

13 November 2020

Mayur advances copper gold spin out to unlock value of portfolio.

HIGHLIGHTS

- Mayur's copper and gold assets to be listed on the TSX Ventures Exchange ("TSXV") via a Reverse Takeover Transaction ("RTO")
- A number of conditions precedent for the RTO have now been satisfied with satisfaction of remaining conditions precedent well advanced
- Definitive Agreements signed with XIB | Capital Corp. (XIB) and with Ballygowan Limited (Ballygowan) and Pacific Arc Aurum Niugini Limited (Pacific Arc).
- Initial pre-Reverse Takeover (RTO) capital raising condition of C\$2.0M completed with substantial excess demand received.
- XIB shareholder meeting to approve certain transaction matters including name change to Adyton Resources Corporation scheduled for 30 November 2020.

Mayur Resources Limited's (ASX:MRL) proposed listing of its copper and gold assets in Papua New Guinea on the TSX Venture Exchange in Canada remains on track with the company signing a definitive agreement to acquire Ballygowan and Pacific Arc, two privately-owned companies that hold gold assets in PNG including the Gameta and Wapolu projects on the Fergusson Islands.

In addition, Mayur has entered into a definitive agreement with XIB (TSX Venture: XIB.P) to vend its consolidated copper and gold portfolio into XIB via an RTO in return for shares in XIB. Mayur will install a new board of directors and management for XIB.

The terms of the definitive agreement are consistent with the terms of the Agreement as summarised in Mayur's ASX announcement dated 9 September 2020.

XIB will host a shareholders' meeting on 30 November 2020 to facilitate a number of administrative procedures for the spin out which includes a proposal to change its company name to Adyton Resources Corporation and the appointment of the new directors.

The status of the condition precedent as referred to in the ASX released dated 9 September 2020 of various successful capital raises as part of the transaction is as follows:

- Pre RTO financing of C\$2.0M has been completed via a subscription receipts structure and was substantially oversubscribed resulting in significant scaling back of initial subscription applications.

*Nation building
in Papua New Guinea*



- With the 2020 USA Presidential election now completed, the minimum C\$5.0M capital raise is expected to be initiated the week commencing 16 November 2020. A syndicate comprising leading Canadian and USA investment banks has been appointed, with a further update expected once the deal is initiated.

N43-101 technical geological reports relating to the material copper and gold assets to be owned by Adyton have been prepared and submitted to the TSXV for review. All requisite listing processes continue to progress in line with the initial timeline.

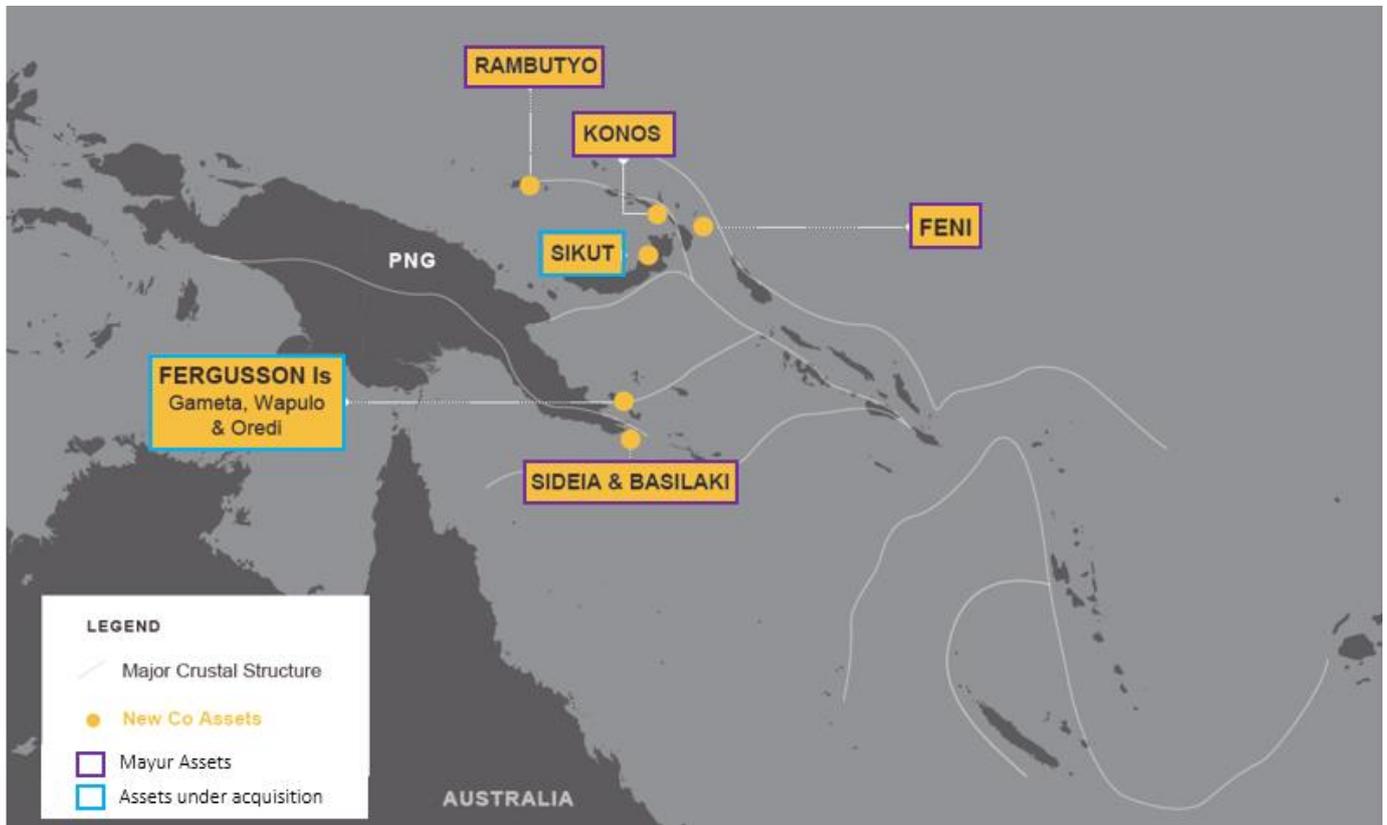


Figure 1 – map of the copper and gold assets in Papua New Guinea to be listed on the TSX Ventures Exchange via a Reverse Takeover.

It is the intention of the Mayur Board that, subject to completion of the RTO and obtaining any necessary regulatory, stock exchange or shareholder approvals, Mayur will distribute shares it receives in Adyton pursuant to the RTO to Mayur shareholders via one or more in specie distributions. It is expected that, the first in specie distribution will occur no later than H2 of calendar 2021.

Mayur Managing Director Paul Mulder said the listing process was advancing in line with expectations.

“The level of demand from investors to date has been substantial and we expect the next phase of the capital raise once initiated, to close in a timely manner,” Mr Mulder said. “Mayur has successfully created a portfolio of assets that provide shareholders with legitimate options for value creation.

“The spin out of the copper and gold assets is the first of potentially many other realisation and disaggregation strategies the company is considering, thereby validating the Mayur value creation model,” he said.



This announcement was authorised by Mr Paul Mulder, Managing Director of Mayur Resources Limited.

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ABOUT MAYUR RESOURCES

Mayur Resources is an ASX-listed company focused on the development of natural resources in Papua New Guinea. The maturation of our diversified asset portfolio, which spans industrial minerals, power generation, coal, copper and gold, will contribute to nation-building and job creation in a country experiencing a significant growth trajectory. Our unique portfolio of projects, many in close proximity to world scale producing mines, are either coastal or near the coast for easy development access and future access to seaborne markets.