Minto Metals Announces US$1.5 Million Drawdown and Extension under Sumitomo Prepayment Facility

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Amendment to Share Purchase Agreement and CDN$1.0 Million Advance under New Term Loan Facility

WHITEHORSE, April 28, 2023 - Minto Metals Corp. (TSXV: MNTO) ("Minto" or the "Company") announces three transactions to improve organizational liquidity:

- Extension of Sumitomo Offtake Agreement (as defined below) and a US$1.5 million drawdown under the Sumitomo Facility (as defined below).
- The Company and Capstone Mining Corp. ("Capstone") have agreed to amend and extend the share purchase agreement payment of deferred purchase price obligations.
- The Company also announces it has entered into a new term loan agreement dated April 14, 2023 (the "Loan Agreement") with Lion Point Capital, LP ("Lion Point"), Copper Holdings, LLC ("Copper" and together with Lion Point, the "Lenders") and GLAS Americas LLC, as agent for the Lenders.

Sumitomo Prepayment Facility and Offtake Agreement

Minto has drawn down a further US$1.5 million under its existing prepayment facility (the "Sumitomo Facility") with Sumitomo Canada Limited ("Sumitomo") pursuant to the amended and restated prepayment facility agreement dated May 16, 2022 entered into between the Company and Sumitomo (the "Sumitomo Facilty Agreement"), bringing the total amount of funds advanced by Sumtiomo under the Sumitomo Facility to US$12.5 million. Pursuant to the Sumitomo Facility Agreement, Sumitomo established a secured prepayment non-revolving credit facility in favour of Minto in the amount of US$17.5 million, repayable over 48 months, and is in connection with an offtake agreement dated May 16, 2022 entered into between the parties (the "Offtake Agreement").

Under the Offtake Agreement, Sumitomo agreed to purchase 100% of the copper concentrate produced at the Minto Mine for a four year term, based on 50,000 dry metric tonnes ("dmt")/year of concentrate production. In conjunction with the US$1.5 million drawdown under the Sumitomo Facility, Sumitomo and Minto amended the Offtake Agreement to extend the term by a further 12 months or until an additional 40,000 dmt of copper concentrate are produced. The Company intends to use the proceeds of the drawdown for general corporate purposes.

Amendment to Share Purchase Agreement

The Company, Pembridge Resources plc ("Pembridge") and Capstone have agreed to amend the share purchase agreement dated June 3, 2019, as amended by amending agreement no. 1 dated December 23, 2021, amending agreement no. 2 dated January 14, 2022 and amending agreement no. 3 dated February 9, 2023 (collectively the "SPA") to revise the schedule for payment of the balance of the deferred purchase price in the amount of US$5 million owing to Capstone under the SPA to be payable as follows: (a) $250,000 on each of September 1, 2023, December 1, 2023, March 1, 2024 and June 3, 2024 and (b) $1,000,000 on each of September 3, 2024, December 3, 2024, March 3, 2025 and June 3, 2025. In addition, the terms of the amendment provide that Pembridge has assigned to Minto and Minto has agreed to assume all of Pembridge's obligations under the SPA, and Capstone has released Pembridge from all such obligations.

The entry into of the SPA constitutes a "related party transaction" pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"), as Pembridge is a principal shareholder of the Company, and Gati Al-Jebouri is a director of Minto and the Chief Executive Officer and Chairman of Pembridge, and as such is a "related party" under MI 61-101. The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the Amended SPA in reliance of sections 5.5(b) and 5.7(1)(a) of MI 61-101. A material change report in connection with the SPA was not filed more than 21 days in advance of entering into the SPA as the Company wished to close

the transaction as soon as practicable following finalization of the terms, which the Company deems reasonable in the circumstances.

New Term Facility

Pursuant to the Loan Agreement, the Lenders have agreed to provide a secured non-revolving term facility (the "Facility") in the principal amount of C$1 million, which may be increased to C$2 million, subject to further commitments being obtained from the Lenders to fund any additional amounts under the Loan Agreement. The Facility bears interest at the rate of 10% per annuum, payable semi-annually. Repayment of the Facility is due on the earlier of: (i) April 14, 2026; and (ii) the final repayment date under the Company's previously issued secured notes dated June 3, 2019 held by Cedro Holdings I, LLC ("Cedro") and Stiftelsen Lejonudden.

The entry into of the Loan Agreement also constitutes a "related party transaction" pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"), as Copper and Cedro (which Lion Point manages) are each principal shareholders of the Company. In addition, Lazaros Nikeas and Derek White are each a Director of Minto, and Mr. Nikeas manages, and Mr. White is an advisor to, Copper. Jay Johnson is also a Director of Minto and the Partner and Associate Portfolio Manager of Lion Point, which manages Cedro. As such, Copper and Cedro are each a "related party" under MI 61-101. The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the Loan Agreement in reliance of sections 5.5(b) and 5.7(1)(a) of MI 61-101. A material change report in connection with the Loan Agreement was not filed more than 21 days in advance of entering into the Loan Agreement as the Company wished to close the transaction as soon as practicable following finalization of the terms, which the Company deems reasonable in the circumstances.

About Minto Metals Corp.

Minto operates the producing Minto mine located within the traditional territory of the Selkirk First Nation in the Minto Copper Belt of the Yukon. The Minto mine has been in operation since 2007 with underground mining commencing in 2014. Since 2007, approximately 500Mlbs of copper have been produced from the Minto mine. The current mine operations are based on underground mining, a process plant to produce high-grade copper, gold, and silver concentrate, and all supporting infrastructure associated with a remote location in Yukon. The Minto property is located west of the Yukon River, about 20 km WNW of Minto Landing, the latter on the east side of the river, and approximately 250 road-km north of the City of Whitehorse, the capital city of Yukon.

Forward-Looking Information

This news release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates, and projections as of the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "anticipated" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might " or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements relate, among other things, to: statements with respect to the Loan Agreement, including the Lenders lending additional amounts thereunder, [statements with respect to an amendment to the Offtake Agreement] [NTD: Please confirm if this is done.], and future payments owed by the Company to Capstone under the Amended SPA.

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors, which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors and risks include, but are not limited to: failure of the Lenders to loan additional amounts; failure to make any of the future payments owed to Capstone under the SPA; general business, economic, competitive, political and social and international conflict uncertainties; the delay or failure to receive regulatory approvals; the supply and demand for labour and other project inputs; changes in commodity prices; changes in interest and currency exchange rates; risks relating to inaccurate

geological and engineering assumptions; risks relating to unanticipated operational difficulties (including failure of equipment or processes to operate in accordance with specifications or expectations, cost escalation, unavailability of materials and equipment, government action or delays in the receipt of government approvals, industrial disturbances or other job action, and unanticipated events related to health, safety and environmental matters); risks relating to adverse weather conditions; political risk, social unrest or international conflict; changes in general economic conditions or conditions in the financial markets; changes in laws; risks related to the direct and indirect impact of COVID-19 including, but not limited to, its impact on general economic conditions, and the ability to obtain financing as required; and other risk factors as detailed from time to time, including those risk factors set out in the Company's MD&A and annual information form for the year ended December 31, 2022. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Except as required by law, the Company assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law. The statements in this news release are made as of the date of this release.

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