

Tudor Gold Corp. Announces Binding Letter of Intent to Acquire American Creek

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Tudor expects to increase interest in the Treaty Creek Project to 80%

[Tudor Gold Corp.](#) (TSXV: TUD) (FSE: H56) ("Tudor") and [American Creek Resources Ltd.](#) (TSXV: AMK) (OTCQB: ACKRF) ("American Creek") are pleased to announce that they have entered into a binding letter of intent (the "LOI") on June 6, 2025 pursuant to which Tudor will acquire all of the issued and outstanding shares (the "American Creek Shares") of American Creek by way of a plan of arrangement (the "Transaction"). Currently, American Creek holds a 20% carried interest, and Tudor a 60% interest, in the Treaty Creek Project located in northwest British Columbia. On completion of the Transaction, Tudor will hold an 80% interest in the Treaty Creek Project. The Treaty Creek Project hosts the Goldstorm Deposit, comprising a large gold-copper porphyry system, as well as several other mineralized zones.

Under the terms of the Transaction, American Creek shareholders will receive 0.238 shares ("Tudor Shares") in the capital of Tudor for each American Creek Share (the "Exchange Ratio"). This implies premiums of 40% and 37% offered to American Creek shareholders based on the spot and 5-day VWAP of both companies as of market close on June 6, 2025. Following completion of the transaction, existing American Creek shareholders will own approximately 30% of the combined company resulting from the Transaction.

The LOI provides for the parties to enter into a definitive arrangement agreement (the "Arrangement Agreement") setting out the final terms and conditions of the Transaction. Upon execution of the Arrangement Agreement, Tudor and American Creek will issue a subsequent news release containing the details of the Arrangement Agreement and any additional terms of the Transaction.

Joe Ovsenek, President and CEO of Tudor Gold, commented: "Our acquisition of American Creek cements our interest in the Treaty Creek Project, which hosts one of the largest gold discoveries in Canada with excellent potential for expansion and additional gold-copper discoveries, at a reasonable per ounce of gold equivalent cost. With an increased ownership of the Treaty Creek Project, Tudor is better positioned to attract a wider range of potential investors to the developing story of this high-quality gold-copper asset. We welcome the American Creek shareholders to Tudor as we continue to strengthen the company to build on our exploration success and advance Treaty Creek on the path toward production."

Darren Blaney, President and CEO of American Creek, commented: "We are very pleased to enter into this Letter of Intent with Tudor. We believe that this amalgamation transaction unlocks significant advantages for our shareholders that have been part of the Treaty Creek project for many years. The most notable advantage for American Creek shareholders is that they will receive a 40% premium to the present market price of their shares and still retain the full future upside potential as the Treaty Creek project advances. We also believe that through the consolidation of our two companies that operating costs will be more efficient and Tudor will be better positioned to secure future exploration and development capital. The consolidated 80% ownership also makes it much more likely that Tudor is able to attract a potential strategic partner to assist in accelerating project development towards production, while at the same time increasing Tudor's attractiveness with respect to becoming a potential takeover target by a larger developer. This is the most logical next step in ensuring that the Treaty Creek project moves forward, and provides additional value to our loyal shareholders. The Treaty Creek project is a world class gold-copper project and we very much look forward to joining with and supporting Tudor in their focused drive to take this project to the next level."

Summary of the Transaction

The Transaction is expected to be completed by way of a court-approved plan of arrangement under the Business Corporations Act (British Columbia). Under the terms of the LOI, Tudor will acquire all of the issued and outstanding American Creek Shares in exchange for Tudor Shares on the basis of the Exchange Ratio. Outstanding options and warrants to purchase American Creek Shares will become exercisable to acquire Tudor Shares on the same terms and conditions, on the basis of the Exchange Ratio. Immediately prior to

the closing of the Transaction, Tudor and American Creek are expected to have 261,853,823 shares and 475,018,299 shares, respectively, issued and outstanding. On completion of the Transaction, the combined company is expected to have 374,908,178 shares issued and outstanding. No finder's fees are payable by either party.

Tudor has agreed with certain insiders of American Creek to settle up to \$1,220,773 in severance payments in Tudor Shares at a per share price of \$0.537, the 5-day VWAP as of market close on June 6, 2025. The settlement remains subject to approval of the TSX Venture Exchange ("Exchange").

The Transaction will require the approval of: (a) two-thirds of the votes cast by shareholders of American Creek, and, if required, (b) a simple majority of the votes cast by minority American Creek shareholders in accordance with Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"), at a special meeting of American Creek shareholders expected to take place in the third quarter of 2025 (the "American Creek Meeting").

MI 61-101 provides that, in certain circumstances, where a "related party" (as defined in MI 61-101) of an issuer is entitled to receive a "collateral benefit" (as defined in MI 61-101) in connection with an arrangement transaction such as the Transaction, such transaction may be considered a "business combination" for the purposes of MI 61-101 and subject to minority shareholder approval requirements. However, there are certain exceptions to these requirements. An independent committee of American Creek's board of directors will conduct a "collateral benefit" assessment and applicable disclosure and any vote exclusions will be disclosed in the information circular for the American Creek Meeting.

Completion of the Transaction will be subject to customary closing conditions and receipt of necessary court and regulatory approvals, including Exchange approval. Subject to receipt of all necessary approvals, the Transaction is expected to close by no later than 5:00 p.m. on September 30, 2025 (the "Effective Time").

A copy of the LOI will be filed on Tudor's and American Creek's SEDAR+ profiles at www.sedarplus.ca. Prior to entering into the Arrangement Agreement, all directors and officers of American Creek will enter into customary support and voting agreements.

The LOI provides for the parties to enter into the Arrangement Agreement setting out the final terms and conditions of the Transaction on or before July 14, 2025. The Arrangement Agreement will include provisions such as conditions to closing the Transaction, and representations and warranties and covenants customary for arrangement agreements. Further details with respect to the Transaction will be included in the Arrangement Agreement and in an information circular to be mailed to American Creek shareholders in connection with the American Creek Meeting. Once available, a copy of the Arrangement Agreement will be filed on each of Tudor's and American Creek's SEDAR+ profiles at www.sedarplus.ca and a copy of the information circular will be filed on American Creek's SEDAR+ profile at www.sedarplus.ca.

Fairness Opinion and Advisor

Prior to entering into the Arrangement Agreement, the disinterested members of the board of directors of American Creek will engage a financial advisor to provide American Creek with an opinion stating that the consideration offered pursuant to the LOI and Arrangement Agreement is fair, from a financial point of view to the holders of American Creek Shares. INFOR Financial Inc. is acting as financial advisor to American Creek.

About Tudor Gold

Tudor Gold Corp. is a precious and base metals exploration and development company with claims in British Columbia's Golden Triangle (Canada), an area that hosts producing and past-producing mines and several large deposits that are approaching potential development. The 17,913 hectare Treaty Creek project (in which Tudor has a 60% interest) borders [Seabridge Gold Inc.](#)'s KSM property to the southwest and borders [Newmont Corp.](#)'s Brucejack property to the southeast.

For further information on Tudor, please visit Tudor's website at www.tudor-gold.com or contact:

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About American Creek and the Treaty Creek Project

American Creek is a proud partner in the Treaty Creek Project, a joint venture with Tudor Gold Corp. located in BC's prolific "Golden Triangle". American Creek holds a fully carried 20% interest in the Treaty Creek Project until a production notice is given, meaning that no exploration or development costs are incurred by American Creek until such time as a production notice has been issued. American Creek shareholders have a unique opportunity to avoid the dilutive effects of exploration while maintaining their full 20% exposure to one of the world's most exciting mega deposits. The Company also holds the Austruck-Bonanza gold property located near Kamloops, BC.

ON BEHALF OF AMERICAN CREEK RESOURCES LTD.

"Darren Blaney"

Darren Blaney, President & CEO

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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.

Cautionary Statements regarding Forward-Looking Information

This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements.

In this news release, forward-looking statements relate to, among other things, statements regarding: the

Transaction; the Arrangement Agreement; the receipt of necessary shareholder, court and regulatory approvals for the Transaction; the anticipated timeline for completing the Transaction; the terms and conditions pursuant to which the Transaction will be completed, if at all; the anticipated benefits of the Transaction including, but not limited to Tudor having an 80% interest in the Treaty Creek Project; the combined company; the future financial and operational performance of the combined company; the combined company's exploration and development programs; and potential future revenue and cost synergies resulting from the Transaction. These forward-looking statements are not guarantees of future results and involve risks and uncertainties that may cause actual results to differ materially from the potential results discussed in the forward-looking statements.

In respect of the forward-looking statements concerning the Transaction, including the entering into of the Arrangement Agreement, and the anticipated timing for completion of the Transaction including, but not limited to the expectation of Tudor having an 80% interest in the Treaty Creek Project, Tudor and American Creek have relied on certain assumptions that they believe are reasonable at this time, including assumptions as to the ability of the parties to receive, in a timely manner and on satisfactory terms, the necessary regulatory, court, shareholder, stock exchange and other third party approvals and the ability of the parties to satisfy, in a timely manner, the other conditions to the completion of the Transaction. This timeline may change for a number of reasons, including unforeseen delays in preparing meeting materials; inability to secure necessary regulatory, court, shareholder, stock exchange or other third-party approvals in the time assumed or the need for additional time to satisfy the other conditions to the completion of the Transaction. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release concerning these times.

Risks and uncertainties that may cause such differences include but are not limited to: the risk that the Transaction may not be completed on a timely basis, if at all; the conditions to the consummation of the Transaction may not be satisfied; the risk that the Transaction may involve unexpected costs, liabilities or delays; the possibility that legal proceedings may be instituted against the Tudor, American Creek and/or others relating to the Transaction and the outcome of such proceedings; the possible occurrence of an event, change or other circumstance that could result in termination of the Transaction; risks relating to the failure to obtain necessary shareholder and court approval; other risks inherent in the plant-based food industry. Failure to obtain the requisite approvals, or the failure of the parties to otherwise satisfy the conditions to or complete the Transaction, may result in the Transaction not being completed on the proposed terms, or at all. In addition, if the Transaction is not completed, the announcement of the Transaction and the dedication of substantial resources of Tudor and American Creek to the completion of the Transaction could have a material adverse impact on each of Tudor's and American Creek's share price, its current business relationships and on the current and future operations, financial condition, and prospects of each Tudor and American Creek.

Tudor and American Creek expressly disclaim any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise except as otherwise required by applicable securities legislation.

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