

# American Copper Development Corporation Completes Acquisition of Lordsburg Property, Adds Rick Van Nieuwenhuysse as Chairman and Daniel Schieber as CEO and Completes Private Placement

Vancouver, British Columbia--(Newsfile Corp. - August 9, 2022) - American Copper Development Corporation (CSE: CI) ("**ACDC**" or the "**Company**") has completed its acquisition (the "**Transaction**") of certain mineral property interests located in the State of New Mexico (the "**Lordsburg Property**") from Pyramid Peak Mining, LLC ("**PPM**"), a wholly owned subsidiary of Waterton Precious Metals Fund II Cayman, LP, and Mason Resources (US) Inc. ("**Mason**", and collectively with PPM, the "**Vendors**"), a wholly owned subsidiary of Hudbay Minerals Inc as further described in the Company's new releases dated January 13, 2022 and May 26, 2022 (collectively, the "**Previous News Releases**"). The Company is also pleased to announce that Rick Van Nieuwenhuysse has been appointed as Chairman of the board of directors and Daniel Schieber as Chief Executive Officer and that it has closed its private placement of 40,015,840 subscription receipts (the "**Subscription Receipts**") at a price of \$0.25 per Subscription Receipt (the "**Issue Price**") for gross proceeds to the Company of \$10,003,960 (the "**Equity Financing**").

"The transaction with Waterton and Hudbay consolidates most of the Lordsburg mining district into ACDC. This district has historically produced significant amounts of precious and base metals from a variety of vein deposits, but to date there has not been a concerted effort to explore for the causative porphyry that generated the fluids for these high-grade veins. Industry's understanding of zoning models in porphyry copper districts and how to explore for them has improved greatly over the past 20 years, and the Lordsburg district itself has not benefited from these advances. We have a district scale IP and MT program underway along with getting the extensive underground mapping and sampling database plotted in 3D. We are also re-mapping the surface geology and relogging the historic core. This will provide a wealth of information. We will bring the most up-to-date exploration techniques to bear on this exciting, but under-explored porphyry copper district located in the middle of abundant infrastructure including interstate highway, rail and multiple power plants - including geothermal and solar power plants providing green energy. We are excited to get exploration underway - it's a long way to the top if you want to define a porphyry," said Rick Van Nieuwenhuysse, American Copper Chairman.

## Details of the Transaction

ACDC acquired the Lordsburg Property from the Vendors for a combination of common shares of ACDC (the "**Common Shares**"), cash, milestone payment rights and net smelter return ("**NSR**") royalties. ACDC paid PPM (i) \$2,331,500 in cash (which includes \$1,831,500 in proceeds from the sale of 8,140,000 Common Shares arranged by the Company that were disclosed in the Previous News Releases as share consideration to PPM), (ii) 8,140,000 Common Shares, (iii) granted PPM a 1.5% NSR royalty on minerals produced from the lands purchased from PPM (except for certain excluded claims subject to pre-existing royalties) and a 0.5% NSR royalty on all minerals produced from the lands purchased from Mason (the "**PPM Royalties**") and (iv) entered into the milestone payment rights agreement as further described below. On closing, Mason received (i) 9,896,591 Common Shares and (ii) granted Mason a 1.5% NSR royalty on minerals produced from the lands purchased from Mason and a 0.5% NSR royalty on all minerals produced from the lands purchased from PPM (except for certain excluded claims subject to pre-existing royalties) (the "**Mason Royalties**", and collectively with the PPM Royalties, the "**Vendor Royalties**").

With respect to the milestone payment rights agreement with PPM (the "**Milestone Agreement**"), ACDC will pay PPM the transferable right to receive cash (or subject to the terms of the Milestone Agreement, Common Shares) according to the following payment schedule: (i) \$1,000,000 on the date that is 12 months following the date of the Milestone Agreement, (ii) \$1,500,000 on the date that is 24 months following the date of the Milestone Agreement, and (iii) \$2,500,000 on the date that is 36 months following the date of the Milestone Agreement (the "**Milestone Payments**").

## **Equity Financing**

Pursuant to the Equity Financing, ACDC issued 40,015,840 Subscription Receipts. Each Subscription Receipt entitled the holder thereof to receive, upon satisfaction of certain escrow release conditions and without the payment of any additional consideration, one Common Share. The escrow release conditions included: completion of the Equity Financing, approval by the Canadian Securities Exchange (the "**Exchange**") of the Transaction, approval by the shareholders of the Company of the Transaction as required under Policy 8 of the Exchange and receipt of all required third party consents. As the escrow release conditions have now been satisfied, ACDC will issue 40,015,840 Common Shares to the holders of the Subscription Receipts.

The Company paid finders' fees on a portion of the Equity Financing in the form of cash for a total of \$11,750 and 35,000 broker warrants at \$0.25 for a period of 18 months from closing.

All securities issued pursuant to the Equity Financing will be subject to a four-month hold period under applicable Canadian securities laws. ACDC intends to use the net proceeds from the Equity Financing for exploration expenditures at the Lordsburg property and for general working capital.

## **New Directors and Management**

Upon closing of the Transaction, the Company appointed Daniel Schieber, Curt Freeman and Rick Van Nieuwenhuysse to the board of directors of the Company (the "**Board**"), with Mr. Van Nieuwenhuysse acting as Chairman of the Board and Mr. Schieber acting as Chief Executive Officer.

Concurrently, Twila Jensen and Blaine Bailey resigned as directors, with Mr. Bailey continuing his role as chief financial officer. The Company thanks Ms. Jensen and Mr. Bailey for their service to the Board.

## **New Name, Ticker and Website**

In connection with the closing of the Transaction, the Company changed its name to "American Copper Development Corporation" to better reflect the Company's primary focus on its Lordsburg Property. ACDC expects to resume trading on the Exchange in September 2022 under ticker "ACDX" once all conditions to the Exchange's acceptance of the Transaction have been satisfied.

The Company's website will be accessed using <https://american-copper.com/>.

"Clearly American Copper Development Company (ACDC) is a tribute to one of the worlds greatest Rock Bands and we aim to reproduce their success in the music world with our exploration program at Lordsburg. Our current trading symbol CI will be changed to ACDX - just one letter off the famous band. Stay tuned for a series of 'High Voltage' news releases over the coming months as we explore this exciting porphyry copper district," said Rick Van Nieuwenhuysse, Chairman.

## **CSE Matters**

The Transaction constitutes a "Fundamental Change" under the policies of the Exchange. In accordance with Exchange policies, the Company will shortly file an Exchange form 2A Listing Statement (the "**Listing Statement**") under its profile on the Exchange's website, and under the Company's profile at [www.sedar.com](http://www.sedar.com), providing additional information regarding the Lordsburg Property and the Company following completion of the Transaction.

## About the Company

The Company is engaged in the business of mineral exploration and the acquisition of mineral property assets. Its objective is to locate and develop economic precious and base metal properties of merit and to conduct its exploration program on the Lordsburg Property and the Chuchi South Property.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities 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 or an exemption from such registration is available.

## American Copper Development Corporation

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## Cautionary Statement Regarding Forward-Looking Information

This news release includes certain "forward-looking information" under applicable Canadian securities legislation. Forward-looking information involves risks, uncertainties, and other factors that could cause actual results, performance, prospects, and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward-looking information in this news release includes, but is not limited to, statements with respect to: the occurrence of future Milestone Payments; any payments made in connection with the Vendor Royalties; all future exploration plans and activity related to the Lordsburg Property as further detailed in the Listing Statement; the Company's objectives, goals or future plans; and the business, operations, management and capitalization of ACDC following closing. Forward-looking information is necessarily based on a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause actual results and future events to differ materially from those expressed or implied by such forward-looking information. Such factors include, but are not limited to: general business, economic and social uncertainties; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; delay or failure to receive Board, shareholder or regulatory approvals; those additional risks set out in the Company's public documents filed on SEDAR at <http://www.sedar.com>; and other matters discussed in this news release. Accordingly, the forward-looking information discussed in this release, may not occur and could differ materially as a result of these known and unknown risk factors and uncertainties affecting ACDC. Although ACDC believes that the assumptions and factors used in preparing the forward-looking information are reasonable, undue reliance should not be placed on this information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Except where required by law, ACDC disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events, or otherwise.



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