

AXCAP VENTURES INC.

AXCAP VENTURES INC. ENTERS INTO A BINDING LETTER OF INTENT TO ACQUIRE THE NEWTON PROJECT

Vancouver, B.C., September 27, 2024 – **AXCAP VENTURES INC. (CSE:AXCP)** (the “**Company**”) is pleased to announce that it has entered into a binding letter of intent (the “**LOI**”) to acquire from Carlyle Commodities Corp. (“**Carlyle**”) a gold project located in the British Columbia (the “**Newton Project**”). Pursuant to the terms of the LOI, the Company will pay Carlyle aggregate consideration of approximately C\$2.8 million in cash and common shares of the Company (the “**Common Shares**”) to acquire the Newton Project in addition to certain milestone payments (the “**Proposed Transaction**”). The investment in the Newton Project is made in accordance with the Company’s investment policy, pursuant to which, the Company is committed to providing investors with long-term capital growth by investing in a portfolio of early stage or undervalued companies or natural resource projects.

Principal Terms

In consideration for the acquisition of the Newton Project, the Company shall make the following payments to Carlyle to acquire the Newton Project:

- On the effective date of the LOI, the Company shall make a cash payment of C\$100,000 to Carlyle;
- Upon the execution and delivery of a definitive agreement, the Company shall make a cash payment of C\$150,000 to Carlyle;
- Upon closing of a financing of securities of the Company of not less than \$4,000,000 (the “**Axcap Financing**”), the Company shall make a cash payment of C\$250,000 (the “**Financing Deposit**”) to Carlyle;
- On closing of the Proposed Transaction, the Company will:
 - issue to Carlyle 500,000 Common Share purchase warrants entitling the holder thereof to acquire one additional Common Share at C\$0.20 per Common Share for a period of three years from the date of issuance;
 - issue to Carlyle 3,750,000 Common Shares (the “**Closing Shares**”); and
 - pay to Carlyle 50% of the Financing Deposit with the balance to be paid within 90 days following closing of the Proposed Transaction in the event that the Company does not complete the Axcap Financing;
- On the date that is 12 months following the closing date of the Proposed Transaction, the Company will issue to Carlyle \$1,250,000 Common Shares (the “**Anniversary Shares**” and with the Closing Shares, the “**Consideration Shares**”) at a deemed price equal to the volume weighted average trading price of the Common Shares on the Canadian Securities Exchange

(the “CSE”), or such other exchange the Common Shares are then listed, for the 20 trading days immediately prior to the issuance of the Anniversary Shares;

- The Consideration Shares will be subject to any applicable statutory hold period along with contractual resale restrictions.
- Carlyle is entitled to receive additional cash payments of up to \$1,000,000 and issuance of up to 22,500,000 Common Shares upon achieving certain milestones.

The Company is at arm’s length from Carlyle. Completion of the Proposed Transaction remains subject to a number of conditions, including: the satisfactory completion of due diligence on the Newton Project; the receipt of any required regulatory approvals, including the CSE; and the negotiation of definitive documentation. The Proposed Transaction cannot be completed until these conditions have been satisfied. There can be no guarantees that the Proposed Transaction will be completed as contemplated or at all.

Axcap will pay a finders fee in connection with the Proposed Transaction in the amount of 675,000 shares of the Company to certain finders who assisted the Company in identifying and negotiating the Proposed Transaction.

About The Newton Project

The Newton Project is a 100% owned gold and silver project near Williams Lake, British Columbia, encompassing more than 24,000 ha. It contains a current 43-101 Resource Calculation which utilizes optimized pit shell constraints to fulfil the requirement for reasonable prospects for eventual economic extraction.

A copy of Carlyle’s NI 43-101 compliant “Technical Report on the Updated Mineral Resources Estimate for the Newton Project, British Columbia, Canada” dated June 13, 2022 authored by Michael F. O’Brien, P.Geo., and Douglas Turnbull, P.Geo., which contains the Updated Newton Resource Calculation, is available under Carlyle’s profile on www.sedarplus.ca.

About the Company

The Company is an investment company whose primary objective is to identify promising companies with excellent projects, innovative technologies or both, using management’s extensive experience in deal sourcing and capital combination to maximize returns for the Company’s shareholders. The Company will invest its funds with the aim of generating returns from capital appreciation and investment income. It intends to accomplish these goals through the identification of and investment in securities of private and publicly listed entities across a wide range of sectors and industry areas, including but not limited to the mineral exploration, technology, software development and biotechnology industries.

ON BEHALF OF THE BOARD OF DIRECTORS

“Robert Dubeau”

Robert Dubeau, Chief Executive Officer

For further information, please contact the Company at (604) 687-7130

Cautionary Statement Regarding “Forward-Looking” Information

This news release includes certain statements that may be deemed “forward-looking statements”. All statements in this new release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could” or “should” occur. Forward-looking statements in this news release includes statements related to the Proposed Transaction, entering into a definitive agreement, the Axcap Financing, receipt of all necessary regulatory approvals to the Proposed Transaction, satisfaction of the conditions precedent to the Proposed Transaction, and related matters. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company’s management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management’s beliefs, estimates or opinions, or other factors, should change.