



ELEMENT79 GOLD CORP. AND SYNERGY METALS CORP. ANNOUNCE COMPLETION OF PLAN OF ARRANGEMENT AND MERGER

VANCOUVER, BC / THENEWSWIRE / August 24, 2026 – Element79 Gold Corp. (CSE: ELEM) (OTC: ELMGF) (FSE: 7YS) (“Element79”) and Synergy Metals Corp. (“Synergy”) are pleased to announce the successful completion of Element79’s previously announced plan of arrangement under the *Business Corporations Act* (British Columbia) (the “**Arrangement**”) with Synergy and of Synergy’s previously announced merger with 1425957 B.C. Ltd. (“**142**”).

Synergy is currently working diligently towards the listing of its Common Shares (as defined below) on the Canadian Securities Exchange (the “**CSE**”).

Arrangement

On July 17, 2023, Element79 transferred all rights and data related to the “**Dale Property**”, being 90 unpatented mining claims located approximately 100 km southwest of Timmins, Ontario, to its then newly incorporated subsidiary, Synergy. In exchange for this transfer, Element79 was issued 2,000,000 Class “A” common voting shares in the capital of Synergy, which were subsequently redesignated as common shares in the capital of Synergy (the “**Common Shares**”).

In anticipation of the reverse takeover of Synergy by 142 described below, Element79 and Synergy completed the Arrangement pursuant to a second amended and restated arrangement agreement dated May 26, 2026 (the “**Arrangement Agreement**”), entered into between Element79 and Synergy, whereby 1,000,000 of the 2,000,000 Common Shares held by Element79 (the “**Spin Out Shares**”) were distributed to the securityholders of Element79 (the “**E79 Securityholders**”) on a pro-rata basis. In consideration for administrative support provided by Element79 in connection with the arrangement transaction and Synergy’s proposed subsequent application to list on the CSE and pursuant to the Arrangement Agreement, Synergy issued an additional 10,000 Common Shares to Element79, which were also distributed to E79 Securityholders as part of the Arrangement (assuming full exercise of the stock options (“**E79 Options**”) and common share purchase warrants (“**E79 Warrants**”) of Element79).

Pursuant to the Arrangement, the existing common shares of E79 will be re-named and re-designated as “Class A common shares without par value” (the “**E79 Shares**”, and after the re-naming and re-designation, “**E79 Class A Shares**”) and the special rights and restrictions attached to such shares will be amended to provide the holders thereof with two votes in respect of each share held. E79 will also create a new class consisting of an unlimited number of “common shares without par value” (“**New E79 Shares**”), with terms and special right and restrictions identical to those of the E79 Shares.

The E79 Shares will be exchanged for the New E79 Shares, such that each shareholder of E79 Shares (“**E79 Shareholders**”) will, for each E79 Share held on the effective date of the Arrangement, hold: (i) one New E79 Share and (ii) their pro rata portion of 1,010,000 SpinCo Shares to be distributed (the portion attributable to each E79 Security being the “**Spin Out Share Exchange Fraction**”), subject to rounding in respect of fractional SpinCo Shares and subject to the exercise of the E79 Options and E79 Warrants.

Each holder of E79 Options (“**E79 Optionholder**”) and each holder of E79 Warrants (“**E79 Warrantholder**”) will receive, upon the exercise of such holder’s E79 Option or E79 Warrant, in lieu of each E79 Share to which such holder was therefore entitled upon such exercise and for the same aggregate consideration payable therefore, one New E79 Share and one Spin Out Share Exchange Fraction which the holder would have been entitled to receive as a result of the transactions contemplated by the Arrangement, if,

immediately prior to the effective time of the Arrangement, such holder had been the registered holder of the E79 Share to which such holder was theretofore entitled upon exercise such E79 Option or E79 Warrant, as applicable. If an E79 Option or E79 Warrant ultimately expires or is otherwise terminated prior to its exercise, then E79 will retain the Spin Out Share Exchange Fraction that the holder of such E79 Option or E79 Warrant was entitled to, as applicable, and the aggregate number of Spin Out Share Exchange Fractions held by E79 upon exercise or termination of the E79 Options and E79 Warrants will be rounded down to the nearest whole number and any fraction will be cancelled by SpinCo or the Resulting Issuer, as applicable, upon exercise or expiry of all E79 Options and E79 Warrants.

All of the issued E79 Class A Shares will be cancelled with the appropriate entries being made in the central securities register of E79, and the aggregate legal stated capital and paid-up capital (as those terms are used for the purposes of the Income Tax Act) of the New E79 Shares will be equal to that of the E79 Shares immediately prior to the re-naming and re-designation less the fair market value of the Spin Out Shares distributed on the exchange of the E79 Class A Shares.

The E79 Class A Shares, none of which will be issued or outstanding once the Arrangement is completed, will be cancelled and the authorized share structure of E79 will be changed by eliminating the E79 Class A Shares.

E79 obtained shareholder approval of the Arrangement at its securityholder meeting on July 3, 2026, and has set the record date for the Arrangement as August 24, 2026.

Merger

Subsequent to the Arrangement, pursuant to a second amended and restated merger agreement dated May 26, 2026, entered into between Element79, Synergy, 1515041 B.C. Ltd. ("**Synergy SubCo**") and 142 (the "**Merger Agreement**"), Synergy acquired all of the issued and outstanding common shares in the capital of 142 ("**142 Shares**") in exchange for an equivalent number of Common Shares by way of a three cornered amalgamation whereby Synergy SubCo and 142 amalgamated under the provisions of the *Business Corporations Act* (British Columbia) (the "**Amalgamation**", and together with the Arrangement, the "**Transaction**") to continue as one corporation pursuant to the terms of the Merger Agreement. As consideration for the 142 Shares, shareholders of the 142 Shares ("**142 Shareholders**") received, pursuant to the Merger Agreement, one Common Share for each 142 Share held.

Following completion of the Amalgamation under the Merger Agreement, the issued and outstanding Common Shares are held (i) approximately 88.16% by the former 142 Shareholders, and (ii) approximately 11.84% by former Synergy shareholders (including Element79, E79 Securityholders and other Synergy shareholders). As such, the Amalgamation constituted a reverse take over of Synergy by 142. Holders of warrants to purchase 142 Shares ("**142 Warrants**") also received one replacement warrant to purchase a Common Share for each 142 Warrant held on substantially identical terms to the 142 Warrants. There are currently 21,000,000 142 Warrants outstanding.

As of completion of the Transaction, the directors of Synergy are:

- Michael Smith;
- Robert Bain;
- Sean Scott; and
- Carl David Rotor;

As of completion of the Transaction, the management team of Synergy is comprised of:

- Michael Smith – Chief Executive Officer; and
- Robert Bain – Chief Financial Officer.

Further information concerning Synergy, Element79 and the Arrangement can be found in Synergy's listing statement dated August 20, 2026, which is available for review under Synergy's SEDAR+ profile at

www.sedarplus.ca.

Change of Auditor

In connection with the completion of the Transaction, MNP LLP will be appointed as auditor of Synergy.

Early Warning

Prior to the Arrangement, Element79 held an aggregate of 2,000,000 Shares, representing 60.24% of Synergy's issued and outstanding Common Shares. The deemed value of the Common Shares held by Element79 was CAD\$40,000 based on an issuance price of \$0.02 per Share.

Prior to the commencement of the Arrangement and prior to the distribution of the Spin Out Shares, Element79 was issued 10,000 Shares at a deemed price of \$500 and it held an aggregate of 2,010,000 Shares, representing 60.36% of Synergy's issued and outstanding Common Shares.

Following the Arrangement, Element79 held an aggregate of 1,000,000 Shares, representing 30.03% of Synergy's issued and outstanding Common Shares on a non-diluted basis.

Following the Amalgamation, Element79 held an aggregate of 1,000,000 Shares, representing 3.55% of Synergy's issued and outstanding Common Shares on a non-diluted basis, assuming the issuance of Spin Out Shares to Element79 optionholders and warrantholders, and representing 3.56% on a non-diluted basis, assuming that Spin Out Shares were not issued to Element79 optionholders and warrantholders.

Element79 acquired 10,000 Shares in connection with the Arrangement. Element79 may in the future take such actions in respect of its Common Shares as Element79 may deem appropriate in light of circumstances then existing, including the purchase of additional securities of Synergy through open market purchases or privately negotiated transactions or the sale of all or a portion of Element79's holdings in the open market or in privately negotiated transactions to one or more purchasers, subject in each case to applicable securities law.

The disclosure respecting Element79's security holdings of Synergy contained in this news release is made pursuant to Multilateral Instrument 62-104 – *Take-Over Bids and Issuer Bids* and a report respecting the above acquisition will be filed with the applicable securities commissions using the Canadian System for Electronic Document Analysis and Retrieval (SEDAR+) and will be available for viewing at www.sedarplus.ca.

About Element79

Element79 Gold Corp. is a mining company incorporated pursuant to the laws of British Columbia focused on the exploration and development of its portfolio of high-potential gold projects. Element79's focus is its Nevada portfolio, anchored by the Gold Mountain and Elephant Projects, both located in the world-class Battle Mountain Trend.

For further details on this announcement and Element79's projects, please visit www.element79.gold

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About Synergy

Synergy Metals Corp. is a mining company focusing on the development of its keystone project, the Dale Property, located in one of Canada's most prospective mineral districts. Our vision is to build a focused and technically strong exploration company anchored by high-quality assets in proven mining districts.

For more information, please visit www.synergymetalscorp.com

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Neither the Canadian Securities Exchange nor the 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.

Cautionary Note Regarding Forward-Looking Information

This news release contains statements which constitute "forward-looking information" within the meaning of applicable securities laws. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions. Such forward-looking statements and forward-looking information specifically include, but are not limited to, statements that relate to the listing of Common Shares on the CSE and the expected commencement of trading thereof.

Investors are cautioned that forward-looking information is not based on historical facts but instead reflects Element79 and Synergy's management's estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although Element79 and Synergy believe that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the companies. The reader should not place undue reliance on these forward-looking statements, as there can be no assurances that the plans, initiatives or expectations upon which they are based will occur. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information include but are not limited to: the potential impact of the consummation of the Arrangement on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; compliance with extensive government regulation; and the diversion of management time on the Arrangement. This forward-looking information may be affected by risks and uncertainties in the business of Element79, Synergy and market conditions as identified under the caption "Risk Factors Relating to the Arrangement" in the management information circulars of Element79 dated April 20, 2026, and May 28, 2026, which are available under Element79's SEDAR+ profile at www.sedarplus.ca.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-

looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although Element79 and Synergy have attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. Element79 and Synergy do not intend, and do not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.