

Maritime Announces the Closing of the Acquisition of Point Rouse Mining from Signal Gold, US\$5.0M Brokered Private Placement of Notes and Warrants and C\$1.735M Non-Brokered Private Placement of Units

Toronto, Ontario--(Newsfile Corp. - August 21, 2023) - **Maritime Resources Corp. (TSXV: MAE)** ("**Maritime**" or the "**Company**") is pleased to announce the closing of its previously announced acquisition (the "**Acquisition**") of all of the outstanding shares of Point Rouse Mining Inc. ("**Point Rouse**") from Signal Gold Inc. ("**Signal**" or the "**Vendor**") and the closing of its two previously announced financings, including a US\$5.0M principal amount brokered note and common share purchase warrant offering (the "**Note Offering**") and C\$1.735M of the first tranche under its up to C\$3.0 million non-brokered private placement (the "**Unit Offering**", together with the Note Offering, the "**Offerings**") of units of the Company. The Note Offering included the previously announced investment by New Found Gold to acquire US\$2.0 million principal amount of notes and warrants. Completion of the Offerings is subject to the final approval of the TSX Venture Exchange (the "**Exchange**").

"The completion of this transaction and the two concurrent financings represents a significant step forward for Maritime and our long-term vision of building a new Eastern Canadian gold producer. We are fortunate to have a terrific mix of assets in a top tier jurisdiction, including the fully permitted Pine Cove mill and tailings storage facility, the Nugget Pond gold circuit, access to a deep-water port, our advanced stage Hammerdown gold project and a pipeline of exploration targets within hauling distance of both process plants. Over the next few months we will be integrating these newly acquired assets into our business plan while completing any remaining permitting requirements. I would like to thank all our investors, local stakeholders and the Province of Newfoundland and Labrador for their support throughout these transactions", commented Garrett Macdonald, President and CEO of Maritime Resources.

Point Rouse Acquisition

The Company acquired all of the issued and outstanding shares of Point Rouse from Signal for aggregate consideration comprised of C\$3 million in cash (the "**Cash Purchase Price**") and 23,970,218 common shares (the "**Consideration Shares**") of Maritime with a value of approximately C\$1 million pursuant to the terms of the share purchase agreement entered into between Maritime and Signal dated June 16, 2023 (the "**SPA**"), as amended. The terms of the Acquisition were negotiated at arm's length and constituted an Expedited Acquisition under Policy 5.3 of the Exchange.

Point Rouse owns all of the property, assets, mineral rights, royalties and liabilities underlying the Point Rouse Project located in the Province of Newfoundland and Labrador and includes the fully permitted 1,300 tpd Pine Cove mill, a large capacity in-pit permitted tailings storage facility, deep water port access and over 57 km² of mineral claims and mining leases, including the Stog'er Tight gold deposit. The Company and New Found Gold entered into a memorandum of understanding pursuant to which New Found Gold will be granted exclusivity to conduct due diligence and to negotiate a toll processing agreement with Maritime at the existing, Pine Cove mill.

Shoreline Aggregates Inc. ("**Shoreline**") advanced C\$1 million in support of the Acquisition. Shoreline, an aggregate producer and export company, has been operating on the Point Rouse site since

inception, repurposing the "waste" rock from the Pine Cove pit as the feed for its base and asphalt aggregate business. Shoreline ships over 1 million tonnes per year to international markets from the deep water port at Point Rouse. Maritime will provide Shoreline with access to the property including approximately 70 hectares of land for their continued and future operations while Maritime retains all mineral rights.

The Company established a surety bonding arrangement with a Canadian insurance company (the "Surety") with respect to its Point Rouse environmental bonds totaling C\$5.5 million. The surety arrangement required the Company to provide cash collateral of C\$1.9 million and pay an annual bond fee equal to 3% of the respective bond amount. The Company holds an irrevocable letter of credit, with a major Canadian bank, as cash collateral to the Surety.

Note Offering

The Note Offering consisted of the issuance of US\$5 million principal amount non-convertible senior secured notes (the "**Notes**") of the Company maturing August 14, 2025 (the "**Initial Maturity Date**"), which may be extended by the Company in certain circumstances and subject to certain conditions, to August 14, 2026 (the "**Extended Maturity Date**" and, together with the Initial Maturity Date, the "**Maturity Date**") pursuant to the terms of the note indenture (the "**Note Indenture**") governing the terms of the Notes dated August 14, 2023 (the "**Closing Date**") entered into between the Company and Computershare Trust Company of Canada (the "**Trustee**"), as trustee, and 38,311,427 common share purchase warrants (the "**Note Warrants**") for gross proceeds of US\$4.9 million.

The Note Offering was completed pursuant to the terms of an agency agreement entered into between the Company and SCP Resource Finance LP ("**SCP**") dated August 14, 2023. The Notes were subject to a 2% original issue discount on the principal amount of the Notes (the "**OID**"). The Notes bear interest at a rate equal to the Secured Overnight Financing Rate ("**SOFR**") plus 6% per annum, payable quarterly in arrears. The Maturity Date of the Notes can be extended to the Extended Maturity Date at the election of the Company subject to the approval of holders ("**Noteholders**") of at least 65% of the principal amount of the Notes then outstanding. In the event of such an extension, the Company will pay an extension fee to Noteholders equal to 3% of the aggregate principal amount of the Notes then outstanding (the "**Extension Fee**") and the interest rate on the Notes will increase to SOFR plus 9% until the Extended Maturity Date. The Company may elect to pay the Extension Fee by issuing common shares in the capital of the Company ("**Shares**") at the then Market Price (as defined in policies of the Exchange) on the trading day prior to the Maturity Date, subject to the approval of the Exchange.

Pursuant to certain conditions set out in the Note Indenture, including the approval of Noteholders holding at least 65% of the principal amount of the Notes then outstanding, the Company has the option to satisfy interest payments under the Notes by issuing Shares ("**Interest Shares**") having a deemed value equal to 90% of the Market Price as of the date of a news release announcing the Company's intention to issue the Interest Shares, subject to the approval of the Exchange.

The indebtedness under the Notes may be redeemed in whole or in part at the option of the Company for cash consideration equal to 113% of the aggregate amount of indebtedness if the Notes are redeemed on or prior to the first anniversary of the Closing Date, or 100% of the aggregate amount of indebtedness if redeemed after the first anniversary of the Closing Date. The Notes are secured by a general security interest over the Company and rank senior to all existing and future indebtedness of the Company.

Each Note Warrant is exercisable into one common share (each, a "**Note Warrant Share**") in the capital of the Company at a price of C\$0.07 (the "**Exercise Price**") per Note Warrant Share up until August 14, 2025, subject to the extension in the event that the Maturity Date of the Notes is extended to the Extended Maturity Date. The Note Warrants are governed by the terms of a warrant indenture entered into between the Company and Computershare Trust Company of Canada, as warrant agent, dated as of the Closing Date.

In connection with the closing of the Note Offering, the Company paid SCP a US\$117,600 cash commission, representing 4% of the gross proceeds of the Note Offering (excluding the OID and proceeds from subscriptions from persons on the Company's president's list of purchasers), and issued SCP certain broker warrants of the Company exercisable at any time prior to the applicable Maturity Date to acquire up to 1,877,260 Shares at the Exercise Price per Share, representing 2% of the gross proceeds of the Note Offering (excluding the OID).

C\$3,000,000 of the net proceeds of the Note Offering were used to fund the Cash Purchase Price under the SPA, with the balance to be used for general working capital and corporate purposes.

Unit Offering

The Unit Offering consisted of the issuance of 43,387,500 units (the "**Units**") of the Company at a price of C\$0.04 per Unit for gross proceeds of C\$1.735 million. Each Unit issued under the first tranche of the Unit Offering is comprised of one Share and one common share purchase warrant (each, a "**Unit Warrant**"), with each Unit Warrant entitling the holder to acquire one Share (each, a "**Warrant Share**") at the Exercise Price per Warrant Share up until August 14, 2026 (the "**Unit Warrant Expiry Date**"). The Warrants are governed by the terms of a warrant indenture entered into between the Company and Computershare Trust Company of Canada, as warrant agent, dated as of the Closing Date.

In connection with the closing of the Unit Offering, the Company paid SCP a cash commission of C\$102,930 in consideration for SCP's role as a finder for certain subscriptions under the Unit Offering and issued SCP broker warrants of the Company exercisable at any time prior to the Unit Warrant Expiry Date to acquire up to 2,573,250 Shares at the Exercise Price. The Company may close one or more additional tranches of the Unit Offering, subject to the approval of the Exchange.

The net proceeds of the Unit Offering shall be used to fund ongoing project development expenditures, care and maintenance of the Pine Cove Mill and for general and working capital purposes. No more than 5% of the proceeds of the Unit Offering will be used for payments to non-arm's length parties or for investor relations activities.

Regulatory Matters

All securities issued pursuant to the Offerings, including the Notes, Note Warrants, Shares, Warrants, the broker warrants issued under the Offerings and any Note Warrant Shares, Warrant Shares or Shares issuable upon exercise of the Note Warrants, Warrants or broker warrants, respectively, and the Consideration Shares are subject to a hold period of four months plus a day from the date of issuance prescribed by the Exchange and the resale rules of applicable securities legislation. No more than 5% of the proceeds of the Unit Offering will be used for payments to non-arm's length parties or for investor relations activities.

Certain insiders of the Company subscribed for an aggregate of US\$1,000,000 principal amount of Notes and 7,662,285 Note Warrants under the Note Offering and 13,625,000 Units under the Unit Offering. The insider transactions are exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") by virtue of the exemptions contained in sections 5.5(a) and 5.7(1) (a) of MI 61-101 in that the fair market value of the consideration for the securities of the Company which will be issued to the insiders does not exceed 25% of its market capitalization.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933 (the "**1933 Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration is available.

About Maritime Resources Corp.

Maritime holds a 100% direct interest, subject to option agreements entitling it to earn 100% ownership, in the Green Bay Property in Newfoundland and Labrador. This includes the former Hammerdown gold mine, the Orion gold project and the Whisker Valley exploration project, all located in the Baie Verte Mining District near the town of King's Point. The Company also owns the Point Rousse project and the gold processing circuit at the Nugget Pond mill, both near the town of Baie Verte. In Quebec, Maritime owns the Lac Pelletier gold project near the city of Rouyn Noranda.

On Behalf of the Board

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