

# BeMetals Announces Agreement to Acquire Prospective Projects from Prospector Metals for Creation of a New Canadian-Focused Exploration Company

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VANCOUVER, April 16, 2026 - [BeMetals Corp.](#) (TSXV:BMET)(OTCQB:BMTLF)(Frankfurt:1OI.F) ("BeMetals" or the "Company") is pleased to announce that it has entered into a share purchase agreement dated April 15, 2026 (the "Agreement") with [Prospector Metals Corp.](#) ("Prospector") (TSXV:PPP)(OTCQB:PMCOF)(Frankfurt:1ET0) pursuant to which BeMetals will acquire all of Prospector's non-Yukon mineral exploration projects in exchange for 29,400,000 common shares of BeMetals on a post-consolidation basis as described below (the "Acquisition").

BeMetals' Interim CEO Kristen Reinertson, stated: "We are very pleased to announce this transaction with Prospector, which will provide BeMetals shareholders with a portfolio of prospective Canadian-focused projects and a combined team led by experience, backed by strength and driven by discovery. The new company, under the leadership of Rob Carpenter and a highly experienced board of directors and technical team, will actively explore the project portfolio and continue to pursue additional acquisition opportunities to provide further value and growth potential to shareholders."

Prospector Co-Chairman and CEO Rob Carpenter stated: "This transaction provides Prospector shareholders the opportunity to benefit from this exciting and prospective project portfolio, under a dedicated leadership team. We are looking forward to working with the BeMetals team to create a new opportunity for shareholders through the development of Canadian mineral projects."

## Benefits for BeMetals Shareholders

- The Acquisition, once completed, would reposition the Company as a Canadian-focused explorer with a portfolio of prospective exploration projects providing a pathway to discovery success and growth.
- A newly combined leadership team with a track record of finding new discoveries and advancing exploration projects will direct the vision of the Company following the Acquisition.
- B2Gold Corp. (TSX:BTO)(NYSE American:BTG) ("B2Gold") will continue to be a major shareholder of the Company.
- The Company will continue to seek value from its non-Canadian asset portfolio which includes the Kazan Gold Project in Japan and the Pangen Copper Project in Zambia.

## Transaction Summary

- Prior to closing, BeMetals will undertake a consolidation of its issued and outstanding common shares on the basis of 1 new post-consolidation share for every 10 pre-consolidation shares (the "Consolidation"). BeMetals currently has 294,423,604 common shares outstanding and is expected to have approximately 29,442,360 common shares outstanding following the Consolidation.

- BeMetals will issue to Prospector 29,400,000 post-Consolidation common shares of BeMetals (the "Consideration Shares") representing approximately 49.9% of the post-closing issued and outstanding BeMetals shares in exchange for the acquisition of Prospector Subco Ltd., a wholly-owned subsidiary through which Prospector will hold its interests in Savant, Devon and Whitton mineral properties in Ontario, the TooGood project in Newfoundland, and certain marketable securities as described below (the "Subject Assets"). Prospector intends to distribute the Consideration Shares to its shareholders on a pro-rata basis immediately following closing.
- Following the issuance of the Consideration Shares, the Company is expected to have approximately 58,842,360 common shares outstanding.
- On closing, subject to the approval of the TSX Venture Exchange ("TSXV"):
- It is anticipated that B2Gold will own 28.4% of all issued and outstanding common shares of Lightning.
- Lightning will implement a new business model focused on acquiring and exploring for Canadian gold projects with an emphasis on evaluating advanced-stage opportunities that also exhibit excellent long-term exploration potential. The Prospector team will provide technical input, Dr. Robert Carpenter will serve as CEO of Lightning on an interim basis during the search for a full-time CEO, and Kristen Reinertson and Nick Furber will serve as the Corporate Secretary and CFO, respectively, of Lightning.
- BeMetals will undergo a name change to "Lightning Resource Corp." (the Company, on a post-transaction basis, "Lightning").
- The board of directors will be reconstituted such that it consists of five individuals of whom two will be nominated by each of Prospector and the Company and one will be mutually nominated. As at the date hereof, the nominees will be comprised of Dr. Robert Carpenter, Andrew Rockandel, Jay Sujir, Andrew Brown, and Roger Richer. Additionally, it is expected that Clive Johnson will join the board of directors of Lightning in Q3 2026.

Closing of the transaction is subject to the satisfaction of certain closing conditions, including the approval of the TSXV, shareholders of the Company (if required), as well as an order of the Supreme Court of British Columbia permitting the distribution of the Consideration Shares as a return of capital to Prospector shareholders. The Acquisition is considered a reviewable transaction pursuant to the policies of TSXV. BeMetals and Prospector are considered Non-Arm's Length to each other under TSXV definitions by virtue of having B2Gold as a common insider as a result of B2Gold's shareholdings over 10% in each of the respective companies, however BeMetals and Prospector are not "related parties" as defined in National Instrument 61-101. The parties' current boards and management are independent of one another and the valuation of the proposed transaction was determined through arm's length negotiation by the parties' officers, and has been unanimously approved by both BeMetals' and Prospector's boards of directors. None of the parties engaged a financial advisor in respect of the Acquisition and there are no finder's fees payable to any person.

Mark Connelly, Chairman of BeMetals, stated: "We're pleased to be announcing this transaction which aims to put BeMetals on a path to discovery success and growth. The proposed Lightning Resource Corp. team has great depth, including proven leadership and technical expertise, and has the support of all members of the BeMetals board, management and advisors."

Directors of Lightning Resource Corp.

Rob Carpenter - Chairman of the Board

Dr. Carpenter is President, CEO and Co-Chairman of Prospector, with over 30 years of corporate and technical mineral exploration experience. He was Co-Founder, President and CEO of [Kaminak Gold Corp.](#) (acquired by Goldcorp) and led the company through the discovery of the 5 million-ounce Coffee Gold Project. Dr. Carpenter completed his Ph.D. at Western University, London, ON.

Andrew Rockandel - Director

Mr. Rockandel is Executive Director of Prospector and is an accomplished entrepreneur whose four decades

of business experience span mineral resources, renewable energy, forestry, and specialized chemicals. Involved in the junior mining market for over 25 years, he has helped found multiple junior companies, bringing together management teams, assets, and financing.

#### Jay Sujir - Director

Mr. Sujir is a Partner in Farris' Mining and Securities practice groups and has nearly 30 years experience, acting for mining and other natural resources companies. He was called to the BC Bar in 1986 after obtaining his LLB from the University of Victoria. He obtained his BA (Economics & Philosophy) in 1981, also from the University of Victoria. Jay is recognized in the Best Lawyers (2025) directory, as a Lexpert Leading Lawyer in Canada (2024), and as a Lexpert Leading Energy & Mining Lawyer (2024).

#### Andrew Brown - Director

Mr. Brown is Vice President, Exploration of B2Gold. He has over 25 years of experience in the mining industry and joined B2Gold in 2012. From 2004 to 2007, Mr. Brown was part of the Bema Gold exploration team, providing technical contributions to Kupol and Julieta Mine, in Russia and to Bema's South African operations. He was a founder and CEO of Laurentian Goldfields Ltd., a TSXV listed exploration company focused on early-stage gold exploration in Canada. Mr. Brown holds a B.Sc. (Hons) in Geology and an M.Sc. in Geology, both from Laurentian University in Sudbury, Ontario and is a Registered Professional Geologist (P.Geo) with the Engineers & Geoscientists of British Columbia.

#### Roger Richer - Director

Mr. Richer is a founder of B2Gold and BeMetals, and an early member of Bema Gold. He served as the Executive Vice President, General Counsel of B2Gold from 2007 to 2022. Mr. Richer has over 30 years of experience in mining law, corporate finance and international business transactions and practices. He has served as a director or officer of several other public companies operating in the resource sector. He has a Bachelor of Arts and a Bachelor of Law degree from the University of Victoria.

#### Clive Johnson - Future Director Nominee

Mr. Johnson is a founder of Bema Gold, B2Gold and BeMetals. Mr. Johnson currently serves as President, CEO & Director at B2Gold, overseeing the long-term strategy and development of the company and leads its executive team. At Bema Gold and B2Gold, Mr. Johnson was a driving force in each company's transition from a junior exploration company to an international intermediate gold producer. Collectively, he has raised over US\$2 billion in equity and debt financings for the construction of numerous profitable operating mines around the globe.

#### Portfolio of Subject Assets

- Savant Project (Au): District-scale land position (24,197 ha) in a proven greenstone belt in northwestern Ontario, with underexplored iron formations and favorable shear zones providing opportunity for a discovery of size.
- Devon Project (Ni, Cu, PGEs): Located near Thunder Bay, Ontario, the Devon Project lies on the Archean craton margin, covered by a sulphide-bearing sedimentary basin, a known ideal geotectonic setting for major magmatic sulfide deposits.
- Whitton Project (Au, Ni, Cu, PGEs): Dominant land position in the Archean Heaven Lake greenstone belt located in northwest Ontario. Numerous nickel and PGE occurrences as well as potential for banded iron formation hosted gold mineralization.
- TooGood Project (Au): High-grade district-scale potential in Newfoundland with strong access and infrastructure, with a successful drill campaign in 2025 identifying a 15-km long target corridor. Currently optioned to [TooGood Gold Corp.](#) (TSXV: TGC) ("TooGood").
- Proprietary geological database relating to gold deposits in Ontario and Québec.



- Marketable securities consisting of 5,000,000 shares of TooGood, together with potential future share option payments under an option agreement with TooGood.
- \$150,000 of funding related to a government grant for the Devon Project.

#### About BeMetals Corp.

BeMetals is a precious and base metals exploration company focused on advancing its portfolio of high-potential mineral projects, while continuing to evaluate additional acquisition opportunities. B2Gold is a strategic investor in the Company, currently owning approximately 37% of BeMetals' outstanding shares. The Company plans to explore the Savant Gold Project in northwestern Ontario, one of Canada's most prolific gold-producing regions which hosts several past producers as well as current operations, including the Red Lake and Musselwhite mines. The Company also has the Pangen Copper Project in the Zambian Copperbelt. Here, BeMetals has discovered copper mineralization with geological characteristics and intersected widths and grades similar to that of large-scale copper mines in the same region. Additionally, the Company holds the Kazan Gold Projects in Japan.

#### ON BEHALF OF BEMETALS CORP.

"Kristen Reinertson"

Kristen Reinertson  
Interim CEO, Director

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#### Cautionary Note Regarding Forward-Looking Statements

This news release contains "forward-looking statements" and "forward-looking information" (as defined under applicable securities laws), based on management's best estimates, assumptions and current expectations. Such statements include but are not limited to, statements with respect to plans to actively explore the project portfolio and pursue additional acquisition opportunities; the anticipated benefits of the Acquisition and the transactions contemplated thereunder; the anticipated share ownership percentage of B2Gold in Lightning following closing; plans to complete the Consolidation, name change and reconstitution of the board and management teams of the Company; the timing and plans to pursue future exploration, development and advancement of the projects that comprise the Company's asset portfolio, and the acquisition of additional base and/or precious metal projects. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "expects", "expected", "budgeted", "forecasts", "anticipates", "plans", "anticipates", "believes", "intends", "estimates", "projects", "aims", "potential", "goal", "objective", "prospective", and similar expressions, or that events or conditions "will", "would", "may", "can", "could" or "should" occur.

The forward-looking information in this news release is based on the beliefs and assumptions of BeMetals management considered reasonable as of the date hereof, including but not limited to the assumption that all regulatory, stock exchange, regulatory and court approvals will be obtained in a timely manner and on reasonable terms; that conditions to closing of the Acquisition can and will be satisfied in a timely manner and as expected; that the nominees of each of Prospector and BeMetals to the board of directors of

Lightning will not change; that management's projections will be validated over time; and general business and economic conditions will not change in a materially adverse manner. Should any one or more risks or uncertainties materialize or change, or should any underlying assumptions prove incorrect, actual results and forward-looking statements may vary materially from those described herein. Factors that could cause actual results to differ materially include, but are not limited to, the following: unfavorable economic conditions; changes in financial markets; the impact of exchange rate fluctuations; unstable political conditions and developments; community relations; criminal activity; changes in regulatory requirements impacting the Company's operations; pandemics and epidemics; the sufficiency of current working capital; the estimated cost and availability of funding; and other risks and uncertainties involved in the mineral exploration and development industry. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, 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. The forward-looking statements and forward-looking information are made as of the date hereof and are qualified in their entirety by this cautionary statement. The Company disclaims any obligation to revise or update any such factors or to publicly announce the result of any revisions to any forward-looking statements or forward-looking information contained herein to reflect future results, events or developments, except as required by law. Accordingly, readers should not place undue reliance on forward-looking statements and information. Please refer to the Company's most recent filings under its profile at [www.sedarplus.ca](http://www.sedarplus.ca) for further information respecting the risks affecting the Company and its business.

SOURCE: BeMetals Corp.

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