

# Kismet Resources Corp. Announces TSXV Conditional Acceptance and Filing of Filing Statement for Its Qualifying Transaction

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VANCOUVER, Dec. 2, 2020 - Kismet Resources Corp. (the "Company" or "Kismet") (TSXV:KSMT.P) is pleased to announce that it has received conditional acceptance from the TSX Venture Exchange (the "Exchange") today to close its previously announced acquisition of [TDG Gold Corp.](#) ("TDG") by way of a three-cornered amalgamation among the Company, TDG and a wholly-owned subsidiary of the Company (the "Transaction"), as more particularly described in the Company's press releases dated July 29, 2020 and October 5, 2020. The Transaction will constitute the Company's qualifying transaction pursuant to the policies of the Exchange.

Kismet and TDG anticipate closing the Transaction on or about December 11, 2020. Immediately prior to the completion of the Transaction, the outstanding common shares of Kismet will be consolidated on the basis of two pre-consolidation common shares for every one post-consolidation common share (each, a "Resulting Issuer Share"), and Kismet will change its name to "TDG Gold Corp." (the "Resulting Issuer").

In connection with the Transaction, the Company has filed on SEDAR its filing statement dated November 27, 2020 (the "Filing Statement") and a National Instrument 43-101 Technical Report on the Baker-Shasta-Oxide Peak Property, Omineca Mining Division, British Columbia, Canada published for TDG and Kismet dated effective October 18, 2020 by SGDS-HIVE Geological. Investors are encouraged to review the Filing Statement at [www.sedar.com](http://www.sedar.com), which provides detailed information about the Transaction, the Resulting Issuer, the Company, and TDG, including the audited consolidated financial statements of TDG for the years ended July 31, 2020 and 2019 which reflect that, as at July 31, 2020, TDG had a net loss for the year of \$342,949 and total assets of \$1,920,409. The Filing Statement also describes the concurrent financing (the "Concurrent Financing") to be completed by Kismet in connection with the Transaction pursuant to which Kismet intends to complete a private placement equity financing to raise gross proceeds of a minimum of \$4,000,000 and a maximum of up to \$5,000,000 through the issuance of up to 6,666,666 non-flow through units (each, a "Non-Flow Through Unit") at a price of \$0.30 per Non-Flow Through Unit and up to 7,058,823 flow-through units (each, a "Flow Through Unit") at a price of \$0.425 per Flow Through Unit. Each Non-Flow Through Unit will consist of one Resulting Issuer Share and one-half of one Resulting Issuer Share purchase warrant (each whole warrant, a "Resulting Issuer Warrant"). Each Flow Through Unit will consist of one Resulting Issuer Share that will qualify as a "flow-through share" under the Income Tax Act and one-half of one Resulting Issuer Warrant. Each Resulting Issuer Warrant will be exercisable by the holder thereof to acquire one Resulting Issuer Share at an exercise price of \$0.45 for a period of three years from issuance. A finder's fee will be payable in Non Flow-Through Units to certain finders equal to up to 6% of the number of Flow-Through Units and Non Flow-Through Units sold to subscribers brought to the Concurrent Financing by such finders.

Upon the closing of the Transaction, the board of directors and management of the Resulting Issuer will consist of the following individuals:

**Dr. Fletcher Morgan - Chief Executive Officer and Director**

Dr. Morgan has been the Chief Compliance Officer and Ultimate Designated Person of Elemental Capital Partnership LLP since May 2015 and prior to that a management consultant from July 2009 to April 2015. Dr. Morgan is currently Chair and director of QuestEx Gold & Copper Ltd. and Chair and director of Roughrider Exploration Limited. Dr. Morgan holds a Master of Arts (Honours) degree in Natural Sciences from Cambridge University, UK and a veterinary medical degree also from Cambridge University.

**Andrew French - Chair and Director**

Mr. French is a Geologist and Senior Mining Fund Analyst with 26 years of international mining resource fund experience, including Sun Valley Gold LLC., Gold 2000 Ltd. and Konwave Gold Equity Fund. Mr. French gained over 10 years' experience as an exploration geologist for several mining companies searching for precious and base metals, diamonds and industrial minerals. He has been the President of Welesmere Management Ltd. since 2010. Mr. French is a Professional Geologist (P.Geo.) and holds a M.Sc. degree in Mineral Exploration from the Royal School of Mines, Imperial College, London, United Kingdom.

**Dan O'Brien - Chief Financial Officer**

Mr. O'Brien is a member of the Institute of Chartered Professional Accountants of British Columbia. Mr. O'Brien is also Chief Financial Officer for a number of publicly listed exploration companies trading on the Toronto Stock Exchange and the Exchange. Mr. O'Brien was previously a senior manager at a leading Canadian accounting firm where he specialized in the audit of public companies in the mining and resource sector.

**Duncan McBean, P.Geo - VP Exploration**

Duncan McBean is a geologist with 30 years' experience working in mineral exploration managing projects from early stage to feasibility level and production. Mr. McBean has prior exploration experience in British Columbia and has managed gold projects throughout Canada and Mexico, most recently as Senior Project Manager for Yamana Gold Ltd. in Manitoba.

**Doris Meyer - Corporate Secretary**

Ms. Meyer is a corporate secretary and a past member of the Institute of Chartered Professional Accountants of British Columbia. Ms. Meyer is also Corporate Secretary for a number of publicly listed exploration companies trading on the Toronto Stock Exchange and the Exchange.

**John-Paul Dau - Director**

Mr. Dau was a co-founder of Angkor Gold Corp., an Exchange-listed Project Generator, in 2011 and President until 2019. Under his tenure as President, Angkor Gold Corp. acquired and developed numerous assets in Asia. Mr. Dau brings an extensive background in project management, business development, and fundraising, accomplished by early career involvement in the venture capital sector. Since August 2019, he has been President of Vanguard Properties Inc. From July 2008 to June 2011, he was the Country Manager of Prairie Pacific Mining Corp.

**Terence Harbort - Director**

Mr. Harbort has been the President, Chief Executive Officer and a Director of Talisker Resources Ltd. since April 2019. He is a recognized senior member of the discovery team of AngloGold's Ashanti's La Colosa and Gramalote deposits. Mr. Harbort is a specialist in mapping and interpretation of ore geometries and ore controls covering various types of geological environments with direct applications to mineral economics from target generation, target definition and evaluation, and project management. He is the co-founder and Vice President Exploration of Talisker Exploration Services Inc. and current Director and Vice President Corporate Development, Sable Resources Ltd. and former Chief Geoscientist, Barkerville Gold Mines Ltd. Mr. Harbort holds a PhD in Structural Geology and Tectonics.

**Evandra Nakano - Director**

Ms. Nakano has more than a decade of international mineral exploration and mining industry experience. She is the founder, Director and Chief Executive Officer of Infield Minerals Corp., a mineral exploration company with focus in Nevada. She is also a co-founder of Kismet. From 2010 to 2014, Ms. Nakano was a technical team member of B2Gold Corp., where she participated in the evaluation of several major acquisitions. Ms. Nakano holds a Bachelor of Science (Honours Geology) from the University of British Columbia (UBC) and a Master of Business Administration (Finance) from Sauder School of Business, UBC.

## **About the Company**

The Company is a capital pool company ("CPC") within the meaning of the policies of the Exchange that has not commenced commercial operations and has no assets other than cash. The current directors and officers of the Company are: Evandra Nakano (CEO, CFO, Corporate Secretary and Director), Shervin Teymouri (Director) and David Hladky (Director). Except as specifically contemplated in the CPC policies of the TSX-V, until the completion of its "Qualifying Transaction" (as defined therein), the Company will not carry on business, other than the identification and evaluation of companies, business or assets with a view to completing a proposed "Qualifying Transaction".

For more information please contact the Company at 604-220-4691 or email: [info@kismetresources.com](mailto:info@kismetresources.com).

On Behalf of the Board of Directors of Kismet Resources Corp.

Evandra Nakano  
Director

*Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to TSXV Requirements, majority of the minority shareholder approval.*

*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 filing statement prepared in connection with the Transaction, any information release or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.*

*The TSX Venture Exchange Inc. has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this press release.*

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.*

### **Cautionary Statement Regarding Forward-Looking Information**

*This news release contains certain forward-looking statements, including statements relating to the Transaction and certain terms and conditions thereof, the ability of the parties to complete the Transaction, Kismet's proposed share consolidation, Kismet's proposed name change, the Resulting Issuer's ability to qualify as a Tier 2 Mining issuer, shareholder, director and regulatory approvals, completion of the Concurrent Financing, future press releases and disclosure, and other statements that are not historical facts. Wherever possible, words such as "may", "will", "should", "could", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict" or "potential" or the negative or other variations of these words, or similar words or phrases, have been used to identify these forward-looking statements. These statements reflect management's current beliefs and are based on information currently available to management as at the date hereof.*

*Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. These risks and uncertainties include, but are not limited to, geological risks, risks associated with the effects of COVID-19, the financial markets generally, the results of the due diligence investigations to be conducted in connection with the Transaction, the ability of the Company to complete the Transaction or obtain requisite Exchange acceptance and, if applicable, shareholder approvals. As a result, the Company cannot guarantee that the Transaction will be completed on the terms described herein or at all. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this press release are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this press release, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.*

SOURCE: Kismet Resources Corp

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