

Latin Metals and Barrick Gold Corporation Enter into Earn-In Agreement for Exploration Projects, Santa Cruz Province, Argentina

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VANCOUVER, Feb. 07, 2022 - [Latin Metals Inc.](#) ("Latin Metals" or the "Company") (TSXV: LMS, OTCQB: LMSQF) announces that it has entered into an earn-in agreement (the "Earn-In Agreement") with a wholly-owned subsidiary of [Barrick Gold Corp.](#) ("Barrick") (TSX: ABX and NYSE: GOLD). Under the terms of the Earn-In Agreement, Barrick has the right to acquire up to an 85% interest in the Company's Cerro Bayo, Cerro Bayo Sur and La Flora properties (the "Properties"), located in Santa Cruz Province, Argentina (Figure 1). Barrick's earn-in right consists of an initial option (the "First Option") to acquire a 70% interest in the Properties and a second option (the "Second Option") to acquire an additional 15% (aggregate 85%) interest.

The Properties are currently subject to an underlying option agreement dated February 7, 2019, as amended (the "Underlying Option Agreement") (see news release dated February 11, 2019), pursuant to which Latin Metals has the right to acquire an ultimate 100% interest in the Properties.

To exercise the First Option and earn a 70% interest by the seventh anniversary of the Effective Date (defined below) of the Earn-In Agreement, Barrick must:

1. Make cash payments totaling US\$2,321,793 pursuant to the Underlying Option Agreement;
2. Make cash payments to Latin Metals totaling US\$750,000 (inclusive of \$150,000 on the Effective Date);
3. Incur exploration expenditures with respect to the Properties totaling US\$5,000,000, of which US\$1,000,000 is a binding commitment (work or cash in lieu) to be spent before the second anniversary of the Effective Date; and
4. Prepare and deliver to Latin Metals a Preliminary Economic Assessment prepared in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101").

To exercise the Second Option and earn an additional 15% interest by the ninth anniversary, Barrick must:

1. Make additional cash payments to Latin Metals totaling US\$425,000 (aggregate US\$1,175,000); and
2. Sole fund all costs and deliver to Latin Metals a Prefeasibility Study prepared in accordance with NI 43-101.

The binding nature of Barrick's expenditure commitment does not become effective until the parties have entered into an agreement with the underlying property owner to acknowledge Barrick's rights under the Earn-In Agreement and authorize Barrick to conduct operation on the properties (the "Effective Date"). In the event that such agreement is not reached within 60 days of executing the Earn-In Agreement, Barrick may terminate the Earn-In Agreement immediately upon notice to Latin Metals.

Barrick may at any time during the term of the Earn-In Agreement accelerate the timing for payment of any or all cash payments to Latin Metals and the underlying owner of the Properties, delivery of technical studies, and incurring exploration expenditures.

"Barrick is a good partner who bring considerable technical and financial capability to the project" said Keith Henderson, President and CEO of Latin Metals. "Assuming that the Earn-In Agreement runs to full term, Barrick's investment of around US\$8.5 million will include payments to the underlying vendor, payments directly to Latin Metals and funding of work on the ground; all of which will help to limit dilution to Latin Metals' shareholders." Mr. Henderson added: "The Earn-In Agreement is consistent with the Company's prospect generator model, and the work contemplated, if successful, would advance the projects considerably, while Latin Metals will retain a minority interest."

Figure 1: Location of the Cerro Bayo, Cerro Bayo Sur, and La Flora properties, together

with Latin Metals' additional property interests in Santa Cruz.

<https://www.globenewswire.com/NewsRoom/AttachmentNg/cb6a3eab-9e9b-4a67-b69c-1eebf7768b>

During the term of the First Option, Barrick will have the exclusive right to explore and conduct operations on the Properties and Latin Metals will be responsible for maintaining the Properties valid and in good standing.

Upon the exercise of the First Option, Latin Metals and Barrick will form a joint venture (the "JV") for the continued exploration, development and, if warranted, mining of the Properties. The initial participating interests of the parties in the JV will be Barrick - 70% and Latin Metals - 30%. If Barrick exercises the Second Option, the interests of the participants will be Barrick - 85% and Latin Metals - 15%. The party with the majority participating interest will be the operator of the Properties. Funding of the JV's operations will be based on each party's prevailing proportionate participating interest. Dilution of a party's participating interest will apply in the case of funding shortfalls by either party. If a party's participating interest in the JV falls to below 5%, it will be converted into a 1.5% net smelter returns royalty (the "Dilution Royalty"). The transfer of the Dilution Royalty shall be subject to a right of first refusal in favour of the non-diluting party.

About Latin Metals

Latin Metals is a mineral exploration company acquiring a diversified portfolio of assets in South America. The Company operates with a Prospect Generator model focusing on the acquisition of prospective exploration properties at minimum cost, completing initial evaluation through cost-effective exploration to establish drill targets, and ultimately securing joint venture partners to fund drilling and advanced exploration. Shareholders gain exposure to the upside of a significant discovery without the dilution associated with funding the highest-risk drill-based exploration.

Qualified Person

Keith J. Henderson, P.Geo., is the Company's qualified person as defined by NI 43-101 and has reviewed the scientific and technical information that forms the basis for portions of this news release. He has approved the technical disclosure herein. Mr. Henderson is not independent of the Company, as he is an employee of the Company and holds securities of the Company.

On Behalf of the Board of Directors of

[Latin Metals Inc.](#)

"Keith Henderson"

President & CEO

For further details on the Company readers are referred to the Company's web site (www.latin-metals.com) and its Canadian regulatory filings on SEDAR at www.sedar.com.

For further information, please contact:

Keith Henderson
Suite 890
999 West Hastings Street
Vancouver, BC, V6C 2W2
Phone: 604-638-3456
E-mail: info@latin-metals.com

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.

This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation, including the United States Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, included herein including, without limitation, statements regarding the exercise of the First Option or the Second Option by Barrick, the exercise of the first option and second option under the Underlying Agreement, the formation of the JV, and the anticipated business plans and timing of future activities of the Company, are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Often, but not always, forward looking information can be identified by words such as "pro forma", "plans", "expects", "may", "will", "should", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", "potential" or variations of such words including negative variations thereof, and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation, that it will obtain TSX Venture Exchange acceptance, if applicable, that market fundamentals will result in sustained precious metals demand and prices, the receipt of any necessary permits, licenses and regulatory approvals in connection with the future development of the Properties in a timely manner, the availability of financing on suitable terms for the development, construction and continued operation of the Properties, and the Company's ability to comply with environmental, health and safety laws.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. Such risks and other factors include, among others, operating and technical difficulties in connection with mineral exploration and development and mine development activities at the Properties, the fact that the Company's interest in the Properties is an option only and there is no guarantee that such interest, if earned, will be certain, estimation or realization of mineral reserves and mineral resources, requirements for additional capital, future prices of precious metals and copper, changes in general economic conditions, changes in the financial markets and in the demand and market price for commodities, possible variations in ore grade or recovery rates, possible failures of plants, equipment or processes to operate as anticipated, accidents, labour disputes and other risks of the mining industry, delays or the inability of the Company to obtain any necessary permits, consents or authorizations required, including TSX Venture Exchange acceptance of the proposed transaction, financing or other planned activities, changes in laws, regulations and policies affecting mining operations, currency fluctuations, title disputes or claims limitations on insurance coverage and the timing and possible outcome of pending litigation, environmental issues and liabilities, risks relating to epidemics or pandemics such as COVID-19, including the impact of COVID-19 on the Company's business, risks related to joint venture operations, and risks related to the integration of acquisitions, as well as those factors discussed under the heading "Risk Factors" in the Company's latest Management Discussion and Analysis and other filings of the Company with the Canadian Securities Authorities, copies of which can be found under the Company's profile on the SEDAR website at www.sedar.com.

Readers are cautioned not to place undue reliance on forward looking statements. Except as otherwise required by law, the Company undertakes no obligation to update any of the forward-looking information in this news release or incorporated by reference herein.

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