

Mayo Lake Receives Approval for Initial Public Offering

Ottawa, Ontario--(Newsfile Corp. - December 30, 2021) - Mayo Lake Minerals Inc. ('**Mayo Lake**' or the '**Company**') is pleased to announce that it has completed its initial public offering (the "**Offering**") pursuant to a prospectus dated December 15, 2021 (the "**Prospectus**"). Pursuant to the Offering, the Company issued an aggregate of 6,121,034 flow-through units of the Company ("**FT Units**") issued at a price of \$0.15 per FT Unit (the "**FT Unit Offering Price**") and 2,003,340 units of the Company ("**Units**") issued at a price of \$0.12 per Unit (the "**Unit Offering Price**") for aggregate gross proceeds of \$1,158,555.90.

Stephen Avenue Securities Inc. (the "**Agent**") acted as agent on a commercially reasonable efforts basis in respect of the Offering and received a cash commission of \$23,100.01 for its services. In addition, the Agent received 166,250 non-transferable warrants (the "**Agents Warrants**") to acquire up to 166,250 common shares in the capital of the Company (each, an "**Agents Share**") at a price of \$0.12 per Agent Share until the date that is thirty-six months from the date of issuance.

Each FT Unit is comprised of one common share of the Company (each a "**Flow-Through Share**"), each of which will qualify as a "flow-through share" as defined in subsection 66(15) of the *Income Tax Act* (Canada) (the "**Tax Act**"), and one-half of one warrant of the Company (each whole such warrant, a "**FT Unit Warrant**") to acquire one common share of the Company (each a "**FT Warrant Share**") at an exercise price of \$0.20 until 5:00 p.m. (Toronto time) on the date which is 36 months after the date of the closing of the Offering (the "**Closing Date**"). The FT Unit Warrant will qualify as a "flow-through share" as defined in subsection 66(15) of the Tax Act. The FT Warrant Share will not qualify as a "flow-through share" as defined in subsection 66(15) of the Tax Act. The FT Unit Warrants are subject to an acceleration provision whereby if the closing price of the common shares of the Company (the "**Common Shares**") on a national stock exchange in Canada is at least \$0.30 for a minimum of ten consecutive trading days, the FT Unit Warrants will expire 30 days after the Company provides notice of such accelerated expiry to the holders of the FT Unit Warrants.

Each Unit is comprised of one common share of the Company (each a "**Unit Share**") and one-half of one warrant of the Company (each whole such warrant, a "**Unit Warrant**") to acquire one common share of the Company (each a "**Unit Warrant Share**") at an exercise price of \$0.18 until 5:00 p.m. (Toronto time) on the date which is 36 months after the date of the Closing Date. The Unit Warrants are subject to an acceleration provision whereby if the closing price of the Common Shares on a national stock exchange in Canada is at least \$0.30 for a minimum of ten consecutive trading days, the Unit Warrants will expire 30 days after the Company provides notice of such accelerated expiry to the holders of the Unit Warrants.

Additional information on the Company and the Offering can be found in the Company's Prospectus, as filed on SEDAR at www.sedar.com.

The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws, and may not be offered, sold or delivered, directly or indirectly, in the United States (as defined in Regulation S under the U.S. Securities Act). Accordingly, the securities may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws.

The Offering constituted a related party transaction within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") as insiders of the Company subscribed for 920,000 Units pursuant to the Offering. The Company is relying on the

exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101, as the Company is not listed on a specified market and the fair market value of the participation in the Offering by the insiders does not exceed 25% of the market capitalization of the Company in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering, which the Company deems reasonable in the circumstances in order to complete the Offering in an expeditious manner.

About Mayo Lake Minerals Inc.: Mayo Lake Minerals is focussed on the development of five precious metal projects, covering 232 square kilometres in the Tombstone Plutonic Belt of the Tintina Gold Province in the Yukon. Its Carlin- Roop silver project lies within the Keno Hill Silver district and is its most advanced project.

For additional information contact:

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This news release contains certain forward-looking statements, which are based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected. There can be no guarantee that Mayo Lake will be able to obtain a public listing as scheduled in this document. Mayo Lake undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change. The reader is cautioned not to place undue reliance on forward-looking statements. Please refer to the disclaimer and cautionary note on Mayo Lake's website for a more complete caution regarding the content of this press release.



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