

# Canadian Metals Inc. Announces Langis Royalty Purchase and Property Interest Acquisition; Update New Brunswick Zinc Property Option

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CSE: CME

MONTRÉAL, Nov. 28, 2018 /CNW/ - [Canadian Metals Inc.](#) (the "Corporation") (CSE : CME) announces today that it has entered into a related party royalty purchase agreement (the "Royalty Purchase Agreement"), pursuant to which CME will acquire the 3% NSR and 7% NTI royalty on the Langis property (the "Royalty Transaction").

Under the terms of the Royalty Purchase Agreement, the Corporation will: (i) issue 500,000 common shares (each a "Share") of the Corporation; and grant 3,500,000 Share purchase warrants (each a "Warrant") of the Corporation. Each Warrant will be exchangeable for a Share at an exercise price of \$0.15 per Share for a period of 5 years following the closing of the Royalty Transaction.

The Royalty Transaction remains subject to the final approval of the Canadian Securities Exchange.

## Quebec Properties Option Agreement

The Corporation is also pleased to announce the execution of a related party subscription agreement with FeTiV Minerals Inc. ("FeTiV") to acquire an indirect 20% interest in the Tetagouche, Silicate Brutus, Seignelay, Lac Robot, Baie-Trinité and Mouchalagane properties (the "QC Properties"), through the acquisition of a 20% equity interest in FeTiV for a consideration of \$440,000 (the "QC Properties Transaction"). The QC Properties are wholly owned by FeTiV and is subject to a 2% NSR.

## New Brunswick Zinc Property Option

Lastly, the Corporation announces that it has completed the second and third milestones, consisting of \$300,000 of work expenditures, \$200,000 in cash and the issuance 5,000,000 Shares, under the option agreement with NB Zinc Inc. to acquire a 100% interest in the TV Tower, Mountain Brook and Blackshale SedEx properties, located in Bathurst, New Brunswick (the "NB Option").

In order to complete the exercise of the NB Option, the Corporation final obligation is to issue an additional 5,000,000 Shares on or before November 1, 2019.

Please refer to the Corporation news release dated March 19, 2018 for complete details of the NB Option.

All securities issued under the Royalty Transaction and the NB Option will be subject to a hold period expiring four months and one day from the date of issuance.

## Related Party Disclosure

Portions of the Royalty Transaction and QC Properties Transaction, are considered to be a "related party transaction" for purposes of Multilateral Instrument 61-101 &#8211; Protection of Minority Security Holders in

Special Transactions ("MI 61-101"). The Corporation is relying on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Corporation is exempt from the formal valuation requirement in section 5.4 of MI 61-101 in reliance on sections 5.5(a) and (b) of MI 61-101 as the fair market value of each transaction is not more than the 25% of the Corporation's market capitalization, and no securities of the Corporation are listed or quoted for trading on prescribed stock exchanges or stock markets. Additionally, the Corporation is exempt from minority shareholder approval requirement in section 5.6 of MI 61-101 in reliance on section 5.7(b) as the fair market value of each transaction is not more than the 25% of the Corporation's market capitalization. The board of directors of the Corporation approved the Royalty Transaction and the QC Properties Transaction, with Stéphane Leblanc having declared a conflict of interest in, and abstaining from voting on, the matters being considered.

#### About Canadian Metals

Canadian Metals is a diversified resource company focused on creating shareholder value through the development of large-scale industrial mineral portfolios in specific commodities and jurisdictions that will fuel the new energy economy. The company is uniquely positioned to pursue this strategy in silicon, precious and base metal assets.

#### Cautionary Statements Regarding Forward-Looking Information

Certain statements included herein may constitute "forward-looking statements". All statements included in this press release that address future events, conditions, or results, including in connection with the prefeasibility study, its financing, job creation, the investments to complete the project and the potential performance, production, and environmental footprint of the ferrosilicon plant, are forward-looking statements. These forward-looking statements can be identified by the use of words such as "may", "must", "plan", "believe", "expect", "estimate", "think", "continue", "should", "will", "could", "intend", "anticipate", or "future", or the negative forms thereof or similar variations. These forward-looking statements are based on certain assumptions and analyses made by management in light of their experiences and their perception of historical trends, current conditions, and expected future developments, as well as other factors they believe are appropriate in the circumstances. These statements are subject to risks, uncertainties, and assumptions, including those mentioned in the Corporation's continuous disclosure documents, which can be found under its profile on SEDAR ([www.sedar.com](http://www.sedar.com)). Many of such risks and uncertainties are outside the control of the Corporation and could cause actual results to differ materially from those expressed or implied by such forward-looking statements. In making such forward-looking statements, management has relied upon a number of material factors and assumptions, on the basis of currently available information, for which there is no insurance that such information will prove accurate. All forward-looking statements are expressly qualified in their entirety by the cautionary statements set forth above. The Corporation is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.

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