



FOR IMMEDIATE RELEASE  
May 15<sup>th</sup>, 2020

TSX Venture Exchange  
Symbol: SRC  
Shares Outstanding: 42,190,662

### **Stakeholder Announces LoI and Seeks Disinterested Shareholder Approval**

Stakeholder Gold Corp. (“Stakeholder” or the “Company”) (TSX-V: SRC) announces that it has signed a Letter of Intent dated May 15<sup>th</sup>, 2020 (“LoI”) with Victoria Mining Corporation (“VMC”). The LoI relates to the proposed amalgamation of SRC with VMC (the “Transaction”).

#### **About Victoria Mining Corporation and the Nature of the Asset**

Victoria Mining Corporation is a privately-owned Mining Company incorporated under the laws of Ontario, Canada. VMC currently has one exotic quartzite extraction project located in Minas Gerais, Brazil and has received all the regulatory licenses and approvals required for operations.

VMC’s quarry assets are production ready and VMC is expected to generate revenue upon the commencement of operations. The timing of production startup, however, is uncertain due to the ongoing Covid-19 Pandemic. The nature of VMC’s property is considered bulk extraction and refinement as opposed to exploration and evaluation. All contractors engaged for the extraction process shall be paid on a variable material production basis. The project is expected to generate cashflow through quarrying and product sales, while contracting costs are paid from the proceeds of the commercial product.

#### **Terms of the Proposed Transaction**

Under the terms of the LOI, it is intended that the Transaction be carried out by way of a three-cornered amalgamation pursuant to an amalgamation agreement (the “Definitive Agreement”) to be entered into among the parties. Pursuant to the Transaction, a wholly-owned subsidiary of Stakeholder will amalgamate with VMC to form a newly amalgamated company, and former VMC shareholders will receive 10,225,000 Stakeholder Gold Common Shares. As a result, Stakeholder will indirectly carry on the business of VMC following completion of the Transaction. There is no finders fee associated with this transaction.

The Company and VMC are currently finalizing the terms of the Definitive Agreement. The Company will provide further details in respect of the Transaction, including a summary of the final agreed-upon material terms and conditions, once a Definitive Agreement has been completed by the parties.

Completion of the proposed transaction is subject to a number of conditions including, but not limited to: (i) completion of mutually satisfactory due diligence reviews; (ii) execution of the Definitive Agreement and related transaction documents; (iii) requisite shareholder approvals (if required); (iv) receipt of all requisite regulatory approvals relating to the Transaction, including, without limitation, the TSXV approval; (v) no material adverse changes.

Closing of the Transaction is expected to occur once both parties are satisfied with the conditions of the



Definitive Agreement. The LOI will automatically terminate if a Definitive Agreement is not entered into by June 30, 2020, subject to any mutually agreed extension.

### **Related Party Transaction**

The Transaction constitutes a “related party transaction” under the policies of the TSXV and for the purposes of *Multilateral Instrument 61-101, Protection of Minority Security Holders in Special Transactions*. Stakeholder intends to rely upon the exemption from the requirement to obtain a formal valuation for the Transaction on the basis that no securities of the Company are listed or quoted on the TSX, NYSE, NYSE-MKT, NASDAQ or any stock exchange outside of Canada or the United States.

Two insiders of Stakeholder are currently also insiders of VMC, they are as follows: Christopher Berlet the Chief Executive Officer of Stakeholder, and Marcus Chase, a director of Stakeholder. Mr. Berlet currently has 3,374,000 Stakeholder Gold Common Shares and Mr. Chase currently owns no Stakeholder Gold Common shares.

Upon the completion of the transaction, the compositions of the current Board of Directors is not expected to change.

### **Disinterested Shareholder Approval**

The Transaction is also subject to the approval of the “disinterested shareholders” of Stakeholder and the Company has sent out notice relating to a special meeting of its shareholders to approve the Transaction which will take place on June 18<sup>th</sup>, 2020. The formal Information Circular for the meeting is expected to be sent out to all registered shareholders next week.

For further information please contact:

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### **Forward Looking Information**

*This news release contains forward-looking information. All information, other than information of historical fact, constitute “forward-looking statements” and includes any information that addresses activities, events or developments that the Corporation believes, expects or anticipates will or may occur in the future including the Corporation’s strategy, plans or future financial or operating performance.*

*When used in this news release, the words “estimate”, “project”, “anticipate”, “expect”, “intend”, “believe”, “hope”, “may” and similar expressions, as well as “will”, “shall” and other indications of future tense, are intended to identify forward-looking information. The forward-looking information is based on current expectations and applies only as of the date on which they were made. The factors that could cause actual results to differ materially from those indicated in such forward-looking information include, but are not limited to, the ability of the Corporation to fund the exploration expenditures required under the Agreement. Other factors such as uncertainties regarding government regulations could also affect the results. Other risks may be set out in the Corporation’s annual financial statements, MD&A and other publicly filed documents.*

*The Corporation cautions that there can be no assurance that forward-looking information will prove to be accurate, as actual*



*results and future events could differ materially from those anticipated in such information. Accordingly, investors should not place undue reliance on forward-looking information. Except as required by law, the Corporation does not assume any obligation to release publicly any revisions to forward-looking information contained in this press release to reflect events or circumstances after the date hereof.*

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