

FEBRUARY 13, 2025

■ CORPORATE

Canuc Announces Arrangement Agreement to Acquire MacDonald Mines Exploration Inc.

13th February 2025

Canuc Resources Corporation (“**Canuc**”) (TSX-V: CDA) (OTCQB: CNUCF) and Macdonald Mines Exploration Inc. (“**Macdonald Mines**”) (TSX-V: BMK) (OTC PINK: MCDMF) are pleased to announce, further to their respective press releases dated December 3rd, 2024, that they have entered into a definitive arrangement agreement (the “**Arrangement Agreement**”) pursuant to which Canuc will acquire all of the issued and outstanding shares of Macdonald Mines (the “**Transaction**”).

The Transaction is to be completed by way of a plan of arrangement (the “**Arrangement**”) under the provisions of the *Canada Business Corporations Act*.

The Arrangement

The Arrangement will be structured as a three-cornered amalgamation by way of plan of arrangement in which Macdonald Mines will amalgamate with a new wholly owned subsidiary of Canuc formed solely for the purpose of facilitating the Arrangement. Under the terms of the Arrangement, Canuc will issue 72,000,000 common shares of Canuc to the shareholders of Macdonald Mines as consideration for the acquisition, representing an exchange ratio of approximately 1.497 Canuc shares for each one (1) share of MacDonald Mines (the “**Exchange Ratio**”). Following completion of the Transaction, shareholders of MacDonald Mines will hold approximately 30% of the issued and outstanding shares of Canuc, prior to completion of a private placement financing by Canuc. Subject to TSXV and any other required regulatory approvals, outstanding options and warrants of MacDonald Mines will be exercisable in accordance with their respective terms into shares of Canuc at the Exchange Ratio. The Arrangement Agreement contains customary non-solicitation provisions and includes provision for the payment of a break fee of \$352,800 by MacDonald Mines to Canuc in the event that the Arrangement Agreement is terminated under certain circumstances.

Completion of the Arrangement is subject to a number of conditions including:

- approval by the shareholders of Macdonald Mines;
- approvals of the Ontario Superior Court of Justice (Commercial List) and the TSX Venture Exchange;
- Canuc completing a private placement financing of a minimum of \$500,000;
- Satisfactory completion of due diligence on Macdonald Mines by Canuc; and
- such other conditions as provided in the Arrangement Agreement.

None of the securities to be issued pursuant to the Arrangement have been, or will be, registered under the United States *Securities Act of 1933*, or any state securities laws. This press release does not constitute an offer to sell, or the solicitation of an offer to buy, any securities.

The proposed Arrangement is subject to the approval of at least two thirds of the votes cast at the meeting of shareholders of Macdonald Mines, and of the requisite regulatory authorities, including the TSX Venture Exchange, and to the satisfactory completion of due diligence by Canuc. Full details of the Arrangement will be included in the management information circular to be filed with regulatory authorities and mailed to MacDonald Mines shareholders in accordance with applicable securities laws. The record date for the shareholder meeting is February 19, 2025.

Further details about the Transaction will be provided as the process advances.

About MacDonald Mines Exploration Ltd.

Founded in 1935, MacDonald Mines Exploration Ltd. is a mineral exploration company focused on the evaluation, acquisition, and development of precious and critical metals properties in Ontario. The company's flagship project, the 100% owned SPJ Project, spans 19,710 hectares and is situated approximately 40 kilometers northeast of the prolific Sudbury Mining Camp. and near to the extensive infrastructure of the adjacent Sudbury Mining District.

The SPJ Project encompasses several centers of critical and precious metal mineralization interpreted to be related to a mineral system that can form IOCG and affiliated critical and precious mineral deposits. Included within the Project is the historical Scadding Gold Mine and associated gold mineralized system and gold bearing tailings. Minerals of interest on SPJ include copper (Cu), gold (Au), cobalt (Co), nickel (Ni) and rare earth elements (REE). MacDonald Mines Exploration Ltd. is committed to responsible and sustainable operations, prioritizing environmental stewardship, safety, and community engagement.

About Canuc Resources Corporation

Founded in 1952, Canuc Resources Corporation is a junior resource company focusing on the San Javier Silver-Gold Project in Sonora State, Mexico. The San Javier Silver-Gold Project evidences silver, gold and copper mineralization interpreted to be related to a mineral system that can form silver dominant IOCG and affiliated deposits. The company also generates cash flow from natural gas production at its MidTex Energy Project located in Central West Texas, USA where Canuc has an interest in eight (8) producing natural gas wells and has rights for further in field developments.

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Forward Looking Information

This news release contains forward-looking information. All information, other than information of historical fact, constitute "forward-looking statements" and includes any information that addresses activities, events or developments that each of Canuc and/or MacDonald Mines (collectively, the "Corporations") believes, expects or anticipates will or may occur in the future including the Corporations respective strategy, plans or future financial or operating performance, and including statements regarding the completion of or the benefits of the Transaction and the Arrangement.

When used in this news release, the words "estimate", "project", "anticipate", "expect", "intend", "believe", "hope", "may" and similar expressions, as well as "will", "shall" and other indications of future tense, are intended to identify forward-looking information. The forward-looking information is based on current expectations and applies only as of the date on which they were made. The factors that could cause actual results to differ

materially from those indicated in such forward-looking information include. Factors such as uncertainties regarding government regulations could also affect the results. Other risks may be set out in the Corporations respective annual financial statements, MD&A and other publicly filed documents.

The Corporations caution that there can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. There is Accordingly, investors should not place undue reliance on forward-looking information. Except as required by law, the Corporations do not assume any obligation to release publicly any revisions to forward-looking information contained in this press release to reflect events or circumstances after the date hereof.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release.

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