

15 April 2024

NewPeak to Acquire Canadian Uranium, Rare Earth and Scandium Project

HIGHLIGHTS

- NewPeak has entered a binding term sheet to acquire an extensive tenement package encompassing Uranium, Rare Earth Elements (REE), and Scandium properties in the George River area, stretching across Quebec and Labrador, Canada. This package consists of 332 claims, totalling an expansive area of 16,100 hectares.
- The consideration for the acquisition is \$500,000 by way of the issue of 33,333,333 NPM shares at an issue price of \$0.015 (1.5 cents) per share, the granting of a 2% net smelter royalty and a future milestone payment of \$300,000 in NPM shares or cash upon completion of exploration expenditure of \$500,000.
- NewPeak plans to undertake a capital raising comprising a Rights Issue to raise \$500,000, and a Placement for \$500,000 at a price per share of 1.5 cents.
- Contemporaneously with the above to streamline the balance sheet, NewPeak will also seek to convert existing Convertible Loans and outstanding management and directors' fees to NPM shares at a price per share of 1.5 cents.
- NPM plans to utilise proceeds from recent asset sales and continue the divestment of its other assets (Argentina Gold and Sweden Tungsten) to fund the exploration for Uranium, REE and Scandium properties in the Canadian tenements.

NewPeak Metals Ltd (ASX:NPM) (NewPeak or the Company) is pleased to announce that it has executed a Binding Term Sheet with Emma Fairhurst and Wayne Holmstead (Vendors) to acquire some 332 claims in **Quebec and Labrador in Canada** which cover an area of **16,100 hectares** (Tenements).

This acquisition marks a significant initial step of the Company's rejuvenation plans in entering the strategic critical minerals space, as previously reported to the market (*NPM ASX release 8 January 2024*). It follows in the footsteps of the close of the sale of the Finland Gold permits (*NPM ASX 12 April 2024*). Importantly, **this acquisition is for all NPM scrip (and no cash)**.

The recent Finland sale, prior New Zealand Gold projects sale (*NPM ASX 16 February 2024*), the proposed capital raising and future assets sales, provide both immediate cash, as well as the receipt of staged cash payments and tradeable shares over the near to medium term, to support the Company's exploration plans for these Canadian properties.

QUEBEC AND LABRADOR TENEMENTS, CANADA

The tenement package is a district-scale portfolio of Uranium, Rare Earth Elements (REE) and Scandium properties in the George River area of Quebec and Labrador (refer Figure 1). They are in close proximity, with a part contiguous, to the Strange Lake Rare Earth Project currently under development by Torngat Metals Ltd (www.torngatmetals.com), all lying within the Paleoproterozoic Rae or Southeastern Churchill Province located in the northeastern Canadian Shield of Quebec and Labrador. The Strange Lake Rare Earth Project has reported mineral resources comprising: Indicated Mineral Resources of 278 Mt @ 0.93% TREO and Inferred Mineral Resources of 214 Mt @ 0.85% TREO (Total Rare Earth Oxides) (NI 43-101 Technical Report prepared by Micon International Limited for Quest Rare Minerals Limited, 9 April 2014).

A more detailed description of the Strange Lake Project is presented below because it is an important deposit in the vicinity of the Vendor's tenements.

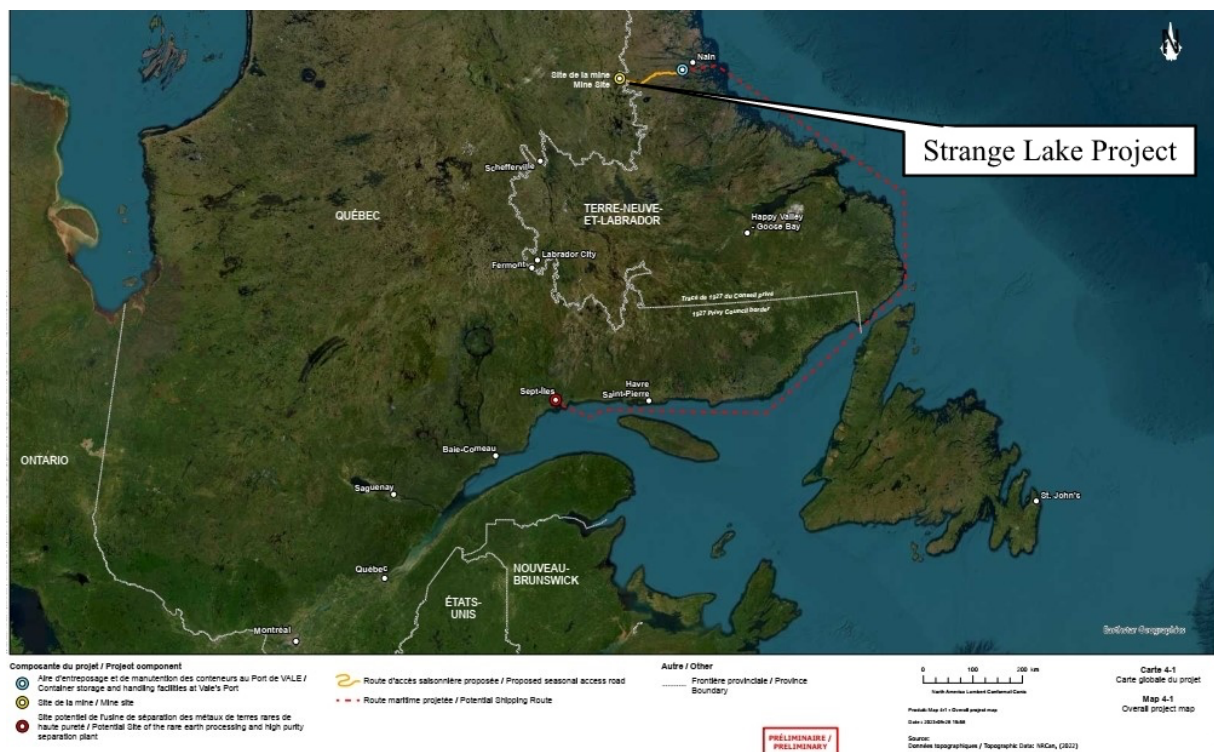


Figure 1: General Location Map of the Project Area

The Vendors realized the significant potential for critical metals in the George River/Strange Lake area, carried out an exhaustive compilation of existing data, determined the areas showing the highest mineral assay results and geological prospectivity, and subsequently staked the portfolio of claims in early 2024, named the **Stewart Lake Property** and **Strange Lake North Property** (refer Figure 2) and the **Nanuk** and **Crater Lake Scandium Properties** located some 50kms southwest of Strange Lake.

The large amount of historical sampling and assaying undertaken by prior companies focussed on Uranium, Rare Earth and Scandium elements. The results have been filed with the Quebec Government as File GM63652, Quebec Government Assessment Database. This work has been presented to NewPeak as a part of the Company's technical due diligence investigations. NewPeak shall complete this evaluation in the near term and report the findings to the market.

The **Stewart Lake Property** is located approx. 16 km northeast of Torngat's Strange Lake Rare Earth Project and consists of 7,767 hectares of claims that straddle the Quebec Labrador border. The property contains several anomalous areas named: the Stewart Lake Anomaly, the Kogaluk Anomaly, and the Moonbase Anomaly. The Uranium mineralisation measures roughly 500 meters wide and 2.0 km in strike length and is associated with a well-defined and strong airborne radiometric anomaly and EM conductors, trending east/northeast. The mineralisation is associated with coarse grained granite pegmatite dykes, cross-cutting biotite gneissic rocks.

The **Strange Lake North Property** lies immediately north and contiguous with Torngat Metals' Strange Lake Project (Figure 2) and is 1,433 hectares in area. Minimal exploration has been carried out however there are a number of anomalous mineral assays recorded.

The **Nanuk and Crater Lake Scandium Property** claims make up the remainder of the total 16,100 hectares tenement package. There is a broad zone of Uranium, REE and Scandium mineralization within this area covering a surface area of approx. 5.0 km (north/south) by 5.0 km (east/west). Yellow staining, oxidized Uranium mineralization is visible and widespread throughout this area. This mineralization is hosted within a dominantly white homogenous pegmatitic unit containing trace to 10% biotite.

ACQUISITION CONSIDERATION

The consideration paid to the Vendors for the acquisition by NewPeak is:

- **AUD\$500,000 by way of issue of a total of 33,333,333 NPM shares at an issue price of \$0.015 (1.5 cents) per share.**
- NewPeak granting a **2% net smelter royalty** from all future mineral production from the Tenements of which:
 - (a) 50% may be acquired back by NewPeak for AUD\$500,000 at any time; and
 - (b) the remaining 50% may be acquired back by NewPeak at market value.

NewPeak has also agreed to provide a future milestone payment to the Vendors of AUD\$300,000 through either NPM shares (10 day VWAP on completion of the milestone) or cash, at NewPeak's discretion, on the completion of exploration programs valued at greater than AUD \$500,000 within 30 months of closing the transaction.

The Term Sheet is subject to several standard condition's precedent including:

- NPM conducting and being satisfied in all respects with the results of their legal, financial, and technical due diligence in relation to the Tenements.
- Obtaining all relevant regulatory and third-party approvals consents and approvals.
- Shareholder approval, if required.

NewPeak will appoint Emma Fairhurst to the board of directors of NewPeak as a non-executive director on completion of the sale, which is scheduled to take place on or before 31 May 2024.

CAPITAL RAISING AND DEBT CONVERSION

NewPeak will undertake a capital raising as a part of this transaction comprising a Rights Issue to raise not less than \$500,000 at the same issue price as the shares being provided to the Vendors, 1.5 cents, and a Placement to raise not less than \$500,000 at the same price.

The funds shall supplement the Company's existing and future cash resources from its recent and future asset sales and be used to carry out intended exploration activities on the Canadian properties, described below, be available for new acquisitions, and provide general working capital.

Contemporaneously with the capital raise, the Company shall seek to convert most of its existing debt of approximately \$1,100,000 comprising Convertible Loans (from Neil Stuart, Boyd White and David Mason), Directors and Management Fees at the share price of 1.5 cents. Shareholder approval for the proposed conversions will be sought where required.

NEWPEAK'S FUTURE EXPLORATION PLANS

On the close of the transaction, NewPeak intends to immediately commence an aggressive exploration program to move the project towards defining JORC mineral resources. The program envisaged would include:

- A detailed review and evaluation of the Vendor's compilation of historical exploration and creation of a GIS database.
- A reinterpretation of all existing airborne and ground geophysical data.
- The acquisition and interpretation of ASTER or other high-definition satellite imagery.
- Reconnaissance geochemical sampling, scintillometer traverses, and broad-scale geological mapping.
- Priority areas will be followed up with wide-spaced, low-detection soil sampling, and areas with

shallow cover tested with RAB or aircore drilling.

- Ground geophysical surveys such as magnetics, radiometrics, and IP, and possibly Sub-Audio Magnetism (SAM), would be carried out over potential areas to better define geology and mineralisation.
- Geochemical samples will be submitted for multi-element analyses, which will include a suite of important indicator elements for Strange Lake-style mineralisation.
- RC drilling will test the priority area's mineral potential and improve the geological and mineralogical understanding.
- Detailed and closely spaced RC and diamond core drilling to allow the definition of JORC Resources and for metallurgical purposes.

TORNGAT METALS LTD - STRANGE LAKE RARE EARTH MINING PROJECT

The following description is included to provide some geological, mineralisation, resources, development and infrastructure background information which has an intricate relevance to the potential for the discovery, logistics platform and development of any mineral resources in the Stewart Lake Property to be acquired by NewPeak.

Geology and Discovery of Minerals in the George River/Strange Lake Area

The Strange Lake deposit is part of a post-tectonic, peralkaline granite complex which has intruded along the contact between older gneisses and monzonites of the Churchill Province of the Canadian Shield. Mineralization of interest at Strange Lake occurs within peralkaline granite-hosted pegmatites and aplites and, to a lesser degree, within the host granites, particularly in granites that have been intruded by mineralized pegmatites.

Torngat's Strange Lake Project was discovered in 1980 when the Geological Survey of Canada (GSC), and the Newfoundland and Labrador Department of Mines and Energy, Mineral Development Division, released a detailed lake sediment, water and radiometric survey. This survey was the first time the strong dispersion pattern of the Strange Lake mineralisation was published, and it led directly to the Iron Ore Company of Canada (IOCC) discovery of the Strange Lake Alkali Complex (SLAC) and associated REE mineralization. Subsequent drilling up to 1984 culminated in the discovery of the Strange Lake REE mineralization, which IOCC named the A Zone (renamed Main Zone).

Later IOCC identified a second zone by diamond drilling and bedrock mapping. The second anomalous zone of mineralization in the Strange Lake area was named the B Zone by IOCC.

Strange Lake Mineral Resource

The mineral resource of the B zone reported in October 2012 comprises:

- Total Indicated Resource: 278 Mt @ 0.93% TREO, comprising 0.57% LREO, 0.36% HREO, 1.92% ZrO₂, 0.05% HfO₂ and 0.18% Nb₂O₅.
- Inferred Resource: 214 Mt @ 0.85% TREO, comprising 0.55% LREO, 0.30% HREO, 1.71% ZrO₂, 0.04% HfO₂ and 0.14% Nb₂O₅.

LREO = Light Rare Earth Oxides (La, Ce, Pr, Nd, Sm)

HREO = Heavy Rare Earth Oxides (Eu, Gd, Tb, Dy, Ho, Er, Tm, Yb, Lu)

TREO = Total Rare Earth Oxides. All percentages are wt.%.

This summary is drawn from the following references:

- Gowans, R.M., Lewis, W.J., Shoemaker, S., Spooner, J. and Zalnieriunas, R.V., 2014 - Technical report on the preliminary economic assessment (PEA) for the Strange Lake property, Quebec, Canada.
- An NI 43-101 Technical Report prepared by Micon International Limited for Quest Rare Minerals Limited, 258p, 9 April 2014.

Proposed Infrastructure Development

Torngat Metals is proposing the construction, operation and closure of an open-pit, rare earth mine, located approximately 235 kilometers northeast of Schefferville. Torngat plans to build a 160-kilometre seasonal road from the mine site in Quebec to an existing port at Vale's nickel-copper mine in Anaktalak Bay on the northeast coast of Labrador, with approximately 140 kilometres of the road to be located in northern Labrador. The ore concentrate would be transported by road from the mine site to a new container storage and handling facility at Vale's port, and then by ship to a rare earth processing and separation plant to be built in an existing industrial port in Sept-Îles, Quebec.

Cerberus Capital, a pioneer in alternative investing with approximately US\$60 billion in assets, is the cornerstone investor in the Strange Lake Project. Cerberus has provided US\$50 million, the largest single investment in rare earths in Canada, and comes with a long-term horizon, enabling Torngat to advance initiatives across all aspects of the project.

Initiatives include a Pre-feasibility study (PFS) expected by 2024, with major project improvements, streamlined capital and operational costs, and completion of a Bankable Feasibility Study (BFS) thereafter.

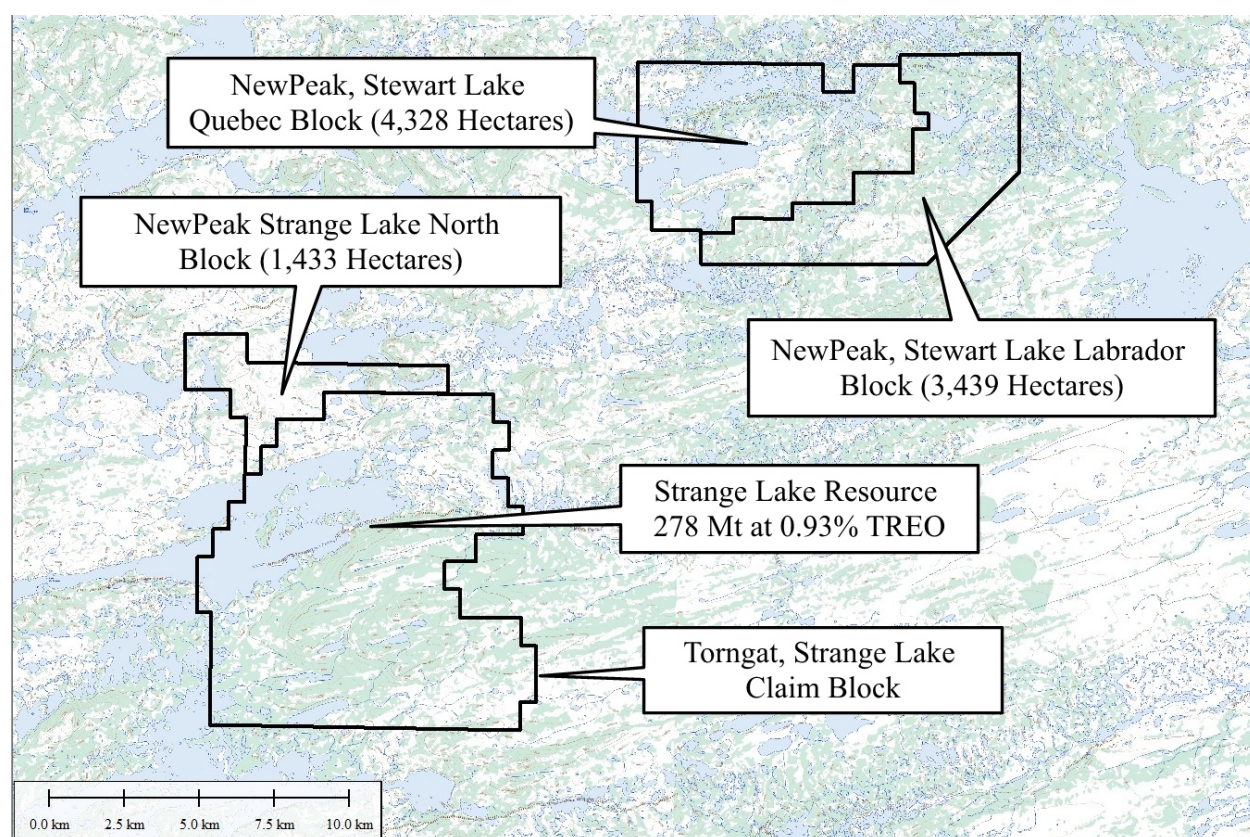


Figure 2: Location of the Vendors/NewPeak's Stewart Lake Property and Strange Lake North Property in relation to Torngat Metals' Strange Lake Rare Earth Mining Project ("Strange Lake Resource").

Authorised for Release by the Board of Directors.

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Forward Looking Statement

This announcement may contain certain statements and projections provided by or on behalf of NewPeak Metals Limited (NewPeak, the Company) with respect to the anticipated future undertakings. These forward-looking statements reflect various assumptions by or on behalf of the Company. Accordingly, these statements are subject to significant business, economic and competitive uncertainties and contingencies associated with exploration and/or mining which may be beyond the control of the Company which could cause actual results or trends to differ materially, including but not limited to price fluctuations, exploration results, reserve and resource estimation, environmental risks, physical risks, legislative and regulatory changes, political risks, project delay or advancement, ability to meet funding requirements, factors relating to property title, native title and aboriginal heritage issues, dependence on key personnel, share price volatility, approvals and cost estimates. Accordingly, there can be no assurance that such statements and projections will be realised. The Company makes no representations as to the accuracy or completeness of any such statement of projections or that any forecasts will be achieved.

Additionally, the Company makes no representation or warranty, express or implied, in relation to, and no responsibility or liability (whether for negligence, under statute or otherwise) is or will be accepted by the Company or by any of their respective officers, directors, shareholders, partners, employees, or advisers as to or in relation to the accuracy or completeness of the information, statements, opinions or matters (express or implied) arising out of, contained in or derived from this presentation or any omission from this presentation or of any other written or oral information or opinions provided now or in the future to any interested party or its advisers. In furnishing this presentation, the Company undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

Nothing in this material should be construed as either an offer to sell or a solicitation of an offer to buy or sell securities. It does not include all available information and should not be used in isolation as a basis to invest in NewPeak.

Quebec and Labrador Tenements List

Tenement	Registered Holder	Beneficial Holder	Grant Date	Expiry Date	Encumbrances
Quebec Claims					
NTS 13M04 Title No: 2817941	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	14/01/2024	13/01/2027	Nil
NTS 13M04 Title No 2819258- 2819268	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	01/02/2024	31/01/2027	Nil
NTS 13M04 Title No 2820816- 2820855	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	20/02/2024	19/02/2027	Nil
NTS 13M05 Title No	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	13/01/2024	12/01/2027	Nil

2817900- 2817903					
NTS 13M05 Title No 2817939- 2817940	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	14/01/2024	13/01/2027	Nil
NTS 13M05 Title No 2817942- 2817944	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	14/01/2024	13/01/2027	Nil
NTS 13M05 Title No 2819269- 2819295	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	01/02/2024	31/01/2027	Nil
NTS 13M05 Title No 2820856- 2820895	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	20/02/2024	19/02/2027	Nil
NTS 14D05 Title No 2818764- 2818797	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	28/01/2024	27/01/2027	Nil
NTS 14D05 Title No 2818978- 2819003	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	30/01/2024	29/01/2027	Nil
NTS 23P01 Title No 2817929- 2817932	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	13/01/2024	12/01/2027	Nil
NTS 23P01 Title No 2819296- 2819299	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	01/02/2024	31/01/2027	Nil
NTS 23P16 Title No 2819186- 2819225	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	30/01/2024	29/01/2027	Nil
NTS 23P16 Title No 2819462- 2819501	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	02/02/2024	01/02/2027	Nil
NTS 23P16	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	09/02/2024	08/02/2027	Nil

Title No 2820066- 2820079					
NTS 24A08 Title No 2818798- 2818832	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	28/01/2024	27/01/2027	Nil
NTS 24A08 Title No 2819004- 2819010	Wayne Holmstead	Emma Fairhurst – 70% Wayne Holmstead – 30%	30/01/2024	29/01/2027	Nil
Newfoundland and Labrador Claims					
NTS 14D05 Licence 037379M	Wayne Holmstead		28/02/2024	28/02/2029	Nil