

Golden Share Resources Corp. and Lipari Diamond Mines Ltd. Receive Conditional Approval to List on Cboe Canada

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Toronto, Dec. 19, 2024 - [Golden Share Resources Corp.](#) (TSXV: GSH) ("Golden Share") and [Lipari Diamond Mines Ltd.](#) ("Lipari") announced today that Cboe Canada Inc. stock exchange ("Cboe Canada") has granted conditional approval of their listing application to list the common shares (the "Resulting Issuer Shares") of Golden Share on Cboe Canada following its delisting from the TSX Venture Exchange (the "TSXV") and the completion of the proposed RTO Transaction (as defined below). Golden Share and Lipari are completing their previously announced arm's length reverse takeover transaction (the "RTO Transaction") to create a new listed diamond producing company with assets in Brazil, Angola and Canada. The combined company (the "Resulting Issuer") is expected to be re-named Lipari Mining Ltd. and it is anticipated that the trading of its common shares will commence on Cboe Canada in early 2025.

In connection with the completion of the proposed RTO Transaction, Lipari will complete a private placement of subscription receipts ("Subscription Receipts") at a price of US\$1.00 per Subscription Receipt (the "Offering Price") for minimum aggregate gross proceeds of \$4,300,000 and maximum gross proceeds of \$18,610,000, with the proceeds held in escrow pending closing of the proposed RTO Transaction. Each Subscription Receipt will be convertible into one common share in the capital of Lipari (a "Lipari Share") and one Lipari Share purchase warrant (a "Lipari Warrant"). Each Lipari Warrant will entitle the holder thereof to acquire one Lipari Share at a price of \$1.55 at any time on or before the 24-month anniversary of the date of issuance of the Lipari Warrants. Upon satisfaction and/or waiver (where permitted) of certain escrow release conditions, which will include, amongst other things, events in connection with the completion of the proposed RTO Transaction, each Subscription Receipt will be automatically converted, without payment of any additional consideration and without any further action on the part of the holder thereof, into Lipari Shares and Lipari Warrants. As part of closing of the proposed RTO Transaction, all Lipari Shares and Lipari Warrants will be exchanged for Resulting Issuer Shares and share purchase warrants of the Resulting Issuer (on substantially similar terms) on the basis of the Exchange Ratio (as defined below). Once converted and after giving effect to the Exchange Ratio, the effective exercise price of the Resulting Issuer Share purchase warrants of the Resulting Issuer to be issued in exchange for the Lipari Warrants will be \$0.70.

Pursuant to the proposed RTO Transaction (a) the Lipari Shares (including, for greater certainty, the Lipari Shares issued upon exercise of the Subscription Receipts) will be exchanged for Resulting Issuer Shares on the basis of 2.21678892 Resulting Issuer Shares for each Lipari Share (the "Exchange Ratio"); (b) the Lipari Warrants (and other convertible securities of Lipari) will be exchanged for substantially equivalent securities of the Resulting Issuer with applicable adjustments to reflect the Exchange Ratio.

Final approval of the listing of the Resulting Issuer Shares on Cboe Canada is subject to each of Golden Share and Lipari fulfilling all conditions prescribed by Cboe Canada.

Additional Information

Further updates in respect of the proposed RTO Transaction will be provided in subsequent news releases. Also, additional information concerning the proposed RTO Transaction, Golden Share, Lipari and the Resulting Issuer will be provided in a listing application to be filed by Golden Share in connection with the proposed RTO Transaction, which will be available in due course under Golden Share's SEDAR+ profile at www.sedarplus.ca.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

This news release may contain "forward-looking statements" regarding Lipari and Golden Share. These forward-looking statements are made as of the date of this news release or, in the case of the documents incorporated by reference herein, as of the date of such documents and, Golden Share does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by law. These forward-looking statements include, among others, statements with respect to: terms of the proposed RTO Transaction, completion of the financing, completion of the delisting from the TSXV, completion of the

name change of the Resulting Issuer to "Lipari Mining Ltd.", Golden Share and Lipari's objectives for the ensuing year, its medium and long-term goals, and strategies to achieve those objectives and goals, as well as statements with respect to the companies' plans, objectives, expectations, anticipations, estimates and intentions. All forward-looking statements and information are based on Golden Share's and Lipari's current beliefs as well as assumptions made by, and information currently available to, both companies concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration, development and mining activities and commitments. Although management considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Forward-looking statements relate to future events or future performance and reflect current expectations or beliefs regarding future events and include, but are not limited to, statements with respect to: (i) the ability to satisfy all conditions for the listing of the Resulting Issuer Shares; (ii) the ability to delist from the TSXV; and (iii) the ability to complete the financing within the above noted timelines. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects", "anticipates", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives" or variations thereof or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements.

Completion of the proposed RTO Transaction is subject to a number of conditions, including but not limited to, regulatory approval. There can be no assurance that the proposed RTO Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the listing application to be prepared in connection with the proposed RTO Transaction, any information released or received with respect to the proposed RTO Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Golden Share 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 news release.

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