

Optimum Ventures Announces Securityholder Approval of Plan of Arrangement With Blackwolf Copper and Gold Ltd.

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VANCOUVER, Sept. 01, 2023 - [Optimum Ventures Ltd.](#) ("Optimum" or the "Company") (TSXV: OPV) is pleased to announce that [Blackwolf Copper and Gold Ltd.](#)'s ("Blackwolf") proposed acquisition of all of the outstanding securities of the Company by plan of arrangement (the "Arrangement") was overwhelmingly approved at the Company's annual general and special meeting of securityholders held on August 31, 2023 (the "Meeting").

At the Meeting, Optimum securityholders were asked to consider and approve a special resolution regarding the proposed Arrangement (the "Arrangement Resolution"). No dissents were received by the Company and the Arrangement Resolution was approved by 100% of the votes cast by Optimum securityholders at the Meeting.

Pursuant to the terms of the Arrangement, Blackwolf will acquire all of the issued and outstanding common shares of Optimum ("Optimum Shares"), and, in exchange, shareholders of Optimum will receive 0.65 of a common share of Blackwolf ("Blackwolf Shares") for each Optimum Share held. For complete details of the Plan of Arrangement, interested persons are directed to Optimum's Information Circular filed on SEDAR+ (www.sedarplus.ca) on August 4, 2023 by Optimum under its company profile.

Closing of the Arrangement remains subject to court approval as well as other customary closing conditions. Assuming the timely completion of these conditions, Optimum expects the Arrangement to close on or about September 12, 2023.

About Blackwolf

Blackwolf's founding vision is to be an industry leader in transparency, inclusion and innovation. Guided by our Vision and through collaboration with local and Indigenous communities and stakeholders, Blackwolf builds shareholder value through our technical expertise in mineral exploration, engineering and permitting. Blackwolf holds a 100% interest in the high-grade Niblack copper-gold-zinc-silver VMS project, located adjacent to tidewater in southeast Alaska as well as five Hyder Area gold-silver and VMS properties in southeast Alaska and northwest British Columbia in the Golden Triangle, including the high-priority wide gold-silver veins at the Cantoo Property. For more information on Blackwolf, please visit their website at www.blackwolfcopperandgold.com.

About Optimum

Optimum is a Canadian-based mineral exploration company actively seeking opportunities in the resource sector. Its properties and projects are all located in British Columbia and the extensions of the Golden Triangle area of Northern British Columbia into Alaska. The Company has an option agreement with [Teuton Resources Corp.](#) pursuant to which Teuton has agreed to grant to Optimum the option to acquire an up to 80-per-cent interest in the Harry and Outland Silver Bar properties, located near Stewart, B.C.

FOR FURTHER INFORMATION PLEASE CONTACT:

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Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release. No securities regulatory authority has either approved or disapproved of the contents of this news release.

None of the securities to be issued pursuant to the Arrangement have been or will be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and any securities issuable in the Arrangement are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to Section 3(a)(10) of the U.S. Securities Act and applicable exemptions under state securities laws. This press release does not constitute an offer to sell, or the solicitation of an offer to buy, any securities.

Cautionary Statement Regarding Forward-Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". These forward-looking statements or information may relate to the Arrangement, including statements with respect to the expected timing for closing of the Arrangement and completion of the consolidation.

Forward-looking statements are necessarily based upon a number of assumptions that, while considered reasonable by management at the time, are inherently subject to business, market and economic risks, uncertainties and contingencies that may cause actual results, performance or achievements to be materially different from those expressed or implied by forward-looking statements. Although Optimum has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Other factors which could materially affect such forward-looking information are described in the risk factors in Optimum's most recent annual management's discussion and analyses, and in Optimum's management information circular dated July 6, 2023, which have been filed with the Canadian securities regulators and are available on the Company's profile on SEDAR+ at www.sedarplus.ca. Optimum does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Such statements represent the current views of Optimum with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by Optimum, are inherently subject to significant business, economic, competitive, political and social risks, contingencies and uncertainties. Risks and uncertainties include, but are not limited to the following: treatment of the Arrangement under applicable competition laws and the Investment Canada Act; delays or risks associated with Optimum obtaining final court approval for the Arrangement; regulatory determinations and delays; any impacts of COVID-19 on the business of the Company; stock market conditions generally; demand, supply and pricing for gold and silver; and general economic and political conditions in Canada and other jurisdictions where the Company conducts business.

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