

# SEASHORE RESOURCE PARTNERS CORP.

(TSX-V: SSH.P)

## SEASHORE SIGNS DEFINITIVE AGREEMENT WITH KINGFISHER RESOURCES LTD.

Vancouver, B.C. - September 30, 2020 - Seashore Resources Partners Corp. (“**SSH**” or the “**Company**”), a capital pool company pursuant to Policy 2.4 of the TSX Venture Exchange (the “**TSX-V**”), is pleased to announce that further to its press release dated July 23, 2020 regarding the signing of a binding letter of intent to acquire Kingfisher Resources Ltd. (“**Kingfisher**”), the Company and Kingfisher have now executed a definitive amalgamation agreement dated September 24, 2020 (the “**Amalgamation Agreement**”). Under the Amalgamation Agreement, SSH and Kingfisher will complete a three-cornered amalgamation whereby SSH will incorporate a new wholly owned subsidiary that will amalgamate with Kingfisher to form a new company (the “**Transaction**”).

Pursuant to the Transaction, the Company will issue common shares in the capital of SSH (“**SSH Shares**”) to the holders of Kingfisher common shares (“**Kingfisher Shares**”) on the basis of one SSH Share for each Kingfisher Share at a deemed price of \$0.25 per Kingfisher Share. The Transaction is an arm’s length transaction and there are currently 39,173,801 Kingfisher Shares outstanding. Upon the completion of the Transaction, SSH will be the parent company (the “**Resulting Issuer**”) and it is anticipated that the Resulting Issuer will be listed as a Tier 2 Mining issuer on the TSX-V and will carry on the business of Kingfisher with a trading symbol of “KFR”, subject to requisite regulatory approvals.

The following sets out the names and backgrounds of all persons who are expected to be the officers and directors of the Resulting Issuer:

**Dustin Perry, CEO and Director.** Mr. Perry is an exploration geologist and entrepreneur with over 13 years in the mining sector. He has worked on over 50 exploration projects throughout British Columbia, the Yukon and Mexico. He received a B.Sc Geology from the University of British Columbia and is a registered professional geologist with the Association of Professional Engineers and Geoscientists of BC.

**David Loretto, President and Director.** Mr. Loretto is an exploration geologist and entrepreneur, having received a B.Sc (Hons) in Geological Sciences from Queen’s University and was an exploration team member on the Brucejack deposit with Pretium Resources Inc. (TSX: PVG). He has over 10 years of experience in the resource sector working in both technical and management capacities and has been involved with exploration in British Columbia, the United States and New Zealand. Mr. Loretto currently serves as a director for Interlapse Technologies Corp. (TSX-V: INLA) and PLB Capital Corp. (TSX-V: PLB.P).

**Barry MacNeill, CFO.** Mr. MacNeil is a member of the Chartered Professional Accountants of BC with more than 30 years of management and accounting experience in public company, private practice, and industry. Mr. MacNeil currently acts as CFO and Corporate Controller of TAG Oil Ltd. (TSX-V: TAO), as CFO of Interlapse Technologies Corp. (TSX-V: INLA), and as CFO of MCX Technologies Corp. (TSX-V: MCX).

**Giuseppe (Pino) Perone, Corporate Secretary and Director.** Mr. Perone is a lawyer by background and has extensive corporate experience that stems from practicing as corporate counsel, as well as serving as an executive and director, for various public and private companies in the resource and technology sectors. Mr. Perone currently acts as General Counsel and Corporate Secretary of TAG Oil Ltd. (TSX-V: TAO), as President, Corporate Secretary and a director of Interlapse Technologies Corp. (TSX-V: INLA), as CEO, CFO, Corporate Secretary and a director of PLB Capital Corp. (TSX-V: PLB.P) and as a director of MCX Technologies Corp. (TSX-V: MCX). Mr. Perone holds a B.A. from the University of Victoria and an LL.B.

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from the University of Alberta and has been a member in good standing of the Law Society of British Columbia since 2006.

**Chris Beltgens, Director.** Mr. Beltgens has over 10 years of investment, business development and corporate finance experience. Since April 2016, he has been the Vice President of Corporate Development for TAG Oil Ltd. (TSX-V: TAO). Prior thereto from 2013 to 2016, he was the corporate development manager for East West Petroleum Corp. (TSX-V: EW). Mr. Beltgens previously spent six years in London working in investment banking covering international oil & gas exploration and production companies and where he assisted in raising capital for the sector. Mr. Beltgens has completed the CFA program, received an MBA from the University of Toronto and a B.Sc from the University of Victoria.

**Richard (Rick) Trotman, Director.** Mr. Trotman is a professional geologist with a broad range of experience within the mining industry, having worked in both buy-side and sell-side positions as well as technically focused responsibilities with major mining companies. He was previously with Resource Capital Funds, a leading mining-focused private equity firm, where he was involved in executing a broad range of investments spanning the precious, base and minor metal spaces and was also responsible for establishing and managing the firm's portfolio of exploration investments. Prior to Resource Capital Funds, Mr. Trotman worked as a mining industry equity research analyst in New York City and was an exploration geologist with leading gold producers such as Barrick Gold Corp, Meridian Gold Inc. and Yamana Gold Inc. in both the USA and Mexico. Mr. Trotman currently acts as President, CEO, and a director of Barksdale Resources Corp. (TSX-V: BRO) and holds a Master of Science in Economic Geology from the University of Nevada Reno and a Bachelor of Science in Geology from Washington State University.

The Transaction remains subject to several terms and conditions, including, but not limited to, the completion of a private placement, as further described below, and the approval of the TSX-V.

As noted above, it is a condition of the Transaction that SSH complete a private placement (the "**Financing**") to raise aggregate gross proceeds of not less than \$1,500,000 through the issuance of a minimum of 6,000,000 units (each a "**Unit**"). Each Unit will consist of one SSH Share and one share purchase warrant ("**SSH Warrant**"). Each SSH Warrant will be exercisable at a price of \$0.50 per share for a period of 24 months. The Financing is expected to complete in conjunction with the closing of the Transaction.

This release does not constitute an offer to sell and is not a solicitation of an offer to buy any securities in the United States. The securities of the Company and KRL have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws unless pursuant to an exemption from such registration.

Trading in SSH Shares will remain halted pending the satisfaction of all applicable requirements pursuant to Policy 2.4 of the TSX-V.

### **For further information, please contact:**

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*Neither the TSX-V nor its Regulation Services Provider (as that term is defined in the policies of the TSX-V) accepts responsibility for the adequacy or accuracy of this release.*

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### ***Disclaimer and Forward-Looking Information***

*Statements contained in this release that are not historical facts are forward-looking statements that involve various risks and uncertainty affecting the business of SSH. In making the forward-looking statements, SSH has applied certain assumptions that are based on information available, including SSH's strategic plan for the near and mid-term. There can be no assurance that such 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. SSH does not undertake to update any forward-looking information, except in accordance with applicable securities laws.*

*The TSX-V has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this news release.*

*All information contained in this news release relating to Kingfisher was provided by Kingfisher to the Company for inclusion herein. The Company has not independently verified such information and shall bear no liability for any misrepresentation contained therein.*

*Completion of the Transaction is subject to a number of conditions, including but not limited to, TSX-V acceptance and if applicable pursuant to TSX-V requirements, majority of the minority shareholder approval. Where applicable, the 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 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 a capital pool company should be considered highly speculative.*