



Agreement to Divest the Eburnea Gold Project

Highlights

- Agreement with ASX-listed Santa Fe Minerals Ltd (ASX: SFM) to divest Turaco's interest in the Eburnea Gold Project in central Cote d'Ivoire
- Comprises the 100% owned Satama granted exploration permit and Turaco's interest in the Bouake North exploration permit application
- Turaco to become a cornerstone ~11% shareholder (post equity raising) in Santa Fe through the issue of 12 million Santa Fe shares, with an additional 4 million performance rights, thereby retaining upside exposure to the Eburnea Project without management and funding commitments
- Consistent with Turaco's focus on the development of the Afema Gold Project in southern Cote d'Ivoire
- Follows on from recent successful divestments of other non-core permits to Many Peaks Minerals Ltd, Aurum Resources Ltd, Awale Resources Ltd and Fortuna Mines Ltd which have generated significant value and non-dilutive funding for Turaco

Turaco Gold Limited (ASX | TCG) ('**Turaco**' or the '**Company**') is pleased to announce it has entered into share sale and purchase agreements ('**Agreements**') with ASX-listed Santa Fe Minerals Ltd ('**Santa Fe**') for the divestment of its interest in the Satama granted exploration permit and the Bouake North exploration permit application that make up the Eburnea Gold Project in central Cote d'Ivoire.

This divestment is consistent with Turaco's rationalisation of its exploration projects in Cote d'Ivoire to focus its resources on the Afema Gold Project, whilst retaining upside exposure through shareholdings in listed entities.

Consideration to be received by Turaco for the sale of the Eburnea Gold Project will be:

- 12,000,000 fully paid ordinary shares in Santa Fe; and
- 4,000,000 performance rights that convert into fully paid ordinary shares in Santa Fe upon meeting of certain milestones

In addition to customary conditions, the sale is conditional upon Santa Fe shareholders approving the transaction and Santa Fe completing an equity raising of at least A\$1.0 million.

Managing Director, Justin Tremain commented:

"Through a cornerstone shareholding in Santa Fe, Turaco will continue to benefit from any exploration success within the Eburnea Project by Santa Fe whilst not distracting Turaco's focus on the Afema Project. This agreement follows other recent divestment of non-core permits by Turaco that has resulted in the generation of significant value for Turaco."



Transaction Terms

Under the Agreements, Turaco will divest:

- its 100% shareholding in CDI Mining Holdings Pty Ltd (**'CDI Mining'**, a company incorporated in Australia) which holds a 100% interest, via a wholly owned Cote d'Ivoire subsidiary, in the Satama exploration permit; and
- its shareholding in Turaco Bouake Exploration SARL (**'Turaco Bouake'**, a company incorporated in Cote d'Ivoire) which holds the Bouake North exploration permit application

The consideration payable by Santa Fe to Turaco is to comprise:

- 12,000,000 fully paid ordinary shares in Santa Fe, subject to a 12-month escrow; and
- 4,000,000 performance rights, with a 4-year term, to convert into fully paid ordinary shares in Santa Fe on the announcement of a JORC Mineral Resource estimate of 0.5 million ounces of gold at a 0.5g/t gold cut-off (2,000,000 performance rights) and 1.0 million ounces of gold at a 0.5g/t gold cut-off (2,000,000 performance rights)

Whilst holding at least a 10% shareholding in Santa Fe, Turaco will have the right to appoint a Non-Executive Director to the Board of Santa Fe.

Completion under the Agreements is conditional upon various conditions precedent to be satisfied within four months of the date of the Agreements, including:

- Santa Fe receiving confirmation from the ASX that it will not exercise discretion under Listing Rule 11.1.2 and 11.1.3 to require Santa Fe to obtain shareholder approval and re-comply with Chapters 1 and 2 of the ASX Listing Rules, or if Santa Fe does not obtain such confirmation, Santa Fe obtaining shareholder approval for the purposes of Listing Rule 11.1.2;
- Santa Fe receiving shareholder approval for the issue of the consideration shares and performance rights;
- Santa Fe completing an equity raising of at least A\$1 million;
- Turaco obtaining consent from Fortuna Mines Corporation for the transaction under the Fortuna Option Agreement (refer ASX announcement dated 6 March 2024); and
- all other shareholders of Turaco Bouake consenting to the transfer of Turaco's shareholding to Santa Fe.

The Agreements are otherwise on customary terms and conditions for a transaction of this nature, including termination rights and warranties provided by the parties.

Under the Agreement, Santa Fe has also agreed to assume the rights and obligations of Turaco under the royalty agreement (**'Royalty Agreement'**) with Resolute (Treasury) Pty Ltd (**'Resolute'**), which granted Resolute a 2.5% NSR on Turaco's share of future production from the Satama permit that was originally acquired from Resolute Mining Ltd and its wholly owned subsidiary, Toro Gold Ltd, under the Sale & Purchase Agreement announced on 21 May 2021.

As announced on 6 March 2024, Turaco granted an option to Fortuna Mines Corporation (formerly Fortuna Silver Mines Inc) over five exploration permits that comprise the Tongon North Project (**'Fortuna Option Agreement'**). Three of those five permits are held via CDI Mining and Turaco will retain the benefits accruing from these permits under the Fortuna Option Agreement by way of an option to acquire these three permits from Santa Fe for \$1.00.

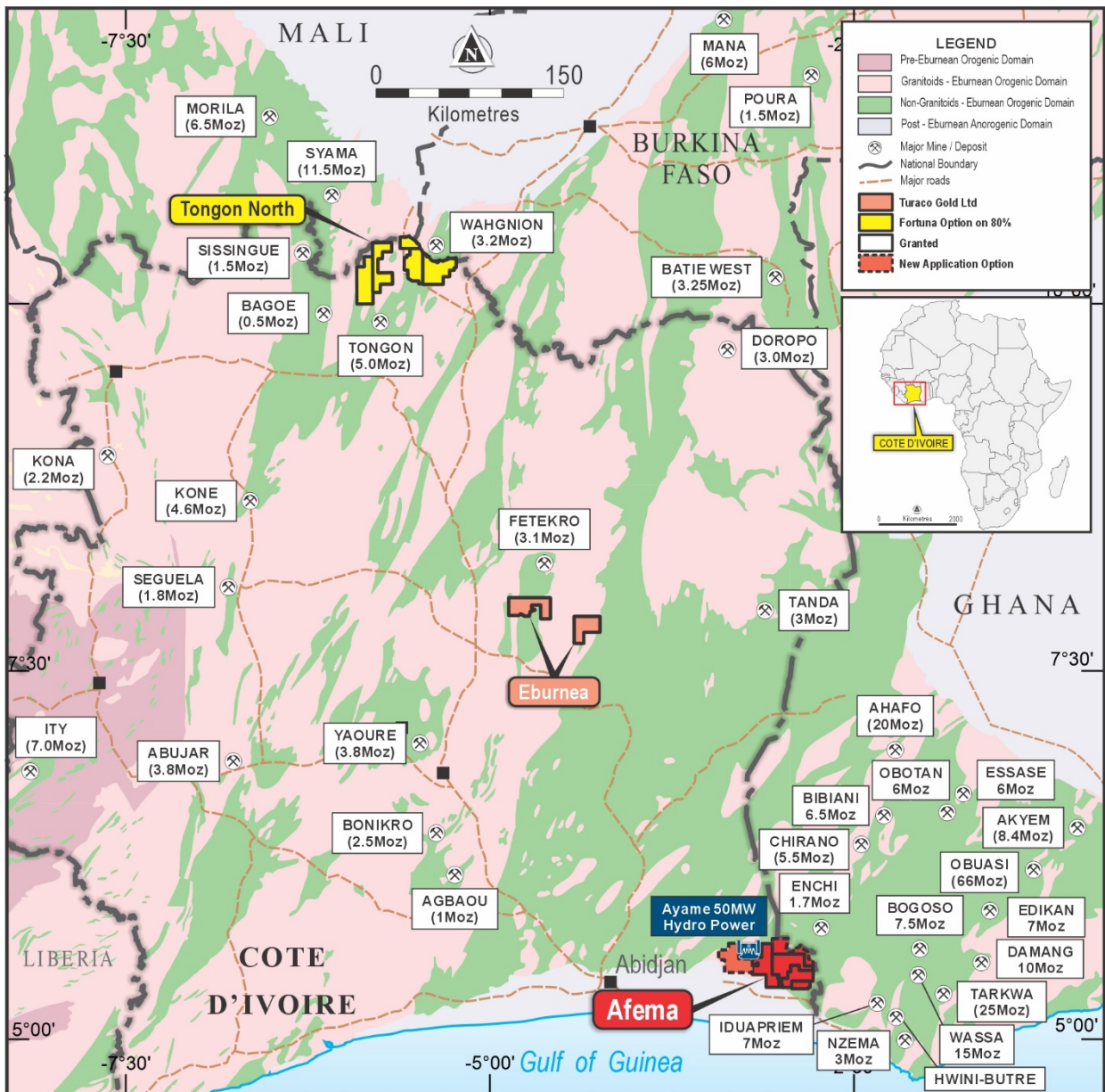


Figure One | Project Locations

This announcement has been authorised for release by the Board of Turaco Gold Limited.

ENDS

For further information, please contact:

Justin Tremain
 Managing Director
 Turaco Gold Limited
 E: info@turacogold.com.au
 T: +61 8 9480 0402