

# Maritime Resources Announces Closing of Asset Purchase Agreement with Rambler Metals and Mining and Strategic Investment by Tembo Capital

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Toronto, April 13, 2021 - [Maritime Resources Corp.](#) (TSXV: MAE) ("Maritime" or the "Company") is pleased to announce the closing of the transactions contemplated by the asset purchase agreement with two subsidiaries of [Rambler Metals & Mining Plc](#), namely Rambler Metals and Mining Canada Limited and 1948565 Ontario Inc. (together, "Rambler") previously announced on December 23, 2020 in respect of the purchase by the Company (the "Acquisition") of the gold circuit at the Nugget Pond metallurgical facility in the Baie Verte mining district of Newfoundland and Labrador, the Lac Pelletier gold project in Rouyn Noranda, Québec and several other exploration properties and royalty interests in key mining camps across Canada (collectively, the "Assets"). Sprott Capital Partners LP acted as advisor to Maritime in connection with the Acquisition and will be issued 400,000 Common Shares in consideration for such services.

Pursuant to the terms of the Asset Purchase Agreement, the consideration paid by the Company for the Assets was comprised of the assumption of certain liabilities associated with the Assets, the payment of US\$2,000,000 in cash, and the issuance of a number of common shares in the capital of the Company (the "Common Shares") equal to \$500,000, based on the 30-day volume average weighted price of the Common Shares as of the closing date of the Acquisition, representing 3,571,428 shares issued at a price of \$0.14. In addition, a deposit of \$200,000 was paid to Rambler on March 12, 2020.

Maritime is also pleased to announce the closing of a strategic investment by Tembo Capital ("Tembo"). Tembo has acquired 30,770,000 Common Shares representing approximately 7.7% of the Common Shares calculated on an undiluted basis, at a price of \$0.13 per Common Share for a total investment of \$4,000,100 via a non-brokered private placement.

"The closing of the asset purchase agreement with Rambler and the equity investment from Tembo Capital places the Company in a strong financial position to continue advancing the Hammerdown Gold Project towards a development decision. The addition of the Nugget Pond gold circuit is a key component in de-risking the project, and a collaborative approach to utilize an existing asset within the Province which minimizes the environmental footprint of a future new development such as Hammerdown," commented Garrett Macdonald, President and CEO of Maritime.

The Common Shares issued in connection with the Acquisition and issued to Tembo are subject to a standard four month and one day hold period expiring August 13, 2021. Completion of the Acquisition and the share issuance to Tembo is subject to final acceptance by the TSX Venture Exchange. Certain matters related to the gold circuit remain subject to final approval of applicable governmental authorities and certain of the other Assets require completion of final transfer matters.

## Assets Acquired

- Nugget Pond gold circuit - an existing carbon-in-pulp leach plant that last operated in 2012 and was previously used to process ore from the Hammerdown mine. The gold circuit is located within an active copper processing and tailings storage complex currently operated by Rambler. Maritime will complete a feasibility study to determine the optimal configuration to operate both the Nugget Pond gold circuit and copper concentrator concurrently and independently without any impact on Rambler's current operations.

- Lac Pelletier gold property - located in Rouyn Noranda, Québec approximately five km south of Glencore's Horne smelter and three km north of the Cadillac Larder-Lake Break in the Abitibi Greenstone Belt.
- A portfolio of Canadian mineral exploration properties and currently non-producing royalty interests including the Gold Hawk property (2% NSR) and Valdora property (1% NSR) near Val-d'Or, Québec in the Abitibi Greenstone Belt.

#### About Maritime Resources Corp.

Maritime holds a 100% interest, directly and subject to option agreements entitling it to earn 100% ownership, in the Green Bay Property, including the former Hammerdown gold mine and the Orion gold project plus the Whisker Valley exploration project, all located in the Baie Verte Mining District near the town of King's Point, Newfoundland and Labrador. The Hammerdown Gold Project is characterized by near-vertical, narrow mesothermal quartz veins containing gold associated with pyrite. Hammerdown was last operated by Richmond Mines between 2000-2004.

#### About Tembo Capital

Tembo is a mining-focused private equity fund group, which has a strong track record of identifying and supporting emerging resource companies. The Tembo team has significant technical expertise and mining finance experience. Tembo has a strong focus on investing in projects that meet high standards of ESG performance.

#### On Behalf of the Board:

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#### Caution Regarding Forward Looking Statements:

Certain of the statements made and information contained herein is "forward-looking information" within the meaning of National Instrument 51-102 - Continuous Disclosure Obligations. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects", "intends", "indicates" "plans" and similar expressions. Forward-looking statements include statements concerning the potential to increase mineral resource and mineral reserve estimates, the Company's decision to restart the Project, the Company's plans regarding depth extension of the deposit at Hammerdown, the Company's plans regarding completing additional infill and grade control testing within the PEA mine plan, the Company's plans regarding drilling targets previously identified, the anticipated timing of provincial environmental assessment approval for Hammerdown, the Company's activities related to the Nugget Pond gold circuit, including receipt of certain approvals related to those activities, and the Company's decision to acquire new mineral property interests and assets and other business opportunities, amongst other things, which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results,

performance or achievements expressed or implied by such forward-looking information. All forward-looking statements and forward-looking information are based on reasonable assumptions that have been made by the Company in good faith as at the date of such information. Such assumptions include, without limitation, the price of and anticipated costs of recovery of, base metal concentrates, gold and silver, the presence of and continuity of such minerals at modeled grades and values, the capacities of various machinery and equipment, the use of ore sorting technology will produce positive results, the availability of personnel, machinery and equipment at estimated prices, mineral recovery rates, and others. Forward-looking information is subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking information, including, without limitation, the ability of the Company to continue to be able to access the capital markets for the funding necessary to acquire, maintain and advance exploration properties or business opportunities; global financial conditions, including market reaction to the coronavirus outbreak; competition within the industry to acquire properties of merit or new business opportunities, and competition from other companies possessing greater technical and financial resources; difficulties in advancing towards a development decision at Hammerdown and executing exploration programs at its Newfoundland and Labrador properties on the Company's proposed schedules and within its cost estimates, whether due to weather conditions, availability or interruption of power supply, mechanical equipment performance problems, natural disasters or pandemics in the areas where it operates; increasingly stringent environmental regulations and other permitting restrictions or maintaining title or other factors related to exploring its properties, such as the availability of essential supplies and services; factors beyond the capacity of the Company to anticipate and control, such as the marketability of mineral products produced from the Company's properties; uncertainty as to whether the acquisition of assets and new mineral property interests including the Nugget Pond gold circuit will be completed in the manner currently contemplated by the parties; uncertainty as to whether mineral resources will ever be converted into mineral reserves once economic considerations are applied; uncertainty as to whether inferred mineral resources will be converted to the measured and indicated categories through further drilling, or into mineral reserves, once economic considerations are applied; government regulations relating to health, safety and the environment, and the scale and scope of royalties and taxes on production; and the availability of experienced contractors and professional staff to perform work in a competitive environment and the resulting adverse impact on costs and performance and other risks and uncertainties, including those described in each MD&A of financial condition and results of operations. In addition, forward-looking information is based on various assumptions including, without limitation, assumptions associated with exploration results and costs and the availability of materials and skilled labour. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Accordingly, readers are advised not to place undue reliance on forward-looking information. Except as required under applicable securities legislation, Maritime undertakes no obligation to publicly update or revise forward-looking information, whether as a result of new information, future events or otherwise.

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

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