Tembo Gold Announces Acquisition of Property Adjacent to Recently Announced Imwelo Property

29.08.2023 | Newsfile

Vancouver, August 29, 2023 - Tembo Gold Corp. (TSXV: TEM) ("Tembo", or the "Company") - is pleased to announce that its subsidiary Tembo Gold Tanzania Limited (the "Subsidiary") has entered into a License Purchase Agreement dated August 28th, 2023 (the "Agreement") with an arm's length private Tanzanian Citizen, pursuant to which the Subsidiary will acquire (the "Acquisition") the Dora Gold Project (the "Project") in Tanzania.

The Project

The Project (PL11953/2022 of 19km^2) borders the Imwelo Mining License to the west, east and south. The Company announced the proposed acquisition of the Imwelo Mining License in its press release dated August 10, 2023. Exploration drilling by previous operators has identified a historical resource estimate containing indicated mineral resources of 90,800oz Au at a grade of 1.19 g/t and an inferred mineral resources of 424,310oz Au gold at a grade of 1.43 g/t, located in two zones (the "Historical Resource Estimate"). A number of targets remain to be tested. The Historical Resource Estimate is derived from a report entitled "Independent Competent Person's Report on the Imwelu Gold Project, Tanzania - Mineral Resource Report" dated March 10, 2017 (the "Report") prepared by Minxcon (Pty) Ltd of South Africa. The Historical Resource Estimate presented in the Report was carried out in accordance with the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (2012 Edition) prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia. The Historical Resource Estimate was based on a preliminary economic assessment completed in 2014 on the Project, which utilised a cut-off grade of 0.4 g/t, for an open pit scenario. A gold price of USD$1,469/oz, and a 90% plant recovery factor were applied in the calculation of the cut-off, with a 0% dilution factor. The Report includes the following Historical Resource Estimate:

Historical Resource Estimate

To view an enhanced version of this graphic, please visit:
https://images.newsfilecorp.com/files/2214/178792_bbdab76384e26a61_002full.jpg

The above noted Historical Resource Estimate is the last historical mineral resource estimate on the Project and no more recent data is available to the Company.

A qualified person has not done sufficient work to classify the Historical Resource Estimate as current mineral resources, and the Company is not treating the Historical Resource Estimate as current mineral resources or mineral reserves. The Company believes that the Historical Resource Estimate is relevant to an appraisal of the merits of the Project and forms a reliable basis upon which to develop future exploration programs. The Company will need to conduct further exploration, and there is no guarantee that the results obtained will reflect the historical estimate. In order to verify the Historical Resource Estimate to a current mineral resource estimate, the Company will need to retain a qualified person to verify historical drilling and assaying methods and validate historical results, add any drilling and assaying or other pertinent geological information generated since the last estimation, and complete an updated resource estimate and a new technical report. Significant data compilation, drilling, sampling and data verification may be required by a qualified person before the Historical Resource Estimate can be classified as a current resource. There can be no assurance that any of the historical mineral resources, in whole or in part, will ever become economically viable. In addition, mineral resources are not mineral reserves and do not have demonstrated economic viability. Even if classified as a current mineral resource, there is no certainty as to whether further exploration will result in any inferred mineral resources being upgraded to an indicated or measured mineral resource category.

Terms of the Acquisition

The Acquisition is an arm's length transaction for cash consideration, and is considered an Exempt Transaction under the TSX Venture Exchange policies.

Conditions to the closing of the Acquisition include:

- satisfactory search results regarding title to the Project;
- approval of the Mining Commission (Tanzania) to proceed with the Acquisition, if applicable; and
- other customary conditions precedent for a transaction of this nature.

The Acquisition is expected to be completed by November 30th, 2023.

"The acquisition of this prospecting license immediately adjacent to the recently announced ML Tembo is acquiring from Lake Victoria Gold, provides the Company with an additional area of prospective geology with gold mineralization, as evidenced by historical drilling and extensive artisanal mining," said David Scott, President & CEO of Tembo.

Qualified Person

David Scott, Pr. Sci. Nat., is the Qualified Person responsible for the technical content of this news release. David Scott, Pr. Sci. Nat., has prepared, supervised and approved the scientific and technical disclosure in this news release.

About Tembo

Tembo Gold is a Canadian public company listed on the TSX Venture Exchange under the symbol TEM. The Company has a 100% interest in the Tembo Gold Project which has over forty thousand meters of drilling and is located adjacent to Barrick's 20Moz Bulyanhulu Mine in Tanzania's prolific Lake Victoria Goldfield. In April 2022 Tembo completed a transaction with Barrick, whereby Tembo sold six of its non-core licenses to Barrick for $6mm USD, and Barrick is committed to spending $9mm USD over the first four years. Additionally, Tembo will receive contingent payments of up-to $45mm USD on the first five million ounces discovered by Barrick.

The Company has assembled a highly experienced team with a track record of developing, financing, and operating mining projects in Africa. Joining part of the team is Taifa Group. Taifa Group (a diverse group of companies with interests in amongst others, Mining, Telecoms, Oil & Gas, Agri Business, Pharmaceuticals and Leather) has taken an equity stake in Tembo Gold and through its wholly owned subsidiary Taifa Mining (a wholly Tanzanian owned company). Taifa Mining will also carry out all the contract mining and civil works for the Imwelo project. Taifa Mining is Tanzania's largest mining contractor with over 30 years mining related experience. Taifa have been the contractor of choice to most mines in Tanzania and have maintained long and successful relationships with companies such as Petra, De Beers, Barrick and AngloGold Ashanti. In addition, we also own the largest fleet of mining equipment in Tanzania. As a company, Taifa is committed to adopting and adhering to the latest internationally recognised standards throughout all aspects of its business.

Tembo is focused on the discovery and development of world-class gold projects in Africa as well as seeking additional opportunities that can bring value to the company and shareholders.

On Behalf of the Board of Directors of Tembo,

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Cautionary Statement Regarding Forward-Looking Information

This news release includes certain "forward-looking information" within the meaning of applicable Canadian securities legislation, including: future exploration plans with respect to the Project, defining current mineral resource and mineral reserves on the Project, the terms of the Acquisition, closing of the Acquisition, including the satisfaction of the closing conditions thereunder and the expected timing thereof, and receipt of all applicable regulatory approvals. All statements in this news release that address events or developments that we expect to occur in the future are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, although not always, identified by words such as "expect", "plan", "anticipate", "project", "target", "potential", "schedule", "forecast", "budget", "estimate", "intend" or "believe" and similar expressions or their negative connotations, or that events or conditions "will", "would", "may", "could", "should" or "might" occur. All such forward-looking statements are based on the opinions and estimates of management as of the date such statements are made.

Forward-looking statements necessarily involve assumptions, risks and uncertainties, certain of which are beyond Tembo's control, including risks associated with or related to: the completion of the Acquisition, including receipt of all regulatory approvals and third-party consents, the volatility of metal prices and Tembo's common shares; changes in tax laws; the dangers inherent in exploration, development and mining activities; the uncertainty of reserve and resource estimates; not achieving development or production, cost or other estimates; actual exploration or development plans and costs differing materially from the Company's estimates; the ability to obtain and maintain any necessary permits, consents or authorizations required for mining activities; environmental regulations or hazards and compliance with complex regulations associated with mining activities; climate change and climate change regulations; fluctuations in exchange rates; the availability of financing; financing and debt activities; operations in foreign and developing countries and the compliance with foreign laws, including those associated with operations in Tanzania and including risks related to changes in foreign laws and changing policies related to mining and local ownership requirements or resource nationalization generally, including in response to the COVID-19 outbreak; remote operations and the availability of adequate infrastructure; fluctuations in price and availability of energy and other inputs necessary for mining operations; shortages or cost increases in necessary equipment, supplies and labour; regulatory, political and country risks, including local instability or acts of terrorism and the effects thereof; the reliance upon contractors, third parties and joint venture partners; challenges to title or surface rights; the dependence on key personnel and the ability to attract and retain skilled personnel; the risk of an uninsurable or uninsured loss; adverse climate and weather conditions; litigation risk; competition with other mining companies; community support for Tembo's operations, including risks related to strikes and the halting of such operations from time to time; conflicts with small scale miners; failures of information systems or information security threats; the ability to maintain adequate internal controls over financial reporting as required by law; compliance with anti-corruption laws, and sanctions or other similar measures; social media and Tembo's reputation; and other risks disclosed in the Company's public filings.

Tembo's forward-looking statements are based on the opinions and estimates of management and reflect their current expectations regarding future events and operating performance and speak only as of the date hereof. Tembo does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change other than as required by applicable law. There can be no assurance that forward-looking statements will prove to be accurate, and actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements. Accordingly, no assurance can be given that any events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what benefits or liabilities Tembo will derive therefrom. For the reasons set forth above, undue reliance should not be placed on forward-looking statements.

To view the source version of this press release, please visit https://www.newsfilecorp.com/release/178792