

AuMEGA Metals Closes the First Tranche of Private Placement Financing

(EDMONTON, CANADA) **AuMEGA Metals Ltd** (formerly Matador Mining Ltd) (**ASX: AAM | TSXV: AUM | OTCQB: AUMMF**) (“AuMEGA” or “the Company”) is pleased to announce the closing of the first tranche of the previously announced financing (the “Tranche One Placement”).

Under the Tranche One Placement, the Company issued an aggregate of 131,152,889 ordinary shares (“New Shares”) to institutional, professional and accredited investors consisting of : (i) 9,259,259 New Shares at a price of C\$0.050/A\$0.054 per share; and (ii) 121,893,630 New Shares which constitute “flow-through shares” as defined in subsection 66(15) of the *Income Tax Act* (Canada) at a price of C\$0.06825/A\$0.07408 per share, for aggregate gross proceeds of C\$8.77 million (“Tranche One Placement”).

Of the New Shares issued under the Tranche One Placement, 78,808,211 were issued under the Company’s available placement capacity under ASX Listing Rule 7.1, and 52,344,678 were issued under the Company’s available placement capacity under ASX Listing Rule 7.1A. Of the New Shares issued under the Tranche One Placement, 76,200,000 were placed on the TSX Venture Exchange (“TSXV”) and 54,952,889 were placed on ASX.

The closing of the second tranche of the financing (the “Tranche Two Placement”, together with the Tranche One Placement, the “Financing”) is subject to shareholder approval at a Special Shareholder Meeting scheduled for 4 December 2024 at 10:00am Australia Western Standard Time (AWST). The Tranche Two Placement involves the issuance of 129,535,778 ordinary shares for aggregate gross proceeds of C\$7.34 million.

Of the Tranche Two Placement, 108,199,667 shares will be placed on the TSXV and 21,336,111 shares will be placed on the ASX. The expected closing date of the Tranche Two Placement is expected within five days of receipt of shareholder approval.

Certain directors and officers of the Company are participating in the Tranche Two Placement, making it a related party transaction as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Tranche Two Placement will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of

any shares issued to or the consideration paid by such persons will not exceed 25 percent of the Company's market capitalisation.

The proceeds from the Financing will be used primarily to advance the Company's exploration program in Newfoundland and Labrador, which is expected to include the Company's largest drill program in the last three years of up to 20,000 metres with an aim to grow the existing Mineral Resource and discovery at the highly prospective Bunker Hill Project. Additionally, the Company will continue to invest in early-stage exploration activities to further define and advance new and existing targets at Hermitage and Malachite. Finally, proceeds from the Financing will also be used for working capital and general corporate purposes.

All securities will be subject to a hold period in Canada of four months plus a day from the date of issuance and rules on the resale of the securities in Canada will apply in accordance with applicable Canadian securities laws. The hold period for the New Shares sold in the Tranche One Placement ends on March 1, 2025. Securities issued to non-Canadian investors for trading on ASX will be freely tradeable.

AuMEGA paid aggregate finders' and lead manager fees of approximately C\$555,000 to certain finders and to the Australian lead manager in connection with the Tranche One Placement.

The Tranche One and Tranche Two Placements remain subject to certain conditions including, but not limited to, the receipt of final approval from the TSXV. Additionally, the Tranche Two Placement is subject to certain conditions including, but not limited to, receipt of shareholder approval under ASX Listing Rules 7.1 and 10.11 (in relation to the director participation).

Tranche Two Placement Timelines

The timetable for the Tranche Two Placement is captured by the table below. The timetable remains subject to change at the Company's discretion, subject to compliance with applicable laws and both the TSXV and ASX listing rules.

Key Events	Date	
	Canada	Australia
Notice of Meeting	1 November 2024	4 November 2024
Record Date	4 November 2024	Not applicable
Dispatch of NoM Materials	5 November 2025	5 November 2024
Shareholder Meeting to Approve Tranche Two	9:00pm (EST) 3 December	10:00am (AWST) 4 December
Closure of Tranche Two	9 December	10 December

News Release

4 November 2024



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

– ENDS –

This announcement has been authorised for release by the Company's Board of Directors.

To learn more about the Company, please visit www.aumegametals.com, or contact:

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About the Company

AuMEGA Metals Ltd (**ASX: AAM** | **TSXV: AUM** | **OTCQB: AUMMF**) is utilising best-in-class exploration methodologies to explore on its district scale land package that spans 110 kilometers along the Cape Ray Shear Zone, a significant under-explored geological feature recognised as Newfoundland, Canada's largest identified gold structure. This zone currently hosts Calibre Mining's Valentine Gold Project, which is the region's largest gold deposit (+5 million ounces), along with AuMEGA's expanding Mineral Resource.

The Company is supported by a diverse shareholder registry of prominent global institutional investors, and strategic investment from B2Gold Corp, a leading, multi-million-ounce a year gold producer.

Additionally, AuMEGA holds a 27-kilometer stretch of the highly prospective Hermitage Flexure and has also secured an Option Agreement for the Blue Cove Copper Project in southeastern Newfoundland, which exhibits strong potential for copper and other base metals.

AuMEGA's Cape Ray Shear Zone hosts several dozen high potential targets along with its existing defined gold Mineral Resource of 6.1 million tonnes of ore grading an average of 2.25 g/t, totaling 450,000 ounces of

Indicated Resources, and 3.4 million tonnes of ore grading an average of 1.44 g/t, totaling 160,000 ounces in Inferred Resources¹.

AuMEGA acknowledges the financial support of the Junior Exploration Assistance Program, Department of Industry, Energy and Technology, Provincial Government of Newfoundland and Labrador, Canada.

Reference to Previous ASX Announcements

In relation to this news release, all data used to assess targets have been previously disclosed by the Company and referenced in previous JORC Table 1 releases. Please see announcements dated: Mineral Resource estimate announced on 30 May 2023, Bunker Hill announcements on 14 April 2021, 22 March 2023 and 6 April 2023 and 24 September 2024 and other announcements on 29 October 2020, 16 January 2024 and 4 July 2024.

In relation to the Mineral Resource estimate announced on 30 May 2023, the Company confirms that all material assumptions and technical parameters underpinning the estimates in that announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

Forward Looking Statements

This press release contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation. Such forward-looking information is not representative of historical facts or information or current condition, but instead represent only the Company's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans," "expects" or "does not expect," "is expected," "budget," "scheduled," "estimates," "forecasts," "intends," "anticipates" or "does not anticipate," or "believes," or variations of such words and phrases or may contain statements that certain actions, events or results "may," "could," "would," "might" or "will be taken," "will continue," "will occur" or "will be achieved". Forward-looking information may relate to anticipated events or results including, but not limited to: the expected closing of the Financing, completion of the Tranche Two Placement, the date and time of the shareholder

¹ Refer to ASX announcement dated 30 May 2023

meeting to approve the Tranche Two Placement, the receipt of all necessary approvals, the timetable for completing the Financing, the intended use of proceeds from the Financing and the Company's planned drilling program.

By identifying such information in this manner, AuMEGA is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results to be materially different from those expressed or implied by such information and statements. In addition, in connection with the forward-looking information and forward-looking statements contained in this press release, the Company has made certain assumptions. Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information, and no assurance or guarantee can be given that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Among others, the key factors that could cause actual results to differ materially from those projected in the forward-looking information and statements are the following: delays in obtaining required approvals from regulators, changes in general economic, business and political conditions, including changes in the financial markets; delays in obtaining required licenses or approvals; and delays or unforeseen costs incurred in connection with drilling. Should one or more of these risks, uncertainties or other factors materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected.

The forward-looking information contained in this press release is made as of the date of this press release, and the Company does not undertake to update any forward looking information that are contained or referenced herein, except in accordance with applicable securities laws.