

Starcore Closes Share Exchange with EU Gold Mining and Launches Work Program on Côte d'Ivoire Project

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Vancouver, January 22, 2024 - [Starcore International Mines Ltd.](#) (TSX: SAM) ("Starcore" or the "Company") announces that it has closed the Share Exchange Agreement entered into with EU Gold Mining Inc. ("EU Gold"), a private company holding mineral property interests in Côte d'Ivoire, whereby Starcore acquired all of the issued and outstanding shares of EU Gold in exchange for Starcore shares.

The Share Exchange

Starcore issued 7,883,333 common shares to the shareholders of EU Gold in exchange for the EU Gold shares. This represents approximately 10.9 % of the post-acquisition issued and outstanding shares of Starcore after giving effect to the Share Exchange and the issuance of Starcore shares to K Mining as part of the consideration for the Option Agreement covering the mineral property interests in Côte d'Ivoire. Included in the Starcore shares issued to EU Gold shareholders were 3,000,000 shares of Starcore issued to current and former management and directors of Starcore who held an interest in EU Gold. (See "Other" below.)

The calculation of shares issued to the EU Gold shareholders was based on two-thirds of one Starcore share for each one EU Gold share, with a VWAP for Starcore at \$0.15 applied to EU Gold shares. As of the closing date, EU Gold had approximately \$420,000 of working capital to be used for its first-year exploration program.

Mineral Property Option Agreement

The acquisition of EU Gold adds an exciting dimension to Starcore's base of exploration prospects with a project more commonly known as the Kimoukro Gold Project located in the West African country of Côte d'Ivoire (the "Kimoukro Project"). By acquiring EU Gold, Starcore assumes all of the rights and obligations contained in a Mineral Property Option Agreement that EU Gold entered into with K Mining SARL ("K Mining"), an Ivorian gold exploration company in Abidjan, Côte d'Ivoire. K Mining owns four gold exploration permit applications covering 830 km², which includes the Kimoukro Project which covers 14.48 km². (See news release of August 16, 2023.)

With the closing of the Share Exchange, EU Gold becomes a wholly-owned subsidiary of Starcore, giving Starcore the sole and exclusive right and option (the "Option") to acquire from K Mining all of its right, title and interest in and to the Kimoukro Project. As part of the consideration for the Option, Starcore has issued 8,666,667 shares of Starcore to K Mining, which shares are subject to the statutory 4-month restriction, and further escrowed as follows:

- (a) one-third of the shares will be released within 12 months following the Option's Effective Date of February 17, 2023;
- (b) one-third will be released within 24 months following the Effective Date; and
- (c) the balance of one-third will be released within 36 months following the Effective Date.

For full particulars of the Option, please see news release dated August 16, 2023.

Other

Two of Starcore's directors and officers, namely Robert Eadie and Gary Arca, and a former director and officer (Pierre Alarie) have an interest in the transaction by being shareholders of EU Gold at the time the Share Exchange was entered into. The issuance of any shares to insiders constituted a "related party transaction", as defined under Multilateral Instrument 61-101 ("MI 61-101"). Such participation was exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the securities to be issued to the insiders, nor the consideration for the securities, exceeded 25% of Starcore's market capitalization.

About Starcore

Starcore International Mines is engaged in precious metals production with focus and experience in Mexico. While this base of producing assets is complemented by exploration and development projects throughout North America, Starcore is driven to expand its reach internationally. The Company is a leader in Corporate Social Responsibility and advocates value driven decisions that will increase long term shareholder value. You can find more information on the investor friendly website here: www.starcore.com.

ON BEHALF OF STARCORE INTERNATIONAL
MINES LTD.

Signed "Robert Eadie"
Robert Eadie, President & Chief Executive Officer

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