



## NEWS RELEASE

### **VALDOR ENTERS INTO BINDING LETTER OF INTENT WITH 1000175307 ONTARIO LTD. FOR MERGER TRANSACTION**

**Vancouver, BC – December 2, 2022:** Valdor Technology International Inc. (“Valdor” or the “Company”) (CSE: VTI) is pleased to announce that it has entered into a binding letter of intent (the “LOI”) dated December 1, 2022 with 1000175307 Ontario Ltd. (“1000175307”) which contemplates the acquisition by Valdor of all of the issued and outstanding common shares of 1000175307 (the “Transaction”) from the shareholders of 1000175307. 1000175307 is party to a letter of intent that contemplates a transaction pursuant to which 1000175307 may have the option to acquire a 90% interest in and to mining rights located in South America.

As consideration under the Transaction, Valdor will issue an aggregate of 72,000,000 common shares in the capital of Valdor (the “Consideration Shares”) at a deemed price of \$0.10 per share, representing aggregate consideration of \$7,200,000. In addition to any hold periods or escrow provisions imposed under applicable securities laws or stock exchange policies, it is expected that Consideration Shares will be subject to voluntary hold periods on substantially the following terms: 50% of the Consideration Shares shall be subject to a voluntary six month hold period following closing of the Transaction (the “Closing”); and the remaining 50% of the Consideration Shares shall be subject to a voluntary 12 month hold period following Closing.

In connection with the Transaction, Valdor intends to conduct a private placement financing (the “Private Placement”) for aggregate gross proceeds of no less than \$2,500,000 consisting of either (i) common shares in the capital of Valdor (each, a “Share”); or (ii) units (each, a “Unit”) with each Unit being comprised of one Share and one Share purchase warrant (the “Warrants”), with each Warrant exercisable for one Share at a price of \$0.50 per Warrant for a period of 2 years following closing of the Private Placement. The price per Unit or Share, as applicable, is expected to be no less than \$0.10 per Share or Unit. The Company will determine, in the context of the market, if the Private Placement will consist of Shares or Units.

In addition and in connection with the Transaction, Valdor expects to provide a “line of credit” loan (the “Loan”) to 1000175307 for up to \$100,000 to contribute to general working capital. The Loan is expected to be secured against 1000175307, is expected to bear interest at 10% per annum, and is expected to be repayable within 30 days of termination of the LOI or the definitive agreement respecting the Transaction, for any reason.

The LOI contemplates that the parties will draft, finalize and execute a definitive agreement respecting the Transaction within 60 days. The Transaction and the entering into of a definitive agreement are subject to mutual due diligence investigations. The Company may pay a finder's fee in connection with the Transaction. The Company expects to provide an update respecting the Transaction, the Private Placement and the status of the definitive agreement in due course.

The Transaction is expected to be a "fundamental change" of Valdor pursuant to the policies of the Canadian Securities Exchange ("CSE"), requiring approval from the CSE and approval of the Valdor shareholders.

## **ABOUT VALDOR**

Valdor Technology International Inc. has an operating subsidiary company, Valdor FiberOptics, Inc., headquartered near San Francisco, California which assembles optical fiber components and specializes in the design, manufacture and sale of passive fiber optic equipment.

## **ON BEHALF OF THE BOARD OF DIRECTORS OF VALDOR TECHNOLOGY INTERNATIONAL INC.**

Lucas Russell  
President & CEO  
604-687-3775

*Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties. All statements other than statements of historical fact are forward-looking statements, including, without limitation, statements regarding the Transaction, the Private Placement (including the type of security to be offered pursuant to the Private Placement), the Loan, statements regarding 1000175307, the Transaction constituting a "fundamental change" pursuant to relevant CSE rules, the terms of any definitive agreements relating to the Transaction, anticipated timelines relating to the Transaction, Private Placement, Loan, future financial position, business strategy, use of proceeds from the Private Placement and Loan, corporate vision, proposed acquisitions, partnerships, joint-ventures and strategic alliances and co-operations, budgets, cost and plans and objectives of or involving the Company. Such forward-looking information reflects management's current beliefs and is based on information currently available to management. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "predicts", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. A number of known and unknown risks, uncertainties and other factors may cause the actual results or performance to materially differ from any future results or performance expressed or implied by the forward-looking information. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company including, but not limited to, the impact of general economic conditions, industry conditions and dependence upon regulatory approvals. Certain material assumptions regarding such forward-looking statements may be discussed in this news release and the Company's annual and quarterly management's discussion and analysis filed at [www.sedar.com](http://www.sedar.com). Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The Company does not assume any obligation to update or revise its forward-looking statements,*

*whether as a result of new information, future events, or otherwise, except as required by securities laws.*

*No securities regulatory authority has either approved or disapproved of the contents of this news release.*

*Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this news release. The CSE has not, in any way, passed upon the merits of the Transaction and associated transactions and has not, in any way, approved or disapproved of the contents of this news release.*

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