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ZACAPA CLOSES PRIVATE PLACEMENT

October 28, 2022 - Zacapa Resources Ltd. (TSXV: ZACA, OTCQB: ZACAF, DE: BH0) (“Zacapa”) announces that the non-brokered private placement (the “**Offering**”) for the sale of 9,614,257 units (the “**Units**”) at a price of C\$0.15 per Unit for gross proceeds of approximately \$1.4 million has now closed. Each Unit is comprised of one common share (each, a “**Unit Share**”) and one common share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one common share (each, a “**Warrant Share**”) at a price of C\$0.22 for a period of 36 months expiring October 28, 2025.

Certain directors of Zacapa subscribed for Units in the Offering. The subscription of Units to insiders pursuant to the Offering is considered a related party transaction for purposes of Multilateral Instrument 61-101 – *Protection of Minority Shareholders in Special Transactions* (“**MI 61-101**”). Zacapa relied on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(a) of MI 61-101 in respect of such insider participation, based on the determination that fair market value of the participation in the Offering by insiders did not exceed 25% of the market capitalization of Zacapa, as determined in accordance with MI 61-101.

The net proceeds from the sale of Units will be used for exploration of Zacapa’s projects, including the South Bullfrog gold project in Beatty, Nevada and for general corporate purposes. Finder’s fees of 6% cash and 6% finder’s warrants are payable on a portion of the Offering in accordance with the policies of the TSX Venture Exchange. Finder’s warrants are exercisable at a price of C\$0.22 and will expire on October 28, 2025. The Unit Shares, Warrant Shares and any common shares that are issuable from any finder’s warrants will be subject to a hold period of four months and one day expiring March 1, 2023 in accordance with applicable securities laws.

None of the securities sold in connection with the Offering will be registered under the United States Securities Act of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Zacapa Resources

Zacapa is a mineral exploration company engaged in responsible exploration for the new energy economy. Its projects are concentrated in world class jurisdictions in the southwest U.S., including Arizona, Nevada, and Idaho. The portfolio includes porphyry copper projects at Red Top and Pearl and epithermal gold projects at South Bullfrog and Miller Mountain. These assets are being advanced by a highly disciplined and seasoned professional team with successful track records of discovery, resource development and mine permitting.

For more information, please visit www.zacaparesources.com. All documents are available on Zacapa’s profile page on SEDAR at www.sedar.com.

On behalf of the Board of Directors,

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