

New Carolin Gold Corp. Securityholders Approve Acquisition by Talisker Resources Ltd

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Vancouver, Sept 9, 2021 - [New Carolin Gold Corp.](#) (TSXV: LAD) (OTC Pink: LADFF) (the "Company" or "New Carolin") is pleased to announce that a significant majority of New Carolin's securityholders approved the special resolution (the "Arrangement Resolution") authorizing the previously-announced plan of arrangement pursuant to which [Talisker Resources Ltd.](#) ("Talisker") will acquire all of the outstanding common shares of the Company (each, a "Common Share") for consideration of 0.3196 of a common share of Talisker for each Common Share held (the "Arrangement").

The Arrangement was approved by holders of New Carolin common shares, options and warrants (the "Securityholders") at the special meeting of Securityholders held on September 9, 2021 (the "Meeting"). The Arrangement Resolution was approved by approximately 95.84% of the votes cast by New Carolin's shareholders and 97.15% of the votes cast by Securityholders, voting as a single class. A total of 26,939,372 New Carolin securities were voted at the Meeting, representing approximately 32.75% of the votes attached to all New Carolin securities outstanding as of the record date of August 4, 2021.

New Carolin will seek a final order of the Supreme Court of British Columbia to approve the Arrangement at a hearing expected to be held on or about September 14, 2021. The Arrangement is expected to close on or about September 16, 2021, provided all of the customary closing conditions as set forth in the definitive arrangement agreement (the "Arrangement Agreement") are satisfied or waived.

Registered holders of New Carolin shares can no longer provide a written notice of dissent to the Arrangement Resolution to New Carolin as the deadline to exercise dissent rights pursuant to the interim order obtained in connection with the Arrangement has passed.

Upon the completion of the Arrangement, the Company will pay Joma Jore Management & Agiotage, Inc. ("Joma") a finder's fee of \$100,000 (the "Finder's Fee"). Subject to the acceptance by the TSX Venture Exchange, the Finder's Fee will be satisfied by the issuance of 526,315 Common Shares having a deemed issue price of \$0.095 per share, representing \$50,000, and by cash payment of \$50,000.

Further details regarding the Arrangement are set out in the management information circular of the Company dated August 10, 2021, which is available on New Carolin's profile on SEDAR (www.sedar.com).

About New Carolin

New Carolin Gold is a Canadian-based junior company focused on the exploration, evaluation and development of its 100% owned property consisting of 144 square kilometers of contiguous mineral claims and crown grants, collectively known as the "Ladner Gold Project" (the "Project"). The Project is located near Hope, BC in the prospective and under-explored Coquihalla Gold Belt, which is host to several historic small gold producers including the Carolin Mine, Emancipation Mine and Pipestem Mine, and numerous gold prospects.

For additional information, please visit the Company's website at www.newcarolingold.com.

ON BEHALF OF THE BOARD OF DIRECTORS

"Kenneth R. Holmes"
President and CEO

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Caution concerning forward-looking information

This news release contains forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. All statements, other than statements of historical fact, included herein including, without limitation, statements or information about the completion of the Arrangement, and the timing for obtaining court approval and for the closing of the Arrangement are forward looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. These risk factors include, among others: risks associated with the business of Talisker and the Company; risks related to the satisfaction or waiver of certain conditions contemplated by the Arrangement Agreement; risks related to reliance on technical information provided by Talisker and the Company; risks relating to exploration and potential development of the Company and Talisker's projects; business and economic conditions in the mining industry generally; the supply and demand for labour and other project inputs; prices for commodities to be produced and changes in commodity prices; changes in interest and currency exchange rates; risks relating to inaccurate geological and engineering assumptions (including with respect to the tonnage, grade and recoverability of mineral resources); risks relating to unanticipated operational difficulties (including failure of plant, equipment or processes to operate in accordance with specifications or expectations, cost escalation, unavailability of materials and equipment, government action or delays in the receipt of government approvals, industrial disturbances or other job action, and unanticipated events related to health, safety and environmental matters); risks relating to adverse weather conditions; political risk and social unrest; changes in general economic conditions or conditions in the financial markets; and other risk factors as detailed from time to time and the additional risks identified in the Company's filings with Canadian securities regulators on SEDAR in Canada (available at www.sedar.com). These forward-looking statements are made as of the date hereof and, except as required under applicable securities legislation, the Company does not assume any obligation to update or revise them to reflect new events or circumstances.

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