

Ascot Provides an Update on Proposed Financing

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VANCOUVER, Oct. 30, 2024 - [Ascot Resources Ltd.](#) (TSX: AOT; OTCQX: AOTVF) ("Ascot" or the "Company")

As previously disclosed, the Company's brokered private placement was upsized to C\$42 million instead of the originally announced range of C\$25-C\$35 million. As a result of the upside, the Company was able to reduce the size of the proposed senior debt financing to US\$7.5 million instead of the original US\$11.25 million previously disclosed.

Ascot is pleased to announce that it has entered into a non-binding indicative term sheet with Sprott Private Resource Streaming and Royalty (B) Corp, ("Sprott"), the Company's largest secured creditor, to provide US\$7.5 million of financing by way of an amendment to the terms of one of its existing stream agreements between Sprott, Ascot and certain of Ascot's subsidiaries. In addition, the Company and Nebari (as defined below) have made certain amendments to the non-binding indicative term sheet that was described in the Prior Announcements (as defined below).

The Company previously announced a funding package comprised of a brokered private placement and amendments to existing agreements with its secured creditors to provide funding to advance the development of the Premier Northern Lights mine ("PNL"), restart the mill and restart the Big Missouri mine ("BM") from the current state of temporary care & maintenance. Please refer to the press release titled "*Ascot Provides an Update on Funding for Future Mine Development & Restart of Operations*" dated October 21, 2024 and the press release titled "*Ascot Announces Upsize Of Previously Announced Equity Financing*" dated October 22, 2024 (together, the "Prior Announcements"). Capitalized terms used in this press release but not otherwise defined have the meaning set out in the Prior Announcements.

During negotiations with the Secured Creditors in respect of the Debt Financing described in the Prior Announcements, the Company determined that certain conditions would be costly and difficult to achieve. The Company has proposed amendments to the terms of the Debt Financing (the "Amended Debt Financing") in order to increase Ascot's likelihood of satisfying certain conditions precedent. As previously disclosed in the Prior Announcements, as part of the Amended Debt Financing, the Secured Creditors would extend their existing waiver and forbearance conditions until May 31, 2025.

The Amended Debt Financing remains subject to receipt of necessary regulatory approvals and exemptions, which may not be received. The Company has not yet received any funding from the Amended Debt Financing and the Amended Debt Financing remains subject to several conditions which may not be satisfied or waived. There is no certainty that Ascot will be able to complete the Amended Debt Financing and accomplish the objectives described in the Prior Announcements.

The Amended Debt Financing is conditional on certain conditions precedent required by the Secured Creditors, including the completion of the Equity Financing for a minimum amount of approximately C\$30 million, successful negotiation and execution of definitive agreements and the receipt of the necessary TSX approvals and exemptions.

The execution of definitive agreements in respect of the Amended Debt Financing and the closing of the Equity Financing are still expected to occur on or about November 18, 2024.

The Amended Debt Financing is expected to have the following terms and conditions, among others, with the final terms and conditions to be contained in the definitive agreements for the Amended Debt Financing:

In respect of Sprott:

1. The existing stream agreement between Sprott and the Company referred to as "Purchase and Sale Agreement #1" for an initial deposit amount of US\$110 million, will be amended to, among other things: (i) provide an additional US\$7.5 million to advance to Ascot (the "Additional Stream Amount"); and (ii) grant an additional gold and silver stream percentage to Sprott of 0.50% of all payable gold and 6.80% of all payable silver (or silver equivalent) until the Premier (as defined below) and Red Mountain Projects has delivered 8,600 ounces of gold to Sprott, at which time such additional stream percentages shall each be reduced by 50%.
2. On or before December 31, 2026, Ascot has the right to repurchase (and eliminate) the Additional Stream Amount for US\$9.7 million on or before December 31, 2026.
3. If Ascot does not exercise its repurchase right, Sprott has a right to require Ascot to repurchase (and eliminate) the Additional Stream Amount for a 12 month period commencing on January 1, 2027.
4. The Amended Debt Financing shall be pari passu with the current stream security.
5. The proceeds from the Amended Debt Financing will be deposited into an escrow account and released in stages following the satisfaction of certain key performance indicators and receipt of any regulatory approvals or non-appealable court orders, to the extent required, to establish the seniority of stream.
6. Subject to TSX approval, an alignment fee equal to US\$112,500 to be paid in Common Shares upon draw down of funds from escrow with an issue price equal to the market price.

In respect of Nebari Gold Fund 1, LP, Nebari Natural Resources Credit Fund II, LP and Nebari Collateral Agent LLC (collectively, "Nebari"), in consideration for the waiver and forbearance by Nebari of the COF and the CD:

1. The terms of the COF will be amended as follows:
 - Interest shall be increased from 10.0% to 10.5% above SOFR.
 - All interest and amortisation payments due under the COF from September 2024 until May 31, 2025 shall be deferred and capitalized as part of the outstanding principal of (the "Deferred Payments").
 - Commencing on May 31, 2025, the Deferred Payments shall be payable in 10 monthly instalments ending in Feb 2026, which payments shall be in addition to any regular interest payments being met.
 - Subject to TSX approval, an alignment fee equal to US\$1 million to be paid in Common Shares on execution of definitive agreements at the Offer Price.
2. Subject to TSX approval, the exercise price of the existing warrants held by Nebari will be amended to C\$0.192 per Common Share (representing a 20% premium to the Offer Price).
3. The terms of the CD be amended as follows:
 - All interest payments payable during the period from September 2024 to May 2025 to be deferred and capitalized as part of the outstanding principal, consistent with the terms of the COF.
 - All capitalised interest from the period September 2024 until May 31, 2025 to be payable quarterly over the following 4 quarters, from May 2025 to February 2026 (in addition to regular interest payments owing)
 - Subject to TSX approval, the conversion price to be amended to C\$0.192 per Common Share (representing a 20% premium to the Offer Price), and the forced conversion option for Ascot to be removed.
 - The CD continues to be promoted into the senior position upon repayment of the COF.

Equity Financing

Except for the amendments described above as they relate to the Amended Debt Financing, the terms and conditions of the Equity Financing have not been amended and the Equity Financing remains conditional on (i) the execution of all necessary definitive agreements in respect of the Amended Debt Financing, (ii) the deposit of the proceeds of the Amended Debt Financing into an escrow account and (iii) receipt of all necessary TSX approvals and exemptions (which for clarity have not yet been received). The Equity Financing is also conditional upon the Company not being required to obtain any shareholder approvals in respect of the Equity Financing (whether by way of exemption by the TSX or otherwise).

Use of Funding

The net proceeds from the Amended Debt Financing and the Equity Financing are expected to be used for the development of PNL, the mill and BM.

Qualified Person

John Kiernan, P.Eng., Chief Operating Officer of the Company is the Company's Qualified Person (QP) as defined by National Instrument 43-101 and has reviewed and approved the technical contents of this news release.

On behalf of the Board of Directors of Ascot Resources Ltd.

"Derek C. White"

President & CEO, Director

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About Ascot

Ascot is a Canadian mining company headquartered in Vancouver, British Columbia and its shares trade on the TSX under the ticker AOT and on the OTCQX under the ticker AOTVF. Ascot is the 100% owner of the Premier Gold Mine ("Premier"), which poured first gold in April 2024 and is located on Nisga'a Nation Treaty Lands, in the prolific Golden Triangle of northwestern British Columbia.

For more information about the Company, please refer to the Company's profile on SEDAR+ at www.sedarplus.ca or visit the Company's web site at www.ascotgold.com.

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", "would" 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 terms and conditions of the Amended Debt Financing or the Equity Financing, the ability to raise additional funds, the completion of the Amended Debt Financing or the Equity Financing, the future performance, defaults and obligations of Ascot under agreements with the Secured Creditors; the anticipated use of proceeds from the funding package and the ability of the Company to accomplish its business objectives and the intentions described herein; and future plans, development and operations of the Company. 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 related to whether the Equity Financing and/or Amended Debt Financing will be completed on the terms described or at all; the need for future waivers or forbearance agreements from the Secured Creditors; business and economic conditions in the mining industry generally; fluctuations in commodity prices and currency exchange rates; uncertainty of estimates and projections relating to development, production, costs and expenses, and health, safety and environmental risks; 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 Ascot's properties and the issuance of required permits; the need to obtain additional financing to finance operations and uncertainty as to the availability and terms of future financing; the possibility of delay in future plans and uncertainty of meeting anticipated program milestones; uncertainty

as to timely availability of permits and other governmental approvals; the need for TSX approval, including pursuant to financial hardship exemptions, and other regulatory approvals 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.sedarplus.ca including the Annual Information Form of the Company dated March 25, 2024 in the section entitled "Risk Factors". Forward-looking statements are based on assumptions made with regard to: the estimated costs associated with the care and maintenance plans; the ability to maintain throughput and production levels at BM and PNL; the tax rate applicable to the Company; future commodity prices; the grade of mineral resources and mineral reserves; the ability of the Company to convert inferred mineral resources to other categories; the ability of the Company to reduce mining dilution; the ability to reduce capital costs; the ability of the Company to raise additional financing; compliance with the covenants in Ascot's credit agreements; 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, other than as required by applicable laws. The forward-looking information contained in this news release is expressly qualified by this cautionary statement.

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