



CAPRICORN ANNOUNCES KEY BOARD AND MANAGEMENT CHANGES AS IT PREPARES TO DEVELOP THE KARLAWINDA PROJECT

ASX ANNOUNCEMENT

8 November 2018

ASX Code: CMM

ABN: 84 121 700 105

Board of Directors:

Ms Debra Bakker
Non-Executive Chair

Mr Stuart Pether
Non-Executive Director

Mr Peter Benjamin
Non-Executive Director

Mr Geoff Rogers
Non-Executive Director

Issued Capital:

Shares 747.9M
Options 55.6M
Share Price A\$0.069
Market Cap. A\$51.6M

REGISTERED OFFICE:

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KEY POINTS

- **Managing Director, Heath Hellewell to retire, but remain in a part-time executive capacity, pending the appointment of a new Chief Executive Officer.**
- **Peter Langworthy to retire as Non-Executive Director.**
- **Experienced mining executive Peter Benjamin and corporate and resources lawyer Geoff Rogers appointed Non-Executive Directors.**

Australian gold developer Capricorn Metals Ltd (ASX: CMM) ("Capricorn" or "the Company") today announced key changes to its Board and senior management.

The changes reflect an ongoing Board renewal process designed to support its impending transition from explorer to developer-producer and to ensure that the required skill-sets are in place to oversee the financing and development of its flagship Karlawinda Gold Project in WA.

As part of the transition, founding Directors Mr Heath Hellewell and Mr Peter Langworthy will step down from the Board, making way for the appointment of two new highly-experienced Non-Executive Directors.

Mr Hellewell will retire as Managing Director effective immediately but will remain with the Company in an executive capacity on an interim part-time basis, pending the appointment of a new CEO. An executive search process is already well advanced, and a new CEO appointment is expected to be made in due course.

Mr Hellewell is a founding Director of Greenmount Resources Pty Ltd, the Company that originally acquired the Karlawinda Gold Project and merged with Capricorn Metals in February 2016. Since then, he served initially as a Non-Executive Director of the Company, before becoming Executive Chairman and, more recently, Managing Director.

During his tenure, the Company has delivered significant growth in the Resource inventory at Karlawinda to its current level of 1.5Moz, completed a highly successful Definitive Feasibility Study and finalised all permitting – advancing the Project to a point where it is now ready for development.

Mr Langworthy will also retire from the Board effective immediately and has served as both an Executive and Non-Executive Director of the Company since the transformational acquisition of the Karlawinda Gold Project.

He was Technical Director at the time of the acquisition and has continued to play a critical role in the advancement of the Project. With Peter's retirement, the resolution relating to his re-election contained in the Notice of Meeting for the Company's upcoming AGM on November 15 will be withdrawn.

Commenting on the changes, Capricorn's Chair, Debra Bakker, said: *"On behalf of the Board, I would like to extend our sincerest thanks to both Heath and Peter, who have been instrumental in the evolution of the Company from a junior explorer to its current status as one of Australia's most advanced and significant gold development companies."*

"As founders of the Company and entrepreneurial mining executives, both Heath and Peter have made it clear for some time that they always intended to step down at the appropriate time as the Company prepares to make the transition from the exploration-feasibility and pre-development phase to one of commercial development and, ultimately, operations."

"With the completion of feasibility and optimisation studies, the Karlawinda Gold Project is now fully-permitted and the Company's strategic focus will shift to development and operations. A formal debt financing process has progressed to the position whereby credit approved term sheets from a number of short-listed banks are expected within the next two weeks."

New Board Appointments

As part of this transition, the Board is pleased to announce the appointment of two experienced mining industry professionals as Non-Executive Directors which will assist in the Company's transition from exploration into development and operations.

Mr Geoff Rogers (B Juris LLB) is a corporate and resources lawyer with over 35 years' experience advising both Australian and international clients involved in the resources industry. Geoff was a corporate and resources partner at the law firm Mallesons Stephen Jaques (now King & Wood Mallesons) for 27 years until his retirement in 2012. Geoff has considerable experience in joint ventures, mergers and acquisitions, fund raising, project acquisition and development and regulatory issues in the resources industry. During the period since 2012, Geoff has run his own private practice as well as being in-house counsel for Panoramic Resources Limited.

Mr Peter Benjamin (B.Sc. (Hons), Grad Dip (Exploration), Dip Bus Admin, GAICD, MAusIMM, FAIM) is a geologist with over 40 years' experience in senior exploration, project, operational and executive management roles for both junior and mid-tier resources companies. These roles have included significant experience in the development and subsequent operations for open pit and underground precious, base metal and bulk mineral mines throughout Australia. Peter has extensive experience in managing and implementing exploration strategies, which have led to the successful and ongoing discovery and delineation of new resources and reserves. Peter recently retired from his role as Managing Director of Kalamazoo Resources Limited, a gold and copper explorer and developer. His previous roles have included Managing Director for Shaw River Manganese Ltd, General Manager Geology, for Iluka Resources Limited and Divisional Project Manager for Newcrest Mining Limited.

Given the timing of the Company's Annual General Meeting, both Mr Rogers and Mr Benjamin, having been appointed prior to the meeting but after the notice of meeting was sent to shareholders, will be considered for re-election in accordance with section 250R of the Corporations Act. Resolutions with respect to their re-election will be proposed at the meeting and voted on.

The Chair and Board will oversee the appointment of a new Managing Director or Chief Executive Officer, to be announced in due course. The Company is undertaking a formal search process and the process is well advanced, with several high calibre candidates already under consideration. In the meantime, the Company will continue to proactively progress the development of the Karlawinda Gold Project in line with its previously disclosed strategy.

In the interim the Company's Chief Operating Officer, Chief Financial Officer and Chief Geologist will each report directly to the Board of Directors and will be supported by Mr Hellewell in his part-time executive capacity.

Documents appended to this release:

- Appendix 3Z – Final Director's Interest Notice – H Hellewell
- Appendix 3Z – Final Director's Interest Notice – P Langworthy
- Appendix 3X – Initial Director's Interest Notice – G Rogers
- Appendix 3X – Initial Director's Interest Notice – P Benjamin

For further information, please contact:

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Chair

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Appendix 3Z

Final Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	CAPRICORN METALS LTD
ABN	84 121 700 105

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	HEATH HELLEWELL
Date of last notice	27 DECEMBER 2017
Date that director ceased to be director	8 NOVEMBER 2018

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
NIL

Appendix 3Z

Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest	Number & class of securities
NEDLANDS NOMINEES PTY LTD <WINDANDSEA INVESTMENTS A/C> <i>Director & Shareholder</i>	28,642,014 Ordinary Shares 1,000,000 Unlisted Options Exercisable at \$0.20 Expiring 31/05/2020
CENTREPEAK RESOURCES GROUP PTY LTD <i>Director & Shareholder</i>	74,327,115 Ordinary Shares

Part 3 – Director's interests in contracts

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
No. and class of securities to which interest relates	

+ See chapter 19 for defined terms.

Appendix 3Z

Final Director's Interest Notice

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Introduced 30/9/2001.

Name of entity	CAPRICORN METALS LTD
ABN	84 121 700 105

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	PETER LANGWORTHY
Date of last notice	2 FEBRUARY 2018
Date that director ceased to be director	8 NOVEMBER 2018

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

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Number & class of securities
NIL

Appendix 3Z

Final Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest	Number & class of securities
OMNI GEOX PTY LTD <i>Director & Major Shareholder</i>	5,104,903 Ordinary Shares
ELLENBROOK INVESTMENTS PTY LTD <i>Director & Non-Controlling Shareholder</i>	17,671,673 Ordinary Shares
JERICO EXPLORATION PTY LTD <ATF THE LANGWORTHY FAMILY TRUST> <i>Director of Trustee & Beneficiary of Trust</i>	4,800,000 Unlisted Options Exercisable at \$0.10 per shares Expiring 31 May 2020 2,500,000 Unlisted Options Exercisable at \$0.20 per shares Expiring 31 May 2020

Part 3 – Director's interests in contracts

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
No. and class of securities to which interest relates	

+ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	CAPRICORN METALS LTD
ABN	84 121 700 105

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	GEOFFREY JAMES ROGERS
Date of appointment	8 NOVEMBER 2018

Part 1 - Director's relevant interests in securities of which the director is the registered holder

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Number & class of securities
NIL

Appendix 3X

Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest.	Number & class of Securities
NIL	

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
No. and class of securities to which interest relates	

Appendix 3X

Initial Director's Interest Notice

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Introduced 30/9/2001.

Name of entity	CAPRICORN METALS LTD
ABN	84 121 700 105

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	PETER JOHN BENJAMIN
Date of appointment	8 NOVEMBER 2018

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities
NIL

Appendix 3X

Initial Director's Interest Notice

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

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