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News Release

August 27, 2024

TSX-V Trading Symbol: FNC

Fancamp Announces Transaction with Lode Gold Resources to Advance New Brunswick and Yukon Mineral Properties

VANCOUVER, British Columbia – August 27, 2024 - Fancamp Exploration Ltd. (“**Fancamp**” or the “**Company**”) (TSX Venture Exchange: **FNC**) is pleased to announce that it has entered into an agreement (the “**Agreement**”) with Lode Gold Resources Inc. (“**Lode Gold**”) (TSX Venture Exchange: **LOD**) and 1475039 B.C. Ltd. (“**Spin Co**”, also referred to as “**Gold Orogen**”), a wholly-owned subsidiary of Lode Gold, to advance the exploration and development of certain mineral properties located in the Yukon and New Brunswick.

Transaction Summary

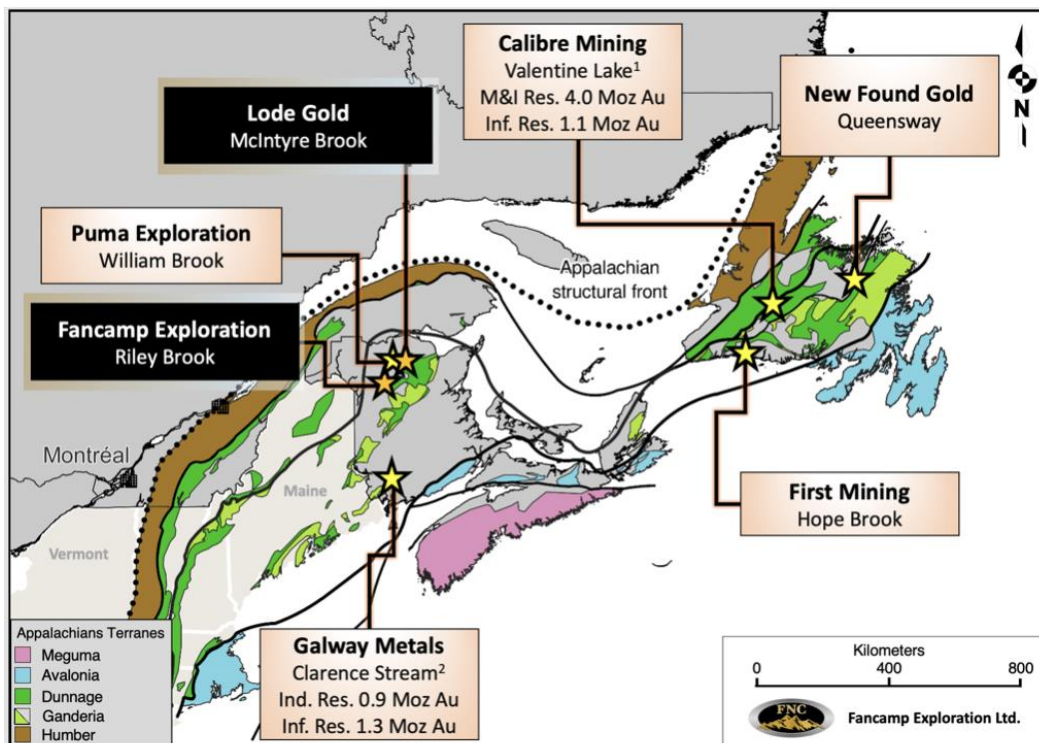
- Lode Gold will transfer all of its interests in its McIntyre Brook mineral property located in New Brunswick (the “**McIntyre Brook Property**”) and Fancamp will transfer all of its interests in the Riley Brook mineral property located in New Brunswick (the “**Riley Brook Property**”) to a newly incorporated joint-venture entity (“**JV Co**”) in which Fancamp and Spin Co will each own 50% of the outstanding shares (the “**JV Co Shares**”), and for which Fancamp will be the Operator (*refer to Figure 1*).
- Lode Gold will transfer to Spin Co, Gold Orogen, both its Golden Culvert mineral property located in Selwyn Basin, Tombstone Belt, southeastern Yukon, and its nearby Win mineral property located in the Tombstone Belt, southeastern Yukon (*refer to Figure 3*).
- Fancamp will invest \$2,500,000 into Spin Co (the “**Fancamp Investment**”) in exchange for such number of common shares of Spin Co (“**Spin Co Shares**”) as is equal to 19.9% of the outstanding Spin Co Shares on an undiluted basis, after completion of the Spin Out (defined below). A portion of the Fancamp Investment will be completed through an indirect flow through offering by Spin Co which result in Spin Co receiving approximately \$3,000,000 in proceeds.
- Spin Co will raise \$1,500,000 by way of equity private placement in addition to the Fancamp Investment.
- An aggregate amount of approximately \$ 1.86 million will be allocated for exploration activities for the New Brunswick JV and approximately \$ 1.56 million will be allocated for exploration activities in Yukon.

- Fancamp will invest \$500,000 into Lode Gold in exchange for 14,285,714 special warrants (“**Lode Gold Special Warrants**”) on a private placement basis, at an issue price of \$0.035 per Lode Gold Special Warrant, based on the terms set out below (the “**Private Placement**”).
- Lode Gold will undertake a spin-out transaction of Spin Co (the “**Spin Out**”) pursuant to which each shareholder of Lode Gold will receive Spin Co shares for each common share of Lode Gold (each, a “**Lode Gold Share**”) held on the effective date of the Spin Out, whereby Spin Co will become a reporting issuer.

Completion of the Transaction is subject to approval of the TSX Venture Exchange (the “**TSX-V**”).

Fancamp Investment Rationale

New Brunswick Joint Venture: The joint initiative with Lode Gold for the advancement and exploration of one of the largest and underexplored land packages in New Brunswick, within a highly prospective region for gold and polymetallic mineral discovery, would position both firms as key players of an emerging, district-scale, Au-Cu exploration play (refer to Figure 2). Leveraging the Company’s recently acquired 309 km² package of mineral claims, the Riley Brook property, combined with Lode Gold’s 111 km² McIntyre Brook holdings, Fancamp is able to advance exploration initiatives across a dominant land package in an underexplored sector in a geologic domain that hosts other gold-focused firms such as Calibre Mining, New Found Gold and Puma Exploration (refer to Figure 1).



1 : Valentine Gold Project – NI 43-401 Technical Report and Feasibility Study (December, 2022)
 2 : Technical Report on the Clarence Stream Project, New Brunswick, Canada (March, 2022)

Figure 1: Location of Fancamp’s Riley Brook property and Lode Gold’s McIntyre Brook holdings in relation to regional players.

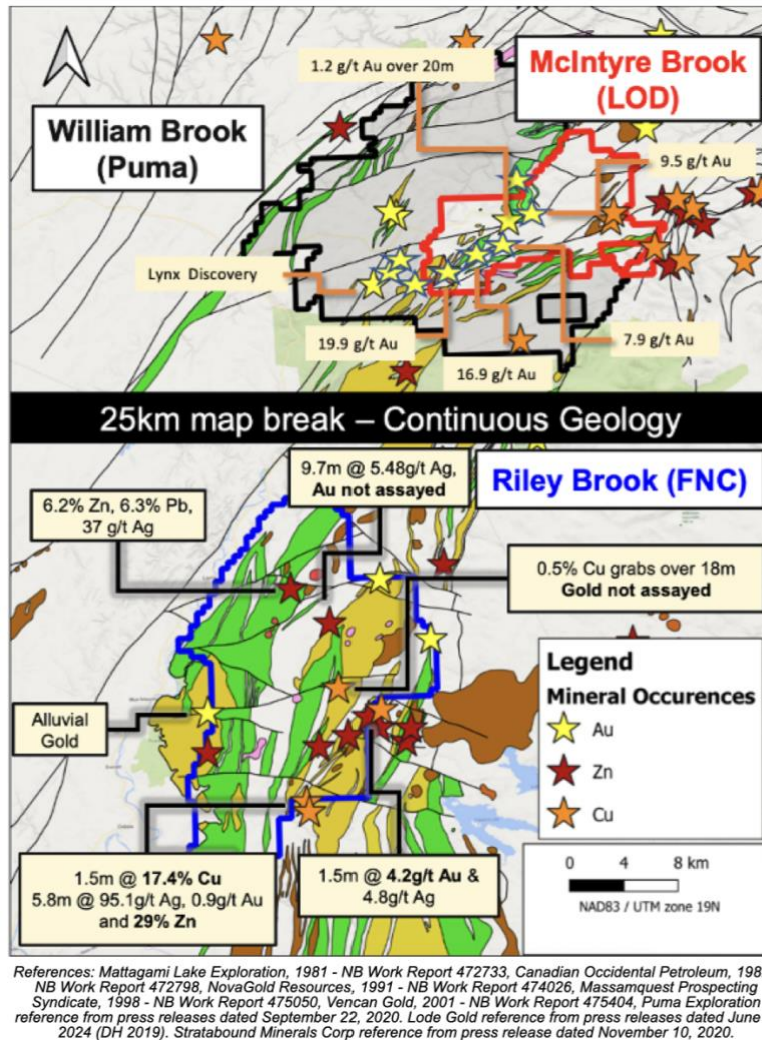


Figure 2: Location of Fancamp's Riley Brook property and Lode Gold's McIntyre Brook holdings.

Investment in Gold Orogen: The transaction structure both benefits and positions the Company to generate value from a multitude of verticals, as Fancamp becomes a key strategic shareholder of Lode Gold in addition to a 19.9% shareholder of Spin Co, Gold Orogen, which will have strategic interests in four mineral exploration assets located across emerging orogenic gold camps within mining-friendly jurisdictions, the Yukon and the Appalachian region of New Brunswick. Exposure to the Yukon properties means exposure to mineral assets in a highly prospective territory the Company has yet to include within its portfolio. These Yukon assets encompass a 99.5 km² land package across a 27-km strike length situated in a high-grade-gold-mineralized trend within the Southern portion of the Tombstone Gold Belt, which extends across the Yukon and is host to numerous multi-million-ounce gold deposits such as Banyan Gold's AurMac deposits, Sitka Gold's RC deposit, Hecla's Keno Hill mine and Snowline Gold's Tier 1 Valley deposit (refer to Figure 3). Lode Gold's cornerstone Yukon projects included in this agreement, Golden Culvert, a confirmed gold endowment with average grades collected from 93 surface samples reported as 13.3 g/t Au; up to 320 g/t Au (refer to Lode Gold's press release dated July 15, 2024), and the Win property which hosts a confirmed Reduced Intrusive Related Gold Systems (RIRGS) (refer to Stratabound Minerals Corp. press release dated December 13, 2023), two projects with excellent potential for growth and discovery in a very attractive region of gold systems that form large world class deposits.

Rajesh Sharma, President and Chief Executive Officer of Fancamp Exploration stated, “This transaction is an outcome of the Company’s quest for identifying accretive opportunities by taking advantage of the difficult market conditions while leveraging Fancamp’s strong balance sheet and technical expertise. The New Brunswick joint venture combines the assets of both the Companies to create a highly prospective and substantial land package which will aim to be a leader in region. Fancamp is also pleased to have strategic interest in the highly prospective assets in Yukon. We look forward to collaborating with Lode Gold to accomplish key exploration milestones in Yukon and New Brunswick over the next 12 months.”

Wendy T. Chan, Chief Executive Officer and Director of Lode Gold comments, “This strategic alliance between Lode Gold and Fancamp is a transformative, value-generating transaction, and a direct result of close collaboration and teamwork between the firms, paving the way for the advancement of key, cornerstone mineral projects. With Fancamp’s leadership and operational expertise, as well as seasoned exploration team on the ground, we are confident that in the upcoming months, we will be able to execute and advance the projects to deliver value to both of our shareholders.”

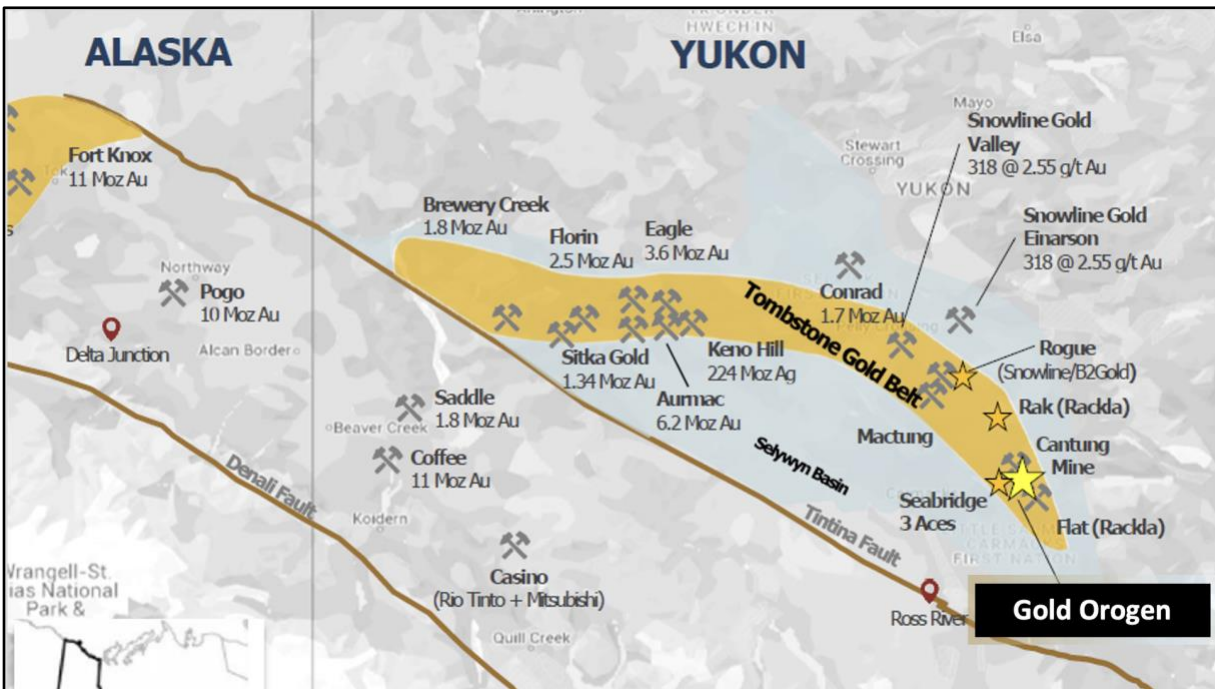


Figure 3: Location of Lode Gold’s Yukon properties Golden Culvert and Win, now part of Gold Orogen, including regional players on the Tombstone Gold Belt. Figure provided by Lode Gold, reference website: <https://lode-gold.com/project/golden-culvert/>.

Transaction Details

The Transaction includes the following material components:

Property Transfers and Joint Venture

On or prior to the closing date of the Transaction (the “**Closing Date**”):

- Lode Gold will transfer to Spin Co, Gold Orogen, both its Golden Culvert mineral property located in Selwyn Basin, Tombstone Belt, southeastern Yukon and its Win mineral property located in the Tombstone Belt, southeastern Yukon.
- Lode Gold will transfer its interests in the McIntyre Brook Property and Fancamp will transfer its interests in the Riley Brook Property to JV Co, in which each of Spin Co and Fancamp will hold 50% of the outstanding JV Co Shares.
- JV Co will grant to Fancamp a 2% net smelter returns royalty on the Riley Brook Property, which will be proportionally reduced in the event that Spin Co secures reduced net smelter returns royalties and buy-back terms on all, but not less than all, of the mineral claims comprising the McIntyre Brook Property.
- Fancamp and Spin Co will enter into a Shareholders' Agreement ("**Shareholders' Agreement**") to govern JV Co, pursuant to which, among other terms:
 - The Board of Directors of JV Co shall consist of four (4) directors to be comprised of two nominees of each of Fancamp and Spin Co;
 - Fancamp will act as the initial Operator of the mineral exploration work to be conducted by JV Co;
 - The initial strategic budget for JV Co to cover work to be completed by May 31, 2025 (the "**Initial Strategic Budget**") will total approximately \$1.8 million to be funded by Fancamp and Spin Co, pursuant to the terms of the Agreement, and will include certain reimbursements to be paid by Spin Co and JV Co to Lode Gold and Fancamp, and certain option payments on the McIntyre Brook Property; and
 - Each party will be subject to straight line dilution, and should one party be diluted to 10% or less, the interest of such party will convert to a 1% net smelter returns royalty.

Private Placement

- On the Closing Date, Fancamp will invest \$500,000 in exchange for 14,285,714 Lode Gold Special Warrants, at an issue price of \$0.035 per Lode Gold Special Warrant, on the following terms:
 - each Lode Gold Special Warrant will be converted on the earlier of completion of the Spin Out and March 31, 2025 into one (1) Lode Gold Share and one (1) common share purchase warrant (a "**Lode Gold Warrant**");
 - each Lode Gold Warrant will be exercisable for one (1) Lode Gold Share at a price of \$0.05 for a period of five years from the date of issue; and

Fancamp Investment

On the Closing Date:

- Fancamp will complete the \$2,500,000 Fancamp Investment into Spin Co in consideration for such number of Spin Co Shares that is equal to 19.9% of the issued and outstanding Spin Co Shares on an undiluted basis after completion of the Spin Out and before taking into consideration any dilution as a result of a Spin Co Additional Financing (as defined herein).
- Of the \$2.5 million Fancamp Investment, approximately \$1.53 million of the Spin Co Shares to be acquired will first be sold by Spin Co on a “flow through basis” to certain beneficial purchasers for total proceeds of \$2,000,000, resulting in total proceeds to Spin Co of approximately \$3,000,000. These purchasers will resell the Spin Co Shares to Fancamp for \$1.53 million pursuant to the terms and conditions of a purchase and sale agreement.
- Spin Co will appoint one director nominated by Fancamp to its Board of Directors until such time as the Spin Out is completed, following which Fancamp shall have the right to nominate one member to the board of directors of Spin Co for so long as Fancamp holds not less than 10% of the outstanding Spin Co Shares.

Spin Co Private Placement

- After the Closing Date but prior to the completion of the Spin Out, Spin Co will raise an aggregate of \$1,500,000, in addition to and not including the Fancamp Investment (the “**Spin Co Private Placement**”).
- In the event that Spin Co fails to raise the \$1,500,000 amount required under the Spin Co Private Placement on or prior to such date that is 30 days after the Outside Date, Spin Co shall transfer to Fancamp between 7.5% to 15% of the issued and outstanding JV Co Shares to be determined based on the amount of funds actually raised by Spin Co under the Spin Co Private Placement.

Spin-Out Transaction

- As soon as reasonably practicable following the Closing Date, Lode Gold will commence the Spin Out and complete the Spin Out no later than the Outside Date, whereby:
 - each shareholder of Lode Gold on the effective date of the Spin Out will receive Spin Co Shares for each Lode Gold Share held; and
 - immediately after completion of the Spin Out, Fancamp will hold 19.9% of the issued and outstanding Spin Co Shares on an undiluted basis.
- In the event that Lode Gold fails to complete the Spin Out before the Outside Date, Lode Gold at its election shall:
 - cause Spin Co to transfer to Fancamp such number of JV Co Shares as is equal to 15% of JV Co’s issued and outstanding share capital; or
 - pay a penalty to Fancamp (the “**Penalty Payment**”), equal to an annual rate of 6% of \$3,000,000 calculated on a pro rata basis, for such number of days as the Spin Out has been delayed up to a maximum of 60 days from the Outside Date (the

“Extension Period”), which Penalty Payment shall be paid on the date that is the earlier of (A) the completion date of the Spin Out, and (B) the last day of the Extension Period. In the event Lode Gold fails to complete the Spin Out before the expiry of the Extension Period, Spin Co shall transfer to Fancamp such number of JV Co Shares as is equal to 15% of JV Co’s issued and outstanding share capital.

- In the event that Spin Co raises in excess of \$1,500,000 pursuant to the Spin Co Private Placement, Fancamp will have the right (but not the obligation) to participate in the Spin Co Additional Financing to maintain its interest in Spin Co.
- For so long as Fancamp holds at least 10% of the outstanding shares of Spin Co, Fancamp will have the right (but not the obligation) to participate in any Spin Co equity financings to maintain its proportionate interest in Spin Co at that time.

Qualified Person

The scientific and technical information contained in this press release was reviewed and approved by François Auclair, P Geo, M.Sc., Fancamp’s, Vice President Exploration and Qualified Person, who is designated as a Qualified Person under National Instrument 43-101.

About Fancamp Exploration Ltd. (TSX-V: FNC)

Fancamp is a growing Canadian mineral exploration company focused on creating value through medium term growth and monetization opportunities with its strategic interests in high potential mineral projects, royalty portfolio and mineral properties. The Company is focused on an advanced asset play poised for growth and selective monetization with a portfolio of mineral claims across Ontario, Québec and New Brunswick, Canada; including copper, gold, zinc, titanium, chromium, strategic rare-earth metals and others. The Company continues to identify near term cash-flow generating opportunities and in parallel aims to advance its investments in strategic mineral properties. Fancamp has investments in an existing iron ore operation in the Quebec-Labrador Trough, a rare earth elements company, NeoTerrex Minerals Inc., a copper–gold exploration company, Platinex Inc., in addition to an investment in a near term cash flow generating zinc mine, EDM Resources Inc. in Nova Scotia. The Company has future monetization opportunities from its Koper Lake transaction in the highly sought-after Ring of Fire in Northern Ontario. Fancamp is developing an energy reduction and titanium waste recycling technology with its advanced titanium extraction strategy. The Company is managed by a focused leadership team with decades of mining, exploration and complementary technology experience.

Further information on the Company can be found at: www.fancamp.ca

Forward-Looking Statements

This news release contains certain “forward-looking statements” or “forward-looking information” (collectively referred to herein as “**forward-looking statements**”) within the meaning of applicable securities legislation. Such forward-looking statements include, without limitation: the closing of the Transaction and the execution of all documents and completion of all steps related thereto, including but not limited to the completion of the Private Placement, the Fancamp

Investment and the Spin Out; the receipt of TSX-V approval in respect of the Transaction; and the Company's forecasts, estimates, expectations and objectives for future.

Such forward-looking statements are based on a number of assumptions, which may prove to be incorrect. Assumptions have been made regarding, among other things: conditions in general economic and financial markets; accuracy of assay results; geological interpretations from drilling results, timing and amount of capital expenditures; performance of available laboratory and other related services; future operating costs; and the historical basis for current estimates of potential quantities and grades of target zones. The actual results could differ materially from those anticipated in these forward-looking statements as a result of risk factors, including the timing and content of work programs; results of exploration activities and development of mineral properties; the interpretation and uncertainties of drilling results and other geological data; receipt, maintenance and security of permits and mineral property titles; environmental and other regulatory risks; project costs overruns or unanticipated costs and expenses; availability of funds; failure to delineate potential quantities and grades of the target zones based on historical data; and general market and industry conditions.

Forward-looking statements are based on the expectations and opinions of the Company's management on the date the statements are made. The assumptions used in the preparation of such statements, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made. The Company undertakes no obligation to update or revise any forward-looking statements included in this news release if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law.

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