



Katoro Gold plc (Incorporated in England and Wales)  
(Registration Number: 9306219)  
Share code on AIM: KAT  
ISIN: GB00BSNBL022  
('Katoro' or 'the Company')

Dated: 11 April 2023

**Katoro Gold PLC ('Katoro' or the 'Company')**

**Settlement of Accrued Director Fees  
Director/PDMR Shareholding  
Total Voting Rights**

Katoro Gold PLC (AIM: KAT), the gold and nickel exploration and development company, announces that it has issued £11,085 of new ordinary shares at 0.1 pence per share in settlement of accrued director fees outstanding as further detailed below.

**Details of the Directors' Fee Settlement**

The Company has issued a total of 11,085,100 new Ordinary Shares ("Director Fee Shares") at 0.1p being the same price at which the Fundraise announced on 3 April 2023 was undertaken together with 11,085,100 warrants on the same terms as the Financing Warrants ("Director Warrants") to Paul Dudley in satisfaction of accrued Directors' fees outstanding as set out below.

In addition to the Director Warrants, the Company currently has 364,166,666 warrants outstanding, including 198,000,000 warrants held by participants of the April 2023 fundraise which includes 68,000,000 director warrants, exercisable at 0.1 pence per warrant; 36,666,666 warrants held by participants of the June 2020 fundraise which includes 1,666,666 director warrants, exercisable at 3 pence per warrant; 48,000,000 warrants held by participants of the December 2020 fundraise, exercisable at 3 pence per warrant; and 81,500,000 warrants held by participants of the November 2021 fundraise, exercisable at 1.5 pence per warrant.

The details of the shares to be issued to a director as follows:

BEFORE SETTLEMENT				AFTER SETTLEMENT			
Name	Position	Shares held prior to issue of Financing Shares	% Holding in Katoro before issue of Director Fee Shares	Number of Director Fee Shares issued	Number of Katoro shares held after issue of Director Fee Shares	Total value of Director Fee Shares and Director Subscriptions issued at deemed value of 0.1 pence per Katoro share	% Holding in Katoro after issue of Director Fee Shares
Paul Dudley	Non-Executive Director	1,833,333	0.28	11,085,100	12,918,433	£11,085	1.93

*Table 1: Directors' shareholding before and after fundraising*

BEFORE SETTLEMENT			AFTER SETTLEMENT			
Name	Position	Warrants held prior to issue of Director Fee Shares	Number of Director Warrants exercisable at 0.2 pence each	Expiry Date	Total number of warrants	
Paul Dudley	Non-Executive Director	333,333	11,085,100	10 April 2026	11,418,433	

*Table 2: Directors' warrant-holding position before and after placing*

The directors and management of the Company shown in the above tables are Persons Discharging Managerial Responsibility ('PDMRs') under the Market Abuse Regulation 2016 ('MAR'). In compliance with MAR and the Company's Share Dealing Code, the PDMR's have submitted dealing request forms to the designated Company executives to seek permission to participate in the Fundraise and authority has been granted. Dealing notification forms will be completed by the PDMRs and submitted to the FCA within three (3) days of completion of the Fundraise in accordance with MAR.

#### Admission and Total Voting Rights

Application will be made for the Admission of the Director Fee Shares being 11,085,100 new Ordinary Shares, which will rank pari passu with existing Ordinary Shares, with such Admission expected to become effective on or around 14 April 2023. Following Admission, the share capital of the Company will comprise 669,497,693 Ordinary Shares.

Each Ordinary Share has one voting right. No Ordinary Shares are held in treasury. Accordingly, the total number of voting rights will be 669,497,693 and this figure may be used by shareholders as the denominator for the calculation by which they will determine if they are required to notify their interest in, or a change to their interest in, Katoro Gold PLC under the FCA's Disclosure Guidance and Transparency Rules.

Following the issue of the Financing Shares and Admission, Kibo Energy PLC will be interested in, in aggregate 96,138,738 Ordinary Shares that represent approximately 14.36% of the Company's then-issued share capital.

*This announcement contains inside information as stipulated under the Market Abuse Regulations (EU) no. 596/2014.*

**\*\*ENDS\*\***

For further information please visit [www.katorogold.com](http://www.katorogold.com) or contact:

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#### Annexure: PDMR Notification Forms

The notifications below are made in accordance with the requirements of the Market Abuse Regulation.

<b>1.</b>	<b>Notification and public disclosure of transactions by Persons Discharging Managerial Responsibilities ('PDMRs') and persons closely associated with them</b>	
<b>a)</b>	<b>Name</b>	Paul Dudley
<b>b)</b>	<b>Position/Status</b>	Non-Executive Director
<b>c)</b>	<b>Initial notification/Amendment</b>	Initial notification
<b>2.</b>	<b>Details of the transaction(s): Section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>	
<b>a)</b>	<b>Description of the financial instrument, type of instrument</b>	A. Ordinary share of £0.001 each B. Unlisted warrants exercisable at £0.002 on or before 10 April 2026
	<b>Identification code</b>	A. GB00BSNBL022 B. Not applicable
<b>b)</b>	<b>Nature of the transaction</b>	Purchase of 11,085,100 ordinary shares
<b>c)</b>	<b>Price(s) and volume(s)</b>	A. 0.1 pence and 11,085,100 ordinary shares B. 11,085,100 warrants at nil cost
<b>d)</b>	<b>Aggregated information: Aggregated volume</b>	A. 11,085,100 ordinary shares B. 11,085,100 warrants
<b>e)</b>	<b>Date of the transaction</b>	11 April 2023
<b>f)</b>	<b>Place of the transaction</b>	London Stock Exchange

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