

Mayo Lake Minerals Updates Merger with WestMountain Gold

703,300 Ounces of High-Grade Gold; Greater than 2,000,000 Ounce Total Resource Amends Terms of Private Placement Closing February

Ottawa, Ontario--(Newsfile Corp. - January 4, 2024) - **Mayo Lake Minerals Inc. (CSE: MLKM) (Mayo or Company)** is pleased to confirm that Mayo and WestMountain Gold, Inc. (**WestMountain**) remain committed to complete their merger as described in Mayo's press release of August 17, 2023.

The Letter of Intent (LOI) as described in the press release outlined the proposed terms and conditions of a transaction pursuant to which Mayo and WestMountain plan to effect a three-cornered amalgamation of a wholly-owned subsidiary of Mayo and WestMountain that would result in Mayo indirectly acquiring all of the outstanding share capital of WestMountain (**Transaction**). The amalgamated entity resulting from the Transaction will continue to carry on the combined operations of Mayo and WestMountain.

The Transaction, which is contemplated for completion in the first quarter of 2024, remains subject to Mayo and WestMountain entering into a definitive agreement (near completion) and the receipt of all regulatory and other approvals. Mayo will issue a comprehensive press release pursuant to the policies of the Canadian Securities Exchange upon execution of a definitive agreement. To date, the companies have carried out extensive due diligence and are pleased with the progress to date.

Pursuant to the LOI, Mayo will issue WestMountain shareholders that number of common shares at a deemed value of \$0.08 per share in the capital of Mayo equivalent to fifty percent (50%) of the common shares issued and outstanding on a fully diluted basis at the time of closing. As additional consideration, Mayo will issue two (2) tranches of warrants on a pro-rata basis, each tranche equal to 10% of the issued and outstanding common shares of Mayo at the time of closing of the Transaction calculated on a fully diluted basis. Each warrant shall be exercisable for five (5) years from the date of issuance at the market price of Mayo's common shares at the time of closing of the Proposed Transaction.

Each tranche will be exercisable when the following thresholds are met: (a) delineation of a compliant gold resource consisting of a minimum of two million inferred or better ounces and (b) delineation of a compliant gold resource consisting of a minimum of three million, inferred or better ounces.

Upon completion of the Proposed Transaction, Mayo's board of directors will be reconstituted and consist of three directors nominated by current Mayo shareholders and two directors nominated by current WestMountain shareholders.

Mayo is expected to assume a principal amount of US \$3 million of WestMountain secured notes and accrued interest maturing on February 7, 2025.

The completion of the Transaction is subject to the satisfaction of certain conditions precedent, including:

- a. receipt of all necessary consents, approvals and authorizations of any regulatory authorities, shareholders or third parties;
- b. Mayo having obtained such regulatory approvals as are necessary in connection with the completion of the Proposed Transaction, including but not limited to the approval of the Canadian Securities Exchange;
- c. all claims and leases comprising the Terra Gold Project's (**Terra**) being in good standing at closing with annual payments and other fees paid in full and all permits and approvals to conduct exploration and development at Terra being in good standing;

- d. WestMountain having converted approximately US\$5 million of its total debt and related obligations into common shares on or before closing; and
- e. with the exception of the amount of the US \$3 million secured notes of WestMountain to be assumed by Mayo, all other outstanding notes of WestMountain and any interest accrued shall have been discharged through payment of cash or share conversion prior to closing, or as otherwise agreed by the parties.

Amendment to Terms of Private Placement - After due consultation between management and certain parties followed by a review with the board of directors, the Company has passed a resolution amending the terms of the common share unit (CS Unit) portion of its ongoing \$1.4M private placement to include one whole warrant per CS Unit that is now exercisable at \$0.09 for an extended period of four years as opposed to the previous three-year period. The planned closing date has now been rescheduled for on or about February 9, 2024. The revised Term Sheet has been attached hereto as Schedule A.

In the event of multiple closings, the day of the final closing will be the closing date of record. The securities issued pursuant to the Offering will be subject to a statutory hold period in Canada of four (4) months and one day after the closing date. Finders that source investments in the Offering may earn a cash commission of up to 7% and warrants to purchase that number of common shares equal to 7% of the number of the respective type of units sold by the finder which are valid for four years.

The CS Unit proceeds will be used for general corporate purposes as well as certain exploration expenditures and the FT Unit proceeds will be used for eligible exploration expenditures, qualifying as "CEE" under the *Income Tax Act* (Canada) and applicable regulations, on Mayo's Anderson-Davidson, Carlin-Roop and Trail-Minto properties.

Mayo also confirms that it has recently closed the first tranche of the above noted placement for a total of 1,975,001 CS Units totaling \$118,500.06. The first tranche closing is subject to the recently amended terms.

Merger Financing Subsequent to the completion of Mayo's current financing, Mayo shall complete a second private placement financing prior to closing of the proposed Transaction for minimum gross proceeds of \$1,400,000, and a maximum of \$2,800,000, or such amount as mutually determined by Mayo and WestMountain.

Merger Synergy. Dr. Vern Rampton P. Eng., President & CEO of Mayo had previously stated, *"The proposed Transaction would result in a well-diversified set of prospective gold properties within the Tintina Gold Province. Through its wholly-owned subsidiary, Mayo would hold an advanced-stage project with an attractive resource and prospective projects in the pipeline that are open to the discovery of upper-tier mineral deposits in the future. The significance of Terra's present delineation of high-grade veins with associated envelopes of low-grade mineralization cannot be overstated, as it provides a core to which successful drilling can rapidly increase the total gold resource."*

Dr. Rampton continued, "The Terra Gold Project brings with it a significant number of favourable characteristics including extensive historical data, well-defined drill targets, and particularly significantly, a planned improvement in infrastructure access. These factors bolster our confidence in Terra's potential to become a robust gold-producing asset. Upside blue-sky potential has also been identified in the relatively restricted part of Terra that has been evaluated to date."

Mr. Rick Bloom, President & CEO of WestMountain also commented, *"We have been waiting to team up with the right partner for a number of years and only recently were introduced to Mayo, which we believe has the ideal professional group with an experienced professional understanding of regional mineralization, decades of working in a harsh environment and a strong commitment to environmental matters. Mayo's executives have a combined track record of successful exploration"*

and development that underlines their capacity to unlock the full potential of the combined company's projects."

WestMountain Gold Reports 703,300 Ounces of High-Grade Gold: WGM brings in the Terra Gold Project (<https://www.westmountaingold.com>) a new primary flagship property to the amalgamated company.

In 2020, R.J. (Jim) Robinson, B.Sc. P.Geo., (QP) reported to WestMountain¹ that Terra contains Indicated Resources ("IND"), 435,360 ounces gold at 12.08g Au/t and Inferred Resources ("INF"), 267,943 ounces gold at 10.59g Au/t with a 5.0g Au/t cut-off for a total of 703,303 ounces at 10.28g Au/t based on an under-ground ("UG") narrow vein mining model. Robinson also reported in an internal report to WestMountain that resources for a model with extraction by open pit at the Fish Zone) and bulk mining at the Ben Zone were IND, 1,422,330 ounces gold at 2.31g Au/t and INF, 588,789 ounces gold at 2.05g Au/t for a total of 2,011,119 ounces gold at 2.23g Au/t. For Mayo's purposes, these resources are deemed historical.

Thirty diamond drill holes (DDHs) were completed during drilling in 2018 and 2019. Of the thirty DDHs, twenty-five cored quartz veins assaying over 10g Au/t; with multiple veins being cored in fifteen DDH. The gold values ranged from 10g Au/t up to 246g Au/t with widths ranging from 0.2 to 1.5m in a total of sixty-four intercepts, averaging 36.3g Au/t.

As of August, 2023, 4,500 ounces of gold have been extracted from ~ 3,000 tonnes of excavated ore; this equated to a gold grade of ~ 46g Au/t. On-site pilot studies determined that the gold and silver (partially) could be extracted by crushing and pulverizing followed by gravity separation without the use of chemicals.

The Ben and Fish zones lie within a 2.5 km N-S trending, mineralized corridor. The two zones contain numerous multi-phased high-grade veins up to 1m in width and of various strike lengths. These veins parallel the primary vein within each zone.

The high-grade veins are commonly within an envelope of stringers and stockwork silification, increasing the width of the mineralization adjacent to the main vein widths to anywhere up to 10m; a configuration that could lead to a reduction of costs in underground mining.

Both zones are open along strike and at depth, being only tested to approximately 250m below ground surface. Parallel high-grade veins and adjacent low grades enveloping the veins offer the opportunity for a rapid upgrade in resource quantity and quality with strategically located drill holes.

¹ Revised N.I. 43-101 Technical Report on the Geophysical Surveying, Diamond Drilling, Soil and Rock Sampling, and Resource Estimates of the Terra Property, Lime Hills Quadrangle, McGrath Mining District, Mt. McKinley Recording District, Alaska, USA; June 20, 2020. Report prepared by Mr. Ronald James (Jim) Robinson, B.Sc., P. Geo. Of Aurora Geoscience Ltd., 1901 Davis Ave. Unit B1, Juneau, AK99801, USA for Westmountain Gold Inc. 1001-A East Harmony Road, Suite 340, FT Collins, CO80525, USA.

Terra has infrastructure and facilities at the site including: a 25-person camp facility with a mess tent, showers, water wells, laundry facilities, and privies, plus an office, core shack, storage area, a mill building, a storage shed, fuel depot, bulldozers and vehicle equipment, a road network and a 1,463m airstrip.

Services are available at Anchorage some 210 km to the southeast. A winter road from the Alaska Highway Network presently ends within 65 km of Terra and an all-weather road is planned by the state to replace the winter road in the near future. WestMountain has stated that there are no significant fish, wildlife, wetlands or environmental issues, no indigenous land claims and no Federal mining permits required.

For more information on WestMountain's properties, please visit: <https://www.westmountaingold.com/>

Mayo holds pipeline of drill-ready projects in the Yukon: Mayo controls 5 properties covering 244 square kilometres where it has completed extensive exploration over the last 12 years. Independent of any activities proposed for Terra, Mayo plans to drill prospective gold targets within the Anderson Gold Belt and to trench its Carlin West and AJ targets at its Carlin-Roop property in 2024. Mayo's Trail-Minto property, which may well host similar mineralization to that at Banyan Gold's AurMac or Victoria Gold's Eagle Mine (intrusion related with sheeted veining), will be the subject of additional groundwork before planned drilling in 2024.

The reader can access a number of maps and Mayo's history in addition to property news and descriptions and the current private placement Term Sheet that it has in place in order to complete this exploration at <https://www.mayolakeminerals.com>.

Qualified Person. The technical and scientific information contained within this news release has been reviewed and approved by Dr. Vern Rampton, P.Eng., a Qualified Person as defined by National Instrument 43-101 *Standard of Disclosure for Mineral Projects* ("NI 43-101"). Rampton, in addition to data reported on <https://westmountaingold.com> relied on a technical report, dated June 20, 2020 (see footnote 1) and an internal report (2023) prepared for WestMountain and authored by Jim Robinson, B.Sc., P.Geo. (QP). Rampton accepts responsibility for any interpretations or projections based on the information contained within the two reports. The information contained in these documents provides an indication of the exploration potential of Terra as interpreted by Rampton, but he cannot certify that the reported projections will result in development and mining

About Mayo Lake Minerals Inc.:

Mayo is actively engaged in the exploration and development of five precious metal projects in the Tombstone Gold (Plutonic) Belt of the Tintina Gold Province. The properties cover 244 square kilometres in the Yukon's Mayo Mining District and lie within the traditional territory of the Na-Cho Nyäk Dun First Nation. Mayo is presently focusing on its two flagship properties; the Carlin-Roop Silver Project lying within the Keno Hill Silver District and the promising Anderson-Davidson gold property. Two active mines; Victoria Gold's Eagle Gold Mine and Hecla Mining's Keno Silver mines are nearby.

For additional information, please contact:

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About WestMountain Gold, Inc.:

WestMountain is a junior mineral exploration and development company that is seeking to explore and develop its current prospective advanced-stage Terra Gold Project in Alaska, consisting of 339 unpatented lode mining claims and 5 leased unpatented lode mining claims.

For additional information on WMG please contact: Rick Bloom, President & CEO:
rick.bloom@outlook.com

Cautionary Statement Regarding Forward-Looking Information

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. The forward-looking statements and information are based on certain key expectations and assumptions made by management of Mayo and WestMountain. Although management of Mayo and WestMountain believe that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed

on the forward-looking statements and information since no assurance can be given that they will prove to be correct.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of Mayo and WestMountain relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. BECAUSE MAYO AND WESTMOUNTAIN HAVE ENTERED INTO A NON-BINDING LETTER OF INTENT, THERE IS NO ASSURANCE WHATSOEVER THAT THE CONTEMPLATED TRANSACTION WILL OCCUR. FURTHER, THERE IS NO ASSURANCE THAT MAYO WILL BE ABLE TO RAISE THE NECESSARY CAPITAL TO PROCEED WITH THE CONTEMPLATED TRANSACTION. BOTH MAYO AND WESTMOUNTAIN HAVE LIMITED CAPITAL.

The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

SCHEDULE 'A'

TERM SHEET (Rev. December 31, 2023)

Offering Any combination of Common Share Units and Flow Through Share Units up to \$1,400,000.

Closing Date: On or about February 9, 2024 or such other date determined by the Corporation.

Unit Offering The Company shall offer Units (the "**CS Units**") at a price of \$0.06 per Unit (the "**CS Unit Offering**"). Each CS Unit will be comprised of one common share (a "**Common Share**") and one (1) Common Share purchase warrant ("**CS Warrant**"). Each CS Warrant is exercisable into **one** (1) Common Share at a price of \$0.09 per Common Share for a period of 48 months from the closing date. In the event of multiple closings, the day of the final closing will be the Closing Date of record.

Flow-Through Offering The Company shall offer Flow-Through Units ("**FT Units**") at a price of \$0.08 per FT Unit (the "**FT Unit Offering**"). Each FT Unit will be comprised of one flow-through share in the capital of the Company (a "**FT Share**") and one purchase warrant ("**Warrant**"). Each Warrant is exercisable into one Common Share at a price of \$0.12 for a period of **48** months from the closing date. Each FT Share will be issued as a "flow-through share" within the meaning of the *Income Tax Act* (Canada) (the "**Tax Act**").

- Use of Proceeds:** The net proceeds received by the Corporation from the sale will generally be applied as follows:
- i. CS Unit funds will be primarily used to cover working capital, property Acquisitions and general operating costs;
 - ii. Flow Through Unit funds will be used for eligible exploration expenditures qualifying as "CEE" under the Tax Act and applicable regulations, on the Company's exploration properties in the Yukon.
- Finders Fees** Finders that source investment in the Offerings may earn a cash commission of up to 7% of the gross proceeds raised by such Finder and warrants ("**Finder Warrants**") valid for three years entitling the Finder to purchase that number of Common Shares equal to 7% of the number of Units or FT Units at sold by such Finder at \$0.06 and \$0.08 respectively.
- Resale Restrictions:** The securities issued pursuant to the Offering will be subject to a statutory hold period in Canada of four (4) months and one day after the Closing Date. Purchasers should consult their legal advisors in this regard. Securities held by residents in the United States will bear a legend regarding re-sale into the United States, which will be removed on request to the Corporation.
- Offering Jurisdictions:** The Common Share Units will be offered for sale to purchasers in: (i) all of the provinces and territories of Canada pursuant to available prospectus exemptions; (ii) the United States on a private placement basis only under Regulation D, Rule 144A or other available U.S. registration exemptions and (iii) jurisdictions outside of Canada and the United States, in accordance with all applicable laws provided that no prospectus, registration statement or similar document is required to be filed in such jurisdiction and the Corporation does not thereafter become subject to continuous disclosure obligations in such jurisdictions.

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