

# Emperor Metals Enters Into Agreement for the Assignment to Emperor Metals of Debt Owed and Security Interests Over Certain Mining Properties

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Edmonton, December 2, 2021 - [Emperor Metals Inc.](#) (CSE: AUOZ) (the "Company" or "Emperor Metals") - the Company is pleased to announce that it has entered into a binding letter agreement on November 30, 2021 (the "Assignment Agreement") with RIVI Opportunity Fund, L.P., and its general partner, RIVI Capital, LLC (collectively, "RIVI") to acquire all of the indebtedness payable by [Golden Dawn Minerals Inc.](#) ("GDM") to RIVI for loan advances from RIVI to GDM now totaling over US\$8,183,804, plus additional accrued interest and other charges (the "GDM Indebtedness"). RIVI made loans to GDM for the development of GDM's Lexington and Golden Crown mining properties located in British Columbia (the "Mining Properties") pursuant to a gold purchase agreement dated December 23, 2016, as amended and certain promissory notes. As additional security for the payment of the GDM Indebtedness, GDM or its affiliates executed and delivered to RIVI, certain security documents (collectively, the "Security Documents"), including a mortgage of the undersurface rights of a portion of the Mining Properties, a mortgage of the surface rights of a portion of the Mining Properties, a general security agreement over all of the undertaking of GDM (including all of its other properties), and the guarantees of the GDM Indebtedness by GDM's two subsidiary corporations.

GDM currently holds the mineral rights to more than 300 crown grants, legacy mineral claims, mining leases and regular mineral tenure claims totally more than 15,000 hectares (38,000 acres) in the Greenwood Copper-Gold district of south-central British Columbia, including the Lexington and Golden Crown Mining Properties, along with the fully permitted Zip Mill and tailings facility. GDM's lands are centered in the Greenwood area at the North end of both the Republic and Toroda grabens, which are host to numerous historical and recent producing mines within and at the edges of the grabens including gold-silver epithermal deposits and copper-gold-silver and gold -silver skarns that collectively have produced in excess of 7 million ounces of gold, 25 million ounces of silver and 600 million pounds of copper (Dufresne and Banas, 2013). Some of this historic production has come from GDM lands, but large portions of the historical production is from lands not owned by GDM.

Mineral Resources have been reported by GDM under its SEDAR profile, in a preliminary economic assessment report dated effective May 5, 2017 and filed on SEDAR on June 19, 2017 (Cowley et al., 2017) on behalf of GDM for the Lexington, Golden Crown and Deadwood deposits as follows:

TABLE 1.1  
LEXINGTON-GRENOBLE DEPOSIT MINERAL RESOURCE ESTIMATE  
CUT-OFF 3.50 G/T AUEQ

Classification	Tonnes	Au g/t	Cu %	AuEq g/t	AuEq ozs
Measured	58,000	6.98	1.10	8.63	16,100
Indicated	314,000	6.38	1.04	7.94	80,200
Measured & Indicated	372,000	6.47	1.05	8.05	96,300
Inferred	12,000	4.42	1.03	5.96	2,300

TABLE 1.2  
GOLDEN CROWN DEPOSIT MINERAL RESOURCE ESTIMATE  
CUT-OFF 3.50 G/T AUEQ

Classification	Tonnes	Au g/t	Cu %	AuEq g/t	AuEq oz
Indicated	163,000	11.09	0.56	11.93	62,500
Inferred	42,000	9.04	0.43	9.68	13,100

TABLE 1.3  
DEADWOOD DEPOSIT PIT CONSTRAINED MINERAL RESOURCE ESTIMATE  
Cut-Off 0.4 g/t Au

Classification	Tonnes	Au g/t	Cu %	AuEq g/t	AuEq oz
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Inferred	874,000	0.66	Nil	0.66	18,500
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(1) Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues. It is noted that no specific issues have been identified as yet.

(2) The Inferred Mineral Resource in this estimate has a lower level of confidence than that applied to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of the Inferred Mineral Resource could be upgraded to an Indicated Mineral Resource with continued exploration.

(3) The mineral resources in this report were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by the CIM Council.

(4) The 3.5 g/t AuEq underground Mineral Resource cut-off grade for Lexington and Golden Crown were derived from the approximate Apr 30/17 two year trailing average Au price of US\$1,200/oz and Cu price of US\$2.50/lb, US\$/C\$ exchange rate of 0.80, 90% & 85% respective Au and Cu process recoveries, C\$35/t process cost, C\$75/t mining cost and C\$30/t G&A cost.  $AuEq\ g/t = Au\ g/t + (Cu\% \times 1.5)$

(5) The 0.4 g/t Au open pit Mineral Resource cut-off grade for Deadwood was derived from the approximate Apr 30/17 two year trailing average Au price of US\$1,200/oz US\$/C\$ exchange rate of 0.80, 90% Au process recovery, C\$13/t process cost, C\$3/t open pit mining cost and C\$5/t G&A cost.

The above Mineral Resources are considered to be historical because they are more than 3 years old, and to the knowledge of Emperor have not been updated. The above terms are used as defined under the CIM Standard definitions.

A qualified person has not done sufficient work to classify the historical estimates as current Mineral Resources, they should not be relied upon as current Mineral Resources, and Emperor is not treating the historical estimates as current Mineral Resources, but they are considered to be relevant and reliable, based on their source. Confirmation drilling and fire assaying would be necessary to verify these historical estimates.

The Lexington - Grenoble underground mine has been dewatered, partially rehabilitated and has been approved for mining and reclamation but is currently on care and maintenance. The Greenwood Mill (aka "Zip Mill") and tailings facility has been approved to operate at 200 tonnes per day and is currently on care and maintenance (Cowley et al., 2017).

Pursuant to the Assignment Agreement, RIVI will assign the GDM Indebtedness and the Security Documents to the Company (the "Assignment") within 15 days of the acceptance of the Assignment Agreement by the Canadian Securities Exchange (the "Exchange"), the date of such Assignment being the "Assignment Date".

Following the Assignment Date, Emperor Metals will use commercially reasonable efforts to enforce and prosecute the Security Documents, in order to obtain possession of all of GDM's mining properties, either through negotiation with GDM or litigation. In addition, the Company proposes to complete an equity financing to raise at least \$2.0 million (the "Financing") on terms to be announced.

The closing of the transaction (the "Closing") is subject to the completion of certain conditions precedent, including:

- (a) The completion of the Financing;
- (b) Emperor Metals having obtained possession of the Mining Properties, free and clear of all financial encumbrances, liens, or indebtedness; and
- (c) The Exchange's acceptance of the transaction.

The Closing will occur on the date that is within five (5) business days after the satisfaction of all conditions precedent set out in the Assignment Agreement. The transaction is subject to significant conditions, and there can be no assurances made that all conditions precedent will be met and the transaction completed as proposed or at all.

About Emperor Metals Inc.

[Emperor Metals Inc.](#) is a mineral exploration company focused mineral exploration in Canada, and on proving the potential of the Pine Grove and other early-stage gold projects located near the Hemlo Gold Mine within the western portion of the prolific Wawa-Abitibi Gold Belt of Ontario, Canada.

ON BEHALF OF THE BOARD OF DIRECTORS

s/ "Alex Horsley"  
Alex Horsley,  
Chief Executive Officer

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