

# Nighthawk Gold and Moneta Gold Announce At-Market Merger to Create a Leading Canadian Gold Development Company

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## Concurrent C\$12.5 Million Bought Deal Equity Financing

[Nighthawk Gold Corp.](#) ("Nighthawk") (TSX: NHK; OTCQX: MIMZF) and Moneta Gold Inc. ("Moneta") (TSX: ME; OTCQX: MEAUF; FSE: MOPA) (together, the "Companies") are pleased to announce that they have entered into an arrangement agreement for an at-market merger (the "Arrangement Agreement") whereby Moneta will acquire all of the issued and outstanding common shares of Nighthawk (the "Nighthawk Shares"), in exchange for common shares of Moneta (the "Moneta Shares") by way of a plan of arrangement (the "Transaction", with the resulting entity referred to "MergeCo").

Pursuant to the terms of the Arrangement Agreement, Nighthawk shareholders will receive 0.42 Moneta Shares (on a pre-Moneta Consolidation basis) for each Nighthawk Share held (the "Exchange Ratio"). Existing Nighthawk and Moneta shareholders will own approximately 34% and 66%, respectively, of MergeCo on a fully diluted in-the-money basis (prior to the completion of the Concurrent Financing, which is further described below).

In connection with the Transaction, Nighthawk has entered into an agreement with SCP Resource Finance LP, on behalf of a syndicate of underwriters (collectively, the "Underwriters"), pursuant to which the Underwriters have agreed to purchase, on a "bought deal" basis, 36,765,000 subscription receipts of Nighthawk (the "Subscription Receipts") at a price of C\$0.34 per Subscription Receipt for aggregate gross proceeds of C\$12,500,100 (the "Concurrent Financing"). The net proceeds of the Concurrent Financing are expected to be used by MergeCo to fund the exploration and advancement of the Tower Gold Project and Colomac Gold Project (together, the "Projects") and for working capital and general corporate purposes.

Keyvan Salehi, President, CEO and Director of Nighthawk, and Josef Vejvoda, Interim CEO & Chairman of Moneta, jointly commented: "We believe that the Transaction presents an exciting opportunity to create a leading gold development company by bringing together two cornerstone assets in Canada. The combined company will benefit from a strong balance sheet, led by a skilled leadership team, and a high-quality portfolio anchored by two robust, large-scale assets in established and emerging mining camps. We believe that MergeCo offers a truly unique value proposition, and we look forward to working towards unlocking significant value for shareholders of the MergeCo."

## Transaction Highlights

- **Creating a Stronger Canadian Gold Developer** - The combined portfolio consists of two large-scale, cornerstone, Canadian gold projects with robust project economics. MergeCo will be underpinned by a considerable mineral resource of 7.8 million gold ounces in the Indicated category and 10.0 million gold ounces in the Inferred category<sup>1</sup>.
  - Tower Gold Project Preliminary Economic Assessment<sup>2</sup> ("Tower PEA") outlined economics of C\$1.1 billion after-tax net present value at 5% discount rate ("NPV<sub>5%</sub>") and 32% after-tax internal rate of return ("IRR") (based on a US\$1,600/oz gold price assumption), with an average potential production profile of 261,000 ounces per year over the first 11 operating years.
  - Colomac Gold Project Preliminary Economic Assessment<sup>3</sup> ("Colomac PEA") outlined economics of C\$1.2 billion NPV<sub>5%</sub> and 35% IRR (based on a US\$1,600/oz gold price assumption) with an average potential production profile of 290,000 ounces per year over its 11.2-year life of mine.
- **Pipeline Optionality & Opportunities with Near Term Catalysts** - The Transaction eliminates single asset risk for both companies and enables a differentiated strategy to focus on improved economics and efficient capital deployment with achievable, value-creation milestones from the advancement of the Projects.
  - Tower Gold Project: Opportunity to focus on higher-grade, open-pit mineralization to potentially deliver a more robust mine plan. Potential to utilize excess mill capacity in proximity to the Tower Gold Project and accelerate towards near-term cash flow.
  - Colomac Gold Project: Opportunity to fast-track a medium-scale project towards a Feasibility Study that can be potentially phased into a larger project in the future.



- Synergies - Potential to unlock both G&A and operational efficiencies with seasonal workflow sequencing, staggered and phased development of the Projects. The management team plans on leveraging cross-project experiences to collaborate on studies advancement, permitting and project de-risking.
- Robust Financial Position - Concurrent Financing and existing cash balances provide significant funding to advance key milestones at both Projects.
- Seasoned Team Ready to Execute - Considerable expertise in engineering, geology, finance, capital markets and ESG.
- Immense Exploration Potential - Significant combined land package of more than 1,000 km<sup>2</sup> of regional greenfield greenstone exploration opportunities.
- Greater Value Creation Potential for Shareholders - A thoughtful and sequenced development strategy has the potential to result in greater valuation creation for Nighthawk and Moneta shareholders that would not be available on a standalone basis.

Each of the Tower PEA and Colomac PEA are preliminary in nature and include inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the either PEA will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

### **MergeCo Leadership**

The Board of Directors of MergeCo will consist of seven (7) directors, comprised of four (4) nominees from Moneta and three (3) nominees from Nighthawk. The key senior management team and directors will include:

- Josef Vejvoda - Non-executive Chairman of the Board
- Keyvan Salehi - President, CEO and Director

### **Board of Directors' Recommendations**

The Arrangement Agreement has been unanimously approved by the Board of Directors of each of the Companies after consultation with their respective financial and legal advisors. Both Boards of Directors recommend that their respective shareholders vote in favour of the Transaction.

The Board of Directors of Moneta has received separate opinions from Maxit Capital LP and Evans & Evans, Inc. to the effect that, based upon and subject to the assumptions, limitations, and qualifications stated in each such opinions, the consideration to be paid by Moneta pursuant to the Transaction is fair, from a financial point of view, to Moneta.

The Board of Directors of Nighthawk has received an opinion from Laurentian Bank Securities Inc. to the effect that, based upon and subject to the assumptions, limitations, and qualifications stated in such opinion, the consideration to be received by Nighthawk shareholders pursuant to the Transaction is fair, from a financial point of view, to Nighthawk shareholders.

### **Transaction Summary**

The Transaction will be completed pursuant to a plan of arrangement under the Business Corporations Act (Ontario). The Transaction will require approval by 66.7% of the votes cast by Nighthawk shareholders. The issuance of shares by Moneta pursuant to the Transaction is also subject to approval by the majority of votes cast by Moneta shareholders. In addition to shareholder and court approvals, the Transaction is subject to applicable regulatory approvals including TSX approval, the completion of the Concurrent Financing and the satisfaction of certain other closing conditions customary in transactions of this nature.

Senior Officers and Directors of Nighthawk, along with Northfield Capital Corp., which hold approximately 14.8% of the outstanding Nighthawk Shares, have entered into voting support agreements pursuant to which they have agreed, among other things, to vote their Nighthawk Shares in favour of the Transaction. Senior Officers and Directors of Moneta, along with [O3 Mining Inc.](#) and K2 Principal Fund L.P., which hold approximately 29.4% of the outstanding Moneta Shares, have entered into voting support agreements pursuant to which they have agreed, among other things, to vote their Moneta Shares in favour of the Transaction.

The Arrangement Agreement includes customary provisions including reciprocal non-solicitation provisions,

a reciprocal C\$4.5 million termination fee and an expense reimbursement payable under certain circumstances.

Full details of the Transaction will be contained in the joint management information circular of Nighthawk and Moneta and are expected to be mailed to each company's respective shareholders in due course. It is anticipated that both shareholder meetings and closing of the Transaction will take place in the first quarter of 2024.

### **Proposed Name Change & Consolidation**

Subject to receipt of requisite approvals including Moneta shareholder approval of 66% of the votes cast by Moneta shareholders, MergeCo intends to change its name to a name to be determined by the parties to reflect the new strategic direction of the company (the "Name Change").

MergeCo also intends to consolidate the Moneta Shares on the basis of one (1) post-consolidation Moneta Share for every two (2) pre-consolidation Moneta Shares (the "Consolidation") and the Exchange Ratio will be adjusted accordingly.

It is expected that the Name Change and Consolidation will take effect at the time of the completion of the Transaction. Closing of the Transaction is not contingent on the Name Change or Consolidation.

### **Concurrent Financing**

Nighthawk has entered into an agreement with the Underwriters as part of the Concurrent Financing for gross proceeds to MergeCo of C\$12.5 million. Nighthawk has also granted the Underwriters an option, exercisable, in whole or in part, for a period of up to two (2) business days prior to closing of the Concurrent Financing, to sell up to an additional 15% of the Subscription Receipts sold (the "Over-Allotment Option")

Each Subscription Receipt shall represent the right of a holder to receive, upon satisfaction or waiver of certain release conditions (including the satisfaction of all conditions precedent to the completion of the Transaction other than the issuance of the consideration shares to shareholders of Nighthawk) (the "Escrow Release Conditions"), without payment of additional consideration, one Nighthawk Share and one half of one (1/2) Nighthawk common share purchase warrant (each whole warrant, a "Warrant"), subject to adjustments and in accordance with the terms and conditions of a subscription receipt agreement to be entered into upon closing of the Concurrent Offering (the "Subscription Receipt Agreement"). Each Warrant will be exercisable by the holder thereof for one common share of Nighthawk (each, a "Warrant Share") at an exercise price of \$0.46 per Warrant Share for a period of 3 years following the date of issuance, subject to adjustments in certain events. The Nighthawk Shares and Warrants issued under the Concurrent Financing will be exchanged for common shares and warrants of MergeCo in connection with the Transaction.

The net proceeds from the sale of the Subscription Receipts, net of 50% of the Underwriters' cash commission and all of the Underwriters' expenses, will be deposited and held in escrow pending the satisfaction or waiver of the Escrow Release Conditions by an escrow agent acceptable to Nighthawk, as subscription receipt and escrow agent under the Subscription Receipt Agreement (the "Subscription Receipt Agent"). Upon closing of the Concurrent Financing, Nighthawk will pay 50% of the Underwriters' cash commission and all of the expenses of the Underwriters incurred in connection with the Concurrent Financing.

The Escrow Release Conditions are as follows:

1. the Arrangement Agreement shall have been entered into by Nighthawk and Moneta;
2. written confirmation from Nighthawk and Moneta of the completion or irrevocable waiver or satisfaction of all conditions precedent to the Transaction (except such conditions that can only be satisfied at the effective time);
3. the receipt of all required regulatory, and shareholder approvals, as applicable, for the Transaction and the Concurrent Financing, including, without limitation, the common shares of MergeCo being approved for listing on the Toronto Stock Exchange, including the listing of the common shares and warrant shares issuable by MergeCo in connection with the Concurrent Financing; and
4. Nighthawk, Moneta and the lead Underwriter (on its own behalf and on behalf of the Underwriters) having delivered a joint notice to the Subscription Receipt Agent confirming that the conditions set forth in (a) to (d) above have been satisfied or waived (to the extent such ?waiver is permitted).

In the event that: the Escrow Release Conditions are not satisfied on or before the date which is 75 days

following the closing of the Concurrent Financing (the "Escrow Release Deadline"), or if prior to such time, Nighthawk advises the lead Underwriter or announces to the public that it does not intend to or will be unable to satisfy the Escrow Release Conditions or that the Transaction has been terminated or abandoned, the net escrowed proceeds under the Concurrent Financing (plus any interest accrued thereon) will be returned to the holders of the Subscription Receipts on a pro rata basis and the Subscription Receipts will be cancelled without any further action on the part of the holders. To the extent that the escrowed proceeds are not sufficient to refund the aggregate issue price paid to the holders of the Subscription Receipts, Nighthawk will be responsible and liable to contribute such amounts as are necessary to satisfy any shortfall.

The Concurrent Financing is expected to close on or about December 19, 2023 and is subject to TSX and other necessary regulatory approvals.

The Subscription Receipts will be offered by way of: (a) private placement in each of the provinces of Canada pursuant to applicable prospectus exemptions under applicable Canadian securities laws; (b) in the United States or to, or for the account or benefit of U.S. persons, by way of private placement pursuant to the exemptions from registration provided for under Rule 506(b) and/or Section 4(a)(2) of the U.S. Securities Act; and (c) in jurisdictions outside of Canada and the United States as are agreed to by Nighthawk and the Underwriters on a private placement or equivalent basis.

The securities being offered pursuant to the Concurrent Financing have not been, nor will they be, registered under the U.S. Securities Act and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful. "United States" and "U.S. person" are as defined in Regulation S under the U.S. Securities Act.

### **Advisors and Counsel**

SCP Resource Finance LP and Laurentian Bank Securities Inc. are acting as financial advisors to Nighthawk. Cassels Brock & Blackwell LLP is acting as Nighthawk's legal counsel.

Maxit Capital LP and Evans & Evans, Inc. are acting as financial advisors to Moneta. McCarthy Tetrault LLP is acting as Moneta's legal counsel.

### **Technical Disclosure and Qualified Persons**

John McBride, MSc., P.Geo., Vice President of Exploration for Nighthawk, who is the Qualified Person as defined by NI 43-101, has reviewed and approved of the technical disclosure contained in this news release related to the Colomac Gold Project.

Jason Dankowski (APEGM #35155), Vice President Technical Services for Moneta, who is a Qualified Person as defined by NI 43-101, has reviewed and approved the technical contents of this press release related to the Tower Gold Project.

### **About Nighthawk Gold Corp.**

Nighthawk is a Canadian-based gold exploration and development company with control of 947 km<sup>2</sup> of District Scale Property located north of Yellowknife, Northwest Territories, Canada. The Company's flagship asset is the large-scale, Colomac Gold Project. The Colomac PEA<sup>3</sup> demonstrated the Project's potential for 290,000oz/year operation over 11.2-year conceptual mine life that could generate a C\$1.2 billion NPV<sub>5%</sub> and 35% IRR (after taxes) based on a US\$1,600/oz gold price assumption. Nighthawk's experienced management team, with a track record of successfully advancing projects and operating mines, is working towards rapidly advancing its assets towards a development decision.

### **About Moneta Gold Inc.**

Moneta is a Canadian-based gold exploration company whose primary focus is on advancing its 100% wholly owned Tower Gold Project, located in the Timmins region of Northeastern Ontario, Canada's most prolific gold producing camp. The Tower PEA<sup>2</sup> study outlined a combined open pit and underground mining and a 7.0 million tonne per annum conventional leach operation over a 24-year mine life, with 4.6 Moz of recovered gold, generating an after-tax NPV<sub>5%</sub> of \$1,066M, after-tax IRR of 31.7%, and a 2.6-year payback at a gold price US\$1,600/oz. Tower Gold hosts an estimated gold mineral resource of 4.5 Moz Indicated<sup>1</sup>

and 8.3 Moz Inferred<sup>1</sup>. Moneta is committed to creating shareholder value through the strategic allocation of capital and a focus on the current resource upgrade drilling program, while conducting all business activities in an environmentally and socially responsible manner.

### **Forward-Looking Information**

*This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, information with respect to the Transaction and its completion, including the Concurrent Financing, the potential optionality and synergies as a result of the Transaction, the respective Mineral Resource Estimates for the Tower Gold Project and Colomac Gold Project, the Tower PEA and Colomac PEA and the potential extractability of the open-pit and underground mineralization, the potential expansion of Mineral Resource Estimates of the Projects, the potential for the economics of the Projects to be realized and to improve, the potential for higher-grade assay results for the Projects, the potential for the Projects to be developed, the large-scales and robust natures of the Colomac PEA and Tower PEA, the advancement of the Colomac PEA and Tower PEA towards a higher-level economic study, the continued exploration and drilling initiatives and having the necessary funding required to complete these initiatives, the prospectivity of exploration targets, and the advancement of the Projects towards a development decision. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "accelerate", "add" or "additional", "advancing", "anticipates" or "does not anticipate", "appears", "believes", "can be", "conceptual", "confidence", "continue", "convert" or "conversion", "deliver", "demonstrating", "estimates", "encouraging", "expand" or "expanding" or "expansion", "expect" or "expectations", "fast-track", "forecasts", "forward", "goal", "improves", "increase", "intends", "justification", "plans", "potential" or "potentially", "pro-forma", "promise", "prospective", "prioritize", "reflects", "re-rating", "scheduled", "stronger", "suggesting", "support", "updating", "upside", "will be" or "will consider", "work towards", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur", or "be achieved".*

*Forward-looking information is based on the opinions and estimates of management at the date the information is made, and is based on a number of assumptions and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Nighthawk and Moneta to be materially different from those expressed or implied by such forward-looking information, including risks associated with required regulatory approvals, the exploration, development and mining such as economic factors as they effect exploration, future commodity prices, changes in foreign exchange and interest rates, actual results of current exploration activities, government regulation, political or economic developments, the ongoing wars and their effect on supply chains, environmental risks, COVID-19 and other pandemic risks, permitting timelines, capex, operating or technical difficulties in connection with development activities, employee relations, the speculative nature of gold exploration and development, including the risks of diminishing quantities of grades of reserves, contests over title to properties, and changes in project parameters as plans continue to be refined as well as those risk factors discussed in Nighthawk's and Moneta's annual information form for the year ended December 31, 2022, available on [www.sedarplus.ca](http://www.sedarplus.ca). Although Nighthawk and Moneta have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Nighthawk and Moneta do not undertake to update any forward-looking information, except in accordance with applicable securities laws.*

### **Cautionary Statement regarding Mineral Resource Estimates**

*Until mineral deposits are actually mined and processed, Mineral Resources must be considered as estimates only. Mineral Resource estimates that are not Mineral Reserves and have not demonstrated economic viability. The estimation of Mineral Resources is inherently uncertain, involves subjective judgement about many relevant factors and may be materially affected by, among other things, environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant risks, uncertainties, contingencies and other factors described in the Company's public disclosure available on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)). The quantity and grade of reported "Inferred" Mineral Resource estimates are uncertain in nature and there has been insufficient exploration to define "Inferred" Mineral Resource estimates as an "Indicated" or "Measured" Mineral Resource and it is uncertain if further exploration will result in upgrading "Inferred" Mineral Resource estimates to an "Indicated" or "Measured" Mineral Resource category. The accuracy of any Mineral Resource estimates is a function of the quantity and quality of available data, and of the assumptions made and judgments used in engineering and geological interpretation, which may prove to be unreliable and depend, to a certain extent, upon the analysis of drilling results and statistical inferences that may ultimately prove to be inaccurate. Mineral Resource estimates may*

have to be re-estimated based on, among other things: (i) fluctuations in mineral prices; (ii) results of drilling, and development; (iii) results of future test mining and other testing; (iv) metallurgical testing and other studies; (v) results of geological and structural modeling including block model design; (vi) proposed mining operations, including dilution; (vii) the evaluation of future mine plans subsequent to the date of any estimates; and (viii) the possible failure to receive required permits, licenses and other approvals. It cannot be assumed that all or any part of a "Inferred" or "Indicated" Mineral Resource estimate will ever be upgraded to a higher category. The Mineral Resource estimates disclosed in this news release were reported using Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards for Mineral Resources and Mineral Reserves (the "CIM Standards") in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects of the Canadian Securities Administrators ("NI 43-101").

### **Cautionary Statement regarding the Tower PEA and Colomac PEA**

The reader is advised that the Tower PEA and Colomac PEA referenced in this press release are only conceptual studies of the potential viability of the Projects' mineral resource estimates, and the economic and technical viability of the Projects and their respective estimated mineral resources have not been demonstrated. The Tower PEA and Colomac PEA are preliminary in nature and provides only an initial, high-level review of the Projects' potential and design options; there is no certainty that the Tower PEA and Colomac PEA will be realized. The Tower PEA and Colomac PEA conceptual mine plans and economic models include numerous assumptions and mineral resource estimates including Inferred mineral resource estimates. Inferred mineral resource estimates are too speculative geologically to have any economic considerations applied to such estimates. There is no guarantee that Inferred mineral resource estimates will be converted to Indicated or Measured mineral resources, or that Indicated or Measured resources can be converted to mineral reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability, and as such there is no guarantee the Projects economics described herein will be achieved. Mineral resource estimates may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant risks, uncertainties, and other factors, as more particularly described in the Cautionary Statements at the end of this news release.

### **Cautionary Statement to U.S. Readers**

This news release uses the terms "Mineral Resource", "Indicated Mineral Resource" and "Inferred Mineral Resource" as defined in the CIM Standards in accordance with NI 43-101. While these terms are recognized and required by the Canadian Securities Administrators in accordance with Canadian securities laws, they may not be recognized by the United States Securities and Exchange Commission.

The Mineral Resource estimates and related information in this news release may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

<sup>1</sup> Combines the respective Projects estimated Indicated mineral resource ounces (from 221 million tonnes grading 1.10 g/t Au) and the respective Projects estimated Inferred mineral resource gold ounces (from 260 million tonnes grading 1.19 g/t Au). For more information on the Tower Gold Mineral Resource Estimate effective September 7, 2022, please refer to the NI 43-101 technical report titled "NI 43-101 Report & Preliminary Economic Assessment of the Tower Gold Project Northeastern Ontario, Canada" dated November 29, 2022. For more information on the Colomac Gold Project Mineral Resource Estimate effective February 9, 2023, please refer to the NI 43-101 technical report titled "NI 43-101 Technical Report and Update of the Mineral Resource Estimate for the Indin Lake Gold Property, Northwest Territories, Canada" dated March 16, 2023. Both technical reports are available on SEDAR+ [www.sedarplus.ca](http://www.sedarplus.ca).

<sup>2</sup> For more information on the Tower PEA effective September 7, 2022, please refer to the NI 43-101 technical report titled "NI 43-101 Report & Preliminary Economic Assessment of the Tower Gold Project Northeastern Ontario, Canada" dated November 29, 2022 which is available on SEDAR+ [www.sedarplus.ca](http://www.sedarplus.ca) the Moneta's website ([www.monetagold.com](http://www.monetagold.com)).

<sup>3</sup> For more information on the Colomac PEA effective August 26, 2023, please refer to the NI 43-101 technical report titled "Colomac Gold Project NI 43-101 Technical Report and Preliminary Economic Assessment, Northwest Territories, Canada" dated June 9, 2023 which is available on SEDAR+ [www.sedarplus.ca](http://www.sedarplus.ca) the Nighthawk's website ([www.nighthawkgold.com](http://www.nighthawkgold.com)).

We believe that the Transaction presents an exciting opportunity to create a leading gold development company by bringing together two cornerstone assets in Canada.

*Not for distribution to U.S. newswire services or dissemination in the United States*

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