

# CopAur Minerals Inc. Acquires New Placer Dome Gold Corp.

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Vancouver, Dec. 6, 2021 - [CopAur Minerals Inc.](#) (TSXV: CPAU) ("CopAur Minerals") and [New Placer Dome Gold Corp.](#) (TSXV: NGLD) ("New Placer Dome") are pleased to announce the execution of a Binding Letter Agreement dated November 30, 2021 (the "Letter Agreement") pursuant to which CopAur Minerals will acquire all of the issued and outstanding common shares of New Placer Dome in an arm's length transaction (the "Transaction"). The combination of CopAur Minerals and New Placer Dome will create a leading gold-copper exploration and development company with a portfolio of assets in two of North America's foremost mining districts, the Toodoggone/Golden Horseshoe mineral district of Northeastern British Columbia and the Great Basin gold district of Nevada. The purpose of this transaction is to accelerate and strengthen the companies' technical expertise, financing capabilities and overall growth. The management and advisors of both companies have recently generated significant shareholder value by rapidly advancing projects and raising capital.

## Transaction Highlights

- Experienced Leadership: The senior executive team, comprised of directors, advisors and consultants, has extensive experience in capital raising. The combined company will be managed by an award-winning team of professionals who stand for technical excellence, painstaking project selection and uncompromising corporate governance.
- Liberty Gold Corp. in Favor of Transaction: Liberty Gold is a 15.3% shareholder of New Placer Dome and is in full support of the Transaction. Liberty Gold will remain a significant shareholder of the combined company with Cal Everett (Liberty Gold, President & CEO) remaining as an advisor.
- Enhanced market profile: The Transaction creates a larger, well-funded, gold-copper exploration company with an enhanced market and growth profile that is well positioned to benefit from exploration success across the combined portfolio of assets.
- Geographic diversification: The combined company will have a diverse, highly prospective portfolio of assets in two of North America's most prolific mining jurisdictions that provide the potential to pursue year-round exploration programs.
- Significant exploration upside: Significant upside potential through a combined multi-asset exploration portfolio ranging from resource-development to high-potential exploration, including gold-copper porphyry targets at the Williams Gold-Copper property and Carlin-style mineralization at the Kinsley Mountain project.
- Strong balance sheet: The combined company will be well-capitalized to fund the advancement of the combined portfolio of assets through the cash balances of both companies and completion of a concurrent equity financing of a minimum of \$5 million and up to a maximum of \$15 million.
- Significant premium: An immediate and significant premium to the New Placer Dome shareholders of 61% based on November 30, 2021, close of \$0.09 and 55% based on both companies' 20-Day VWAPs.

CopAur's CEO Jeremy Yaseniuk commented: "This bold and strategic acquisition of New Placer Dome and its gold projects in Nevada together with our 100% owned Williams Gold-Copper property in Northern British Columbia will create an exciting new precious metals exploration company with a multi-asset portfolio across two of North America's most prolific mining jurisdictions. The combined entity will be a larger company that is well funded following New Placer Dome's recent financing and CopAur Minerals' substantial in-the-money warrant and option proceeds and the proposed concurrent financing. This will ensure the combined entity will have adequate capital to fund remaining asset option payments and rapidly advance the combined company's projects. With this enhanced balance sheet and capital market profile, the combined company will be better positioned to attract capital and pursue broader capital market initiatives."

New Placer Dome's CEO Maximilian Sali commented: "We are pleased to be combining with CopAur Minerals, a group that we are confident has the expertise and resources to execute our vision and deliver value to our shareholders through exploration and expansion of the combined portfolio of properties in Nevada and British Columbia."

## Share Exchange

Under the terms of the Letter Agreement, New Placer Dome shareholders will receive, for each common share of New Placer Dome held, 0.1182 common shares of CopAur Minerals (the "Exchange Ratio"). All existing share purchase warrants and stock options to acquire New Placer Dome shares will also be exchanged for share purchase warrants and stock options to acquire common shares of CopAur Minerals adjusted to reflect the Exchange Ratio, provided that the term of any options held by an existing option holder that will not be continuing as a director, officer, employee or consultant of CopAur Minerals post-completion of the Transaction will be subject to a maximum of 12 months. The share exchange represents a premium of 61% to New Placer Dome shareholders based on the closing price of each company on the TSX-V as of the market close on November 30, 2021, and a 55% premium to the 20-day volume weighted average price of each company on the TSXV as of market close on November 30, 2021. Upon completion of the Transaction, New Placer Dome will become a wholly owned subsidiary of CopAur Minerals, and former shareholders of New Placer Dome will hold approximately 47% of the shares of CopAur Minerals on an outstanding shares basis prior to the Concurrent Financing (as defined below).

### **Concurrent Financing**

In connection with and as a condition of closing the Transaction, CopAur Minerals and New Placer Dome will combine their efforts to pursue a concurrent financing in CopAur Minerals, New Placer Dome or both of them to raise gross proceeds of a minimum of \$5 million and up to a maximum of \$15 million at a price and on terms to be mutually agreed to by the parties (the "Concurrent Financing"). Proceeds of the Concurrent Financing will be used to advance the exploration portfolio of the combined entity, for the remaining option payment on New Placer Dome's Kinsley Mountain property and for general working capital purposes. The terms of the Concurrent Financing will be approved in advance and in writing by both CopAur Minerals and New Placer Dome.

### **Financing for the Bolo Property**

CopAur Minerals will make available to New Placer Dome a US\$840,000 convertible loan (the "Loan") to fund the ongoing exploration work on the Bolo Property and to meet the 2021 work expenditure commitment. The Loan will be convertible at the sole election of CopAur Minerals into units of New Placer Dome ("Units") at a price of \$0.08 per Unit by CopAur Minerals providing written notice to New Placer Dome during the currency of the Loan. Each Unit will consist of one common share of New Placer Dome and one common share purchase warrant with each warrant exercisable into one common share of New Placer Dome at a price of \$0.12 per share for a period of 36 months.

### **Board and Management Team**

The senior executive team and the Board of Directors of the combined company will draw from the extensive experience and expertise of both companies. It is proposed that a minimum of two seats on the Board of CopAur Minerals will be available for New Placer Dome representatives, subject to CopAur Minerals approving of the proposed nominees by New Placer Dome and such nominees complying with applicable corporate laws and the rules of the TSXV in connection with such appointment, resulting in a board of up to seven directors. It is also contemplated that the management team will be comprised of the current management team of CopAur Minerals and certain additional key members of the management team of New Placer Dome.

### **Due Diligence**

In order to advance the Transaction to the point where a Definitive Agreement can be negotiated, each of the parties will conduct customary due diligence on the other party and following completion of satisfactory due diligence reviews, the parties expect to negotiate and execute a definitive agreement (the "Definitive Agreement") on or before January 21, 2022.

To expedite the due diligence process on behalf of CopAur Minerals, the Metals Group has been engaged to conduct technical due diligence on New Placer Dome's three Nevada properties.

New Placer Dome's Board of Directors have determined that subject to satisfactory completion of due diligence, the proposed Transaction is in the best interest of shareholders and have approved entering into the Letter Agreement. The proposed Transaction is expected to be completed in late March 2022 or such other date as the parties may agree. In addition to shareholder approval, the proposed Transaction will be subject to applicable regulatory and court approvals and the satisfaction of other customary conditions.

## Transaction Structure and Definitive Agreement

The proposed Transaction will be set out in mutually acceptable, negotiated, definitive transaction agreements, including the Definitive agreement with New Placer Dome and voting and support agreements with all officers, directors and insiders of New Placer Dome, including any shareholder holding in excess of 10% of the issued and outstanding common shares of New Place Dome. The Definitive Agreement will include customary provisions for transaction of this nature including representations and warranties, covenants, deal protections and conditions to closing, including fiduciary-out provisions, covenants not to solicit other acquisition proposals and the right to match any superior proposal and a termination fee as a result of New Placer Dome accepting a superior proposal or completing an alternative proposal within 12 months of termination of the Transaction.

The Transaction will be affected by way of a court approved Plan of Arrangement to be completed under the British Columbia Business Corporations Act. The proposed Transaction will require the approval of (i) at least 66 2/3% of the votes cast by the shareholders of New Placer Dome and (ii) at least 66 2/3% of the votes cast by the shareholders of New Placer Dome and the holders of options and warrants, voting together as a single class, at a special meeting of New Placer Dome securityholders that will be called to consider the Transaction. Upon completion of the Transaction, the former shareholders of New Placer Dome will own approximately 47% of the CopAur Minerals shares on an outstanding shares basis (prior to the Concurrent Financing). New Placer Dome's outstanding options and warrants will be exchanged for CopAur Minerals options and warrants and adjusted in accordance with their terms such that the number of CopAur Minerals shares received upon exercise and the exercise price will reflect the consideration described above.

Upon completion of the Transaction, New Placer Dome's shares will be de-listed from the TSX Venture Exchange and it is expected that CopAur Minerals will apply to cause New Placer Dome to cease being a reporting issuer under applicable Canadian securities laws. Upon execution of the Definitive Agreement, the full details of the proposed Transaction will be included in the management information circular to be filed with regulatory authorities and mailed to New Placer Dome shareholders in accordance with applicable securities laws. No finder's fee will be payable in connection with the Transaction.

## About CopAur Minerals Corp.

CopAur Minerals is a Canadian based TSXV-listed copper-gold mining company whose primary asset is the 100%-owned Williams Gold-Copper property ("Williams" or "the Property") that spans across 5,159 hectares of land package in Northeastern British Columbia. Williams is a highly prospective exploration property which hosts a large, partially tested 3.0 km by 2.0 km gold-in-soil anomaly and an early stage 1.8 km wide copper porphyry target. Historical work on Williams includes 6,759 meters of diamond drilling over 31 holes, rock and soil sampling, trenching and geophysical surveys. CopAur Minerals remains focused on continuing exploration at the Property.

## Qualified Person

The scientific and technical information contained in this news release regarding CopAur Minerals Inc. has been reviewed and approved by Alvin Jackson P. Geo, a Director of CopAur Minerals Inc. and a "Qualified Person" as defined in National Instrument 43-101.

## For more information, please contact:

### CopAur Minerals Inc.

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## About New Placer Dome Gold Corp.

New Placer Dome Gold Corp. is a gold exploration company focused on acquiring and advancing gold projects in Nevada. New Placer Dome's flagship Kinsley Mountain Gold Project located 90 km south of the Long Canyon Mine (currently in production under the Newmont/Barrick Joint Venture, Nevada Gold Mines), hosts Carlin-style gold mineralization, previous run of mine heap leach production, and NI 43-101 indicated resources containing 418,000 ounces of gold grading 2.63 g/t Au (4.95 million tonnes) and inferred resources containing 117,000 ounces of gold averaging 1.51 g/t Au (2.44 million tonnes)<sup>1</sup>. The Bolo Project,

located 90 km northeast of Tonopah, Nevada, is another core asset, similarly hosting Carlin-style gold mineralization. New Placer Dome also owns 100% of the Troy Canyon Project, located 120 km south of Ely, Nevada. New Placer Dome is run by a strong management and technical team consisting of capital markets and mining professionals with the goal of maximizing value for shareholders through new mineral discoveries, committed long-term partnerships, and the advancement of exploration projects in geopolitically favourable jurisdictions.

### **Qualified Person**

The scientific and technical information contained in this news release as it relates to New Placer Dome has been reviewed and approved by Kristopher J. Raffle, P.Geo. (BC), Principal and Consultant of APEX Geoscience Ltd. of Edmonton, AB, a Director of New Placer Dome and a "Qualified Person" as defined in National Instrument 43-101 - Standards of Disclosure for Mineral Projects. Mr. Raffle has verified the data disclosed, which includes a review of the sampling, analytical and test data underlying the information and opinions contained herein.

### **For more information, please contact:**

#### **New Placer Dome Gold Corp.**

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### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

*The information in this news release has been prepared as at December 3, 2021. Certain statements in this news release, referred to herein as "forward-looking statements", constitute "forward-looking statements" under the provisions of Canadian provincial securities laws. These statements can be identified by the use of words such as "expected", "may", "will" or similar terms. Forward-looking statements are necessarily based upon a number of factors and assumptions that, while considered reasonable by CopAur Minerals and New Placer Dome as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies.*

*Forward-looking statements in this press release relate to, among other things: anticipated benefits of the Transaction to CopAur Minerals and New Placer Dome and their respective shareholders; the timing and receipt of required shareholder, court, stock exchange and regulatory approvals for the Transaction; the consideration to be paid to New Place Dome shareholders and the treatment of New Placer Dome options and warrants under the Transaction; the ability of CopAur Minerals and New Placer Dome to satisfy the conditions to, and to negotiate and execute a definitive agreement and to complete, the Transaction; the anticipated timing for executing a definitive agreement; the anticipated timing of the mailing of the information circular regarding the Transaction; the timing for closing of the Transaction; analyst coverage, liquidity and access to capital markets of CopAur Minerals; length of the current market cycle and the requirements for an issuer to survive the current market cycle and future growth potential for CopAur Minerals and New Placer Dome. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements reflect the beliefs, opinions and projections on the date the statements are made and are based upon a number of assumptions and estimates that, while considered reasonable by the respective parties, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance or achievements to be materially different from the results, performance or achievements that are or may be*

*expressed or implied by such forward-looking statements and the parties have made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation: satisfaction or waiver of all applicable conditions to closing of the Transaction including, without limitation, receipt of all necessary securityholder, court, stock exchange and regulatory approvals or consents, completion of the concurrent financing and lack of material changes with respect to the parties and their respective businesses; the synergies expected from the Transaction not being realized; business integration risks; fluctuations in general macro-economic conditions; that New Placer Dome may lose or abandon its property interests or may fail to receive necessary licences and permits; the loss of key directors, employees, advisors or contractors; fluctuations in securities markets and the market price of CopAur Minerals' and New Placer Dome's shares; fluctuations in the spot and forward price of gold, silver, base metals or certain other commodities; fluctuations in the currency markets (such as the Canadian dollar versus the U.S. dollar); changes in national and local government, legislation, taxation, controls, regulations and political or economic developments; the impact of Covid-19 or other viruses and diseases on the ability to operate; risks and hazards associated with the business of mineral exploration, development and mining (including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins and flooding); risks and uncertainties relating to the interpretation of exploration result; inability to obtain adequate insurance to cover risks and hazards; and the presence of laws and regulations that may impose restrictions on mining; adverse weather or climate events; increase in costs; equipment failures; litigation; competition; employee relations; relationships with and claims by local communities and indigenous populations; availability and increasing costs associated with mining inputs and labour; the speculative nature of mineral exploration and development, including the risks of obtaining necessary licenses, permits and approvals from government authorities; title to properties; the failure to meet the closing conditions thereunder and the failure by counterparties to such agreements to comply with their obligations thereunder. In addition, New Placer Dome may in certain circumstances be required to pay a non-completion or other fee to CopAur Minerals, the result of which could have a material adverse effect on New Placer Dome's financial position and results of operations and its ability to fund growth prospects and current operations. Readers should not place undue reliance on the forward-looking statements and information contained in this news release concerning these times. Many factors, known and unknown, could cause actual results to be materially different from those expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date made. Except as otherwise required by law, CopAur Minerals and New Placer Dome expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any such statements to reflect any change in CopAur Minerals or New Placer Dome's expectations or any change in events, conditions or circumstances on which any such statement is based.*

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<sup>1</sup> Technical Report on the Kinsley Project, Elko County, Nevada, U.S.A., dated June 21, 2021 with an effective date of May 5, 2021 and prepared by Michael M. Gustin, Ph.D., and Gary L. Simmons, MMSA and filed under [New Placer Dome Gold Corp.](#)'s Issuer Profile on SEDAR ([www.sedar.com](http://www.sedar.com))

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