

Founders Announces Results of Annual General and Special Shareholders Meeting

Vancouver, British Columbia--(Newsfile Corp. - December 8, 2022) - Founders Metals Inc. (TSXV: FDR) (the "**Company**"). The Company is pleased to announce the approval all matters proposed to its shareholders pursuant to its management information circular dated November 3, 2022 (the "Circular") at its annual general and special meeting (the "Meeting") held earlier today. At the Meeting, the shareholders elected Colin Padget, John Williamson, Roy Bonnell, Nicholas Stajduhar, and Kevin Vienneau as directors of the Company, appointed MS Partners LLP as auditors for the ensuing year and authorized the directors to set their remuneration, approved the Company's 10% rolling stock option plan ("Option Plan"), and approved the Company's restricted share unit plan ("RSU Plan"), all of which are more particularly described in the Circular.

The previous 10% rolling stock option plan of the Company was approved by the Company's shareholders on April 30, 2021 and the Option Plan was updated in accordance with the policies of the TSX Venture Exchange (the "Exchange") and adopted by the board of directors effective November 3, 2022, subject to approval of the shareholders and the Exchange. The maximum number of common shares which may be issued under the Option Plan is 10% of the Company's issued and outstanding common shares (the "Shares") as of the date of grant. The maximum number of restricted share units ("RSUs") that may be granted under the RSU Plan shall not exceed 2,621,700 Shares, and each RSU entitles the holder, subject to vesting of at least one year from the date of grant and any such other conditions as the directors may determine, to receive one Share. The maximum aggregate number of Shares issuable to insiders of the Company (as a group) under the Option Plan and RSU Plan shall together collectively not exceed 10% of the issued and outstanding number of Shares. A copy of each of the Option Plan and the RSU Plan was appended to the Circular and is available under the Company's profile on SEDAR.

About Founders Metals Inc.

Founders Metals is a Canadian exploration company focused on advancing gold projects in the Guiana Shield. Its flagship project is the 23,800 ha Antino Gold Project in southeast Suriname.

ON BEHALF OF THE BOARD OF DIRECTORS

Per: "*Colin Padget*"

Colin Padget

President, Chief Executive Officer, and Director

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FORWARD-LOOKING INFORMATION

This news release may contain certain "forward-looking statements." Forward-looking statements involve known and unknown risks, uncertainties, assumptions, and other factors that may cause the Company's actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. Any forward-looking information speaks only as of the date of this news release. Except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether because of new information or future events, or results or otherwise.

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

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