

# Caldas Gold to Acquire Juby Project in Abitibi Greenstone Belt in Ontario, Canada

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TORONTO, May 21, 2020 - [Caldas Gold Corp.](#) (the "Company" or "Caldas Gold") (TSX-V: CGC) is pleased to announce that it has entered into a definitive agreement (the "Acquisition Agreement") pursuant to which Caldas Gold will acquire all of the issued and outstanding shares of privately-held South American Resources Corp. ("SARC"), to be effected by way of a three-cornered amalgamation between Caldas Gold, SARC and a wholly-owned subsidiary of Caldas Gold (the "Transaction"). Pursuant to the terms of the Acquisition Agreement, Caldas Gold will issue twenty million common shares of the Company (the "Consideration Shares") to current shareholders of SARC. Certain shareholders of SARC have entered into voluntary lock-up agreements with SARC pursuant to which such security holders, holding approximately 87% of the Consideration Shares, have agreed to voluntarily lock-up their Consideration Shares for a period of two years from the closing date of the Transaction.

SARC is party to an acquisition agreement pursuant to which SARC will acquire certain mining exploration assets in Northeastern Ontario (the "Juby Acquisition") held by [Lake Shore Gold Corp.](#) ("LSGC"), a wholly owned subsidiary of [Pan American Silver Corp.](#) The mining exploration assets comprise a 100% interest in the Juby Project. In addition, SARC is party to an acquisition agreement pursuant to which it will acquire from LSGC a 25% joint venture interest in certain claims adjoining the Juby Project (the "Knight JV Acquisition"). The completion of the Transaction is conditional on, among other things, the completion by SARC of the Juby Acquisition and the Knight JV Acquisition. Caldas Gold will be responsible for funding the cash payment of US\$9.5 million due to LSGC on closing of the Juby Acquisition and the cash payment of US\$0.5 million due to LSGC on closing of the Knight JV Acquisition.

The Juby Project is an advanced exploration-stage gold project located in Ontario, Canada, approximately 15 km west-southwest of the town of Gowganda and 100 km south-southeast of the Timmins gold camp within the Shining Tree area in the southern part of the Abitibi greenstone belt. Over 14,000 acres are controlled through the patented claims of the Juby Project covering 10 km strike length on the mineralized trend.

The Transaction has been unanimously approved by each of the boards of directors of Caldas Gold and SARC. It is anticipated that [Gran Colombia Gold Corp.](#) will complete a private placement with Caldas Gold prior to the closing of the Transaction to fund the completion of the Juby Acquisition and the Knight JV Acquisition.

The closing of the Transaction is subject to customary closing conditions for a transaction of this nature including, among other things, the listing of the Consideration Shares on the TSX Venture Exchange ("TSX-V"). The closing of the Transaction is expected to occur on or about June 15, 2020.

A copy of the Acquisition Agreement will be filed by Caldas Gold with the Canadian securities regulators and will be available for viewing on the Company's profile on SEDAR at [www.sedar.com](#). A description of the Acquisition Agreement will also be set forth in Caldas Gold's material change report to be filed on SEDAR.

## About SARC

SARC is party to an acquisition agreement pursuant to which it will acquire mining exploration assets comprising a 100% interest in the Juby Project, located in Northeastern Ontario. In addition, SARC is also party to an acquisition agreement pursuant to which it will acquire a 25% joint venture interest in certain claims adjoining the Juby Project.

## About Caldas Gold

Caldas Gold is a Canadian junior mining company currently advancing a prefeasibility study for a major expansion and modernization of its underground mining operations at its Marmato Project in the Department of Caldas, Colombia with mineral resources of 2.0 million ounces of gold in the Measured and Indicated categories and 3.3 million ounces in the Inferred category. A Preliminary Economic Assessment study (Preliminary Economic Assessment Report, Marmato Project, Colombia, dated February 6, 2020 completed by SRK Consulting (U.S.), Inc.) is available on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

## Forward-Looking Information

This news release contains "forward-looking information", which may include, but is not limited to, statements regarding the expected benefits to result from the Transaction; the effect of the Transaction; the satisfaction of closing conditions, including, without limitation (i) certain termination rights available to the parties under the Acquisition Agreement, (ii) Caldas Gold obtaining the necessary approvals from the TSX-V for listing the Consideration Shares to be issued in connection with the Transaction, and (iii) receipt of required regulatory approvals and other customary closing conditions; our ability to create shareholder value and other statements that are not historical facts. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Caldas Gold to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause actual results to differ materially from those anticipated in these forward-looking statements are described under the caption "Risk Factors" in the Company's Filing Statement dated as of February 19, 2020 which is available for view on SEDAR at [www.sedar.com](http://www.sedar.com). Forward-looking statements contained herein are made as of the date of this press release and Caldas Gold disclaims, other than as required by law, any obligation to update any forward-looking statements whether as a result of new information, results, future events, circumstances, or if management's estimates or opinions should change, or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader is cautioned not to place undue reliance on forward-looking statements.

*Neither the TSX-V nor its Regulation Services Provider (as that term is defined in the policies of the TSX-V) accepts responsibility for the adequacy or accuracy of this news release.*

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