

Nevada King Gold Corp. Announces Execution Of Arrangement Agreement For Spin-out Of Non-atlanta Claims Portfolio

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VANCOUVER, June 11, 2024 - [Nevada King Gold Corp.](#) (TSXV: NKG) (OTCQX: NKGFF) ("Nevada King" or the "Company") is pleased to announce that, further to its news release dated February 12, 2024, the Company has entered into an arrangement agreement for a strategic reorganization of its business pursuant to which all of the Company's concessions and properties with the exception of the Atlanta Gold Mine Project ("Atlanta") will be spun out to Nevada King shareholders (the "Spin-Out") through a subsidiary of the Company ("[SpinCo](#)"). In connection with the Spin-Out, Nevada King will also grant to SpinCo a 3.0% net smelter return ("NSR") royalty on all gold and silver production from Atlanta including the Atlanta resource area and non-core claims surrounding the Atlanta Gold Mine Project.

The Spin-Out will provide investors with an ownership stake in two separate specialized companies. Nevada King will continue to focus exclusively on the advancement of the Atlanta Gold Mine Project, while SpinCo will focus on advancing its foothold as the third largest mineral claim holder in the State of Nevada, behind Nevada Gold Mines (Barrick/Newmont) and Kinross Gold. SpinCo will control over 193,000 acres (9,682 claims) along the Battle Mountain Trend with key project areas hosting significant historical exploration work and possessing untested discovery potential. These project areas include Iron Point, Buffalo Valley, Lewis, Horse Mountain-Mill Creek, Hilltop South, Carico Lake, Kobeh Valley, and Pancake South.

"We are pleased to progress with this exciting opportunity for the Company and its shareholders. Creating a standalone focused company holding Nevada King's large portfolio of claims along the Battle Mountain trend will create an exciting growth-focused story with a dominant land position along one of the world's most prolific gold mining trends. This project portfolio is nestled amongst some of North America's most prominent current and former producing mines and has the potential to provide exceptional exploration upside and optionality from multiple properties," Collin Kettell, CEO of Nevada King, stated.

Spin-Out

The Spin-Out will be completed as part of a strategic reorganization to unlock value in Nevada King's large portfolio of mineral claims in the State of Nevada. The target areas along the Battle Mountain trend to be held by SpinCo include the Company's Lewis, Horse Mountain-Mill Creek, and Iron Point projects. Nevada King will also grant SpinCo an NSR royalty in the amount of 3.0% from all gold and silver production from non-core Atlanta claims surrounding Atlanta, as well as a 3.0% NSR royalty on the core "Bobcat" claims that cover the existing resource zone. The 3.0% NSR royalty on the Bobcat claims will take effect upon fulfilling the existing royalty on the Bobcat claims which is a 3.0% royalty capped at the first 4,000 ounces of gold equivalent production.

The Spin-Out will proceed by way of a statutory plan of arrangement (the "Arrangement") pursuant to the Business Corporations Act (British Columbia). Common shares of SpinCo (the "SpinCo Shares") will be distributed to shareholders of Nevada King in proportion to their shareholdings of Nevada King. There will be no change in Nevada King shareholders' holdings in the Company as a result of the Spin-Out.

SpinCo will not be listed on a public stock exchange on closing of the Arrangement but will operate as a reporting issuer.

Completion of the proposed Spin-Out will be subject to approval of the Nevada King shareholders, and the approvals of the British Columbia Supreme Court and the TSX Venture Exchange (the "TSXV").

The Arrangement Agreement

Nevada King has executed an arrangement agreement whereby the business of Nevada King will be reorganized into two companies. In connection with the Arrangement, Nevada King will apply for an interim order from the Supreme Court of British Columbia authorizing the Company to call a shareholder meeting to approve the Arrangement.

The Arrangement involves, among other things, the distribution of SpinCo Shares to Nevada King shareholders such that each shareholder will hold: (i) one new common share of Nevada King for each common share of Nevada King held immediately prior to the effective time of the Arrangement; and (ii) one-thirtieth of one SpinCo Share for each common share of Nevada King held immediately prior to the effective time of the Arrangement. Immediately following completion of the Arrangement, which is expected to occur in late July, Nevada King's shareholders, other than any dissenting shareholders, will own 100% of SpinCo. Nevada King options will also be adjusted pursuant to the Arrangement as described in more detail in the information circular ("Circular") that will be mailed to shareholders in the second half of June.

After careful consideration, the Board of Directors has unanimously determined that the Arrangement is fair to shareholders and is in the best interests of the Company. A description of the various factors considered by the Board of Directors in arriving at this determination will be provided in the Circular.

After closing of the Arrangement, new Nevada King shares will continue trading on the TSXV in Canada under the symbol NKG and on the OTC Market in the United States under the symbol NKGFF, respectively. SpinCo Shares will not be listed on any stock exchange after completion of the Arrangement, but the company will be a reporting issuer and will comply with its continuous disclosure obligations under applicable Canadian securities laws.

About Nevada King Gold Corp.

Nevada King is the third largest mineral claim holder in the State of Nevada, behind Nevada Gold Mines (Barrick/Newmont) and Kinross Gold. Starting in 2016 the Company has staked large project areas hosting significant historical exploration work along the Battle Mountain trend located close to current or former producing gold mines. These project areas were initially targeted based on their potential for hosting multi-million ounce gold deposits and were subsequently staked following a detailed geological evaluation. District-scale projects in Nevada King's portfolio include (1) the 100% owned Atlanta Mine, located 100km southeast of Ely, (2) the Lewis and Horse Mountain-Mill Creek projects, both located between Nevada Gold Mines' large Phoenix and Pipeline mines, and (3) the Iron Point project, located 35km east of Winnemucca, Nevada.

The Atlanta Mine is a historical gold-silver producer with a National Instrument 43-101 ("NI 43-101") compliant pit-constrained resource of 460,000 oz Au in the measured and indicated category (11.0M tonnes at 1.3 g/t) plus an inferred resource of 142,000 oz Au (5.3M tonnes at 0.83 g/t). See the NI 43-101 Technical Report on Resources titled "Atlanta Property, Lincoln County, NV" with an effective date of October 6, 2020, and a report date of December 22, 2020, as prepared by Gustavson Associates and filed under the Company's profile on SEDAR+ (www.sedarplus.com).

The scientific and technical information in this news release has been reviewed and approved by Calvin R. Herron, P.Geo., who is a Qualified Person as defined by NI 43-101.

Resource Category	Tonnes	Au Grade	Contained Au	Ag Grade	Contained Ag
	Oz	(000s)	Oz	(ppm)	Oz
Measured	4,130	1.51	200,000	14.0	1,860,000
Indicated	6,910	1.17	260,000	10.6	2,360,000
Measured + Indicated	11,000	1.30	460,000	11.9	4,220,000
Inferred	5,310	0.83	142,000	7.3	1,240,000

Table 1. NI 43-101 Mineral Resources at the Atlanta Mine

Please see the Company's website at www.nevadaking.ca.

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 Statements Regarding Forward Looking Information

This news release contains certain "forward-looking information" and "forward-looking statements" (collectively "forward-looking statements") within the meaning of applicable securities legislation. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible", and similar expressions, or statements that events, conditions, or results "will", "may", "could", or "should" occur or be achieved. All statements, other than statements of historical fact, included herein, without limitation, completion of the Spin-Out, TSXV approval of the Spin-Out, the date of the Meeting, and the benefits of the proposed Spin-Out are forward-looking statements. 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 on the date the statements are made and are based upon a number of assumptions and estimates that, while considered reasonable by Nevada King, 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, the ability to complete proposed exploration work, the results of exploration, continued availability of capital, and changes in general economic, market and business conditions. Readers should not place undue reliance on the forward-looking statements and information contained in this news release concerning these items. Nevada King 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 applicable securities laws.

SOURCE [Nevada King Gold Corp.](#)

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