

# New Carolin Gold Corp. Obtains Final Order for Plan of Arrangement

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Vancouver, Sept 14, 2021 - [New Carolin Gold Corp.](#) (TSXV: LAD) (OTC Pink: LADFF) (the "Company" or "New Carolin") is pleased to announce that it has obtained a final order from the Supreme Court of British Columbia approving the previously announced plan of arrangement with [Talisker Resources Ltd.](#) ("Talisker") pursuant to the Business Corporations Act (British Columbia) (the "Final Order"). Pursuant to the plan of arrangement, Talisker will acquire all of the outstanding common shares of the Company (each, a "Common Share") for consideration of 0.3196 of a common share of Talisker for each Common Share held (the "Arrangement").

The Arrangement was previously approved by holders of New Carolin common shares, options and warrants (the "Securityholders") at the special meeting of Securityholders held on September 9, 2021 (the "Meeting"). It is currently anticipated that the Arrangement will be completed on or about September 16, 2021 upon the satisfaction or waiver of customary closing conditions as set forth in the definitive arrangement agreement (the "Arrangement Agreement").

Aursuant to the terms of the Arrangement Agreement, the Company has agreed to settle a debt in the amount of \$280,000 (the "Debt") owing to Primarius Capital Corp. ("Primarius"), a company controlled by the President and Chief Executive Officer of the Company, for unpaid consulting fees which have been accrued by the Company to August 31, 2021. Subject to acceptance by the TSX Venture Exchange, the Debt will, in connection with completion of the Arrangement, be satisfied by a cash payment of \$140,000 and the issuance of 1,473,684 Common Shares having a deemed issue price of \$0.095 per share (representing \$140,000 in value). The aforementioned debt settlement transaction constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). This transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as the Company is not listed on a specified market (as set out in Section 5.5(b) of MI 61-101) and as the fair market value of the Common Shares that will be issued and the consideration paid do not exceed 25% of the Company's market capitalization.

Further details regarding the Arrangement are set out in the management information circular of the Company dated August 10, 2021, which is available on New Carolin's profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

## About New Carolin

New Carolin Gold is a Canadian-based junior company focused on the exploration, evaluation and development of its 100% owned property consisting of 144 square kilometers of contiguous mineral claims and crown grants, collectively known as the "Ladner Gold Project" (the "Project"). The Project is located near Hope, BC in the prospective and under-explored Coquihalla Gold Belt, which is host to several historic small gold producers including the Carolin Mine, Emancipation Mine and Pipestem Mine, and numerous gold prospects.

For additional information, please visit the Company's website at [www.newcarolingold.com](http://www.newcarolingold.com).

ON BEHALF OF THE BOARD OF DIRECTORS

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### **Caution concerning forward-looking information**

*This news release contains forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. All statements, other than statements of historical fact, included herein including, without limitation, statements or information about the completion of the Arrangement, and the timing for closing of the Arrangement are forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These risk factors include, among others: risks associated with the business of Talisker and the Company; risks related to the satisfaction or waiver of certain conditions contemplated by the Arrangement Agreement; risks related to reliance on technical information provided by Talisker and the Company; risks relating to exploration and potential development of the Company and Talisker's projects; business and economic conditions in the mining industry generally; the supply and demand for labour and other project inputs; prices for commodities to be produced and changes in commodity prices; changes in interest and currency exchange rates; risks relating to inaccurate geological and engineering assumptions (including with respect to the tonnage, grade and recoverability of mineral resources); risks relating to unanticipated operational difficulties (including failure of plant, equipment or processes to operate in accordance with specifications or expectations, cost escalation, unavailability of materials and equipment, government action or delays in the receipt of government approvals, industrial disturbances or other job action, and unanticipated events related to health, safety and environmental matters); risks relating to adverse weather conditions; political risk and social unrest; changes in general economic conditions or conditions in the financial markets; and other risk factors as detailed from time to time and the additional risks identified in the Company's filings with Canadian securities regulators on SEDAR in Canada (available at [www.sedar.com](http://www.sedar.com)). These forward-looking statements are made as of the date hereof and, except as required under applicable securities legislation, the Company does not assume any obligation to update or revise them to reflect new events or circumstances.*

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