

Coco Pool Corp. and Viridian Metals Announce TSXV Conditional Acceptance and Filing of Filing Statement for Their Qualifying Transaction

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VANCOUVER, Oct. 29, 2024 - Coco Pool Corp. ("Coco") (TSXV: CCPC.P), a capital pool company, is pleased to announce that it has received conditional acceptance from the TSX Venture Exchange ("TSXV") for the closing of its proposed amalgamation transaction with [Viridian Metals Corp.](#) ("Viridian") which transaction (the "Transaction") is intended to constitute Coco's Qualifying Transaction (within the meaning of Policy 2.4 – Capital Pool Companies of the TSX Venture Exchange (the "Exchange").

Coco has filed a filing statement that is dated effective October 28, 2024 (the "Filing Statement") and certain additional documents, including a 43-101 Technical Report on Viridian's Kraken Project with the TSXV and on Coco's SEDAR+ profile at www.sedarplus.ca.

Further to its comprehensive news release dated August 2, 2024, Coco will acquire Viridian by way of a three cornered amalgamation of Coco, 16217494 Canada Inc., a wholly owned subsidiary of Coco, and Viridian under the Canada Business Corporations Act. In connection with the Qualifying Transaction, Coco will change its name to Viridian Metals Inc. (the "Resulting Issuer"). It is anticipated that the common shares of the Resulting Issuer will trade under the ticker "VRDN".

All details of the Transaction as disclosed in Coco's comprehensive news release dated August 2, 2024 remain the same other than Viridian is currently conducting an additional non-brokered private placement (the "Viridian Private Placement") of between 714,286 and 1,428,571 units of Viridian ("Viridian Units"), at a price of \$0.35 per Viridian Unit for aggregate gross proceeds of a minimum of \$250,000 and a maximum \$500,000. Each Viridian Unit is comprised of one common share of Viridian (each a "Viridian Share") and one half of one common share purchase warrant, with each whole warrant (each a "Viridian Warrant") entitling the holder thereof to acquire one Viridian Share at a price of \$0.45 for a period of 60 months from the date of issuance.

"Receiving conditional approval for our TSXV listing marks an important step in Viridian's growth strategy. We are excited about the future as we move closer to unlocking the potential of our assets and bringing value to our shareholders. We look forward to continuing our journey as a publicly traded company on such a respected exchange," said Tyrell Sutherland, CEO, Viridian Metals.

The Viridian Private Placement is expected to close prior to the completion of the Transaction and the Viridian Shares and Viridian Warrants comprising the Viridian Units will be exchanged for common shares and common share purchase warrants of the Resulting Issuer, as applicable, pursuant to the terms of the amalgamation agreement entered into between the parties as described in the Filing Statement. The closing of the Viridian Private Placement is a condition precedent to the closing of the Transaction.

It is now currently anticipated that, immediately prior to the closing of the Transaction, there will be approximately between 46,619,224 and 47,333,509 Viridian Shares issued and outstanding (including Viridian Shares issued pursuant to the Viridian Private Placement) and between 9,022,081 and 9,379,224 Viridian Warrants issued and outstanding (including Viridian Shares issued pursuant to the Viridian Private Placement). The value of the consideration for the Viridian Shares pursuant to the Transaction is between \$12,120,998.20 (assuming completion of the minimum amount of the Viridian Private Placement) and \$12,306,712.30 (assuming completion of the maximum amount of the Viridian Private Placement).

The fully diluted capitalization of the Resulting Issuer is expected to be as follows:

Description of Issue Number of Resulting Issuer Shares After Giving Effect to the Transaction Assuming Minimum Viridian Private Placement Percentage of Total Number of Resulting Issuer Shares After Giving Effect to the Transaction Assuming Maximum Viridian Private Placement Percentage of Total

Outstanding Coco Consolidated Shares prior to the Amalgamation	2,852,000	4.84%	2,852,000	4.75%
Issuable to the Viridian Shareholders	46,619,224	79.13%	47,333,509	78.91%
Issuable on the exercise of existing Coco stock Options	285,196	0.48%	285,196	0.48%

Issuable on the exercise of existing Coco Warrants 138,000 0.23% 138,000 0.23%
Issuable on the exercise of Viridian Warrants 9,022,081 15.31% 9,379,224 15.64%
Fully diluted share capital 58,916,501 100.00% 59,987,929 100.00%

Additional information in respect of the Transaction, Coco, Viridian and the Resulting Issuer can be found in the Filing Statement. In accordance with the policies of the TSXV, Coco's common shares are currently halted from trading and will remain so until such time as required by TSXV policies.

Coco Shareholder Meeting

Coco was required to hold a meeting to seek approval of the shareholders of Coco (the "Coco Shareholders") of certain matters in respect of the Transaction.

Coco held its annual general and special meeting on September 12, 2024 where, along with resolutions commonly placed before shareholders at an annual general meeting, the Coco Shareholders approved, conditional upon the completion of the Transaction:

- (ii) the name change of Coco to "Viridian Metals Inc.;"
- (iii) the consolidation of the common shares of Coco on the basis of 0.46 of a post consolidation common share for each pre consolidation common share;
- (iv) the election of directors of the Resulting Issuer following the closing of the Transaction as agreed between Viridian and Coco and as set out in the Filing Statement; and
- (v) the adoption of a new omnibus equity incentive plan of the Resulting Issuer.

The completion of the Transaction is subject to a number of conditions including, but not limited to, the required approvals of the shareholders of Viridian, receipt of all required regulatory approvals, including final Exchange approval, and satisfaction of other customary closing conditions. Assuming all conditions for closing are satisfied, closing of the Transaction is expected to occur on or about November 4, 2024 or such other date as Coco and Viridian may determine.

Further Information

Coco will provide further details in respect of the Transaction in due course by way of a subsequent news release, however, Coco will make available to the Exchange, all information, including financial information, as may be requested or required by the Exchange.

For further information, please contact:

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All information contained in this news release with respect to Coco and Viridian was supplied by the respective party, for inclusion herein, without independent review by the other party, and each party and its directors and officers have relied on the other party for any information concerning the other party.

Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a

capital pool company should be considered highly speculative.

The TSX Venture Exchange has not in any way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this news release.

Neither the Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Cautionary Statement Regarding Forward Looking Information

This news release contains statements which constitute "forward-looking information" within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of Coco and Viridian with respect to future business activities and operating performance.

Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements formed in the future tense or indicating that certain actions, events or results "may", "could", "would", "might" or "will" (or other variations of the forgoing) be taken, occur, be achieved, or come to pass. Forward-looking information includes information regarding: (i) expectations regarding whether the Transaction will be consummated, including whether conditions to the consummation of the Transaction will be satisfied including, but not limited to, the necessary regulatory approvals and the timing associated with obtaining such approvals, if at all; (ii) the business plans and expectations of the Resulting Issuer; and (iii) expectations for other economic, business, and/or competitive factors. Forward-looking information is based on currently available competitive, financial and economic data and operating plans, strategies or beliefs as of the date of this news release, but involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of Viridian, Coco or the Resulting Issuer, as applicable, to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors may be based on information currently available to Viridian, Coco and the Resulting Issuer, including information obtained from third-party industry analysts and other third-party sources, and are based on management's current expectations or beliefs. Any and all forward-looking information contained in this news release is expressly qualified by this cautionary statement.

Investors are cautioned that forward-looking information is not based on historical facts but instead reflect Viridian and Coco's respective management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Forward-looking information reflects Viridian's and Coco's current beliefs and is based on information currently available to Viridian and Coco and on assumptions it believes to be not unreasonable in light of all of the circumstances. In some instances, material factors or assumptions are discussed in this news release in connection with statements containing forward-looking information. Such material factors and assumptions include, but are not limited to: Viridian, Coco or the Resulting Issuer; completion of the Transaction; satisfying the conditions precedent and covenants in the Amalgamation Agreement; satisfying the requirements of the Exchange with respect to the Transaction; meeting the minimum listing requirements of the Exchange, and anticipated and unanticipated costs and other factors referenced in this news release and the Filing Statement, including, but not limited to, those set forth in the Filing Statement under the caption "Risk Factors". Although Viridian and Coco have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is made as of the date of this news release and, other than as required by law, Viridian and Coco disclaim any obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking information 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 forward-looking information.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein

as intended, planned, anticipated, believed, estimated or expected. Although Viridian and Coco have attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. Viridian and Coco do not intend, and do not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

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