

Antler Gold Announces Binding Letter Agreement to Acquire Greenfields Rare Earth Project in Zambia and Private Placement Financing of Units

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Halifax, August 6, 2021 - [Antler Gold Inc.](#) (TSXV: ANTL) ("Antler" or the "Company") is pleased to announce it has entered into a binding letter agreement with an arm's length vendor (the "Vendor") to acquire a greenfields rare earth project (the "Project") in Zambia ("Agreement"). The Company also announces a non-brokered private placement financing to raise gross proceeds of \$500,000 from the sale of 5,000,000 units of the Company (the "Units") priced at \$0.10 per Unit (the "Financing").

The Project being acquired from the Vendor is a carbonatite which was first identified in the 1960's in the Kafue district in southern Zambia. The Project is located within the Vendor's currently held mineral license. Under the Agreement, Antler has the right to create a new license and to transfer it into a newly incorporated joint venture entity ("Newco") once certain terms and conditions are met, including (i) a payment of C\$5,000 to the Vendor on signing of the Agreement, (ii) C\$25,000 of exploration work in respect of the Project within 6 months of expiration of the 30 day due diligence period commencing on the date of the Agreement, and (iii) an additional C\$10,000 payment to the Vendor should Antler decide to proceed to establish a joint venture with the Vendor and transfer the license to Newco. Terms of the proposed joint venture between Antler and the Vendor will include, among other things, an initial 75% interest for Antler and 25% for the Vendor in Newco. Antler will act as the operator of the Project and each party will be expected to contribute its proportionate share of exploration expenditures in respect of the Project. In the event that either party's interest in Newco is diluted to 10% or less, that party's interest will automatically be converted into a 5% carried interest.

Antler also announces the Financing to raise gross proceeds of C\$500,000 by the sale of 5,000,000 Units at a price of \$0.10 per Unit. Each Unit will consist of one common share of Antler (a "Common Share") and one half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will be exercisable to purchase one common share of Antler at the price of \$0.15 per share for a period of two years from the closing date of the Financing (the "Closing Date"). Insiders intend on subscribing for a portion of the Financing to be determined.

Antler intends to use the net proceeds of the Financing to advance exploration work on its Erongo Gold Project in Namibia and the Project in Zambia as well as for general working capital purposes. Completion of the Financing is subject to the satisfaction of certain conditions, including the approval of the TSX Venture Exchange. All securities issued pursuant to the Financing will be subject to a four-month hold period commencing on the Closing Date.

Qualified Person

Peter Hollick, BSc. (Hons), is a Consulting Geologist at Remote Exploration Services (Pty) Ltd. and has reviewed and approved the scientific and technical information in this news release. Mr. Hollick is a registered Professional Natural Scientist with the South African Council for Natural Scientific Professions (Pr. Sci. Nat. No. 400113/93) and a Qualified Person for the purposes of National Instrument 43-101.

About Antler Gold Inc.

[Antler Gold Inc.](#) (TSXV: ANTL) is a Canadian company, focused on the acquisition and exploration of gold projects in Namibia. Antler's Erongo Gold Project covers areas of the Navachab-Damara Belt, which is highly prospective for gold, and shares geologically similarities to the areas containing the known Namibian Gold

mines (QKR's Navachab and B2 Golds' Otjikoto) as well as Osino's recent Twin Hills discovery. Namibia is recognized as one of Africa's most politically stable jurisdictions, with an extremely well-established national infrastructure.

The Company continues to assess new opportunities to expand its Namibian and Zambian portfolio.

Further details are available on the Company's website at www.antlergold.com.

Cautionary Statements

This press release may contain forward-looking information, such as statements regarding the completion of the work in Namibia by Antler and future plans and objectives of Antler, including the acquisition of a new project in Zambia. This information is based on current expectations and assumptions (including assumptions in connection with the continuance of the applicable company as a going concern and general economic and market conditions) that are subject to significant risks and uncertainties that are difficult to predict, including risks relating to the ability to satisfy the conditions to completion of exploration programmes and work in Namibia and Zambia and risks related to the Company's ability to complete the Financing. Actual results may differ materially from results suggested in any forward-looking information. Antler assumes no obligation to update forward-looking information in this release, or to update the reasons why actual results could differ from those reflected in the forward-looking information unless and until required by applicable securities laws. Additional information identifying risks and uncertainties is contained in filings made by Antler with Canadian securities regulators, copies of which are available at www.sedar.com.

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

For further information, please contact Daniel Whittaker, President and CEO of Antler Gold Inc., at (902) 488-4700 or Chris Drysdale, VP at +264 81 220 2439.

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