

# Edison Lithium Corp. Enters into Arrangement Agreement for the Spin Out of Cobalt Assets

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Vancouver, Dec. 7, 2023 - [Edison Lithium Corp.](#) (TSXV: EDDY) (OTCQB: EDDYF) (FSE: VV0) ("Edison" or the "Company") is pleased to announce that further to its news releases dated March 28, 2023, July 13, 2023, and November 28, 2023, it has entered into an arrangement agreement dated December 6, 2023 (the "Arrangement Agreement") with its wholly-owned subsidiary, [Edison Cobalt Corp.](#) ("SpinCo"), pursuant to which, among other things, a distribution of the common shares of SpinCo will take place with the result that the shareholders of the Company will (other than any dissenting shareholders) also become shareholders of SpinCo by way of a statutory plan of arrangement pursuant to the Business Corporations Act (British Columbia) (the "Arrangement").

## Arrangement Highlights:

- An aggregate of approximately 18,553,916 common shares of SpinCo (the "SpinCo Shares") will be distributed to shareholders of Edison on the basis of one SpinCo Share for every one common share of Edison held as at the distribution date (the "Share Distribution Record Date").
- There will be no change in Edison shareholders' holdings in the Company as a result of the Arrangement. If the Arrangement is completed, shareholders will own shares in both companies, Edison and SpinCo.
- Immediately prior to the completion of the Arrangement, the Company and SpinCo will have fulfilled or satisfied their respective closing conditions to a property purchase agreement between the Company and SpinCo, including the Company's transfer of the property claims comprising the Kittson-Cobalt Property to SpinCo and SpinCo's share issuances to the Company;
- The Company expects the Arrangement will increase shareholder value by allowing capital markets to ascribe value to the Kittson Cobalt Property independent of the Company's lithium properties and alkali dispositions.
- The Company will continue to hold its interest in the Antofalla Salar and Pipanaco Salar lithium projects in Argentina and alkali dispositions, a sodium sulphate project in the Province of Saskatchewan.
- SpinCo will become a reporting issuer in the provinces of British Columbia, Alberta, and Ontario upon completion of the Arrangement, and will seek to list (the "Listing") the SpinCo Shares on the TSX Venture Exchange (the "Exchange").
- In connection with the Arrangement, the Company's board of directors will make adjustments to the outstanding common share purchase warrants (the "Warrants") of Edison and the stock options granted pursuant to Edison's stock option plan (the "Options") in accordance with the terms of the Arrangement Agreement.

Upon Completion of the Arrangement, SpinCo intends to undertake a private placement financing in order to raise gross proceeds of up to \$1,500,000 (the "SpinCo Financing") at a price of \$0.05 per security with terms to be determined at a later date based on prevailing market conditions.

## Required Approvals

The Arrangement will be subject to the terms of the Arrangement Agreement, approval of shareholders at an annual general and special meeting of the Edison shareholders to be held in early 2024 (the "Meeting"), approval of the British Columbia Supreme Court, and approval of the Exchange. The Company has received conditional approval from the Exchange for the Arrangement.

Details of the Arrangement will be provided in a management information circular that will be made available for delivery to the Edison shareholders pursuant to the notice-and-access provisions found in section 9.1.1 of National Instrument 51-102 - Continuous Disclosure Obligations and section 2.7.1 of National Instrument 54-101 - Communication with Beneficial Owners of Securities of a Reporting Issuer prior to the Meeting. At the Meeting, shareholders will be asked to vote on a special resolution approving the Arrangement, among other resolutions.

The Listing will be subject to SpinCo fulfilling all of the requirements of the Exchange. There can be no

assurance that the Listing will be completed.

### **Share Distribution Record Date**

The Share Distribution Record Date will be determined by the board of directors of Edison and will be announced by way of a news release following required approvals.

Timing of the Arrangement will be based on prevailing market conditions. The particulars of the Arrangement are not yet final and shareholders are cautioned that there can be no assurance that the Arrangement will be completed on the terms described herein or at all.

A copy of the Arrangement Agreement will be made available on [www.sedarplus.ca](http://www.sedarplus.ca) under the profile of the Company.

The securities to be issued under the Arrangement have not been and will not be registered under the U.S. Securities Act of 1933, and may not be offered or sold in the United States absent registration or applicable exemption from registration requirements. It is anticipated that any securities to be issued under the Arrangement will be offered and issued in reliance upon the exemption from the registration requirements of the U.S. Securities Act of 1933 provided by Section 3(a)(10) thereof. This press release does not constitute an offer to sell, or the solicitation of an offer to buy, any securities.

### **About Edison Lithium Corp.**

[Edison Lithium Corp.](#) is a Canadian-based junior mining exploration company focused on the procurement, exploration and development of cobalt, lithium, alkali and other energy metal properties. The Company's acquisition strategy is based on acquiring affordable, cost-effective, and highly regarded mineral properties in areas with proven geological potential. Edison is building a portfolio of quality assets capable of supplying critical materials to the battery industry and intends to capitalize on and have its shareholders benefit from the renewed interest in the battery metals space.

On behalf of the Board of Directors:

"Nathan Rotstein"  
Nathan Rotstein, Chief Executive Officer and Director

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

[Edison Lithium Corp.](#)  
Tel: 416-526-3217  
Email: [info@edisonlithium.com](mailto:info@edisonlithium.com)  
Website: [www.edisonlithium.com](http://www.edisonlithium.com)

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*Forward-Looking Disclaimer: This news release contains certain forward-looking statements. Statements that are not historical facts, including statements about Edison's beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties and a number of factors could cause actual results to differ materially from those contained in any forward-looking statement. In some cases, forward-looking statements can be identified by words or phrases such as "may," "will," "will be", "expect," "anticipate," "target," "aim," "estimate," "intend," "plan," "believe," "potential," "continue," "proposes", "contemplates", "is/are likely to" or other similar expressions. All information provided in this news release is as of the date of this news, and the Company undertakes no duty to update such information, except as required under applicable law.*

*Forward-looking statements in this press release relate to, among other things: completion of the proposed Arrangement, the Company maintaining its interests in the Antofalla Salar and Pipanaco Salar properties and alkali dispositions, the property purchase agreement, the transfer of the Kittson-Cobalt Property to SpinCo and SpinCo's share issuance to Edison, distribution of SpinCo Shares to Edison shareholders and the basis*

*of such distribution, distribution of Edison Shares to Warrant holders and Option holders upon exercise of their Warrants and Options and the basis of such distribution, no changes occurring to Edison shareholders' holdings, the receipt of required shareholder, court, Exchange and regulatory approvals for the Arrangement, listing of the SpinCo Shares on the Exchange, increases to shareholder value as a result of the Arrangement, the timing of the Arrangement transaction, the timing of additional details concerning the Arrangement, the SpinCo Financing and renewed interest in the battery metals space. Actual future results may differ materially. 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 of management 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: determination of acceptable terms for the proposed Arrangement, receipt of all required shareholder, court, Exchange and regulatory approvals for the Arrangement; changes in the value of the alkali dispositions and the Kittson Cobalt, Antofalla Salar, and Pipanaco Salar properties; fluctuations in the securities markets, commodity pricing and the market price of the Company's common shares and Exchange approval for listing of the SpinCo Shares. Readers should not place undue reliance on the forward-looking statements and information contained in this news release concerning these times. Except as required by law, the Company does not assume any obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.*

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