

# Aurwest Announces Mailing of Information Circular for Annual General Meeting Including a Proposed Plan of Arrangement and Spin Outs

Calgary, Alberta--(Newsfile Corp. - August 2, 2022) - Aurwest Resources Corporation (**CSE: AWR**) ("**Aurwest**" or the "**Company**") is pleased to announce that it has filed and mailed an information circular (the "**Circular**") for an annual general and special meeting of its shareholders on August 29, 2022 (the "**Meeting**"), to consider, and if deemed fit, proceed with a Plan of Arrangement ("**Plan of Arrangement**").

## Shareholder Consideration

In connection with the proposed Plan of Arrangement, subject to certain conditions, Aurwest shareholders as at the applicable Share Distribution Record Date (as defined below), will receive 0.3 shares of a Stellar Stars SpinCo. and 0.0051 shares of five (5) newly formed separate companies ("SpinCo1 through SpinCo5") for every Aurwest common share held. For example, for each 10,000 shares of Aurwest owned prior to the Arrangement, the shareholder will own 3,000 shares of the Stellar Stars SpinCo and 51 shares each of SpinCo1 through SpinCo5. Aurwest shareholders will continue to own the same number of Aurwest common shares as they did immediately prior to the reorganization.

The reorganization provides compelling benefits for each Aurwest and Stellar Stars SpinCo shareholders. It focuses Aurwest as a pure-play gold exploration company in Newfoundland by spinning out its district-scale B.C. porphyry copper property. From a Stellar Stars perspective, the new company will unlock constrained asset value, attract growth capital sources which will then be deployed on exploring its district-scale copper exploration project. Further details are provided below;

## Stellar Stars SpinCo.

Upon completion of the Arrangement and subject to the Stellar Stars Financing (as defined below), the spin-out of the B.C. assets will be held by a stand-alone new company ("**Stellar Stars SpinCo**") which will be owned by the shareholders of Aurwest. The property is prospective for mineral deposits (primarily copper and gold deposits) consisting of two parcels of adjoining land comprising the 24,533 hectare Stellar property (100% owned by Aurwest) and the 3,761 hectare Stars property (100% owned by Aurwest) (collectively, the "**Stellar Stars Property**"). In 2019 a 16 hole drilling program at Stars intersected an open-ended porphyry Cu-Mo zone intersecting 40.2m of 1.02% CuEq within a broader interval of 204m of 0.50% CuEq close to surface. Historical exploration success identified several significant follow up drilling targets to further define the arial extent of the target area that will support our future growth. A technical report entitled "Technical Report on the Stellar-Stars Property, British Columbia" effective April 27, 2022, has been prepared by Aurwest under National Instrument 43-101-*Standards of Disclosure for Mineral Projects* relating to the Stellar Stars Property and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

## SpinCo's - SpinCo1 - SpinCo2 - SpinCo3 - SpinCo4 and SpinCo5

The Plan of Arrangement will create five (5) separate capital markets structured companies under the *Business Corporations Act* (British Columbia) (the "**SpinCos**") that will be owned by the shareholders of Aurwest, and are anticipated to result in separate and well-focused entities, each of which will provide a platform for transactions that management wishes to target.

## Required Approvals

The Plan of Arrangement is subject to approval by 66 2/3rds of the Aurwest shareholders who vote at the Meeting as well as approval of the British Columbia Supreme Court (the "**Court**"). Aurwest obtained the Interim Order authorizing the calling and holding of the Meeting and providing for certain other procedural matters. The Interim Order does not constitute approval of the Arrangement or the contents of the Circular by the Court. A copy of the Interim Order appears at the front of the Circular following the Notice of Annual and Special Meeting.

Should the Plan of Arrangement receive the requisite approvals, the Plan of Arrangement is expected to close on or about September 8, 2022. Please refer to the Circular for complete details of the Plan of Arrangement, information relating to the Meeting and information concerning each of Aurwest, Stellar Stars SpinCo and the SpinCos following the completion of the Plan of Arrangement. Following completion of the Plan of Arrangement, Aurwest will continue to carry on its primary business activities with a focus on its properties in Central Newfoundland, Canada whereby Aurwest holds options to acquire properties consisting of 47,800 hectares (100%) in this area.

Pursuant to the Plan of Arrangement, as a condition to the distribution of the shares of Stellar Stars SpinCo to the Aurwest shareholders, Stellar Stars SpinCo will undertake a private placement financing pursuant to which it intends to issue a minimum of 13,333,333 units at a price of \$0.075 per unit, with each unit consisting of one Stellar Star SpinCo Share and one share purchase warrant entitling the holder to purchase one Stellar Star SpinCo Share at a price of \$0.10 for a period of 2 years from the date of issuance, for gross proceeds of a minimum of \$1,000,000 (the "**Stellar Stars Financing**").

The Aurwest Shares are currently listed and posted for trading on the Canadian Securities Exchange ("**CSE**") under the symbol "AWR". Pursuant to the Plan of Arrangement, Stellar Stars SpinCo has covenanted and agreed to use its commercially reasonable efforts to apply for the listing of the Stellar Stars SpinCo Shares on the CSE in connection with the closing of the Stellar Stars SpinCo Financing. None of the SpinCos will be listed on a stock exchange upon completion of the Arrangement. The listing of Stellar Stars SpinCo is subject to meeting all the conditions for listing established by the CSE and acceptance by the CSE. There is no assurance that Stellar Stars SpinCo will complete the Stellar Stars Financing within the time required under the Plan of Arrangement.

## **Reasons for the Arrangement**

The Aurwest board of directors (the "**Board**") is of the view that the Plan of Arrangement will benefit Aurwest and the Aurwest Shareholders. This conclusion is based on the following primary determinations:

1. by spinning out the Stellar Stars Property, Aurwest's shareholders still retain their interest in the Stellar Stars Property. Management of Aurwest believes that this Property has a greater opportunity to be developed to its full potential realizable value as a stand-alone asset;
2. the distribution of Stellar Stars SpinCo shares to the Aurwest Shareholders pursuant to the Plan of Arrangement will give the Aurwest Shareholders a direct interest in a new company with a district scale land base, an early stage porphyry Cu-Mo discovery and several large copper exploration targets that will pursue the development of the Stellar Stars Property as its sole initial priority;
3. as a separate company, Stellar Stars SpinCo will have direct access to public and private capital markets and will be able to raise equity to fund exploration and development of the Stellar Stars Property on a priority basis;
4. following the Plan of Arrangement, the Stellar Stars SpinCo and each of the SpinCos will benefit from the same management of Aurwest consisting of a strong executive team with significant experience, knowledge and connections in the mining industry as well as the ability to source new businesses for the SpinCos;
5. the distribution of the Stellar Stars SpinCo Shares to the Aurwest shareholders is conditional upon

Stellar Stars SpinCo completing the Stellar Stars SpinCo Financing, and as such, if the Financing Condition is not met within twelve (12) months of the completion of the Arrangement, Stellar Stars SpinCo will remain a wholly-owned subsidiary of Aurwest;

6. the Plan of Arrangement creates individual entities that are anticipated to result in separate and well-focused entities, each of which will provide a platform for transactions that management wishes to target, and
7. following the Plan of Arrangement, each of Stellar Stars SpinCo and the SpinCos will be a "reporting issuer" under securities legislation and accordingly, Aurwest Shareholders will continue to benefit from public company oversight from the securities commissions and the higher continuous disclosure, governance and financial statement requirements applicable to public companies.

### **Impact on Holders of Convertible Securities**

Following completion of the Plan of Arrangement, all holders of convertible securities of Aurwest (options and warrants) (the "**Aurwest Share Commitments**") will be exercisable for Aurwest common shares, Stellar Stars SpinCo shares and the SpinCo shares in accordance with the corporate reorganization and adjustment provisions of such commitments, whereby the exercise of an Aurwest Share Commitment entitling the holder to receive one (1) Aurwest Share, will result in the holder of the Aurwest Share Commitment receiving one Aurwest Share, 0.0051 SpinCo1 Shares, 0.0051 SpinCo2 Shares, 0.0051 SpinCo3 Shares, 0.0051 SpinCo4 Shares, 0.0051 SpinCo5 Shares and 0.3 Stellar Star SpinCo Shares (subject to the completion of the Stellar Stars Financing).

### **Recommendation of the Aurwest Board**

The directors of Aurwest have concluded that the terms of the Arrangement are fair and reasonable to, and in the best interests of, Aurwest and the Aurwest Shareholders. The Board has therefore approved the proposed Plan of Arrangement and authorized the submission of the Plan of Arrangement to the Aurwest Shareholders and the Court for approval. The Board recommends that Aurwest Shareholders vote FOR the approval of the Arrangement.

Notice of the date which establishes the Aurwest Shareholders who will each be entitled to receive shares of the SpinCos and shares of Stellar Stars SpinCo each (each, a "Share Distribution Record Date"), will be given to the Aurwest Shareholders through one or more press releases.

### **Right to Dissent**

Aurwest Shareholders will have the right to dissent from the Arrangement as provided in the Interim Order, the Plan of Arrangement and sections 237 to 247 of the BCBCA. Any Aurwest Shareholder who dissents will be entitled to be paid in cash the fair value for their Aurwest Shares held so long as such dissenting Shareholder: (i) does not vote any of his, her or its Aurwest Shares in favour of the Plan of Arrangement, (ii) provides to Aurwest written objection to the Plan of Arrangement to Aurwest's head office at Suite 650, 340 - 12 Ave SW Calgary, Alberta T2R 1L5, at least two (2) days before the Meeting or any postponement(s) or adjournment(s) thereof, and (iii) otherwise complies with the requirements of the Plan of Arrangement and section 237 to 247 of the Act. See "*Right to Dissent*" in the Circular.

### **On Behalf Of Aurwest resources Corporation**

*"Colin Christensen"*

President and Chief Executive Officer

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## **About Aurwest Resources Corporation**

Aurwest is a Canadian-based junior resource company focused on the acquisition, exploration, and development of gold properties in Canada. The Company currently has three Option Agreements to earn a 100% interest in Paradise Lake and Stony Caldera projects covering a 47,800-hectare (478 sq kms) package of gold exploration licenses within the emerging Central Newfoundland gold district. The Company also currently holds a 100% interest in the 28,294-hectare Stellar/Stars porphyry copper project, located approximately 25 kilometers southwest of Houston, British Columbia.

## **Forward-Looking Information**

Statements included in this announcement, including statements concerning our plans, intentions, and expectations, which are not historical in nature are intended to be, and are hereby identified as "forward-looking statements". Forward-looking statements may be identified by words including "anticipates", "believes", "intends", "estimates", "expects" and similar expressions. The Company cautions readers that forward-looking statements, including without limitation: historical exploration results; positive diamond drilling results; styles of copper-molybdenum mineralization; and future work programs.

In connection with the forward-looking information contained in this news release, Aurwest has made numerous assumptions regarding, among other things: the proposed Plan of Arrangement and the proposed Stellar Stars SpinCo Financing. While Aurwest considers these assumptions to be reasonable, these assumptions are inherently subject to significant uncertainties and contingencies.

Additionally, there are known and unknown risk factors which could cause Aurwest's actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained herein. Known risk factors include, additional exploration of the Properties may not locate significant copper-molybdenum mineralization; historical exploration results may not be; accurate; additional exploration of the areas of copper mineralization may not locate significant mineralization; the positive diamond drilling results may not be accurate; styles of copper-molybdenum mineralization; and future work programs may not result in the location of significant copper-molybdenum mineralization future work programs may not be completed as planned or at all; receipt of permits to conduct the exploration plans and matters relating to the Company's future operations and business prospects; certain risks and uncertainties that could cause actual results to differ materially from those indicated in the forward-looking statements. Readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance on forward-looking statements. Any forward-looking statements are made as of the date of this news release, and the Company assumes no obligation to update the forward-looking statements, except in accordance with the applicable laws.

***The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.***

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