



## NEWS RELEASE

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### **Newcore Gold Closes \$15 Million Bought Deal Financing**

May 28, 2026

TSX-V: NCAU, OTCQX: NCAUF

**Vancouver, BC - Newcore Gold Ltd. ("Newcore" or the "Company")** (TSX-V: NCAU, OTCQX: NCAUF) is pleased to announce that the Company has closed its previously announced bought deal financing of 28,310,000 common shares of the Company (the "Common Shares") at a price of \$0.53 per Common Share for aggregate gross proceeds to the Company of \$15,004,300 (the "Offering"). Post-Offering the Company has 312,695,640 common shares issued and outstanding, with Management and the Board of Directors collectively owning 12% of the shares.

The Company intends to use the net proceeds of the Offering to fund exploration and development activities at the Company's Enchi Gold Project in Ghana, as well as for general corporate and working capital purposes.

The Common Shares issued under the Offering were offered to purchasers' resident in Canada, except Québec, pursuant to the listed issuer financing exemption under Part 5A of NI-45-106, as amended and supplemented by Coordinated Blanket Order 45-935 *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "Listed Issuer Financing Exemption"). The Common Shares issued under the Listed Issuer Financing Exemption are not subject to a hold period in accordance with applicable Canadian securities laws. The Common Shares issued to Insiders (as defined below) are subject to a four month and one day hold period in accordance with the policies of the TSX Venture Exchange.

The Offering was conducted by Haywood Securities Inc. as lead underwriter and sole bookrunner on behalf of a syndicate of underwriters including Canaccord Genuity Corp. and SCP Resource Finance LP (collectively, the "Underwriters") pursuant to an underwriting agreement as among the Company and the Underwriters dated May 28, 2026. In connection with the Offering, the Underwriters received an aggregate cash fee of \$876,836, equal to 6% of the gross proceeds of the Offering, reduced to 2% in respect of proceeds received from subscribers included on a president's list.

Certain directors and officers of the Company (the "Insiders") participated in the Offering, acquiring an aggregate of 250,000 Common Shares. The issuance of Common Shares to such Insiders is considered to be a related party transaction within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company was exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the Insiders' participation in the Offering in reliance on sections 5.5(a) and 5.7(1)(a) of MI 61-101. The Company will file a material change report in respect of closing of the Offering.

The securities offered have not been, nor will they be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any applicable securities laws

of any state of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent such registration or an applicable exemption from such registration requirements. This release does not constitute an offer for sale or the solicitation of an offer to buy any of the securities in the United States or to, or for the account or benefit of, a U.S. person. "U.S. person" and "United States" are as defined in Regulation S under the U.S. Securities Act.

### **About Newcore Gold Ltd.**

Newcore Gold is advancing its Enchi Gold Project located in Ghana, Africa's largest gold producer<sup>(1)</sup>. Newcore Gold offers investors a unique combination of top-tier leadership, who are aligned with shareholders through their 12% equity ownership, and prime district scale exploration opportunities. Enchi's 248 km<sup>2</sup> land package covers 40 kilometres of Ghana's prolific Bibiani Shear Zone, a gold belt which hosts several multi-million-ounce gold deposits, including the Chirano mine 50 kilometres to the north. Newcore's vision is to build a responsive, creative and powerful gold enterprise that maximizes returns for shareholders.

(1) Source: Production volumes for 2024 as sourced from the World Gold Council.

### **On Behalf of the Board of Directors of Newcore Gold Ltd.**

Luke Alexander  
*President, CEO & Director*

### **For further information, please contact:**

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*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

### **Cautionary Note Regarding Forward-Looking Statements**

*This news release includes statements that contain "forward-looking information" within the meaning of the applicable Canadian securities legislation ("forward-looking statements"). All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussion with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often, but not always using phrases such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements relate, among other things, to: the intended use of proceeds from the Offering.*

*These forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business. The assumptions underlying the forward-looking statements are based on information currently available to Newcore. Although the forward-looking statements contained in this news release are based upon what*

*management of Newcore believes, or believed at the time, to be reasonable assumptions, Newcore cannot assure its shareholders that actual results will be consistent with such forward-looking statements, as there may be other factors that cause results not to be as anticipated, estimated or intended. Forward-looking information also involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others: management's broad discretion regarding the use of proceeds of the Offering; the Company may require additional financing from time to time in order to continue its operations which may not be available when needed or on acceptable terms and conditions; risks related to the speculative nature of Newcore's business; Newcore's formative stage of development; Newcore's financial position; possible variations in mineralization, grade or recovery rates; actual results of current exploration activities; fluctuations in general macroeconomic conditions; fluctuations in securities markets; fluctuations in spot and forward prices of gold and other commodities; fluctuations in currency markets (such as the Canadian dollar to United States dollar exchange rate); change in national and local government, legislation, taxation, controls, regulations and political or economic developments; risks and hazards associated with the business of mineral exploration, development and mining (including environmental hazards, unusual or unexpected geological formations); the presence of laws and regulations that may impose restrictions on mining; employee relations; relationships with and claims by local communities; the speculative nature of mineral exploration and development (including the risks of obtaining necessary licenses, permits and approvals from government authorities); and title to properties.*

*Forward-looking statements contained herein are made as of the date of this news release and Newcore disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results, except as may be required by applicable securities laws. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information.*