



Graphite Energy Corp. Announces an Update on Closing of the Pilbara Gold Acquisition, Western Australia, Name Change to Australian Goldfields Limited and Reinstatement as an Active Issuer on the CSE

March 8, 2021 / Vancouver, BC / Graphite Energy Corp (the “Company”) (CSE: GRE.X) (OTC: GRXXF) (Frankfurt: GOA), is pleased to announce that pursuant to the receipt of conditional approval from the Canadian Securities Exchange (“CSE”) for reinstatement as an Active Issuer on the CSE, concurrently, the Company will close on the acquisition of Pilbara Gold PTY Ltd. (“Pilbara” or the “Pilbara Gold Acquisition”), and change its name to Australian Goldfields Limited (trading symbol AUGF).

Pilbara Gold Acquisition

On June 16, 2020, the Issuer entered into the Acquisition Agreement with Pilbara and all the shareholders of Pilbara, third party arms’ length vendors, to acquire a 100% ownership of the Property Package by way of the purchase of all of the issued and outstanding shares of Pilbara. All rights to iron and diamonds contained on any of the acquisition tenements remain with the original shareholders of Pilbara. The following is a schedule of security issuances pursuant to the terms of the Acquisition Agreement which will be issued to Pilbara on a pro rata basis:

- 7,500,000 common shares of the Issuer to be issued at a deemed price of \$0.20 per common share to acquire 100% ownership of Pilbara, with these shares being subject to a 12-month escrow provision, to be issued on the date of reactivation of the Issuer on the Exchange;
- A finder’s fee of 750,000 common shares of the Issuer to be issued to a non-related third party at a deemed price of \$0.20 per common share on the date of reactivation of the Issuer on the Exchange;
- On the completion of a drill program of 4,000 meters, an additional 2,500,000 common shares;
- On the announcement of not less than 500,000 ounces of gold within the Property Package, as defined in a resource calculated compliant to NI 43-101 standards, a further 2,500,000 common shares;
- On the announcement of at least 1,000,000 ounces of gold within the Property Package, as defined in a resource calculated compliant to NI 43-101 standards, a further 2,500,000 common shares.

The Acquisition Agreement will close concurrently with the reactivation of the Issuer on the CSE.

Pilbara is the holder of a tenement land package located in 5 areas within the historic Pilbara mining district of Western Australia. The holdings include the Beatons River Project which is contiguous to Novo Resources Beaton’s Creek Gold Deposit, Australia’s newest gold producer. In addition, other tenements include the Cuprite West and East Projects, and the Tyche, Fortuna and Nortia Projects.



Details are available at www.australiangoldfields.com with a National Instrument 43-101 Technical Report covering the entire Pilbara acquisition projects available at: <https://www.australiangoldfields.com/wp-content/uploads/GRE-NI-43-101-Technical-Report-Sept-30-2020-FINAL.pdf>.

Mr. William Feyerabend, Consulting Geologist and a director of the Company and a Qualified Person under NI 43-101, approves of the scientific content of this press release.

Pursuant to the terms of its conditional approval for reinstatement as an Active Issuer on the CSE, concurrently, the Company will close on the acquisition of Pilbara Gold PTY Ltd. and change its name to Australian Goldfields Limited (trading symbol AUGF) on the effective date of reinstatement on the CSE. The Company will be providing further details in an upcoming re-instatement news release.

ON BEHALF OF THE BOARD

Adrian Hobkirk, President and CEO
Graphite Energy Corp. / Australian Goldfields, Ltd.

For further information, please telephone: (954) 684-8040 or australiangoldfields.com.

The Canadian Securities Exchange has not reviewed, nor approved the contents of this news release.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities law and may not be offered or sold in the “United States”, as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.

Forward-Looking Statements

This release contains certain “forward looking statements” and certain “forward-looking information” as defined under applicable Canadian securities laws. Forward-looking statements and information can generally be identified by the use of forward-looking terminology such as “may”, “will”, “expect”, “intend”, “estimate”, “anticipate”, “believe”, “continue”, “plans” or similar terminology. Forward-looking statements and information are based on forecasts of future results, estimates of amounts not yet determinable and assumptions that, while believed by management to be reasonable, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Forward-looking statements and information are subject to various known and unknown risks and uncertainties, many of which are beyond the ability of the Company to control or predict, that may cause the Company’s actual results, performance or achievements to be materially different from those expressed or implied thereby, and are developed based on assumptions about such risks, uncertainties and other factors set out here in, including but not limited to: the potential impact of epidemics, pandemics or other public health crises, including the current outbreak of the novel coronavirus known as COVID-19 on the Company’s business, operations and financial condition, the inherent risks involved in the general securities markets; uncertainties relating to the availability and costs of financing needed in the future; the inherent uncertainty of cost estimates and the potential for unexpected costs and expenses, currency fluctuations; regulatory restrictions, liability, competition, loss of key employees and other related risks and uncertainties. The Company undertakes no obligation to update forward-looking information except as required by applicable law. Such forward-looking information represents managements’ best judgment based on information



currently available. No forward-looking statement can be guaranteed and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information.