

STATEMENT OF CONFIRMATIONS

Iceni Gold Limited (ACN 639 626 949) (**Company**) confirms that the public offer under the Company's prospectus dated 3 March 2021 (**Prospectus**) has been completed and the Company has issued 100,000,000 Shares under the Offer to raise \$20,000,000.

Capitalised terms set out in this announcement have the same meaning as set out in the Prospectus.

The Company also confirms the following:

1. The Company has completed the issue of 3,456,857 Underwriter Options to Morgans Corporate Limited pursuant to the Underwriting Agreement.
2. The following securities are subject to ASX imposed escrow:

Security	Number	Restriction Period
Shares	80,375,000	Expiring 24 months from the date of quotation
Shares	4,975,000	Expiring 12 months from 11 December 2020
Shares	375,000	Expiring 12 months from 29 January 2021
Shares	2,166,435	Expiring 12 months from 10 February 2021
Shares	900,000	Expiring 12 months from 3 March 2021
Options ¹	19,706,857	Expiring 24 months from the date of quotation

Notes:

1. Exercisable at \$0.30 on or before 31 March 2024.
3. Set out below is the Company's capital structure:

Security	Number
Shares on issue at date of Prospectus	99,571,428
Shares issued pursuant to the Offer	100,000,000
Total Shares on issue	199,571,428

Security	Number
Options exercisable at \$.30 on or before 31 March 2024	19,706,857
Total Options on issue	19,706,857

4. The Company confirms there are no legal, regulatory, statutory or contractual impediments to the Company entering and carrying out exploration activities on its granted tenements the subject of the commitments as disclosed in the Prospectus.

For further information, please contact:

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Authorised for release by the board of Iceni Gold Limited