

Mason Resources Emerges As Strategic Shareholder Of Nouveau Monde Graphite Through Sale Of Lac Gu  ret Graphite Property

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TORONTO, Jan. 22, 2024 - [Mason Resources Inc.](#) (the "Company" or "Mason") (TSXV: LLG) (OTCQX: MGPHF) is pleased to announce having entered into an asset purchase agreement dated January 21, 2024 (the "APA") with [Nouveau Monde Graphite Inc.](#) ("NMG") (NYSE: NMG) (TSXV: NOU) for the sale of the Lac Gu  ret Property, targeted for the development of the Uatnan Mining Project.

In consideration for the sale of the Lac Gu  ret Property, Mason will receive 6,208,210 common shares of NMG, representing a 143% premium on the implied market value of the Lac Gu  ret Property and 9.25% of the pro forma issued and outstanding common shares of NMG, to be issued to Mason upon the closing of the transaction, and an additional payment of \$5,000,000 in cash at the start of commercial production of the contemplated Uatnan Mining Project.

Benefits to Mason Shareholders

- Provides opportunity to become one of NMG's largest shareholders at an opportune time given the rapid progress of NMG, strategically positioning Mason for future gains;
- Provides exposure to NMG's active commercial discussions with tier-1 battery and electric vehicle manufacturers, including Panasonic Energy Co. Ltd., a wholly owned subsidiary of Panasonic Holdings Corporation (TYO: 6752), which not only confirm the strong projected demand by battery materials analysts for graphite, but are likely to support the establishment of a globally relevant graphite industry in the Province of Qu  bec;
- Provides diversification and mitigates long-term development risks associated with the Uatnan Mining Project, while retaining equivalent exposure to the graphite sector;
- Unlocks near-term value with attractive premium: 143%¹ premium received in consideration on the implied market value of Lac Gu  ret Property, based on 10-day volume weighted average price ("VWAP");
- Enhances exposure to the anticipated near-term increase in graphite prices, especially in light of recent Chinese restrictions announced on graphite material exports, with equity ownership of a near-term producer;
- Eliminates future financing requirements related to the Uatnan Mining Project, avoiding eventual equity dilution;
- Eliminates care and maintenance costs related to the Lac Gu  ret Property, resulting in further direct and short-term financial benefits; and
- Reinforces NMG's fully vertically integrated production model in North America, further strengthening Mason's strategic positioning.

¹ Calculated as follow (all share figures based on a 10-day VWAP as of January 19, 2024): Mason market capitalization (\$29.7M), less cash on hand as of September 30, 2023 (\$7.3M) and value of equity investment in Black Swan Graphene Inc. (\$14.1M) = \$8.2M; consideration received valued at \$20.1M, for a premium of 143%.

Fahad Al-Tamimi, Chairman of Mason, commented: "In forging this new strategic partnership with Nouveau Monde Graphite through this innovative structure, we pave the way for a thriving Qu  bec graphite industry, a venture poised to yield substantial benefits for both Mason and Nouveau Monde shareholders. From the outset, my unwavering belief in Qu  bec's potential for the graphite sector and the vision of becoming a global leader in clean energy, reducing CO₂ emissions, and electrify its transportation, buildings and businesses has been resolute. This marks a pivotal advancement toward its exciting and promising development which will benefit the economy and the people of Qu  bec."

Arne H Frandsen, Chair of NMG, declared: "With its very large, high-quality natural graphite deposit, the acquisition of the Lac Gu  ret deposit represents a strategically important move by NMG. This addition of a

world-class asset to NMG's portfolio of resources, underpins the Company's growth prospects and commercial attractiveness. It also puts us in a unique position in the global battery materials space. Our leadership and strong technical teams are looking forward to the smart further development of the Lac Guéret asset, fully synchronized with NMG's current execution plans. We also warmly welcome Mason as a shareholder of NMG as we build a pioneering - and possibly the largest! - integrated natural graphite production in the Western World."

Eric Desaulniers, Founder, President and CEO of NMG, said: "In light of commercial discussions for our Phase-2 production out of the Matawinie Mine and Bécancour Battery Material Plant, we are confident in the current and future demand for ethically sourced and environmentally produced graphite-based anode material. NMG is set to match the sustained market growth with a robust expansion plan now secured in the Uatnan Mining Project. Uitshi-atussemitutau - together with the Innu First Nation of Pessamit - is our vision for the development of this project. We are committed to a strong involvement of the First Nation and active engagement with the region's community and stakeholders to ensure a responsible and sustainable development."

Asset Purchase Agreement

Under the terms of the APA, NMG has agreed to acquire 100% of Mason's Lac Guéret Property, which consists among other things of 74 map-designated claims totalling 3,999.52 hectares. The consideration for the acquisition of the Lac Guéret Property is payable in 6,208,210 common shares of NMG, representing 9.25% of the pro forma issued and outstanding shares of NMG, to be issued to Mason upon the closing of the transaction and a subsequent payment of \$5,000,000 to Mason at the start of commercial production of the contemplated Uatnan Mining Project. 3,104,105 of the common shares of NMG to be issued in connection with the transaction will be subject to a lock-up for a period of 12 months and the remaining 3,104,105 common shares of NMG will be subject to a lock-up for an additional 6 months.

Closing of the transaction is subject to standard closing conditions and is expected to occur on or before January 31, 2024. The closing of the transaction will supersede and terminate the previously announced investment agreement, and option and joint venture agreement between Mason and NMG. See the Company's press releases dated May 16, June 23, July 5, and July 20, 2022.

Financial and Legal Advisors

Paradigm Capital Inc. is acting as financial advisor and Davies Ward Phillips & Vineberg LLP is acting as legal advisor to the Company in connection with the transaction.

About Nouveau Monde Graphite Inc.

Nouveau Monde Graphite is striving to become a key contributor to the sustainable energy revolution. The Company is working towards developing a fully integrated source of carbon-neutral battery anode material in Québec, Canada, for the growing lithium-ion and fuel cell markets. With enviable ESG standards, NMG aspires to become a strategic supplier to the world's leading battery and automobile manufacturers, providing high-performing and reliable advanced materials while promoting sustainability and supply chain traceability.

For more information: www.NMG.com.

About Mason Resources Inc.

[Mason Resources Inc.](http://www.MasonResourcesInc.com) is a Canadian corporation focused on seeking investment opportunities. Mason is the largest shareholder of Black Swan Graphene Inc. ("Black Swan") (TSX.V: SWAN) (OTCQB: BSWGF) (Frankfurt: R96) focusing on the large-scale production of patented high-performance and low-cost graphene products aimed at several industrial sectors, including concrete and polymers, which are expected to require large volumes of graphene and, in turn, large volumes of graphite. Black Swan aims at leveraging Québec's emerging graphite industry to establish an integrated supply chain. In 2023, Black Swan, Nationwide Engineering Research & Development Ltd., and Arup Group Ltd. announced strategic partnerships and, in 2024, Black Swan announced a commercial agreement with Hubron International Ltd. Black Swan's graphene processing technology was developed over the span of a decade by Thomas Swan & Co. Ltd., a United Kingdom-based global chemicals manufacturer, with a century-long track record.

For more information: www.masonresourcesinc.com and www.blackswangraphene.com.

[Mason Resources Inc.](#), on behalf of the Board of Directors
Peter Damouni, President & Chief Executive Officer

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Forward-Looking Information

The information contained herein contains "forward-looking statements" or "forward-looking information" within the meaning of applicable securities legislation. Forward-looking statements or forward-looking information relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be "forward-looking statements" or "forward-looking information". Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation: risks related to the completion of the transaction with NMG, risks related to Mason's holding of the NMG shares, risks related to the development of NMG's projects, risks related to Black Swan's business, risk related to the failure to obtain adequate financing on a timely basis and on acceptable terms; risks related to the outcome of legal proceedings; political and regulatory risks associated with the industry; risks related to the maintenance of stock exchange listings; risks related to environmental regulation and liability; the potential for delays in development activities or the completion of feasibility studies; the uncertainty of profitability; risks related to the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses; results of feasibility studies, and the possibility that future results will not be consistent with Mason's expectations; risks related to commodity prices fluctuations; and other risks and uncertainties related to Mason's prospects, properties and business detailed elsewhere in Mason's disclosure record. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Investors are cautioned against attributing undue certainty to forward-looking statements. These forward-looking statements are made as of the date hereof and Mason does not assume any obligation to update or revise them to reflect new events or circumstances, except in accordance with applicable securities laws. Actual events or results could differ materially from Mason's expectations or projections.

SOURCE [Mason Resources Inc.](#)

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