

Antler Gold agrees to purchase mineral assets from Sona Nanotech

HALIFAX, May 15, 2019 /CNW/ - Antler Gold Inc. ("**Antler**") (TSXV: ANTL) and Sona Nanotech Inc. ("**Sona**") (CSE: SONA) are pleased to announce that they have entered into an agreement pursuant to which Antler will acquire from Sona a 100% interest in certain mineral claims comprising the Crescent Lake/KM61 molybdenum-copper-silver project located in Armstrong, Ontario (the "**Property**").

Under the agreement, Antler will acquire the Property (the "**Property Acquisition**") in consideration of the assumption of all liabilities of Sona associated with the Property and the future payment to Sona of contingent consideration if Antler disposes of the Property to a third party, or enters into an agreement or arrangement with a third party to otherwise monetize the Property by way of joint venture, option or other form of transaction (a "**Future Transaction**"). The amount of the contingent consideration payable to Sona will be equal to 50% of the consideration received by Antler in the Future Transaction (net of Antler's aggregate expenses related to the marketing, selling, upkeep and maintenance of the Property incurred between the acquisition of the Property and the date of such Future Transaction), to a maximum of \$3,000,000.

Antler has also agreed to purchase two subsidiaries of Sona that own technical and physical data on historical mineral interests in Mexico, and associated offsetting intercompany receivables, for a purchase price of \$1.00 (together with the Property Acquisition, the "**Transactions**"). The assets and third party liabilities are nominal for both subsidiaries.

Completion of the Transactions is subject to the satisfaction of certain conditions, including the approval of the TSX Venture Exchange ("**TSXV**").

The Transactions are Non-Arm's Length transactions pursuant to TSXV policies, as Daniel Whittaker is the CEO and a director of Antler and a director of Sona; Jim Megann is a director of both Antler and Sona; Robert Randall is the Chief Financial Officer of both Antler and Sona; and Wade Dawe is a significant shareholder of both Antler and Sona. In accordance with TSXV requirements, the Property Acquisition must be approved by the shareholders of Antler, excluding the votes of Daniel Whittaker, Jim Megann, Robert Randall and Wade Dawe and their Associates (as defined in TSXV policies). Antler intends to seek such approval at its annual and special meeting of shareholders to be held in June, 2019.

The Transactions may also be related party transactions pursuant to Multilateral Instrument 61-101, *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"); however, Antler and Sona are exempt from the valuation and minority approval requirements in MI 61-101 as the fair market value of the assets to be acquired by Antler does not exceed 25% of their respective market capitalizations.

Cautionary Statements

This press release may contain forward-looking information, such as statements regarding the completion of the Transactions, shareholder approval requirements for the Transactions and future plans and objectives of Antler and Sona. This information is based on current expectations and assumptions (including assumptions in connection with the continuance of the applicable company as a going concern and general economic and market conditions) that are subject to significant risks and uncertainties that are difficult to predict, including risks relating to the ability to satisfy the conditions to completion of the Transactions. Actual results may differ materially from results suggested in any forward-looking information. Antler and Sona assume no obligation to update forward-looking information in this release, or to update the reasons why actual results could differ

from those reflected in the forward-looking information unless and until required by applicable securities laws. Additional information identifying risks and uncertainties is contained in filings made by Antler and Sona with Canadian securities regulators, copies of which are available at www.sedar.com.

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

SOURCE Antler Gold Inc.

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