

# Copaur Minerals Inc. and New Placer Dome Gold Corp. Sign Definitive Agreement for Business Combination

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[CopAur Minerals Inc.](#) (CPAU) ("Copaur") and [New Placer Dome Gold Corp.](#) (TSXV:NGLD) ("New Placer Dome") are pleased to announce that they have entered into an arrangement agreement dated March 7, 2022 (the "Agreement") in respect of their previously announced business combination (for background to the Agreement, see the joint news release issued on December 3, 2021).

Under the terms of the Agreement, Copaur has agreed to issue to New Placer Dome shareholders 0.1182 common shares for every one (1) outstanding common share of New Placer Dome (the "Exchange Ratio") held, pursuant to a plan of arrangement under the Business Corporations Act (British Columbia) (the "Arrangement"). All outstanding stock options of New Placer Dome will be exchanged for options of Copaur and all warrants of New Placer Dome will become exercisable to acquire common shares of Copaur, in amounts and at exercise prices adjusted in accordance with the Exchange Ratio. This is expected to result in Copaur issuing up to 20,759,159 new common shares and 101,662 stock options and reserving an additional 14,843,774 new common shares for issuance in connection with the exercise of the New Placer Dome warrants, for a combined total of up to 48,762,291 Copaur common shares outstanding and up to 23,366,152 of Copaur common shares reserved for issuance following completion of the Arrangement. The Agreement contains customary provisions including non-solicitation, "fiduciary out" and "right to match" provisions. The Agreement provides for payment of termination fees of \$350,000 to Copaur by New Placer Dome upon the occurrence of certain termination events.

Completion of the Arrangement is subject to certain conditions including (i) the approval of the Supreme Court of British Columbia, (ii) the approval of the Arrangement by not less than two-thirds (66.7%) of the votes cast by the New Placer Dome shareholders, and (iii) a simple majority of the votes cast by the minority New Placer Dome shareholders (excluding shareholders whose votes are required to be excluded pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions) and (iv) approval by all applicable regulatory authorities, including the TSX Venture Exchange ("TSXV").

The boards of directors of Copaur and New Placer Dome, on recommendation of their respective special committees and having received favorable fairness opinions from their respective independent financial advisors, have each approved the Agreement, and the board of New Placer Dome will recommend to their shareholders to vote in favour of the Arrangement. New Placer Dome intends to hold their special meeting during April 2022 and, subject to shareholder approval and the final order of the British Columbia Supreme Court, the parties expect to complete the Arrangement shortly thereafter.

Copaur and New Placer Dome believe the Arrangement will bring a number of benefits for shareholders, including geographic diversification, enhanced technical expertise, leadership and financing capability, and a greater presence in the capital markets, and 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 combined company will be well funded after the recently closed \$5,049,285 private placement in Copaur (see news release issued on March 2, 2022) and will be well-positioned for advancing their combined property portfolio.

The Arrangement has the support of New Placer Dome's board, management and major shareholders, as directors, officers and major shareholders holding an aggregate of approximately 18.6% of the issued and outstanding common shares of New Placer Dome have entered into voting support agreements with Copaur, pursuant to which they have agreed, among other things, to vote their New Placer Dome securities in favour of the Arrangement.

New Placer Dome's CEO Maximilian Sali commented: "This is an excellent outcome for New Placer Dome and its shareholders, delivering a premium value, and will help to expediate the ongoing exploration of gold project in both Nevada and Northern British Columbia, especially as gold breaks \$2,000, the highest price since August 2020. 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."

Copaur's CEO Jeremy Yaseniuk commented: "The combination creates an exciting new precious metals exploration company with a multi-asset portfolio across two of North America's most prolific mining jurisdictions which is well funded following completion of Copaur Mineral's recent financing and its substantial in-the-money warrants. With this enhanced balance sheet and capital market profile the combined company will be better positioned to attract additional capital and pursue broader capital market initiatives."

A copy of the Arrangement Agreement will be filed on SEDAR and will be available for viewing under the profiles of Copaur and New Placer Dome at [www.sedar.com](http://www.sedar.com). Full details regarding the Arrangement will be provided in a special management information circular of New Placer Dome to be filed with applicable Canadian securities regulatory authorities and mailed to New Placer Dome shareholders in accordance with applicable Canadian securities laws.

### **About Copaur Minerals**

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.](http://CopAurMineralsInc.com)

Jeremy Yaseniuk, Chief Executive Officer & Director  
Tel: +1 (604) 773-1467  
Email: [jeremy@copaur.com](mailto:jeremy@copaur.com)

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

[New Placer Dome Gold Corp.](http://NewPlacerDomeGoldCorp.com) 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.](#)

Maximilian Sali, Chief Executive Officer & Director

Tel: 604 367 8117

Email: msali@newplacerdome.com

*Neither the 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.*

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

*The information in this news release has been prepared as at March 7, 2022. This news release contains 'forward-looking information' within the meaning of Canadian securities legislation. Forward looking information in this news release includes statements about the completion, timing and potential benefits of the proposed business combination between Copaur and New Placer Dome. These forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those anticipated, including, the contemplated business combination not being completed as a result of a number of factors including, without limitation, the shareholders of New Placer Dome not approving the transaction, or required regulatory or court approvals not being obtained; the expected timing for these events being delayed; the possible failure to realize anticipated synergies, combined technical expertise or other benefits of the transaction; or the benefits of the consolidation not being obtained; and other risks and uncertainties. Readers should not place undue reliance on the forward-looking information contained in this news release. Neither Copaur nor New Placer Dome undertakes to update any forward-looking information, except as required by applicable securities laws.*

*Investors are cautioned that, except as disclosed in the New Placer Dome management information circular to be prepared in connection with the business combination, any information released or received with respect to the business combination may not be accurate or complete and should not be relied upon.*

*<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))*

SOURCE: [New Placer Dome Gold Corp.](#)

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