

# GoldHaven Announces Amalgamation Agreement to Acquire BOA Gold Corp. and Provides Corporate Update

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VANCOUVER, Dec. 16, 2024 - [GoldHaven Resources Corp.](#) ("GoldHaven" or the "Company") (CSE: GOH) (OTCQB: GHVNF) (FSE: 4QS) is pleased to announce it has entered into an amalgamation agreement (the "Amalgamation Agreement") dated December 16, 2024 among BOA Gold Corp. ("BOA"), GoldHaven and 1516478 B.C. LTD. ("Subco"), a wholly owned subsidiary of GoldHaven, pursuant to which GoldHaven and BOA will combine their respective business by amalgamating BOA with Subco to form one company ("Amalco", and collectively, the "Transaction").

"This agreement marks a pivotal milestone in GoldHaven's journey," stated Bonn Smith, CEO of GoldHaven.

*"The acquisition of these high-potential gold and critical mineral properties in Brazil significantly accelerates our growth trajectory. With full ownership of a drill-ready gold asset featuring two high-priority targets, we are strategically positioned to advance resource development and unlock substantial exploration value. This agreement not only fortifies our competitive standing in the global market but also grants us the operational flexibility to maintain year-round productivity across both hemispheres. We are energized by the immense opportunities this creates and are steadfast in our commitment to driving sustainable, long-term value for our shareholders and stakeholders alike."*

## Overview of BOA Gold Corp's Brazilian Properties:

GoldHaven has acquired 100% ownership of four key projects in Brazil - Copeçal, Bahia North, Bahia South, and Iguatu.

The Copeçal Project is comprised of 2 tenements covering 4,000 hectares in the Juruena Gold Province of central-western Brazil in the Mato Grosso State; one of the most mining friendly jurisdictions in Brazil. Copeçal is drill-ready with 2 well-defined high-priority drill targets and has excellent access to infrastructure (water, road access, energy). Copeçal is only 60km from Alta Floresta, a 50,000-population center with daily commercial flights from the state capital. There has been an estimated \$1M USD in historical exploration expenditure on the property. Follow up soil sampling generated a 6km strike gold anomaly. Copeçal has potential for IRG style gold (Intrusive Related Gold), porphyry style copper-gold, epithermal gold, and orogenic gold deposits.

The Bahia North and Bahia South Projects cover extensive areas in Bahia State. Bahia North (42,000 hectares) is known for base metals, gemstones, and emerald deposits. Bahia South, near the Minas Gerais border, features pegmatite formations hosting valuable elements like niobium, beryllium, and lithium.

The Iguatu Project in Ceará State comprises three blocks within the Solonópole pegmatitic district. It is recognized for lithium minerals, gemstones, and zoned pegmatites enriched with beryllium, tantalum, and lithium.

## GoldHaven & BOA Gold Amalgamation Agreement Terms:

Pursuant to the Amalgamation Agreement,; (i) GoldHaven will issue units (the "GoldHaven Units") to the shareholders of BOA ("BOA Shareholders") in exchange for their common shares of BOA (the "BOA

Shares") outstanding at the closing, on a two BOA Shares for one GoldHaven Unit basis, and (ii) Amalco will become a wholly owned subsidiary of GoldHaven, all in the manner and subject to the terms and conditions of the Amalgamation Agreement. Each GoldHaven Unit will consist of one common share in the capital of GoldHaven (each, a "GoldHaven Unit Share") and one common share purchase warrant (each, a "GoldHaven Unit Warrant"), with each GoldHaven Unit Warrant exercisable to purchase one common share of GoldHaven (each, a "GoldHaven Unit Warrant Share") at a price of \$0.25 per GoldHaven Unit Warrant Share for a period of 24 months from the Closing Date.

The Transaction is subject to the policies of the Canadian Securities Exchange ("CSE"), the passing of a special resolution approving the Transaction at a special meeting of the BOA Shareholders and other customary closing conditions. The Company expects that the Transaction will be completed in Q1 2025.

50% of the GoldHaven Unit Shares will be restricted from resale for a period of four months from completion of the Transaction, while the remaining 50% will be restricted from resale for a period of six months from completion of the Transaction. The GoldHaven Unit Warrants (and any GoldHaven Unit Warrant Shares issued on exercise thereof) will be subject to resale restrictions expiring as to 25% on the Closing Date, and an additional 25% on each of the first three monthly anniversaries of the Closing Date.

Corporate Update: Digital Marketing Services Agreement with Machai Capital Inc.

The Company has entered into a digital marketing services agreement dated December 16, 2024 (the "Marketing Agreement") with Machai Capital Inc. ("Machai"). Pursuant to the Marketing Agreement, Machai will, among other things, provide the Company with certain marketing services to expand investor awareness of the Company's business and to communicate with the investment community (the "Services").

The Services will include, among other things, (i) branding, content and data optimization to assist the Company to create in-depth marketing campaigns, (ii) tracking, organizing and executing the Services through search engine optimization, search engine marketing, lead generation, digital marketing, social media marketing, email marketing, and brand marketing. In consideration of the Services, and pursuant to the terms and conditions of the Marketing Agreement, the Company has agreed to (i) pay Machai a fee of C\$150,000 per month over a two-month term.

The Services will be rendered primarily online through a variety of news and investment community communications channels. Either party may terminate the Marketing Agreement at any time upon providing 31 days' written notice to the other party.

Suneal Sandhu, the President of Machai - located at located at 101 - 17565 - 58 Avenue, Surrey, BC, V3S 4E3 and contacted at 1 (604) 375-0084 and suneal@machaicapital.com - will be involved in conducting the Promotional Activity. Machai and Mr. Sandhu currently own 1,000,000 common shares in the capital of the Company and 500,000 common share purchase warrants, each exercisable to acquire one common share at an exercise price of \$0.10 per common share until December 4, 2026.

*About GoldHaven Resources Corp.*

GoldHaven Resources Corp. is a Canadian junior exploration Company focused on acquiring and exploring highly prospective land packages in North America. The Company's projects include the flagship Magno Project, a district-scale polymetallic property adjacent to the historic Cassiar mining district in British Columbia, and the Three Guardsman Project, which exhibits significant potential for copper and gold-silver mineralization.

The scientific and technical information disclosed in this document has been reviewed and approved by Jonathan Victor Hill BSc Hons, FAUSIMM, a Qualified Person consistent with NI 43-101.

On Behalf of the Board of Directors

*Bonn Smith, Chief Executive Officer*

For further information, please contact:

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

#### *Cautionary Statements Regarding Forward Looking Information*

*This news release contains forward-looking statements and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact, included in this news release are forward-looking statements that involve risks and uncertainties. Forward-looking statements in this press release include, but are not limited to, statements regarding the benefits of the Transaction, the anticipated timing and completion of the Transaction, the approval of the Transaction by CSE, the approval of the Transaction by BOA Shareholders, the prospects or benefits of the acquired properties by the Company pursuant to the Transaction, and the anticipated commencement and completion, or benefits of, the Promotional Services by Machai. 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. Important factors that could cause actual results to differ materially from the Company's expectations include but are not limited to market conditions and the risks detailed from time to time in the filings made by the Company with securities regulators. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements as expressly required by applicable law.*

A photo accompanying this announcement is available at  
<https://www.globenewswire.com/NewsRoom/AttachmentNg/d52a96bc-508a-4fcb-bc30-d1b2e9864b09>

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