary shares
Number acquired	Nil
Number disposed	2,000,000 ordinary shares
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$4.60 per share
No. of securities held after change	a) 2,615,385 ordinary shares - Liberty Management Pty Ltd <Liberty Superfund A/C> b) 2,000,000 ordinary shares- Liberty Management Pty Ltd <Liberty A/C>

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market sale
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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.