

PACE METALS ENTERS INTO LETTER OF INTENT WITH COMPTON MINING IN RESPECT OF A PROPOSED REVERSE TAKEOVER

Vancouver, British Columbia – October 29, 2024, Pace Metals Ltd. (“**Pace**” or the “**Company**”) (TSXV: **Pace** | FSE: **B7L** | USA: **BGADF**) is pleased to announce that it has entered into a non-binding letter of intent dated October 29, 2024 (the “**LOI**”) with Compton Mining Corp. (“**Compton**”), pursuant to which Pace intends to acquire all of issued and outstanding securities of Compton (each, a “**Compton Share**”) in exchange for common shares of Pace (each, a “**Pace Share**”) in accordance with the Exchange Ratio (as defined herein) (the “**Proposed Transaction**”). It is intended that the Proposed Transaction will be an arm’s length “Reverse Takeover” for Pace, as such term is defined in TSX Venture Exchange (the “**TSXV**”) Policy 5.2 *Changes of Business and Reverse Takeovers*.

The LOI is to be superseded by a definitive agreement (the “**Definitive Agreement**”) to be signed on or prior to December 31, 2024, or such later date as may be mutually agreed upon by the parties in writing. There can be no assurance that the Definitive Agreement will be successfully negotiated or entered into or that all of the necessary approvals will be obtained or that all conditions of closing will be satisfied. The precise terms of any agreements between the parties relating to the Proposed Transaction will be contained in the Definitive Agreement to be negotiated among, and satisfactory to, the parties and their respective counsel which agreement will contain customary representations, warranties, covenants, indemnifications and conditions, both as described herein as well as such other terms as the parties may agree to. The Proposed Transaction is subject to:

- requisite regulatory approval, including the approval of the TSXV;
- customary closing conditions, including the approval of the directors (and as required, the shareholders) of each of Pace and Compton of the Definitive Agreement and completion of due diligence investigations to the satisfaction of each of Pace and Compton; and
- the additional conditions described below.

The legal structure for the Proposed Transaction will be confirmed after the parties have considered all applicable tax, securities law and accounting efficiencies.

Pace is at arm’s length to Compton, and no director, officer or insider of Pace or Compton beneficially owns, or controls or directs, directly or indirectly, any securities of the other party. Therefore, the Proposed Transaction is expected to be an “Arm’s Length Transaction”, as defined under TSXV Policy 1.1 *Interpretation*, and does not constitute a “related party transaction” for the purpose of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*. No finder’s fee will be paid in connection with the Proposed Transaction.

Among other terms customary for a transaction of this nature, the Definitive Agreement will provide for:

- a change of name of the Company to “Total Metals Corp.” (the “**Name Change**”);
- the Consolidation (as defined below); and
- the appointment of a slate of directors nominated by Pace and Compton (the “**Board Nominees**”), which board reconstitution will be effective upon closing of the Proposed Transaction (the “**Closing**”).

Trading in the Pace Shares has been halted in accordance with the policies of the TSXV and will remain halted until such time as all required documentation in connection with the Proposed Transaction has been filed with and accepted by, and permission to resume trading has been obtained from, the TSXV. There can be no assurance that trading of Pace Shares will resume prior to the completion of the Proposed Transaction.

About Compton Mining Corp.

Compton is a resource mining company focused on exploration and development of Compton's Electrolode property located in the Red Lake Mining District of Northern Ontario (the "**Property**"). Compton is incorporated pursuant to the *Business Corporations Act* (British Columbia). The Company controls 3,346 hectares of contiguous exploration properties. The Electrolode Property Technical Report with an effective date of September 2024 on the Property, authored by Colin Bowdidge, Ph.D., P.Geo, calculated an Inferred Mineral Resource of 2,100,000 tonnes averaging 0.66% Cu, 4.75% Zn, 17.7 g/t Ag and 0.66 g/t Au. Compton is focused on further exploration of the Electrolode's D-Zone which has the potential for high-grade copper-gold.

Concurrent Financing

Prior to or concurrent with the completion of the Proposed Transaction, Compton or, if agreed to between the parties, a subsidiary of Compton or Pace, shall complete an offering (the "**Concurrent Financing**") of flow-through common shares (each, a "**Flow Through Share**") and non-flow through common shares (each, a "**Non-Flow Through Share**"). Pursuant to the Concurrent Financing, the Flow-Through Shares are expected to be issued at a price of \$0.35 per Flow-Through Share (on a post Consolidation basis), for gross proceeds of a minimum of \$250,000 and the Non-Flow Through Shares are expected to be issued at a price of \$0.25 per Non-Flow Through Share (on a post Consolidation basis) for gross proceeds of a minimum of \$300,000. The terms of the Concurrent Financing are subject to negotiation between Pace and Compton and will be announced concurrently with the Definitive Agreement.

The proceeds of the Concurrent Financing will be used to advance the business of Compton and for general corporate and working capital purposes in accordance with the applicable listing requirements under the policies of the TSXV.

Conditions to Proposed Transaction

Prior to or currently with completion of the Proposed Transaction, as applicable, and as conditions of Closing:

- Compton and Pace must complete mutually satisfactory due diligence investigations;
- Pace and Compton will enter into a Definitive Agreement in respect to the Proposed Transaction on or prior to December 31, 2024;
- Pace and Compton will obtain the requisite board and shareholder approvals for the Proposed Transaction, as required pursuant to section 4.1 of Policy 5.2, and any ancillary matters contemplated in the Definitive Agreement;
- all requisite regulatory approvals relating to the Proposed Transaction, including, without limitation, the TSXV, will have been obtained;
- the Concurrent Financing will be completed prior to or concurrently with the Closing;
- Pace will have effected the Consolidation prior to the Closing;
- the Board Nominees will have been duly appointed to the board of directors of Pace effective as of Closing; and
- Pace will have effected the Name Change.

The Proposed Transaction

Pre-Closing Capitalization of Pace

As of the date hereof, Pace has 4,258,760 Pace Shares issued and outstanding and nil Pace Shares reserved for issuance pursuant to the exercise or conversion of convertible securities of Pace. The Pace Shares are currently listed on the TSXV under the symbol "Pace".

Consolidation of Pace

Prior to or concurrently with Closing, subject to Pace shareholder approval, Pace will undertake a share consolidation (the "**Consolidation**") on the basis of one (1) post-consolidation Pace Share for every two (2) pre-consolidation Pace Shares.

Pre-Closing Capitalization of Compton

As of the date hereof, Compton has 20,500,000 Compton Shares issued no other securities outstanding.

Terms of the Proposed Transaction

It is currently anticipated that Pace will acquire Compton by way of a three-cornered amalgamation, share exchange, plan of arrangement or other similar form of transaction as agreed to by the parties to ultimately form the resulting issuer (the "**Resulting Issuer**"). The final structure of the Proposed Transaction is subject to the receipt of tax, corporate and securities law advice for both Pace and Compton.

The exact exchange ratio (the "**Exchange Ratio**") will be determined by Pace and Compton following receipt of financial advice and a review of the parties' respective capital structures, however, such Exchange Ratio is expected to be 1:1.

Prior to or concurrent with the completion of the Proposed Transaction, USD\$93,875 and CDN\$237,625 of debt, owing to current non-arm's length individuals to Pace, shall be released and extinguished from Pace's accounts payable (the "**Existing Debt**").

Upon completion of the Proposed Transaction, the Resulting Issuer will carry on the business of Compton. It is expected that the Resulting Issuer will be classified as a Tier 2 Mining Issuer.

Officers and Board of Directors of the Resulting Issuer

Upon completion of the Proposed Transaction, it is anticipated that the board of directors of the Resulting Issuer shall consist of five directors, each of whom shall be nominated by Compton and Pace. The nominees will be determined and announced in connection with the execution of the Definitive Agreement.

Qualified Person Statement

The scientific and technical information contained in this press release has been reviewed and approved on behalf of Pace by J. Garry Clark who is a "qualified person" as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

Sponsorship

Sponsorship of the Proposed Transaction is required by the TSXV unless an exemption from the sponsorship requirement is available. The Company intends to apply for a waiver from the sponsorship requirements. There is no assurance that the Company will be able to obtain such a waiver.

Further Information

All information contained in this news release with respect to Pace and Compton was supplied by the parties respectively, for inclusion herein, and each party and its directors and officers have relied on the other party for any information concerning the other party.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and, if applicable, disinterested shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this press release.

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.

Cautionary Statements Regarding Forward Looking Information

This news release contains “forward-looking information” within the meaning of applicable securities laws relating to the proposal to complete the Proposed Transaction and associated transactions. Any such forward-looking statements may be identified by words such as “expects”, “anticipates”, “believes”, “projects”, “plans” and similar expressions. Readers are cautioned not to place undue reliance on forward-looking statements. Statements about, among other things, the completion and expected terms of the Proposed Transaction, the number of securities of Pace that may be issued in connection with the Proposed Transaction, the Concurrent Financing, the forgiveness of the Existing Debt owed by Pace, obtaining the requisite shareholder approval, Compton’s strategic plans and the parties’ ability to satisfy closing conditions and receive necessary approvals, are all forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management’s reasonable assumptions, there can be no assurance that the Proposed Transaction (including the name change and Consolidation), or the Concurrent Financing will occur or that, if the Proposed Transaction, and the Concurrent Financing do occur, they will be completed on the terms described above. Pace and Compton assume no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by applicable law.

For more information, please contact:

Pace Metals Ltd.

Robert Birmingham, Chief Executive Officer
rob@brigadiergold.ca (604) 424-8131

Compton Mining Corp.

Tyler Thorburn, Chief Executive Officer
tyler@comptonmining.com (416) 873-7662