

Moneta Gold Inc. and Nighthawk Gold Corp. Announce the Proposed Directors for the MergeCo Board

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[Nighthawk Gold Corp.](#) ("Nighthawk") (TSX: NHK) and [Moneta Gold Inc.](#) (TSX: ME) (OTCQX: MEAUF) (FSE: MOPA) ("Moneta") (together with Nighthawk, "MergeCo") announce the proposed directors for the MergeCo Board to be appointed on completion of the arrangement on November 28, 2023 ("Arrangement Agreement" or "Transaction") which remains subject to Nighthawk and Moneta shareholder approval and other customary closing conditions.

Proposed Board of Directors:

The Board of Directors of MergeCo will consist of seven (7) directors, comprised of four (4) nominees from Moneta and three (3) nominees from Nighthawk. The proposed directors will include:

- Keyvan Salehi, P.Eng., MBA - President and CEO of MergeCo and Director
- Josef Vejvoda, CIM, ICD.D - Non-executive Chairman of the MergeCo Board
- Morris Prychidny, CPA, CA
- Blair Zaritsky, CPA, CA
- Edie Hofmeister, MA, JD
- Rodney A. Cooper, P.Eng, MBA, Acc. Dir.
- Krista Muhr

Biographies

Mr. Salehi is a professional engineer and a seasoned mining executive with more than 20 years of experience in mine construction, mine operations, technical services, corporate development, and capital markets. He is the current President and CEO of Nighthawk. Previously, Mr. Salehi was the VP Corporate Development & Technical Services for [Mountain Province Diamonds](#), where he provided operational and technical oversight for the construction and operation of the Gahcho Kué mine in the Northwest Territories. He was the VP Corporate Development & Technical Services for [Kirkland Lake Gold](#), where he led the due diligence and execution of the merger with [Newmarket Gold](#). Mr. Salehi also had management roles with [St. Andrew Goldfields](#), [Lake Shore Gold](#), [FNX Mining](#), and Vale.

Mr. Vejvoda is the Chairman and interim President and CEO of Moneta. Mr. Vejvoda acts as a special advisor to K2 & Associates Investment Management Inc., a multi-strategy investment fund. Mr. Vejvoda has over 25 years of extensive capital markets experience and has held senior management roles at Merrill Lynch Canada, National Bank Financial, and TD Securities. Previously, Mr. Vejvoda served on the boards of ShoreTel Inc. (sold to Mitel Networks), [Dominion Diamond Corp.](#) (sold to Washington Corporate), Acerus Pharma, and PNI Digital Media Inc. (sold to Staples Inc.).

Mr. Prychidny is a Chartered Accountant with more than 35 years of experience in the mining, entertainment and real estate industries. He serves as the Chair of Talisker Resources and as a director for Fountain Asset Corp., Northfield Capital Corporation, and Orion Capital Inc. He was a former director of [Barkerville Gold Mines Ltd.](#)

Mr. Zaritsky is currently the CFO of Osisko Mining Inc. and was instrumental in merging 4 companies to obtain Windfall Lake, Osisko's flagship asset. He has over 15 years of Canadian public practice experience, with exposure to various types of engagements and clients, gained through managing audit engagements of publicly listed companies traded on the TSX, TSX Venture, and CSE exchanges.

Ms. Hofmeister is an attorney who has advised large and small multi-national extractive companies on legal and ESG matters for over 20 years. She currently serves as the director for Osisko Gold Royalties, Prime Mining, and was the former EVP Corporate Affairs & General Counsel for [Tahoe Resources Inc.](#) Ms. Hofmeister serves as the Chair of the International Bar Association's Business and Human Rights

Committee, a group dedicated to promoting high ESG standards in multi-national corporations.

Mr. Cooper is a professional engineer, and seasoned executive with extensive technical experience in the mining sector, including the Timmins camp. Previously, he was the President & COO for [Labrador Iron Mines Ltd.](#), VP Technical Services for [Kinross Gold Corp.](#), and was a VP & Senior Mining Analyst in equity research at Dundee Securities.

Ms. Muhr brings 20 years of experience working with public companies in the global metals and mining sector with strong ESG and capital market credentials at senior levels. She is currently the SVP, Investor Relations & Communications for Galiano Gold and a director of Ensign Minerals. Previously, she served as SVP, External Affairs and Sustainability for Eldorado Gold Corporation.

About Moneta

Moneta is a Canadian-based gold exploration company whose primary focus is on advancing its 100% wholly owned Tower Gold Project, located in the Timmins region of Northeastern Ontario, Canada's most prolific gold producing camp.

About Nighthawk

Nighthawk is a Canadian-based gold exploration and development company with 100% ownership of the Colomac Gold Project and more than 947 km² District Scale Property within 200 km north of Yellowknife, Northwest Territories, Canada. Nighthawk's experienced management team, with a track record of successfully advancing projects and operating mines, is working towards rapidly advancing its assets towards a development decision.

Forward-Looking Information

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, information with respect to the Transaction and its likelihood of completion, and the proposed board of directors of MergeCo. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "accelerate", "add" or "additional", "advancing", "anticipates" or "does not anticipate", "appears", "believes", "can be", "conceptual", "confidence", "continue", "convert" or "conversion", "deliver", "demonstrating", "estimates", "encouraging", "expand" or "expanding" or "expansion", "expect" or "expectations", "fast-track", "forecasts", "forward", "goal", "improves", "increase", "intends", "justification", "plans", "potential" or "potentially", "pro-forma", "promise", "prospective", "prioritize", "reflects", "re-rating", "scheduled", "stronger", "suggesting", "support", "updating", "upside", "will be" or "will consider", "work towards", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur", or "be achieved".

Forward-looking information is based on the opinions and estimates of management at the date the information is made, and is based on a number of assumptions and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Nighthawk and Moneta to be materially different from those expressed or implied by such forward-looking information, including risks associated with required regulatory approvals, the exploration, development and mining such as economic factors as they effect exploration, future commodity prices, changes in foreign exchange and interest rates, actual results of current exploration activities, government regulation, political or economic developments, the ongoing wars and their effect on supply chains, environmental risks, COVID-19 and other pandemic risks, permitting timelines, capex, operating or technical difficulties in connection with development activities, employee relations, the speculative nature of gold exploration and development, including the risks of diminishing quantities of grades of reserves, contests over title to properties, and changes in project parameters as plans continue to be refined as well as those risk factors discussed in Nighthawk's and Moneta's respective annual information forms for the year ended December 31, 2022, available on www.sedarplus.ca. Although Nighthawk and Moneta have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Nighthawk and Moneta do not undertake to update any forward-looking information, except in accordance with applicable securities laws.

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