



## Ridgeline Minerals Executes Exploration Earn-In Agreement with South32 at the Selena Project, Nevada

Join us for a Selena Webinar at 4:00 pm ET August 22, 2024 – register [HERE](#).

*All dollars are US dollars*

**Vancouver, Canada, August 22, 2024** – Ridgeline Minerals Corp. (“**Ridgeline**” or the “**Company**”) (TSX-V: RDG | OTCQB: RDGMF | FRA: OGC0) is pleased to announce that it has entered into an earn-in agreement dated August 21, 2024 (the “**Earn-In Agreement**” or “**Agreement**”) with a wholly-owned subsidiary of South32 Limited (**South32**), pursuant to which South32, subject to TSX Venture Exchange approval, can acquire up to an 80% interest in Ridgeline’s Selena carbonate replacement deposit (“**CRD**”) project (“**Selena**” or the “**Project**”); a 39 square kilometer land package located directly adjacent to Freeport-McMoRan’s Butte Valley copper porphyry project<sup>1</sup> ([Figure 1](#)).

In order to earn an initial 60% ownership interest in the Project, South32 must pay Ridgeline a US\$100,000 execution payment and fund a minimum of US\$10.0 million (of which US\$2.0 million is guaranteed) in qualifying exploration expenditures on the Project over an initial five-year term, following which South32 will have a further option to increase its ownership interest in the Project to a total of 80% by incurring an additional US\$10.0 million in expenditures for an aggregate spend of US\$20.0 million, as outlined below. Ridgeline will remain operator of the Project during the Initial Phase 1 Earn-in Option period.

*Chad Peters, Ridgeline’s President, CEO & Director commented, “We are delighted to partner with South32 and add a third earn-in agreement with a major mining company to Ridgeline’s exploration portfolio. We strongly believe that Selena represents a significant exploration opportunity in the base metal sector and South32 is the ideal partner to help us quickly advance and de-risk our high-grade CRD discovery at Selena.”*

*Mr. Peters continues, “Ridgeline’s combined earn-in agreements between South32 and Nevada Gold Mines now provides up to US\$60 million in potential exploration expenditures across the Selena, Swift and Black Ridge projects. Furthermore, all three earn-in agreements retain non-dilutive, debt financing options that will effectively carry Ridgeline’s 20% to 25% interests in the respective projects should they proceed to production. Ridgeline’s portfolio now offers a compelling mix of leveraged discovery potential through our three partner projects, as well as 100%-owned upside through our exploration pipeline of projects, led by our flagship porphyry copper project at Big Blue.”*

---

<sup>1</sup> This news release contains information about adjacent properties on which Ridgeline has no right to explore or mine. Readers are cautioned that mineral deposits on adjacent properties are not indicative of mineral deposits on the Company’s properties.

## Earn-In Agreement Highlights

- **Reimbursement of Prior Expenditures:** South32 will pay Ridgeline a US\$100,000 execution payment within ten business days following execution of the Agreement.
- **Initial Phase 1 Earn-In Option:** South32 may earn an initial 60% interest in the Project by incurring a minimum of US\$10.0 million in qualifying work expenditures and US\$500,000 in cash payments over the initial five-year period (the “**First Option**”), including:
  - funding US\$500,000 and US\$1.5 million (total of US\$2.0 million) in exploration expenditures on or before each of the first and second anniversaries, respectively, of the Agreement as a firm commitment;
  - funding an additional US\$8.0 million in qualifying exploration expenditures on or before the fifth anniversary of the agreement (total of US\$10.0 million); and
  - making a one-time cash payment of US\$500,000 to Ridgeline on or before the fifth anniversary of the Agreement.

During the First Option earn-in period, Ridgeline will remain the operator of the Project and will collect a 10% project management fee on all qualifying exploration expenditures. In addition, South32 and Ridgeline will each elect two representatives to a technical steering committee, which will meet quarterly to review budgets and exploration progress. If the First Option is exercised, South32 will obtain its interest in the Project by way of the issue to it of 60% of the equity in the entity holding the Project.

- **Phase 2 Earn-In Option:** Subject to South32 having exercised the First Option, South32 shall retain the sole right and option to earn an additional 20% ownership interest in the Project, for an aggregate 80% ownership interest (the “**Second Option**”), by providing written notice within six (6) months following the First Option exercise date and sole-funding an additional US\$10.0 million in qualifying work expenditures over an additional 3-year period. During the Second Option earn-in period, South32 has the option to take over operatorship of the Project. Before exercise of the Second Option, South32 will arrange for and provide draft definitive documentation for the Ridgeline Facility (as defined and described below).

If South32 does not exercise the Second Option and earn an additional 20% Project interest, the interests of the parties in the entity holding the Project will remain 60:40 and South32 shall have no obligation to provide the Ridgeline Facility (as defined below).

- **Ridgeline Debt Facility:** If South32 wishes to exercise the Second Option, it must within 42 months of the Second Option commencement date, arrange for and provide draft definitive documentation in respect of a debt facility (“**Ridgeline Facility**”) from which (if executed) Ridgeline may draw on to sufficiently fund Ridgeline’s share of costs associated with the development of a mine at Selena through to commercial production, whereby, among other things:
  - The principal amount drawn on under the Ridgeline Facility will bear interest at a rate equal to the three-month Chicago Mercantile Exchange Term Secured Overnight Financing Rate plus a margin of 3%; and
  - upon the commencement of commercial production at Selena, Ridgeline will be required to repay the Ridgeline Facility by paying South32 80% of the future free cash flows

attributable to Ridgeline from production on the Project until the outstanding drawn principal under the Ridgeline Facility plus applicable interest is repaid.

### Proposed Work Program, Year-1

The first years' work program has been designed to meet the US\$500,000 minimum spending requirement as defined in the earn-in agreement highlights. Ridgeline has already begun coordinating with the South32 exploration team and anticipates the completion of a ground magnetotelluric ("MT") geophysical survey over the Chinchilla Sulfide target before the end of the year as well as the drilling and installation of a production water well (previously permitted by Ridgeline – see [July 20, 2024 press release](#)). Data from the MT survey will help guide a Phase I work plan administered under the recently approved Plan of Operations ("PoO") (see [August 15, 2024 press release](#)), which will allow for up to 200 acres of surface disturbance to support future exploration efforts at Selena.

**Figure 1:** Map of Butte Valley showing Ridgeline's Selena CRD project (subject to earn-in with South32) adjacent to Freeport-McMoRan's ("FCX") Butte Valley copper porphyry JV with Falcon Butte Minerals.



### Selena Project

Selena is located in White Pine County, Nevada, approximately 64 kilometers ("km") north of the town of Ely, NV. The Project shares an adjoining property boundary with the Butte Valley project<sup>1</sup>, a US\$33.0 million earn-in agreement between Freeport-McMoRan and the underlying owner, Falcon Butte Minerals, where Freeport reserves the right to earn-in to up to 80% ownership of the Butte Valley project. Selena is subject to an up-to US\$20.0 million exploration earn-in agreement with South32 and is comprised of 39 km<sup>2</sup> of highly prospective exploration ground including Ridgeline's shallow-oxide Ag-Au ± Pb-Zn Chinchilla

discovery. Subsequent drilling has continued to highlight the potential for high-grade CRD type mineralization (Ag-Au-Pb-Zn ± Cu-W) between Chinchilla and the Butte Valley Cu-Au-Ag-Zn porphyry located directly west of the property. ([View the Selena VRIFY Deck Here](#))

The technical information contained in this news release has been prepared under the supervision of, and approved by Michael T. Harp, CPG, the Company's Vice President, Exploration. Mr. Harp is a "qualified person" as defined under National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

#### **About Ridgeline Minerals Corp.**

Ridgeline Minerals is a discovery focused, precious and base metal explorer with a proven management team and a 195 km<sup>2</sup> exploration portfolio across five projects in Nevada, USA. The Company retains a highly prospective and 100% owned exploration portfolio consisting of the Bell Creek and Big Blue projects as well as two earn-in exploration agreements with Nevada Gold Mines at the Swift and Black Ridge gold projects and a third earn-in exploration agreement with South32 at the Selena CRD project. More information about Ridgeline can be found at [www.ridgelineminerals.com](http://www.ridgelineminerals.com).

#### **About South32**

South32 is a globally diversified mining and metals company. South32's purpose is to make a difference by developing natural resources, improving people's lives now and for generations to come. South32 is trusted by its owners and partners to realise the potential of their resources. South32 produces commodities including bauxite, alumina, aluminium, copper, silver, lead, zinc, nickel and manganese from its operations in Australia, Southern Africa and South America. South32 also has a portfolio of high-quality development projects and options, and exploration prospects, consistent with its strategy to reshape its portfolio toward commodities that are critical for a low-carbon future.

#### **On behalf of the Board**

*"Chad Peters"*

President & CEO

#### **Further Information:**

Chad Peters, P.Geo.

President, CEO & Director

Ridgeline Minerals Corp.

+1 775 304 9773

[cpeters@ridgelineminerals.com](mailto:cpeters@ridgelineminerals.com)

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

#### **Cautionary Note regarding Forward Looking Statements**

*Statements contained in this press release that are not historical facts are "forward-looking information" or "forward-looking statements" (collectively, "Forward-Looking Information") within the meaning of applicable Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. Forward-Looking Information includes, but is not limited to, the potential benefits of the Earn-In Agreement (including the Proposed Work Program, Year 1) and the transactions contemplated thereby (collectively the "Earn-In Transaction"). The words "potential", "anticipate", "meaningful", "discovery", "forecast", "believe", "estimate", "expect", "may", "will", "project", "plan", "historical", "historic" and similar expressions are intended to be among the statements that identify Forward-Looking Information. Forward-Looking Information involves known and unknown risks, uncertainties and other factors which may cause the actual results to be materially different from any future results expressed or implied by the Forward-Looking Information. In preparing the Forward-Looking Information in this news release, Ridgeline has applied several material assumptions, including, but not limited to, assumptions that TSX Venture Exchange approval will be granted in a timely manner subject only to standard conditions; that all conditions precedent to the Earn-In will be satisfied*

*in a timely manner; the current objectives concerning the Project and the Company's other projects can be achieved and that its other corporate activities will proceed as expected; that general business and economic conditions will not change in a materially adverse manner; and that all requisite information will be available in a timely manner. Forward-Looking Information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of Ridgeline to be materially different from any future results, performance or achievements expressed or implied by the Forward-Looking Information. Such risks and other factors include, among others, risks related to dependence on key personnel; risks related to unforeseen delays; risks related to historical data that has not been verified by the Company; as well as those factors discussed in Ridgeline's public disclosure record. Although Ridgeline has attempted to identify important factors that could affect Ridgeline and may cause actual actions, events, or results to differ materially from those described in Forward-Looking Information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that Forward-Looking Information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on Forward-Looking Information. In addition, this news release contains information about adjacent properties on which Ridgeline has no right to explore or mine. Readers are cautioned that mineral deposits on adjacent properties are not indicative of mineral deposits on the Company's properties. Except as required by law, Ridgeline does not assume any obligation to release publicly any revisions to Forward-Looking Information contained in this news release to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.*