

Drummond Ventures And Elton Resources Enter Into Definitive Merger Agreement With Respect To Qualifying Transaction

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Drummond Ventures Corp. (TSXV: DVX.P) ("Drummond") and Elton Resources Corp. ("Elton"), a corporation incorporated under the laws of the Province of British Columbia, are pleased to announce that further to Drummond's press release dated September 9, 2024, Drummond, Elton and 1230507 B.C. Ltd. ("AcquisitionCo"), a wholly owned subsidiary of Drummond, have entered into a binding merger agreement dated October 31, 2024 (the "Merger Agreement") in respect of an arm's length reverse-takeover transaction of Drummond by Elton (the "Proposed Transaction"), which will constitute the completion of Drummond's Qualifying Transaction (as such term is defined in Policy 2.4 - Capital Pool Companies ("Policy 2.4") of the TSX Venture Exchange (the "Exchange")). Upon completion of the Proposed Transaction, the resulting issuer (the "Resulting Issuer") will carry on the business of Elton, and intends to list as a tier 2 mining issuer on the Exchange.

The completion of the Proposed Transaction is subject to the satisfaction of various conditions that are customary for a transaction of this nature, including but not limited to: (i) the completion of one or more concurrent brokered financings by Elton for gross proceeds of a minimum of \$10,000,000 (when aggregated with the gross proceeds from the Drummond Financing (as defined below)) (the "Private Placement") through the issuance of Subscription Receipts (as defined herein); (ii) the approval by the directors of Drummond and Elton of the Proposed Transaction and the matters related therein; (iii) approval of the Split (as defined herein), the reconstitution of the Drummond Board (as defined herein), the adoption of new articles for Drummond and such other matters as may be reasonably be requested by Elton by the shareholders of Drummond; and (iv) the receipt of all requisite regulatory, stock exchange, or governmental authorizations and consents, including the Exchange.

Subject to satisfaction or waiver of the conditions precedent referred to herein and in the Merger Agreement, Drummond and Elton anticipate that the Proposed Transaction will be completed by December 31, 2024. There is no assurance that the Proposed Transaction will be completed on the terms proposed herein or at all.

Trading in the common shares of Drummond (each, a "Drummond Share") is currently halted in accordance with the policies of the Exchange and will remain halted until such time as all required documentation in connection with the Proposed Transaction has been filed with and accepted by the Exchange and permission to resume trading has been obtained from the Exchange.

The Proposed Qualifying Transaction

The Proposed Transaction will result in Drummond acquiring all of the issued and outstanding securities of Elton in exchange for the issuance of securities of Drummond by way of a three-cornered amalgamation between Elton, Drummond and AcquisitionCo, which will result in the entity resulting from the amalgamation under the Business Corporations Act (British Columbia) of AcquisitionCo and Elton becoming a wholly-owned subsidiary of Drummond. The Proposed Transaction is expected to result in the existing shareholders of Elton owning a majority of the outstanding Drummond Shares (after completion of the Proposed Transaction and Split, referred to herein as the "Resulting Issuer Shares") and the Resulting Issuer will be renamed "Elton Resources Corp." or such other name as Elton may determine (the "Name Change").

The Proposed Transaction will not constitute a "Non-Arm's Length Qualifying Transaction" (as such term is defined in the Policy 2.4) or a related party transaction pursuant to the policies of the Exchange and applicable securities laws.

Prior to the effective time of the Proposed Transaction (the "Effective Time"), it is expected that Drummond

will complete a stock split (the "Split") in respect of the Drummond Shares on a 2:1 basis such that, immediately following the Split, there shall be 10,250,000 post-Split Drummond Shares (each, a "Drummond Post-Split Share") issued and outstanding (excluding any Drummond Post-Split Shares issuable upon conversion of the Drummond Subscription Receipts). Additionally, all outstanding incentive stock options of Drummond shall be surrendered for cancellation without any consideration prior to closing of the Proposed Transaction.

As consideration for the acquisition of all of the outstanding securities of Elton, holders of the issued and outstanding common shares of Elton ("Elton Shares") will receive one (1) Resulting Issuer Share/Drummond Post-Split Share for each one (1) Elton Share (the "Exchange Ratio") held. Excluding any Elton Shares that may be issued upon the conversion of any Subscription Receipts (as defined below) and assuming no convertible securities of Elton are exercised prior to the Effective Time, it is expected that (excluding any Elton Shares issuable upon conversion of the Subscription Receipts) (i) 35,000,000 Elton Shares outstanding as of the Effective Time held by current holders of Elton Shares will be exchanged for an equal number of Resulting Issuer Shares at a deemed price per Resulting Issuer Share equal to the NFT Subscription Receipt Price (as defined below) for deemed consideration of \$8,750,000, and (ii) an additional between 16,000,000 Elton Shares and 23,062,857 Elton Shares to be issued to [Generation Mining Ltd.](#) ("Generation") pursuant to the terms of an asset purchase agreement dated December 20, 2022, as amended, between Generation and Elton (the "Property Agreement") will be exchanged for an equal number of Resulting Issuer Shares at a deemed price per Resulting Issuer Share equal to the NFT Subscription Receipt Price for deemed consideration of between approximately \$4,000,000 and \$5,765,714.

In addition, there are currently 2,000,000 outstanding incentive stock options of Elton, each exercisable for one Elton Share, and holders thereof will receive approximately an aggregate of 2,000,000 incentive stock options of the Resulting Issuer, each exercisable to acquire one Resulting Issuer Share, pursuant to the Exchange Ratio. The final structure of the Proposed Transaction is subject to the receipt of tax, corporate and securities law advice by both Drummond and Elton. The Agents' Warrants shall also be exchanged for warrants of the Resulting Issuer on substantially the same basis.

Upon closing of the Proposed Transaction, a finder's fee in the amount of \$20,000 will be payable to Core Connections Ltd., an arm's length party to both Elton and Drummond.

The Private Placement

As disclosed in the news release of Drummond dated October 16, 2024, Elton has engaged Eight Capital and Canaccord Genuity Corp. (the "Co-Lead Agents") as co-lead agents and joint bookrunners in connection with the Private Placement, with a syndicate of agents that includes SCP Resource Finance LP (together with the Co-Lead Agents, the "Agents").

The Private Placement shall comprise of a private placement of a combination of: (1) subscription receipts of Elton ("NFT Subscription Receipts") at a price per NFT Subscription Receipt of \$0.25 (the "NFT Subscription Receipt Price"); and (2) subscription receipts of Elton ("FT Subscription Receipts" and, together with the NFT Subscription Receipts, the "Subscription Receipts") at a price per FT Subscription Receipt of \$0.35, for aggregate gross proceeds of a minimum of \$10,000,000 (when combined with the proceeds from the Drummond Financing) and a maximum of \$15,000,000.

In connection with the Private Placement, Elton has also granted the Agents an option (the "Agents' Option") to increase the size of the Private Placement by up to 15% in any combination of NFT Subscription Receipts and FT Subscription Receipts, which Agents' Option shall be exercisable in whole or in part at any time for a period of up to 48 hours prior to the closing of the Private Placement.

Each NFT Subscription Receipt will automatically convert into one common share in the capital of Elton (an "Elton Share") and each FT Subscription Receipt will automatically convert into one Elton Share that qualifies as a "flow-through share" (together with the Elton Shares underlying the NFT Subscription Receipts, the "Subscription Receipt Shares") pursuant to the Income Tax Act (Canada) (the "Tax Act") in each case, upon satisfaction of certain escrow release conditions (the "Escrow Release Conditions") prior to December 31, 2024, or such other date as may be determined under the subscription receipt agreement governing the Subscription Receipts (the "Escrow Release Deadline"), subject to adjustment in certain events, at no additional cost to the holder as described in a subscription receipt agreement to be entered into by the

parties. Each Subscription Receipt Share received by holders of the Subscription Receipts shall then be converted into one Resulting Issuer Share at the closing of the Proposed Transaction.

In connection with the Private Placement and upon satisfaction of the Escrow Release Conditions, the Agents will be paid a cash commission equal to 7.0% of the gross proceeds raised under the Private Placement and be issued such number of Elton Share purchase warrants (the "Agents' Warrants") as is equal to 7.0% of the Subscription Receipts sold under the Private Placement. Each Agents' Warrant will entitle the holder to acquire an Elton Share at an exercise price of \$0.25 for a period of twenty-four months following the date the Escrow Release Conditions are satisfied.

Further details regarding the Private Placement are disclosed in the news release of Drummond dated October 16, 2024.

Drummond Financing

The Company also announces that it proposes to undertake a non-brokered private placement (the "Drummond Financing") of subscription receipts of Drummond ("Drummond Subscription Receipt") at a price per Drummond Subscription Receipt equal to the NFT Subscription Receipt Price for such amounts as may be agreed between Elton and Drummond so long as the aggregate gross proceeds from the Drummond Financing and the Private Placement total a minimum of \$10,000,000. Each Drummond Subscription Receipt will automatically convert into one Drummond Post-Split Share upon satisfaction of certain escrow release conditions which are expected to substantially parallel the Escrow Release Conditions prior to the Escrow Release Deadline, subject to adjustment in certain events, at no additional cost to the holder as described in a subscription receipt agreement to be entered into by the parties.

Drummond may also issue Drummond Post-Split Share purchase warrants ("Drummond Agents' Warrants") and pay finder's fees on substantially the same basis as applicable to the Private Placement in connection with the Drummond Financing.

Resulting Issuer Capitalization

On completion of the Proposed Transaction, assuming (a) no changes to the capitalization of either Drummond or Elton prior to the Effective Time (including no exercise of any convertible securities), (b) all incentive stock options of Drummond are cancelled, and (c) that the Subscription Receipts and Drummond Subscription Receipts are converted into Elton Shares and Drummond Post-Split Shares respectively prior to the Escrow Release Deadline, the capitalization of the Resulting Issuer is expected to comprise the following:

| Shareholders | Number of Resulting Issuer Shares/Securities | Percentage Undiluted | Percentage Diluted |
|--|--|----------------------|--------------------|
| Existing shareholders of Drummond | 10,250,000 | 10.7 % | 10.3 % |
| Current existing shareholders of Elton | 35,000,000 | 36.6 % | 35.0 % |
| Subscription Receipt and Drummond Subscription Receipt purchasers ⁽¹⁾ | 34,285,715 | 35.9 % | 34.3 % |
| Generation Mining Limited ⁽²⁾ | 16,000,000 | 16.8 % | 16.0 % |
| Total (Undiluted): | 95,535,715 | 100 % | 95.6 % |
| Elton Options ⁽³⁾ | 2,000,000 | | 2.0 % |
| Agents' Warrants ⁽¹⁾ | 2,400,000 | | 2.4 % |
| Total (Diluted): | 99,935,715 | | 100 % |

Notes:

- (1) Assuming: (i) the sale of 20,000,000 NFT Subscription Receipts/Drummond Subscription Receipts for gross proceeds of \$5,000,000 and a total of 14,285,715 FT Subscription Receipts for gross proceeds of approximately \$5,000,000, and no exercise of the Agents' Option; (ii) conversion of 34,285,715 Subscription Receipts into Elton Shares in the case of the NFT Subscription Receipts and FT Subscription Receipts or Drummond Post-Split Shares in the case of the Drummond Subscription Receipts, as applicable, prior to the Escrow Release Deadline; and (iii) issuance of 2,400,000 Agents' Warrants and Drummond Agents' Warrants.
- (2) Among other things, pursuant to the Property Agreement, Elton agreed to issue to Generation immediately prior to the Effective Time, such number of Elton Shares as is equal to the greater of the number that is (A) a fraction, the numerator of which is \$4,000,000 and the denominator of which shall be the price at which the Private Placement is effected, and (B) 16% of the total number of issued and outstanding Resulting Issuer Shares, as determined on a fully diluted basis, immediately following the Effective Time.
- (3) Each exercisable to acquire one (1) Elton Share (Resulting Issuer Share) for a period of ten (10) years from the date of issuance thereof at an exercise price of \$0.10.

The completion of the Proposed Transaction is subject to the satisfaction of various conditions as are standard for a transaction of this nature, including but not limited to (i) the receipt of shareholder approval for the Proposed Transaction to the extent required by applicable law and policies of the Exchange; (ii) the receipt of regulatory and Exchange approval for the Proposed Transaction to the extent required by applicable law and policies of the Exchange; (iii) the filing with the applicable securities regulatory authorities of a filing statement or information circular regarding the Proposed Transaction; (iv) the receipt of conditional approval from the Exchange for the Proposed Transaction and the listing of the Resulting Issuer Shares upon completion of the Proposed Transaction; and (v) the completion of the Private Placement, Name Change, Split and other matters as may be agreed to between Elton and Drummond. There can be no assurance that the Proposed Transaction will be completed on the terms proposed above or at all.

Sponsorship

Sponsorship of a Qualifying Transaction (as such term is defined in Policy 2.4) is required by the Exchange unless a waiver from the sponsorship requirement is obtained. Drummond intends to apply for a waiver from sponsorship for the Proposed Transaction. There is no assurance that a waiver from this requirement will be obtained.

Information About Elton

Elton was incorporated under the Business Corporations Act (British Columbia) on March 26, 2022, under the name "Elton Resources Corp.". Elton is a mineral exploration company focused on the acquisition and exploration of mineral properties and holds an interest in three properties.

Darnley Bay Property - Elton's Material Property

Elton's interest in the Darnley Bay property (the "Darnley Bay Property"), its sole material property, was acquired pursuant to the Property Agreement. Pursuant to the Property Agreement, Elton acquired, among other things, the rights and obligations of Generation pursuant to a concession agreement dated December 22, 2009 between the Inuvialuit Regional Corporation (the "IRC"), the Inuvialuit Land Corporation (the "ILC"), and Darnley Bay Resources Limited, as assigned to Generation. In consideration for the Property Agreement, Elton agreed to: pay (i) \$1,000,000 in cash of which (A) \$150,000 has been paid; and (B) \$850,000 will be paid to Generation at or immediately following the completion of the Proposed Transaction; and (ii) immediately prior to the completion of the Proposed Transaction, issue that number of Elton Shares equal of the greater of the number that is (A) a fraction, the numerator of which is \$4,000,000 and the denominator of which shall be the price at which the Private Placement is effected; and (B) 16% of the total number of issued and outstanding Resulting Issuer Shares, as determined on a fully diluted basis, immediately following the closing of the Proposed Transaction.

Further to the Property Agreement, Elton entered into a concession agreement with IRC and ILC on December 23, 2022 (the "Concession Agreement"). Under the Concession Agreement, ILC granted Elton a combined metals and diamond concession providing Elton with mining rights to explore for, assess, mine, extract, treat, market and otherwise dispose of metals and rough diamonds on or under the subsurface of the

Darnley Bay Property, which forms party of the Inuvialuit 7(1)(a) lands in the vicinity of Paulatuk, Northwest Territories.

The Darnley Bay Property is in the vicinity of Paulatuk NT, which is on the mainland Arctic coast 397 km east of Inuvik and encompasses an area of roughly 50 kilometres by 80 kilometre.

Elton Financial Information

Set forth below is certain financial information derived from Elton's unaudited financial statements, with all amounts in Canadian dollars:

| | Fiscal Year Ended June 30, 2024 (Unaudited) | Fiscal Year Ended June 30, 2023 (Unaudited) |
|--------------------|---|---|
| Assets | \$338,469 | \$241,746 |
| Liabilities | \$68,698 | \$47,698 |
| Revenues | Nil | Nil |
| Comprehensive Loss | \$49,277 | \$50,850 |

Figures are unaudited and remain subject to change.

Insiders and Non-Arm's Length Parties of the Resulting Issuer

Upon completion of the Proposed Transaction, it is anticipated that the board of directors of the Resulting Issuer will consist of four directors: Carson Phillips, Michael Galego, Frederic Leigh and Robert McLeod. It is anticipated that the senior management of the Resulting Issuer will be as follows: Carson Phillips as Chief Executive Officer and Kia Russell as Chief Financial Officer and Corporate Secretary.

Carson Phillips - Chief Executive Officer and Director

Carson Phillips is a mining executive with over a decade of experience with a focus on precious metals. He was also an initial founder and director of [Ecuador Gold and Copper Corp.](#) (TSX.V: EGX) which was subsequently acquired by Lumina Gold Corp. (TSX.V: LUM) in 2016. Carson has a degree in Business Administration from the University of British Columbia (Okanagan) as well as a degree in International Business from Hogeschool Zeeland in the Netherlands. Mr. Phillips has also completed a Master of Engineering in Mine Economics & Finance from the University of British Columbia in 2014.

Michael Galego - Director

Mr. Galego is a lawyer with M&A and corporate finance experience. Mr. Galego serves as CEO of Apolo Capital Advisory Corp. and Director, Chief Legal Officer of The Flowr Corporation. Mr. Galego is also on the board of the directors of Stronach International Inc. He previously served as Co-founder, Director and Chief Legal Officer of Terrace Global Inc. which was sold to The Flowr Corporation for approximately \$65 million in December 2020, and as Co-founder, Director of ICC Labs Inc. which was sold to Aurora Cannabis Inc. for approximately \$320 million in November 2018. He was previously the Managing Director, General Counsel and Secretary of Acasta Enterprises Inc., the Deputy General Counsel and Secretary of Pacific Exploration and Production Corp., formerly Pacific Rubiales Energy Corp. (TSX: PRE) and General Counsel and Secretary of CGX Energy Inc. (TSXV: OYL). Recently, Mr. Galego was a member of the Board of Directors of Woulfe Mining Corp. (CSE: WOF). Mr. Galego began his legal career as an associate in the business law department of Osler, Hoskin & Harcourt LLP. Mr. Galego is a graduate of York University (Hons. B.A.) and the University of Windsor (LL.B). Mr. Galego is a resident of Toronto, Ontario.

Frederic Leigh - Director

Mr. Leigh is the principal of a private British Columbia company that provides advisory services to publicly listed companies. He has over 20 years of experience with companies in the mining and technology sectors and currently serves as a director for Golden Harp Resources.

Robert McLeod - Director

Mr. McLeod is a professional geoscientist with over 25 years of experience in mineral exploration and mining, working for a variety of major and junior mining and exploration companies. He was most recently president and CEO of IDM Mining Ltd., that recently combined with [Ascot Resources Ltd.](#) Born and raised in Stewart, B.C., he is a third-generation miner and explorer with significant exploration and development experience. Previously, he was a founder and vice-president of exploration of Underworld Resources that was acquired by [Kinross Gold Corp.](#) for \$140-million after an initial resource estimate of over 1.4 million ounces gold at the White Gold deposit in the Yukon. He is a highly technical, creative and innovative exploration geologist with an ability to advance and monetize the full potential of projects to the advantage of shareholders. He is a graduate of geology from the University of British Columbia, with an MSc in mineral exploration from Queen's University. He is an active volunteer in the mining industry, as vice-chair of AME-BC, and as a director of the Britannia Mine Museum.

Kia Russell - Chief Financial Officer and Corporate Secretary

Ms. Russell has a background in Corporate Finance spanning over 12 years and has served as an Officer and a Director of multiple TSX-V companies in the resource sector. She has experience in corporate governance, regulatory compliance, and administration of junior resource companies and has also been responsible for coordinating private placements and reverse take over transactions. Ms. Russell's experience includes acting as CFO for various Canadian public companies. She has 4 years experience at Fiore Management Advisory Corp., as an Associate and VP Corporate Finance. Ms. Russell holds a Bachelor of Commerce and a Bachelor of Physical Education from the University of Otago.

Generation Mining Limited - Insider

Generation Mining Limited is a mining issuer listed on the Toronto Stock Exchange (TSX: GENM) focused on developing the Marathon Project, a large undeveloped copper-palladium deposit in Northwestern Ontario, Canada.

Other than the individuals as disclosed above, the Resulting issuer has no other anticipated Principals or Insiders, as defined in Policy 1.1 - Interpretation of the Exchange.

Drummond Ventures Corp.

Drummond was incorporated under the Business Corporations Act (British Columbia) on March 28, 2018, and is a Capital Pool Company (as such term is defined in Policy 2.4) listed on the Exchange. Drummond has no commercial operations and no assets other than cash.

Qualified Person

The scientific and technical content of this news release was reviewed, verified, and approved by David White, P. Geo., and a Qualified Person as defined by Canadian Securities Administrators' National Instrument 43-101 - Standards of Disclosure for Mineral Projects.

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

This press 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. Not for distribution to U.S. newswire services or for dissemination in the United States. Any failure to comply with this restriction may constitute a violation of U.S. securities laws.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to the Exchange acceptance and, if applicable pursuant to the Exchange requirements, majority of the minority shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed 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 Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Drummond should be considered highly speculative.

The Exchange has in no way passed upon the merits of the Proposed Transaction and has not approved or disapproved of the contents of this news release.

Cautionary Note Regarding Forward-Looking Information

This press 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 Drummond and Elton with respect to future business activities and operating performance. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes information regarding: expectations regarding Elton's and the Resulting Issuer's capitalization, whether the Proposed Transaction will be consummated and whether the Private Placement will be completed, including whether conditions to the consummation of the Proposed Transaction will be satisfied and whether the Private Placement will be fully subscribed and whether the conversion of the Subscription Receipts and Drummond Subscription Receipts will occur prior to the Escrow Release Deadline, the ability of the Resulting Issuer to carry out its exploration activities and incur and renounce exploration expenditures, or the timing for completing the Proposed Transaction and Private Placement.

Readers are cautioned that forward-looking information is not based on historical facts but instead reflect management of Drummond and Elton'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. Although Drummond and Elton believe that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the combined company. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: the ability to consummate the Proposed Transaction and/or Private Placement and to cause the conversion of the Subscription Receipts and Drummond Subscription Receipts prior to the applicable deadlines; the ability of Elton meet its obligations under the Property Agreement; the ability to obtain requisite regulatory and other approvals and the satisfaction of other conditions to the consummation of the Proposed Transaction and/or Private Placement on the proposed terms and schedule; the potential impact of the announcement or consummation of the Proposed Transaction and/or Private Placement on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; the ability of the Resulting Issuer and Elton to carry out its exploration activities as currently contemplated; compliance with extensive government regulation; and the diversion of management time on the Proposed Transaction and/or Private Placement. This forward-looking information may be affected by risks and uncertainties in the business of Drummond and Elton and market conditions.

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 Drummond and Elton 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. Drummond and Elton 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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