

# Arizona Gold Corp. and Golden Predator Mining Corp. File Joint Circular

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TORONTO, July 27, 2021 - [Arizona Gold Corp.](#) ("Arizona") (TSX: AZG, OTCQB: AGAUF) and [Golden Predator Mining Corp.](#) ("Golden Predator") (TSX.V:GPY; OTCQX:NTGSF) announced today that they have filed a joint management information circular (the "Circular"), which will be mailed out to their respective shareholders for the meetings to be held on August 25, 2021, in connection with the previously announced transaction (the "Transaction") whereby Arizona will acquire all of the issued and outstanding shares of Golden Predator pursuant to a plan of arrangement (the "Arrangement") under the *Business Corporations Act* (British Columbia) previously announced on June 28, 2021.

Arizona and Golden Predator encourage shareholders to read the meeting materials in detail. An electronic copy of the Circular is available on Arizona's website at [www.arizona-gold.com](http://www.arizona-gold.com) and on Golden Predator's website at [www.goldenpredator.com](http://www.goldenpredator.com). The Circular is also available on SEDAR under the issuer profiles of both companies at [www.sedar.com](http://www.sedar.com). Shareholders are strongly encouraged to vote online following the instructions set out on the form of proxy or voting instruction form which will be mailed along with the Circular.

## TRANSACTION HIGHLIGHTS

- Creates a diversified near-term gold producer in North America through sequential development of the fully permitted Copperstone mine in Arizona followed by the Brewery Creek mine in the Yukon;
- Combined resource base<sup>1</sup> of approximately 1.1 million oz gold in the Measured & Indicated categories, plus an additional approximate 1.5 million oz gold in the Inferred category, paired with considerable exploration upside at each project;
- Improved capital markets scale to enhance investor visibility and positioning amongst peers, plus a broadened shareholder base;
- Combined cash and investments of \$23M<sup>2</sup>, including shareholdings in [Seabridge Gold Inc.](#), [C2C Gold Corp.](#) and Group 11 Technologies Inc.;
- Experienced leadership team including Giulio Bonifacio as President & CEO and William Sheriff as Non-Executive Chairman, to be supported by a technical team with backgrounds in both mine-building and operations; and
- On closing of the Transaction, it is anticipated that Arizona will change its name to Sabre Gold Mines Corp.

Shareholders of each of Arizona and Golden Predator holding, in the aggregate, approximately 36.20% of the issued and outstanding Arizona shares and approximately 22.03% of the issued and outstanding Golden Predator shares, respectively, as at July 23, 2021, have entered into voting support agreements pursuant to which they have agreed, among other things, to vote in favour of the Share Issuance Resolution and the Arrangement Resolution, respectively (each as hereinafter defined). These include voting support agreements from entities affiliated with Eric Sprott, in the case of Arizona and Golden Predator, and from PowerOne Capital Limited and Pat DiCapo, in the case of Golden Predator.

## ARIZONA MEETING

The meeting of holders of Arizona common shares (the "Arizona Meeting") will be held at 1:00 p.m. (Toronto time) on Wednesday, August 25, 2021 at the offices of Peterson McVicar LLP, Suite 902, 18 King Street East, Toronto, Ontario, Canada, M5C 1C4.

Holders of Arizona common shares ("Arizona Shareholders") of record at the close of business on July 26, 2021 will be entitled to vote at the Arizona Meeting. Out of an abundance of caution and in an effort to adopt measures that assist our community in slowing the spread of the novel coronavirus disease 2019, also known as COVID-19, in order to protect the health and safety of our community, Arizona Shareholders, employees and other stakeholders, we are inviting Arizona Shareholders to attend the Arizona Meeting virtually, which will be conducted via live audio webcast online at <https://virtual-meetings.tsxtrust.com/1212>.

Arizona Shareholders will be asked to consider and pass an ordinary resolution (the "Share Issuance

Resolution") approving the issuance of Arizona common shares to Golden Predator shareholders (the "Share Issuance") in connection with the Transaction, pursuant to which, among other things, all of the issued and outstanding common shares of Golden Predator will be exchanged for Arizona common shares on the basis of 1.65 Arizona common shares per common share of Golden Predator. Upon completion of the Transaction, existing Arizona and Golden Predator shareholders will own approximately 55% and 45% of the combined company common shares, respectively, on an outstanding basis.

Arizona Shareholders will also be asked to consider and pass a special resolution (the "Name Change Resolution") to change the name of Arizona to "Sabre Gold Mines Corp." or such other name to be determined by Arizona, effective on or around the completion of the Transaction.

The meeting materials provided to Arizona Shareholders contain important information regarding voting, the Transaction and a summary of the events leading up to the Transaction, including the reasons that led to Arizona's Board of Directors (the "Arizona Board") to unanimously determine that the Transaction is fair, from a financial point of view, to Arizona. The Arizona Board unanimously recommends that Arizona Shareholders vote for the Share Issuance Resolution and Name Change Resolution at the Meeting.

The meeting materials are available on Arizona's website at [www.arizona-gold.com](http://www.arizona-gold.com) and under Arizona's SEDAR profile at [www.sedar.com](http://www.sedar.com).

## **GOLDEN PREDATOR MEETING**

The meeting of holders of Golden Predator common shares (the "Golden Predator Meeting") will be held at 10:00 a.m. (Vancouver time) on Wednesday, August 25, 2021 at the offices of Morton Law LLP, 1200 - 750 West Pender Street, Vancouver, British Columbia, Canada, V6C 2T8.

Holders of Golden Predator common shares ("Golden Predator Shareholders") of record at the close of business on July 16, 2021 will be entitled to vote at the Golden Predator Meeting. Out of an abundance of caution and in an effort to adopt measures that assist our community in slowing the spread of the novel coronavirus disease 2019, also known as COVID-19, in order to protect the health and safety of our community, Golden Predator Shareholders, employees and other stakeholders, we are inviting Golden Predator Shareholders to attend the Meeting virtually by contacting Golden Predator by telephone at 604-260-0289 or by email at [info@goldenpredator.com](mailto:info@goldenpredator.com) to be provided with a virtual conference link.

Golden Predator Shareholders will be asked to consider and, if deemed advisable, pass a special resolution approving the Arrangement (the "Arrangement Resolution"). To be effective, the Arrangement Resolution must be approved at the Golden Predator Meeting by (i) at least 66 ⅔% of the votes cast on the Arrangement Resolution by the Golden Predator Shareholders, and (ii) at least a majority of the votes cast on the Arrangement Resolution, excluding any "interested party", as such term is defined in Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*.

The meeting materials provided to Golden Predator Shareholders contain important information regarding voting, the Transaction and a summary of the events leading up to the Transaction, including the reasons that led to Golden Predator's Board of Directors unanimously determining that the Transaction is fair, from a financial point of view, to Golden Predator Shareholders and in the best interest of Golden Predator. The Golden Predator Board unanimously recommends that Golden Predator Shareholders vote for the Arrangement Resolution at the Meeting.

The meeting materials are available on Golden Predator's website at [www.goldenpredator.com](http://www.goldenpredator.com) and under Golden Predator's SEDAR profile at [www.sedar.com](http://www.sedar.com).

## **CONDITIONS FOR COMPLETION OF THE TRANSACTION**

The Transaction is subject to various closing conditions, including receipt of (i) final court approval of the Arrangement, (ii) the required approval at the Arizona Meeting of the Share Issuance Resolution, (iii) the required approval at the Golden Predator Meeting of the Arrangement Resolution, and (iv) regulatory approvals of the Transaction, including TSX approval of the Share Issuance and TSXV approval of the Transaction.

For additional information on Arizona and the Copperstone mine, please visit the website at [www.arizona-gold.com](http://www.arizona-gold.com). For additional information on Golden Predator and the Brewery Creek mine, please visit the website at [www.goldenpredator.com](http://www.goldenpredator.com).

## Contact Information

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## Cautionary Statements

*Certain information contained herein constitutes forward-looking information or statements under applicable securities legislation and rules. Such statements include, but are not limited to, statements with respect to the anticipated completion of the Transaction. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Arizona and/or Golden Predator to be materially different from those expressed or implied by such forward-looking statements, including, but not limited to: (i) any inability of the parties to satisfy the conditions to the completion of the Transaction on acceptable terms or at all; and (ii) receipt of necessary stock exchange, court and shareholder approvals. Although management of each of Arizona and Golden Predator has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate. Accordingly, readers should not place undue reliance on forward-looking statements. Neither party will update any forward-looking statements or forward-looking information that are incorporated by reference herein, except as required by applicable securities laws. The parties caution readers not to place undue reliance on these forward-looking statements and it does not undertake any obligation to revise and disseminate forward-looking statements to reflect events or circumstances after the date hereof, or to reflect the occurrence of or non-occurrence of any events.*

*This press release is not and is not to be construed in any way as, an offer to buy or sell securities in the United States. The distribution of the Arizona common shares in connection with the transactions described herein will not be registered under the United States Securities Act of 1933 (the "U.S. Securities Act") and the Arizona common shares may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy the Arizona common shares, nor shall there be any offer or sale of the Arizona common shares in any jurisdiction in which such offer, solicitation or sale would be unlawful.*

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

*<sup>1</sup> For Copperstone, please reference the independent technical report titled "National Instrument 43-101 Technical Report: Preliminary Feasibility Study for the Copperstone Project, La Paz County, Arizona, USA" completed by Hard Rock Consulting, LLC, effective date April 1, 2018. For Brewery Creek, please reference the Independent technical report titled "NI 43-101 Technical Report on Resources - Brewery Creek Project, Yukon, Canada" completed by Gustavson Associates LLC, effective date May 31, 2020.*

*<sup>2</sup> Includes pro forma cash of \$9.6M at March 31, 2021 and pro forma equity investments calculated as at June 25, 2021, excluding transaction costs.*

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