

Kismet Resources Corp. Enters into Amalgamation Agreement

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VANCOUVER, Oct. 5, 2020 - Kismet Resources Corp. (the "Company") (TSXV:KSMT.P) is pleased to announce that it has entered into an amalgamation agreement with [TDG Gold Corp.](#) ("TDG") and 1266834 B.C. Ltd. ("Subco"), a wholly-owned subsidiary of Kismet, dated September 28, 2020 (the "Amalgamation Agreement") pursuant to which the Company proposes to acquire all of the issued and outstanding securities of TDG by way of a three-corner amalgamation (the "Transaction") as more particularly described in its news release dated July 29, 2020.

Under the terms of the Amalgamation Agreement, TDG will amalgamate with Subco, and the Company will acquire all of the outstanding common shares of TDG in exchange for post-consolidation common shares of the Company (the "Resulting Issuer Shares") on the basis of one Resulting Issuer Share for every three common shares of TDG (the "Share Exchange Ratio"). Outstanding convertible securities of TDG will be exchanged for convertible securities of the Company, with the number of Resulting Issuer Shares issuable and the exercise price of such convertible securities to be adjusted based on the Share Exchange Ratio. The deemed price of the Transaction is \$0.30.

It is anticipated that the Company will change its name to TDG Gold Corp. upon the completion of the Transaction (the "Resulting Issuer").

The name of the amalgamated entity will be either "TDG Assets BC Corp." or "TDG BC Assets Corp.," and it will continue to subsist under the Business Corporations Act (British Columbia).

Prior to or concurrently with completion of the Transaction, TDG intends to complete a non-brokered private placement equity financing to raise gross proceeds of a minimum of \$4,000,000 and a maximum of up to \$5,000,000 through the issuance, on a private placement basis, of up to 6,666,666 non-flow through units (each, a "Non-Flow Through Unit") at a price of \$0.30 per Non-Flow Through Unit and up to 7,058,823 flow-through units (each, a "Flow Through Unit") at a price of \$0.425 per Flow Through Unit (the "Concurrent Financing"). Each Non-Flow Through Unit will consist of common shares and common share purchase warrants of TDG that, when exchanged for securities of the Company, shall comprise one Resulting Issuer Share and one-half of one Resulting Issuer Share purchase warrant (each whole warrant, a "Resulting Issuer Warrant"). Each Flow Through Unit will consist of common shares and common share purchase warrants of TDG that, when exchanged for securities of the Company, shall comprise one Resulting Issuer Share, that will qualify as a "flow-through share" under the Income Tax Act and one-half of one Resulting Issuer Warrant. Each whole Resulting Issuer Warrant will be exercisable by the holder thereof to acquire one Resulting Issuer Share at an exercise price of \$0.45 for a period of three years from issuance.

TDG currently has 75,734,904 common shares issued and outstanding and has no options, warrants or other classes of securities outstanding.

The completion of the Amalgamation is subject to certain conditions precedent, including, but not limited to, the following:

- the shareholders of TDG shall have duly approved the Transaction and the Amalgamation Agreement at TDG's Special Shareholder Meeting, to be held on October 21, 2020;
- the Company shall have completed a 2:1 share consolidation (the "Consolidation");
- the name of the Company shall have been changed to "TDG Gold Corp.," or such other name as is agreed to by the Company and TDG (the "Name Change");
- the acceptance of the TSX Venture Exchange ("TSXV") of the Transaction as Kismet's Qualifying Transaction (as such term is defined in Policy 2.4 - Capital Pool Companies of the TSXV Corporate Finance Manual);
- TDG shall have completed of the Concurrent Financing;
- receipt by TDG of a written resignation effective as at the time of the closing of the Transaction from each

of the current directors and officers of the Company who will not be serving as directors or officers of the Resulting Issuer;

- the Company shall have cash of at least \$25,000 net of all liabilities, including payables accrued in connection with the completion of the Transaction;

- TDG shall have completed the acquisition of the former producing Baker and Shasta mines from Talisker Resources Ltd., as more particularly described in the Company's news release dated July 29, 2020; and

- dissenting shareholders of TDG shall not have validly exercised dissent rights in respect of more than 5% of the outstanding common shares of TDG.

The Company is a Capital Pool Company and intends for the Transaction to constitute its Qualifying Transaction, as such terms are defined in the policies of the TSXV. In connection with the Company's previous announcement of entry into a letter of intent in connection with the Transaction, trading in the Kismet Shares was halted pursuant to the policies of the TSXV. Trading will remain halted until, among other things, Kismet completes certain regulatory filings in connection with the Qualifying Transaction with the TSXV and the TSXV has completed certain matters it considers necessary or advisable.

It is anticipated that the Resulting Issuer will qualify as a Tier 2 Mining Issuer pursuant to the requirements of the TSXV.

The Company intends to issue a subsequent press release in accordance with the policies of the TSXV providing further details in respect of the Transaction, including information relating to the descriptions of the proposed directors and Insiders (as such term is defined in the policies of the TSXV) of the Resulting Issuer, as well as a summary of TDG Gold's financial information.

About the Company

The Company is a capital pool company ("CPC") within the meaning of the policies of the TSX-V that has not commenced commercial operations and has no assets other than cash. The current directors and officers of the Company are: Evandra Nakano (CEO, CFO, Corporate Secretary and Director), Shervin Teymouri (Director) and David Hladky (Director). Except as specifically contemplated in the CPC policies of the TSX-V, until the completion of its "Qualifying Transaction" (as defined therein), the Company will not carry on business, other than the identification and evaluation of companies, business or assets with a view to completing a proposed "Qualifying Transaction".

For more information please contact the Company at 604-220-4691 or email: info@kismetresources.com.

On Behalf of the Board of Directors of Kismet Resources Corp.

Evandra Nakano
Director

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to TSXV Requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information release or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this press release.

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 release.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.

Cautionary Statement Regarding Forward-Looking Information

This news release contains certain forward-looking statements, including statements relating to the Transaction and certain terms and conditions thereof, the ability of the parties to complete the Transaction, the Consolidation, the Exchange Ratio, the Name Change, the Resulting Issuer's ability to qualify as a Tier 2 Mining issuer, shareholder, director and regulatory approvals, completion of the Concurrent Financing, future press releases and disclosure, and other statements that are not historical facts. Wherever possible, words such as "may," "will," "should," "could," "expect," "plan," "intend," "anticipate," "believe," "estimate," "predict" or "potential" or the negative or other variations of these words, or similar words or phrases, have been used to identify these forward-looking statements. These statements reflect management's current beliefs and are based on information currently available to management as at the date hereof.

Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. These risks and uncertainties include, but are not limited to geological risks, risks associated with the effects of COVID-19, the financial markets generally, the results of the due diligence investigations to be conducted in connection with the Transaction, the ability of the Company to complete the Transaction or obtain requisite TSX-V acceptance and, if applicable, shareholder approvals. As a result, the Company cannot guarantee that the Transaction will be completed on the terms described herein or at all. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this press release are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this press release, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.

SOURCE: Kismet Resources Corp.

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