

Ascot Refinances Existing US\$10 Million Convertible Facility

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VANCOUVER, June 19, 2023 - [Ascot Resources Ltd.](#) (TSX: AOT; OTCQX: AOTVF) ("Ascot" or the "Company") is pleased to announce that it has entered into a definitive credit agreement with Nebari Gold Fund 1, LP ("Nebari"), which consists of US\$14 million subordinated convertible credit facility (the "Nebari Convertible Facility"). The Nebari Convertible Facility is to refinance Ascot's existing Beedie Convertible Facility (as defined below). In late 2020 and as part of a larger project financing package, Ascot entered into a US\$25 million subordinated convertible credit facility with Beedie Investments Ltd. ("Beedie Capital") of which the Company had drawn an initial advance of US\$10 million (the "Beedie Convertible Facility") and canceled the undrawn facility of US\$15 million.

The Nebari Convertible Facility is bound by broadly similar terms as compared with the Beedie Convertible Facility, with the most notable difference being an extension of the maturity date from late-2024 to mid-2027. Closing of the Nebari Convertible Facility is expected to be before June 30, 2023. Closing of the Nebari Convertible Facility is subject to the satisfaction of customary closing conditions and the Company receiving all necessary regulatory approvals, including the approval of the Toronto Stock Exchange ("TSX").

Derek White, President and CEO, commented, *"We are pleased to have found a capable and aligned financing partner in Nebari to refinance our existing convertible facility. In extending the maturity date from late-2024 to mid-2027, we enhance our operating flexibility by minimizing pressure on our balance sheet or our capital structure."*

Nora Pincus and Juan Alvarez, Managing Directors at Nebari, commented, *"We are very excited to be entering into this Convertible Facility with Ascot Resources and helping to support the construction of the Premier Gold Project as it progresses into production. We are impressed with the experience and professionalism of the Ascot team and have the utmost confidence in their ability to become one of British Columbia's premier gold producers."*

THE NEBARI CONVERTIBLE FACILITY

- Principal of US\$14 million drawn in one tranche (the "Advance"), the proceeds of which will be used to repay the Beedie Convertible Facility outstanding principal of US\$10 million, together with all accrued and unpaid interest and prepayment fees.
- The maturity date shall occur 48 months from the date of the Advance (the "Closing Date"), which shall be no more than 7 business days from the date of this release.
- Interest rate of 5.0% plus the greater of (i) 3.0% and (ii) the secured overnight financing rate for a 3-month tenor per annum.
- 100% of interest costs capitalized to principal until the earlier of the Company declaring commercial production at the Premier Gold Project ("PGP") or December 31, 2024.
- All or a portion of the US\$14 million principal amount can be converted into Ascot common shares at the option Nebari at a price (the "Conversion Price") of C\$0.72 which is equal to a 20% premium to the 30-day VWAP of Ascot common shares up to and including June 15, 2023.
- If over 20 consecutive trading days the VWAP of Ascot common shares exceeds 45% of the Conversion Price, Ascot may convert up to 50% of the outstanding principal, as applicable, to Ascot common shares, subject to certain limitations and conditions.
- Subject to the terms and conditions of the Nebari Convertible Facility, Ascot may prepay the outstanding principal at any time.
- As part of this prepayment condition, Ascot will issue to Nebari 25,767,777 unvested warrants on closing of the Nebari Convertible Facility (the "Prepayment Warrants").
- Prepayment is subject to the conditions of the senior purchase and sale agreements among Ascot, as seller, IDM Mining Ltd. and Ascot Power Ltd., as guarantors, and Sprott Resource Streaming and Royalty (B) Corp., as purchaser, 1.0% penalty on repayment of outstanding principal and interest after 24 months from the Closing Date, prior to 24 months from the Closing Date a make whole fee of 24 months interest.

- In certain prepayment or repayment events, a number of Prepayment Warrants will vest that is equal to the quotient of the principal being prepaid divided by the initial US\$14 million advance, with each Warrant entitling the holder to purchase one Ascot common share at an exercise price equal to the Conversion Price.
- The Nebari Convertible Facility also contains customary representations, warranties and covenants for a transaction of this nature.

On behalf of the Board of Directors of [Ascot Resources Ltd.](#)

"Derek C. White"

President & CEO

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About Ascot Resources Ltd.

Ascot is a Canadian junior exploration and development company focused on re-starting the past producing Premier gold mine, located on Nisga'a Nation Treaty Lands, in British Columbia's prolific Golden Triangle. Ascot shares trade on the TSX under the ticker AOT. Concurrent with progressing the development of Premier, the Company continues to successfully explore its properties for additional high-grade underground resources. Ascot is committed to the safe and responsible development of Premier in collaboration with Nisga'a Nation as outlined in the Benefits Agreement.

For more information about the Company, please refer to the Company's profile on SEDAR at www.sedar.com or visit the Company's web site at www.ascotgold.com, or for a virtual tour visit www.vrify.com under Ascot Resources.

The TSX has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

Cautionary Statement Regarding Forward-Looking Information

All statements and other information contained in this press release about anticipated future events may constitute forward-looking information under Canadian securities laws ("forward-looking statements"). Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "targeted", "outlook", "on track" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions. All statements, other than statements of historical fact, included herein are forward-looking statements, including statements in respect of the advancement and development of the PGP and the timing related thereto, the structure and completion of the Nebari Convertible Facility and the expected closing date of the Nebari Convertible Facility. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements, including risks associated with the business of Ascot; risks related to exploration and potential development of Ascot's projects; business and economic conditions in the mining industry generally; fluctuations in commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and the geology, continuity and grade of mineral deposits; the need for cooperation of government agencies and indigenous groups in the exploration and development of properties and the issuance of required permits; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; the possibility of delay in exploration or development programs and uncertainty of meeting anticipated program milestones; uncertainty as to timely availability of permits and other governmental approvals; risks associated with COVID-19 including adverse impacts on the world economy, construction timing and the availability of personnel; and other risk factors as detailed from time to time in Ascot's filings with Canadian securities regulators, available on Ascot's profile on SEDAR at www.sedar.com including the Annual Information Form of the Company dated March 23, 2023 in the section entitled "Risk Factors". Forward-looking statements are based on assumptions made with regard

to: the estimated costs associated with construction of the Project; the timing of the anticipated start of production at the Project; the ability to maintain throughput and production levels at the Premier Mill; the tax rate applicable to the Company; future commodity prices; the grade of Resources and Reserves; the ability of the Company to convert inferred resources to other categories; the ability of the Company to reduce mining dilution; the ability to reduce capital costs; and exploration plans. Forward-looking statements are based on estimates and opinions of management at the date the statements are made. Although Ascot believes that the expectations reflected in such forward-looking statements and/or information are reasonable, undue reliance should not be placed on forward-looking statements since Ascot can give no assurance that such expectations will prove to be correct. Ascot does not undertake any obligation to update forward-looking statements. The forward-looking information contained in this news release is expressly qualified by this cautionary statement.

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