

Carlyle Commodities Announces Shareholder Approval of Amalgamation

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Vancouver, December 6, 2024 - [Carlyle Commodities Corp.](#) (CSE: CCC) (FSE: BJ4) (OTC: CCCFF) ("Carlyle" or the "Company") is pleased to announce that, further to the news release dated September 27, 2024, the proposed amalgamation of Miramis Mining Corp. ("Miramis") and 1500285 B.C. Ltd. ("Subco"), a wholly-owned subsidiary of Carlyle, pursuant to an amalgamation agreement among Carlyle, Miramis and Subco dated September 27, 2024 (the "Amalgamation Agreement") was approved by the shareholders of Miramis at Miramis' special meeting of shareholders held on December 6, 2024.

Pursuant to the terms of the Amalgamation Agreement, Miramis will amalgamate with Subco under the provisions of the Business Corporations Act (British Columbia) and all of the issued and outstanding common shares of Miramis ("Miramis Shares") following the amalgamation will be immediately exchanged for common shares of Carlyle ("Carlyle Shares") on a one-to-one basis (the "Transaction"). Outstanding warrants of Miramis will become exercisable to purchase Carlyle Shares on a one-for-one basis and on substantially the same terms and conditions. Following completion of the Transaction, the company formed by the amalgamation of Miramis and Subco will become a wholly owned subsidiary of Carlyle which will continue under the name "Miramis Mining Corp.".

Upon completion of the Transaction, the Board of Directors and management of Carlyle will remain the same and it is expected that shareholders of Miramis will hold approximately 26.15% of the issued and outstanding Carlyle Shares.

Carlyle's Chief Executive Officer and director, Morgan Good, commented: "Our team is pleased to accomplish this pivotal point before we move towards the completion of the transaction. Once completed, it will increase the Company's shareholder distribution, diversify our junior mining asset portfolio to now (3) three different projects across British Columbia, as well as add cash to our treasury."

Carlyle and Miramis expect to complete the Transaction in December 2024. Closing of the Transaction is subject to a number of customary conditions being satisfied or waived by one or both of Carlyle and Miramis.

Additional Information About the Transaction

Further details regarding the terms and conditions of the Transaction are set out in the management information circular of Miramis dated November 5, 2024, which is available on Miramis' SEDAR+ profile at www.sedarplus.ca, and the Amalgamation Agreement, copies of which are available on Carlyle and Miramis' respective SEDAR+ profiles at www.sedarplus.ca.

About Carlyle

Carlyle is a mineral exploration company focused on the acquisition, exploration, and development of mineral resource properties. Carlyle owns 100% of the Newton Project in the Clinton Mining Division of B.C., the Quesnel Gold Project located in the Cariboo Mining Division, 30 kilometers northeast of Quesnel in Central British Columbia, and is listed on the Canadian Securities Exchange under the symbol "CCC", on the OTC Market under the ticker "CCCFF" and the Frankfurt Exchange under the ticker "BJ4".

For further information about Carlyle, please contact:

Morgan Good, Chief Executive Officer
Carlyle Commodities Corp.
Phone: 604-715-4751
Email: morgan@carlylecommodities.com

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

FORWARD-LOOKING STATEMENTS

This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts, including statements regarding future estimates, plans, objectives, timing, assumptions or expectations of future performance, including without limitation, statements regarding, the completion and timing of the Transaction, the expected benefits of the Transaction, the percentage of shares expected to be held by the Miramis shareholders upon completion of the Transaction are forward-looking statements and contain forward-looking information. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should" or "would" or occur.

Forward-looking statements are based on certain material assumptions and analysis made by Carlyle and Miramis and the opinions and estimates of management as of the date of this press release, including, without limitation, that Carlyle and Miramis will be able to complete the Transaction as contemplated, that the completion of the Transaction will result in the benefits anticipated and that the Transaction will be completed within the timeframe expected.

These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. Important factors that may cause actual results to vary, include, without limitation: general business, economic and social uncertainties; Carlyle and Miramis may not complete the Transaction as anticipated, or at all; the Transaction may not result in the expected benefits; the risk that the loss of key personnel, unanticipated costs, legislative or regulatory developments, or other unanticipated events or circumstances delay the completion of the Transaction; and other risks outside of the control of Carlyle and Miramis, as applicable. Although management of the of Carlyle and Miramis have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or 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 statements 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 statements and forward-looking information. These forward-looking statements are made as of the date of this news release and, unless required by applicable law, Carlyle and Miramis assume no obligation to update these forward-looking statements.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/232912>

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