

Emergent Metals Corp. To Sell Its Golden Arrow Property To Fairchild Gold

29.09.2025 | [The Newswire](#)

[Emergent Metals Corp.](#) (TSXV: EMR, OTC: EGMCF, FRA: EML, BSE: EML, MUN: ELM) ("Emergent" or the "Company") announces that it has signed a Memorandum of Understanding dated September 29, 2025 (the "MOU") to sell its Golden Arrow Property ("Golden Arrow" or the "Property") to Fairchild Gold (TSXV: FAIR) ("Fairchild"). The Property is an advanced-stage gold and silver exploration property consisting of 17 patented and 494 unpatented mineral claims located near Tonopah, Nevada. Terms of the transaction (the "Transaction") include:

Cash Payments

- Upon signing the MOU (the Agreement"), Fairchild will pay Emergent a non-refundable deposit of US\$250,000.
- On approval of the Transaction by the Toronto Venture Exchange (the Exchange"), Fairchild will pay Emergent US\$350,000.

Common Shares

- On approval of the Transaction by the Exchange, Fairchild will issue 12,500,000 common shares (the Common Shares") of the company to Emergent, such that Emergent's ownership of Fairchild remains less than 9.9% of the issued and outstanding shares of Fairchild. The deemed price of the Common Shares shall be equal to the closing price of the Common Shares on the Exchange on the last trading day immediately prior to the date of issuance, subject to applicable securities laws and Exchange policies.

Senior Secured Note

- On approval of the Transaction by the Exchange, Fairchild will issue a Senior Secured Note (the Note") in favor of Emergent. Terms of the note will include:
- Principal Amount: US\$3,500,000;
- Term: Five (5) years from the date of the Definitive Agreement (the "Definitive Agreement") (the "Maturity Date");
- Interest Rate: 8.5% per annum, payable semi-annually, in arrears, in cash;
- Security: The Note shall be secured by the first-ranking security interest over the Property and related assets acquired pursuant to the acquisition (the "Security");
- Principal Step Up: US\$3,500,000 if redeemed prior to the third anniversary of the Definitive Agreement; US\$4,000,000 if redeemed between the third and fourth anniversaries of the Definitive Agreement; and US\$5,000,000 if redeemed between the fourth and fifth anniversaries of the Definitive Agreement.
- No interest shall accrue on any step-up amount for any period prior to its effective date of that step-up; and
- For clarity purposes, until all the debt is paid off or retired, the Note Holder will have a security registered against the Golden Arrow Property. Fairchild will have the ability to repay or retire the Note in part or in full at its discretion at any time, including accrued interest, prior to the Maturity Date.

Royalty

- Emergent shall retain a 0.5% net smelter return royalty (the Royalty") on the Property. Fairchild shall have the option of acquiring the royalty by paying Emergent US\$1,000,000 prior to the fourth anniversary of the Definitive Agreement. Fairchild shall have the option of acquiring the Royalty by paying Emergent US\$1,500,000 if exercised between the fourth and seventh anniversaries of the Definitive Agreement. The buyout rights expire after the seventh anniversary of the Definitive Agreement.

Any advance minimum royalty payments due from Emergent to third parties prior to signing of the Definitive Agreement shall be put in escrow until payments are made to the third parties from the escrow account. Fairchild shall fund a US\$40,000 reclamation bond payment upon execution of the Definitive Agreement and Exchange approval. Upon signing the Definitive Agreement, Fairchild shall become responsible for BLM and County claim maintenance fees, property taxes, royalty payments, and any other holding costs going forward from that date. Emergent and Fairchild contemplate completing the Definitive Agreement within 30 days of signing the MOU. The Transaction is subject to all necessary approvals, including regulatory approval. Fairchild is an arm's-length party, and no finder's fees are being paid as part of the Transaction.

David Watkinson, President and CEO of Emergent, stated, "The disposition of the Golden Arrow asset for cash, shares, a senior secured note, and royalty interest monetizes Golden Arrow in the short, medium, and long-term. Emergent will initially receive up-front cash and share payments. Emergent will then receive ongoing interest payments throughout the term of the Note and the eventual payment of the Note principal. There is further potential long-term upside from the Royalty. The step-up of the Note principal in years four and five acts as an incentive for the potential early payment of the Note. If the Note is not paid or if other conditions of the transaction are not met, Emergent has the ability to take the Property back. Emergent management believes that Fairchild can advance Golden Arrow through its next stages of development and ultimately towards production. It is a perfect time for Fairchild to take advantage of high metal prices, the U.S. government's support of mining projects, and a resurgence of investor interest in gold projects."

About Emergent

Emergent is a gold and base metal exploration company focused on Nevada and Quebec. The Company's strategy is to look for quality acquisitions, add value to these assets through exploration, and monetize them through sales, joint ventures, options, royalties, and other transactions to create value for our shareholders - an acquisition and divestiture ("A&D") business model.

In Nevada, Emergent's Golden Arrow Property is an advanced-stage gold and silver property with a well-defined measured and indicated resource and a Plan of Operations and Environmental Assessment in place to conduct a major drilling program. New York Canyon is an advanced-stage copper skarn and porphyry exploration property. The West Santa Fe Property is a gold, silver, and base metal property, subject to a Lease with an Option to Purchase Agreement with Lahontan Gold Corporation (TSXV: LG). Buckskin Rawhide East is a gold and silver property leased to Rawhide Mining LLC, operators of Rawhide Mine.

In Quebec, the Casa South Property is a gold exploration property located south of and adjacent to [Hecla Mining Company's](#) (NYSE: HL) operating Casa Berardi Mine and north of and adjacent to IAMGOLD Corporation's (NYSE: IAG) Gemini Turgeon Property. The Trecesson Property is a gold exploration property located about 50 km north of the Val d'Or mining camp. Emergent has a 1% NSR in the Troilus North Property, part of the Troilus Gold Project, being explored by Troilus Gold Corporation (TSX: TLG). Emergent also has a 1% NSR in the East-West Property, part of [Agnico Eagle Mines Ltd.](#) Canadian Malartic Complex (NYSE: AEM).

Note that the location of Emergent's properties adjacent to producing or past-producing mines or advanced-stage properties does not guarantee exploration success at Emergent's properties or that mineral resources or reserves will be delineated.

Qualified Person

All scientific and technical information disclosed in this new release was reviewed and approved by David

Watkinson, P.Eng., an employee of Emergent and a non-independent qualified person under National Instrument 43-101.

For more information on the Company, investors should review the Company's website at www.emergentmetals.com or view the Company's filings available at www.sedarplus.ca.

On behalf of the Board of Directors
David G. Watkinson, P.Eng.
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