



February 15, 2023 (AAG2022 – NR #2)

Aftermath

Aftermath Executes Definitive Agreement for the Sale of the Cachinal Silver Project in Chile

Vancouver, British Columbia, (Newsfile Corp. – February 15, 2023) Aftermath Silver Ltd. (the "Company") (TSXV: AAG) (OTCQX: AAGFF) is pleased to announce the signing of a definitive agreement (on the amended terms previously announced by the Company in its news release dated January 11, 2023), in respect of the disposition by the Company of its interest in the Cachinal De La Sierra Silver-Gold Project (the "Cachinal Project" or "Cachinal") to Honey Badger Silver Inc. ("Honey Badger").

Ralph Rushton, President of Aftermath said: "This transaction allows us to focus on our flagship Berenguila Project in southern Peru and Challacollo in northern Chile while providing cash and a significant position in Honey Badger. Aftermath also retains exposure to Cachinal through future production-based cash payments and an NSR should the Project go into production"

Transaction Terms:

- <u>Consideration</u>: The consideration payable to Aftermath for the disposition of the Cachinal Project (the "Transaction") will be comprised of the following: (a) an aggregate of 3,508,771 common shares of Honey Badger ("Honey Badger Shares"), at a deemed price per share of \$0.285 (being C\$1,000,000 in share consideration); (b) C\$652,000 in cash payable at closing; and (c) additional cash payments as described below.
- <u>Subsequent Payments</u>: The additional cash payments will be made in three subsequent payments, as follows:
 - C\$200,000 on or before by May 31st, 2023
 - C\$400,000 on or before March 31, 2024
 - C\$400,000 on or before September 30, 2024

The additional cash payments will be evidenced by a promissory note issued at closing (the "**Promissory Note**"), and the obligations thereunder will be secured by a pledge over the shares of the Chilean entity which holds the Cachinal Project. The Promissory Note will provide Honey Badger with the option, subject to regulatory approval (including the approval of the TSX Venture Exchange (the "**TSXV**")), to satisfy payments by issuing additional Honey Badger Shares at a deemed price per share equal to the greater of:

(a) the 30 trading-day volume weighted average price of the Honey Badger Shares on the TSXV (the "**VWAP**"); or (b) the maximum permitted discount permitted under the policies of the TSXV; provided that the Company will not be able to issue Honey Badger Shares in satisfaction of amounts owing if its 30 trading-day VWAP is less than C\$0.05).

- <u>1% NSR and Production Payments Royalty</u>: In connection with the acquisition of the Cachinal Project, Honey Badger has agreed to grant Aftermath with a 1% net smelter returns royalty (with a complete buy-back option in favour of Honey Badger for C\$8,500,000) as well as a production payments royalty upon commencement of commercial production at Cachinal, (payable, in cash or shares at Aftermath's option (but subject to required regulatory approvals in respect of share payments), of C\$0.50 per payable silver ounce produced at the Cachinal Project, until an aggregate of C\$2,500,000 has been paid, at which point the production payments royalty will terminate.
- <u>Hold Period</u>: In addition to any hold periods imposed by applicable securities laws, the Honey Badger Shares to be issued to Aftermath (including any additional Honey Badger Shares issued in satisfaction of amounts owing under the Promissory Note) will be subject to the following restrictions on transfer, subject to customary exceptions (the "Holding Period"): (i) 50% of the shares issued will be subject to transfer restrictions expiring six months and one day from the date of issuance, and (ii) the remaining 50% of the shares issued will be subject to transfer restrictions expiring on the one-year anniversary of the date of issuance. The foregoing restrictions will be set out in a lock-up agreement that the parties will enter into as part of closing, which will also include customary covenants regarding voting support and standstill during the lock-up period as well as limitations on dispositions following the expiry of the lock-up period.

Closing of the Transaction remains subject to customary closing conditions for transactions of this nature, including approval by the TSXV.

About Aftermath Silver Ltd.

Aftermath Silver Ltd. is a leading Canadian junior exploration company focused on silver, and aims to deliver shareholder value through the discovery, acquisition and development of quality silver projects in stable jurisdictions. Aftermath has developed a pipeline of projects at various stages of advancement. The Company's projects have been selected based on growth and development potential.

- Berenguela Silver-Copper project. The Company has an option to acquire a 100% interest through a binding agreement with SSR Mining. The project is located in the Department of Puno, in southern central Peru. A NI 43-101 Technical Report on the property was filed in February 2021 (available on SEDAR and the Company's web page). The Company is currently drilling at Berenguela and planning to advance the project through a pre-feasibility study.
- **Challacollo Silver-Gold project.** The Company recently completed the acquisition of a 100% interest in the Challacollo silver-gold project from Mandalay Resources; see Company news release dated August 11, 2022. A NI 43-101 mineral resource was released on December 15, 2020 (available on SEDAR and the Company's web page). The Company is currently permitting road access in anticipation of an upcoming drill program.
- **Cachinal Silver-Gold project.** The Company owns a 100% interest in the Cachinal Ag-Au project, located 2.5 hours south of Antofagasta. On June 10, 2022, Aftermath announced it had reached an

agreement to sell Cachinal to Honey Badger Silver Inc. On February 15, 2023 Aftermath announced the signing of the Definitive Agreement with Honey Badger. On September 16, 2020, the Company released a CIM-compliant mineral resource estimate and accompanying NI 43-101 Technical Report (available on SEDAR and on the Company's web page).

ON BEHALF OF THE BOARD OF DIRECTORS "Ralph Rushton" Ralph Rushton CEO and Director 604-484-7855

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

Cautionary Note Regarding Forward-Looking Information

This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". This information and these statements, referred to herein as "forward-looking statements", are not historical facts, are made as of the date of this news release and include without limitation, statements regarding discussions of future plans, estimates and forecasts and statements as to management's expectations and intentions with respect to, among other things, the structure of the Transaction; the terms and conditions on which the Transaction will be completed; the approval of the TSXV regarding the Transaction;.

These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things, market uncertainty and that the conditions to completing the Transaction may not be met or waived.

In making the forward looking statements in this news release, the Company has applied several material assumptions, including without limitation, that the conditions to completing the Transaction will be met or waived.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements 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 statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws. We seek safe harbor.