

Edgemont Enters into Definitive Agreement with Laiva Gold Inc. for Reverse Takeover and Fundamental Change Transaction

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Vancouver, June 4, 2025 - [Edgemont Gold Corp.](#) (CSE: EDGM) (the "Company" or "Edgemont") announces that, further to its news releases dated February 20, 2025, March 21, 2025 and April 15, 2025, it has entered into a merger agreement (the "Definitive Agreement") dated June 4, 2025, with Laiva Gold Inc. ("Laiva"), and 2717194 Alberta Ltd. ("SubCo"), a newly incorporated, wholly-owned subsidiary of the Company. Pursuant to the Definitive Agreement, the Company will acquire all of the issued and outstanding common shares of Laiva (the "Laiva Shares") in exchange for an equivalent number of common shares of the Company (the "Transaction"). The Transaction will constitute a reverse takeover transaction of the Company by Laiva and will be a "Fundamental Change" of the Company under Canadian Securities Exchange ("CSE") Policy 8 - Fundamental Changes and Changes of Business ("Policy 8"). Completion of the Transaction will require approval from the CSE, as well as shareholders of Laiva ("Laiva Shareholders") will also be required to approve the Transaction prior to its closing ("Closing") along with shareholders of the Company ("Edgemont Shareholders") will also need to approve the Transaction as a "Fundamental Change" as a condition to Closing, as discussed further below.

Summary of the Transaction

The Definitive Agreement structures the Transaction as a three-cornered amalgamation (the "Amalgamation") with Laiva amalgamating with SubCo under the Business Corporations Act (Alberta), with the amalgamated entity becoming a wholly-owned subsidiary of the Company following the Closing (the "Resulting Issuer"). Following Closing, the Resulting Issuer will continue the business of Laiva as a company listed on the CSE as a Mining Issuer under the name "Laiva Gold Corporation" (the "Name Change") or such name as agreed to by the parties.

In addition, prior to the Closing, it is expected that the Company and Laiva will complete two private placement offerings (together, the "Concurrent Financings") as follows:

(1) a private placement offering of units of Laiva at a price of \$0.80 per unit for aggregate gross proceeds of up to \$7,500,000 (the "Laiva Private Placement") with each unit consisting of one Laiva Share and one half of one Laiva Share purchase warrant, with each whole warrant exercisable at a price of \$1.20 per Laiva Share for a period of 18 months from the date of issuance; and

(2) a private placement offering of subscription receipts of the Company at a price per subscription receipt to be determined in the context of the market for aggregate gross proceeds up to \$7,500,000 (the "SR Financing"), with each subscription receipt expected to convert into one post-Consolidation Edgemont Share prior to the Closing.

Finder's fees may be paid in connection with the Concurrent Financings and will be disclosed in due course and as confirmed. In addition, prior to the Closing, the Company will effect a consolidation of its common shares (the "Edgemont Shares") on a 3:1 basis (the "Consolidation"), whereby each holder of Edgemont Shares will receive one post-Consolidation Edgemont Share for each 3 Edgemont Shares held at the time of Consolidation.

Certain common shares of the Resulting Issuer to be issued pursuant to the Transaction are expected to be subject to restrictions on resale or escrow under the policies of the CSE, including the securities to be issued to Related Persons (as defined under the CSE policies), which will be subject to the escrow requirements of the CSE.

Pursuant to voting support agreements agreed to by the parties, the directors and officers of Laiva, as well as certain key shareholders of Laiva, have agreed to vote in support of the Transaction and related matters.

The Definitive Agreement includes a number of conditions precedent to Closing, including but not limited to, receipt of the requisite shareholder approvals from both Edgemont (approving the Transaction as a "Fundamental Change") and Laiva (approving the Amalgamation), completion of the Concurrent Financings, completion of the Consolidation, the Name Change being effected, approvals of all regulatory bodies having jurisdiction in connection with the Transaction, approval of the CSE, including the satisfaction of its listing requirements, the settlement of certain outstanding liabilities of Laiva, the receipt by Laiva of certain environmental permits and the satisfaction of other closing conditions customary to the transactions of this nature. There can be no assurance that the Transaction will be completed as proposed or at all. Following completion of the Transaction, Laiva will become a wholly-owned subsidiary of the Resulting Issuer. The foregoing is a summary of the Definitive Agreement and is qualified in its entirety by the Definitive Agreement, a copy of which will be available under Edgemont's profile on SEDAR+ at www.sedarplus.ca. The Transaction is not a "related party transaction" (as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions).

The Definitive Agreement contains customary representations, warranties and covenants, including non-solicitation provisions. In addition, the Definitive Agreement provides that a termination fee of \$500,000 is payable by Laiva should the Transaction be terminated in certain circumstances. In addition, in the event of termination of the Definitive Agreement, Laiva will repay to Edgemont the amount owing under the bridge loan advance by Edgemont to Laiva (see news release dated February 20, 2025), as well as reimburse Edgemont for certain expenses and fees incurred in connection with the Transaction.

Directors and Officers of the Resulting Issuer

In conjunction with and upon Closing, the board of directors of the Resulting Issuer is expected to consist of five (5) directors. Certain of the existing directors and officers of the Company will resign at or prior to Closing. Laiva and the Company will make further announcements regarding the expected officers and directors of the Resulting Issuer.

Listing Statement

In connection with the Transaction and pursuant to the requirements of the CSE, the Company intends on filing a CSE Form 2A listing statement on its issuer profile on SEDAR+ (www.sedarplus.ca) and on its CSE issuer profile on the CSE website (www.thecse.com), which will contain relevant details regarding the Transaction, Laiva and the Resulting Issuer.

Additional Information

Additional terms regarding the Transaction were previously disclosed in news releases of the Company dated February 20, 2025, March 21, 2025 and April 15, 2025, which are available under the Company's SEDAR+ profile at www.sedarplus.ca.

Subject to satisfaction or waiver of the conditions precedent referred to in this news release and in the Definitive Agreement, the Company and Laiva anticipate that the Transaction will be completed no later than September 30, 2025. There is no assurance that the Transaction will be completed on the terms proposed herein or at all. Trading in the common shares of the Company has been halted and will remain halted, pending the satisfaction of applicable requirements of CSE Policy 8 and permission to resume trading has been obtained from the CSE.

All information contained in this news release with respect to Laiva was supplied by Laiva, and the Company and its directors and officers have relied on Laiva for such information.

Completion of the Transaction is subject to a number of conditions, including but not limited to, CSE acceptance. 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 CSE Form 2A listing 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 the Company should be considered highly speculative.

The Canadian Securities Exchange has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this news release.

The securities of the Company to be issued in connection with the Transaction have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any U.S. state securities laws and may not be offered or sold in the United States absent registration or an available exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities referenced in this press release, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Laiva

Laiva is a Canadian mining company, incorporated under the Alberta Business Corporations Act, and through a subsidiary company owns its flagship operation, the Laiva mine ("Laiva Gold Project") in Finland.

The Laiva Gold Project is situated in the North Ostrobothnia region of Finland, along the Gulf of Bothnia coast. It lies approximately 20 kilometres (km) southeast of Raahen, 80 km southwest of Oulu, and 550 km north of Helsinki. The Laiva Gold Project comprises 2 applications for exploration permits and 1 active mining permit covering a total of approximately 22.46 square kilometres (km²).

Image 1

To view an enhanced version of this graphic, please visit:

https://images.newsfilecorp.com/files/6955/254484_7dd6cfef1458d8de_001full.jpg

The Laiva Gold Project is a historical open-pit mining operation that consists of two open pits. Mineralized material produced from the Laiva Gold Project has historically been processed at the Laiva Gold Mine Process facilities (the "Laiva processing plant"), located within the Laiva Gold Project. The Laiva processing plant was constructed in 2011. Nordic Mines operated the plant from the commission date to the end of March 2014. The mill production rate during this period averaged approximately 210 metric tonnes per hour (mtph) versus the design rate of 250 mtph. The ground mineralized material particle size ranged from P₈₀ 110 micrometer (μm) to 130 μm versus a design particle size of P₈₀ 75 μm .

The mineral processing plant is located approximately 1 km northeast from the South and North open pits on the Property site. The Laiva Gold Project is currently on care and maintenance and is a former gold producing mining operation.

The processing plant comprises a single stage crushing circuit, grinding mills, a 3-megawatt (Mw) installed power mill, flash flotation, gravity and regrind circuits, high grade and low grade carbon-in-leach circuits, carbon stripping, and a gold room. Spent mud is sent to either a high grade or low grade dam. The low grade dam is situated approximately 7.5 km from the plant where it is processed through a thickener.

A geochemical laboratory is situated within the Property, previously managed by an independent contractor. Geochemical samples were processed and analyzed using a pulverize and leach machine (PAL1000) with 52 steel pots and an Atomic Absorption spectrometer with a capacity of 8,000 samples per week. This laboratory has historically been used to process and analyze grade control samples.

Most of the power used to source the Laiva Gold Project operations is from a high-voltage grid in the area. It

is located to the east of the Laiva Gold Project and supplies 110 kilovolts (kV) of power. A secondary 20 kV power grid is available from the village of Mattilanperä.

About Edgemont

Edgemont holds a 100% interest in the Dungate copper/gold porphyry project located just 6 km south of Houston, BC, in a region with a history of successful mining projects including the Equity Silver Mine and Imperial Metals' Huckleberry Mine. The Dungate project is comprised of five mineral tenures covering 1,582.2 hectares that can be explored year-round by all-season roads. For more information, please visit our website at www.edgemontgold.com.

Qualified Person Statement

The scientific and technical information contained in this news release have been reviewed and approved by John Williamson, P.Geol. a director of Edgemont, who is a "qualified person" as defined under National Instrument 43-101 - Standards of Disclosure for Mineral Projects.

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Cautionary Statement Regarding Forward-Looking Information

This news release contains forward-looking information or statements within the meaning of applicable securities laws, which may include, without limitation, statements relating to the terms and completion of the Transaction, the receipt of corporate, regulatory and stock exchange approval in respect of the Transaction, the terms and completion of the Concurrent Financings, the technical, financial, and business prospects of the Company and Laiva, their respective assets and other matters. All statements in this news release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking information or statements. Although the Company believes the expectations expressed in such forward-looking information or statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking information or statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, the ability to achieve its goals, expected costs and timelines to achieve the Company's goals, that general business and economic conditions will not change in a material adverse manner, and that financing will be available if and when needed and on reasonable terms. Such forward-looking information or statements reflects the Company's views with respect to future events and is subject to risks, uncertainties and assumptions, including the risks and uncertainties included in documents filed under the Company's profile on SEDAR+ at www.sedarplus.ca. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive, and regulatory uncertainties and risks. Factors that could cause actual results to differ materially from those in forward-looking information or statements include, but are not limited to, the ability of the Company to complete the Offering on the terms described herein, including obtaining the requisite regulatory and stock exchange approvals, continued availability of capital and financing and general economic, market or business conditions, failure to compete effectively with competitors, failure to maintain or obtain all necessary permits, approvals and authorizations, failure to comply with applicable laws, including environmental laws, risks relating to unanticipated operational difficulties. The Company does not undertake to update forward-looking statements or forward-looking information, except as required by law.

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

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