

# Crocodile Gold Enters Into an Amended and Restated Agreement and Announces Filing of Final Prospectus for Previously Announced \$30 Million Convertible Debenture Offering

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TORONTO, ONTARIO -- (Marketwired - April 3, 2013) - [Crocodile Gold Corp.](#) (TSX:CRK) (OTCQX:CROCF) (FRANKFURT:XGC) ("Crocodile Gold" or the "Company") today announced that it has entered into an amended and restated agreement with Raymond James Ltd. ("Raymond James"), acting as agent, and that it has filed an amended and restated (final) short form prospectus with the securities regulators in each of the Provinces of Canada (other than Québec) in connection with its previously announced marketed public offering (the "Debenture Offering") of up to \$30 million aggregate principal amount of 8.0% unsecured convertible debentures (the "Debentures"). Raymond James has been granted an over-allotment option to offer for sale Debentures in an aggregate principal amount of up to an additional \$4,500,000, exercisable in whole or in part at any time until April 29, 2013.

The closing of the Debenture Offering is expected to occur on or about April 5, 2013.

Crocodile Gold is pursuing the Debenture Offering to fund several key projects that will further the growth of the Company in both the Northern Territory and State of Victoria.

The Debenture Offering is subject to a number of conditions, including, without limitation, receipt of all regulatory approvals, including approval of the Toronto Stock Exchange.

## About Crocodile Gold

Crocodile Gold is a Canadian gold mining and exploration company with three operating mines in both the Northern Territory and the State of Victoria in Australia. The Company has a combined land package in excess of 4,000 sq. km. The objective of Crocodile Gold is to continue production from its three operating mines, Cosmo, Stawell and Fosterville, while also advancing exploration programs to further organic growth. For additional information, please visit our website [www.crocodilegold.com](http://www.crocodilegold.com).

Follow us on Twitter (@crocodilegold\_crk) or Facebook ([www.facebook.com/CrocodileGoldCorp](http://www.facebook.com/CrocodileGoldCorp)).

## Cautionary Note

*These securities being offered have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold in the United States or to, or for the benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act) absent registration or an applicable exemption from registration requirements. This release does not constitute an offer for sale of securities in the United States.*

*Certain information set forth in this press release contains "forward-looking statements", and "forward-looking information under applicable securities laws. Except for statements of historical fact, certain information contained herein constitutes forward-looking statements, which include the anticipated closing of the Debenture Offering, the Company's expectations for future performance based on current drill results and past production, expected gold prices, and mineral resource estimates, and are based on Crocodile Gold's current internal expectations, estimates, projections, assumptions and beliefs, which may prove to be incorrect. Some of the forward-looking statements may be identified by words such as "expects", "anticipates", "believes", "projects", "plans", and similar expressions. These statements are not guarantees of future performance and undue reliance should not be placed on them. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause Crocodile Gold's actual performance and financial results in future periods to differ materially from any projections of future*

*performance or results expressed or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to: liabilities inherent in mine development and production; geological, mining and processing technical problems; Crocodile Gold's inability to obtain required mine licenses, mine permits and regulatory approvals required in connection with mining and mineral processing operations; competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel; incorrect assessments of the value of acquisitions; changes in commodity prices and exchange rates; currency and interest rate fluctuations; various events which could disrupt operations and/or the transportation of mineral products, including labour stoppages and severe weather conditions; the demand for and availability of rail, port and other transportation services; the ability to secure adequate financing and management's ability to anticipate and manage the foregoing factors and risks. There can be no assurance that forward-looking statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Crocodile Gold undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking statements.*

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