

ChaiNode Opportunities Corp. Announces TSXV Conditional Acceptance and Filing of Filing Statement for Its Qualifying Transaction

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CALGARY, Dec 2, 2019 - [ChaiNode Opportunities Corp.](#) ("ChaiNode") (TSXV:CXD.P) is pleased to announce that it has received conditional acceptance from the TSX Venture Exchange ("TSXV") for the closing of its proposed qualifying transaction (the "Qualifying Transaction") with AmAuCu Mining Corporation ("AmAuCu") and has filed its filing statement in connection with the Qualifying Transaction (the "Filing Statement").

Further to its comprehensive news release dated August 16, 2019, ChaiNode will acquire all of the issued and outstanding securities of AmAuCu by way of a three-cornered amalgamation whereby AmAuCu will amalgamate with a wholly-owned subsidiary of ChaiNode. In connection with the Qualifying Transaction, ChaiNode will change its name to Doré Copper Mining Corp ("Doré Copper"). It is anticipated that the common shares of Doré Copper will trade under the ticker "DCMC".

The completion of the Qualifying Transaction is subject to a number of conditions including, but not limited to, receipt of all required regulatory approvals, including final TSXV acceptance, and satisfaction of other customary closing conditions. Assuming all conditions for closing are satisfied, closing of the Qualifying Transaction is expected to occur on or about December 12, 2019, or such other date as ChaiNode and AmAuCu may determine.

In connection with the Qualifying Transaction, on November 4, 2019, AmAuCu completed its previously announced private placement of 3,861,983 subscription receipts ("Subscription Receipts") at a price of C\$1.30 per Subscription Receipt for aggregate gross proceeds of C\$5,020,578 (the "AmAuCu Private Placement"). Each Subscription Receipt issued under the AmAuCu Private Placement will be automatically converted, without payment of additional consideration or any further action by the holder thereof, into one unit of AmAuCu (a "Unit"), with each Unit comprised of one common share of AmAuCu (a "Common Share") and one half of one common share purchase warrant of AmAuCu (each whole common share purchase warrant, a "Warrant"), immediately before the completion of the Qualifying Transaction upon the satisfaction or waiver of certain escrow release conditions at or before 5:00 p.m. (Vancouver time) on December 20, 2019. Each Warrant will entitle the holder thereof to acquire one Common Share at a price of C\$1.95 per Common Share at any time on or before November 4, 2021, subject to adjustment in certain events.

The AmAuCu Private Placement was carried out pursuant to the terms of an agency agreement dated November 4, 2019 among AmAuCu, ChaiNode, Canaccord Genuity Corp. and BMO Nesbitt Burns Inc. (the "Agents").

In consideration for their services in connection with the AmAuCu Private Placement, AmAuCu is required to pay the Agents a cash commission equal to 7% of the aggregate gross proceeds from the sale of the Subscription Receipts, 50% of which commission was paid on the closing date of the AmAuCu Private Placement and the remaining 50% of which commission was deposited in escrow. As additional consideration for the services of the Agents, the Agents will be granted non-transferable broker warrants of AmAuCu (the "Broker Warrants") equal to 7% of the aggregate number of Subscription Receipts issued. Each Broker Warrant will be exercisable to acquire one Common Share at a price of C\$1.30 per Common Share at any time on or before the date which is 24 months after the date of closing of the Qualifying Transaction. A reduced cash commission is payable and a reduced number of Broker Warrants are issuable in respect of the sale of AmAuCu Subscription Receipts to purchasers identified by AmAuCu to the Agents.

It is anticipated that the net proceeds from the AmAuCu Private Placement will be used for the exploration and development of AmAuCu's Corner Bay Project and Cedar Bay Project and general working capital following completion of the Qualifying Transaction.

The securities offered have not been registered under the United States Securities Act of 1933, as amended, or any state securities law, and may not be offered or sold in the United States absent registration or an exemption from such registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy in the United States nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

For further information regarding the Qualifying Transaction and the AmAuCu Private Placement, please see the Filing Statement, which is available under ChaiNode's profile on SEDAR at www.sedar.com.

Cautionary Note Regarding Forward-Looking Statements

This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the terms, conditions and timing of the proposed Qualifying Transaction, the parties' ability to satisfy closing conditions and receive necessary approvals, including final TSXV acceptance, and the use of the net proceeds from the AmAuCu Private Placement. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive regulatory approvals; the price of gold and copper; and the results of current exploration. There can be no assurance that such statements 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 statements. ChaiNode and AmAuCu disclaim 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 required by law.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.

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SOURCE: ChaiNode Opportunities Corp.

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